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Oggetto : SHARE CAPITAL INCREASE TO SERVE THE VOLUNTARY TENDER AND EXCHANGE OFFER PROMOTED BY BANCA IFIS S.P.A. OVER ALL THE ORDINARY 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

Notice pursuant to Article 84 of the Regulation adopted by CONSOB resolution 14 May 1999, no. 11971 ("Issuers' Regulations").

SHARE CAPITAL INCREASE TO SERVE THE VOLUNTARY TENDER AND EXCHANGE OFFER PROMOTED BY BANCA IFIS S.P.A. OVER ALL THE ORDINARY SHARES OF ILLIMITY BANK S.P.A.

Mestre (Venice), 9 May 2025 – Banca Ifis S.p.A. ("**Banca Ifis**") hereby announces that, further to the press release issued on 8 May 2025, on the date hereof, the minutes of the meeting of the board of directors of Banca Ifis held on 8 May 2025 which, in execution of the delegation granted by the extraordinary shareholders' meeting held on 17 April 2025 (registered in the Companies' Register of Venice Rovigo on 5 May 2025), resolved upon the share capital increase against payment, in divisible form and also in more tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 4, first sentence, of the Civil Code, to serve the voluntary tender and exchange offer over all the ordinary shares of illimity Bank S.p.A. ("**illimity**") pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree 24 February 1998, no. 58 (the "**CFA**") (the "**Offer**"), have been registered in the Companies' Register of Venice Rovigo.

As illustrated in the board of directors' explanatory report of Banca Ifis prepared pursuant to Article 2441, paragraph 6, of the Civil Code, and Article 70, paragraph 7, letter a) of the Issuers' Regulations, the board of directors of Banca Ifis has availed itself of the provisions of Article 2343-ter, paragraph 2, letter b), of the Civil Code for the appraisal of the illimity shares to be contributed and, for this purpose, on 27 March 2025, Prof. Massimiliano Nova, acting in his capacity as independent expert (the "**Independent Expert**") issued his appraisal report on the illimity shares, which has been made available to the public in view of the shareholders' meeting of 17 April 2025.

Pursuant to Article 2443, paragraph 4, of the Civil Code, within thirty days starting from the aforementioned registration of the resolution on the share capital increase, the shareholders of Banca Ifis who, as of the date of the resolution, represent at least one twentieth of the share capital, in the amount before the share capital increase, may request that, upon initiative of the directors, a new appraisal be prepared in respect of the assets to be contributed (*i.e.*, the illimity shares that will be tendered to the Offer).

Please note that the subscribed and paid-in share capital of Banca Ifis, in the amount before the share capital increase, is equal to Euro 53,811,095.00, represented by 53,811,095 ordinary shares with a par value of Euro 1.00 each.

The relevant shareholders' request, together with the document certifying the ownership of the shares, shall be addressed to Banca Ifis, by registered mail with return receipt to the registered office of Banca Ifis (with the express indication: "To the attention of the Corporate Affairs Area") or, alternatively, by certified email to the address segreteria@bancaifis.legalmail.it.

Pursuant to applicable regulations, the minutes of the meeting of the board of directors of Banca Ifis – which include, *inter alia*, the explanatory report of the board of directors of Banca Ifis, as well as the appraisal report prepared by the Independent Expert – are available to the public at the registered office of Banca Ifis, on the website of Banca Ifis, at www.bancaifis.it, as well as through the authorized storage mechanism eMarketStorage at www.emarketstorage.it.

PRESS RELEASE*******

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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