

<p>Informazione Regolamentata n. 1928-47-2025</p>	<p>Data/Ora Inizio Diffusione 13 Marzo 2025 19:08:53</p>	<p>Euronext Milan</p>
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Societa' : BANCO BPM

Identificativo Informazione Regolamentata : 202380

Utenza - Referente : BANCOBPMN09 - Marconi Andrea

Tipologia : 3.1

Data/Ora Ricezione : 13 Marzo 2025 19:08:53

Data/Ora Inizio Diffusione : 13 Marzo 2025 19:08:53

Oggetto : TENDER OFFER ANIMA: APPROVAL OF THE OFFER DOCUMENT BY CONSOB.
ACCEPTANCE PERIOD FROM 17 MARCH 2025 TO 4 APRIL 2025

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

TOTAL VOLUNTARY TENDER OFFER ON ANIMA HOLDING S.P.A.'S ORDINARY SHARES PROMOTED BY BANCO BPM VITA S.P.A.

APPROVAL OF THE OFFER DOCUMENT BY CONSOB

ACCEPTANCE PERIOD FROM 17 MARCH 2025 TO 4 APRIL 2025

Milan, 13 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**"), it is hereby announced that today, CONSOB approved the offer document, pursuant to Article 102, paragraph 4 of the TUF, with resolution no. 23474 of 13 March 2025 (the "**Offer Document**").

The acceptance period, as agreed with Borsa Italiana S.p.A. (the "**Acceptance Period**"), pursuant to art. 40, par. 2, of CONSOB Regulations n. 11971 of 1999, as subsequently amended and supplemented (the "**Issuers' Regulation**"), will start at 8.30 (Italian time) on 17 March 2025 and will end at 17.30 (Italian time) on 4 April 2025, (unless the acceptance period is extended) and it will be therefore equal to 15 trading days. The Offer will therefore close on 4 April, 2025, unless the Acceptance Period is extended in accordance with applicable regulations.

On the fifth trading day following the close of the Acceptance Period, *i.e.* - unless the Acceptance Period is extended - on 11 April 2025 (the "**Payment Date**"), under the terms and conditions set forth in the Offer Document, the Offeror will pay to each Anima shareholder who validly tenders his shares to the Offer a consideration equal to Euro 7.00 (*cum dividendo*) for each share of Anima brought into the Offer (the "**Consideration**").

The Consideration is intended *cum dividendo* and has therefore been determined on the assumption that Anima does not approve and implement any ordinary or extraordinary distribution of dividends taken from profits or reserves before the Payment Date. If, before such date, Anima were to pay a dividend to its shareholders, or if the coupon relating to dividends approved but not yet paid by Anima were detached from the Anima shares, the Consideration will be automatically reduced by an amount equal to that dividend for each share tendered to the Offer.

The Offer Document will be filed with CONSOB and will be made available to the public for consultation at:

- i. the registered office of the Offeror, in Milan, Via Massaua n. 6;
- ii. the registered office of Anima, in Milan, Corso Garibaldi n. 99;



- iii. the registered office of the intermediary coordinating the collection of acceptances, Banca Akros S.p.A., in Milan, Viale Eginardo n. 29;
- iv. the registered office of the appointed intermediaries (Banca Akros S.p.A. – Banco BPM Group, Banca Monte dei Paschi di Siena S.p.A., BNP Paribas, Succursale Italia, Intermonte SIM S.p.A.);
- v. on the Offeror's dedicated website, at <https://gruppo.bancobpm.it/investor-relations/opa-banco-bpm-vita-su-azioni-anima-holding/>
- vi. on the Anima website, at <https://www.animasgr.it/>
- vii. on the website of the Offer's global information agent, Georgeson S.r.l., <https://www.georgeson.com/it>.

It is to be noted that attached to the Offer Document will be Anima's notice by its Board of Directors pursuant to art. 103, paragraph 3 of the TUF and art. 39 of Issuers' Regulation.

The Offeror will announce the publication of the Offer Document by issuing a specific press release.

Until the publication of the Offer Document, for what is not expressly indicated, reference is made to the notice, pursuant to Article 102, paragraph 1, of the TUF and Article 37, paragraph 1, of the Issuers' Regulations, disclosed on 6 November 2024 and published, inter alia, on the Banco BPM S.p.A. ("**Banco BPM**")'s website at <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.1928-47-2025

Numero di Pagine: 5