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Oggetto : PR_OBTAINMENT OF THE GOLDEN POWER CLEARANCE

Testo del comunicato

Vedi allegato



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

PRESS RELEASE

OBTAINMENT OF THE GOLDEN POWER CLEARANCE

THE PROCESS FOR THE OBTAINMENT OF THE OTHER AUTHORIZATIONS CONTINUES

FOLLOWING THE APPROVAL BY THE AGCM (DECEMBER 12, 2024)

Milan, January 20 2025 – 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 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 that on the date hereof, the Presidency of the Council of Ministers (*Presidenza del Consiglio dei Ministri*) transmitted to the Offeror, pursuant to and for the purposes of Article 2 of Legislative Decree No. 21/2012, a copy of the resolution of the Council of Ministers dated January 10, 2025, whereby it accepted the proposal of the Ministry of Economy and Finance (*Ministero dell’Economia e delle Finanze*) not to exercise the special powers and to consent to the expiry of the terms provided for in Article 2, paragraph 4, of Legislative Decree No. 21/2012.

As of today, therefore, both the condition precedent relating to the AGCM's unconditional approval of the acquisition of control of Anima by the Offeror pursuant to Law 287/1990, already communicated to the market on December 12, 2024, and the condition precedent relating to the non-exercise of special powers pursuant to the so called “Golden Power” regulations must be considered fulfilled.

In relation to the conditions precedent connected to the other regulatory authorizations provided for by applicable law, the relevant authorization processes are ongoing within the terms provided by law.

Likewise, with regard to the condition precedent relating to the obtainment of a positive feedback from the ECB regarding the confirmation that Banco BPM can continue to apply the so-called “Danish Compromise,” the assessment by the ECB, which includes the involvement of the European Banking Authority, is proceeding.

For any further information regarding the Offer, please refer to the 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.

For information:

Media Relations e-mail: stampa@bancobpm.it

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



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.

Fine Comunicato n.1928-8-2025

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