

<p>Informazione Regolamentata n. 1928-34-2025</p>	<p>Data/Ora Inizio Diffusione 28 Febbraio 2025 13:33:21</p>	<p>Euronext Milan</p>
-----------------------------------------------------------	-----------------------------------------------------------------	-----------------------

Societa' : BANCO BPM

Identificativo Informazione Regolamentata : 201860

Utenza - Referente : BANCOBPMN08 - Marconi Andrea

Tipologia : 3.1

Data/Ora Ricezione : 28 Febbraio 2025 13:33:21

Data/Ora Inizio Diffusione : 28 Febbraio 2025 13:33:21

Oggetto : PR_Anima tender offer: Banco BPM's Shareholders' Meeting almost unanimously resolved (97.64%)

Testo del comunicato

Vedi allegato

Press Release

Appreciation for shareholders' support to the Anima tender offer

Banco BPM's Shareholders' Meeting almost unanimously resolved (97.64%) to approve:

- the increase to Euro 7.00 (*cum dividendo*) of the consideration offered in the context of the Anima tender offer;
- the right to waive one or more of the conditions of effectiveness of the offer

Milan, 28 February 2025 – The Ordinary Shareholders' Meeting of Banco BPM, held in the presence of 3,525 Shareholders, holding shares representing approximately 57% of Banco BPM's share capital, almost unanimously resolved upon the items on the agenda.

The Shareholders' Meeting, with 97.64% of favourable votes, resolved to authorize, pursuant to art. 104, paragraph 1 of Legislative Decree No. 58 of February 24, 1998, ("TUF") Banco BPM and, on its behalf, the Board of Directors to ensure that, in accordance with the directives issued by Banco BPM in the exercise of its management and coordination activities, the subsidiary Banco BPM Vita S.p.A. ("BBPM Vita"), as part of the voluntary tender offer (the "Offer") launched by the latter on 6 November 2024 on all the ordinary shares of Anima Holding S.p.A., may:

1. increase from Euro 6.20 (*cum dividendo*) to Euro 7,00 (*cum dividendo*) the consideration offered (the "New Consideration"); and
2. exercise the right, if deemed appropriate, to waive in whole or in part one or more of the conditions of effectiveness attached to the Offer by BBPM Vita, and not yet fulfilled as of today's date.

Implementing the resolution of Banco BPM's Shareholders' Meeting, pursuant to articles 36 and 43 of Consob Regulation 11971/1999, it is hereby announced that the Offer consideration is increased to Euro 7.00 (*cum dividendo*).

The New Consideration entails **a significant premium equal to:**

- **22.5% compared to the official Anima share price at the close of 5 November 2024 (last trading day before the Offer was announced)¹; and**
- **41.04% compared to the arithmetic average, weighted by volumes traded, of the official prices per Anima share in the last six months prior to 5 November 2024².**

The New Consideration is intended *cum dividendo* and, therefore, has been calculated on the assumption that the Anima's shareholders' meeting does not resolve upon and carry out any ordinary or extraordinary distribution of dividends from profits or equity reserves before the 5th (fifth) trading day following the end of the acceptance period (the "Payment Date"), as possibly extended in accordance with applicable laws. In the event that, prior to the aforementioned date, Anima pays a dividend to its shareholders, or in any case the coupon relating to dividends approved but not yet paid by Anima is detached from the Anima shares, the New Consideration will be automatically reduced by an amount equal to such dividend for each Anima share.

On the basis of the New Consideration, the maximum outlay in case all the Shares are tendered to the Offer will be equal to Euro 1,776,293,085.00 (the "Maximum Outlay"). It should be noted that the Maximum Outlay will be reduced based on the number of shares targeted by the Offer eventually purchased by BBPM Vita and/or Banco BPM, as a person acting in concert, outside of the Offer.

¹ Source: Factset

² Source: Factset

BBPM Vita will fulfil the financial commitments necessary to pay the New Consideration, up to the Maximum Outlay, through funds which will be made available to BBPM Vita by Banco BPM³, taking into account the actual timing of the Offer. In this regard, on 11 February 2025, Banco BPM and BBPM Vita entered into an amendment to the commitment letter received from Banco BPM on 6 November 2024, whereby Banco BPM confirmed its commitment to make funds available to BBPM Vita up to the Maximum Outlay.

For a detailed description and evaluation of the Offer, please refer to the offer document to be published by BBPM Vita in accordance with the applicable laws and regulations. The offer document will be published upon the outcome of CONSOB's authorization procedure pursuant to article 102, paragraph 4, TUF, and upon obtainment of the Prior Authorizations (as defined pursuant to the notice issued by BBPM Vita to announce the Offer on 6 November 2024.

The Chairman of Banco BPM, Mr. Massimo Tononi stated: *«We are very pleased with the almost unanimous consensus achieved at today's Shareholders' Meeting, which allows us to proceed quickly and flexibly with the implementation of the recently updated Business Plan. The integration of Anima, the Italian leader in asset management, within the Banco BPM Group will allow us to complete the organization of our product factories, adding the fundamental element of asset management to consumer credit, monetics and bancassurance».*

The CEO of Banco BPM, Mr. Giuseppe Castagna, emphasised that: *«The integration of Anima will make our business model increasingly solid. A model that, by leveraging our strong presence in the areas of the country with the highest economic potential, will allow us to remunerate our shareholders and to continue supporting companies, families and territories.*

Indeed, the aim of this transaction is to significantly expand the level of commission income, increasing our Group's ability to consistently create value and follow the path we have taken over the last five years, which led to a total Banco BPM's shareholder return of over 1000%. We intend to pursue this strategy, maintaining a high level of capitalisation, in line with our competitors and well above regulatory requirements».

To conclude, the Chairman, Mr. Tononi, stated: *«We wish to thank our shareholders for the trust they have continued to place in a project with high industrial and systemic value. This trust is something we have earned over time and is based on our Group's ability to reach the established targets in advance and with results that exceed market expectations. We will continue to do so as we pursue our path of independent growth».*

For information:

Media Relations e-mail: stampa@bancobpm.it

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

³ The information regarding the applicability to the case at hand of Consob Regulation No. 17221 of 12 March 2010, as amended, concerning related party transactions was disclosed in the press release issued on the Anima tender offer on 12 February 2025.

Fine Comunicato n.1928-34-2025

Numero di Pagine: 4