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Societa' : INTESA SANPAOLO

Utenza - referente : BINTESAN18 - Tamagnini Andrea

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Oggetto : Intesa Sanpaolo: filing of the Offer Document with CONSOB in respect of the Voluntary Public Tender and Exchange Offer on all the shares of Banca MPS

Testo del comunicato

Vedi allegato

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PRESS RELEASE

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

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Press release pursuant to Article 37-ter, paragraph 3, of the Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented

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Filing of the Offer Document with CONSOB

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Turin - Milan, 27 June 2026 – Intesa Sanpaolo S.p.A. (the “**Offeror**”) announces that it has filed on the date hereof with CONSOB, pursuant to and for the purposes of Article 102, paragraph 3, of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the “**CFA**”), as well as Article 37-ter of the Regulation, concerning the regulation of issuers, adopted by CONSOB resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulation**”), the offer document (the “**Offer Document**”), intended for publication, relating to the voluntary public tender and exchange offer (the “**Offer**”) promoted by the Offeror, pursuant to Articles 102 and 106, paragraph 4, of the CFA, on all the shares of Banca Monte dei Paschi di Siena S.p.A. (the “**Issuer**” or “**MPS**”), a company whose shares are admitted to trading on Euronext Milan, a regulated market organised and managed by Borsa Italiana S.p.A. (ISIN code IT0005508921).

The Offer relates to all the shares of MPS, which as of today – less the 1,020,448 MPS shares, to date, held by the Offeror – amount to a maximum of 3,037,397,735 shares of MPS (the “**Shares Subject to the Offer**”). It should also be noted that the Shares Subject to the Offer could be increased by a maximum of 272,012,804 MPS shares which, on the basis of the announcement made on 10 March 2026 by the Boards of Directors of MPS and Mediobanca - Banca di Credito Finanziario S.p.A. (“**MB**”), will be issued to service the exchange of the merger of MB into MPS, should the aforementioned merger become effective prior to the closing of the acceptance period of the Offer.

The filing of the Offer Document with CONSOB follows the Offeror’s Notice of 8 June 2026, by which the Offeror, pursuant to Article 102, paragraph 1, of the CFA and Article 37 of the Issuers’ Regulation, communicated to CONSOB and made known to the market and the Issuer its decision to promote the Offer (the “**Offeror’s Notice**”).

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.

In accordance with the provisions of the Offeror's Notice, in the event of the fulfilment of the Conditions to the Offer (as defined in the Offeror's Notice), or of waiver, in whole or in part, of the same, as the case may be, and the consequent completion of the Offer, the Offeror will recognise, for each Share Subject to the Offer tendered to the Offer, a unit consideration consisting of: **(i)** 1.600 (one point six hundred) newly issued ordinary shares of the Offeror, without par value, with regular dividend rights and the same characteristics as the ordinary shares of the Offeror already outstanding on the date of issue, which will be listed on Euronext Milan and **(ii)** Euro 1.000 (one Euro).

It should be noted that, pursuant to and for the purposes of Article 102, paragraph 4, of the CFA and Article 37-ter, paragraph 1, letter b) of the Issuers' Regulation, the Offeror, prior to the date hereof, submitted to the competent Authorities the communications and/or applications for obtaining the authorizations required by the applicable legislation in relation to the Offer.

The Offer Document will be published at the end of the assessment carried out by CONSOB pursuant to Article 102, paragraph 4, of the CFA.

The Offer is promoted exclusively in Italy, as the Issuer's ordinary shares are listed on Euronext Milan, and is addressed, without distinction and on equal terms, to all shareholders holding Shares Subject to the Offer. Notwithstanding the foregoing, the Offer has not been and will not be made or disseminated in the United States of America (or directed at U.S. Persons as defined in Regulation S under the U.S. Securities Act of 1933, as subsequently amended), Australia, Canada or Japan, nor in any other country in which such Offer is not authorised, or to any person to whom it is not lawful to make such an offer or solicitation (collectively, the "**Excluded Countries**"), either by using the Excluded Countries' national or international means of communication or commerce (including, but not limited to, postal network, fax, telex, e-mail, telephone and internet), or through any of the facilities of any of the financial intermediaries of the Excluded Countries, or in any other way.

