

<p>Informazione Regolamentata n. 0147-52-2025</p>	<p>Data/Ora Inizio Diffusione 9 Maggio 2025 18:40:18</p>	<p>Euronext Star Milan</p>
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Societa' : BANCA IFIS

Identificativo Informazione Regolamentata : 205379

Utenza - referente : IFISN07 - DA RIO

Tipologia : REGEM

Data/Ora Ricezione : 9 Maggio 2025 18:40:18

Data/Ora Inizio Diffusione : 9 Maggio 2025 18:40:18

Oggetto : BANCA IFIS PUBLISHED THE OFFER DOCUMENT RELATING TO THE OFFER OVER ILLIMITY BANK ACCEPTANCE PERIOD FROM 19 MAY 2025 TO 27 JUNE 2025

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 Articles 36 and 38, paragraph 2, of the Regulation adopted by CONSOB resolution 14 May 1999, no. 11971 ("Issuers' Regulations").

BANCA IFIS PUBLISHED THE OFFER DOCUMENT RELATING TO THE OFFER OVER ILLIMITY BANK

ACCEPTANCE PERIOD FROM 19 MAY 2025 TO 27 JUNE 2025

Mestre (Venice), 9 May 2025 – Banca Ifis S.p.A. ("**Banca Ifis**") hereby announces that, on the date hereof, the following documents were published:

- (i) the offer document relating to the voluntary tender and exchange offer (the "**Offer**") over all the ordinary shares of illimity Bank S.p.A. ("**illimity**"), approved by CONSOB with resolution no. 23543 of 7 May 2025 (the "**Offer Document**");
- (ii) the acceptance form to adhere to the Offer (the "**Acceptance Form**"); and
- (iii) the exemption document prepared by Banca Ifis for the purposes of the exemption from the obligation to publish a prospectus pursuant to Article 1, paragraph 4, letter d bis) of Regulation (EU) of the European Parliament and of the Council of 14 June 2017, no. 1129 (as subsequently amended by Regulation (EU) of the of the European Parliament and of the Council of 23 October 2024, no. 2809, so-called Listing Act) (the "**Exemption Document**").

The publication follows the press release issued on 7 May 2025, with reference to the Offer announced to the public on 8 January 2025 by Banca Ifis through the communication published pursuant to Article 102, paragraph 1, of Legislative Decree 24 February 1998, no. 58 (the "**CFA**") and Article 37 of the Issuers' Regulations.

The Offer Document, the Acceptance Form and the Exemption Document are available to the public for consultation:

- (i) at the registered office of Banca Ifis, in Venice-Mestre (VE), Via Terraglio no. 63;
- (ii) at the offices of the intermediary in charge of coordinating the collection of the acceptances, Equita SIM S.p.A., in Milan (MI), Via Turati no. 9;
- (iii) on the website of Banca Ifis, at <https://www.bancaifis.it/en/investor-relations/tender-and-exchange-offer/>; and
- (iv) on the websites of the global information agents of the Offer, Sodali & Co, at <https://transactions.sodali.com/>, and Georgeson S.r.l., at www.georgeson.com.

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It should be noted that the Offer Document will not comprise the issuer's communication to be prepared by illimity pursuant to Articles 103, paragraph 3, of CFA and 39 of the Issuers' Regulations. Such communication will be announced by illimity to the public in accordance with the terms and the ways set forth in Article 39 of the Issuers' Regulations.

Below are certain essential elements of the Offer, as described more in detail in the Offer Document.

Financial instruments over which the Offer is promoted. The Offer is promoted over a maximum of no. 84,067,808 ordinary shares of illimity, representing 100% of the share capital of illimity, *i.e.* all the illimity shares outstanding as of the date of the Offer Document (including the treasury shares held by illimity).

Consideration. Banca Ifis will pay to each shareholder of illimity tendering to the Offer an overall one-off consideration (the "**Consideration**") made up by:

- (i) a component represented by newly issued ordinary shares of Banca Ifis, equal to no. 0.10 ordinary shares with regular dividend rights and with the same characteristics of the shares of Banca Ifis already issued as of the issue date; and
- (ii) a cash component, equal to Euro 1.414, which will be adjusted to Euro 1.506 following the ex-dividend date, on 19 May 2025, of the coupon relating to the payment of the dividend balance for financial year 2024 which will be distributed by Banca Ifis to its shareholders and has been approved by the Shareholders' Meeting on 17 April 2025.

Acceptance period. Pursuant to Article 40, paragraph 2, of the Issuers' Regulations, the acceptance period to the Offer (the "**Acceptance Period**"), agreed upon with Borsa Italiana S.p.A., will commence at 8:30 a.m. (Italian time) on 19 May 2025 and will end at 5.30 p.m. (Italian time) on 27 June 2025 (without prejudice to any extensions of the Acceptance Period) and, therefore, will be equal to 30 trading days. Thus, 27 June 2025 will be the last day to tender to the Offer, without prejudice to any extensions of the Acceptance Period, in compliance with the applicable laws.

On the fifth trading day following the date of closure of the Acceptance Period, *i.e.*, 4 July 2025 – without prejudice to any extensions of the Acceptance Period – Banca Ifis will pay the Consideration to each shareholder that has tendered to the Offer during the Acceptance Period.

Possible reopening of the terms. Upon the occurrence of the relevant circumstances, pursuant to Article 40-*bis*, paragraph 1, letter a) of the Issuers' Regulations, no later than the first trading day following the payment date, the acceptance period will be reopened for 5 trading days and, therefore, without prejudice to any extensions of the Acceptance Period, for the sessions of 7, 8, 9, 10 and 11 July 2025 (the "**Reopening of Terms**"). On the fifth trading day following the end of the period of Reopening of Terms, *i.e.*, on 18 July 2025 – without prejudice to any extensions of the Acceptance Period – Banca Ifis will pay the Consideration to each shareholder of illimity that has tendered to the Offer during the period of Reopening of Terms.

Global information agent. Sodali & Co and Georgeson S.r.l. have been appointed by Banca Ifis as the global information agents, *i.e.*, the persons in charge of providing information related to the Offer to all the shareholders of illimity.

For the purpose of carrying out their activities in connection with the Offer:

- (i) Sodali & Co has set up a dedicated e-mail account (opas.illimity@investor.sodali.com) and the telephone numbers 800 141 710 (for landline calls from Italy) and +39 06 97632420 (for mobile calls and calls from

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abroad). These telephone numbers will be active on weekdays, from 9.00 a.m. to 6:00 p.m. (Italian time). The reference website of Sodali & Co is <https://transactions.sodali.com/>; and

- (ii) Georgeson S.r.l. has set up a dedicated e-mail account (opas-illimity@georgeson.com) and, for institutional investors, the direct line +39 06 4521 2907. Such telephone number will be active on weekdays, from 9.00 a.m. to 6:00 p.m. (Italian time). The reference website of Georgeson S.r.l. is www.georgeson.com.

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 is carried out by means of the publication of the relevant offer document approved by CONSOB. The offer document contains 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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Fine Comunicato n.0147-52-2025

Numero di Pagine: 6