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Oggetto : FINAL RESULTS OF THE SELL-OUT
PROCEDURE: BANCA IFIS REACHES THE
95.398% OF THE SHARE CAPITAL OF
ILLIMITY BANK S.P.A. THE SQUEEZE-OUT
PROCEDURE BEGINS ON MONDAY 8
SEPTEMBER. ILLIMITY BANK S.P.A. WILL BE
DELISTED ON 19 SEPTEMBER

Testo del comunicato

Vedi allegato

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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.

Press release

pursuant to Articles 41, paragraph 6, and 50-*quiquies*, paragraphs 2 and 5, of the Regulation adopted by CONSOB resolution 14 May 1999, no. 11971 ("Issuers' Regulations").

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FINAL RESULTS OF THE SELL-OUT PROCEDURE: BANCA IFIS REACHES THE 95.398% OF THE SHARE CAPITAL OF ILLIMITY BANK S.P.A. THE SQUEEZE-OUT PROCEDURE BEGINS ON MONDAY 8 SEPTEMBER. ILLIMITY BANK S.P.A. WILL BE DELISTED ON 19 SEPTEMBER

- **FINAL RESULTS OF THE PROCEDURE TO FULFIL THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF THE CFA: 2.910% OF THE SHARE CAPITAL OF ILLIMITY BANK S.P.A. WAS PURCHASED, WHICH, TOGETHER WITH THE SHARES ALREADY TENDERED TO THE OFFER AND THE TREASURY SHARES, OVERALL REPRESENTS THE 95.398% OF THE SHARE CAPITAL OF ILLIMITY BANK S.P.A.**
- **CONFIRMATION OF THE OCCURRENCE OF THE LEGAL REQUIREMENTS FOR THE EXECUTION OF THE SQUEEZE-OUT PROCEDURE. THE PAYMENT DATE OF THE CONSIDERATION TO FULFIL THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF THE CFA WILL BE 5 SEPTEMBER 2025**
- **THE JOINT PROCEDURE WILL LAST 5 TRADING DAYS, I.E. 8, 9, 10, 11 AND 12 SEPTEMBER 2025**
- **THE SHARES OF ILLIMITY BANK WILL BE REVOKED FROM LISTING AND TRADING STARTING FROM 19 SEPTEMBER 2025**

Mestre (Venice), 1 September 2025 – Further to the press release issued on 29 August 2025, Banca Ifis S.p.A. ("Banca Ifis" or the "Offeror"), pursuant to Article 41, paragraph 6, of the Issuers' Regulations, hereby announces the final results of the Procedure to Fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA¹.

PROVISIONAL RESULTS OF THE PROCEDURE TO FULFIL THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF THE CFA

Based on the final results of the Procedure to Fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA communicated by Equita SIM S.p.A. in its capacity as intermediary in charge of coordinating the collection of the Sale Requests, at the end of the Period for the Submission of the Sale Requests, Sale Requests were submitted for overall no. 2,446,348 Remaining Shares. Such Remaining Shares represent (i) 2.910% of the Issuer's share capital and (ii) 33.450% of all the Remaining Shares subject of the Procedure to Fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA.

¹ Capitalized terms used in this press release, unless otherwise defined, shall have the same meaning attributed to them in (i) 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"), the press release issued by Banca Ifis on 16 July 2025 and (iii) the press release issued by Banca Ifis on 23 July 2025.

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Such final results involve an upward adjustment compared to the provisional results announced on 29 August 2025.

Therefore, based on the final results of the Procedure to Fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA, taking into account the (i) no. 2,446,348 Remaining Shares subject of the Sale Requests, (ii) no. 76,754,322 illimity Shares already held by the Offeror as of the date hereof and (iii) no. 998,182 Treasury Shares held by the Issuer, on the Payment Date of the Consideration to Fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA, the Offeror will hold no. 80,198,852 illimity Shares, representing 95.398% of the Issuer's share capital (taking into account the Treasury Shares).

