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Vedi allegato

MONTE DEI PASCHI DI SIENA
BANCA DAL 1472

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PRESS RELEASE

MPS LAUNCHES TWO SIMULTANEOUS VOLUNTARY PUBLIC EXCHANGE OFFERS, FULLY IN SHARES, IN RESPECT OF ALL ORDINARY SHARES OF BANCO BPM AND OF BANCA GENERALI, FOR A CONSIDERATION OF C. EURO 25.3[1] BILLION AND EURO 8.7[2] BILLION, RESPECTIVELY

OBJECTIVE TO CREATE A NEWLY ELEVATED CHAMPION WITH DISTINCTIVE AND COMPLEMENTARY CAPABILITIES ACROSS BANKING, ADVISORY AND WEALTH MANAGEMENT

A SYSTEMICALLY IMPORTANT INDUSTRIAL PROJECT AIMED AT CREATING A STRONGER, MORE COMPETITIVE AND MORE RESILIENT ITALIAN FINANCIAL GROUP, WITH OVER EURO 810 BILLION OF TOTAL FINANCIAL ASSETS

COMBINATION DESIGNED TO STRENGTHEN THE SECTOR COMPETITIVE FRAMEWORK, SUPPORT CREDIT TO THE REAL ECONOMY, VALUE LONG-TERM SAVINGS AND CONTRIBUTE TO THE GROWTH OF THE "SYSTEM ITALIA"

PROJECT WITH OBJECTIVES CONSISTENT WITH THE STRATEGIC PRIORITIES ALREADY OUTLINED BY BANCO BPM, AND ENHANCED BY THE PARALLEL INITIATIVE INVOLVING BANCA GENERALI

SIGNIFICANT VALUE CREATION OPPORTUNITY WITH RUN-RATE PRE-TAX SYNERGIES ESTIMATED AT C. EURO 2.6 BILLION PER YEAR, OF WHICH C. EURO 0.8 BILLION FROM THE MEDIOBANCA INTEGRATION, IN LINE WITH GUIDANCE

DISTRIBUTION OF EURO 4 BILLION TO MPS SHAREHOLDERS AS AN EXTRAORDINARY DISTRIBUTION TO BE PAID PART IN CASH (EURO 1 BILLION) AND PART IN GENERALI SHARES (EURO 3 BILLION, REPRESENTING C. 4.5% OF GENERALI'S SHARE CAPITAL AT THE CURRENT MARKET PRICE)

EXCHANGE RATIO OF 1.567 NEW MPS SHARES PER BANCO BPM SHARE, IMPLYING A COMBINATION OF EQUALS "AT MARKET", AND OF 6.958 NEW MPS SHARES PER BANCA GENERALI SHARE, IMPLYING A PREMIUM OF 10.0%, BASED ON BANCO BPM'S AND BANCA GENERALI'S OFFICIAL PRICES AS AT 19 AUGUST 2026

AN ATTRACTIVE OPTION FOR MPS SHAREHOLDERS, PRESERVING THE INTEGRITY OF THE VALUE OF MPS AND ITS HISTORIC BRAND, WHILE BUILDING ON THE GROWTH ACHIEVED IN RECENT YEARS

A CONCRETE OPPORTUNITY FOR BOTH BANCO BPM AND BANCA GENERALI SHAREHOLDERS SUPPORTED BY STRONG EPS ACCRETION AND REMUNERATION

THE OFFERS ARE SUBJECT TO SHAREHOLDERS' APPROVAL PURSUANT TO ARTICLE 104 OF THE CONSOLIDATED FINANCIAL ACT, AND MPS'S BOARD HAS CONVENED THE SHAREHOLDERS' MEETING FOR THE RELEVANT APPROVALS, ALSO PURSUANT TO ARTICLE 104 OF THE CONSOLIDATED FINANCIAL ACT, ON 29 OCTOBER 2026

[1] Based on the official price as of 19 August 2026. Source: FactSet.
[2] Based on the official price as of 19 August 2026. Source: FactSet.

