

<p>Informazione Regolamentata n. 0033-125-2026</p>	<p>Data/Ora Inizio Diffusione 8 Giugno 2026 20:45:46</p>	<p>Euronext Milan</p>
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Societa' : INTESA SANPAOLO

Utenza - referente : BINTESAN18 - Tamagnini Andrea

Tipologia : REGEM

Data/Ora Ricezione : 8 Giugno 2026 20:45:46

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Oggetto : Intesa Sanpaolo: Notice pursuant to Article 41 Issuer's Regulation - Voluntary Public Tender and Exchange Offer for MPS shares

Testo del comunicato

Vedi allegato

NOT FOR DISCLOSURE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS.



**VOLUNTARY PUBLIC TENDER AND EXCHANGE OFFER
PROMOTED BY INTESA SANPAOLO S.P.A.
ON ALL THE ORDINARY SHARES OF BANCA MONTE DEI PASCHI DI SIENA S.P.A.**

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Notice pursuant to Article 41, paragraph 2, letter c) of Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended (“Issuers’ Regulation”)

Turin - Milan, 8 June 2026 – With reference to the voluntary public tender and exchange offer launched by Intesa Sanpaolo S.p.A. (the “**Offeror**”) on maximum of 3,036,151,673 shares of Banca Monte dei Paschi di Siena S.p.A. (“**MPS**”) pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree 24 February 1998, no. 58, as subsequently amended, and communicated on 8 June 2026, pursuant to Article 102, paragraph 1, of the Consolidated Law on Finance (TUF) and Article 37 of the Issuers’ Regulation, notice is hereby given as regards the following transaction in respect of MPS ordinary shares.

A Board Director of an Intesa Sanpaolo Group Company today executed a sale transaction in respect of MPS ordinary shares (ISIN IT0005508921), that is subject to reporting obligations pursuant to Article 41, paragraph 2, letter c) of the Issuers’ Regulation. The transaction is shown below.

Date	Transaction mode	Kind of Transaction	Number of shares	Currency	Unit price per share
08 June 2026	Euronext Milan	Sale	1,000	EUR	9.95

This notice is also available on the Offeror’s website group.intesasanpaolo.com.

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Intesa Sanpaolo S.p.A.

Not to be disclosed, published or distributed, in whole or in part, directly or indirectly in the United States of America, Australia, Canada or Japan, or in any other country in which the Offer is not authorized or to any person not permitted by law to make such an offer or solicitation.

THIS DOCUMENT SHALL NOT BE RELEASED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN (OR OTHER COUNTRIES, AS DEFINED BELOW). THE INFORMATION PROVIDED HEREIN DOES NOT CONSTITUTE AN OFFER TO SELL SECURITIES OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN THE UNITED STATES OF AMERICA, ANY OTHER COUNTRY OR ANY OTHER JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED, OR TO ANY PERSON NOT PERMITTED BY LAW TO MAKE SUCH AN OFFER OR SOLICITATION.

The voluntary public tender and exchange offer referred to in this Notice will be launched by Intesa Sanpaolo S.p.A. on all the shares of Banca Monte dei Paschi di Siena S.p.A..

This Notice does not constitute an offer to buy or sell any shares of Banca Monte dei Paschi di Siena S.p.A..

Prior to the commencement of the Acceptance Period, as required under applicable law, the Offeror will publish an Offer Document that the shareholders of Banca Monte dei Paschi di Siena S.p.A. must carefully examine.

The Offer will be launched exclusively in Italy and will be addressed, on equal terms, to all holders of shares of Banca Monte dei Paschi di Siena S.p.A. The Offer will be promoted in Italy as the shares of Banca Monte dei Paschi di Siena S.p.A. are listed on the regulated market Euronext Milan organised and managed by Borsa Italiana S.p.A. and, subject to the following, the same is subject to the obligations and procedural requirements provided for by Italian law.

The Offer is not directed or promoted in the United States (or will not be directed at U.S. Persons, as defined by the U.S. Securities Act of 1933, as subsequently amended), Canada, Japan, Australia and any other jurisdictions where making the Offer therein would not be allowed without any approval by any regulatory authority or without any other requirements to be complied with by the Offeror (such jurisdictions, including the United States, Canada, Japan and Australia, are jointly defined as the “Other Countries”), neither by using national or international instruments of communication or commerce of the Other Countries (including, without limitation, postal network, fax, telex, e-mail, telephone and internet), nor through any structure of any of the Other Countries’ financial intermediaries or in any other way.

A copy of any document that the Offeror will issue in relation to the Offer, or portions thereof, is not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Other Countries.

Any tender in the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted.

This Notice, as well as any other documents issued by the Offeror in relation to the Offer do not constitute and are neither part of an offer to buy or exchange, nor of a solicitation to offer to sell or exchange financial instruments in the United States or in the Other Countries. Financial instruments cannot be offered or sold in the United States unless they have been registered pursuant to the U.S. Securities Act of 1933, as subsequently amended, or are exempt from registration. Financial instruments offered in the context of the transaction described in this Notice will not be registered pursuant to the U.S. Securities Act of 1933, as subsequently amended, and Intesa Sanpaolo S.p.A. does not intend to carry out a public offer of such financial instruments in the United States. No financial instrument can be offered or transferred in the Other Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions.

Intesa Sanpaolo S.p.A. reserves the right to extend the Offer in the United States of America in compliance with applicable US regulations.

This document may only be accessed in or from the United Kingdom (i) by persons having professional experience in matters relating to investments falling within the scope of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the “Order”), (ii) by companies having high net assets and by persons to whom the document can be legitimately transmitted because they fall within the scope of Article 49(2) paragraphs from (a) to (d) of the Order, or (iii) by qualified investors as defined under paragraph 15 of schedule 1 of the Public Offer and Admissions to Trading Regulations 2024 (all these persons are jointly defined “Relevant Persons”). Financial Instruments described in this document are made available only to Relevant Persons (and any solicitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments will be directed exclusively at such persons). Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

Tendering in the Offer by persons residing in jurisdictions other than Italy may be subject to specific obligations or restrictions imposed by applicable legal or regulatory provisions of such jurisdictions. Recipients of the Offer are solely responsible for complying with such laws and, therefore, before tendering in the Offer, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.

Not to be disclosed, published or distributed, in whole or in part, directly or indirectly in the United States of America, Australia, Canada or Japan, or in any other country in which the Offer is not authorized or to any person not permitted by law to make such an offer or solicitation.

Fine Comunicato n.0033-125-2026

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