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Oggetto : UNDERTAKINGS FROM SOME OF ANIMA'S
TOP MANAGEMENT TO TENDER

Testo del comunicato

Vedi allegato



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

UNDERTAKINGS FROM SOME OF ANIMA'S TOP MANAGEMENT TO TENDER THEIR SHARE FOR AN OVERALL AMOUNT EQUAL TO C. 1.5% OF ANIMA'S SHARE CAPITAL: THE PARTICIPATION HELD BY BANCO BPM COULD THUS REACH C. 44.8% OF ANIMA'S SHARE CAPITAL

Milan, February 20, 2025 - With reference to the voluntary tender offer (the "**Offer**") launched pursuant to Articles 102, paragraph 1 and 106, paragraph 4 of Legislative Decree 58/1998 ("**TUF**") by Banco BPM Vita S.p.A. (the "**Offeror**") on all the ordinary shares of Anima Holding S.p.A. ("**Anima**"), the Offeror announces that, on the date hereof, certain shareholders of Anima, including the CEO and other *top managers*, executed separate undertakings to tender their shares to the Offer (the "**Undertakings**").

The Undertakings are related to all the shares of Anima held by such shareholders, representing alone c. 1.5% of the total share capital of Anima and, jointly with: (i) the Anima's shares already held by Banco BPM and (ii) the Anima's shares concerned by the undertakings previously executed by Poste Italiane S.p.A. and FSI SGR S.p.A., respectively (as disclosed to the market on February 12, 2025), representing c. 44.8% of the total share capital of Anima.

The Undertakings are subject to certain conditions, including the authorization of Banco BPM Shareholders' Meeting, to be held on February 28, 2025, to increase the Offer consideration.

For further information regarding the Undertakings, please refer to the essential information to be published on Anima's website within the terms and in the manner provided for in Articles 122 of the TUF and 130 of the regulations adopted by CONSOB with resolution No. 11971 of May 14, 1999.

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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.

