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

Registered office in Siena, Piazza Salimbeni 3

Share capital Euro 17,978,187,186.85, fully paid-in

Tax code and enrollment with the Companies' Register of Arezzo - Siena no.

00884060526

MPS VAT Group - VAT number 01483500524

INTEGRATION AND AMENDMENT OF THE NOTICE OF CALL OF THE SHAREHOLDERS' MEETING

Reference is made to the Shareholders' Meeting of Banca Monte dei Paschi di Siena S.p.A. (the "Bank", "MPS" or the "Company") convened in **Siena, Viale Mazzini no. 23, on 29 October 2026 at 10:00 a.m., on a single call**, by means of a notice published on 21 August 2026 on the Bank's website, at www.gruppomps.it (in the section *Corporate Governance – Shareholders' Meetings and BoD*) and on the authorized storage mechanism "EMARKET STORAGE", available at www.emarketstorage.com, as well as, by extract, on the following day in the daily newspaper "Il Sole 24 Ore".

This notice of call integrates, amends and replaces the notice of call of the Extraordinary Shareholders' Meeting published on 21 August 2026 following the resolutions adopted by the Board of Directors of MPS on 24 September 2026.

The integrations and amendments made concern in particular: (i) the calling of the Shareholders' Meeting also in ordinary session, with the relevant items on the agenda and (ii) certain items on the agenda of the Shareholders' Meeting in extraordinary session.

In light of the foregoing, the new integrated and amended text of the notice of call of the Ordinary and Extraordinary Shareholders' Meeting to be held on 29 October 2026 is set out below.



NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders of Banca Monte dei Paschi di Siena S.p.A. (the “**Bank**”, “**MPS**” or the “**Company**”) are hereby informed that, pursuant to the legislation in force, including, in particular, the provisions of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and reinstated (“**Consolidated Financial Act**” or “**TUF**”), and Articles 12, 13 and 14 of the Bank’s By-Laws, the **Ordinary and Extraordinary Shareholders’ Meeting** is called in **Siena, viale Mazzini no. 23, on 29 October 2026 at 10:00 a.m., on a single call**, to discuss and resolve on 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.

INFORMATION ON THE SHARE CAPITAL

As at the date of this integration and amendment of the notice of call, the share capital of MPS amounts to Euro 17,978,187,186.85, fully paid-in, and is divided into no. 3,038,418,183 ordinary shares without nominal value (ISIN code: IT0005508921). Each ordinary share confers the right to one vote which may be exercised at the Shareholders' Meeting. As at the date of this integration and amendment of the notice of call, the Bank does not hold treasury shares directly.

PARTICIPATION IN THE SHAREHOLDERS' MEETING

Entitlement to attend the Shareholders' Meeting and to exercise the voting right is attested by a specific communication, made to the Bank by an authorized intermediary, in favour of and at the request of the person entitled to vote, on the basis of the accounting evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on a single call, i.e. **20 October 2026** (*record date*).

The credit and debit entries made on the accounts after such deadline are not valid for the purposes of the entitlement to exercise the voting right at the Shareholders' Meeting: therefore, those who become holders of MPS shares after such date will not be entitled to attend and vote at the Shareholders' Meeting.

Holders of shares deposited with the Bank who have subscribed to and activated the Digital Banking service may submit the request for the communication to the Bank attesting the entitlement to attend the Shareholders' Meeting and to exercise the voting right also through such platform, in accordance with the procedures and technical timing indicated through the same application. The participation of the Shareholders in the Shareholders' Meeting is in any case governed by the relevant applicable law, regulations and By-Laws, as well as by the Shareholders' Meeting Regulations of the Bank published on the latter's website www.gruppompis.it (in the section *Corporate Governance – Shareholders' Meetings and BoD*).

