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Societa' : BANCA MONTE DEI PASCHI DI SIENA

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Vedi allegato

## PRESS RELEASE

### BANCA MPS: THE BOARD OF DIRECTORS

- **APPROVES 2023 DRAFT FINANCIAL STATEMENTS WITH PROPOSAL OF 2023 PROFIT DISTRIBUTION**
- **CONVENES THE ORDINARY SHAREHOLDERS' MEETING FOR 11 APRIL 2024**

*Siena, 29 February 2024* - The Board of Directors of Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**" or the "**Bank**"), held today under the chairmanship of Nicola Maione, approved the Bank's draft financial statements and the Montepaschi Group's draft consolidated financial statements for the year ending 31 December 2023, confirming the preliminary results already approved by the Board and disclosed to the market on 7 February 2024, to which reference should be made.

In particular, it is recalled the proposal of the payment of a cash dividend of EUR 0.25 per share, before the deduction of the statutory withholding tax, for a total amount of EUR 315 million, subject to approval by the Supervisory Authority and the Shareholders' Meeting.

Said distribution, if approved, will take place with an ex-dividend date on 20 May 2024, record date on 21 May 2024 and payment date on 22 May 2024.

The Bank also announces that the Ordinary Shareholders' Meeting of the Bank has been called in Siena, Piazza Salimbeni no. 3, on **11 April 2024 at 2:30 p.m.**, on a single call, with the following agenda:

1. Individual financial statements as at 31 December 2023, 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 2023; related and consequent resolutions:
  - 1.1) approval of 2023 Parent Company's financial statements;
  - 1.2) profit allocation and dividend distribution to shareholders.
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:
  - 2.1) binding vote on the first section concerning the remuneration policy  
and  
2.2) non-binding vote on the second section concerning the compensation paid.
3. Proposal for the approval of the 2024 incentive system and related payment modalities to Montepaschi Group's personnel based on "phantom shares", pursuant to the combined provisions of articles 114-*bis* and 125-*ter* of the Consolidated Financial Act as well as art. 84-*bis* of the Regulation adopted with Consob resolution no. 11971 of 14 May 1999 ("**Issuers' Regulation**"); related and consequent resolutions.
4. Integration of the Board of Directors by appointment of a Director; related and consequent resolutions.
5. Integration of the Board of Statutory Auditors; related and consequent resolutions:

- 5.1) vote for the appointment of an effective Statutory Auditor;
- 5.2) vote for the appointment of an alternate Statutory Auditor;
- 5.3) to the extent necessary, vote for the appointment of a further alternate Statutory Auditor.

In compliance with the provisions contained in article 106 of Decree Law no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020, as extended by article 3, paragraph 12-*duodecies* of Decree Law no. 215 of 30 December 2023, converted with amendments by Law no. 18 of 23 February 2024:

- (i) the participation in the Shareholders' Meeting and the exercise of the voting rights are allowed exclusively through a proxy given to the Appointed Representative pursuant to article 135- *undecies* of the Consolidated Financial Act. Shareholders are not allowed to participate physically or through audioconference in the Shareholders' Meeting.
- (ii) The members of the Board of Directors and Board of Statutory Auditors, the Appointed Representative, the appointed Notary Public, as well as - in accordance with the law, the By-Laws and the Shareholders' Meeting regulations - the managers ("*dirigenti*") and employees of the Bank and of the companies belonging to the Montepaschi Group, the representatives of the independent auditors and the other persons whose presence at the Shareholders' Meeting is deemed useful by the Chairperson, in relation to the matters to be discussed and the good order of the Shareholders' Meeting, it is permitted to participate in the Shareholders' Meeting physically or by means of audio-conferencing systems that guarantee, *inter alia*, the identification of the participants and the possibility of exchanging documents relating to such matters. Shareholders must participate exclusively through the Appointed Representative.

The Notice of call of the Shareholders' Meeting will be made available later on today.

The Reports for Shareholders relating to the items on the agenda and documentation relating to the approval of financial statements as at 31 December 2023, will be published in accordance within the terms established by the applicable law on the Bank's website [www.gruppomps.it](http://www.gruppomps.it) and made available to the public on the authorized storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), as well as with the additional methods set forth by the applicable legislation.

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*This press release will be available at [www.gruppomps.it](http://www.gruppomps.it)*

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