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Oggetto : Intesa Sanpaolo S.p.A., as the Offeror, announces the advisors assisting it in connection with the voluntary public tender and exchange offer promoted on all the shares of Banca Monte dei Paschi di Siena S.p.A.

Testo del comunicato

Vedi allegato

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PRESS RELEASE

INTESA SANPAOLO S.P.A., AS THE OFFEROR, ANNOUNCES THE ADVISORS ASSISTING IT IN CONNECTION WITH THE VOLUNTARY PUBLIC TENDER AND EXCHANGE OFFER PROMOTED ON ALL THE SHARES OF BANCA MONTE DEI PASCHI DI SIENA S.P.A.

Turin - Milan, 10 July 2026 – Intesa Sanpaolo S.p.A. ("**Intesa Sanpaolo**" or the "**Offeror**") announces the advisors assisting it in connection with the voluntary public tender and exchange offer (the "**Offer**") promoted on all the ordinary shares of Banca Monte dei Paschi di Siena S.p.A. ("**MPS**"), as announced to the market on 8 June 2026.

Financial Advisors

Intesa Sanpaolo is advised by **J.P. Morgan Securities plc**, acting as Sole M&A and Lead Financial Advisor to the transaction. J.P. Morgan Securities plc will coordinate the related activities and interactions with the financial markets together with the other financial advisors, **BNP Paribas**, **Morgan Stanley & Co. International plc** and **Equita SIM S.p.A.**. Intesa Sanpaolo is also advised by **Provasoli Advisory Partners S.p.A.**, acting as Financial and Valuation Expert, in connection with the economic-financial and valuation analyses supporting the transaction.

Legal and Tax Advisors

The legal, corporate, regulatory and tax aspects of the transaction are being handled by **PedersoliGattai Studio Legale**, acting as legal advisor to the Offeror, also in coordination with **Cintioli & Associati**, **Gatti Pavesi Bianchi Ludovici**, **Tombari D'Angelo e Associati**, **Zoppini e Associati** and **Tremonti Partners**.

With respect to regulatory filings in the relevant foreign jurisdictions, Intesa Sanpaolo is advised by **Baker McKenzie**, under the coordination of PedersoliGattai. Intesa Sanpaolo is also advised by **Wachtell, Lipton, Rosen & Katz**.

For antitrust matters in the various jurisdictions relevant to the Offer, the Offeror is also supported by leading specialist law firms, coordinated by PedersoliGattai.

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.

Other Appointments

EY S.p.A., in its capacity as independent auditing firm, has been appointed to prepare the report on the fairness of the issue price of the Intesa Sanpaolo shares pursuant to Article 158 of the CFA and Article 2441 of the Italian Civil Code, the limited assurance report on the methods adopted by the Board of Directors in determining the exchange ratio and the related application procedures and the report on the compilation of Intesa Sanpaolo's pro forma financial information.

Deloitte Advisory S.r.l. S.B. has been appointed to prepare the report pursuant to Article 2343-ter, paragraph 2, letter (b), of the Italian Civil Code, with reference to the fair value of the MPS shares contributed in kind.

Sodali & Co. S.p.A. is acting as Global Information Agent for the transaction, with the support of **D.F. King Ltd**, to provide shareholders with information regarding the Offer and the Extraordinary Shareholders' Meeting of Intesa Sanpaolo convened for 10 September 2026. The dedicated Contact Centre has been operational since 29 June 2026, via a dedicated e-mail account, opas.mps@investor.sodali.com, a toll-free number +39 800 141 319 (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 (CET).

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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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