



## NOTICE TO SHAREHOLDERS

### **PARTIAL NON-PROPORTIONAL DEMERGER WITH ASYMMETRIC OPTION OF BANCA MONTE DEI PASCHI DI SIENA S.P.A. IN FAVOR OF AMCO – ASSET MANAGEMENT COMPANY S.P.A.**

#### **INFORMATION RELATING TO THE EXERCISE OF THE RIGHT OF WITHDRAWAL, THE RIGHT OF SALE AND THE ASYMMETRIC OPTION**

It is notified that, on 5 October 2020 (the “**Registration Date**”), the minutes of the Shareholders’ Meeting of Banca Monte dei Paschi di Siena S.p.A., held on 4 October 2020 (the “**Shareholders’ Meeting**”), which in the extraordinary session approved, among others, the project related to the partial non-proportional demerger with asymmetric option of Banca Monte dei Paschi di Siena S.p.A. (“**MPS**”) in favor of AMCO - Asset Management Company S.p.A. (“**AMCO**”) drafted pursuant to articles 2506-*bis* and 2501-*ter* of the Italian Civil Code (the “**Project**”), have been enrolled at the Companies’ Register of Arezzo-Siena. The said transaction is defined below as the “**Demerger**”.

#### **RIGHT OF WITHDRAWAL AND RIGHT OF SALE**

MPS shareholders who did not concur to the approval of the Demerger, as absent, abstained or dissenting shareholders, have the right to exercise the right of withdrawal pursuant to article 2437, paragraph 1, lett. a) and g) of the Italian Civil Code as well as pursuant to article 2437-*quinquies* of the Italian Civil Code (the “**Right of Withdrawal**”), given that (i) the corporate purpose of AMCO, *i.e.* the beneficiary company of the Demerger, is significantly different from the one of MPS; (ii) the newly issued class B shares of AMCO (the “**AMCO Class B Shares**”) that will be assigned to MPS shareholders in the context of the Demerger, will not carry the voting rights at AMCO ordinary and extraordinary shareholders’ meetings, and (iii) the AMCO Class B Shares are not and will not be traded on any regulated market or multilateral trading facility.

In addition to the above, MPS shareholders who did not concur to the approval of the Demerger also have the right to have their MPS shares purchased in accordance with article 2506-*bis*, paragraph 4, of the Italian Civil Code (the “**Right of Sale**”).

The Right of Withdrawal and the Right of Sale concern all the MPS shares (and not part of them) held by MPS shareholders who exercise the Right of Withdrawal or the Right of Sale.

The procedures for exercising the Right of Withdrawal and the Right of Sale are jointly carried out, considering that this allows to achieve the best protection of MPS shareholders’ rights, taking into account that, in this way, the possibility to exercise the option and pre-emption rights will be granted in full compliance with the equal treatment principle.

The exercise of the Right of Withdrawal or the Right of Sale is irrevocable. The shareholder who

has exercised the Right of Withdrawal will not be able to exercise the Right of Sale and *vice versa*.

The liquidation value of the shares for which the Right of Withdrawal or the Right of Sale may be exercised is equal to Euro 1.339 for each MPS share (the “**Liquidation Value**”). The Liquidation Value has been determined pursuant to article 2437-*ter*, paragraph 3, of the Italian Civil Code, with exclusive reference to the arithmetic average of the closing prices of MPS shares on the “*Mercato Telematico Azionario*” organized and managed by Borsa Italiana S.p.A. (“**MTA**”) in the six months preceding the date of publication of the notice of call of the Shareholders’ Meeting, which occurred on 4 September 2020.

In accordance with the provisions of article 127-*bis*, paragraph 2, of the Legislative Decree 24 February 1998, no. 58 (the “**TUF**”), the person in favor of which the registration of the MPS shares has been made after the deadline referred to under article 83-*sexies*, paragraph 2, of the TUF, for the legitimacy to attend the Shareholders’ Meeting (*i.e.*, after the record date of 24 September 2020), but prior to the opening of the works of the aforementioned Shareholders’ Meeting, will be considered included among those who did not concur to the approval of the resolution and, therefore, he/she will be entitled to exercise the Right of Withdrawal or the Right of Sale.