CONSIDERATION AND PAYMENT DATE OF THE CONSIDERATION TO FULFIL THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF THE CFA

Based on the final results of the Procedure to Fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA, on the Payment Date of the Consideration to Fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA (i.e., on 5 September 2025), against the transfer to the Offeror of the ownership of the illimity Shares subject of the Sale Requests, Banca Ifis will pay:

- (i) to the holders of no. 539,298 Remaining Shares (representing 22.045% of the Remaining Shares subject of the Sale Requests that have been submitted) that requested to receive the Consideration:
 - a) Euro 1.6835, as Consideration in Cash, for a total of Euro 907,908.18; and
 - b) no. 0.10 newly issued Banca Ifis Shares, as Consideration in Shares, at a ratio of 0.10 newly issued Banca Ifis Shares for each illimity Share subject of a Sale Request, for a total of no. 53,920 new Banca Ifis Shares, representing 0.088% of the share capital of Banca Ifis following the issue of such new Banca Ifis Shares,

for each Remaining Share subject of a Sale Request that has been submitted;
- (ii) to the holders of no. 1,907,050 Remaining Shares (representing 77.955% of the Remaining Shares subject of the Sale Requests that have been submitted) that requested to receive the Alternative Consideration in Cash, Euro 4.0767 for each Remaining Share subject of a Sale Request that has been submitted, for a total of Euro 7,774,470.74.

The Offeror will make the Consideration available to the intermediary in charge of coordinating the collection of the Sale Requests and the latter will transfer it to the Designated Intermediaries and/or the Depositary Intermediaries, who will (i) credit to the accounts of their respective clients (with regard to the Consideration in Cash or the Alternative Consideration in Cash, as the case may be) and (ii) transfer the Offered Banca Ifis Shares (with regard to the Consideration in Shares to be paid to the Requesting Shareholders who requested to receive the Consideration) to the securities account of their respective clients, in accordance with the instructions provided in the Sale Request by the Requesting Shareholders.

Payment of the Cash Amount of the Fractional Part to the Requesting Shareholders who submitted a Sale Request during the Period for the Submission of the Sale Requests will be made by 12 September 2025.

OCCURRENCE OF THE LEGAL REQUIREMENTS FOR THE FULFILMENT OF THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE CFA AND THE EXERCISE OF THE RIGHT TO PURCHASE PURSUANT TO ARTICLE 111 OF THE CFA

Based on the final results of the Procedure to Fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA, the Offeror confirms that the legal requirements for the fulfilment of the Purchase Obligation pursuant

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to Article 108, paragraph 1, of the CFA and the exercise of the Right to Purchase pursuant to Article 111 of the CFA with respect to the remaining no. 3,868,956 illimity Shares (the **"Further Remaining Shares"**), representing 4.602% of the Issuer's share capital, have occurred, since the Offeror has come to hold an overall stake higher than 95% of the Issuer's share capital, calculated taking into account the no. 80,198,852 illimity Shares held by the Offeror (including the illimity Shares subject of the Sale Requests that have been submitted, as well as no. 998,182 Treasury Shares held by the Issuer).

Therefore – as represented in the Offer Document – the Offeror, by exercising the Right to Purchase, will also fulfil the Purchase Obligation pursuant to Article 108, paragraph 1, of CFA in relation to the Further Remaining Shares *vis-à-vis* the Shareholders of the Issuer who have requested it, thus carrying out the Joint Procedure.

CONSIDERATION FOR THE JOINT PROCEDURE

In the context of the Joint Procedure, the Offeror will pay to the Shareholders of the Issuer, for each Further Remaining Share, a consideration calculated in accordance with Article 108, paragraphs 3 and 5, of the CFA, that is:

- (i) a consideration equal to the Consideration of the Offer, *i.e.* Euro 1.6835, as Consideration in Cash, and no. 0.1 newly issued Banca Ifis Shares, as Consideration in Shares; or, alternatively,
- (ii) only to those Shareholders of the Issuer so requesting in the sale request for the Further Remaining Shares (the **"Sale Request for the Joint Procedure"**) a consideration wholly in cash equal to Euro 4.0767 for each illimity Share, determined pursuant to Article 50-ter, paragraph 1, letter a), of the Issuers' Regulations, and, therefore, equal to the sum of (x) the weighted average of the official prices of the Banca Ifis Shares recorded on Euronext Milan, Euronext STAR Milan segment, during the five Trading Days preceding the Payment Date Following the Reopening of Terms (*i.e.*, 11 July, 14 July, 15 July, 16 July and 17 July 2025), which is equal to Euro 23.9317, multiplied by 0.1 (*i.e.*, the Exchange Ratio) and (y) the Consideration in Cash, as Alternative Consideration in Cash.

