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Data/Ora Ricezione	:	8 Novembre 2026 20:29:33
Data/Ora Inizio Diffusione	:	8 Novembre 2026 20:29:33
Oggetto	:	Public tender and exchange offer on all the shares of MPS promoted by ISP. Approval by Consob of the Offer Document and the EU Follow-on prospectus. Acceptance period from 24.11.26 to 22.01.27, inclusive of the start and end dates (unless extended)

Testo del comunicato

Vedi allegato

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INTESA SANPAOLO

PRESS RELEASE

*pursuant to article 36 of the Regulations adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently amended (the "**Issuers' Regulations**")*

PUBLIC TENDER AND EXCHANGE OFFER ON ALL THE SHARES OF BANCA MONTE DEI PASCHI DI SIENA S.P.A. PROMOTED BY INTESA SANPAOLO S.P.A.

APPROVAL BY CONSOB OF THE OFFER DOCUMENT AND OF THE EU FOLLOW-ON PROSPECTUS

ACCEPTANCE PERIOD FROM 24 NOVEMBER 2026 TO 22 JANUARY 2027, INCLUSIVE OF THE START AND END DATES (UNLESS EXTENDED)

Turin - Milan, 8 November 2026 – With reference to the voluntary public tender and exchange offer (the "**OPAS**" or the "**Offer**") promoted by Intesa Sanpaolo S.p.A. ("**ISP**" or the "**Offeror**") pursuant to articles 102 and 106, paragraph 4, of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (the "**CFA**"), on all the ordinary shares of Banca Monte dei Paschi di Siena S.p.A. ("**MPS**" or the "**Issuer**"), the Offeror announces that today CONSOB approved:

(i) the offer document relating to the OPAS (the "**Offer Document**"), with resolution no. 24196 of 8 November 2026, pursuant to article 102, paragraph 4, of the CFA;

(ii) the EU Follow-on prospectus (the "**Prospectus**"), with note ref. no. 0113359/26 of 8 November 2026, relating to the offering and admission to trading on the regulated market Euronext Milan, organised and managed by Borsa Italiana S.p.A. ("**Euronext Milan**"), of the newly issued ordinary shares of the Offeror (the "**New Shares**"), resulting from the capital increase to service the OPAS, pursuant to article 2441, paragraph 4, first sentence, of the Italian Civil Code, resolved upon on 19 October 2026 by the Board of Directors of the Offeror in exercise of the delegated power granted to the Board of Directors pursuant to article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting held on 10 September 2026.

Acceptance Period

The acceptance period of the Offer (the "**Acceptance Period**"), agreed with Borsa Italiana S.p.A. pursuant to article 40, paragraph 2, of the Issuers' Regulations, will commence, subject to the publication of the Offer Document, at 8:30 a.m. (Italian time) on 24 November 2026 and will end at 5:30 p.m. (Italian time) on 22 January 2027 (inclusive of the start and end dates), unless the

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Acceptance Period is extended in accordance with the applicable regulations. Therefore, 22 January 2027 (unless the Acceptance Period is extended) will be the last day to tender in acceptance of the OPAS, without prejudice to any Reopening of the Acceptance Period (as defined below).

Payment Date and Consideration

In accordance with the notice issued by the Offeror on 8 June 2026 pursuant to article 102, paragraph 1, of the CFA and article 37 of the Issuers' Regulations (the "**Offer Notice**"), in the event of fulfilment of the Conditions to the Offer (as defined and set out in the Offer Notice), or of the waiver thereof, as the case may be, and consequent completion of the OPAS, on the 5th (fifth) trading day following the closing date of the Acceptance Period, i.e. on 29 January 2027 (unless the Acceptance Period is extended in accordance with the applicable regulations) (the "**Payment Date**"), the Offeror will pay to each MPS shareholder who has tendered in acceptance of the OPAS during the Acceptance Period a per share consideration equal to Euro 1.250 (one euro and twenty-five cents) and no. 1.664 (one point six six four) New Shares for each MPS share tendered in acceptance of the OPAS (the "**Consideration**"). The New Shares will have regular dividend entitlement and, therefore, will grant their holders the same rights as the ISP ordinary shares outstanding on the issue date, and will be listed on Euronext Milan.

