

<p>Informazione Regolamentata n. 0856-14-2025</p>	<p>Data/Ora Inizio Diffusione 5 Febbraio 2025 16:58:12</p>	<p>Euronext Milan</p>
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Identificativo Informazione Regolamentata : 201108

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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 41 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

BANCA GENERALI CONCLUDED THE JOINT PROCEDURE FOR THE EXERCISE OF THE RIGHT TO PURCHASE PURSUANT TO ART. 111 OF THE TUF AND FOR SATISFYING THE PURCHASE OBLIGATION PURSUANT TO ART. 108, PARAGRAPH 1 OF THE TUF

DELISTING OF INTERMONTE PARTNERS SIM S.P.A.’S SHARES EFFECTIVE AS OF TODAY’S DATE

Milan, 5 February 2025 – in connection with the voluntary tender offer launched by Banca Generali S.p.A. (“**Banca Generali**” or the “**Offeror**”) pursuant to and for the effects of article 102 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the “**TUF**”) and the applicable implementing provisions contained in the regulation approved by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulations**”), targeting all the 32,297,500 shares of Intermonte Partners Sim S.p.A. (“**Intermonte**” or the “**Issuer**”) traded on Euronext Growth Milan and representing 99.992% of the Issuer's share capital (the “**Offer**”), the Offeror announces as follows.

Save as otherwise specified, terms not defined in this press release have the same meaning given to them in the offer document, approved by Consob with resolution No. 23388/24 of 18 December 2024 (the “**Offer Document**”) and published on 20 December 2024 (the “**Offer Document Date**”).

Rules of the Joint Procedure

The Offeror announces that today it has notified the Issuer, pursuant to art. 111, paragraph 3 of the TUF, of the deposit in an escrow account held in the Offeror's name

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with Intesa Sanpaolo S.p.A. of the sum pledged to the payment of the consideration for the remaining 1,339,086 Shares (excluding the Treasury Shares), equal to 4.146% of the Issuer's share capital (the “**Residual Shares**”).

As such, pursuant to art. 111, paragraph 3 of the TUF, upon the communication that the deposit has been made, the transfer of title to the Residual Shares to the Offeror has become effective and, as a consequence, the Issuer will proceed with making the necessary entries on its register of shareholders.

The holders of the Residual Shares will be able to obtain payment of the consideration relating to the Joint Procedure – equal to Euro 3.04 for each Residual Share - directly from their respective intermediaries. The obligation to pay the consideration relating to the Joint Procedure will be satisfied upon the transfer of the relevant amounts to the intermediaries from which the Residual Shares subject of the Joint Procedure originate.

Holders of the Residual Shares will bear the risk that the Depository Intermediaries do not transfer such amounts or that such transfer is delayed.

It should be recalled that - after the expiration of the five-year limitation period set forth in Article 2949 of the Civil Code and subject to the provisions of Articles 2941 *et seq.* of the Civil Code - the right of the holders of the Residual Shares to obtain payment of the consideration under the Joint Procedure will extinguish by prescription, and the Offeror will be entitled to the return of the portion of the Aggregate Consideration not collected by those entitled to receive it.

Delisting of Shares

As of today's date, Borsa Italiana has withdrawn Intermonte's Shares from trading on Euronext Growth Milan.

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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.

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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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