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Vedi allegato

MONTE DEI PASCHI DI SIENA
BANCA DAL 1472

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VOLUNTARY PUBLIC EXCHANGE OFFER PROMOTED BY BANCA MONTE DEI PASCHI DI SIENA S.P.A. ON THE ORDINARY SHARES OF BANCO BPM S.P.A.

VOLUNTARY PUBLIC EXCHANGE OFFER PROMOTED BY BANCA MONTE DEI PASCHI DI SIENA S.P.A. ON THE ORDINARY SHARES OF BANCA GENERALI S.P.A.

PRESS RELEASE

pursuant to Articles 102, paragraph 3, of Legislative Decree No. 58 of 24 February 1998 (the "FCA") and 37-*ter*, paragraph 3, of the Regulation adopted by CONSOB resolution No. 11971 of 14 May 1999 (the "Issuers' Regulation")

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FILING OF THE OFFER DOCUMENTS WITH CONSOB

Siena, 9 September 2026 – Pursuant to and for the purposes of Article 102, paragraph 3, of the FCA and Article 37-*ter*, paragraph 3, of the Issuers' Regulation, Banca Monte dei Paschi di Siena S.p.A. ("**MPS**" or the "**Offeror**") announces that, on today's date, it has filed with the Commissione Nazionale per le Società e la Borsa ("**CONSOB**"):

(i) the offer document, intended for publication, relating to the public exchange offer (the "**BPM Offer**") promoted by the Offeror, pursuant to Articles 102 and 106, paragraph 4, of the FCA, having as its subject matter the entirety of the ordinary shares of Banco BPM S.p.A. ("**BPM**"), a company whose shares are admitted to trading on Euronext Milan, the regulated market organised and managed by Borsa Italiana S.p.A. (the "**BPM Offer Document**"); and

(ii) the offer document, intended for publication, relating to the voluntary total tender offer for exchange (the "**BG Offer**" and, together with the BPM Offer, the "**Offers**") promoted by the Offeror, pursuant to Articles 102 and 106, paragraph 4, of the FCA, having as its subject matter the entirety of the ordinary shares of Banca Generali S.p.A. ("**Banca Generali**"), a company whose shares are admitted to trading on Euronext Milan, the regulated market organised and managed by Borsa Italiana S.p.A. (the "**BG Offer Document**" and, together with the BPM Offer Document, the "**Offer Documents**").

For each BPM share tendered into the BPM Offer, the Offeror shall offer a unit consideration equal to no. 1.567 newly issued ordinary shares of the Offeror, with no indication of nominal value, having regular entitlement to dividends and the characteristics as the Offeror's ordinary shares already outstanding as at the issue date, which will be listed on Euronext Milan.

The Offer will be launched in Italy and will be addressed, on equal terms, to all holders of BPM shares. The Offer is not being made or disseminated in the United States, Canada, Japan or Australia, or in any other country where such Offer is not authorised, nor to any person to whom it would not be lawful to make such offer or solicitation.

For each BG share tendered into the BG Offer, the Offeror shall offer a unit consideration equal to no. 6.958 newly issued ordinary shares of the Offeror, with no indication of nominal value, having regular entitlement to dividends and the same characteristics as the Offeror's ordinary shares already outstanding as at the issue date, which will be listed on Euronext Milan.

The Offer will be launched in Italy and will be addressed, on equal terms, to all holders of BG shares. The Offer is not being made or disseminated in the United States, Canada, Japan or Australia, or in any other country where such Offer is not authorised, nor to any person to whom it would not be lawful to make such offer or solicitation.

The Offer Documents will be published upon completion of the review carried out by CONSOB pursuant to Article 102, paragraph 4, of the FCA.

The Offeror also announces that it has submitted to the competent authorities the applications and/or notifications required to obtain the authorizations required under the regulations applicable to each of the Offers, pursuant to and for the purposes of Article 102, paragraph 4, of the FCA and Article 37-*ter*, paragraph 1, letter b), of the Issuers' Regulation.

