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ILLIMITY LAUNCHES A LIABILITY MANAGEMENT TRANSACTION INVOLVING THE REPURCHASE OF ITS SENIOR BOND AND A NEW 3-YEAR BOND ISSUANCE

Milan, 30 November 2022 – illimity Bank S.p.A. (the “**Bank**” or the “**Issuer**”) announces a buyback offer for cash (subject to the offer restrictions referred to below) for its outstanding “€300,000,000 3.375 per cent. Senior Notes due 11 December 2023” (the “**Notes**”) and the launch of a new fixed Senior Preferred Notes due 2025 under its €3,000,000,000 Euro Medium Term Note Programme (the “**New Notes**”).

The Offer and the planned issuance of New Notes will enable the Issuer, amongst other things, to extend its debt maturity profile and further optimize the funding structure with the aim of ensuring a sustainable balance of its funding sources with an adequate diversification.

This announcement must be read in conjunction with the Tender Offer Memorandum dated 30 November 2022 (the “**Tender Offer Memorandum**”). Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

OVERVIEW OF THE OFFER

The Offer starts on 30 November 2022, and expires at 5.00 p.m (CET) on 6 December 2022. The terms and conditions of the Offer are contained in the Tender Offer Memorandum and is subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum. Copies of the Tender Offer Memorandum are available from the Tender Agent whose contact details are indicated below.

The Issuer reserves the right, at its sole and absolute discretion, not to accept any Tender Instructions, not to purchase Notes or to extend, re-open, withdraw or terminate the Offer and to amend or waive any of the terms and conditions of the Offer in any manner including, but not limited to, purchasing more than the Maximum Acceptance Amount (as defined below), subject to applicable laws and regulations.

Details of the Notes

Description of Notes	ISIN	Status	Aggregate Principal Amount Outstanding	Purchase Price	Maximum Acceptance Amount
€300,000,000 3.375 per cent. Senior Notes due 11 December 2023	XS2270143261	Senior	€300,000,000	100 per cent.	Up to the total nominal amount of the New Notes (as defined herein)

The Offer is placed in accordance with the terms and conditions set forth in the Tender Offer Memorandum.

Purchase Price

Subject to the Minimum Denomination in respect of the Notes, the price payable per €1,000 in principal amount of the Notes accepted for purchase (the "**Purchase Price**") will be a fixed purchase price of 100 per cent..

In respect of any Notes accepted for purchase, the Issuer will also pay an amount equal to any accrued and unpaid interest on the relevant Notes from, and including, the interest payment date for the Notes immediately preceding the Settlement Date up to, but excluding, the Settlement Date, which is expected to be no later than 9 December 2022.

Notes repurchased by the Issuer pursuant to the Offer will be immediately cancelled. Notes which have not been validly tendered and accepted for purchase pursuant to the Offer will remain outstanding after the Settlement Date.

Maximum Acceptance Amount

The Issuer proposes to accept Notes for purchase up to a maximum aggregate principal amount equal to the total nominal amount of the New Notes (the "**Maximum Acceptance Amount**") which will be determined by the Issuer and announced as soon as practicable after the pricing of the New Notes, on the terms and subject to the conditions contained in the Tender Offer Memorandum.

New Notes Condition

The Issuer is not under any obligation to accept for purchase any Notes tendered pursuant to the Offer. The acceptance for purchase by the Issuer of Notes tendered pursuant to the Offer is at the sole discretion of the Issuer and tenders may be rejected by the Issuer for any reason. In addition, the Issuer announced today its intention to issue the New Notes. The purchase of any Notes by the Issuer pursuant to the Offer is subject also, without limitation, to (i) the successful completion (in the determination of the Issuer) of the issue of the New Notes, (ii) the pricing of the issue of the New Notes and (iii) the signing by the Issuer and the managers of the issue of New Notes of a

subscription agreement for the subscription for the New Notes (the "**New Notes Condition**"). The Issuer reserves the right, at its sole discretion, to use some only (and not all of) the net proceeds of the issue of the New Notes (the "**New Issue Proceeds Amount**") to purchase Notes pursuant to the Offer and to apply the remainder of the New Issue Proceeds Amount towards other corporate purposes.

