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Oggetto : Public Exchange Offer on Banca Popolare di
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foreign subsidies Regulation

Testo del comunicato

Vedi allegato



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**VOLUNTARY PUBLIC EXCHANGE OFFER LAUNCHED BY BPER BANCA S.P.A. FOR ALL THE SHARES OF
BANCA POPOLARE DI SONDRIO S.P.A.**

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PRESS RELEASE

PUBLIC EXCHANGE OFFER ON BANCA POPOLARE DI SONDRIO: RELEASE OF THE CLEARANCE UNDER THE EU FOREIGN SUBSIDIES REGULATION

Modena – 21 May 2025. With reference to the voluntary public exchange offer promoted pursuant to articles 102 and 106, para. 4, of the Consolidated Law on Finance (the “Offer”) on all the ordinary shares of Banca Popolare di Sondrio S.p.A., other than the shares of the latter directly held by BPER Banca S.p.A., we inform that, on the date hereof, the European Commission closed the preliminary review of the notification under Regulation (EU) 2022/2560 on foreign subsidies distorting the internal market (so called “FSR”), deciding not to initiate an in-depth investigation, thereby authorising the transaction pursuant to the aforementioned Regulation.

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The voluntary public exchange offer described in this press release has been launched by BPER Banca S.p.A. on all the ordinary shares of Banca Popolare di Sondrio S.p.A. This press release does not constitute an offer to purchase, subscribe, sell or exchange the shares of Banca Popolare di Sondrio S.p.A. Before the beginning of the Tender Period, as required by the applicable regulations, the Offeror will publish an Offer Document and the exemption document to be carefully examined by the shareholders of Banca Popolare di Sondrio S.p.A. The Offer is launched exclusively in Italy and has been made, on a non-discriminatory basis and on equal terms, to all shareholders of Banca Popolare di Sondrio S.p.A. The Offer has been promoted in Italy because Banca Popolare di Sondrio S.p.A.'s shares are listed on Euronext Milan, organized and managed by Borsa Italiana S.p.A. and is subject to the obligations and procedural requirements provided by Italian law. The Offer is not and will not be made in the United States (or will not be directed at U.S. Persons, as defined by the U.S. Securities Act of 1933, as subsequently amended), Canada, Japan, Australia and any other jurisdictions where making the Offer therein would not be allowed without any approval by any regulatory authority or without any other requirements to be complied with by the Offeror (such jurisdictions, including the United States, Canada, Japan and Australia, are jointly defined the "Excluded Countries"), neither by using national or international instruments of communication or commerce of the Excluded Countries (including, for example, postal network, fax, telex, e-mail, telephone and internet), nor through any structure of any of the Excluded Countries' financial intermediaries or in any other way. The Offeror reserves the right to make offers separately to shareholders of Banca Popolare di Sondrio S.p.A. who are U.S. Persons as defined in the United States Securities Act of 1933, as subsequently amended. A copy of this press release, the Offer Document, as well as any other document relating to the Offer, including the exemption document, or portions thereof, is not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the

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