Siena, 21 August 2026 – The Board of Directors of Banca Monte dei Paschi di Siena S.p.A. ("**MPS**" or the "**Offeror**"), held on 20 August 2026 under the chairmanship of Mr. Cesare Bisoni, has approved by a majority of its members the launch of two simultaneous and parallel voluntary public exchange offers pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (the "**CFA**" or "**Consolidated Financial Act**") in respect of all of the ordinary shares of Banco BPM S.p.A. ("**Banco BPM**") and of all of the ordinary shares of Banca Generali S.p.A. ("**Banca Generali**") (respectively, the "**Banco BPM Offer**" and the "**Banca Generali Offer**" and, together, the "**Offers**"). The Offers were announced today in two separate communications issued pursuant to Article 102 of CFA and Article 37 of CONSOB Regulation no. 11971 of 14 May 1999 (the "**102 Communications**").

In the same meeting the Board of Directors resolved to submit to the shareholders' meeting of MPS, convened on 29 October 2026, an extraordinary distribution to MPS shareholders of gross Euro 4 billion[3], equal to gross Euro 1.208 per MPS share (the "**Extraordinary Distribution**"), of which Euro 0.302 per MPS share in cash and Euro 0.906 per MPS share in kind through the allotment of a number of shares of Assicurazioni Generali S.p.A. ("**Assicurazioni Generali**") to be determined based on the official price of Assicurazioni Generali's share recorded on Euronext Milan on the relevant record date, currently held by MPS through Mediobanca S.p.A., to be paid out of available reserves following a reduction of share capital and settled prior to the payment date of the Offers but subject to MPS declaring effective the Banco BPM Offer or the Banca Generali Offer or both. The proposed Extraordinary Distribution will, therefore, amount to gross Euro 1 billion in cash and Euro 3 billion in Assicurazioni Generali shares[4].

MPS also informs that the Offers, the Extraordinary Distribution and the related preparatory steps, and the two capital increase mandates pursuant to Articles 2441, para. 4, first period and 2443 of the Italian Civil Code serving the Offers (the "**Mandates**") will be submitted to the shareholders' meeting of MPS, convened for 29 October 2026, also for the purposes of and pursuant to Article 104 of the Consolidated Financial Act, in light of the voluntary public exchange and cash offer on all MPS shares announced by Intesa Sanpaolo S.p.A. on 8 June 2026 (the "**Intesa Offer**"). The notice of call of the shareholders' meeting of MPS has been published and made available on the MPS's website at www.gruppomps.it, in the "Corporate Governance – Shareholders' Meetings and Board of Directors" section and through the authorized storage mechanism eMarket STORAGE, available at www.emarketstorage.com, where the explanatory reports of the directors to the shareholders' meeting on the proposals concerning the items on the agenda will also be made available to the public, as well as any other documentation required by applicable regulations, within the deadline provided under applicable law.

In addition, the Offers are subject to receipt of the relevant regulatory authorisations and to the conditions set out in today's 102 Communications, which will be further detailed in the Offer documents.

Terms of the Offers

The consideration for each Offer consists exclusively of newly issued MPS ordinary shares. The exchange ratio has been set for each Offer taking into account the Extraordinary Distribution.

For the Banco BPM Offer, the exchange ratio has been set at 1.567 newly issued shares of MPS for each existing share of Banco BPM, implying an offer price at Euro 16.729 per share and a nil premium based on official prices as of 19 August 2026, taking into account the Extraordinary Distribution.

For the Banca Generali Offer, the exchange ratio has been set at 6.958 newly issued shares of MPS for each existing share of Banca Generali, implying an offer price at Euro 74.284 per share and a 10%

[3] On a fully diluted basis, assuming completion of the merger of Mediobanca in MPS
[4] On a fully diluted basis, assuming completion of the merger of Mediobanca in MPS

premium based on official prices as of 19 August 2026, taking into account the Extraordinary Distribution.