Priority in allocation of New Notes

The Issuer will, in connection with the allocation of the New Notes, consider among other factors whether or not the relevant investor seeking an allocation of the New Notes has, prior to such allocation, validly tendered or given a firm intention to the Issuer or the Dealer Manager that they intend to tender their Notes pursuant to the Offer and, if so, the aggregate principal amount of Notes tendered or intended to be tendered by such investor. Therefore, a Noteholder who wishes to subscribe for New Notes in addition to validly tendering its Notes for purchase pursuant to the Offer may be eligible to receive, at the sole and absolute discretion of Issuer, priority in the allocation of the New Notes, subject to the issue of the New Notes and such Noteholder also making a separate application for the purchase of such New Notes to the Dealer Manager (in its capacity as a manager of the issue of the New Notes) (the "**New Issue Priority**").

However, the Issuer is not obliged to allocate the New Notes to a Noteholder who has validly tendered or indicated a firm intention to tender Notes pursuant to the Offer and, if New Notes are allocated, the principal amount thereof may be less or more than the principal amount of Notes tendered by such holder and accepted by the Issuer pursuant to the Offer. Any such allocation will also, among other factors, take into account the denomination of the New Notes (being €100,000). All allocations of the New Notes, while being considered by the Issuer as set out above, will be made in accordance with customary new issue allocation processes and procedures. In the event that a Noteholder validly tenders Notes pursuant to the Offer, such Notes will remain subject to such tender and the conditions of the Offer as set out in the Tender Offer Memorandum irrespective of whether that Noteholder receives all, part or none of any allocation of New Notes for which it has applied.

Noteholders should note that the pricing and allocation of the New Notes are expected to take place prior to the Expiration Deadline and therefore should provide, as soon as practicable, any indications of a firm intention to tender Notes pursuant to the Offer.

Offer Conditions

An offer of Notes for repurchase may only be made by the submission of a valid Tender Instruction. The acceptance of Notes for repurchase pursuant to the Offer is conditional on the satisfaction of the Offer Conditions, as set out in the Tender Offer Memorandum.

The Issuer is not under any obligation to accept for purchase any Notes tendered pursuant to the Offer. The acceptance for purchase by the Issuer of Notes tendered pursuant to the Offer is at sole discretion of the Issuer and the Offers may be rejected by the Issuer for any reason.

Indicative timetable for the Offer

Expected Dates and Times

(All times are CEST)

Events

30 November 2022

Commencement of the Offer period

Announcement of the Offer, by way of announcements on the relevant Notifying News Service(s), through the Clearing Systems and via Euronext Dublin's website (<http://www.ise.ie/>), and intention of the Issuer to issue the New Notes, subject to market conditions. Copies of the Tender Offer Memorandum are available to Noteholders from the Tender Agent (subject to the Offer and Distribution Restrictions).

6 December 2022
17:00 CET

Expiration Deadline

Deadline for receipt by the Tender Agent of all Tender Instructions in order for Noteholders to be able to participate in the Offer.
End of Offer period.

7 December 2022

Announcement of Result of Offer

Announcement of the Issuer's decision whether to accept valid tenders of Notes for purchase pursuant to any or all of the Offer (including, if applicable, the Settlement Date for the Offer), subject only to the satisfaction or (if applicable) waiver of the relevant Transaction Condition on or prior to the Settlement Date.