It should be noted that the Further Requesting Shareholders who will not submit any Sale Request for the Joint Procedure will receive, for each Further Remaining Share, exclusively the Consideration in Shares and the Consideration in Cash.

If all of the Shareholders of Issuer were to submit Sale Requests for the Joint Procedure for all the Further Remaining Shares asking for the Alternative Consideration in Cash, the aggregate amount in cash payable by the Offeror for all the Further Remaining Shares would be equal to Euro 15,772,572.93.

PERIOD FOR THE SUBMISSION OF THE SALE REQUESTS

The period during which the Offeror will carry out the Joint Procedure and the holders of Further Remaining Shares may, by submitting a Sale Request for the Joint Procedure, request the Offeror to acquire such illimity Shares, will begin at 8:30 a.m. (Italian time) on 8 September 2025 and will end at 5:30 p.m. (Italian time) on 12 September 2025 (the **"Period of the Joint Procedure"**).

PROCEDURE FOR THE SUBMISSION OF THE SALE REQUESTS FOR THE JOINT PROCEDURE AND THE DEPOSIT OF THE FURTHER REMAINING SHARES

The holders of Further Remaining Shares who intend to request the Offeror to purchase such illimity Shares in the context of the Joint Procedure (the **"Further Requesting Shareholders"**) shall submit a request for sale by executing and delivering to a Designated Intermediary a Sale Request for the Joint Procedure (which will be available, *inter alia*, at the offices of the intermediary in charge of coordinating the collection of Sale Requests, the

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Designated Intermediaries and at the Offeror's website) duly completed in all of its parts and simultaneously depositing the Further Remaining Shares with such Designated Intermediary, within the end of the Period of the Joint Procedure.

The Designated Intermediaries that will collect the Sale Requests for the Joint Procedure are the same Designated Intermediaries that have collected the acceptances to the Offer (as indicated in Section B, Paragraph B.3, of the Offer Document), *i.e.* Equita SIM S.p.A. (the Intermediary in Charge of Coordinating the Collection of Acceptances), BNP Paribas, Succursale Italia, BANCA MONTE DEI PASCHI DI SIENA S.p.A., Banca Akros – Gruppo Banco BPM e Intermonte SIM S.p.A. The Further Requesting Shareholders can also deliver the Sale Requests for the Joint Procedure to, and deposit the Further Remaining Shares indicated therein with, any of the Depositary Intermediaries, provided that the delivery and deposit are made in time for the Depositary Intermediaries to deposit the Further Remaining Shares with a Designated Intermediary no later than the last day of the Period of the Joint Procedure.

Only those Further Remaining Shares that are duly registered (in dematerialized form) and available in an account of the Further Requesting Shareholder opened at a Depositary Intermediary may be sold to the Offeror in the context of the Joint Procedure. Moreover, such illimity Shares shall be freely transferable to the Offeror, free from encumbrances of any kind and nature, whether in rem, obligatory or personal. Finally, the Further Remaining Shares obtained through transactions performed on the market may be the subject of a Sale Request for the Joint Procedure only after settlement of such transactions in the context of the clearing system.

The Sale Requests for the Joint Procedure by minors or persons under guardianship or receivership, in accordance with applicable law provisions, which are executed by the parent(s), guardian(s) or receiver(s), if not accompanied by the authorization of the guardianship or receivership court, will be accepted under reservation and will be counted for purposes of determining the percentages of acceptances to the Joint Procedure only if the authorization is received by the Depositary Intermediary or the Designated Intermediary before the end of the Period of the Joint Procedure and the payment of the Consideration for such Sale Requests for the Joint Procedure will occur in any case only after the authorization is received. Once the authorization has been obtained from the guardianship court, the Further Requesting Shareholder shall inform the Designated Intermediary so that the "reserve" is no longer applicable and therefore the Sale Request for the Joint Procedure is definitively accepted. In the case of Further Remaining Shares recorded in the name of minors and subject to usufruct, the authorization of the competent court is also required for the purpose of extinguishing the usufruct on the Further Remaining Shares and the reconstitution of the usufruct on the Offered Banca Ifis Shares, as the case may be.

Since the illimity Shares are held in a dematerialized form, the execution and delivery of the Sale Request for the Joint Procedure will constitute an irrevocable mandate and instruction given by each Further Requesting Shareholder to the Designated Intermediary, or to the relevant Depositary Intermediary at whose securities account the Further Remaining Shares are deposited, to perform all the necessary formalities for the transfer of the Further Remaining Shares to the Offeror, including through temporary accounts at such intermediaries, if applicable.