If, prior to the settlement of the Offers, Banco BPM and/or Banca Generali and/or the Offeror – as applicable – should pay a dividend (including an interim dividend) and/or make a distribution of reserves to its shareholders, or in any event the ex coupon relating to dividends resolved upon but not yet paid, as the case may be, is detached from the shares, the relevant consideration shall be adjusted to take into account the dividend distributed (or the interim dividend) or the reserve distributed.

On full acceptance of both Offers, and taking into account the effects of the merger of Mediobanca Banca di Credito Finanziario S.p.A. (“**Mediobanca**”) in MPS, the current MPS shareholders would hold c.50.1% of the combined group, Banco BPM shareholders c.37.2% and Banca Generali shareholders c.12.7%.

Strategic and industrial considerations

The Offers are designed to create a newly elevated national champion with distinctive capabilities across banking, advisory and wealth management, bringing together iconic brands coupled with strong territorial roots and long-standing relationships with individual and corporate customers and local communities.

The industrial project translates into the combination of complementary franchises within an integrated financial group, with a winning business model, positioned to support households, entrepreneurs, SMEs and corporates across their full financial lifecycle.

The strategic rationale is compelling: the strong and recently transformed MPS is the natural partner for both Banco BPM, which contributes scale, product capabilities and commercial strength in the wealthiest areas of Italy, and Banca Generali, which adds in its turn a leading wealth management platform, higher recurring fee income and adviser-led distribution capabilities. Mediobanca’s superior capabilities in corporate and investment banking, capital markets as well as wealth management will also benefit from the enlarged scale of the new group while enhancing the product suite embedded in the new group.

The enlarged group, more diversified and resilient, would become Italy's third-largest banking group by total assets, with a pro forma balance sheet of approximately Euro 466 billion, customer loans of Euro 245 billion, direct funding of Euro 315 billion and total financial assets of Euro 810 billion, based on figures as of FY2025[5].

The transaction is expected to generate substantial value through approximately Euro 2.6 billion of annual run-rate pre-tax synergies (of which Euro 0.8 billion related to the ongoing Mediobanca integration), derived from both cost efficiencies and revenue opportunities. MPS management currently estimates total one-off integration costs in the region of Euro 2.5 billion before taxes (of which Euro 0.6 billion related to the ongoing Mediobanca integration) and expects these costs to be incurred between 2027 and 2029.

The industrial project proposed by MPS is consistent with the strategic direction outlined by Banco BPM with its letter dated 7 June 2026, as it is intended to implement a shared plan aimed at leveraging the complementarities among the involved institutions and strengthening their competitive positioning in the interest of all stakeholders.

[5] Considering total assets, customer loans (including reverse repos), direct funding (including bonds and repos) and total financial assets (including deposits due to customers, assets under management and assets under custody) as of FY25. Source annual financial reports.

The objectives remain unchanged: to create a stronger, more diversified and more competitive group. The Banco BPM Offer simply represents an alternative technical route to achieve the same objectives through a transparent and orderly market process executable in a clearly defined timetable.

Within this context, this compelling investor project would also offer Banco BPM's key shareholder the opportunity to participate in the creation of a stronger and more valuable institution, while developing strategic cooperation in areas of mutual interest

The strategic significance of the industrial project proposed by MPS is further enhanced by the parallel initiative involving Banca Generali. The combination with Banca Generali represents a first step towards a broader program of industrial collaboration with the Generali Group, focused on developing new growth opportunities across strategically important business areas for both institutions.

Financial and Capital Impacts

The Offers are expected to deliver a significant improvement in profitability and efficiency. The combined group would display a cost-to-income ratio of approximately 36% in 2025 on a pro forma basis taking into account the full realisation of expected synergies, compared with 46% for MPS on a standalone basis. The return on average tangible equity is projected to increase from around 13% in 2025 to above 19% in 2029.

The combined Offers are expected to generate around 11%[6] accretion in 2028 EPS taking into account the full realisation of expected synergies.

