



SPAFID  
CONNECT

Informazione Regolamentata n. 0035-113-2022	Data/Ora Ricezione 03 Novembre 2022 21:40:45	Euronext Milan
---------------------------------------------------	----------------------------------------------------	----------------

Societa' : BANCA MONTE DEI PASCHI DI SIENA

Identificativo : 168915

Informazione

Regolamentata

Nome utilizzatore : PASCHIN02 - Avv. Quagliana

Tipologia : 3.1

Data/Ora Ricezione : 03 Novembre 2022 21:40:45

Data/Ora Inizio : 03 Novembre 2022 21:40:47

Diffusione presunta

Oggetto : BMPS: Press Release

*Testo del comunicato*

Vedi allegato.

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, INTO THE UNITED STATES, THE UNITED KINGDOM, CANADA, JAPAN, AUSTRALIA OR ANY OTHER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

## PRESS RELEASE

### **BANCA MPS: COMPLETION OF THE EXERCISE PERIOD FOR THE OPTION RIGHTS PURCHASED DURING THE AUCTION**

#### **POST-AUCTION OF THE UNEXERCISED RIGHTS THE PARTICIPATION TO THE SHARE CAPITAL INCREASE RISES TO 96.3%; TO THE CONSORTIUM OF BANKS AND ALGEBRIS THE REMAINING SHARES**

*Siena, 3 November 2022* - Further to the press release of yesterday, 2 November 2022, Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**") announces that today ended the period for the exercise of the option rights purchased during the auction on Euronext Milan (the "**Unexercised Rights**"), as a result of which no. 29,465,590 newly issued BMPS ordinary shares were subscribed for a total amount of Euro 58,931,180.

The 96.3% quota of the capital increase was reached post the exercise of the rights purchased at the auction and corresponds to a total of no. 1,203,123,666 shares due to the Ministry of Economy and Finance ("**MEF**"), in relation to the quota already held and, to institutional and private investors.

The remaining no. 46,541,982 newly issued shares - for a countervalue of Euro 93,083,964 (equal to 3.7% of the capital increase) - will be subscribed by the banks of the underwriting syndicate, namely BofA Securities Europe S.A., Citigroup Global Markets Limited, Credit Suisse Bank (Europe) S.A., Mediobanca - Banca di Credito Finanziario S.p.A., as joint global coordinators, and Banco Santander, S.A., Barclays Bank Ireland PLC, Société Générale and Stifel Europe Bank AG, as joint bookrunners, as well as by Algebris.

The notice about the successful subscription of the newly issued shares from the Capital Increase will be provided to the public by BMPS through a dedicated press release by the market opening on 4 November 2022.

\*\*\*\*\*

*This press release is available at [www.gruppomps.it](http://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 any securities in the United States. No securities of the Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**") have been registered and will not be registered in the United States under the U.S. Securities Act of 1933 (as amended) (the "**Security Act**") or pursuant to applicable laws in Other Countries, and BMPS 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. 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.

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**”) will be made on the basis of a prospectus approved by the competent authorities and published in accordance with the Prospectus Regulation and/or pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities (the “**Permitted Public Offering**”). 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 Guarantors 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.

Solely for the purposes of the product governance obligations provided for: (a) in Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) in Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) by national transposition measures (together the “**MiFID II Product Governance Obligations**”), and disclaiming all and any liability that may arise in contract, tort or otherwise to any “producer” (within the meaning of the MiFID II Product Governance Obligations) in connection with such obligations, the option rights and New Shares have been subject to a product approval process, which has identified the option rights and New Shares as: (i) compatible with an ultimate target market of retail investors and investors who meet the requirements of “professional clients” and “eligible counterparties” as respectively defined under MiFID II; and (ii) reserved for distribution through all distribution channels as permitted under MiFID II (the “**Reference Market Assessment**”). Notwithstanding the Reference Market Assessment, distributors should take into consideration that: the price of the option rights and New Shares (as defined in the materials relating to the Offering) could fall and investors could lose all or part of their investment; the option rights and New Shares do not guarantee any return or any protection of the invested capital; and an investment in the option rights and the New Shares is compatible only with investors who do not require a guarantee of return or protection of invested capital who (whether on their own or with the support of a financial or other adviser) are capable of assessing the merits and risks involved in such an investment and who have sufficient resources to bear any loss that may result. The Reference Market Assessment is without prejudice to any restrictions, contractual, legal or regulatory, provided in connection with the Offering. Furthermore, it should be noted that, notwithstanding the Reference Market Assessment, the Guarantors will only procure investors who meet the criteria of professional clients and eligible counterparties. In particular, the Reference Market Assessment does not constitute: (a) an assessment of suitability or eligibility for MiFID II purposes; or (b) a recommendation addressed to any investor or group of investors to invest in or purchase, or engage in any transaction with respect to, the option rights and the New Shares. Each distributor is responsible for making its own assessment of the relevant market in relation to the option rights and the New Shares and determining the appropriate channels of distribution.

No representation or warranty, express or implied, is made by any of the banks acting as joint global coordinators or joint bookrunners or in any other role under the Offering (the “**Guarantors**”), or by any of their respective affiliates, directors, officers, employees consultants, or agents as to the accuracy or completeness or verification of the information contained in this announcement (or if any information has been omitted), and nothing contained herein is, or shall be deemed to be, a promise or representation by the Guarantors in this regard, either as to the past or future. The information contained in this announcement is subject to change. None of the Guarantors assumes any responsibility for its accuracy, completeness, or verification, and accordingly, the Guarantors disclaim, to the fullest extent permitted by applicable law, any liability, whether arising in tort, contract, or otherwise, that they may be held liable in connection with this announcement or any statement herein.

The Guarantors act exclusively for BMPS and for no one else in relation to any transactions mentioned in this announcement and will not treat any other person (whether or not a recipient of this announcement) as a client in connection with such transaction and will not be liable to any other person for providing the protections provided for their respective clients, or for advising such person on the contents of this announcement or in connection with any transaction mentioned in this announcement.

“**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 has been published.

**For further information:**

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

**Relazioni Media**

Tel. +39 0577 296634

[ufficio.stampa@mps.it](mailto:ufficio.stampa@mps.it)

**Investor Relations**

Tel: +39 0577 299350

[investor.relations@mps.it](mailto:investor.relations@mps.it)

Fine Comunicato n.0035-113

Numero di Pagine: 5