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PROXY VOTING PROCEDURE

Those entitled to vote may be represented at the Shareholders' Meeting by written proxy pursuant to the legislation in force. For such purpose, it will be possible to use the proxy form



issued by the authorized intermediaries at the request of the entitled party or the proxy form which will be made available on the website of the Company www.gruppomps.it (in the section *Corporate Governance – Shareholders’ Meetings and BoD*).

The representative – attesting under his or her own responsibility the identity of the delegating party and the conformity of the copy of the proxy to the original thereof – may deliver, in lieu of the original, a copy of the proxy at the pre-meeting registration; such copy may also be sent, in advance of the date of the Shareholders’ Meeting, alternatively, by accessing the *Digital Banking* Reserved Area for the holders of such application, or to the certified e-mail address bancamps.settoreaffarisocietari@postacert.gruppo.mps.it, provided that the depositing party, even if a legal person, uses its own certified e-mail address.

The proxy may be granted by: (i) an electronic document signed with a qualified or digital electronic signature sent to the e-mail address bancamps.settoreaffarisocietari@postacert.gruppo.mps.it; or (ii) a copy reproduced electronically (PDF) sent from the delegating party’s own certified e-mail address to the e-mail address bancamps.settoreaffarisocietari@postacert.gruppo.mps.it and, for information, to the e-mail address settore.societario@mps.it. Pursuant to the legislation in force, the representative must keep the original of the proxy and keep track, for one year starting from the conclusion of the Shareholders’ Meeting, of any voting instructions received.

ISSUER’S APPOINTED REPRESENTATIVE

Attendance at the Shareholders’ Meeting and the exercise of the voting right may also take place through the Representative appointed by the Company pursuant to Article 135-*undecies* of the TUF, to whom a specific proxy shall be granted for such purpose, in the manner and within the terms indicated below.

Those entitled to vote may therefore exercise such right by conferring a proxy, free of charge and including voting instructions, to Computershare S.p.A., with registered office in Via Lorenzo Mascheroni 19, Milan and with offices in via Monte Giberto 33, 00138, Rome, where it is domiciled for the activities to be carried out in connection with the Shareholders’ Meeting called by this notice, as representative appointed by the Company pursuant to Article 135-*undecies* of the TUF (the “**Appointed Representative**”).

The proxy granted to the Appointed Representative is effective only for the proposals in relation to which voting instructions have been given and is granted by filling out and executing the dedicated form with voting instructions which will be available – at the time of the publication (within the terms provided for by the legislation in force) of the explanatory reports for the Shareholders on the items on the agenda – on the Bank’s *website*, section *Corporate Governance – Shareholders’ Meetings and BoD*, at www.gruppomps.it.



The forms for granting the proxy and the voting instructions, duly filled out and signed, must be received by the Appointed Representative – together with a copy of a valid identity document and any documentation evidencing the signatory powers – by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **11:59 p.m. of 27 October 2026**), through one of the following methods: (i) via *internet* through the link to the Bank's website which allows guided filling, provided that the delegating party, in order to receive the credentials, proves its identity by means of documents, whether a natural or legal person, or uses its own certified e-mail (PEC) address; (ii) holders of a PEC address: if the delegating party (whether a natural or legal person) has a PEC address, it may send to the address ufficioroma@pecserviziottitoli.it a copy of the proxy reproduced electronically (PDF format); (iii) holders of an advanced, qualified or digital electronic signature ("AES"): by sending the proxy signed with AES via PEC or via ordinary e-mail to the address ufficioroma@pecserviziottitoli.it; (iv) holders of ordinary e-mail: the delegating party may send to the PEC address ufficioroma@pecserviziottitoli.it a copy of the proxy reproduced electronically (PDF format), with simultaneous sending, for information, to the e-mail address ufficiorm@computershare.it. The proxy form for the Appointed Representative contains detailed instructions for sending and filling out.

