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Societa' : BANCA MONTE DEI PASCHI DI SIENA

Identificativo Informazione : 207404  
Regolamentata

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Oggetto : BMPS: Notice pursuant to Article 84 of the  
Issuers' Regulation

*Testo del comunicato*

Vedi allegato

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

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### **PRESS RELEASE**

**Notice pursuant to Article 84 of the Issuers' Regulation  
(adopted by Consob with resolution No. 11971 of 14 May 1999,  
as subsequently amended, the "Issuers' Regulation")**

### **SHARE CAPITAL INCREASE RESERVED TO THE VOLUNTARY PUBLIC EXCHANGE OFFER LAUNCHED BY BANCA MPS ON ALL THE ORDINARY SHARES OF MEDIOBANCA - BANCA DI CREDITO FINANZIARIO SOCIETÀ PER AZIONI**

*Siena, 27 June 2025* - Pursuant to Article 84 of the Issuers' Regulation, it is hereby announced that, on the date hereof, the minutes of the Board of Directors of Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**" or the "**Offeror**"), held on 26 June 2025, have been registered with the Companies' Register of Arezzo-Siena. During such meeting the Board of Directors, in execution of the delegation granted by the Shareholders' Meeting, in extraordinary session, of 17 April 2025 (whose minutes have been registered with the Companies' Register on 18 April 2025), resolved the paid-in share capital increase, with the exclusion of the option right, pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, to be paid up through contribution in kind to serve the voluntary public exchange offer (the "**Offer**") launched by BMPS, pursuant to and for the purposes of Articles 102 and 106, paragraph 4, of the Italian Legislative Decree 58/98 (the "**TUF**"), on all the shares of MEDIOBANCA - Banca di Credito Finanziario Società per Azioni ("**Mediobanca**" or the "**Issuer**"), as announced on 24 January 2025.

As indicated in 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, lett. a), of the Issuers' Regulation, the Board of Directors of BMPS, for the purposes of the valuation of the shares of Mediobanca subject to contribution in kind, availed itself of the provisions of Article 2343-ter, paragraph 2, let. b), of the Italian Civil Code. To this end, the Board of Directors made use of an updated appraisal prepared by KPMG Corporate Finance, division of KPMG Advisory S.p.A. ("**KPMG**") referring to 31 March 2025.

BMPS' shareholders representing, at the date of the resolution, at least one-twentieth of the share capital, in the amount prior to the capital increase, may exercise their rights pursuant to Article 2443, paragraph 4, of the Italian Civil Code, within thirty days from the aforementioned registration. It is

specified that, the share capital of BMPS, prior to the capital increase, is equal to Euro 7,453,450,788.44, fully paid-up, and divided into No. 1,259,689,706 ordinary shares without nominal value.

The relevant shareholders' request, together with the certification proving ownership of the shareholding, shall be addressed to "Banca Monte dei Paschi di Siena S.p.A., c.a. Funzione Legale e Societario, Piazza Salimbeni 3, 53100, Siena (Italy)" by registered mail with return receipt or, alternatively, by certified email to [bancamps.settoreaffarisocietari@postacert.gruppo.mps.it](mailto:bancamps.settoreaffarisocietari@postacert.gruppo.mps.it).

Pursuant to applicable laws, the minutes of the Board of Directors of BMPS - which include, *inter alia*, the explanatory report of the Board of Directors, as well as the appraisal of KPMG - and the updated By-Laws, are available to the public at the registered office of BMPS, as well as on the authorised storage system eMarket STORAGE, available at [www.emarketstorage.com](http://www.emarketstorage.com), and on the website of the Bank <https://www.gruppomps.it/en/>

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

**For further information:**

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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.gruppomps.it/en/](http://www.gruppomps.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.