Details of:

- (i) the Accrued Interest and the Settlement Date;
- (ii) the final aggregate principal amount of the Notes validly tendered pursuant to the Offer and any applicable scaling; and
- (iii) the aggregate principal amount of Notes accepted for purchase pursuant to the Offer, the pro-ration factor, if applicable and the principal amount of Notes that will remain outstanding after the Settlement Date (if any),

distributed by way of announcements on the relevant Notifying News Service(s), through the Clearing Systems and via Euronext Dublin's website (<http://www.ise.ie/>).

9 December 2022

Settlement Date

Expected (i) Settlement Date for the Offer and (ii) issue of New Notes and settlement of such new issue (subject to the satisfaction of customary conditions precedent to an issue of euromarket debt securities). Payment of Purchase Consideration and Accrued Interest Payment in respect of the Offer.

Unless stated otherwise, announcements in connection with the Offer will be made via Euronext Dublin's website (<http://www.ise.ie/>). Such announcements may also be made by (i) the issue of a press release to a Notifying News Service and (ii) the delivery of notices to the Clearing Systems for communication to Direct Participants. Copies of all such announcements, press releases and notices can also be obtained from the Tender Agent, the contact details for whom are on the last page of this press release.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would require to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified above. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender Agent for the relevant announcements relating to the Offer. The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified above. See the section "*Procedures for Participating in the Offer*" in the Tender Offer Memorandum.

Holders are invited to read carefully the Tender Offer Memorandum for all the details and information on the procedures to participate in the Offer.

Goldman Sachs International is acting as Dealer Manager.

Kroll Issuer Services Limited is acting as Tender Agent.

None of the Dealer Manager, the Tender Agent or any of their respective directors, officers, employees or affiliates make any representation or recommendation whatsoever regarding the Offer or any recommendation as to whether Noteholders should tender Notes in the Offer or otherwise participate in the Offer or subscribe for New Notes.

THE DEALER MANAGER

Goldman Sachs International

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United Kingdom

Telephone: +44 20 7552 6157

Attention: Liability Management Group

Email: liabilitymanagement.eu@gs.com

THE TENDER AGENT

Kroll Issuer Services Limited

The Shard

32 London Bridge Street

London SE1 9SG

United Kingdom

Telephone: +44 20 7704 0880

Attention: Thomas Choquet

Email: illimity@is.kroll.com

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offer. None of the Issuer, the Dealer Manager or the Tender Agent or any of their respective directors, employees or affiliates has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of Noteholders either as a class or individuals, and none of them makes any recommendation whether Noteholders should tender Notes pursuant to the Offer. None of the Offer or, the Dealer Manager or the Tender Agent (or any of their respective directors, officers, employees, agents, advisers or affiliates) is providing Noteholders with any legal, business, tax, financial, investment, accounting or other advice in this announcement and/or the Tender Offer Memorandum and/or in connection with the Offer. Noteholders should consult with their own advisers as they consider appropriate to assist them in taking decisions with respect to the Offer, including to determine whether they are legally permitted to tender Notes pursuant to the Offer.

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.

For further information:

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illimity Bank S.p.A.

illimity is the high-tech banking group founded and headed by Corrado Passera that was created with the aim of responding to specific market needs by way of an innovative and specialist business model. More specifically, illimity extends financing to high-potential SMEs, purchases distressed corporate loans and services these through its platform neprix, and provides digital direct banking services through *illimitybank.com*. illimity SGR, which sets up and manages alternative investment funds, the first of which dedicated to UTP loans, is also a member of the Group. The story of the illimity Group began in January 2018 with the launch of the special purpose acquisition company SPAXS S.p.A., which ended with a record 600 million euro being raised on the market. SPAXS subsequently acquired Banca Interprovinciale



S.p.A., with the resulting merger between the two giving rise to “illimity Bank S.p.A.” which has been listed on the Italian Stock Exchange since 5 March 2019 (ticker “ILTY”), first on the MTA exchange and since September 2020 on the Star segment. The banking group, headquartered in Milan, can already count on over 850 employees and ended at 30 September 2022 with assets of around 5.3 billion euro.