By the same deadline (i.e. **by 11:59 p.m. of 27 October 2026**), the proxy and the voting instructions may be revoked in the same manner. The shares for which the proxy has been granted, even partially, are computed for the purposes of the regular constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have been given, the shares are not computed for the purposes of calculating the majority and the share capital required for the approval of the resolutions.

Unless already transmitted through the specific web application, or by means of a document signed with AES, the original of the proxy and of the voting instructions, together with a signed copy of an identity document and, in the case of a legal person, of the documentation evidencing the signatory powers, must be sent to Computershare S.p.A., exclusively at the offices in via Monte Giberto 33, 00138, Rome, **by 12:00 noon of 28 October 2026**.

Since the date of publication of the original notice of call on 21 August 2026, the Appointed Representative has made available, for information and clarifications, the telephone number +39/06/45417413 (operating from Monday to Friday - excluding public holidays - from 10:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m.) and the e-mail address ufficiorm@computershare.it.

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It is recalled that, for the purposes of participation in the Shareholders' Meeting, the communication made to the Bank by the authorized intermediary, attesting the entitlement to attend the Shareholders' Meeting and to exercise the voting right, is in any case required;



in the absence of such communication, the proxy, whether ordinary or to the Appointed Representative, shall be considered null and void.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Those entitled to vote may ask questions exclusively on the items on the agenda, before the Shareholders' Meeting - without exception, by **22 October 2026** - by sending them, together with the communication issued by an authorized intermediary, to the fax number +39/0577/296396, or from their own PEC address to the PEC address bancamps.settoreaffarisocietari@postacert.gruppo.mps.it and, for information, to the e-mail address settore.societario@mps.it.

Questions that are related to the items on the agenda will be answered at the latest during the Shareholders' Meeting itself, in accordance with the procedures set forth by the legislation in force.

A single answer may be given to questions with the same content. The Company will not respond to questions that do not comply with the procedures, terms and conditions indicated above. Ownership of the voting right may be certified even after the questions have been sent, provided that this occurs **by 23 October 2026**.

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to Article 126-*bis* of the TUF, Shareholders who, also jointly, represent at least one-fortieth (i.e. 2.5%) of the share capital may request the integration of the list of items to be discussed at the Shareholders' Meeting, indicating the additional items proposed by them, within three days of the publication of this integration and amendment of the notice of call, i.e. **by 27 September 2026**.

Pursuant to Article 126-*bis* of the TUF, Shareholders who, also jointly, represent at least one-fortieth (i.e. 2.5%) of the share capital may submit additional resolution proposals on items already on the agenda within ten days of the publication of this integration and amendment of the notice of call, i.e. **by 4 October 2026**.

The request - together with the certification attesting the ownership of the shareholding and a copy of a currently valid identity document (for natural persons) or of the documentation attesting the relevant powers (for legal persons), and in compliance with any different requirements necessary for the identification of the requesting parties - must be submitted in writing and delivered at the registered office or sent by registered letter with acknowledgement of receipt to Banca Monte dei Paschi di Siena S.p.A., Funzione Legale e Societario, Piazza Salimbeni 3, 53100, Siena (Italy) or from their own PEC address to the address bancamps.settoreaffarisocietari@postacert.gruppo.mps.it and, for information, to the e-mail address settore.societario@mps.it.



The ownership of the minimum percentage of the share capital indicated above is certified by an authorized intermediary in accordance with its accounting records, attesting the ownership of at least one-fortieth of the share capital and bearing the indication of the exercisable right.

Shareholders requesting the integration of the list of items to be discussed or submitting resolution proposals on items already on the agenda must prepare a report setting out the reasons for the resolution proposals on the new items which they propose to discuss, or the reasons for the additional resolution proposals submitted on items already on the agenda. The report must be transmitted to the Board of Directors by the respective final deadline for the submission of the relevant request for integration or for the submission of resolution proposals, as indicated above.