For the entire period that the Further Remaining Shares set forth in a Sale Request for the Joint Procedure are bound to the Joint Procedure and, thus, until the payment date of the Consideration or the Alternative Consideration in Cash (as the case may be), the rightsholders of the Further Remaining Shares may still exercise the economic rights (*e.g.*, option rights) and administrative rights (such as the right to vote) pertaining to such Further Remaining Shares, which shall remain the property of such rightsholders. However, during the same period, the Further Remaining Shares cannot be transferred or disposed of, nor any encumbrance may be placed on the Further Remaining Shares. The Sale Requests for the Joint Procedure submitted by the Further Requesting Shareholders (or by their duly empowered representatives) during the Period of the Joint Procedure cannot be withdrawn.

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DATE AND PROCEDURE FOR THE PAYMENT OF THE CONSIDERATION FOR THE JOINT PROCEDURE. HANDLING OF THE FRACTIONAL PARTS

The transfer to the Offeror of the ownership of the Further Remaining Shares subject of the Sale Requests for the Joint Procedure and the payment to the Further Requesting Shareholders of the Consideration or the Alternative Consideration in Cash (as the case may be) will be made on the fifth Trading Day following the end of the Period of the Joint Procedure, *i.e.* on 19 September 2025 (the **"Payment Date of the Joint Procedure"**). In particular, on the Payment Date of the Joint Procedure, Banca Ifis will:

- (i) issue and allocate the Offered Banca Ifis Shares to the Further Requesting Shareholders who did not request to receive the Alternative Consideration in Cash, through the transfer of the newly issued due Banca Ifis Shares in the securities accounts at the Designated Intermediaries or the Depositary Intermediaries;
- (ii) pay the Consideration in Cash or the Alternative Consideration in Cash (as the case may be), through the transfer of the relevant amount to the Designated Intermediaries, which shall transfer the funds to the Depositary intermediaries, which in turn shall credit such funds to the Further Requesting Shareholders in accordance with the instructions given by the Further Requesting Shareholders (or their representatives) in the Sale Requests for the Joint Procedure,

all in compliance with the procedures set forth in the Sale Requests for the Joint Procedure.

No interest will be paid by the Offeror or any other person on the Consideration in Cash or on the Alternative Consideration in Cash.

With respect to the Further Remaining Shares for which no Sale Requests for the Joint Procedure are submitted, pursuant to Article 111, paragraph 3, of the CFA, on the Payment Date of the Joint Procedure, the Offeror will notify illimity of having made available, with the modalities that will be communicated before the Payment Date of the Joint Procedure, (i) the overall amount of Offered Banca Ifis Shares required for the payment of the Consideration in Shares to the Shareholders of the Issuer holding Further Remaining Shares that have not submitted a Sale Request for the Joint Procedure and (ii) the total amount required for the payment of the Consideration in Cash to the Shareholders of the Issuer holding Further Remaining Shares that have not submitted a Sale Request for the Joint Procedure. Following such notification, the transfer of ownership of all the Further Remaining Shares to the Offeror will be effective and will thus be recorded on the Issuer's register of shareholders.

If the Further Requesting Shareholder (who did not request to receive the Alternative Consideration in Cash in his/her/its Sale Request for the Joint Procedure) is entitled to a Consideration in Shares composed of a non-integer number of Banca Ifis Shares (including the case in which the Further Requesting Shareholder requests the sale of a number of illimity Shares lower than 10, which is the minimum number of illimity Shares that, when multiplied by 0.1, allows to obtain at least 1 Banca Ifis Share as Consideration in Shares), the Designated Intermediary or the Depositary Intermediary to which the Further Requesting Shareholder submitted his/her/its Sale Request for the Joint Procedure shall indicate in the Sale Request for the Joint Procedure the fractional part of the Banca Ifis Shares due to such Further Requesting Shareholder (any such fractional component, a **"Fractional Part"**). Each Designated Intermediary, also on behalf of the Depositary Intermediaries that have delivered Sale Requests for the Joint Procedure to it, will inform the intermediary in charge of coordinating the collection of the Sale Requests on the number of Banca Ifis Shares resulting from the aggregation of all the Fractional Parts delivered to such Designated Intermediary.