The Right of Withdrawal and the Right of Sale can be exercised by the entitled shareholders (only for all and not for part of the MPS shares held) **within 15 days** from the Registration Date and, **therefore, by 20 October 2020 (included)**, by sending a declaration (the “**Declaration**”) – which can be made using the form made available on the MPS website at [www.gruppomps.it](http://www.gruppomps.it) – to MPS: (i) by registered letter with acknowledgement of receipt addressed to the registered office of Banca Monte dei Paschi di Siena S.p.A., kind attention of Area Legale e Societario, Piazza Salimbeni 3, 53100, Siena, Italy and sent in advance by e-mail to the address [recessoscissioneamco@mps.it](mailto:recessoscissioneamco@mps.it) or by telefax to the number +39/0577/296396 or, alternatively, (ii) by certified e-mail by the certified e-mail address of the authorized subject, to the certified e-mail address [bancamps.settoreaffarisocietari@postacert.gruppo.mps.it](mailto:bancamps.settoreaffarisocietari@postacert.gruppo.mps.it).

The Declaration must contain the information referred to under article 2437-*bis*, paragraph 1, of the Italian Civil Code, namely: (i) the personal data, the tax code, the domicile (and, where possible, a telephone number) of the shareholder, for communications relating to the Right of Withdrawal or the Right of Sale; (ii) the number of MPS shares for which the Right of Withdrawal or Right of Sale is exercised; (iii) the current bank account details of the shareholder to which the Liquidation Value of the MPS shares subject to withdrawal or sale must be credited; and (iv) the indication of the authorized intermediary with whom the shareholder has opened the account on which the MPS shares for which the Right of Withdrawal or the Right of Sale has been exercised are deposited (the “**Intermediary**”), together with the data of the aforementioned account.

The shareholder who intends to exercise the Right of Withdrawal or the Right of Sale will also be required to ask the Intermediary, simultaneously with the sending of the Declaration to MPS, to issue the communication pursuant to article 43 of the Consob/Bank of Italy Rules on post-

trading of 13 August 2018, in case of exercise of the Right of Withdrawal (the “**Communication of the Intermediary**”), or the certification pursuant to article 46 of the same Rules, in case of exercise of the Right of Sale (the “**Certification**”), certifying: (i) the uninterrupted ownership of the MPS shares subject to withdrawal or sale by the applicant from the moment falling prior to the opening of the works of the Shareholders’ Meeting and up to the date of the Declaration; as well as (ii) the absence of pledge or other restrictions over MPS shares in relation to which the Right of Withdrawal or the Right of Sale is exercised. If the MPS shares subject to withdrawal or sale are subject to a pledge or other restrictions in favor of third parties, the shareholder must also attach to the Declaration the certificate of the pledgee (or of the person in favor of whom the restriction is provided), according to which the latter gives its irrevocable and unconditional consent to the release of the MPS shares from the pledge and/or the restriction, as well as to the liquidation of the same, in accordance with the instructions of the MPS shareholder.

The withdrawing or selling shareholders are responsible for (i) ensuring the completeness and accuracy of the information contained in the Declaration, and (ii) sending the Declaration to MPS within and no later than the 15-day deadline indicated above, *i.e.* by 20 October 2020 (included). MPS does not assume any responsibility in this regard. The Declarations sent after the aforementioned deadline, or not in accordance with the required provisions, or lacking the necessary information, or without the relevant Communication of the Intermediary or Certification to be provided in due time will not be taken into consideration and the Right of Withdrawal or Right of Sale, as the case may be, will be deemed not validly exercised.

Please note that, pursuant to the provisions of article 2437-*bis*, paragraph 2, of the Italian Civil Code and the applicable laws and regulations *pro tempore* in force, the MPS shares for which the Right of Withdrawal or the Right of Sale has been exercised will be made unavailable by the Intermediary who issues the Communication of the Intermediary, until the completion of the liquidation procedure. These shares, therefore, cannot be transferred, traded or be the subject of other deeds of disposal by the respective owners, up to the Effective Date of the Demerger, with consequent temporary impossibility for the respective owners to liquidate their investment.

It should be also noted that the effectiveness of the exercise of the Right of Withdrawal and the Right of Sale is subject to the completion of the Demerger itself and, therefore, to the occurrence or the waiver of certain conditions precedent including the circumstance that, at the completion of the Offer Procedure (as defined below), the value of the MPS shares not placed to shareholders or third parties does not exceed a total of Euro 150 million. Therefore, the transfer of the MPS shares subject to the Right of Withdrawal or the Right of Sale and the payment of the relative Liquidation Value to the entitled parties will be made only if the Demerger becomes effective. MPS will provide timely notice, by means of a specific press release, in relation to the fulfillment (or waiver, as the case may be) of the aforementioned conditions precedent.

