

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN AUSTRALIA, CANADA OR JAPAN (OR IN ANY OTHER COUNTRIES, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION). THE INFORMATION PROVIDED IN THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO SELL ANY SECURITIES OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN ANY COUNTRY OR JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED OR TO ANY PERSON TO WHOM IT IS NOT LAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION.

**VOLUNTARY PUBLIC EXCHANGE OFFER LAUNCHED BY BANCA MPS ON ALL THE
ORDINARY SHARES OF MEDIOBANCA - BANCA DI CREDITO FINANZIARIO
SOCIETÀ PER AZIONI**

* * * * *

PRESS RELEASE

**THE BOARD OF DIRECTORS OF BANCA MPS RESOLVES TO APPROVE THE
SHARE CAPITAL INCREASE RESERVED TO THE VOLUNTARY PUBLIC EXCHANGE
OFFER ON ALL THE SHARES OF MEDIOBANCA - BANCA DI CREDITO
FINANZIARIO SOCIETÀ PER AZIONI**

Siena, 26 June 2025 – The Board of Directors of Banca Monte dei Paschi di Siena S.p.A. (“**BMPS**” or the “**Bank**”), held today under the chairmanship of Mr. Nicola Maione, resolved, in execution of the delegation granted by the Shareholders’ Meeting, in extraordinary session, of 17 April 2025, to approve the share capital increase against payment, for a total of Euro 13,194,910,000, plus share premium - with the issue of 2,230,000,000 ordinary shares, in one or more tranches and in divisible form, with the exclusion of the option right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, reserved to the voluntary public exchange offer (the “**Offer**”) launched by BMPS on all the shares of MEDIOBANCA - Banca di Credito Finanziario Società per Azioni, pursuant to and for the purposes of Articles 102 and 106, paragraph 4, of the Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (the “**TUF**”).

In the context of the share capital increase resolution, the Board of Directors of BMPS also provided the information pursuant to Article 2343-*quater*, paragraph 3, letters a), b), c) and e), of the Italian Civil Code.

Pursuant to applicable laws, BMPS hereby announces that, the following documents will be made available at its registered office, as well as on the authorised storage system eMarket STORAGE (www.emarketstorage.com) and on the institutional website of the Bank (www.gruppomps.it/en/, Corporate Governance section):

- the explanatory report of the Board of Directors of BMPS prepared pursuant to Article 2441, paragraph 6 of the Italian Civil Code, and Article 70, paragraph 7, letter a) of Consob Regulation No. 11971/1999;
- the fairness opinion of the independent auditor PricewaterhouseCoopers S.p.A. on the issue price of the shares of BMPS to be offered in exchange in the context of the Offer, pursuant to Article 2441, paragraph 6, of the Italian Civil Code, and Article 158 of the TUF;
- the updated appraisal of KPMG Corporate Finance, a division of KPMG Advisory S.p.A., in its capacity as the appointed expert pursuant to Article 2343-ter, paragraph 2, letter b), of the Italian Civil Code;
- the minutes of the Board of Directors, filed today for registration with the Companies' Register of Arezzo-Siena, which will be registered in accordance with applicable laws.

* * * * *

This press release will be available on the website at www.gruppomps.it/en/

For further information:

Banca Monte dei Paschi di Siena S.p.A.

Media Relations

Tel. +39 0577 296634

ufficio.stampa@mps.it

Investors Relations

Tel: +39 0577 299350

investor.relations@mps.it

Image Building

Cristina Fossati, Anna Pirtali

Tel +39 02 89011300

mps@imagebuilding.it

The voluntary public exchange offer referred to in this press release shall be promoted by Banca Monte dei Paschi di Siena S.p.A. on all the ordinary shares of MEDIOBANCA - Banca di Credito Finanziario Società per Azioni.

This press release does not constitute an offer to buy or sell the shares of MEDIOBANCA - Banca di Credito Finanziario Società per Azioni.

Prior to the commencement of the acceptance period, as required under applicable regulations, the Offeror shall publish an offer document and an exemption document, which the shareholders of MEDIOBANCA - Banca di Credito Finanziario Società per Azioni shall carefully examine.

The Offer will be made in Italy and will be addressed, on equal terms, to all holders of shares of MEDIOBANCA - Banca di Credito Finanziario Società per Azioni.

The Offer will be made in Italy as the shares of MEDIOBANCA - Banca di Credito Finanziario Società per Azioni are listed on Euronext Milan, a regulated market organized and managed by Borsa Italiana S.p.A. and, without prejudice to the following, the Offer is subject to the obligations and procedural requirements provided for by Italian law.

The Offer is not being made or disseminated in Canada, Japan and Australia, or any other country in which such Offer is not authorized, or to any person to whom such offer or solicitation is not permitted by law (the “**Excluded Countries**”).

Partial or complete copies of any documents to be issued by the Offeror in connection with the Offer shall not be sent, nor shall they be transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person receiving such documents shall not distribute, send or dispatch them (whether by post or by any other means or instrumentality of communication or commerce) in the Excluded Countries.

Any acceptances of the Offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

This press release, as well as any other document issued by the Offeror in connection with the Offer, shall not constitute or form part of any offer to purchase or exchange, or any solicitation of offers to sell or exchange, securities in any of the Excluded Countries.

Acceptance to the Offer by persons resident in countries other than Italy may be subject to specific obligations or restrictions provided for by laws or regulations. It is the sole responsibility of the addressees of the Offer to comply with such regulations and, therefore, before accepting the Offer, to verify their existence and applicability by contacting their advisors. The Offeror shall not be held liable for any breach by any person of any of the foregoing limitations.

IMPORTANT INFORMATION

In connection with the proposed voluntary public exchange offer, the required offer document will be sent to Commissione Nazionale per le Società e la Borsa (“**Consob**”). **Investors and shareholders of MEDIOBANCA - Banca di Credito Finanziario Società per Azioni are strongly advised to read the offer document and the exemption document, if and when available, and any other relevant documents sent to, or filed with, Consob, as well as any amendments or supplements to those documents, because they will contain important information.** If and when filed, investors may obtain free copies of the offer document and of the exemption document, at Banca Monte dei Paschi di Siena S.p.A.’s web site at www.gruppompis.it/en/ and will receive information at an appropriate time on how to obtain these transaction-related documents for free from the parties involved or from a duly appointed agent.

This press release does not constitute an offer to purchase, sell or exchange or the solicitation of an offer to purchase, sell or exchange any securities, nor shall there be any offer to purchase, solicitation, sale or exchange of securities in any jurisdiction in which such offer, solicitation or sale or exchange would be unlawful prior to the registration or qualification under the laws of such jurisdiction. The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the companies involved in the proposed voluntary public exchange offer disclaim any responsibility or liability for the violation of such restrictions by any person.

The Banca Monte dei Paschi di Siena S.p.A. securities referred to herein that will be issued in connection with the voluntary public exchange offer described herein may not be offered



or sold in the United States except pursuant to an effective registration statement under the U.S. Securities Act of 1933 or pursuant to a valid exemption from registration.