Reopening of the Acceptance Period

Although the OPAS is not subject to the mandatory reopening of the acceptance period provided for in article 40-*bis* of the Issuers' Regulations, the Offeror will, on a voluntary basis, apply the provisions relating to the reopening of the acceptance period set out in article 40-*bis*, paragraph 1, letter a), of the Issuers' Regulations. Therefore, should the relevant requirements be met, the Acceptance Period will be reopened for 5 (five) consecutive trading days starting from the trading day following the Payment Date and, therefore, unless the Acceptance Period is extended in accordance with applicable regulations, for the trading sessions on 1 February, 2 February, 3 February, 4 February and 5 February 2027 from 8.30 a.m. (Italian time) to 5.30 p.m. (Italian time) (the "**Reopening of the Acceptance Period**"). In such case, 5 February 2027 will therefore be the last day to tender in acceptance of the OPAS (unless the Acceptance Period is extended in accordance with applicable regulations). In the event of Reopening of the Acceptance Period, payment of the Consideration for the MPS shares tendered in acceptance of the OPAS during the Reopening of the Acceptance Period will take place on the 5th (fifth) trading day following the close of the Reopening of the Acceptance Period, i.e. on 12 February 2027 (unless the Acceptance Period is extended in accordance with applicable regulations).

* * *

The Offer Document will be published in the manner and within the terms provided for by the applicable laws and regulations and made available to the public for consultation at:

(i) the registered office of the Offeror, in Turin, Piazza San Carlo no. 156, as well as the secondary registered office of the Offeror in Milan, Via Monte di Pietà no. 8;

(ii) the offices of the Intermediary Appointed to Coordinate Collection of the Acceptances, in Milan, Largo Mattioli no. 3;

(iii) the registered office of the Appointed Intermediaries;

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(iv) the Offeror's website, www.intesasanpaolo.com and group.intesasanpaolo.com;

(v) the website of the Leading Global Information Agent, https://transactions.sodali.com/.

The Prospectus will be published in the manner and within the terms provided for by the applicable laws and regulations and made available to the public for consultation at:

(i) the registered office of the Offeror, in Turin, Piazza San Carlo no. 156, as well as the secondary registered office of the Offeror in Milan, Via Monte di Pietà no. 8;

(ii) the Offeror's website, www.intesasanpaolo.com and group.intesasanpaolo.com.

The Offeror will announce the publication of the Offer Document and of the Prospectus by means of a specific press release.

The Issuer's notice pursuant to article 103, paragraph 3, of the CFA and article 39 of the Issuers' Regulations will not be attached to the Offer Document. Such notice will be disclosed by MPS to the market according to the terms and conditions provided for by article 39 of the Issuers' Regulations.

Pending the publication of the Offer Document, reference is made to the Offer Notice, which is available on the Offeror's website at group.intesasanpaolo.com, setting out the legal basis, terms, conditions and essential elements of the OPAS.

Furthermore, in order to provide information relating to the OPAS, the following information channels have been set up by the Leading Global Information Agent: the e-mail account dedicated to the OPAS (opas.mps@investor.sodali.com), the toll-free number 800 141 319 (from Italian landlines), the landline +39 06 97620599 (from mobile phones and from abroad) and the WhatsApp number +39 339 351 0757. These channels will be active for the entire duration of the Acceptance Period (as may be extended in accordance with applicable regulations) and of any Reopening of the Acceptance Period, from Monday to Friday, from 9.00 a.m. to 6.00 p.m. (Central European Time). The reference website of the Leading Global Information Agent is https://transactions.sodali.com/.

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The Acceptance Period referred to in this press release has not yet commenced and, therefore, this press release is published for information purposes only and does not constitute an offer to purchase, nor a solicitation of an offer to sell, any securities.

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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 report of the Board of Directors regarding the exercise of the delegated power to increase the share capital to service the Offer – deducting no. 823,448 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. 3,037,594,735 (the "**Shares Subject to the Offer**").

This Press Release does not constitute an offer to purchase, sell or exchange any shares of Banca Monte dei Paschi di Siena S.p.A.