Pursuant to Article 126-*bis*, paragraph 3, of the TUF, the integration of the agenda is not permitted for items on which the Shareholders' Meeting resolves, by law, on a proposal of the management body or on the basis of a plan or a report prepared by it, other than those indicated in Article 125-*ter*, paragraph 1, of the TUF.

Notice of the integration of the list of items to be discussed will be given, in the same forms prescribed for the publication of the notice of call, within five days of the publication of this integration and amendment of the notice of call, i.e. **by 29 September 2026**.

Notice of the submission of additional resolution proposals on items already on the agenda will be given, in the same forms prescribed for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting, i.e. **by 14 October 2026**.

Additional resolution proposals on items already on the agenda, as integrated pursuant to the foregoing, if applicable, are made available to the public in the same forms prescribed for the publication of the notice of call, at the same time as the publication of the notice of their submission. At the same time as the publication of the notice of the request for integration of the agenda and of the additional resolution proposals on items already on the agenda, the reports prepared by those requesting the integration and/or the additional resolution proposals submitted, accompanied by any assessments of the Board of Directors, will be made available to the public, in the same forms prescribed for the documentation relating to the Shareholders' Meeting.

INTEGRATION OF THE BOARD OF DIRECTORS

The resolutions concerning the integration of the Board of Directors referred to in item 1 on the agenda - ordinary session, will be adopted on the basis of the provisions of Article 15 of the By-Laws of MPS and, therefore, the Shareholders' Meeting will resolve with the majorities provided for by law, the list voting mechanism not being applicable. For further information, reference is made to the explanatory report on item no. 1 on the agenda - ordinary session.



Shareholders who, also jointly, represent at least one-fortieth (i.e. 2.5%) of the share capital, and who wish to submit candidacies must send them, by 4 October 2026, in writing, together with any additional resolution proposals, by delivering them at the registered office or sending them by registered letter with acknowledgement of receipt to Banca Monte dei Paschi di Siena S.p.A., Funzione Legale e Societario, Piazza Salimbeni 3, 53100, Siena (Italy) or from their own PEC address to the address bancamps.settoreaffarisocietari@postacert.gruppo.mps.it and, for information, to the e-mail address settore.societario@mps.it.

Candidacies must be accompanied by:

- (a) the declaration by which the candidate accepts his or her candidacy and certifies, under his or her own responsibility, the absence of causes of ineligibility and incompatibility, the possession of the integrity requirements prescribed for statutory auditors of listed companies by Article 148, paragraph 3, of the TUF, as referred to for directors by Article 147-*quinquies*, paragraph 1, of the TUF, as well as the possession of the requirements and the compliance with the suitability criteria prescribed for the office by the applicable laws and regulations and by the By-Laws (including compliance with the limit on the number of offices held), providing further information on the specific experience and skills acquired, as recommended in the “Guidelines for shareholders on the qualitative and quantitative composition of the Board of Directors of Banca Monte dei Paschi di Siena S.p.A.” on the Bank’s *website*, section *Corporate Governance – Shareholders’ Meetings and BoD*, at www.gruppomps.it;
- (b) where the candidate is indicated as independent, the declaration attesting the possession of the independence requirements set forth by the applicable laws and regulations, by the By-Laws and by the Corporate Governance Code;
- (c) the *curriculum vitae* (both in Italian and English) concerning the personal and professional characteristics of the candidate and the specific skills acquired, indicating the management and control offices held in other companies (in particular, pursuant to Article 15 of the By-Laws, the candidate must declare that he or she does not hold the office of member of the board of directors, management board or supervisory board of competitor banks, which do not belong to the Monte dei Paschi di Siena Banking Group, having a banking licence issued by the Supervisory Authority and operating in the markets of bank funding or ordinary lending in Italy);
- (d) a copy of an identity document for each of the candidates;
- (e) information concerning the identity of the shareholder(s) submitting the candidacy, indicating the percentage of the shareholding held in aggregate, by means of certification attesting the ownership of the aforesaid shareholding and a copy of a valid identity document (for natural persons) or of the documentation attesting the relevant powers (for legal persons) of the person submitting the proposal;
- (f) the declaration relating to the *privacy* rules (so-called *privacy statement*); and



- (g) any other or different declaration, disclosure and/or document provided for by the applicable law.