The Offeror reserves the right to evaluate a possible extension of the Offer in the United States of America and/or in other Excluded Countries, in compliance with the applicable regulations.

Pending the publication of the Offer Document, reference is made to the Offeror's Notice, published on the Offeror's website (group.intesasanpaolo.com), which sets out the legal requirements and the terms and essential elements of the Offer.

Notice is also hereby given that, in order to provide information relating to the Offer to all shareholders of the Issuer, Sodali & Co S.p.A., with registered office in Rome, Via Giovanni Paisiello, no. 6, has been appointed by the Offeror as global information agent (the "**Global Information Agent**").

To this end, the Global Information Agent has set up the following information channels: the dedicated e-mail account, opas.mps@investor.sodali.com, the toll-free number 800 141 319 (from the national landline), the direct line +39 06 97620599 (from landlines, mobiles and from abroad) and the *WhatsApp* number +39 339 351 0757. These channels will be active from Monday to Friday from 9:00 to 18:00 (Central European Time).

The Global Information Agent's reference website is <https://transactions.sodali.com/>.

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 IN THE OTHER EXCLUDED COUNTRIES). THE INFORMATION PROVIDED HEREIN DOES NOT CONSTITUTE AN OFFER TO SELL SECURITIES OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN THE EXCLUDED COUNTRIES (AS DEFINED HEREAFTER) 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 Press Release is promoted by Intesa Sanpaolo S.p.A. on all the shares of Banca Monte dei Paschi di Siena S.p.A., that as of today – deducting no. 1,020,448 shares of Banca Monte dei Paschi di Siena S.p.A., to date, held by the Offeror – amount to a maximum of no. 3,037,397,735 (the “**Shares Subject to the Offer**”). It should be noted that the Shares Subject to the Offer could be increased by a maximum of no. 272,012,804 shares of Banca Monte dei Paschi di Siena S.p.A. that, on the basis of what was communicated on 10 March 2026 by the Boards of Directors of Banca Monte dei Paschi di Siena S.p.A. and Mediobanca - Banca di Credito Finanziario S.p.A., will be issued to service the exchange of the merger of Mediobanca - Banca di Credito Finanziario S.p.A. into Banca Monte dei Paschi di Siena S.p.A., should the aforementioned merger become effective prior to the closing of the acceptance period of the Offer.

This Press Release 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 is promoted exclusively in Italy and is addressed, without distinction and on equal terms, to all holders of shares of Banca Monte dei Paschi di Siena S.p.A. The Offer is 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 of America (or 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 of America, Canada, Japan and Australia, are jointly defined as the “**Excluded Countries**”), neither by using national or international instruments of communication or commerce of the Excluded Countries (including, without limitation, postal network, fax, telex, e-mail, telephone and internet), nor through any structure of any of the Excluded Countries’ financial intermediaries or in any other way. As at the date of this Press Release the Offeror has not taken any decision about any extension of the Offer in the United States of America and/or other Excluded Countries, and reserves any right in this respect in compliance with applicable regulations.

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 Excluded 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 Excluded Countries.

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

This Press Release, as well as any other document issued by the Offeror in relation to the Offer, does not constitute and is 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 of America or in the Excluded Countries. Financial instruments cannot be offered or sold in the United States of America 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 Press Release will not be registered pursuant to the U.S. Securities Act of 1933, as subsequently amended. No financial instrument can be offered or transferred in the Excluded Countries without specific approval in compliance with the relevant provisions applicable in such Excluded 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 and/or in other Excluded Countries in compliance with applicable regulations.

This Press Release 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 as “**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.

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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.

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