

Informazione Regolamentata n. 0147-134-2025	Data/Ora Inizio Diffusione 19 Settembre 2025 16:43:51	Euronext Star Milan
---	--	---------------------

Societa' : BANCA IFIS

Identificativo Informazione : 210085
Regolamentata

Utenza - referente : IFISN07 - DA RIO

Tipologia : REGEM

Data/Ora Ricezione : 19 Settembre 2025 16:43:51

Data/Ora Inizio Diffusione : 19 Settembre 2025 16:43:51

Oggetto : BANCA IFIS HAS COMPLETED THE
SQUEEZE-OUT AND REACHED 100% OF
THE SHARE CAPITAL OF ILLIMITY BANK

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 Articles 36 and 85-*bis* of the Regulation adopted by CONSOB resolution 14 May 1999, no. 11971 ("Issuers' Regulations").

*** * ***

BANCA IFIS HAS COMPLETED THE SQUEEZE-OUT AND REACHED 100% OF THE SHARE CAPITAL OF ILLIMITY BANK

STARTING TODAY, THE SHARES OF ILLIMITY BANK ARE DELISTED FROM EURONEXT STAR MILAN

Mestre (Venice), 19 September 2025 – Banca Ifis has completed the squeeze-out procedure, reaching 100% of the share capital of illimity Bank S.p.A. On the date hereof, Banca Ifis S.p.A. ("**Banca Ifis**" or the "**Offeror**") has completed the settlement of the joint procedure for the exercise of the right to purchase pursuant to Article 111 of the CFA and the fulfilment of the purchase obligation pursuant to Article 108, paragraph 1, of the CFA (the "**Joint Procedure**") by Banca Ifis 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 – other than those held by the Offeror (the "**Further Remaining Shares**")¹.

As of the date hereof, Banca Ifis holds 100% of the share capital of illimity.

On Thursday, 25 September, the ordinary and extraordinary shareholders' meeting of illimity will be held in order to resolve, *inter alia*, upon the renewal of the corporate bodies.

SETTLEMENT OF THE JOINT PROCEDURE

In particular, Banca Ifis announces that (i) it has exercised, on the date hereof, the right to purchase pursuant to Article 111 of the CFA with reference to the no. 1,793,927 Further Remaining Shares for which no Sale Requests for the Joint Procedure have been submitted (against the payment of the Consideration) and, at the same time, (ii) it has fulfilled the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA with reference to the no. 2,075,029 Further Remaining Shares for which Sale Requests for the Joint Procedure have been submitted (against the payment of the Consideration or the Alternative Consideration in Cash, as the case may be).

Subsequently, following the communication made by Banca Ifis to illimity on 16 September 2025 pursuant to and for the purposes of Article 111, Paragraph 3, of the CFA, on the date hereof the transfer in favour of the Offeror of the ownership of all the Further Remaining Shares has become effective and the Issuer thus updated its shareholders' ledger accordingly.

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, (iv) the press release issued by Banca Ifis on 1 September 2025 and (v) the press release issued by Banca Ifis on 16 September 2025.

PRESS RELEASE

DELISTING OF ILLIMITY SHARES

By way of resolution no. 9059 adopted on 2 September 2025, Borsa Italiana has ordered the delisting of illimity Shares from Euronext Milan, Euronext STAR Milan segment, starting from the date hereof.

NEW COMPOSITION OF THE SUBSCRIBED AND PAID-UP SHARE CAPITAL RESULTING FROM THE SHARE CAPITAL INCREASE

Moreover, 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 Offer 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 Offer.

The certificate (*attestazione*) of capital increase has been filed with the Companies' Register of Venice, Rovigo on the date hereof. No. 278,470 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 61,540,455.00 to Euro 61,818,925.00, divided into no. 61,818,925 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 number: 32	61,818,925.00	61,818,925	61,540,455.00	61,540,455

(*) With a par value of Euro 1.00 each

The no. 278,470 newly issued Banca Ifis Shares were allocated as share component of the Consideration to the Shareholders of the Issuer in the context of the Joint Procedure.

*** * ***

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 has been 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

PRESS RELEASE

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.

Davide Tammaro

Head of Brand, Corporate Communications & Sustainability

davide.tammaro@bancaifis.it

+39 366 6258525

Martino Da Rio

Head of IR and Corporate Development

Banca Ifis S.p.A.

+39 02 24129953

Davide Pastore

Media Relations Manager

davide.pastore@bancaifis.it

+39 337 1115357

Fine Comunicato n.0147-134-2025	Numero di Pagine: 6
---------------------------------	---------------------