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Oggetto : ANIMA OFFER PROVISIONAL RESULTS

Testo del comunicato

Vedi allegato

THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS COMMUNICATION IS PROHIBITED IN ANY JURISDICTION WHERE THE SAME WOULD CONSTITUTE A VIOLATION OF THE RELEVANT APPLICABLE LEGISLATION

TOTAL VOLUNTARY TENDER OFFER FOR THE ORDINARY SHARES OF ANIMA HOLDING S.P.A. PROMOTED BY BANCO BPM VITA S.P.A.

PRESS RELEASE

END OF THE ACCEPTANCE PERIOD OF THE ANIMA OFFER

PROVISIONAL RESULTS OF THE OFFER: 89.949% OF ANIMA'S SHARE HAS BEEN REACHED

Milan, 4 April 2025 - With reference to the voluntary tender offer (the "**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**" or the "**Issuer**"), it is hereby announced that the acceptance period of the Offer (the "**Acceptance period**"), started on 17 March 2025, ended on the date hereof.

Capitalised terms not otherwise defined herein shall have the meaning given to them in the offer document relating to the Offer, approved by Consob Resolution No. 23474 of 13 March 2025 (hereinafter the "**Offer Document**").

Provisional results of the Offer

In light of the provisional results of the Offer communicated by Banca Akros S.p.A., as the Intermediary in Charge of Coordinating the Collection of Acceptances, at the end of the Acceptance Period, overall no. 221,067,954 Shares, representing 67.976% of Anima's share capital and equal to 87.118% of the Shares Subject of the Offer were tendered to the Offer, for an overall consideration equal to Euro 1,547,475,678.00.

It should be noted that neither the Offeror nor the Person Acting in Concert purchased Issuer's Shares outside the Offer during the period between the Date of the Offer Document and the date hereof.

In light of the provisional results of the Offer, if confirmed, and taking into account the shareholding already held by Banco BPM in the share capital of Anima (equal to 21.973%) as the Person Acting in Concert with the Offeror, upon completion of the Offer the Offeror will hold overall no. 292,527,616 Shares, representing 89.949% of Anima's share capital.

In this regard, it should be noted that, as represented in the Offer Document, the effectiveness of the Offer is subject to, *inter alia*, the achievement of a threshold of acceptances to the Offer such as to enable the Offeror to hold, upon completion of the Offer, a stake equal to at least 66.67% of the Issuer's share capital outstanding as of the closing date of the Acceptance Period (the "**Threshold Condition**"), taking into account the Shares already held by Banco BPM, as Person Acting in Concert as of the Date of the Offer Document, and any Shares acquired by the Offeror and Banco BPM outside the Offer in accordance with applicable laws and regulations.

In light of the provisional results of the Offer, the Threshold Condition is therefore fulfilled.

The final results of the Offer will be announced in the Press Release on the Final Results of the Offer, which will be disseminated by the Offeror by 7:29 a.m. on the last Trading Day before the Payment Date (i.e. 10 April 2025), pursuant to Article 41, paragraph 6, of the Issuers' Regulations.

Effectiveness of the Offer

It should be noted that the effectiveness of the Offer is subject to the fulfilment and/or waiver by the Offeror of each of the Conditions of Effectiveness described in Section A, Paragraph A.1 of the Offer Document. In this regard, following up to what has been disclosed to the market with reference to the Conditions of Effectiveness that have been fulfilled or waived by the Offeror prior to the date hereof, and without prejudice to what has been stated above with reference to the Threshold Condition, please note that the effectiveness of the Offer is subject, on the date hereof, to the fulfilment and/or waiver of the following Conditions of Effectiveness:

- (i) the obtainment, by the 2nd (second) Trading Day before the Payment Date, of any authorization, approval or clearance that may be required by any competent authority under applicable laws for the completion of the Offer, with no condition, restraint or other measure and/or remedy that may be additional to the Prior Authorizations, the By-laws Amendment Authorization, the Golden Power Authorization, the Antitrust Authorization and the FSR Authorization;
- (ii) the Impeding Event Condition;
- (iii) the Management Condition;
- (iv) the Defensive Measures Condition; and
- (v) the MAC Condition.

With respect to the aforementioned Conditions of Effectiveness that have not yet been fulfilled as of the date hereof, pursuant to Article 36 of the Issuers' Regulations, the Offeror will announce the fulfillment or non-fulfillment, or, if one or more of these Conditions of Effectiveness have not been fulfilled, the possible waiver thereof with the Press Release on the Final Results of the Offer.

In the event that any of such Conditions of Effectiveness have not been fulfilled and the Offeror has not exercised its right of waiver, the Offer will not be completed. In such a case, the Shares tendered to the Offer will be returned to their respective shareholders by the next Trading Day following the first press release declaring that the Offer was not completed. The Shares will then return to the availability of the Adhering shareholders through the Depository Intermediaries, without charge or expense to them.

In the even that, on the other hand, the aforementioned Conditions of Effectiveness are fulfilled or the Offeror decides to exercise its right to waive such Conditions of Effectiveness, the Offeror will pay the Consideration, amounting to Euro 7.00 (*cum dividend*), for each Issuer's Share tendered to the Offer during the Acceptance Period, against the simultaneous transfer of ownership of such Shares to the Offeror, on the Payment Date (*i.e.* Friday, 11 April 2025), for an overall consideration of Euro 1,547,475,678.00.

Lastly, the Offeror hereby announces that the conditions for the exercise of the Purchase Obligation pursuant to Article 108, Paragraph 2, of the TUF or the Purchase Obligation pursuant to Article 108, Paragraph 1, of the TUF and the Squeeze-out Right have not been fulfilled.



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.