Pending publication of the Offer Documents, reference is made to the separate communications of the Offeror – prepared pursuant to Article 102, paragraph 1, of the FCA and Article 37 of the Issuers' Regulation – with which the Offeror announced to the public, on 21 August 2026, that it had resolved, on 20 August 2026, to promote the Offers – published on the Offeror's *website* at *www.gruppomps.it/en*, which set out the respective legal bases, terms, conditions and essential elements of the Offers.

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This press release is available on the website www.gruppomps.it/en

For further information:

Banca Monte dei Paschi di Siena S.p.A.

Relazioni Media
Tel: +39 0577 296634
ufficio.stampa@mps.it

Image Building
Tel: +39 02 89011300
mps@imagebuilding.it

Investor Relations
Tel: +39 0577 299350
investor.relations@mps.it

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None of the offers referred to in this Press Release (each, an "Offer" and, together, the "Offers") will be promoted or disseminated in the United States of America (or directed at U.S. Persons, as defined under the U.S. Securities Act of 1933, as amended), Australia, Canada, Japan, or any other country in which the relevant Offer is not permitted in the absence of authorisation from the competent authorities or other compliance requirements on the part of the Offeror (such countries, including the United States of America, Canada, Japan and Australia, collectively, the "Other Countries"), nor by use of any means of national or international communication or commerce of the Other Countries (including, by way of example, the postal service, fax, telex, e-mail, telephone and the internet), nor through any facility of any financial intermediary of the Other Countries, nor in any other manner. The Offeror accepts no liability arising from any breach by any person of the restrictions described above.

This Press Release does not constitute and is not intended to constitute an offer, invitation or solicitation to buy or otherwise acquire, subscribe for, sell or otherwise dispose of financial instruments, and no sale, issuance or transfer of financial instruments that are the subject of each Offer and/or of Banca Monte dei Paschi di Siena S.p.A. will be carried out in any country in violation of the applicable regulations therein. Each Offer will be carried out by means of the publication of an Offer Document following approval by CONSOB and following publication of an Exemption Document. The Offer Document and the Exemption Document will contain the full description of the terms and conditions of the relevant Offer, including the procedures for tendering.

This Press Release, as well as any other document issued by the Offeror in connection with each Offer, does not constitute and does not form part of any offer to purchase or exchange, nor any solicitation of offers to sell or exchange, financial instruments in the United States or in any of the Other Countries. Financial instruments may not be offered or sold in the United States unless registered under the U.S. Securities Act of 1933, as amended, or exempt from the registration requirements thereof. The financial instruments offered in connection with the transaction referred to in this Press Release will not be registered under the U.S. Securities Act of 1933, as amended, and Banca Monte dei Paschi di Siena

S.p.A. does not intend to make a public offer of such financial instruments in the United States. No instrument may be offered or traded in the Other Countries in the absence of specific authorisation in accordance with the applicable provisions of the local law of such countries or an exemption from such provisions. Banca Monte dei Paschi di Siena S.p.A. reserves the right to extend each Offer to the United States of America in compliance with applicable U.S. regulations.

The publication or dissemination of this Press Release 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 regarding any restrictions provided for under the applicable laws and regulations 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 fullest extent permitted by applicable law, the persons involved in the Offers shall be exempt from any liability or adverse consequence that may arise from any breach of the above restrictions. This Press Release has been prepared in accordance with Italian law and the information disclosed herein may differ from that which would have been disclosed had this communication been prepared in accordance with the laws of a country other than Italy.

No copy of this Press Release, nor any other documents relating to the Offers, will be, or may be, sent by post or otherwise transmitted or distributed in or from any country (including the Other Countries) in which the provisions of local law may give rise to civil, criminal or regulatory risks where information concerning the Offers is transmitted or made available to shareholders of the issuers in that country or other countries where such conduct would constitute a violation of the laws of that country, and any person who receives such documents (including as custodians, fiduciaries or trustees) is required not to send by post or otherwise transmit or distribute the same to or from any such country. No acceptances of any of the Offers resulting from solicitation activities carried out in violation of the above restrictions will be accepted.

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