



SPAFID
CONNECT

Informazione Regolamentata n. 0035-49-2022	Data/Ora Ricezione 23 Giugno 2022 07:05:48	Euronext Milan
--	--	----------------

Societa' : BANCA MONTE DEI PASCHI DI SIENA
Identificativo : 163990
Informazione
Regolamentata
Nome utilizzatore : PASCHIN05 - Avv. Quagliana
Tipologia : 3.1; 2.2
Data/Ora Ricezione : 23 Giugno 2022 07:05:48
Data/Ora Inizio : 23 Giugno 2022 07:05:49
Diffusione presunta
Oggetto : BMPS: PRESS RELEASE

<i>Testo del comunicato</i>

Vedi allegato.

DA NON DIFFONDERSI, PUBBLICARSI O DISTRIBUIRSI, IN TUTTO O IN PARTE, NEGLI STATI UNITI D'AMERICA, AUSTRALIA, CANADA, O GIAPPONE O QUALUNQUE ALTRA GIURISDIZIONE NELLA QUALE LA SUA DIVULGAZIONE, PUBBLICAZIONE O DISTRIBUZIONE SAREBBE ILLEGALE

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE UNLAWFUL

PRESS RELEASE

CONFIRMED THE SUPPORT OF THE MINISTRY OF ECONOMICS AND FINANCE ("MEF"), PRO RATA TO ITS SHAREHOLDING, TO THE ENVISAGED SHARE CAPITAL INCREASE TO BE OFFERED ON A PRE-EMPTIVE BASIS TO THE SHAREHOLDERS FOR A TOTAL AMOUNT OF EURO 2.5 BN

**EXECUTED A PRE-UNDERWRITING AGREEMENT
BOFA SECURITIES, CITIGROUP, CREDIT SUISSE AND MEDIOBANCA
APPOINTED AS JOINT GLOBAL COORDINATORS OF THE TRANSACTION**

*Siena, June 23, 2022 - The Board of Directors of Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**" or the "**Bank**") convened yesterday night under the chairmanship of Patrizia Grieco, in the context of the initiatives of the "Group Strategic Plan 2022-2026" (the "**Plan**"), which envisage, *inter alia*, a share capital increase to be offered on a pre-emptive basis to the BMPS shareholders for a maximum amount of Euro 2.5 billion (the "**Rights Issue**"), has acknowledged the willingness of the MEF, which holds a shareholding equal to 64.23% of the Bank's share capital, to "*support the capital initiatives that the Bank will undertake to strengthen capital within the framework of the Strategic Plan 2022-2026 (...), pro rata to its shareholding at market conditions and within the framework of the requirements that may be established by the supervisory and control authorities.*"*

In addition, the Board of Directors resolved to enter into a pre-underwriting agreement related to the Rights Issue concerning the undertaking - subject to conditions in line with market practice for similar transactions, including, among other things, the positive feedback from institutional investors in relation to the envisaged share capital increase and the agreement upon the final terms and conditions of the share capital increase - to enter into an underwriting agreement (the "underwriting agreement"), relating to the newly issued ordinary shares potentially unsubscribed at the end of the offer of the unexercised pre-emptive rights pursuant to Article 2441, paragraph 3, of the Italian Civil Code. The terms and conditions of the transaction (including the subscription price of the shares) will be determined, in agreement between the Company and the Joint Global Coordinators (as defined below), close to the launch of the offering, taking into account, *inter alia*, market conditions and feedback from institutional investors.

BofA Securities, Citigroup, Credit Suisse and Mediobanca - Banca di Credito Finanziario S.p.A. will act as Joint Global Coordinators.

The execution of the pre-underwriting agreement precedes the call of the BMPS Shareholders' Meeting, which will be called to resolved, among other things, upon the proposed share capital increase and which, as of today, is expected to be convened at the same time as the approval of the interim management report as of June 30, 2022.

