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Societa'	:	INTESA SANPAOLO
Utenza - referente	:	BINTESAN18 - Tamagnini Andrea
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Data/Ora Ricezione	:	18 Settembre 2026 17:48:01
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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

INTESA SANPAOLO

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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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, 18 September 2026 – With reference to the voluntary public tender and exchange offer promoted by Intesa Sanpaolo S.p.A. (the'"**Offeror**") on all the ordinary 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.

As part of ordinary brokerage business carried out by the Offeror's IMI Corporate & Investment Banking Division, the Offeror today executed a delivery transaction in respect of MPS ordinary shares (ISIN IT0005508921), as a result of the assignment of American call options expiring on 18 September 2026, 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
18 September 2026	Premium settlement expiry date September 2026 IDEM market	Our physical delivery after option assignment	197,000	EUR	10.1319797

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

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Intesa Sanpaolo S.p.A.

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 the filing date of the Offer Document – deducting no. 1,020,448 shares of Banca Monte dei Paschi di Siena S.p.A., as of this 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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