

<p>Informazione Regolamentata n. 0856-78-2024</p>	<p>Data/Ora Inizio Diffusione 27 Dicembre 2024 18:41:55</p>	<p>Euronext Milan</p>
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Societa' : BANCA GENERALI

Identificativo Informazione Regolamentata : 199904

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Tipologia : REGEM

Data/Ora Ricezione : 27 Dicembre 2024 18:41:55

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Oggetto : VOLUNTARY TENDER OFFER ON ALL ORDINARY SHARES OF INTERMONTE PARTNERS SIM S.P.A. LAUNCHED BY BANCA GENERALI S.P.A.

Testo del comunicato

Vedi allegato



PRESS RELEASE

THIS IS AN ENGLISH COURTESY TRANSLATION OF THE NOTICE PURSUANT TO ARTICLE 38, PARAGRAPH 2 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "ISSUERS' REGULATION") AND IS PROVIDED SOLELY FOR INFORMATION PURPOSES. AS SUCH, IT SHALL NOT BE RELIED UPON BY ANY RECIPIENT. THE ITALIAN VERSION OF THIS NOTICE IS THE ONLY OFFICIAL VERSION AND SHALL PREVAIL IN CASE OF ANY DISCREPANCY.

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THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS PROHIBITED IN ANY JURISDICTION IN WHICH IT CONSTITUTES A VIOLATION OF THE RELEVANT APPLICABLE LAW

VOLUNTARY TENDER OFFER ON ALL ORDINARY SHARES OF INTERMONTE PARTNERS SIM S.P.A. LAUNCHED BY BANCA GENERALI S.P.A.

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PRESS RELEASE PURSUANT TO ART. 41, PARAGRAPH 2, LETTER D) OF THE REGULATION ISSUED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "ISSUERS' REGULATIONS")

Milan, 27 December 2024 - in connection with the voluntary tender offer (the "Offer") announced on 16 September 2024 by Banca Generali S.p.A. (the "Offeror") targeting all the 32,297,500 shares of Intermonte Partners Sim S.p.A. ("Intermonte" or the "Issuer") (ISIN IT0005460016), the Offeror notifies, pursuant to art.41, paragraph 2, letter d) of the Issuers' Regulations, that 19,713,316 ordinary shares of the Issuer have been tendered to the Offer between 23 December 2024 (inclusive) and 27 December 2024 (inclusive), equal to 61.037% % of the Intermonte Shares targeted by the Offer, as set forth in the table below.

Terms not defined in this press release have the same meaning given to them in the offer document, approved by Consob resolution No. 23388/24 of 18 December 2024 and published on 20 December 2024 on the Offeror's website (the "Offer Document").

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Number of Shares targeted by the Offer, as described in the Offer Document.	A maximum of 32,297,500 Shares, representing 99.9923% of the Issuer's share capital as at the date of the Offer Document, that is, the total number of Shares less the Shares already held by the Offeror. ISIN IT0005460016
Number of Shares targeted by the Offer and tendered between 23 December 2024 (inclusive) and 27 December 2024	19,713,316 Shares

(inclusive)	
Total number of Shares targeted by the Offer and tendered between the start of the Acceptance Period (23 December 2024) and the date of this press release.	19,713,316 Shares
Total percentage of Shares which have been tendered between the start of the Acceptance Period (23 December 2024) and the date of this press release, out of the total number of Shares targeted by the Offer.	61.037%

Please note that the Acceptance Period commenced on 23 December 2024 and will end on 24 January 2025, inclusive (unless extended in accordance with the applicable provisions).

The Offeror will pay to those shareholders participating in the Offer a cash consideration of Euro 3.04 (*cum* dividend) for each Share tendered to the Offer and purchased by the Offeror.

It should also be noted that, as of today's date, the Offeror holds 2,500 Intermonte Shares corresponding to 0.0077% of the Issuer's share capital and that such Shares will be added to the Shares tendered by the shareholders for the purpose of reaching the Threshold Condition (*Condizione Soglia*).

The payment of the Consideration will take place on 31 January 2025 (unless extended in accordance with the applicable provisions).

For additional information on the Offer, reference should be made to the Offer Document and to the documents listed in section L of the same, all available to the public for consultation at:

- (i) the registered office of the Offeror at n. 4 Via Machiavelli, 34132 Trieste;
- (ii) the registered office of the Issuer, at n. 7/8 Galleria de Cristoforis, 20122 Milan;
- (iii) the registered office of the intermediary appointed to coordinate the collection of acceptances, Intesa Sanpaolo S.p.A., at n. 3 Largo Mattioli, 20121 Milan;
- (iv) on the website of the Offeror, at: <https://www.bancagenerali.com/>;
- (v) on the website of the Issuer, at: www.intermonte.it;
- (vi) on the website of Sodali & Co. S.p.A., the entity appointed as the global information agent, at: <https://transactions.sodali.com/>.

For additional information regarding the Offer, please refer to the following information channels: **Morrow Sodali S.p.A. (Sodali & Co)**

E-mail account: opa.intermonte@investor.sodali.com

Toll-free number: 800 137 242 (from landline from Italy)

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Hotline: +39 0685870130 (from landline, mobile and from abroad)

WhatsApp number: +39 340 4029760.

These channels will be active Monday through Friday from 9.00 a.m. to 6.00 p.m. (Central European Time). The reference website of the Global Information Agent is <https://transactions.sodali.com/>.

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This notice does not represent nor does it intend to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of INTERMONTE PARTNERS SIM S.p.A. will be made in any country in breach of the regulations applicable therein. The Offer will be launched through the publication of the relevant Offer document subject to the approval of Consob. The Offer document will contain the full description of the terms and conditions of the said Offer, including the manner in which it can be accepted.

THIS DOCUMENT SHALL NOT BE CIRCULATED, PUBLISHED, OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA, OR JAPAN (OR ANY COUNTRY OTHER THAN ITALY)

The publication or dissemination of this notice in countries other than Italy may be subject to restrictions under the applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently acquire information about any restrictions under applicable laws and regulations and ensure that he, she or it complies with them. Any failure to comply with such restrictions may constitute a violation of the relevant country's applicable law. To the maximum extent permitted under the applicable law, the persons involved in the Offer shall be deemed to be exempted from any liability or adverse effect that might arise from the breach of such restrictions by the relevant persons. This notice has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed if the notice had been prepared under the law of countries other than Italy.

No copy of this notice or of any other documents relating to the Offer shall be, nor may be, sent by post or otherwise forwarded or distributed in any or from any country in which the provisions of local laws and regulations might give rise to civil, criminal or regulatory risks to the extent that information concerning the Offer is transmitted or made available to shareholders of INTERMONTE PARTNERS SIM S.p.A. in such country or other countries where such conduct would constitute a violation of the laws of such country and any person receiving such documents (including as custodian, trustee or trustee) is required not to post or otherwise transmit or distribute them to or from any such country.

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