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Oggetto : BANCA IFIS: END OF THE PERIOD FOR THE
SUBMISSION OF THE SALE REQUESTS
PROVISIONAL RESULTS

Testo del comunicato

Vedi allegato

PRESS RELEASE

THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS PRESS RELEASE, IN WHOLE OR IN PART, IS PROHIBITED IN ANY COUNTRY WHERE IT WOULD CONSTITUTE A VIOLATION OF THE APPLICABLE LAWS IN SUCH JURISDICTION

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 Article 36 of the Regulation adopted by CONSOB resolution 14 May 1999, no. 11971 ("Issuers' Regulations").

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END OF THE PERIOD FOR THE SUBMISSION OF THE SALE REQUESTS

PROVISIONAL RESULTS

Mestre (Venice), 12 September 2025 – With reference to the joint procedure for the exercise of the right to purchase pursuant to Article 111 of Legislative Decree 24 February 1998, no. 58 (the "**CFA**") and the fulfilment of the purchase obligation pursuant to Article 108, paragraph 1, of the CFA (the "**Joint Procedure**") by Banca Ifis S.p.A. ("**Banca Ifis**" or the "**Offeror**") relating to the no. 3,868,956 outstanding ordinary Shares of illimity Bank S.p.A. ("**illimity**" or the "**Issuer**") – excluding the treasury shares held by illimity – different from those held by the Offeror (the "**Further Remaining Shares**"), Banca Ifis announces that on the date hereof, at 5:30 p.m. (Italian time), the period agreed with Borsa Italiana and CONSOB (the "**Period of the Joint Procedure**") during which the holders of Further Remaining Shares were able to submit sale requests for the Joint Procedure and exercise their right to choose, pursuant to Articles 108, paragraph 5, and 111, paragraph 2, of the CFA, the type of consideration for the Joint Procedure (*i.e.*, the Consideration or the Alternative Consideration in Cash) has concluded¹.

PROVISIONAL RESULTS OF THE JOINT PROCEDURE, PAYMENT DATE AND CONSIDERATION

Based on the provisional results communicated by Equita SIM S.p.A. in its capacity as intermediary in charge of coordinating the collection of the Sale Requests for the Joint Procedure, in the context of the Joint Procedure, Sale Requests for the Joint Procedure were submitted for overall no. 1,212,638 Further Remaining Shares. Such Further Remaining Shares represent (i) 1.442% of the Issuer's share capital and (ii) 31.343% of all the Further Remaining Shares subject of the Joint Procedure.

With reference to the no. 1,212,638 Further Remaining Shares for which Sale Requests for the Joint Procedure were submitted, based on the provisional results of the Joint Procedure, if confirmed, on the Payment Date of the Joint Procedure (*i.e.*, on 19 September 2025), Banca Ifis will pay:

- (i) to the holders of no. 128,396 Further Remaining Shares (representing 10.588% of the Further Remaining Shares subject of the Sale Requests for the Joint Procedure that have been submitted) that requested to receive the Consideration:
 - a) Euro 1.6835, as Consideration in Cash; and
 - b) 0.1 newly issued Banca Ifis Shares, as Consideration in Shares,

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**"), (ii) the press release issued by Banca Ifis on 16 July 2025, (iii) the press release issued by Banca Ifis on 23 July 2025 and (iv) the press release issued by Banca Ifis on 1 September 2025.

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for each Further Remaining Share subject of a Sale Request for the Joint Procedure that has been submitted;

- (ii) to the holders of no. 1,084,242 Further Remaining Shares (representing 89.412% of the Further Remaining Shares subject of the Sale Requests for the Joint Procedure that have been submitted) that requested to receive the Alternative Consideration in Cash, Euro 4.0767 for each Further Remaining Share subject of a Sale Request for the Joint Procedure that has been submitted.

The holders of the remaining no. 2,656,318 Further Remaining Shares who did not submit a Sale Request for the Joint Procedure will receive solely the Consideration.

The settlement of the Joint Procedure, consisting in the transfer to the Offeror of the ownership of all the Further Remaining Shares (including, for the sake of clarity, the illimity Shares for which no Sale Request for the Joint Procedure has been submitted, and excluding the Treasury Shares held by illimity) and the payment to the Issuer's Shareholders of the Consideration (or the Alternative Consideration in Cash, as the case may be) will occur 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"**).

The final results of the Joint Procedure will be announced in a separate press release which will be issued by the Offeror no later than 7:29 a.m. (Italian time) of the Trading Day preceding the Payment Date of the Joint Procedure (i.e., no later than 7:29 a.m. (Italian time) on 18 September 2025).

Finally, it should be noted that Borsa Italiana, by means of decision no. 9059 adopted on 2 September 2025, ordered 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 the trading of illimity Shares during the sessions 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

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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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