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Societa' : BANCA MONTE DEI PASCHI DI SIENA

Identificativo : 167191

Informazione

Regolamentata

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Oggetto : BMPS: REVERSE STOCK SPLIT

Testo del comunicato

Vedi allegato.

PRESS RELEASE
BANCA MPS: REVERSE STOCK SPLIT

Siena, 19 September 2022 – Banca Monte dei Paschi di Siena S.p.A. (“**BMPS**”) informs that, in compliance with the resolution of the Extraordinary Shareholders’ Meeting on 15 September 2022, registered in the Register of Companies of Arezzo-Siena on 16 September 2022 and concerning, *inter alia*, the reverse stock split of ordinary shares BMPS, in the *ratio* of no. 1 new ordinary share for every no. 100 outstanding ordinary shares, on 26 September 2022 it will proceed with the reverse stock split of no. 1,002,405,887 outstanding ordinary shares (ISIN code IT0005218752), with no indication of par value and with regular entitlement, in no. 10,024,058 new ordinary shares, with no indication of par value and with regular entitlement (ISIN code IT0005508921), after the cancellation of no. 87 ordinary shares made available by Equita SIM S.p.A. to enable the overall balancing of the operation without changing the share capital (“**Reverse Stock Split**”).

The Reverse Stock Split falls in the context of the share capital increase in option, announced to the market on 23 June 2022, and resolved by the above-mentioned Extraordinary Shareholders’ Meeting on 15 September 2022 for an overall maximum amount of Euro 2,500,000,000.00 to be carried out, in divisible form, through the issuance of ordinary shares, with regular entitlement, to be offered with pre-emption rights to the BMPS Shareholders, pursuant to Article 2441 of the Italian Civil Code.

Upon completion of the Reverse Stock Split, the share capital shall remain unchanged at Euro 4,954,119,492.44 in compliance with the resolution upon the share capital reduction of the same Extraordinary Shareholders’ Meeting, pursuant to Article 2446 of the Italian Civil Code and also registered in the Register of Companies of Arezzo-Siena on 16 September 2022, divided into no. 10,024,058 ordinary shares, with no indication of par value.

The aim of the Reverse Stock Split is the reduction in the number of shares in circulation before the share capital increase, and thus to simplify its administrative management. The Reverse Stock Split will not directly affect the value of the investment held in BMPS, because the reduction in the number of outstanding shares shall result in a simultaneous increase in the value of the same, without impacting the overall value of the investment held, all other conditions being equal.

To facilitate the Reverse Stock Split and monetize share fractions that may arise, BMPS has appointed Equita SIM S.p.A. to act as counterparty from 26 September 2022 to 30 September 2022, at the request of the depository intermediary, for the purchase or sale of the fractions of the new or excess shares necessary for the shareholders to reach a whole number of shares.

Share fractions will be liquidated free of any additional charge, stamp duty or commission, at the official price of BMPS’s ordinary shares on 23 September 2022, or the trading day preceding that of the Reverse Stock Split; the price shall be communicated to Monte Titoli S.p.A. and to the depository intermediaries on 26 September 2022.

The Reverse Stock Split shall be carried out by all authorized intermediaries at Monte Titoli S.p.A. Through Monte Titoli S.p.A., the instructions will be given to the depository intermediaries to ensure that holders of less than no.100 outstanding shares who request it, may receive no. 1 new share, against payment of the relevant consideration, subject to the availability of shares resulting from the reverse stock split of all liquidated shares.

On the institutional website of BMPS, in the Investor Relations - Banca MPS section www.gruppomps.it - there are answers to the most frequently asked questions on the subject of Reverse Stock Split (FAQ). In addition, a toll-free number 800 189036 (+39 06 42171836, for those who cannot reach the toll-free number) and the following e-mail account investor.relations@mps.it are available.

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 “**Bank**”) 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 in the Other Countries nor to conduct a public offering of the securities in the United States or in the Other Countries.

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 Bank 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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