

Informazione Regolamentata n. 0043-85-2025	Data/Ora Inizio Diffusione 30 Maggio 2025 18:45:39	Euronext Milan
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Societa' : BPER BANCA

Identificativo Informazione : 206454
Regolamentata

Utenza - referente : BPERN03 - Anselmi

Tipologia : REGEM

Data/Ora Ricezione : 30 Maggio 2025 18:45:39

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Oggetto : Public Exchange Offer on Banca Popolare di Sondrio: release prior authorisations from the Bank of Italy - All prior authorisations required by the sector regulatory framework have been obtained

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 PRIOR AUTHORISATIONS FROM THE
BANK OF ITALY**

**ALL PRIOR AUTHORISATIONS REQUIRED BY THE SECTOR
REGULATORY FRAMEWORK HAVE BEEN OBTAINED**

Modena – 30 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. (“BPER” or the “Offeror”), we inform that, on the date hereof, the Bank of Italy has released (i) the authorization for the indirect acquisition of a controlling interest in Factorit S.p.A. and the acquisition of a controlling interest in

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Alba Leasing S.p.A., as well as (ii) the authorization to the increase the overall participation held in Unione Fiduciaria S.p.A. and Polis SGR S.p.A.

As a result of the release of the above decisions, all prior authorisations required by the sector regulatory framework have been obtained.

In light of the above, the Offeror hereby announces that the condition to the effectiveness of the Offer set forth under paragraph 1.5, point (v), of the communication published on 6 February 2025 pursuant to Article 102, paragraph 1, of Legislative Decree 24 February 1998, no. 58 and Article 37 of the Issuers' Regulation (the "**Offeror's Notice**") has been fulfilled. Therefore, Consob will approve the offer document within 5 days from the release of the last sector prior authorisation, pursuant to and for the purposes of Article 102, par. 4, of the CFA.

For any further information regarding the Offer – pending the publication of the offer document, filed with CONSOB on 26 February 2025 – reference is made to the Offeror's Notice, available in the BPER' website, at <https://group.bper.it>, which sets forth the legal requirements, the terms, conditions and essential elements of the Offer.

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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

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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 Excluded Countries. Anyone receiving the aforesaid documents shall not distribute, forward or send them (either by post or by any other means or instrument of communication or commerce) in the Excluded Countries. Any tender to the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted. This press release, the Offer Document, as well as any other documents relating to the Offer, including the exemption document, do not constitute or are not part neither of an offer to buy or exchange, nor of a solicitation to offer to sell or exchange financial instruments in the United States or in the Excluded Countries. Financial instruments cannot be offered or sold in the United States unless they have been registered pursuant to the U.S. Securities Act of 1933, as subsequently amended, or are exempt from registration. Financial instruments offered in the context of the transaction described in this press release will not be registered under the U.S. Securities Act of 1933, as subsequently amended, and BPER Banca S.p.A. does not intend to carry out a public offer of such financial instruments in the United States. No financial instruments can be offered or transferred in the Excluded Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions. This press

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This press release is also available in the eMarketStorage system.

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