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Societa' : BANCA MONTE DEI PASCHI DI SIENA

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SHAREHOLDERS MEETING

Testo del comunicato

Vedi allegato

PRESS RELEASE

SHAREHOLDERS' MEETING OF BANCA MONTE DEI PASCHI DI SIENA:

2025 FINANCIAL STATEMENTS APPROVED

BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS APPOINTED

Siena, 15 April 2026 - The Ordinary Shareholders' Meeting of Banca Monte dei Paschi di Siena S.p.A. (the "**Bank**") was held today in Siena, chaired by Mr. Nicola Maione, with a shareholder attendance representing 65.152% of the share capital.

The Shareholders' Meeting approved, with the favorable vote of 99.625% of those present, the Financial Statements for the year ended 31 December 2025, which closed with a profit of EUR 3,104,816,452.59 and further resolved, with the favorable vote of 99.904% of those present:

- (i) to allocate the negative reserve of EUR 84,942,331.12 to offset the "Share premium" reserve, thereby reducing its amount from EUR 3,146,576,345.42 to EUR 3,061,634,014.30, as well as to allocate, with effect from the settlement of the extraordinary contribution referred to in Article 1 of Law No. 199 of 30 December 2025 (the "**Contribution**") in the tax return for the period in which it is applied (2025), the entire amount recorded in the "Reserve for profits pursuant to Law No. 136 of 9 October 2023" (the "**2023 Reserve**"), amounting to EUR 308,881,204.08, to the extraordinary reserve, with consequent elimination of the 2023 Reserve, considering that once the obligation to apply the Contribution has been fulfilled, the 2023 Reserve will become freely available without further charges for the Bank;
- (ii) to distribute the net profit for the financial year 2025 as follows:
 - a) to the legal reserve, in an amount equal to 5% of the profit earned, corresponding to EUR 155,240,822.63, in accordance with the provisions of Article 31 of the By-Laws;
 - b) to the Shareholders, by way of distribution of a dividend of EUR 0.86 per outstanding share entitled to dividend payment, for a maximum aggregate amount of EUR 2,613,039,637.38;
 - c) to the extraordinary reserve, the residual profit in an amount equal to EUR 336,535,992.58.

The payment of the dividend referred to in letter b) above shall take place, gross of withholding taxes provided for by law, with an ex-dividend date (coupon no. 4) of 18 May 2026 (*ex date*), a record date of 19 May 2026 (*record date*) and a payment date of 20 May 2026 (*payment date*).



The Shareholders' Meeting further resolved to reject the liability claims brought by shareholder Bluebell Partners Ltd against the former Chairman of the Board of Directors and the former Chief Executive Officer of the Bank, respectively, with 94.494% of votes against the proposal, 0.562% in favor, and 3.337% abstentions for the first proposal, and with 96.501% voting against the proposal, 0.396% in favor, and 3.096% abstentions for the second proposal.

The Shareholders' Meeting also approved the increase in the ratio between the variable and fixed components of remuneration, with the favorable vote of 96.408% of those present, as well as the report on the remuneration policy and compensation paid, pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 (the "TUF"), with the favorable vote of 94.804% of those present with regard to the binding vote on the first section of the remuneration policy and of 95.096% of those present with regard to the non-binding vote on the second section of said policy. The 2026 incentive plan and related payment methods for Montepaschi Group personnel based on *phantom shares*, pursuant to the combined provisions of Articles 114-bis and 125-ter of the TUF was approved with the favorable vote of 98.520% of those present.

The Shareholders' Meeting determined the number of members of the Board of Directors at 15, with two Deputy Chairmen, resolving to appoint the following as members of the Board of Directors of the Bank for the financial years 2026, 2027 and 2028 the following members:

- from List No. 3 submitted by shareholders PLT Holding S.r.l. and PLT S.p.A., collectively holding 1.0329% (No. 31,383,828 shares) of the Bank's share capital, which received the highest number of votes at the Shareholders' Meeting, with a percentage of 49.953% of those present:
 1. Cesare Bisoni (*)
 2. Luigi Lovaglio
 3. Flavia Mazzarella (*)
 4. Livia Amidani Aliberti (*)
 5. Massimo di Carlo (*)
 6. Patrizia Albano (*)
 7. Carlo Corradini (*)
 8. Antonella Centra (*)

