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Data/Ora Ricezione : 2 Maggio 2025 19:18:03

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Oggetto : AFTER THE APPROVAL OF THE ECB,  
BANCA IFIS ALSO RECEIVED ALSO THE  
AUTHORISATIONS FROM THE BANK OF  
ITALY FOR THE OFFER OVER ILLIMITY  
BANK S.P.A.

*Testo del comunicato*

Vedi allegato

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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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## **AFTER THE APPROVAL OF THE ECB, BANCA IFIS ALSO RECEIVED ALSO THE AUTHORISATIONS FROM THE BANK OF ITALY FOR THE OFFER OVER ILLIMITY BANK S.P.A.**

**Mestre (Venice), 2 May 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 ("**CFA**"), and Article 37 of the Issuers' Regulations ("**Offeror's Communication**"), Banca Ifis hereby announces to have received today, following the approval granted by the European Central Bank for the direct control over illimity on 28 April 2025, also all the necessary authorisations from the Bank of and specifically: (i) the authorisation for the indirect acquisition of a controlling stake in illimity SGR S.p.A., and for the acquisition of a qualifying holding in Hype S.p.A.; (ii) the authorisation for the acquisition of a stake in illimity for a consideration exceeding 10% of the consolidated own funds of the Banca Ifis Group; and (iii) the verification decision (*provvedimento di accertamento*) that the amendments to the by-laws of Banca Ifis resulting from the share capital increase (the "**Share Capital Increase**") for the Offer do not conflict with the sound and prudent management of Banca Ifis. The Bank of Italy also confirmed the classification of the new shares issued in the Share Capital Increase as Common Equity Tier 1 capital.

As a result of the granting of the above decisions, all the authorisations required by the banking and financial regulatory framework have been obtained.

In light of the above, Banca Ifis hereby announces that the condition to the effectiveness of the Offer set forth under paragraph 3.4, point (vii), of the Offeror's Communication has been fulfilled. Therefore, Consob will approve the offer document within 5 days from the communication of the above authorisations, pursuant to and for the purposes of Article 102, para. 4, of the CFA.

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](http://www.bancaifis.it), which sets forth the legal requirements, the terms, conditions and essential elements of the Offer.

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## PRESS RELEASE

*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 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.*

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**Davide Tammaro**

Head of Brand, Corporate Communications &amp; Sustainability

[davide.tammaro@bancaifis.it](mailto: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](mailto:davide.pastore@bancaifis.it)

+39 337 1115357



