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Oggetto : CLEARANCE FROM IVASS E FROM THE EUROPEAN COMMISSION PURSUANT TO FSR REGULATION

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.

CLEARANCE FROM IVASS

CLEARANCE FROM THE EUROPEAN COMMISSION PURSUANT TO FSR REGULATION

FULFILLMENT OF THE RELEVANT CONDITIONS OF THE OFFER

AFTER TODAY'S DECISIONS BY IVASS AND THE EUROPEAN COMMISSION, FOLLOWING THE CLEARANCES FROM THE BANK OF ITALY AND PURSUANT TO ANTITRUST AND GOLDEN POWER RULES, BANCO BPM AND BANCO BPM VITA, PENDING THE APPROVAL OF THE OFFER DOCUMENT BY CONSOB, HAVE RECEIVED ALL LEGAL AUTHORIZATIONS IN RELATION TO THE TENDER OFFER ON ANIMA HOLDING

Milan, 11 March 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 1998 ("TUF") by Banco BPM Vita S.p.A. (the "Offeror") on all the ordinary shares of Anima Holding S.p.A. ("Anima") (the "Offer") the Offeror hereby announces that on the date hereof, Banco BPM S.p.A. ("Banco BPM") and the Offeror, each as the case may be, obtained clearance from IVASS and the European Commission in relation to the Offeror's acquisition of control over Anima, pursuant to respectively, art. 79 of Legislative Decree n. 209 of 2005 and its implementing regulations, and Regulation (EU) 2022/2560 of the European Parliament and of the Council of 14 December 2022, so-called Foreign Subsidies Regulation, regarding the foreign subsidies distorting the internal market. It should be noted that such clearances are unconditional, and are not subject to any condition or term.

The relevant Offer's conditions of effectiveness shall accordingly be considered fulfilled.

As effect of the obtainment of the clearance from IVASS, which follows the announcement on 5 March 2025 regarding the obtainment of the clearance from the Bank of Italy, all the sector-specific authorizations required in relation to the Offer have been obtained, for the purposes and the effects of Article 102, par. 4, of the TUF, which provides the approval of the offer document by Consob within 5 days of the communication of such authorizations.

For any further information regarding the Offer, please refer to the publicly available documentation on the dedicated web page of Banco BPM's website (<https://gruppo.bancobpm.it/investor-relations/opa-banco-bpm-vita-su-azioni-anima-holding/>).



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.1928-43-2025

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