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Oggetto : Banca Ifis: new composition of the subscribed
and paid-up share capital resulting from the
share capital increase

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.

Notice

pursuant to Article 85-bis of the Regulation adopted by CONSOB resolution 14 May 1999, no. 11971 ("Issuers' Regulations").

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Mestre (Venice), 21 July 2025 – Banca Ifis S.p.A. ("**Banca Ifis**") announces the new composition of its subscribed and paid-in share capital, resulting from the paid share capital increase (*aumento di capitale sociale a pagamento*) and in a divisible form (*in via scindibile*) as resolved upon on 8 May 2025, in partial execution of the powers granted to the Board of Directors by the Extraordinary Shareholders' Meeting held on 17 April 2025, serving the voluntary totalitarian tender and exchange offer (the "**Offer**") promoted by Banca Ifis pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree 24 February 1998, no. 58 (the "**CFA**") over the ordinary shares of illimity Bank S.p.A. ("**illimity**" or the "**Issuer**") and with the exclusion of the option right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, through the issuance of a maximum of no. 8,406,781 Banca Ifis ordinary shares with a par value of Euro 1.00 per share, having regular entitlement and the same characteristics as the shares outstanding as of the date of issuance, to be paid in via contribution in kind as serving the Offer¹.

The certificate (*attestazione*) of capital increase has been filed with the Companies' Register of Venice, Rovigo on the date hereof. No. 605,983 Banca Ifis Shares have been issued, with a par value of Euro 1.00 per share – having regular entitlement, coupon 32 – and with a share capital increase from Euro 60,880,543.00 to Euro 61,486,526.00, divided into no. 61,486,526 ordinary shares with a par value of Euro 1.00 per share, as shown in the table below.

	Current share capital		Previous share capital	
	<i>Euro</i>	<i>number of shares</i>	<i>Euro</i>	<i>number of shares</i>
Ordinary shares (*) (regular entitlement) current coupon no: 32	61,486,526.00	61,486,526	60,880,543.00	60,880,543

(*) With a par value of Euro 1.00 each

The no. 605,983 newly issued Banca Ifis Shares were allocated, as share component of the Consideration, to the Shareholders of the Issuer who tendered their illimity Shares to the Offer during the Reopening of Terms.

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

¹ Capitalized terms used in this press release, unless otherwise defined, have the same meaning attributed to them in the offer document relating to the Offer, approved by CONSOB with resolution no. 23543 of 7 May 2025 and published on 9 May 2025 (the "**Offer Document**").

PRESS RELEASE

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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