

Informazione Regolamentata n. 0043-102-2025	Data/Ora Inizio Diffusione 10 Luglio 2025 21:52:16	Euronext Milan
---	---	----------------

Societa' : BPER BANCA

Identificativo Informazione : 207923
Regolamentata

Utenza - referente : BPERN03 - Anselmi

Tipologia : REGEM

Data/Ora Ricezione : 10 Luglio 2025 21:52:16

Data/Ora Inizio Diffusione : 10 Luglio 2025 21:52:16

Oggetto : Press release pursuant to Article 36 of the
Issuers' Regulation - BPER Banca S.p.A.
crosses the threshold of 35% of the share
capital of Banca Popolare di Sondrio S.p.A.

Testo del comunicato

Vedi allegato



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

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

**** * ****

PRESS RELEASE

pursuant to Article 36 of Regulation no. 11971/1999 as subsequently amended (the “Issuers’ Regulation”)

**BPER BANCA S.P.A. CROSSES THE THRESHOLD OF 35%
OF THE SHARE CAPITAL OF BANCA POPOLARE DI SONDRIO S.P.A.**

Modena – 10 July 2025. Reference is made to the voluntary public tender and exchange offer (the “Offer”) pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree February 24, 1998, No. 58, as subsequently amended and supplemented (the “TUF”), launched by BPER Banca S.p.A. (the “Offeror” or “BPER”), on all the ordinary shares of Banca Popolare di Sondrio S.p.A. (the “Issuer” or “BP Sondrio”) - including the treasury shares directly and indirectly held, from time to time, by BP Sondrio, deducting the shares of BP Sondrio already held by BPER - whose acceptance period started on 16 June 2025.

The terms with initial capital letter in this press release, unless otherwise defined, have the meaning attributed to them in the offer document of the Offer, approved by Consob with resolution 23581 on June 4, 2025, and published on June 5, 2025 (the “Offer Document”), available, *inter alia*, on BPER’s website (<https://group.bper.it>).

The Offeror announces, pursuant to Article 36 of the Issuers’ Regulation, that – considering the no. 162,496,879 BP Sondrio shares (representing approximately a percentage equal to 35.8% of the Issuer’s share capital) tendered to the Offer as of today’s date and the no. 1,550,000 BP Sondrio shares already held by the Offeror (representing approximately a percentage equal to 0.34% of the Issuer’s share capital)—the Offeror will hold a total of no. 164,046,879 BP Sondrio shares, representing approximately a percentage equal to 36% of BP Sondrio’s share capital, that is, a stake exceeding the so-called Minimum Threshold Condition.

In the interest of all shareholders, please note that the acceptance period to the Offer will end **at 17:30 on tomorrow Friday, 11 July 2025.**

Please also note that the Offer is of significant strategic value and that the objectives of creating synergies and growth for the BPER Group and the BP Sondrio Group will be all the more rapidly attainable the higher the number of acceptances to the Offer.

1/4

Not for release, publication or distribution, in whole or in part, directly or indirectly in United States of America, Australia, Canada, or Japan

BPER:

As communicated to the market on July 3, 2025 (the “**July 3, 2025 Announcement**”), the Offer was amended, pursuant to Articles 36 and 43 of the Issuers’ Regulations, by increasing the Consideration by adding a cash component of Euro 1 for each BP Sondrio Share tendered to the Offer.

For further information regarding the Offer, please refer to the Offer Document and to the Exemption Document, as well as to the July 3, 2025 Announcement available, *inter alia*, on BPER’s website (<https://group.bper.it>).

* * * * *

For any request or information regarding the Offer, holders of BP Sondrio shares can use the dedicated email account (ops.popso@investor.sodali.com) or contact the toll-free number from Italy 800 137 281, alternatively from abroad +39 06 85870343, and the WhatsApp number +39 340 4029760. These channels will be effective from Monday to Friday from 9:00 to 18:00 (Central European Time). The reference website of the Global Information Agent is (<https://transactions.sodali.com/>).

* * * * *

THIS PRESS RELEASE SHALL NOT BE RELEASED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN (OR ANY EXCLUDED COUNTRY). THE INFORMATION PROVIDED IN THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER TO SELL ANY SECURITIES OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN THE UNITED STATES OF AMERICA, IN ANY EXCLUDED COUNTRY OR IN ANY OTHER JURISDICTION WHERE SUCH OFFER OR SOLICITATION IS NOT AUTHORISED OR TO ANY PERSON WHO IS NOT PERMITTED BY LAW TO MAKE SUCH OFFER OR SOLICITATION.

The voluntary public tender and 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.

The Offeror published the Offer Document and an exemption document which Banca Popolare di Sondrio S.p.A.’s shareholders shall carefully examine.

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*

2/4

Not for release, publication or distribution, in whole or in part, directly or indirectly in United States of America, Australia, Canada, or Japan

BPER:

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 release may only be accessed in or from the United Kingdom (i) by persons having professional experience in matters relating to investments falling within the scope of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the “**Order**”), or (ii) by companies having high net assets and by persons to whom the press release can be legitimately transmitted because they fall within the scope of Article 49(2) paragraphs from (a) to (d) of the Order (all these persons are jointly defined “**relevant persons**”). Financial Instruments described in this press release are made available only to relevant persons (and any solicitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments will be directed exclusively at such persons). Any person who is not a relevant person should not act or rely on this press release or any of its contents.*

Tendering in the Offer by persons residing in jurisdictions other than Italy may be subject to specific obligations or restrictions imposed by applicable legal or regulatory provisions of such jurisdictions. Recipients of the Offer are solely responsible for complying with such laws and, therefore, before tendering in the Offer, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.

BPER Banca S.p.A.

BPER:

This press release is also available in the storage mechanism *EmarketStorage*.

Contact information:

Investor Relations

Corporate and Regulatory Affairs

Media Relations

investor.relations@bper.it

governance.marketabuse@bper.it

mediarelations@bper.it

www.bper.it - <https://group.bper.it/>

Not for release, publication or distribution, in whole or in part, directly or indirectly in United States of America, Australia, Canada, or Japan