Such meeting may only be held following the successful completion of the currently ongoing authorization process before the European Central Bank for the relevant aspects concerning the transaction and before DG Comp, with reference to the review of the Commitments between the

Republic of Italy and the European Commission regarding the Bank, which, according to the Ministry of Economics and Finance, should be forthcoming.

This press release will be available on the website at www.gruppomps.com.

For further information:

Banca Monte dei Paschi di Siena S.p.A.

Relazioni Media

Tel. +39 0577 296634

ufficio.stampa@mps.it

Investor Relations

Tel: +39 0577 299350

investor.relations@mps.it

This press release and the information contained herein do not include or constitute an offer to sell securities, or a solicitation of an offer to purchase securities in the United States, Australia, Canada or Japan as well as in any other country where such an offer or solicitation would be subject to authorization by local authorities or otherwise prohibited under law (the "**Other Countries**"). Any public offering will be conducted in Italy on the basis of a prospectus authorized by Consob, in accordance with applicable regulatory requirements. This press release, any part of it or its distribution may not form the basis of, nor may the same be relied upon with respect to, any investment agreement or decision. The securities have not been and will not be registered in the United States under the United States Securities Act of 1933 (as amended) (the "**Securities Act**"), or under the laws of Other Countries. The securities may not be offered or sold in the United States unless the securities are registered under the Securities Act or under an exemption from registration under the Securities Act. Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**") does not intend to register any part of the Offering in the United States.

This announcement does not constitute a public offering of securities in the United Kingdom. No prospectus for these securities has been and will be approved in the United Kingdom. In the United Kingdom, this press release is accessible to and is addressed only to "qualified investors" (as defined in Article 2(e) of Regulation (EU) 2017/1129, being part of the laws of England by virtue of the European Union (Withdrawal) Act 2018) who are, among others, (i) persons recognized as professional investors under Art. 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (ii) high net worth entities and other persons to whom disclosure may lawfully be made in compliance with Article 49(2)(a-d) of the Order (all such persons are collectively referred to as "Relevant Persons"). Any investment activity referred to in this Notice will be available to and of interest only to Relevant Persons. Any person who is not a Relevant Person shall not act upon or rely upon this document or any of its contents.

This press release has been prepared on the assumption that any offer of securities referred to herein will be made in any member state of the European Economic Area ("**EEA**") where the Prospectus Regulation (each a "**Relevant Member State**") is applicable, and except in the case of a public offering in Italy pursuant to the Italian prospectus as approved by the competent authority and published and notified to the competent authority in accordance with the provisions of the Prospectus Regulation (the "**Permitted Public Offering**") will be made pursuant to an exemption from the requirement to publish a prospectus for offerings of securities provided for in the Prospectus Regulation. Accordingly, any person making or intending to make an offer of securities in a Relevant Member State other than the Permitted Public Offering may do so only in circumstances where there is no requirement for BMPS or any of its consolidated subsidiaries or any of the Joint Global Coordinators or the placers to publish a prospectus pursuant to Article 3 of the Prospectus Regulations or a prospectus supplement pursuant to Article 23 of the Prospectus Regulations in connection with such offer.

"Prospectus Regulation" means Regulation (EU) 2017/1129 (that Regulation and its amendments, together with any delegated acts and implementing measures). This document is a press release and not a prospectus within the meaning of the Prospectus Regulation. A prospectus meeting the requirements of the Prospectus Regulations will be published at a later date. Investors should not subscribe for any financial instrument to which this document relates except on the basis of the information contained in any offering document.

Neither the Joint Global Coordinators, nor any of their respective directors, officers, employees, consultants or representatives assume any liability whatsoever or make any representation or warranty, express or implied, as to the truthfulness, accuracy or completeness of the information relating to BMPS, its subsidiaries or affiliates, or for any loss arising out of or in connection with the use of this communication or its contents. The same shall not consider any person to be their client in connection with the capital increase and shall not be liable to any person other than BMPS for the protections normally accorded to their clients or for advice given in connection with the capital increase, the contents of this communication or any other matter or agreement set forth in this communication.

Fine Comunicato n.0035-49

Numero di Pagine: 4