

Informazione Regolamentata n. 1928-70-2025	Data/Ora Inizio Diffusione 9 Aprile 2025 18:10:14	Euronext Milan
--	--	----------------

Societa' : BANCO BPM

Identificativo Informazione : 203883
Regolamentata

Utenza - Referente : BANCOBPMN10 - Marconi Andrea

Tipologia : 3.1

Data/Ora Ricezione : 9 Aprile 2025 18:10:14

Data/Ora Inizio Diffusione : 9 Aprile 2025 18:10:13

Oggetto : FINAL REUSLTS OF THE OFFER: 89.949%
OF ANIMA'S SHARE CAPITAL HAS BEEN
REACHED THE OFFER HAS BECOME
EFFECTIVE AND THE CONSIDERATION
WILL BE PAID ON 11 APRIL 2025

Testo del comunicato

Following the press release disseminated on 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 by Banco BPM Vita S.p.A. (the "Offeror") on all the ordinary shares of Anima Holding S.p.A. ("Anima" or the "Issuer"), the final results of the Offer at the end of the acceptance period, ended on 4 April 2025, are hereby announced.



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

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

THE OFFER HAS BECOME EFFECTIVE AND THE CONSIDERATION WILL BE PAID ON 11 APRIL 2025

Milan, 9 April 2025 – Following the press release disseminated on 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 by Banco BPM Vita S.p.A. (the "**Offeror**") on all the ordinary shares of Anima Holding S.p.A. ("**Anima**" or the "**Issuer**"), the final results of the Offer at the end of the acceptance period, ended on 4 April 2025, are hereby announced.

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**").

Final Results of the Offer

In light of the final 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's¹ share capital 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.

Therefore, in light of the final results of the Offer, 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, on the Payment Date of the Consideration the Offeror will hold overall no. 292,527,616 Shares, representing 89.949% of Anima's share capital.

The Offeror hereby announces that, at the end of the Acceptance Period, 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.

¹ Corresponding to 87.118% of the Shares Subject to the Offer



In light of the final results of the Offer, and also taking into account the pending public exchange offer on Banco BPM shares promoted by UniCredit S.p.A., the Offeror hereby reserves its right to assess any future initiative in relation to the shares in Anima not tendered to the Offer.

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, it is hereby announced that:

- (i) as already announced in the Press Release on the Provisional Results of the Offer, in light of the final results of the Offer, the Threshold Condition has been fulfilled;
- (ii) with respect to all the remaining Conditions of Effectiveness not yet fulfilled as at the date of the Press Release on the Provisional Results of the Offer (as better identified therein), to date the Offeror has not become aware of any facts, events or circumstances relevant to the aforementioned Conditions of Effectiveness and, therefore, the same are considered fulfilled.

In light of the above, the Offer has become unconditional and fully effective.

Consideration and Payment Date

In light of the above, on the Payment Date (*i.e.* Friday, 11 April 2025), the Offeror will pay the Consideration, amounting to Euro 7.00 (*cum dividendo*), 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, for an overall consideration of Euro 1,547,475,678.00.

The Consideration will be paid by the Offeror to the account specified by the Intermediary in Charge of Coordinating the Collection of Acceptances and transferred by the latter to the Appointed Intermediaries who will transfer the funds to the Depository Intermediaries for crediting to the accounts of their respective clients, in accordance with the instructions provided by the adhering Shareholders in the Acceptance Form.

The Offeror's obligation to pay the Consideration according to the Offer shall be deemed fulfilled when the relevant amounts are transferred to the Appointed Intermediaries. The adhering Shareholders shall bear sole responsibility in the event that the Appointed Intermediaries or Depository Intermediaries fail to transfer such amounts to the entitled persons or delay the relevant transfer.

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.

