

PRESS RELEASE

BANCA MPS: THE BOARD OF DIRECTORS CONVENES THE ORDINARY SHAREHOLDERS' MEETING FOR 18 MAY 2020

Siena, 8 April 2020. Further to the press release on 12 March, whereby Banca Monte dei Paschi di Siena S.p.A. (hereinafter “**BMPS**” or the “**Bank**”) informed the market on the revocation of the call of the Ordinary Shareholders’ Meeting on 6 April 2020, BMPS announces that the Board of Directors met today and, taking into account the measures issued under Decree Law no. 18 of 17 March 2020 (hereinafter the “**Decree**”) relating to the Coronavirus epidemiological emergency, resolved to call the Ordinary Shareholders’ Meeting in Siena, Piazza Salimbeni no. 3, on 18 May 2020 at 9:30 a.m., on a single call.

In view of the above-mentioned emergency and in compliance with the provisions contained in Article 106 of the Decree, the participation in the Shareholders’ Meeting and the exercise of voting rights may only take place through the granting of a specific proxy - by persons eligible to vote - to the Appointed Representative pursuant to Article 135-*undecies* of Italian Legislative Decree 58/98 (“**TUF**”). Shareholders will not be allowed to participate in the Shareholders’ Meeting either in person or through audio-conferencing systems. The members of the Bank’s Board of Directors and Board of Statutory Auditors, the Appointed Representative, the appointed Notary Public, and – in accordance with the law, the By-Laws and the Shareholders’ Meeting regulation – the managers, employees of the Bank and of Montepaschi Group companies, representatives of the auditing company and other people whose presence the Chairperson deems useful in relation to the matters to be discussed and to the regular course of the Shareholders’ Meeting, may participate in the Shareholders’ Meeting by means of audio-conferencing devices that ensure the identification of participants and the possibility of exchanging documents in real-time. Shareholders may only participate through the Appointed Representative.

The items on the agenda indicated in the notice of call previously published and revoked on 12 March 2020 remain unchanged and, for the sake of convenience, are set out below:

1. Individual Financial Statements as at 31 December 2019, accompanied by the Reports of the Board of Directors, the Independent Auditors and the Board of Statutory Auditors. Presentation of the Consolidated Financial Statements as at 31 December 2019; related and consequent resolutions;
2. Report on the policy regarding remuneration and fees paid pursuant to Article 123-*ter* of Legislative Decree no. 58 of 24 February 1998 (“**Consolidated Finance Act**” or “**TUF**”); related and consequent resolutions;

3. Proposal pursuant to the combined provisions of Article 114-bis and Article 125-ter of the Consolidated Financial Act, for the approval of the "performance shares" plan for the payment of "Severance" to Montepaschi Group's personnel; related and consequent resolutions;
4. Authorisation for disposal of own shares, pursuant to Article 2357-ter of the Italian Civil Code; related and consequent resolutions;
5. Determination of the number of the members of the Board of Directors for financial years 2020-2021-2022;
6. Determination of the number of Deputy Chairpersons for financial years 2020-2021-2022;
7. Appointment of the members of the Board of Directors for financial years 2020-2021-2022;
8. Appointment, among the members of the Board of Directors, of the Chairperson and Deputy Chairpersons in the number resolved by the Shareholders' Meeting;
9. Determination of the remuneration of the members of the Board of Directors;
10. Determination of the remuneration of the Chairperson of the Board of Directors;
11. Appointment of the Chairperson and of other members of the Board of Statutory Auditors for financial years 2020-2021-2022;
12. Determination of the remuneration of the standing members of the Board of Statutory Auditors.

The new notice of call of the Shareholders' Meeting will be published in accordance with the terms and conditions established by the law.

The Reports for Shareholders on all the items on the agenda, which were already filed following the previous call, will be formally filed again and, along with this notice of call, will be made available on the website www.gruppomps.it (in the section *Corporate Governance – Shareholders' Meetings and BoDs*). Please note that the contents of these documents are unchanged with respect to the previous ones (with the exception of the new date of the Shareholders' Meeting).

This press release will be available at www.gruppomps.it

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