The Euro 4 billion[7] Extraordinary Distribution remains reserved exclusively for MPS shareholders recorded before settlement of the Offers. In addition to the Euro 4 billion Extraordinary Distribution, cumulative distributions in excess of Euro 15 billion are expected for 2026-2030 for the MPS shareholders, based on the expected 100% pay-out ratio.

The pro forma CET1 ratio is projected to be above 13% across 2026-2030 and, assuming the application of the Danish Compromise treatment, is expected to be above 15% by 2028.

Execution and timeline

The completion of the Offers is expected to take place by mid-February 2027 and is subject to the regulatory authorisations being received, as well as to the conditions to be met as indicated in the 102 Communication, which will be further detailed in the offer documents to be published after approval by Consob pursuant to Article 102, para. 4, of CFA (the "**Offer Documents**").

A single MPS shareholders' meeting has been convened to approve the Offers, the Extraordinary Distribution, the related preparatory steps and the Mandates also pursuant to Article 104 of CFA.

Each Offer is subject, *inter alia*, to: (i) the authorisation by the shareholders' meeting of MPS pursuant to Article 104 of the CFA; (ii) obtaining a minimum acceptance of 50% of the target's share capital plus one share; (iii) obtaining the relevant regulatory authorisations and authorisations from other competent authorities.

Other information

Pursuant to and for the purposes of CONSOB Regulation no. 17221 of 12 March 2010, as subsequently amended (the "**Related Party Regulation**"), MPS hereby specifies that, with reference to the Banca

[6] Based on pro forma MPS's number of shares outstanding, including the effect of the Mediobanca merger.
[7] On a fully diluted basis, assuming completion of the merger of Mediobanca in MPS.

Generali Offer, the Board of Directors of MPS has resolved to apply, on a voluntary basis, the safeguards provided for by the Related Party Regulation and the Related Party Procedure, taking into account that the Banca Generali Offer is also addressed – even if at the same terms and conditions proposed to all the other shareholders – to Assicurazioni Generali, which is a related party of MPS. In particular, the transaction qualifies as transactions of greater significance pursuant to the Related Party Procedure by virtue of the thresholds set forth in Article 4, paragraph 1, letter (a) of the Related Party Regulation. Therefore, the safeguards provided for by the Related Party Regulation and the Related Party Procedure for transactions of greater significance have been applied and, in particular, the Related Party Transactions Committee of MPS has issued a favourable opinion, approved by a majority of its members. In addition, an information document pursuant to Article 5 of the Related Party Regulation will be published within the applicable statutory deadlines.

Advisers

In connection with the Offers, MPS is being assisted by UBS Europe SE and BofA Securities as lead financial advisers and Vitale & Co. S.p.A. and Keefe, Bruyette & Woods (a Stifel Company) as financial advisers, and by Bonelli Erede Lombardi Pappalardo and White & Case LLP as lead legal counsels and by Clifford Chance as Special Board legal counsels.

Conference call

The Chief Executive Officer Luigi Lovaglio will present the transaction in a conference call at 9.00 CET on 21 August 2026. Connection details:

- dial-in: ITALIANO
- webcast: ITALIANO
- dial-in: ENGLISH
- webcast: ENGLISH

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The Offer will not be promoted or disseminated in the United States of America (i.e., directed to U.S. Persons, as defined under the U.S. Securities Act of 1933, as amended), in Australia, in Canada, Japan, or in any other country where such an Offer is not permitted without authorization from the competent authorities or other compliance by the Offeror (such countries, including the United States of America, Canada, Japan, and Australia, collectively, the “Other Countries”), nor by using national or international communication or commercial channels of the Other Countries (including, by way of example, the postal service, fax, telex, email, telephone, and the Internet), nor through any facilities of any financial intermediaries in the Other Countries, nor in any other manner. The Offeror does not accept any liability for any violation by any person of the above restrictions.