- from List No. 1, submitted by the outgoing Board of Directors, ranking second in terms of number of votes with a percentage of 38.795% of those present:



1. Nicola Maione (*)
2. Fabrizio Palermo (*)
3. Corrado Passera (*)
4. Carlo Vivaldi (*)
5. Paolo Boccardelli (*)
6. Antonella Centra (*)

- from List No. 2¹ submitted by institutional investors, collectively holding 0.78045% of the Bank's share capital, voted by the minority and ranking third in terms of number of votes with a percentage of 6.945% of those present:

1. Paola De Martini (*)

Following the withdrawal of Mr. Maione's candidacy for the position of Chairman, made by the same in the context of the Shareholders' Meeting and given that no other candidacies for the appointment

(*) who declared himself/herself meeting the independence requirements provided for by art. 15 of the By-Laws: independence requirements established by articles 147-ter and 148 of the TUF, by Article 13 of the Minister of the Economy and Finance Decree no. 169/20 and by the recommendation contained in the Corporate Governance Code.

¹ Submitted by the following shareholders: Algebris UCITS Funds plc - Algebris Core Italy fund; Amundi Asset Management SGR S.p.A. as manager of the following funds: Corepension Garantito, Amundi Bilanciato Piu, Seconda Pensione Garantita Esg, Seconda Pensione Prudente Esg, Seconda Pensione Espansione Esg, Seconda Pensione Bilanciata Esg, Seconda Pensione Sviluppo Esg, Amundi Risparmio Italia, Amundi Sviluppo Attivo Italia, Amundi Obblig Piu A Distribuzione, Amundi Impegno Italia – B, Am Accumulazione Italia Pir 2030, Amundi Futuro Pir, Amundi Crescita Italia, Amundi Esg Selection Dinamico, Amundi Esg Selection Bilanciato, Amundi Esg Selection Conservativo, Amundi Primo Investimento, A-F Global Multi-Asset Conservative, Aif - Multi-Asset Teodorico, Aif - Emu Equity, Aif - European Equity, Asi - Bilanciato Percorso ATT, Asi - Bilanciato Percorso ATT II and Asi - Bilanciato Percorso ATT III; Arca Fondi Sgr S.P.A., as manager of fund named Fondo Arca Azioni Italia; BancoPosta Fondi S.p.A. SGR, as manager of the following funds: Fondo Bancoposta Azionario Euro, Fondo Bancoposta Dynamic Multi-Asset, Fondo Bancoposta Strategic Insurance Distribution, Fondo Bancoposta Diversified Distribution, Fondo Bancoposta Distribuzione Attiva, Fondo Bancoposta Global Equity Lte, Fondo Bancoposta Rinascimento, Fondo Bancoposta Global Equity Hedged Lte, Fondo Bancoposta Equity Developed Countries e Fondo Bancoposta Equity All Country; Eurizon Capital SGR S.p.A as manager of the following funds: EPSILON DLongRun, EPSILON QReturn, Eurizon AM Rilancio Italia TR, Eurizon AM SICAV - Absolute Return Solution, Eurizon AM SICAV - Global Equity, Eurizon AM SICAV - Global Multistrategy, Eurizon Azioni Area Euro, Eurizon Azioni Europa, Eurizon Azioni Internazionali, Eurizon Azioni Italia, Eurizon Dynamic Step to Global Trends, Eurizon Fund - Equity High Dividend, Eurizon Fund - Equity Italy Smart Volatility, Eurizon Fund - Equity Small Mid Cap Europe, Eurizon Fund - Global Allocation, Eurizon Fund - Global Cautious Allocation, Eurizon Fund - Global Equity, Eurizon Fund - Italian Equity Opportunities, Eurizon Fund - Sustainable Global Equity, Eurizon Fund - Top EMU Research, Eurizon Fund - Top European Research, Eurizon Fund II - Equity For Income, Eurizon Fund II - Q-Flexible, Eurizon Fund II - Q-Multiasset ML Enhanced, Eurizon Investment SICAV - PB Equity EUR, Eurizon Next 2.0 - Azioni Europa, Eurizon Next 2.0 - Azioni Internazionali, Eurizon Next 2.0 - Strategia Absolute Return, Eurizon Next 2.0 - Strategia Azionaria Dinamica, Eurizon Next 2.0 - Strategia Megatrend, Eurizon PIR Italia Azioni, Eurizon Progetto Italia 40, Eurizon Progetto Italia 70, Eurizon Rendita, Eurizon STEP 70 PIR Italia Giugno 2027, Eurizon Step to Global Trends, Fideuram Bilanciato, Fideuram Italia, Institutional Solutions Fund FCP-SIF - Diversified Allocation Fund 3 - SLEEVE IM ECSGR, Institutional Solutions Fund FCP-SIF - Diversified Allocation Fund 4 - SLEEVE IM ECSGR, Institutional Solutions Fund FCP-SIF - Montecuccoli Diversified Multi-Asset Fund - SLEEVE IM ECSGR, Piano Azioni Italia, Piano Bilanciato Italia 50, YourIndex SICAV - YIS MSCI EMU Universal, YourIndex SICAV - YIS MSCI Europe Universal and YourIndex SICAV - YIS MSCI World Universal; Fidelity Funds – Italy, Fidelity Funds - Sustainable Research Enhanced Europe Equity Pool, Fidelity Europe Equity Research Enhanced UCITS ETF, Fidelity Global Investment Fund - European Equity Fund; Fideuram Asset Management Ireland as manager of the fund named Fonditalia Equity Italy; Interfund Sicav - Interfund Equity Italy; Dynamic Profile Fineco Am Fund V, Dynamic Profile Fineco Am Fund IV, Banor Club Am Fineco FD, Dynamic Profile Fineco Am Fund VII, Dynamic Profile Fineco Am Fund VI e Dynamic Profile Fineco Am Fund I; Mediolanum Gestione Fondi Sgr S.P.A. as manager of the following funds: Mediolanum Flessibile Futuro Italia e Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity; Symphonia SGR S.p.A. as manager of the fund named Patrimonio Attivo.



