

Informazione Regolamentata n. 0035-67-2025	Data/Ora Inizio Diffusione 25 Giugno 2025 06:57:45	Euronext Milan
--	---	----------------

Societa' : BANCA MONTE DEI PASCHI DI SIENA

Identificativo Informazione  
Regolamentata : 207294

Utenza - referente : PASCHIN05 - Avv. Quagliana

Tipologia : 3.1

Data/Ora Ricezione : 25 Giugno 2025 06:57:45

Data/Ora Inizio Diffusione : 25 Giugno 2025 06:57:45

Oggetto : BMPS: PRESS RELEASE

*Testo del comunicato*

Vedi allegato

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**

#### **BCE ISSUES THE NECESSARY AUTHORISATION FOR THE ACQUISITION OF A CONTROLLING SHAREHOLDING IN MEDIOBANCA - BANCA DI CREDITO FINANZIARIO SOCIETÀ PER AZIONI AND ITS SUBSIDIARIES MEDIOBANCA PREMIER S.P.A. AND COMPASS BANCA S.P.A.**

*Siena, 25 June 2025* – Banca Monte dei Paschi di Siena S.p.A. (“**BMPS**” or the “**Bank**”) announces that, with reference to the voluntary public exchange offer launched pursuant to articles 102 and 106, paragraph 4, of the Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (the “**Offer**”) on all the ordinary shares of MEDIOBANCA - Banca di Credito Finanziario Società per Azioni (“**Mediobanca**”), the European Central Bank (“**ECB**”) has issued the authorisation for the direct acquisition of a controlling shareholding in Mediobanca and the indirect acquisition of a controlling shareholding in Mediobanca Premier S.p.A. and Compass Bank S.p.A.

The approval follows the authorisations already received from BCE and communicated on 8 April 2025 regarding: (i) the amendments to the By-Laws in connection with the capital increase to serve the Offer, and (ii) the classification of the new shares to be issued in such context as Common Equity Tier 1 (CET 1) capital.

It is also announced that ECB has simultaneously issued the authorisation to acquire a direct stake in Mediobanca whose value exceeds 10% of the Group's consolidated own funds and in the relevant indirect shareholdings.

Pursuant to the provisions of the authorisation, BMPS is required, within six months from the date of the acquisition of control of Mediobanca, to submit to ECB a plan for the integration, including the following information:

- (i) the impacts on the capital and funding plans, as well as on the digital strategy and IT/Information security, evidencing any deviations from the initial assumptions, outlined in the application, in terms of, *inter alia*, synergies, integration costs, forecast operating losses and goodwill valuations. The updated capital plan shall include in addition to a

base scenario, also an adverse scenario, together with the relevant mitigating managerial actions, as well as an assessment of their feasibility and the timeline for their implementation;

- (ii) the organisation of the ICT system, specifying transitional and target architectures, data flows, third-party agreements together with processes and controls relating to the ICT system, data quality, business continuity measures, also in terms of third-party management and changes to be made to internal plans and procedures;
- (iii) the corporate governance structure of the new group with reference to:
  - a. the organizational structure and the regulations aiming to ensure strategic and operational coordination between BMPS and all of its subsidiaries;
  - b. the structure of the bodies in the subsidiaries;
  - c. the structure of the internal control system, ensuring its coherence with the size and complexity of the new group as well as its risk profile;
  - d. changes to the remuneration structure also in order to develop appropriate retention policies for key professionals of Mediobanca, and
  - e. changes to be made to the processes of aggregation and reporting of risk information.

The Plan shall include a timeline of all integration activities, as well as a governance framework defined for the regular monitoring of the integration process.

In addition, in the event that the Offer achieves an acceptance rate lower than 50%, it is expected that BMPS will provide BCE within three months from the date of the transaction's completion with:

1. a report approved by the Board of Directors and shared with the appointed independent auditors confirming the existence of de facto control;
2. alternatively, in the absence of de facto control, a plan approved by the Board of Directors indicating the strategic approach to the acquired stake in Mediobanca, the criteria for holding or disposing of that stake, together with the relevant goals, timelines and key operational milestones; and
3. a statement of whether it is planned to acquire a stake of more than 50% and its estimated impact at capital level.

Following the resolution of the Extraordinary Shareholders' Meeting on 17 April 2025, the Board of Directors will meet on 26 June 2025 to exercise the capital increase delegation for the Offer on Mediobanca.

\* \* \* \* \*

*This press release will be available on the website at [www.gruppompis.it/en/](http://www.gruppompis.it/en/)*

**For further information:**  
**Banca Monte dei Paschi di Siena S.p.A.**

**Media Relations**

Tel. +39 0577 296634

[ufficio.stampa@mps.it](mailto:ufficio.stampa@mps.it)

**Investors Relations**

Tel: +39 0577 299350

[investor.relations@mps.it](mailto:investor.relations@mps.it)

**Image Building**

Cristina Fossati, Anna Pirtali

Tel +39 02 89011300

[mps@imagebuilding.it](mailto: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/](http://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.

