teleborsa

Informazione Regolamentata n. 0035-132-2026	Data/Ora Inizio Diffusione 24 Settembre 2026 21:27:00	Euronext Milan

Societa'	:	BANCA MONTE DEI PASCHI DI SIENA
Utenza - referente	:	PASCHIN05 - Quagliana Riccardo
Tipologia	:	3.1
Data/Ora Ricezione	:	24 Settembre 2026 21:27:00
Data/Ora Inizio Diffusione	:	24 Settembre 2026 21:27:00
Oggetto	:	BMPS: Press Release - Notice of call of EGM

Testo del comunicato

Vedi allegato

MONTE DEI PASCHI DI SIENA
BANCA DAL 1472

The information contained in this document does not constitute an offer to sell financial instruments or a solicitation of an offer to purchase any financial instrument in the United States of America or in any other jurisdiction in which such offer or solicitation is unlawful, or to any person to whom it is unlawful to make such offer or solicitation. The public exchange offers referred to herein will not be launched or made available in the United States of America, Australia, Canada, Japan or any other country in which such offers may not be made without the authorisation of the competent authorities or pursuant to an exemption from registration requirements.

PRESS RELEASE

BANCA MPS: THE BOARD OF DIRECTORS AMENDS AND INTEGRATES THE NOTICE OF CALL OF THE SHAREHOLDERS' MEETING FOR 29 OCTOBER 2026

Siena, 24 September 2026 – The Board of Directors of Banca Monte dei Paschi di Siena S.p.A. (the "**Bank**", "**MPS**" or the "**Parent Company**"), held under the chairpersonship of Professor Cesare Bisoni, resolved, with the favourable vote of the majority of those present, to amend and integrate the notice of call of the Extraordinary Shareholders' Meeting of the Bank published on 21 August 2026 and, therefore, to convene the **Ordinary and Extraordinary Shareholders' Meeting** of the Bank, **in Siena, Viale Mazzini no. 23**, on **29 October 2026**, at **10:00 a.m.**, **on a single call**, with the following **Agenda**:

ORDINARY SESSION

1. Appointment of 2 (two) directors for integration of the Board of Directors following the co-optation carried out by the Board of Directors on 8 September 2026; related and consequent resolutions:

    1.1) vote for the appointment of Gianluca Brancadoro as Director of Banca Monte dei Paschi di Siena S.p.A.;

    1.2) vote for the appointment of Alessandro Caltagirone as Director of Banca Monte dei Paschi di Siena S.p.A.

2. Proposal for the authorization, also pursuant to art. 104, paragraph 1, of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, of the purchase and disposal of treasury shares pursuant to and for the purposes of Articles 2357 *et seq.* of the Italian Civil Code, as well as art. 132 of Italian Legislative Decree no. 58/1998 and art. 144-*bis* of the Regulation adopted by Consob resolution no. 11971 of 14 May 1999. Related and consequent resolutions.

3. Approval, also pursuant to art. 104, paragraph 1, of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, of the amendments, pursuant to the combined provisions of articles 114-*bis* and 125-*ter* of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, as well as art. 84-*bis* of the Regulation adopted by Consob resolution no. 11971 of 14 May 1999, to: (i) the 2023 incentive system, (ii) the 2024 incentive system; and (iii) the 2025 incentive system. Related and consequent resolutions.

4. Approval, pursuant to art. 104, paragraph 1, of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, of the acquisition of all the ordinary shares of Assicurazioni Generali S.p.A. held by the company controlled by MPS which, at the time of such acquisition, will hold such shares. Related and consequent resolutions.

5. Approval, also pursuant to art. 104, paragraph 1, of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, of the distribution of reserves, also deriving from the reduction of the share capital referred to in point no. 5 below on the agenda of the Extraordinary Session, partly in cash and partly in shares of Assicurazioni Generali S.p.A. Related and consequent resolutions.

EXTRAORDINARY SESSION

1. Approval of the plan for the merger by incorporation of Mediobanca – Banca di Credito Finanziario S.p.A. into MPS and subsequent amendments to the By-Laws. Related and consequent resolutions.

2. Approval (i) pursuant to art. 104, paragraph 1, of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, of the partial demerger of Mediobanca Premier S.p.A. in favour of Widiba S.p.A. and subsequent amendments to the By-Laws; and (ii) also pursuant to art. 104, paragraph 1, of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, of the plan for the demerger by way of separation of MPS in favour of Mediobanca Premier S.p.A. and subsequent amendments to the By-Laws. Related and consequent resolutions.

3. Approval, also pursuant to art. 104, paragraph 1, of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, (i) of the voluntary public exchange offer (the "**BPM Offer**") on all the ordinary shares of Banco BPM S.p.A. announced by MPS, exercising the right, where deemed appropriate, to waive, in whole or in part, one or more of the conditions of effectiveness attached to the BPM Offer, (ii) of the granting, pursuant to Article 2443 of the Italian Civil Code, to the Board of Directors of MPS of the power, to be exercised within 31 December 2027, to increase the share capital, in one or more tranches and in divisible form, without pre-emption right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, to be paid up by way of contribution in kind to service the BPM Offer; subsequent amendment of Article 6 of the Bank's By-Laws.

4. Approval, also pursuant to art. 104, paragraph 1, of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, (i) of the voluntary public exchange offer (the "**BG Offer**") on all the ordinary shares of Banca Generali S.p.A. announced by MPS, exercising the right, where deemed appropriate, to waive, in whole or in part, one or more of the conditions of effectiveness attached to the BG Offer, (ii) of the granting, pursuant to Article 2443 of the Italian Civil Code, to the Board of Directors of MPS of the power, to be exercised within 31 December 2027, to increase the share capital, in one or more tranches and in divisible form, without pre-emption right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, to be paid up by way of contribution in kind to service the BG Offer; subsequent amendment of Article 6 of the Bank's By-Laws.

5. Approval, also pursuant to art. 104, paragraph 1, of Italian Legislative Decree no. 58/1998, as subsequently amended and/or supplemented, of the voluntary reduction of the share capital pursuant to Article 2445 of the Italian Civil Code, allocating the resulting amount - subject to the prior increase of the legal reserve to an amount exceeding 1/5 of the reduced share capital - to an available equity reserve; subsequent amendment of Article 6 of the Bank's By-Laws.

Pursuant to the Bank's By-Laws and the regulatory provisions in force, as resolved by the Board of Directors, the Shareholders' Meeting will be held with the participation of the shareholders in person or by ordinary proxy or by proxy to the Appointed Representative of the Bank.

The notice of call of the Shareholders' Meeting will be published today on the Bank's website www.gruppomps.it/en (in the *Corporate Governance* – Shareholders' Meetings and Board of Directors section) and made available to the public on the authorized storage mechanism www.emarketstorage.com, as well as through the further methods provided for by the applicable regulations.

The Reports for Shareholders relating to the items on the agenda, as well as any further documentation required by the applicable regulations, will be published in the same manner and within the terms provided for by law.

*****

This press release will be available at www.gruppomps.it/en, as well as on the authorized storage mechanism "eMarket Storage" at www.emarketstorage.com.

For further information:

Banca Monte dei Paschi di Siena S.p.A.
Relazioni Media
Tel: +39 0577 296634
ufficio.stampa@mps.it

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

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

Fine Comunicato n.0035-132-2026	Numero di Pagine: 5