

IL PRESENTE COMUNICATO NON È DESTINATO ALLA DIFFUSIONE, PUBBLICAZIONE O DISTRIBUZIONE AD ALCUNA PERSONA CHE SI TROVI O SIA RESIDENTE NEGLI STATI UNITI D'AMERICA (INCLUSI PUERTO RICO, LE U.S. VIRGIN ISLANDS, GUAM, LA SAMOA AMERICANA, WAKE ISLAND E LE ISOLE DI NORTHERN MARIANA, QUALUNQUE STATO DEGLI STATI UNITI D'AMERICA E IL DISTRICT OF COLUMBIA), NEI SUOI TERRITORI O POSSEDIMENTI, O A QUALSIASI U.S. PERSON (COME DEFINITA NEL REGULATION S OF THE UNITED STATES SECURITIES ACT DEL 1933, COME MODIFICATO) OVVERO A QUALSIASI PERSONA CHE SI TROVI O SIA RESIDENTE IN OGNI ALTRA GIURISDIZIONE IN CUI DISTRIBUIRE IL TENDER OFFER MEMORANDUM È CONTRARIO ALLE LEGGI E AI REGOLAMENTI APPLICABILI.

ILLIMITY HA COMPLETATO CON SUCCESSO IL RIACQUISTO DI CIRCA 147 MILIONI DI EURO DEL PROPRIO PRESTITO OBBLIGAZIONARIO SENIOR

Milano, 7 dicembre 2022 – illimity Bank S.p.A. (la “**Banca**” o l’“**Emittente**”) comunica che, con riferimento all’offerta di riacquisto per cassa (l’“**Offerta**”) del proprio prestito obbligazionario “€300,000,000 3.375 per cent. Senior Notes due 11 December 2023” (i “**Titoli**”) terminata ieri, il valore nominale aggregato dei Titoli validamente conferiti in adesione all’Offerta ed accettati ammonta ad €147.336.000, pari a circa il 49% dell’importo nominale complessivo dei Titoli in circolazione.

L’ammontare nominale dei Titoli che rimarranno in circolazione dopo la Data di Regolamento è pari a €152.664.000.

Il Prezzo di Acquisto che l’Emittente pagherà per i Titoli che sono stati accettati ai sensi dell’Offerta è pari al 100% dell’importo nominale aggregato dei Titoli. L’Emittente pagherà anche gli interessi maturati in relazione a tali Titoli, pari a €33,57 per ogni €1.000 di importo principale dei Titoli.

Il Prezzo di Acquisto e gli Interessi Maturati saranno pagati agli obbligazionisti i cui Titoli sono stati accettati dall’Emittente alla Data di Regolamento dell’Offerta, che si prevede sarà il 9 dicembre 2022.

Il presente comunicato stampa deve essere letto congiuntamente al Tender Offer Memorandum datato 30 novembre 2022 (il “Tender Offer Memorandum”) e al Maximum Acceptance Amount Notice datato 2 dicembre 2022¹, che prevedeva un valore nominale massimo di riacquisto pari a €150.000.000. I termini con la lettera iniziale in maiuscolo usati nel presente comunicato stampa, ma non definiti al suo interno, hanno il significato attribuito ai corrispondenti termini in lingua inglese all’interno del Tender Offer Memorandum.

Di seguito è riportato il riepilogo dei risultati dell’Offerta, il cui *settlement* è previsto in data 9 dicembre 2022:

¹ Entrambi i documenti sono stati pubblicati sul sito internet della Banca (sezione *Investor Relations / Investitori di debito*).

Descrizione del Titolo	ISIN	Prezzo di Acquisto	Ammontare di Accettazione	Ammontare nominale in circolazione post settlement
"€300,000,000 3.375 per cent. Senior Notes due 11 December 2023"	XS227014326	100%	€147.336.000	€152.664.000

Dealer Manager

Goldman Sachs International.

