

<p>Informazione Regolamentata n. 1928-49-2025</p>	<p>Data/Ora Inizio Diffusione 14 Marzo 2025 13:49:23</p>	<p>Euronext Milan</p>
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Societa' : BANCO BPM

Identificativo Informazione  
Regolamentata : 202437

Utenza - Referente : BANCOBPMN04 - Marconi Andrea

Tipologia : 3.1

Data/Ora Ricezione : 14 Marzo 2025 13:49:23

Data/Ora Inizio Diffusione : 14 Marzo 2025 13:49:23

Oggetto : TOTAL VOLUNTARY TENDER OFFER ON  
ANIMA HOLDING S.P.A.'S ORDINARY  
SHARES PROMOTED BY BANCO BPM VITA  
S.P.A. - PUBLICATION OF THE OFFER  
DOCUMENT

*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.

#### PUBLICATION OF THE OFFER DOCUMENT

Milan, 14 March 2025 - Following the press release published on 13 March, 2025, with reference to the voluntary tender offer (the "**Offer**") promoted 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 Holding**"), it is hereby announced that, pursuant to articles 36 and 38, par. 2 of CONSOB Regulation n. 11971 of 1999, as subsequently amended and supplemented (the "**Issuers' Regulation**"), the offer document as approved by CONSOB with resolution n. 23474 of 13 March 2025, was published today (the "**Offer Document**").

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The Offer Document is 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 is Anima's notice by its Board of Directors pursuant to art. 103, paragraph 3 of the TUF and art. 39 of Issuers' Regulation.

The following are the main elements of the Offer, as more in detail described in the Offer Document.

The Offer is launched over a maximum of n. 253,756,155 Anima shares, representing 78.03% of Anima's share capital, *i.e.*, all of Anima's share capital as of the date of the Offer Document, less 71,459,662 Shares, representing 21.97% of Anima's share capital, held by Banco BPM S.p.A. as of the date of the Offer Document.

The acceptance period to the Offer, as agreed with Borsa Italiana S.p.A (the "**Acceptance Period**"), 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, therefore, will be 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 its 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.

Please refer to the Offer Document for a detailed description of all terms and conditions of the Offer.

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Georgeson S.r.l. has been appointed by the Offeror as the global information agent, *i.e.*, the entity responsible for providing information regarding the Offer to all Anima's shareholders (the "**Global Information Agent**").

In this regard, a dedicated e-mail account ([opa-anima@georgeson.com](mailto:opa-anima@georgeson.com)) and toll-free number 800 123 798 have been set up by the Global Information Agent, as well as, in the event that the toll-free number cannot be contacted, a hotline at 06 45212906, all available starting from Monday March 17<sup>th</sup>, 2025. These telephone numbers will be active for the duration of the Acceptance Period, on weekdays, Monday through Friday, from 9:00 a.m. to 6:00 p.m. The Global Information Agent's reference website is [www.georgeson.com](http://www.georgeson.com).

For information:

Media Relations e-mail: [stampa@bancobpm.it](mailto:stampa@bancobpm.it)

Investor Relations e-mail: [investor.relations@bancobpm.it](mailto:investor.relations@bancobpm.it)



*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.1928-49-2025

Numero di Pagine: 5