of Chairman of the Board of Directors were proposed at the Meeting by the shareholders, pursuant to the By-Laws (Articles 17 and 18), since the Meeting did not proceed with the appointment of the Chairman of the Board of Directors, the Board of Directors will elect, from among its members, its own Chairman at the first meeting following today's Shareholders' Meeting.

For the appointment of the two Deputy Chairmen, the Shareholders' Meeting resolved to grant a specific delegation to the Board of Directors for the determination – within that body – of the names of the two Deputy Chairmen.

The Bank will issue an official communication regarding the appointment — within the aforementioned body — of the Chairman and the two Deputy Chairmen, as soon as the appointments have been made.

The following were also appointed as standing members of the Board of Statutory Auditors, also for the financial years 2026, 2027 and 2028: Pierluigi Pace (Chairman), nominated from List No. 1 submitted by Institutional Investors, voted by the minority and ranking second in terms of number of votes, with a percentage of 33.391% of those present, as well as Monica Vecchiati, nominated from List No. 3 submitted by PLT Holding S.r.l. and PLT S.p.A., which received the majority of votes, with a percentage of 40.337% of those present. The third standing auditor, Lavinia Linguanti – already a standing auditor of the Bank – pursuant to the applicable provisions of the By-Laws, was appointed by majority, with a percentage of 52.212% of those present, upon a candidacy proposed directly at the meeting by the shareholder Pier Luigi Tortora.

The alternate Statutory Auditors appointed are Francesca Sandrolini, nominated from the aforementioned List No. 3, which obtained the highest number of votes, and Alberto Sodini, nominated from the aforementioned List No. 1 voted by the minority and ranking second in terms of number of votes.

The *curricula vitae* of the appointed members are published on the Bank's website www.gruppomps.it/en and/or in the documents relating to the respective lists.

Finally, the compensation of the Directors, the Chairman of the Board of Directors and the standing Statutory Auditors was determined.

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

For further information:

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