

<p>Informazione Regolamentata n. 0263-203-2024</p>	<p>Data/Ora Inizio Diffusione 24 Dicembre 2024 11:21:50</p>	<p>Euronext Milan</p>
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Societa' : UNICREDIT

Identificativo Informazione Regolamentata : 199860

Utenza - Referente : UNICREDITN03 - Velo Michele

Tipologia : 2.2

Data/Ora Ricezione : 24 Dicembre 2024 11:21:50

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Oggetto : Notice pursuant to Article 41, paragraph 2, letter c) of Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended ("Issuers' Regulation")

Testo del comunicato

Vedi allegato



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION

**Voluntary public exchange offer
launched by UniCredit S.p.A.
on all the ordinary shares of Banco BPM S.p.A.**

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Notice pursuant to Article 41, paragraph 2, letter c) of Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended (“Issuers’ Regulation”)

Milan, 24 December 2024 – With reference to the voluntary public exchange offer launched by UniCredit S.p.A. (the “**Offeror**”) on maximum of all the 1,515,182,126 ordinary shares of Banco BPM S.p.A., in relation to Articles 102 and 106, paragraph 4, of Legislative Decree 24 February 1998, no. 58, as subsequently amended, which was communicated on 25 November 2024, pursuant to Article 102, paragraph 1, of the Consolidated Law on Finance (TUF) and Article 37 of the Issuers’ Regulation, and subject of a press release concerning the filing of the offer document with Consob on 13 December 2024, notice is hereby given as regards the following ordinary business of UniCredit Bank GmbH., an Offeror’s subsidiary, in respect of Banco BPM ordinary shares.

As part of its ordinary trading business, UniCredit Bank GmbH., as a result of the exercise of American call options, expiring on 20 December 2024 and sold before 25 November 2024, has today settled the following transaction of delivery in respect of Banco BPM ordinary shares (ISIN IT0005218380) that are subject to reporting obligations pursuant to Article 41, paragraph 2, letter c), number 1) of the Issuers’ Regulation:

Date	Transaction mode	Kind of transaction	Number of shares	Currency	Unit price per share
24/12/2024	Option settlement expiry date December 2024 IDEM market	Our physical delivery after option exercise	860,000	EUR	6.80

This notice is also available on the Offeror’s website www.unicreditgroup.eu

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UniCredit S.p.A.

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THIS PRESS RELEASE DOES NOT CONSTITUTE THE EXTENSION OF AN OFFER TO ACQUIRE, PURCHASE, SUBSCRIBE FOR, SELL OR EXCHANGE (OR THE SOLICITATION OF AN OFFER TO ACQUIRE, PURCHASE, SUBSCRIBE FOR, SELL OR EXCHANGE), ANY SECURITIES IN ANY JURISDICTION, INCLUDING THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN, OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE LAWS OF SUCH JURISDICTION AND ANY SUCH OFFER (OR SOLICITATION) MAY NOT BE EXTENDED IN ANY SUCH JURISDICTION.

Financial instruments cannot be offered or sold in the United States unless they have been registered pursuant to the U.S. Securities Act of 1933, as subsequently amended, or are exempt from registration. Financial instruments offered in the context of the transaction described in this press release will not be registered pursuant to the U.S. Securities Act of 1933, as subsequently amended, and UniCredit S.p.A. does not intend to carry out a public offer of such financial instruments in the United States. .

The public voluntary exchange Offer described in this press release will be promoted by UniCredit S.p.A. over the totality of the ordinary shares of Banco BPM S.p.A..

This press release does not constitute an offer to buy or sell Banco BPM S.p.A.'s shares.

Before the beginning of the Tender Period, as required by the applicable regulations, the Offeror will publish the Offer Document which Banco BPM S.p.A.'s shareholders shall carefully examine.

The Offer will be launched in Italy and will be made on a non-discriminatory basis and on equal terms to all shareholders of Banco BPM S.p.A.. The Offer will be promoted in Italy as Banco BPM S.p.A.'s shares are listed on the Euronext Milan organised and managed by Borsa Italiana S.p.A. and, except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law.

The Offer is not as of today being made in the United States (or will not be directed at U.S. Persons, as defined in Regulation S under the U.S. Securities Act of 1933, as subsequently amended), Canada, Japan, Australia or any other jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and any such offer (or solicitation) may not be extended in any such jurisdiction ("Other Countries"). The Offeror reserves the right to extend the Offer in the United States exclusively to certain professional investors who qualify as Qualified Institutional Buyers, as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the 'U.S. Securities Act'), by way of a private placement in compliance with United States federal laws and regulations concerning the offer of financial instruments and with United States laws concerning tender offers, insofar as applicable. Such potential extension of the Offer in the United States would occur by way of a separate offer document restricted to Qualified Institutional Buyers.

A copy of any document that the Offeror will issue in relation to the Offer, or portions thereof, is not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Other Countries.

Any tender in the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted.

This press release and any other document issued by the Offeror in relation to the Offer do not constitute and are not part neither of an offer to buy or exchange, nor of a solicitation to offer to sell or exchange financial instruments in the United States or in the Other Countries. Financial instruments cannot be offered or sold in the United States unless they have been registered pursuant to the U.S. Securities Act of 1933, as subsequently amended, or are exempt from registration. Financial instruments offered in the context of the transaction described in this press release will not be registered pursuant to the U.S. Securities Act of 1933, as subsequently amended, and UniCredit S.p.A. does not intend to carry out a public offer of such financial instruments

in the United States. No financial instrument can be offered or transferred in the Other Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions.

This press release may only be accessed in or from the United Kingdom who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as forming part of United Kingdom law by virtue of 'European Union (Withdrawal) Act 2018, as amended, and who (i) have professional experience in investment matters under section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Decree”); or (ii) are persons who have a high net worth and who fall within article 49(2)(a) - (d) of the Decree (the aforementioned subjects, jointly, the “Relevant Persons”). Any investment activity to which this document refers is available only to Relevant Persons.

Financial Instruments described in this press release are made available only to Relevant Persons (and any solicitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments will be directed exclusively at such persons). Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

Tendering in the Offer by persons residing in jurisdictions other than Italy may be subject to specific obligations or restrictions imposed by applicable legal or regulatory provisions of such jurisdictions. Recipients of the Offer are solely responsible for complying with such laws and, therefore, before tendering in the Offer, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.

Not for release, publication or distribution, in whole or in part, directly or indirectly in the United States, Australia, Canada or Japan.

Fine Comunicato n.0263-203-2024

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