

| | | |
|--|---|-----------------------|
| <p>Informazione Regolamentata n. 1928-123-2024</p> | <p>Data/Ora Inizio Diffusione 12 Dicembre 2024 09:02:25</p> | <p>Euronext Milan</p> |
|--|---|-----------------------|

Societa' : BANCO BPM

Identificativo Informazione Regolamentata : 199318

Utenza - Referente : BANCOBPMN08 - Andrea

Tipologia : 3.1

Data/Ora Ricezione : 12 Dicembre 2024 09:02:25

Data/Ora Inizio Diffusione : 12 Dicembre 2024 09:02:25

Oggetto : PR_OBTAINMENT OF THE ANTITRUST CLEARANCE

Testo del comunicato

Vedi allegato



THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS COMMUNICATION IS PROHIBITED IN ANY JURISDICTION WHERE THE SAME WOULD CONSTITUTE A VIOLATION OF THE RELEVANT APPLICABLE LEGISLATION

TOTAL VOLUNTARY TENDER OFFER FOR THE ORDINARY SHARES OF ANIMA HOLDING S.P.A. PROMOTED BY BANCO BPM VITA S.P.A.

OBTAINMENT OF THE ANTITRUST CLEARANCE

Milan, December 12, 2024 - with reference to the voluntary tender offer promoted - pursuant to Articles 102, paragraph 1 and 106, paragraph 4 of Legislative Decree No. 58 of February 24, 1998 (the "TUF"), as subsequently amended and supplemented - by Banco BPM Vita S.p.A. (the "**Offeror**") on all the ordinary shares of Anima Holding S.p.A. (the "**Offer**"), the Offeror hereby announces the following.

Unless otherwise defined in this press release, capitalized terms have the same meaning ascribed to them in the communication prepared pursuant to Article 102, paragraph 1 of the TUF and Article 37 of the regulations adopted by CONSOB with Resolution No. 11971 of May 14, 1999, as amended and supplemented, by which the Offeror notified CONSOB and disclosed to the public, on November 6, 2024, its decision to promote the Offer (the "**102 Communication**").

The Condition Precedent indicated in Section 3.4(v) of 102 Communication is to be considered fulfilled, following the unconditional approval to the acquisition of control of Anima by the Offeror, issued by the AGCM pursuant to Law No. 287 of October 10, 1990 and communicated yesterday evening to the Offeror.

For any further information regarding the Offer, please refer to 102 Communication published on the dedicated *web* page of Banco BPM S.p.A.'s *website* (<https://gruppo.bancobpm.it/investor-relations/opa-banco-bpm-vita-su-azioni-anima-holding/>), in which the legal requisites, terms, conditions and essential elements of the Offer are indicated.



The Offer is being launched exclusively in Italy, since the Anima's shares are listed exclusively on Euronext Milan organized and managed by Borsa Italiana S.p.A., and is directed, indistinctly and on equal terms, to all shareholders of Anima.

*As of the date of this press release, the Offer is not launched nor disseminated, directly or indirectly in the United States of America, in Canada, Japan and Australia, nor in any other country where such an Offer is forbidden without authorization from competent authorities or such an Offer is in breach of rules or regulations (collectively, the "**Other Countries**"), nor using international communication or trade tools (including, by way of example, the postal system, telefax, e-mail, telephone and internet), of the United States of America, Australia, Canada, Japan or the Other Countries nor by way of any office of any of the financial intermediaries of the United States of America, Australia, Canada, Japan or the Other Countries, nor in any other manner.*

Copy of this press release, or any portion thereof, as well as copies of any documents relating to the Offer, are not and should not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the United States of America, Canada, Japan, and Australia or the Other Countries. Any person who receives the above documents shall not distribute, send, or dispatch them (either by mail or through any other means or instrument of communication or international commerce) in the United States of America, Canada, Japan, and Australia or the Other Countries.

This press release, as well as any other documents relating to the Offer do not constitute and may not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the United States of America, Canada, Japan, Australia or the Other Countries. No instrument may be offered or bought or sold in the United States of America, Australia, Canada, Japan or the Other Countries in the absence of specific authorization in accordance with the applicable provisions of the local laws of those States or the Other Countries or waiver from those provisions.

Acceptance of the Offer by shareholders which are resident in countries other than Italy may be subject to specific obligations or restrictions provided by law or regulatory provisions. Shareholders who wish to accept the Offer bear the exclusive responsibility to comply with those laws and therefore, prior to accepting the Offer, those shareholders are required to verify their possible existence and applicability, consulting their own advisors. Any acceptances of the Offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

For information:

Media Relations e-mail: stampa@bancobpm.it

Investor Relations e-mail: investor.relations@bancobpm.it

Fine Comunicato n.1928-123-2024

Numero di Pagine: 4