



## PRESS RELEASE

### ANIMA HOLDING: THE BOARD OF DIRECTORS HAS APPROVED THE ISSUER'S COMMUNICATION IN CONNECTION WITH THE VOLUNTARY TENDER OFFER PROMOTED BY BANCO BPM VITA S.P.A. ON ALL ANIMA SHARES

Milan, 13 March 2025 - The Board of Directors of Anima Holding S.p.A. (the “**Issuer**” or “**Anima**”), which met today, approved the communication (the “**Issuer’s Communication**”) prepared pursuant to article 103, paragraphs 3 and 3-bis, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the “**TUF**”) and article 39 of the Regulations adopted by Consob resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulations**”) and containing its own evaluations regarding the voluntary total tender offer pursuant to articles 102 and 106, paragraph 4, of the TUF promoted by Banco BPM Vita S.p.A. (the “**Offeror**”) and concerning all the shares of the Issuer, *i.e.*, taken together, the maximum no. 253,756,155 Anima shares, representing 78.03% of the share capital of the Issuer, minus the no. 71,459,662 Anima shares, representing 21.97% of the share capital of the Issuer, held by Banco BPM S.p.A. (the “**Offer**”).

For the purposes of the issuance of the Issuer’s Communication, the Board of Directors has, *inter alia*, reviewed and taken into account (i) the opinion of the independent directors drafted on a voluntary basis in accordance with the provisions of article 39-bis, paragraph 2, of the Issuers’ Regulation, issued today by the independent directors (the “**Opinion of the Independent Directors**”) including as an attachment the fairness opinion issued by Vitale&Co S.p.A., as financial advisor appointed by the independent directors themselves for the purposes of their evaluations, as well as (ii) the fairness opinion issued by Goldman Sachs Bank Europe SE, Succursale Italiana<sup>1</sup>, as financial advisor appointed by the Board of Directors (the “**Fairness Opinion**”).

At the outcome of the meeting, the Board of Directors, also on the basis of the content of the Fairness Opinion and of the Opinion of the Independent Directors, with the unanimous vote of the directors who attended the meeting, considered congruous, from a financial point of view, the consideration of Euro 7.00 (*cum dividend*) per share of the Issuer that will be brought to the Offer.

The board meeting, chaired by Maria Patrizia Grieco, was attended by all the directors of the Issuer, with the exception of Alessandro Melzi d’Eril, Managing Director and General

<sup>1</sup> On March 13, 2025, Goldman Sachs Bank Europe SE, Succursale Italiana, issued a fairness opinion to the Board of Directors as to the fairness from a financial point of view to the holders of Anima shares of the €7.00 in cash proposed to be paid to such holders for each share accepted in the Offer, as of the date thereof and based on the factors and assumptions specified therein. The fairness opinion of Goldman Sachs Bank Europe SE, Succursale Italiana, is given to the Board of Directors and not to the holders of Anima shares. Therefore, the opinion does not constitute a recommendation as to whether or not any such holder should tender its shares in connection with the Offer or any other matter.



Manager, Fabio Corsico, vice-chairman of the Board of Directors, Marco Tugnolo and Gianfranco Venuti, as they have an interest in the Offer.

For the details and considerations made by the Board of Directors, please refer to the Issuer's Communication which will be attached to the offer document relating to the Offer, together with the Opinion of the Independent Directors and the Fairness Opinion. All such documents will be published by the Offeror within the terms and in the manner prescribed by law.

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