

Informazione Regolamentata n. 1928-55-2025	Data/Ora Inizio Diffusione 26 Marzo 2025 18:27:03	Euronext Milan
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Societa' : BANCO BPM

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Regolamentata

Utenza - Referente : BANCOBPMN03 - Marconi Andrea

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Oggetto : Clarifications requested by Consob - Press  
release

*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

**Milano, 26th March 2025** - Without prejudice to the information included in the press release disseminated today regarding, *inter alia*, the communication received from the ECB, in which the Supervisory Board brought to the Bank's attention its view regarding the applicability to the acquisition of Anima Holding S.p.A. of the so-called Danish Compromise, following CONSOB's request, the following part of the ECB communication is reproduced verbatim:

*"Banco BPM is solely responsible for the compliance with directly applicable provisions of the CRR. That said, and without prejudice to future clarifications from the EBA, we would like to bring to your attention that, in the ECB's view, the relevant directly applicable provisions of the CRR require the following prudential treatment of the abovementioned transaction:*

- 1. At the closing of the acquisition, Anima Holding S.p.A needs to be prudentially consolidated at the group level pursuant to Article 18.1 CRR.*
- 2. The associated goodwill and intangible assets are to be deducted from Banco BPM's CET1 items pursuant to Articles 36(1)(b) and 37 of the CRR."*

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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.

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.

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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.1928-55-2025

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