

Informazione Regolamentata n. 0147-42-2025	Data/Ora Inizio Diffusione 29 Aprile 2025 08:37:47	Euronext Star Milan
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Societa' : BANCA IFIS

Identificativo Informazione : 204772
Regolamentata

Utenza - referente : IFISN07 - DA RIO

Tipologia : REGEM

Data/Ora Ricezione : 29 Aprile 2025 08:37:47

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Oggetto : VOLUNTARY TENDER AND EXCHANGE
OFFER PROMOTED BY BANCA IFIS S.P.A.
OVER ALL THE SHARES OF ILLIMITY BANK
S.P.A.

Testo del comunicato

Vedi allegato

PRESS RELEASE

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VOLUNTARY TENDER AND EXCHANGE OFFER PROMOTED BY BANCA IFIS S.P.A. OVER ALL THE SHARES OF ILLIMITY BANK S.P.A.

Press release

pursuant to Article 36 of the Regulation adopted by CONSOB resolution 14 May 1999, no. 11971 ("Issuers' Regulations").

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BANCA IFIS RECEIVED THE AUTHORIZATION OF THE EUROPEAN CENTRAL BANK FOR THE DIRECT AND INDIRECT ACQUISITION OF A CONTROLLING STAKE IN ILLIMITY

Mestre (Venice), 29 April 2025 – With reference to the voluntary tender and exchange offer (the "**Offer**") over all the ordinary shares of illimity Bank S.p.A. ("**illimity**") announced to the public on 8 January 2025 by Banca Ifis S.p.A. ("**Banca Ifis**") through the communication pursuant to Article 102, paragraph 1, of Legislative Decree 24 February 1998, no. 58, and Article 37 of the Issuers' Regulations ("**Offeror's Communication**"), Banca Ifis hereby announces to have received, on 28 April 2025, the authorization of the European Central Bank for the direct and indirect acquisition of a controlling stake in illimity, pursuant to Articles 19 et seq. of the Legislative Decree 1 September 1993, no. 385.

Since the transaction was not previously agreed with illimity and Banca Ifis didn't carry out any due diligence on the latter, the European Central Bank imposed that, if the Offer is completed, Banca Ifis shall carry out a due diligence exercise for the determination of the goodwill resulting from the transaction, depending on the effective amount of illimity's net equity, to be certified by an external auditor and transmitted to the Bank of Italy without undue delay. Within the following month, Banca Ifis shall also determine whether to adopt any subsequent measures, if necessary.

For any further information regarding the Offer – pending the publication of the offer document, which was filed with CONSOB on 27 January 2025 – reference is made to the Offeror's Communication published on Banca Ifis' website, at www.bancaifis.it, which sets forth the legal requirements, the terms, conditions and essential elements of the Offer.

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This press release does not constitute, nor is it intended to constitute, an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issuance or transfer of financial instruments of illimity Bank S.p.A. and/or Banca Ifis S.p.A. will be made in any Country in violation of the applicable laws. The Offer will be carried out by means of the publication of the relevant offer document subject to CONSOB's approval. The offer document will contain the full description of the terms and conditions of the Offer, including the terms and conditions of acceptance.

The publication or dissemination of this press release in Countries other than Italy may be subject to restrictions under the applicable law and, therefore, any person subject to the laws of any Country other than Italy should independently obtain information about any restrictions under the applicable laws and regulations and ensure that they comply with them. Any failure to comply with such restrictions may constitute a violation of the applicable laws of the relevant Country. To the fullest extent permitted by the applicable laws and regulations, the persons involved in the Offer shall be held harmless from any liability or detrimental consequence that may arise out of the breach of

PRESS RELEASE

the above restrictions by such relevant persons. This press release has been prepared in accordance with the laws of Italy and the information contained herein may be different from that which would have been disclosed if the notice had been prepared in accordance with the laws of Countries other than Italy.

No copy of this press release nor any other document relating to the Offer will be, nor may be, sent via mail or otherwise transmitted or distributed in any or from any Countries where the provisions of the local laws may give rise to civil, criminal or regulatory risks if information concerning the Offer is transmitted or made available to shareholders of illimity Bank S.p.A. in such Country or any other Country where such conduct would constitute a violation of the laws of such Country and any person receiving such documents (including as custodian, trustee or trustee) is required not to send via mail or otherwise transmit or distribute the same to or from any such Country.

Davide Tammaro

Head of Brand, Corporate Communications & Sustainability
davide.tammaro@bancaifis.it
+39 366 6258525

Martino Da Rio

Head of IR and Corporate Development
Banca Ifis S.p.A.
+39 02 24129953

Davide Pastore

Media Relations Manager
davide.pastore@bancaifis.it
+39 337 1115357

