

## Banca Monte dei Paschi di Siena S.p.A. – Ordinary Shareholders’ Meeting April 20, 2023

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend the Shareholders’ Meeting pursuant to article 106, paragraph 4, Decree Law 17/03/2020 no. 18

Pursuant to art. 106 Decree Law approved by the Italian Council of Ministers on March 16<sup>th</sup>, 2020 and published on Italian Gazzetta Ufficiale on March 17<sup>th</sup>, 2020 converted with amendments by Law no. 27 of April 24<sup>th</sup>, 2020, as modified and extended by Decree Law no. 198 of December 29<sup>th</sup>, 2022 converted with amendments by Law no. 14 of February 24<sup>th</sup>, 2023 and as stated in the notice of call of Banca Monte dei Paschi S.p.A. Shareholders’ Meeting scheduled on April 20<sup>th</sup>, 2023, published on March 10<sup>th</sup>, 2023, the proxy can be conferred only to Computershare S.p.A. The present proxy must be notified as an attachment in PDF format to an e-mail sent to [ufficiorama@pecserviziitolitoli.it](mailto:ufficiorama@pecserviziitolitoli.it). Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 06 45200830 (from 10:00 a.m. to 01:00 p.m. and from 02:00 p.m. to 5:00 p.m. - from Monday to Friday, excluding public holidays) or by e-mail to [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

### PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

#### \* mandatory information

The undersigned \* ..... Place of birth \* ..... Date of birth\* .....  
Tax code \* .....  
Resident in (town/city) \* ..... at (street / address) \* .....  
telephone no \* ..... e-mail .....

(2) entitled to exercise the voting right at **April 11, 2023 (Record Date)** as:  registered share holder -  legal representative –  attorney/proxy holder with authority to sub-delegate  
 pledgee –  Taker in -  beneficiary interest holder -  official receiver–  manager –  
 other (specify) .....  
for no\* ..... of ordinary shares **Banca Monte Paschi Siena (ISIN IT0005508921)**

(3) registered in the name of .....Place of birth \* .....

Date of birth \* ..... TAX Code .....

Resident in (town/city) \* ..... at (street / address) \* .....

(4) Registered in the securities account no..... At..... Bank Code (ABI)..... Branch Code (CAB) .....

(5) as resulting from communication no. ... Made by (Bank).....

**DELEGATES/SUBDELEGATES Computershare S.p.A.** with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to the abovementioned Shareholders’Meeting, with reference to the shares above, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- in case of sub-delegation, for the purposes of the provisions of art. 135-*novies*, paragraph 5 of Legislative Decree no. 58 of 24 February 1998, the proxy holder attests under his/her responsibility the conformity of the proxy form electronically provided to the original and the identity of the proxy grantor;
- in case of amendment or integration of the proposals presented to the Shareholders’ Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting in relation to the shares indicated above, has been received by the Company before the start of the Shareholders’ Meeting works.

DATE Form of identification (6) (type)\* Issued by \* no. \* SIGNATURE

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### NOTICE

The following voting instruction form could be subject to amendments in order to include any resolution or voting proposals on the items on the Agenda submitted by Shareholders within the deadline of April 3<sup>rd</sup> 2023. In this event, this voting instruction form will be updated and published by April 5<sup>th</sup>, 2023, including the new proposals, accordingly to the Notice of Call.

### VOTING INSTRUCTION

The undersigned (7)

**INSTRUCTS** the Appointed Representative to vote at the above indicated Shareholders’ Meeting as follow (8)

<b>RESOLUTIONS TO BE VOTED (9)</b>	<b>VOTING INSTRUCTIONS</b> F (for), C (against), A (abstention)
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0010 Nr odg monte titoli	1. Individual financial statements as at 31 December 2022, 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 2022; related and consequent resolutions.			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A

2. Report on the policy regarding remuneration and compensation paid pursuant to Article 123-ter of the Legislative Decree no. 58 of 24 February 1998 (“Consolidated Financial Act” or “TUF”); related and consequent resolutions:				
0020 Nr odg monte titoli	2.1) binding vote on the first section concerning the remuneration policy.			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A

0030 Nr odg monte titoli	2.2) non-binding vote on the second section concerning the compensation paid.			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A

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<b>0040</b> Nr odg monte titoli	<b>3. Proposal for the approval of the 2023 incentive system and related payment modalities to Montepaschi Group’s personnel based on "phantom shares", pursuant to the combined provisions of articles 114-<i>bis</i> and 125-<i>ter</i> of the Consolidated Law on Finance as well as art. 84-<i>bis</i> of the Regulation adopted with Consob resolution no. 11971 of 14 May 1999 (“Issuers’ Regulation”); related and consequent resolutions.</b>			
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>		F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126- <i>bis</i> of TUF <b>(10)</b>		F	C	A

<b>0050</b> Nr odg monte titoli	<b>4. Determination of the number of the members of the Board of Directors for financial years 2023-2024-2025; related and consequent resolutions.</b>			
<b>Section C</b>				
<b>C2</b> – vote for amendment/integration proposed by holder of <b>majority/relevant interest (11)</b>		F	C	A
<b>C3</b> – vote for amendment/integration proposed by holder of <b>minority interest (11)</b>		F	C	A

