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Societa' : BANCA MONTE DEI PASCHI DI SIENA

Identificativo : 173279

Informazione

Regolamentata

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PRESS RELEASE

BANCA MPS: THE BOARD OF DIRECTORS CONVENES THE ORDINARY SHAREHOLDERS' MEETING FOR 20 APRIL 2023

Siena, 10 March 2023 – The Ordinary Shareholders' Meeting of Banca Monte dei Paschi di Siena S.p.A. (hereinafter "**BMPS**" or the "**Bank**") has been called in Siena, Piazza Salimbeni no. 3, on **20 April 2023 at 2:30 p.m.**, on a single call, with the following agenda:

1. Individual financial statements as at 31 December 2022, 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 2022; related and consequent resolutions.
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 2023 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. Determination of the number of the members of the Board of Directors for financial years 2023-2024-2025; related and consequent resolutions.
5. Determination of the number of Deputy Chairpersons for financial years 2023-2024-2025; related and consequent resolutions.
6. Appointment of the members of the Board of Directors for financial years 2023-2024-2025; related and consequent resolutions.
7. Appointment, among the members of the Board of Directors, of the Chairperson and Deputy Chairpersons in the number resolved by the Shareholders' Meeting; related and consequent resolutions.
8. Determination of the remuneration to the members of the Board of Directors; related and consequent resolutions.
9. Determination of the remuneration to the Chairperson of the Board of Directors; related and consequent resolutions.
10. Appointment of the Chairperson and of other members of the Board of Statutory Auditors for financial years 2023-2024-2025; related and consequent resolutions.
11. Determination of the remuneration to the effective members of the Board of Statutory Auditors; related and consequent resolutions.

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 10-*undecies* of Decree Law 29 December 2022 no. 198, converted with amendments by Law 24 February 2023 no. 14, the participation in the Shareholders' Meeting and the exercise of the voting rights are allowed exclusively through 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.

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 audioconferencing 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, the Reports for Shareholders relating to the items from no. 4 to 11 included, will be made available later on today. The documentation relating to the other items on the agenda, as well as the Report on corporate governance and ownership structure, and the Non-Financial Consolidated Statement, approved by the Board of Directors, will be published in accordance within the terms established by the applicable law on the Bank's website www.gruppomps.it and made available to the public on the authorized storage mechanism www.emarketstorage.com, as well as with the additional methods set forth by the applicable legislation.

This press release will be available at www.gruppomps.it

For further information:

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

Media Relations

Tel: +39 0577 296634

ufficio.stampa@mps.it

Investor Relations

Tel: +39 0577 299350

investor.relations@mps.it

Image Building

Cristina Fossati, Anna Pirtali

Tel: +39 02 89011300

mps@imagebuilding.it

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