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Societa' : BANCA MONTE DEI PASCHI DI SIENA

Identificativo : 167067

Informazione

Regolamentata

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PRESS RELEASE

BANCA MPS:

EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES OF 2.5 BILLION SHARE CAPITAL INCREASE

Siena, September 15, 2022 – The Extraordinary Shareholders' Meeting of Banca Monte dei Paschi di Siena S.p.A. (the “**Bank**” or “**BMPS**”), held today under the chairmanship of Patrizia Grieco, resolved to approve:

- ✓ the reduction of the share capital for losses pursuant to Article 2446 of the Italian Civil Code, to cover the aforementioned overall loss, reduced by the profit for the period and the utilisation of available reserves, as a result of which the share capital amounted to Euro 4,954,119,492.44;
- ✓ the reverse stock split of the ordinary shares at a ratio of 1 new ordinary share for every no. 100 existing ordinary shares;
- ✓ the increase of the share capital against payment up to an overall maximum amount of Euro 2,500,000,000.00 to be carried out, in divisible form, through the issue ordinary shares with regular dividend entitlement to be offered to the Company's Shareholders, pursuant to Article 2441 of the Italian Civil Code;
- ✓ the consequent amendments to Articles 1, 12, 13, 14, 15, 17, 18, 23, 25, 26 and 32 of the By Laws.

The aforementioned resolutions were approved with a percentage of votes exceeding 98% of the capital present at the shareholders' meeting.

With reference to the relevant authorizations in the context of the share capital increase, it should be noted that:

- (i) on September 2, 2022, the European Central Bank authorized the share capital increase and the related amendments to the Articles of ByLaws; and
- (ii) on August 2, 2022, DG COMP announced the end of its authorization procedure which includes also the approval of the extension granted to the MEF regarding its permanence in the share capital of the Bank. For further information, please refer to the full text of the press release available on the official website of the European Commission.

Pursuant to Article 154-bis, paragraph 2 of the Consolidated Finance Act, the Financial Reporting Officer, Nicola Massimo Clarelli, declares that the accounting information contained in this press release correspond to the underlying documentary evidence, books and accounting records.

This press release will be available at www.gruppomps.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, the United Kingdom, 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. This announcement does not constitute an offer for sale of, or a solicitation of an offer to purchase or subscribe for, any securities in the United States. No securities of the Banca Monte dei Paschi di Siena S.p.A. (the “Company”) have been registered under the U.S. Securities Act of 1933, as amended, and the Company does not intend to register any of the securities in the United States or to conduct a public offering of the securities in the United States.

There will be no public offering of the securities in the United States. Any public offering of securities to be made in the United States will be made by means of an offering memorandum that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. 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 the Company 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.

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