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*Testo del comunicato*

Vedi allegato



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VOLUNTARY PUBLIC EXCHANGE OFFER LAUNCHED BY UNICREDIT S.P.A. ON ALL ORDINARY SHARES OF BANCO BPM S.P.A.

## PRESS RELEASE

*Milan, 22 July 2025* – With reference to the public exchange offer (“**Offer**”) promoted pursuant to articles 102 *et seq.* of the TUF on all the ordinary shares of Banco BPM S.p.A. (“**BPM**”), UniCredit S.p.A. (“**UniCredit**”, the “**Offeror**”) communicates the following.

The Board of UniCredit announces the withdrawal of its offer for BPM as the condition relating to the golden power authorization is not satisfied. The normal offer process has been impacted by the Golden Power provision insistently advocated for by the leadership of BPM, preventing UniCredit from engaging with BPM shareholders in the way that any normal offer process would allow.

As a result, BPM leadership has deprived their shareholders of the dialogue that normally occurs during an offer period to understand the value created by the combination and determine the terms that would be acceptable to them to move forward.

While we welcome the significant progress made with each of TAR, the EU DG Comp, and the Italian Government, the time for a definitive resolution of the Golden Power stretches beyond the end of our offer and even that of CONSOB’s suspension decided today.

Therefore, to bring clarity to the situation and protect the best interests of UniCredit and our shareholders, we have taken the decision not to waive the Golden Power condition, which has not been fulfilled, and hence we have withdrawn our offer.

This is a missed opportunity not only for BPM stakeholders but also for Italy’s businesses, communities and wider economy. UniCredit remains convinced that the consolidation of the Italian banking sector would benefit both the country and Europe as a whole.

UniCredit’s primary focus remains the execution of its best-in-class transformation strategy, which is delivering results well ahead of expectations. M&A remains a tool to be utilised only if it further accelerates such strategy and enhances value creation.

**Pietro-Carlo Padoan, Chairman of UniCredit**, said, *“The UniCredit-Banco BPM tie-would have added massive value for all concerned. The derailed offer process and continued uncertainty has made this situation untenable. Therefore today, we have withdrawn our offer”.*



**Andrea Orcel, CEO of UniCredit**, said, *“My primary responsibility is to act in the best interests of UniCredit and our shareholders. The continued uncertainty around the application of the Golden Power prescriptions do not benefit either. We have therefore made the decision to withdraw our offer.*

*UniCredit’s strategy is an excellent one, the execution of which has always remained our central focus. Our results are testament to that. As such will continue to pursue our transformation with the same energy and determination that have helped us to break records, solidify our position as a leader in our industry, and – most importantly – serve as a reliable, banking partner for our clients and their communities.”*

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**THIS PRESS RELEASE DOES NOT CONSTITUTE THE EXTENSION OF AN OFFER TO ACQUIRE, PURCHASE, SUBSCRIBE FOR, SELL OR EXCHANGE (OR THE SOLICITATION OF AN OFFER TO ACQUIRE, PURCHASE, SUBSCRIBE FOR, SELL OR EXCHANGE), ANY SECURITIES IN ANY JURISDICTION, INCLUDING THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN, OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE LAWS OF SUCH JURISDICTION AND ANY SUCH OFFER (OR SOLICITATION) MAY NOT BE EXTENDED IN ANY SUCH JURISDICTION.**

The public voluntary exchange offer described in this press release (the “Offer”) will be promoted by UniCredit S.p.A. (the “Offeror” or “UniCredit”) over the totality of the ordinary shares of Banco BPM S.p.A. (“BPM”).

This press release does not constitute an offer to buy or sell BPM’s shares.

The Offer will be launched in Italy and will be made on a non-discriminatory basis and on equal terms to all shareholders of Banco BPM S.p.A. The Offer will be promoted in Italy as BPM’s shares are listed on the Euronext Milan organised and managed by Borsa Italiana S.p.A. and, except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law.

The Offer is not being made in Canada, Japan, Australia or any other jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and any such offer (or solicitation) may not be extended in any such jurisdiction (“Other Countries”). The Offer is otherwise being made (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (“Regulation S”)(the “U.S. Securities Act”) and, as applicable, in accordance with law in any such other jurisdiction, or (ii) within the United States, only to “qualified institutional buyers” as defined in Rule 144A of the U.S. Securities Act (“QIBs”) in a private placement that is exempt from, or not subject to, registration under the U.S. Securities Act and that meets the requirements of Rule 144A or another available exemption from registration, in each case, in accordance with any applicable securities laws of any state of the United States. The extension of the Offer in the United States is occurring by way of a separate private placement memorandum restricted to QIBs.

A copy of any document that the Offeror will issue in relation to the Offer, or portions thereof, is not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Other Countries.

Any tender in the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted.



This press release and any other document issued by the Offeror in relation to the Offer do not constitute and 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 Other Countries. Financial instruments cannot be offered or sold in the United States unless they have been registered pursuant to the U.S. Securities Act, or are exempt from, or not subject to, registration. Financial instruments offered in the context of the transaction described in this press release will not be registered pursuant to the U.S. Securities Act. UniCredit does not intend to carry out a public offer of such financial instruments in the United States. No financial instrument can be offered or transferred in the Other 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 who are “qualified investors” within the meaning of Article 2(e) of assimilated Regulation (EU) 2017/1129 as it forms part of domestic United Kingdom law by virtue of European Union (Withdrawal) Act 2018, as amended, and who (i) have professional experience in investment matters under section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Decree”); (ii) are persons who have a high net worth and who fall within article 49(2) (a) - (d) of the Decree; or (iii) are persons to whom it may otherwise be lawfully communicated (the aforementioned persons being the “Relevant Persons”). Any investment activity to which this document refers is available only to Relevant Persons.

Financial Instruments described in this press release are made available only in the United Kingdom 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 document 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.