Should one or more MPS shareholders exercise the Right of Withdrawal or the Right of Sale, the liquidation procedure will be carried out pursuant to article 2437-*quater* of the Italian Civil Code (the “**Offer Procedure**”). In particular, the terms for the option and pre-emption offer, which

will be addressed to all MPS shareholders, will be disclosed in the manner prescribed by the applicable laws and regulations *pro tempore* in force. It should be noted that, if at the end of the Offer Procedure, there should be shares not purchased by the shareholders, and without prejudice to the fulfillment or the waiver, as the case may be, of the conditions precedent contained in the Project, MPS – having no available reserves or distributable profits – will proceed with the cancellation of the same shares in accordance with the provisions of art. 2437-*quater*, paragraphs 6 and 7, of the Italian Civil Code, with the consequent reduction of the share capital.

### **ASYMMETRIC OPTION**

MPS shareholders, other than the Ministry of Economy and Finance (the “**MEF**”), including MPS in relation to its treasury shares, who should not exercise the Right of Withdrawal or the Right of Sale, may elect not to receive AMCO Class B Shares, to keep the respective number of MPS shares unchanged, with the consequent increase, in percentage terms, of their shareholding in MPS (the “**Asymmetric Option**”).

The Asymmetric Option can be exercised by each MPS shareholder (other than the MEF), who **has not** exercised the Right of Withdrawal or the Right of Sale. The exercise of the Asymmetric Option, therefore, definitively precludes the exercise of the Right of Withdrawal and the Right of Sale.

It should be noted that the MPS shares for which the Asymmetric Option will be exercised will remain blocked and cannot be negotiated, nor be subject to other disposal acts until the effective date of the Demerger. On that date, the aforementioned shares will be restored to the free availability of the entitled persons.

It should be noted that: (i) the exercise of the Asymmetric Option is irrevocable; and (ii) in the event of lack of the exercise of the said Asymmetric Option, the latter will be deemed **not** to have been exercised and the MPS shareholders will be assigned, subject to the completion of the Demerger, AMCO Class B Shares in application of the exchange ratio of the Demerger.

To partially rectify what previously indicated in the Information Document published by MPS on 19 September (which provided two separate exercise periods) and, in order to facilitate the shareholders in taking the decision and in the possible exercise of the Asymmetric Option, we inform that this option may be exercised with respect to all the shares held by the shareholder (and not for part of them) during one single period of time, **starting from the date of this notice and until 30 November 2020 (included)**. It should be noted that the shares deriving from purchase transactions carried out on the market can participate to the Asymmetric Option only after the completion of the settlement of the transactions themselves, within the Settlement System; therefore, the option can only be exercised with reference to the shares purchased up to 26 November 2020 (included).

The Asymmetric Option must be exercised through the Intermediary that will allocate the ISIN

code IT0005423097 to the shares for which the Asymmetric Option will be exercised, as the shares subject to the exercise of the Asymmetric Option must remain blocked and cannot be negotiated nor be subject to other disposal acts until the effective date of the Demerger. On that date, the aforementioned shares will be restored to the free availability of the entitled persons.

It is finally specified that MPS will exercise the Asymmetric Option with regard to both the overall number of treasury shares held and the additional MPS shares for which the Right of Withdrawal and/or the Right of Sale has been exercised by the entitled shareholders and which have not been placed to shareholders or third parties during the Offer Procedure, it being understood that – with reference to MPS shares potentially not placed at the end of the Offer Procedure – they will be subject to cancellation in accordance with the provisions of art. 2437-*quater*, paragraphs 6 and 7, of the Italian Civil Code, with the consequent reduction of the share capital.

#### **DISCIPLINE APPLICABLE TO “FRACTIONS”**

For each MPS shareholder (other than the MEF) that has not exercised either the Right of Withdrawal or the Right of Sale or the Asymmetric Option, the application of the exchange ratio envisaged in the context of the Demerger entails: (i) the cancellation of a part of the MPS shares held; and (ii) the assignment of AMCO Class B Shares (not listed on any regulated market or multilateral trading facility) proportionally to the number of the MPS shares cancelled to that MPS shareholder.

On the basis of the numerical values underlying the exchange ratio, for any MPS shareholder who does not own – at the date on which the aforementioned exchange ratio will be applied - a number of MPS shares equal to 2,500 or to a multiple of 2,500, the application of the exchange ratio will entail the creation of “fractions” in relation to the MPS shares to be cancelled, the AMCO Class B Shares to be assigned, or both.

It will be therefore applied mechanisms to deal with such “fractions”, which will provide: (i) the rounding up of the number of MPS shares subject to cancellation pertaining to the shareholder, with cash settlement of the cancelled “fraction” in excess, and (ii) the rounding down of the AMCO Class B Shares subject to assignment to the shareholder, with cash settlement of the not allocated “fraction” in defect. To this end, MPS has granted a specific mandate to Equita S.p.A.

More information about the modalities of treatment of the “fractions”, also with reference to the criteria for determining the liquidation values of the fractional parts, will be communicated with a specific press release.