

PRESS RELEASE

WITH THE SETTLEMENT OF SHARES TENDERED DURING THE REOPENING OF THE ACCEPTANCE PERIOD OF THE PUBLIC TENDER AND EXCHANGE OFFER, BANCA MPS INCREASES ITS STAKE IN MEDIOBANCA TO 86.3%

FURTHER INCREASE OF APPROXIMATELY €3 BILLION IN SHARE CAPITAL

Siena, 29 September 2025 – Banca Monte dei Paschi di Siena S.p.A. (“**BMPS**”) hereby announces, pursuant to Article 85-bis of Consob Regulation No. 11971/1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”), that it has paid the consideration due for the transfer of ownership of the shares of MEDIOBANCA – Banca di Credito Finanziario Società per Azioni (“**Mediobanca**”), free from any encumbrances or liens of any kind, whether real, contractual or personal, in favour of the Offeror, as a result of the Reopening of the Acceptance Period. This resulted in the new composition of the share capital of BMPS, subscribed and paid up following the execution of the paid share capital increase, in divisible form and with the exclusion of the option right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, reserved to the voluntary public tender and exchange offer (the “**Offer**”) launched by BMPS on all ordinary shares of Mediobanca pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (the “**TUF**”), as referred to in the resolution of the Board of Directors of 26 June 2025 in execution of the delegation granted to it by the Extraordinary Shareholders’ Meeting of 17 April 2025.

More specifically, taking into account that at the end of the acceptance period (*i.e.*, 8 September 2025) 506,633,074 ordinary shares of Mediobanca were tendered in acceptance of the Offer, as announced on 11 September 2025 pursuant to Article 41, paragraph 6, of the Issuers’ Regulation, on 15 September 2025 BMPS has issued 1,283,301,577 ordinary shares, without nominal value, with regular dividend rights and having the same features as the BMPS shares outstanding at the issue date, as disclosed on 15 September 2025 pursuant to and for the purposes of Article 85-bis of the Issuers’ Regulation.

Furthermore, considering that during the reopening of the acceptance period concluded on 22 September 2025 No. 195,588,985 ordinary shares of Mediobanca were tendered in acceptance of the Offer – as announced on 25 September 2025 pursuant to Article 41, paragraph 6, of the Issuers’ Regulation – on 29 September 2025 BMPS has issued No. 495,426,900 ordinary shares, with no nominal value, with regular dividend rights and the same features as the BMPS shares outstanding at the issue date. The newly issued BMPS shares were allocated to Mediobanca shareholders tendering their shares in the Offer as a share component of the Offer consideration.

The capital increase statement pursuant to Article 2444 of the Italian Civil Code was filed with, and on 29 September 2025 registered in, the Companies’ Register of Arezzo – Siena.

The following table sets out the current composition of BMPS’s share capital, fully subscribed and paid up as of 29 September 2025, showing the previous share capital and the change occurred.

	Current share capital		Previous share capital		Change	
	Euro	No. of shares	Euro	No. of shares	Euro	No. of shares
Ordinary shares (*) ISIN: IT0005508921 (regular dividend rights) current coupon No. 4	17,978,187,186.85	3,038,418,183	15,046,746,219.55	2,542,991,283	2,931,440,967.30	495,426,900

(*) without nominal value

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The text of BMPS's updated By-laws, registered with the Companies' Register of Arezzo – Siena on 29 September 2025, is available to the public at BMPS's registered office, through the authorised storage mechanism *eMarket STORAGE*, accessible via the website www.emarketstorage.com, as well as published on the website www.gruppomps.it/en/ in the *Corporate Governance* section.

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This press release will be available on the website at www.gruppomps.it/en/

For further information:
Banca Monte dei Paschi di Siena S.p.A.

Media Relations

Tel. +39 0577 296634
ufficio.stampa@mps.it

Image Building

Cristina Fossati, Anna Pirtali
 Tel +39 02 89011300
mps@imagebuilding.it

Investor Relations

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