<b>0060</b> Nr odg monte titoli	<b>5. Determination of the number of Deputy Chairpersons for financial years 2023-2024-2025; related and consequent resolutions.</b>			
<b>Section C</b>				
<b>C2</b> – vote for amendment/integration proposed by holder of <b>majority/relevant interest (11)</b>		F	C	A
<b>C3</b> – vote for amendment/integration proposed by holder of <b>minority interest (11)</b>		F	C	A

<b>(0070)</b> Nr odg monte titoli	<b>6. Appointment of the members of the Board of Directors for financial years 2023-2024-2025; related and consequent resolutions.</b>			
<b>Section A</b> – vote <b>F</b> for the list with the number to be filled in the side box or vote <b>Contrary/Abstention</b> to all lists <b>(12)</b>		N...	C	A

<b>7. Appointment, among the members of the Board of Directors, of the Chairperson and Deputy Chairpersons in the number resolved by the Shareholders’ Meeting;</b>				
<b>0080</b> Nr odg monte titoli	<b>7 a. Appointment, among the members of the Board of Directors, of the Chairperson;</b>			
<b>Section C</b>				
<b>C2</b> – vote for amendment/integration proposed by holder of <b>majority/relevant interest (11)</b>		F	C	A
<b>C3</b> – vote for amendment/integration proposed by holder of <b>minority interest (11)</b>		F	C	A

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0090 Nr odg monte titoli	7 b. Appointment, among the members of the Board of Directors, of the Deputy Chairpersons;			
<b>Section C</b>				
C2 – vote for amendment/integration proposed by holder of <b>majority/relevant interest (11)</b>		F	C	A
C3 – vote for amendment/integration proposed by holder of <b>minority interest (11)</b>		F	C	A

0100 Nr odg monte titoli	8. Determination of the remuneration to the members of the Board of Directors; related and consequent resolutions.			
<b>Section C</b>				
C2 – vote for amendment/integration proposed by holder of <b>majority/relevant interest (11)</b>		F	C	A
C3 – vote for amendment/integration proposed by holder of <b>minority interest (11)</b>		F	C	A

0110 Nr odg monte titoli	9. Determination of the remuneration of the Chairperson of the Board of Directors; related and consequent resolutions.			
<b>Section C</b>				
C2 – vote for amendment/integration proposed by holder of <b>majority/relevant interest (11)</b>		F	C	A
C3 – vote for amendment/integration proposed by holder of <b>minority interest (11)</b>		F	C	A

0110 Nr odg monte titoli	10. Appointment of the Chairperson and of other members of the Board of Statutory Auditors for financial years 2023-2024-2025; related and consequent resolutions.			
<b>Section A</b> – vote For the list with the number to be filled in the side box or vote <b>Contrary/Abstention</b> to all lists <b>(12)</b>		N...	C	A

0120 Nr odg monte titoli	11. Determination of the remuneration of the effective members of the Board of Statutory Auditors; related and consequent resolutions.			
<b>Section C</b>				
C2 – vote for amendment/integration proposed by holder of <b>majority/relevant interest (11)</b>		F	C	A
C3 – vote for amendment/integration proposed by holder of <b>minority interest (11)</b>		F	C	A

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Derivative action against Directors			
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code before the AGM ( <i>If no voting instruction are indicated, the Appointed Representative will vote <b>C</b> – against</i> )	F	C	A

SIGNATURE

DATE

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### Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **12:00 p.m. of April 11, 2022**, using one of the following methods:
  - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder via registered email or ordinary email address;
  - 3) **Ordinary Email address Holders**: as an attachment document (PDF format) sent to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it). In this case the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. Via Monte Giberto 33 – 00138 Roma;
  - 4) **Via FAX**: number **+39 06 45417450** and in copy to the e-mail address [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it)

**The use of different email address than those mentioned above or a delay with respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his/her power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website "<https://www.gruppomps.it/en/>" - section Corporate Governance - Shareholders’ Meetings and BoD"  
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned.  
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. Section A2 is present to express voting instructions if, within the time limit and in the permitted cases, one or more resolution proposals are submitted and published (pursuant to Article 126-bis of the TUF or with individual proposals pursuant to what is indicated in the notice of call) which are alternative, complementary or supplementary with respect to what has been published by the BoD. The Appointed Representative will vote on each of the proposals that will be put to a vote at the Shareholders’ Meeting in accordance with the instructions given since it is the sole responsibility of the proxy holder to formulate voting expressions consistent with the proposals (alternative or complementary) that were published.
11. The BoD has not presented any proposal. Therefore, the Appointed Representative will be called to approve a proposal among those published on the company's website [www.gruppomps.it](http://www.gruppomps.it). The voting instructions are therefore collected by the Appointed Representative in Section C as the only expression of vote on the proposals presented by the persons indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to each other but bind the Appointed Representative to cast the vote only if the proposer has the same characteristics as those indicated in the related instructions.
12. Indicate the number of the list or the proposal (as provided on the Company website) that you want to vote “for” or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists/proposals. If only one list/proposal is presented, the voting instructions will relate to that one.

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### INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the "Regulation")

#### Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

#### Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

#### Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n. 18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

#### Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

#### Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.