Before the commencement of the Acceptance Period, as required under applicable law, the Offeror will publish an Offer Document and an EU Follow-on prospectus, which 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 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 has not been and will not be promoted or made in the United States of America, Japan and any other country in which the promotion of the Offer or acceptance thereof would not comply with the laws concerning financial markets or other laws and regulations of such countries or would otherwise not be allowed without prior registration, approval or filing with the relevant supervisory authorities or exemptions, including those relating to certain investors (such countries, including the United States of America and Japan, are jointly defined as the "**Excluded Countries**"). The Offer has not been and will not be promoted using national or international instruments of communication or commerce of the Excluded Countries (including, without limitation, the postal network, fax, telex, email, telephone and the internet), or through any structure of any financial intermediary in the Excluded Countries, nor in any other manner. The Offeror reserves the right to extend the Offer in one or more Excluded Countries and/or to holders of Shares Subject to the Offer resident in the Excluded Countries. Although the Offer has not been and will not be made in the United States of America, the Offeror reserves the right to extend the Offer to certain investors in the United States of America by means of a "private placement memorandum" intended exclusively for "qualified institutional buyers", as defined in Rule 144A of the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), subject to applicable restrictions imposed by U.S. federal and state securities laws. The "private placement memorandum" intended for qualified institutional buyers in the United States of America shall not be used in connection with the Offer in Italy or in any other of the Excluded Countries.

The following paragraphs describe, by way of example only and without limitation, the specific provisions applicable to certain Excluded Countries. The reference to such Excluded Countries is merely illustrative and shall not be construed as an exhaustive list of the Excluded Countries.

The Offer may be extended within the People's Republic of China (the "**PRC**") exclusively to QDIIs and sovereign wealth funds, provided that this is not by way of a public offering and is in compliance with all applicable PRC laws and regulations. Without prejudice to any reporting or filing obligations under applicable PRC laws and regulations, the Offeror has not applied for or obtained, and will not apply for or obtain, any approval, registration or filing with any PRC supervisory authority in connection with the Offer. Each tendering shareholder resident or established in the PRC shall be solely responsible for complying with all applicable PRC laws and regulations in connection with its acceptance of the Offer, as well as for obtaining and maintaining all approvals, notifications and registrations required thereunder.

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The Offer in Hong Kong is intended exclusively for "professional investors" (as defined in the "Securities and Futures Ordinance", Cap. 571 of the Laws of Hong Kong and the rules made thereunder). The Offer may be extended to Hong Kong exclusively (i) to "professional investors", or (ii) in other circumstances provided that they do not result in any document relating to the Offer being a "prospectus" (as defined in the "Companies (Winding Up and Miscellaneous Provisions) Ordinance", Cap. 32 of the Laws of Hong Kong), or do not constitute an offer to the public within the meaning of the "Companies (Winding Up and Miscellaneous Provisions) Ordinance". No advertisement, invitation or document relating to the Offer which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong other than "professional investors" may be issued or held by any person for the purposes of issue (in each case whether in Hong Kong or elsewhere).

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 internet, nor by using national or international instruments of communication or commerce) in the Excluded Countries.

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 purchase, sell or exchange, nor a solicitation of an offer to purchase, sell or exchange financial instruments in the United States of America or in the Excluded Countries. The securities may not be offered or sold in the United States of America unless they have been issued in a transaction registered under the Securities Act, as amended, or in a transaction not subject to, or exempt from, the registration requirements of the Securities Act. The securities offered in the context of the transaction described in this Press Release have not been, and will not be, registered pursuant to the Securities Act. No security may be offered or transferred in the Excluded Countries without specific approval in compliance with the relevant provisions applicable in such Excluded Countries or an exemption from such provisions.

This Press Release may only be accessed in or from the United Kingdom by (a)(i) 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**"), or (ii) persons to whom the Press Release can be legitimately transmitted because they fall within the scope of Article 49(2) paragraphs (a) to (d) of the Order (among others, high net worth companies), in each case that are also (b) qualified investors as defined under paragraph 15 of schedule 1 of the Public Offer and Admissions to Trading Regulations 2024 (all these persons together being referred to as "**Relevant Persons**"). In the United Kingdom, this Press Release is directed only at Relevant Persons, and any financial instrument or investment or investment activity (within the meaning of Section 21 of the UK Financial Services and Markets Act 2000) described in this Press Release or in any other document issued by the Offeror in connection with the Offer are made available only to Relevant Persons (and any solicitation, offer, agreement to subscribe, purchase or otherwise acquire any such financial instruments or other investments or to engage in any such investment activity will be directed exclusively at such persons). Any person in the United Kingdom who is not a Relevant Person should not act or rely on this Press Release 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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