Plumtree Court

25 Shoe Lane

London EC4A 4AU

United Kingdom

Telephone: +44 20 7552 6157

Attention: Liability Management Group

Email: liabilitymanagement.eu@gs.com

Tender Agent

Kroll Issuer Services Limited

The Shard

32 London Bridge Street

London SE1 9SG

United Kingdom

Telephone: +44 20 7704 0880

Cortese attenzione: Thomas Choquet

Email: illimity@is.kroll.com

Website : <https://deals.is.kroll.com/illimity>

DISCLAIMER

Il presente comunicato deve essere letto congiuntamente al *Tender Offer Memorandum*. Il presente comunicato e il *Tender Offer Memorandum* contengono importanti informazioni che dovrebbero essere lette attentamente prima dell'assunzione di qualsiasi decisione in merito all'Offerta. L'investitore che abbia qualsiasi dubbio in merito al contenuto del presente comunicato o del *Tender Offer Memorandum* o in relazione alle decisioni da assumere, è invitato a ottenere proprie consulenze finanziarie o legali, anche in merito a qualsiasi conseguenza fiscale, immediatamente presso il proprio *stock broker*, *bank manager*, legale, contabile o altri consulenti finanziari o legali indipendenti. Ciascuna persona fisica o giuridica i cui i Titoli siano depositati presso un intermediario finanziario, una banca, un custode, un *trust* o un qualsiasi altro soggetto terzo o intermediario deve contattare tale soggetto se intende offrire i Titoli in vendita ai sensi dell'Offerta. Nessuno tra l'Emittente, il *Dealer Manager* o il *Tender Agent*, né alcuno dei rispettivi amministratori, dipendenti o affiliati, ha effettuato o effettuerà alcuna valutazione dei meriti e dei rischi dell'Offerta o dell'impatto dell'Offerta sugli interessi degli obbligazionisti, sia come classe che come singoli individui, e nessuno di essi raccomanda agli obbligazionisti di portare in adesione i Titoli ai sensi dell'Offerta. Nessuno tra l'Emittente, il *Dealer Manager* o il *Tender Agent* (o nessuno dei rispettivi amministratori, funzionari, dipendenti, agenti, consulenti o affiliati) fornirà agli obbligazionisti alcuna consulenza di tipo legale, commerciale, fiscale, finanziaria, di investimento, contabile o di altro tipo con il presente comunicato e/o nel *Tender Offer Memorandum* e/o in relazione all'Offerta. Gli obbligazionisti sono tenuti a consultare i propri consulenti, se lo ritengono opportuno, per essere assistiti nell'adozione di decisioni relative all'Offerta, anche per determinare se sono legalmente autorizzati ad aderire all'Offerta.

OFFER AND DISTRIBUTION RESTRICTIONS

The Tender Offer Memorandum does not constitute an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by each of the Issuer, the Dealer Manager and the Tender Agent to inform themselves about and to observe any such restrictions.

No action has been or will be taken to in any jurisdiction in relation to the New Notes that would permit a public offering of securities and the minimum denomination of the New Notes will be €100,000.

United States

The Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a "**U.S. Person**")). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and the Notes cannot be tendered in the Offer by any such use, means, instrumentality or

facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

The Tender Offer Memorandum is not an offer of securities for sale in the United States or to U.S. Persons. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. Persons.

Each holder of Notes participating in the Offer will represent that it is not a U.S. Person located in the United States and is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraph, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

The communication of the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Financial Promotion Order**")) or persons who are within Article 43(2) of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

France

The Offer is not being made, directly or indirectly, in the Republic of France ("**France**") other than to qualified investors (*investisseurs qualifiés*) as referred to in Article L.411-2 1° of the French *Code monétaire et financier* and defined in Article 2(e) of Regulation (EU) 2017/1129 (as amended). Neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer have been or shall be distributed in France other than to qualified investors (*investisseurs qualifiés*) and only qualified investors (*investisseurs qualifiés*) are eligible to participate in the Offer. The Tender Offer Memorandum and any other document or material relating to the Offer have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

Belgium

Neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority and, accordingly, the Offer may not be made in Belgium by way of

a public offering, as defined in Article 3 of the Belgian Law of 1 April 2007 on public takeover bids, as amended or replaced from time to time. Accordingly, the Offer may not be advertised and the Offer will not be extended, and neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than "qualified investors" within the meaning of Article 10 of the Belgian Law of 16 June 2006 on public offerings of investment instruments and the admission of investment instruments to trading on regulated markets (as amended from time to time).

Italy

None of the Offer, the Tender Offer Memorandum or any other documents or materials relating to the Offer have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**").

The Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999 (the "**Issuer's Regulation**").

Holders or beneficial owners of the Notes that qualify as qualified investors (*investitori qualificati*) can offer Notes for purchase through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Offer.

General

Neither the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

In addition to the representations referred to above in respect of the United States, each Noteholder participating in the Offer by submitting valid Tender Instruction will be deemed to give certain other representations as set out in "Procedures for Participating in the Offer" will be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in "Procedures for Participating in the Offer". Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted.

Each of the Issuer, the Dealer Manager and the Tender Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender or submission may be rejected.

Per ulteriori informazioni:

Investor Relations

Fabio Pelati +39.335.7853370 – fabio.pelati@illimity.com

Ufficio Stampa & Comunicazione illimity

Vittoria La Porta, Elena Massei

+39.393.4340394 press@illimity.com

Sara Balzarotti, *Ad Hoc Communication Advisors*

+39.335.1415584 sara.balzarotti@ahca.it

illimity Bank S.p.A.

illimity è il Gruppo bancario ad alto tasso tecnologico fondato e guidato da Corrado Passera, nato con l'obiettivo di rispondere a specifiche esigenze di mercato attraverso un business model innovativo e specializzato. In particolare, illimity fornisce credito a PMI ad alto potenziale, acquista crediti distressed corporate e li gestisce attraverso la propria piattaforma - neprix - offre servizi di banca diretta digitale attraverso illimitybank.com. Fa parte del Gruppo anche illimity SGR che istituisce e gestisce Fondi di Investimento Alternativi, il primo dei quali dedicato a crediti UTP. La storia del Gruppo illimity inizia nel gennaio 2018 con il lancio della Special Purpose Acquisition Company SPAXS S.p.A. che ha chiuso una raccolta record sul mercato dei capitali di 600 milioni di euro. SPAXS ha successivamente acquisito Banca Interprovinciale S.p.A. e dalla fusione tra le due società è nata formalmente "illimity Bank S.p.A." che dal 5 marzo 2019 è quotata su Borsa Italiana S.p.A. (ticker "ILTY"), prima su MTA e da settembre 2020 sul segmento STAR. Il Gruppo bancario con sede a Milano conta già oltre 850 dipendenti e ha chiuso il bilancio al 30 settembre 2022 con attivi pari a circa 5,3 miliardi di euro.