Similarly, for the holders of Further Remaining Shares who have not submitted a Sale Request for the Joint Procedure and who are entitled to a Consideration in Shares composed of a non-integer number of Offered Banca

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Ifis Shares (including the case in which the holder of Further Remaining Shares holds a number of illimity Shares lower than 10, which is the minimum number of illimity Shares that, when multiplied by 0.1, allows to obtain at least 1 Banca Ifis Share as Consideration in Shares), the Fractional Parts will be aggregated and the Depositary Intermediaries will notify to the intermediary in charge of coordinating the collection of the Sale Requests the number of Banca Ifis Shares resulting from such aggregation.

The intermediary in charge of coordinating the collection of the Sale Requests – on behalf and in the name of the holders of Further Remaining Shares and based on the communication received by the Designated Intermediaries (also on behalf of the Depositary Intermediaries) – will aggregate all the Fractional Parts of the Banca Ifis Shares and sell the resulting integer number of Banca Ifis Shares on Euronext Milan, Euronext STAR Milan, at market conditions. The cash proceeds of such sales will then be transferred to each Designated Intermediary that will distribute to the relevant holders of Further Remaining Shares the respective cash amount of the Fractional Part (such cash amount corresponding to the Fractional Part, the **"Cash Amount of the Fractional Part"**) as follows: within 10 Trading Days after the Payment Date of the Joint Procedure (i.e., by 3 October 2025), the intermediary in charge of coordinating the collection of the Sale Requests will credit the proceeds of the sale (in Euro) to the Depositary Intermediaries, through the Designated Intermediaries, so to transfer to each Depositary Intermediary an amount equal to the Cash Amount of the Fractional Part due to the holders of Further Remaining Shares that have not requested the Alternative Consideration in Cash. The Depositary Intermediaries will, in turn, distribute and credit such proceeds to the holders of Further Remaining Shares.

It should be noted that holders of Further Remaining Shares shall not bear any cost or commission neither for the allocation of the Banca Ifis Shares nor for the payment of the Cash Amount of the Fractional Part. In any event, no interest will be paid on the Cash Amount of the Fractional Part.

The Offeror's obligation to pay the Consideration in Cash or the Alternative Consideration in Cash, as the case may be, shall be deemed to have been fulfilled when the Consideration and the Cash Amount of the Fractional Part (if any) or, if requested, the cash amount equal to the Alternative Consideration in Cash, will have been transferred to the Designated Intermediaries. The holders of Further Remaining Shares will bear the entire risk that the Designated Intermediaries and/or the Depositary Intermediaries fail to transfer the Consideration in Cash or the Cash Amount of the Fractional Part or the Alternative Consideration in Cash to them (or their successor), or delay such transfer.

GUARANTEE OF EXACT FULFILMENT OF THE JOINT PROCEDURE

As guarantee of exact fulfilment of the Offeror's obligation to pay the Consideration in Cash or, to the holders of Further Remaining Shareholders so requesting in their Sale Request for the Joint Procedure, the Alternative Consideration in Cash in the context of the Joint Procedure, as announced in the press release issued on 23 July 2025, the Offeror transferred an amount equal to Euro 29,814,888.38 (corresponding to the Maximum Potential Aggregate Consideration in Cash and, therefore, comprising the maximum disbursement that the Offeror should pay for all the Further Remaining Shares if all the Shareholders of the Issuer submitted Sales Requests for the Joint Procedure relating to all the Further Remaining Shares requesting the Alternative Consideration in Cash) on a bound deposit account in immediately available funds, held at Banco Santander S.A., and has given to the latter and Equita – in its capacity as intermediary in charge of coordinating the collection of the Sale Requests – irrevocable instructions, as they are given in the interest of third parties, so that such amount be used to pay, in

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the name and on behalf of the Offeror, the Consideration in Cash or, to the holders of Further Remaining Shares so requesting in the Sale Request for the Joint Procedure, the Alternative Consideration in Cash.

DELISTING OF ILLIMITY SHARES

Borsa Italiana, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulations, will order the delisting of the illimity Shares from listing on Euronext Milan, Euronext STAR Milan segment, starting from 19 September 2025 (the Payment Date of the Joint Procedure), after suspending illimity Shares from trading on 17 and 18 September 2025.

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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 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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