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This notice does not constitute and is not intended to constitute an offer to buy or exchange, an invitation or a solicitation to offer to sell or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issuance or transfer of financial instruments of Banco BPM S.p.A. and/or Banca Monte dei Paschi di Siena S.p.A. and/or Banca Generali S.p.A. will be carried out in any country in violation of the applicable regulations therein. The Offer will be launched by means of the publication of the Offer Document, subject to approval by Consob and subject to the prior publication of the exemption document with regard to the offer of shares arising out of the Mandates. The Offer Document and the exemption document will contain the full description of the terms and conditions of the Offer, including the procedures for tendering.

This press release, as well as any other document issued by the Offeror in connection with the Offer, does not constitute or form part of any offer to purchase or exchange, or any solicitation of offers to sell or exchange, financial instruments in the United States or in any of the Other Countries. The securities may not be offered or sold in the United States unless they have been registered under the U.S. Securities Act of 1933, as amended, or are exempt from registration requirements. The securities offered in connection with the transaction described in this press release will not be registered under the U.S. Securities Act of 1933, as amended, and Banca Monte dei Paschi S.p.A. does not intend to make a public offering of such securities in the United States. No security may be offered or traded in Other Countries without specific authorization in accordance with the applicable provisions of local law in such countries or an exemption from such provisions.

Banca Monte dei Paschi di Siena S.p.A. reserves the right to extend the Offering to the United States of America in compliance with applicable U.S. regulations.

The publication or distribution of this notice in countries other than Italy may be subject to restrictions under applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently obtain information on any restrictions imposed by applicable legal and regulatory provisions and to ensure compliance therewith. Any failure to comply with such restrictions may constitute a violation of the applicable regulations of the relevant country. To the maximum extent permitted by applicable law, the persons involved in the Offer shall be deemed exempt from any liability or adverse consequences that may arise from the violation of the aforesaid restrictions by the aforesaid persons. This notice has been prepared in compliance with Italian law and the information disclosed herein may differ from that which would have been disclosed had the communication been prepared in compliance with the laws of countries other than Italy.

No copy of this notice nor any other document relating to the Offer shall be, or may be, sent by mail or otherwise transmitted or distributed in or from any country where the provisions of local regulations may give rise to civil, criminal or regulatory risks should information concerning the Offer be transmitted or made available to shareholders of Banco BPM S.p.A. or Banca Generali S.p.A. in such country or other countries where such conduct would constitute a violation of the laws of such country, and any person receiving such documents (including custodians, nominees or trustees) shall not send by mail or otherwise transmit or distribute the same to or from any such country.

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

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Tendering in the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions imposed by applicable legal or regulatory provisions. It is the sole responsibility of the recipients of the Offer to comply with such rules and, therefore, before tendering in the Offer, they are responsible for determining whether such rules exist and are applicable, by relying on their own advisors. The Offeror shall not be held liable for any breach by any person of any of the aforementioned restrictions.

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This notice contains certain forward-looking statements, projections, objectives, estimates and forecasts reflecting the current views of the management of Banca Monte dei Paschi di Siena S.p.A. with respect to certain future events, including synergies arising from the potential business combination with Banco BPM S.p.A. and Banca Generali S.p.A. Forward-looking statements, projections, objectives, estimates and forecasts are generally identified by the use of the words "may," "will," "should," "estimate," "intend" or "target" or the negative of these words or other variations of these words or comparable terminology. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the future financial position of Banca Monte dei Paschi di Siena S.p.A. and results of operations, strategy, plans, objectives, goals and targets and future developments in the markets in which Banca Monte dei Paschi di Siena S.p.A. participates or is seeking to participate. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results. The ability of Banca Monte dei Paschi di Siena S.p.A. to achieve its projected objectives or results (including as a result of the potential business combination with Banco BPM S.p.A. and Banca Generali S.p.A.) depends on many factors that are outside the control of the management. Actual results could differ materially from (and be more negative than) those anticipated or implied in the forward-looking statements. Such forward-looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. All forward-looking statements included herein are based on information available to Banca Monte dei Paschi di Siena S.p.A. as of today's date. Banca Monte dei Paschi di Siena S.p.A. undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. All subsequent written and oral forward-looking statements attributable to Banca Monte dei Paschi di Siena S.p.A. or to persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.

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