Candidacies received by the Company within the deadlines and in the manner described above will be published on the Bank's *website*, section *Corporate Governance – Shareholders' Meetings and BoD*, at www.gruppomps.it, on the authorized storage mechanism "EMARKET STORAGE", available at www.emarketstorage.com and filed at the registered office without delay and in any case **by 14 October 2026**.

VOTING BY CORRESPONDENCE OR ELECTRONIC VOTING

There are no voting by correspondence or electronic voting procedures.

REASONS FOR AND METHODS OF THE SHARE CAPITAL REDUCTION

Also pursuant to and for the purposes of Article 2445, paragraph 2, of the Italian Civil Code, it is noted that the proposed capital reduction, pursuant to item no. 5 on the agenda of the extraordinary session, consists: (i) in the reduction of the share capital, without taking into account the effects of the delegations to increase the share capital included on the agenda, to Euro 10,000,000,000.00; and (ii) in the creation of an available reserve, to which the amount resulting from the capital reduction will be allocated, subject to the prior increase of the legal reserve to an amount exceeding 1/5 of the reduced share capital. It is recalled that, as at the date of publication of this integration and amendment of the notice of call, the share capital of the Bank amounts to Euro 17,978,187,186.85 and, therefore, the share capital shall be reduced by an amount equal to Euro 7,978,187,186.85. However, in the event that the merger referred to in item no. 1 on the agenda of the extraordinary session becomes effective prior to the effective date of the capital reduction, the share capital will amount, as a result of the merger, to a maximum of Euro 19,587,675,023.28. Therefore, in such case the capital reduction will amount to a maximum of Euro 9,587,675,023.28.

The capital reduction is, first and foremost, aimed at optimising the capital structure of MPS, aligning the amount of the share capital with the size and composition of the Bank's shareholders' equity and with the capital needs of the enlarged group and achieving a more balanced composition of the shareholders' equity items, in order to have adequate flexibility in the adoption of capital management measures.

DOCUMENTATION

The documentation concerning the items on the agenda - including the explanatory reports and the related resolution proposals - will be deposited within the terms provided for by the legislation in force at the registered office (in Siena, Piazza Salimbeni no. 3), available to the Shareholders, who will be entitled to obtain a copy thereof. Such documentation will also be made available on the Bank's *website*, section *Corporate Governance – Shareholders' Meetings*



and BoD, at www.gruppomps.it, together with the forms that the Shareholders may use to vote by ordinary proxy or by proxy to the Appointed Representative, as indicated above, as well as on the authorized storage mechanism “EMARKET STORAGE”, available at www.emarketstorage.com. The same Bank’s website at www.gruppomps.it also provides, together with this integration and amendment of the notice of call, information on the amount of the share capital, indicating the number of shares into which it is divided.

An extract of this integration and amendment of the notice of call will also be published in the daily newspaper “Il Sole 24 Ore”.

Shareholders are kindly invited to present themselves in advance of the scheduled time of commencement of the Shareholders’ Meeting, in order to facilitate the admission procedures and allow the meeting to start punctually.

Any further information regarding the procedures for participating in the Shareholders’ Meeting may be requested to the following telephone numbers: +39/0577/296863 - +39/0577/296376 - +39/049/6991091 - +39/0577/293135; for information and clarifications on the granting of the proxy to the Appointed Representative, the telephone number +39/06/45417413 (operating from Monday to Friday - excluding public holidays - from 10:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m.) and the e-mail address ufficiorm@computershare.it are available.

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Siena, 24 September 2026

For the Board of Directors

The Chairperson