

## PRESS RELEASE

### **BANCA MPS: THE BOARD OF DIRECTORS CONVENES THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING FOR 17 APRIL 2025**

*Siena, 18 March 2025* - The Board of Directors of Banca Monte dei Paschi di Siena S.p.A. (the “**Bank**” or the “**Parent Company**”), held under the chairmanship of Nicola Maione, resolved to integrate the list of items on the agenda of the **Shareholders’ Meeting** of the Bank, already convened in Extraordinary Session, **in Siena, Viale Mazzini no. 23, on 17 April 2025, at 10:00 a.m., on a single call**, adding the items relating to the Ordinary Session and inserting an additional item in the Extraordinary Session, all as stated in the following **Agenda**:

#### ORDINARY SESSION:

1. Individual financial statements as at 31 December 2024, accompanied by the Reports of the Board of Directors, the Independent Auditors and the Board of Statutory Auditors. Presentation of the consolidated financial statements as at 31 December 2024; related and consequent resolutions:
  - 1.1) approval of 2024 Parent Company’s financial statements;
  - 1.2) profit allocation and dividend distribution to shareholders.
2. Report on the policy regarding remuneration and compensation paid pursuant to article 123-*ter* of the Legislative Decree no. 58 of 24 February 1998 (“**Consolidated Financial Act**” or “**TUF**”); related and consequent resolutions:
  - 2.1) binding vote on the first section concerning the remuneration policy  
and
  - 2.2) non-binding vote on the second section concerning the compensation paid.
3. Proposal for the approval of the 2025 incentive system and related payment modalities to Montepaschi Group’s personnel based on “phantom shares”, pursuant to the combined provisions of articles 114-*bis* and 125-*ter* of the Consolidated Financial Act as well as art. 84-*bis* of the Regulation adopted by Consob resolution no. 11971 of 14 May 1999 (“**Issuers’ Regulation**”); related and consequent resolutions.
4. Appointment of 5 (five) directors for integration of the Board of Directors following the co-optation carried out by the Board of Directors on 27 December 2024; related and consequent resolutions:
  - 4.1) vote for the appointment of Alessandro Caltagirone as Director of Banca Monte dei Paschi di Siena S.p.A.;
  - 4.2) vote for the appointment of Elena De Simone as Director of Banca Monte dei Paschi di Siena S.p.A.;
  - 4.3) vote for the appointment of Marcella Panucci as Director of Banca Monte dei Paschi di Siena S.p.A.;
  - 4.4) vote for the appointment of Francesca Paramico Renzulli as Director of Banca Monte dei Paschi di Siena S.p.A.;

- 4.5) vote for the appointment of Barbara Tadolini as Director of Banca Monte dei Paschi di Siena S.p.A..

EXTRAORDINARY SESSION:

1. Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, with the power, to be exercised within 31 December 2025, to increase the share capital, in one or more tranches and in divisible form, without pre-emption right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, to be paid up by way of contribution in kind to service a voluntary public exchange offer (*offerta pubblica volontaria*) by Banca Monte dei Paschi di Siena S.p.A. on all the ordinary shares of Mediobanca - Banca di Credito Finanziario Società per Azioni; subsequent amendment of Article 6 of the Company's By-Laws; related and consequent resolutions.
2. Amendments to the By-Laws:
  - (i) Article 14, regarding the manner in which Shareholders' meetings are held;
  - (ii) Article 15 paragraphs 2 and 10, regarding the methods for submitting candidates lists and management of the procedure of co-optation of directors during their term of office.  
Related and consequent resolutions.

With reference to the amendments to the By-Laws referred to in the above-mentioned point 2 of the Extraordinary Session, the Bank hereby informs that it has already received from the European Central Bank the authorization required under the applicable legislation.

The Reports for Shareholders relating to the items on the agenda and the documentation relating to the approval of financial statements as at 31 December 2024, will be published within the terms established by the applicable law on the Bank's website [www.gruppomps.it](http://www.gruppomps.it) and made available to the public on the authorized storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), as well as with the additional methods set forth by the applicable legislation.

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*This press release will be available at [www.gruppomps.it](http://www.gruppomps.it)*

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