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Societa' : BANCA MONTE DEI PASCHI DI SIENA

Utenza - referente : PASCHIN05 - Avv. Quagliana

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Oggetto : BMPS: NOTICE RELATING TO THE
PUBLICATIONS OF DOCUMENTS
CONCERNING SOLITICATION OF
DELEGATION

Testo del comunicato

Vedi allegato

PRESS RELEASE

PROXY SOLICITATION PROMOTED BY BANCA MPS

FOR THE ORDINARY SHAREHOLDERS' MEETING OF 15 APRIL 2026

Commencement of the solicitation from 27 March to 13 April 2026

Solicitation relating to the appointment of the members of the Board of Directors and of the Chairperson of the Board of Directors of Banca MPS for the financial years 2026–2027–2028

Notice of publication of the documents

Siena, 27 March 2026 – It is hereby announced that the notice to shareholders, the prospectus and the proxy form relating to the solicitation and collection of proxies pursuant to Articles 136 *et seq.* of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (“**Consolidated Financial Act**”), as well as Articles 135 *et seq.* of the Regulation adopted by CONSOB with resolution No. 11971 of 14 May 1999 (the “**Issuers’ Regulation**”), promoted by Banca Monte dei Paschi di Siena S.p.A. (the “**Bank**” or “**BMPS**” or the “**Promoter**”) in connection with the Shareholders’ Meeting of 15 April 2026 (the “**Shareholders’ Meeting**”), have been published and are available at the registered office of BMPS, on the Bank’s website www.gruppomps.it (*Corporate Governance > Assemblea Azionisti e CdA section*), as well as on the website of the authorised storage mechanism “eMarket Storage” www.emarketstorage.it.

The proxy solicitation, addressed to all BMPS shareholders, is promoted in relation to the following items on the agenda of the Shareholders’ Meeting:

- (i) **item 6** (“*Appointment of the members of the Board of Directors for the financial years 2026–2027–2028; related and consequent resolutions: 6.1) vote on the lists submitted; 6.2) possible further individual vote, pursuant to Article 147-ter.1, paragraph 3, lett. a), point 1) of the Consolidated Financial Act, on each candidate of the list submitted by the outgoing Board of Directors, in the event such list receives the highest number of votes*”), and
- (ii) **item 7** (“*Appointment, among the members of the Board of Directors, of the Chairperson and Deputy Chairperson in the number resolved by the Shareholders’ Meeting; related and consequent resolutions: 7.1) vote on the appointment of the Chairperson*”), with reference to the proposal to appoint, as Chairman of the Board of Directors for the financial years 2026–2027–2028, the current Chairman, Mr. Nicola Maione.

In particular, the Bank - in its capacity as Promoter - intends to carry out the solicitation for the purpose of obtaining proxies in relation to:

- vote in favour - within the first vote concerning the lists of candidates for the office of Director - of List No. 1 submitted by the outgoing Board of Directors;
- vote in favour - within the context of the possible second individual vote pursuant to Article 147-ter.1, paragraph 3, letter a), point 1) of the Consolidated Financial Act on each candidate included in List No. 1 submitted by the outgoing Board of Directors, in the order in which they are

- presented as indicated in the press release dated 24 March 2026, up to the maximum number of candidates to be drawn from such List as a result of the aforementioned first vote on the lists¹;
- vote in favour of the Promoter's proposal and, in particular, to vote in favour of the appointment of Mr. Nicola Maione as Chairperson of the Board of Directors for the financial years 2026–2027–2028.

The proposal subject to the solicitation is justified by the assessment carried out on the candidates, both individually and collectively, who, in the Bank's view, in their entirety and up to the maximum number capable of being elected, in accordance with the above-mentioned proposed order of presentation, represent the qualitative and quantitative composition deemed optimal for the effective performance of the duties and responsibilities entrusted to the Board of Directors and to the Chairperson of the Board of Directors.

The Bank has appointed Sodali & Co S.p.A. as the entity entrusted with the collection of proxies and the exercise of voting rights at the Shareholders' Meeting, in accordance with the instructions given by the shareholders. Shareholders entitled to attend the Shareholders' Meeting may adhere to the solicitation by granting, free of charge, a proxy to Sodali & Co S.p.A. **by 11:59 p.m. on 13 April 2026**, using the proxy form attached to the solicitation prospectus. A copy of the communication pursuant to Article 83-*sexies* of the Consolidated Financial Act, sent by the intermediary to the Bank and certifying ownership of the shares as at the **record date of 2 April 2026**, must be attached to the proxy form, duly signed and dated.

For any information regarding participation in the solicitation and the relevant procedures, reference is made to the notice and the solicitation prospectus.

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

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¹ Without prejudice to the foregoing, option b), as set out in the Proxy Form, also remains available as an alternative, providing for an individual vote on one or more candidates included in List No. 1.

Fine Comunicato n.0035-51-2026

Numero di Pagine: 4