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| <p>Informazione<br/>Regolamentata n.<br/>1928-53-2025</p> | <p>Data/Ora Inizio Diffusione<br/>26 Marzo 2025 15:17:13</p> | <p>Euronext Milan</p> |
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Societa' : BANCO BPM

Identificativo Informazione Regolamentata : 202966

Utenza - Referente : BANCOBPMN08 - Marconi Andrea

Tipologia : 3.1

Data/Ora Ricezione : 26 Marzo 2025 15:17:13

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Oggetto : PR\_THE ANIMA TENDER OFFER'S  
ACCEPTANCE PERIOD CONTINUES:  
EXCEEDED THE 45% + 1 SHARE MINIMUM  
THRESHOLD

*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**

#### **THE ANIMA TENDER OFFER'S ACCEPTANCE PERIOD CONTINUES: EXCEEDED THE 45% + 1 SHARE MINIMUM THRESHOLD**

#### **THE APPLICATION OF THE PRUDENTIAL TREATMENT REGARDING ANIMA'S ACQUISITION WILL BE ASSESSED BY EBA**

#### **BUSINESS PLAN TARGETS CONFIRMED: MINIMUM CET1 RATIO AT 13% AND 2024-27 DISTRIBUTION OF EURO 6 BILLION ALSO WITHOUT APPLICATION OF THE DANISH COMPROMISE**

Milan, 26th March, 2025 - With reference to rumors disseminated today on the press, Banco BPM clarifies that it has received a communication from the ECB, through which the Supervisory Board has brought to the Bank's attention its conservative view on the prudential treatment of the Anima acquisition, according to which the so-called Danish Compromise would not apply.

The ECB's view, which does not constitute a "Decision", is without prejudice to the assessments of the EBA, involved by the ECB itself, as the competent Authority in order to express a definitive opinion on the matter. In this regard, the Bank remarks that it has submitted a specific query to the EBA aimed at confirming the applicability, to the Anima acquisition, of the favorable view, already expressed by the same Authority in response to a previous request for an opinion made in the context of another transaction. While the official assessment by EBA is still pending, the discussions with the ECB are ongoing.

The next meeting of the Board of Directors of Banco BPM, called for tomorrow 27th March 2025, will discuss updates relating to the Anima tender offer, also with reference to the voluntary conditions of effectiveness of the Offer as well as to the level of acceptances. With regard to the latter, the Bank remarks that, as a result of the acceptances received so far, and taking into account the shares subject to the undertakings received by Poste Italiane, as of 25th March, 2025, 47.24% of Anima's share capital has been reached, and therefore the minimum acceptance threshold of 45% + one share provided for the Anima tender offer has been exceeded: thus, the 50% of Anima's capital threshold is close to be exceeded.

With reference to the potential impacts of the non-application of the Danish Compromise that would result from an unfavorable decision by the EBA, the Bank remarks that the 2024-27 strategic plan, which was communicated to the market on 12th February 2025 already took into account this event, which was reflected in a worst-case scenario in which the CET1 ratio remains above 13% (compared to 14.4% in the base scenario of application of the Danish Compromise) and the total distribution to shareholders reaches the amount of Euro 6 billion – 50% higher than the targets of the previous business plan – equal to, on an annual basis, to Euro 1 per share, to which an additional Euro 1 billion would be added in the base scenario of the application of the Danish Compromise.



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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.*

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Fine Comunicato n.1928-53-2025

Numero di Pagine: 5