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Informazione

Regolamentata

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PRESS RELEASE

SHAREHOLDERS' MEETING OF BANCA MONTE DEI PASCHI DI SIENA:

2022 FINANCIAL STATEMENTS APPROVED

BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS APPOINTED

CHAIRPERSON: NICOLA MAIONE

DEPUTY CHAIRPERSON: GIANLUCA BRANCADORO

LUIGI LOVAGLIO CONFIRMED AS CEO

BOARD COMMITTEES FORMED

Siena, 20 April 2023 - The Ordinary Shareholders' Meeting of Banca Monte dei Paschi di Siena S.p.A. (hereinafter the "**Bank**" or "**Parent Company**") was held today in Siena under the chairpersonship of Rita Laura D'Ecclesia, Acting Deputy Chairperson, with the participation, through the Appointed Representative, of 82.43% of the Bank's share capital.

The Shareholders' Meeting approved the Individual Financial Statements and the Consolidated Financial Statements of the Montepaschi Group as at 31 December 2022, the contents of which have already been disclosed to the market.

The Shareholders' Meeting also resolved to reject the liability action brought, for the seventh time, by the shareholder Bluebell Partners Ltd against certain former Directors (former Chairman and former CEO) and former General Manager of the Bank, with a percentage of 96.59% of votes against the proposal, 0.09% in favour and 3.31% abstentions.

The Shareholders' Meeting approved the Report on the policy regarding remuneration and compensation paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998 (hereinafter referred to as the "**TUF**"), as well as 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 TUF.

The Shareholders' Meeting set the number of members of the Board of Directors at 15 and elected 1 Deputy Chairperson. It also resolved to appoint the following members to the Bank's Board of Directors for financial years 2023, 2024, and 2025:

- from List no. 1 submitted by the Italian Ministry of Economy and Finance ("**MEF**") - holding a Bank's share capital equal to 64.23% (which obtained the majority with 80.97%):

- Nicola Maione (*);
 - Luigi Lovaglio;
 - Paola Lucantoni (*);
 - Anna Paola Negri-Clementi (*);
 - Laura Martiniello (*);
 - Donatella Visconti (*);
 - Gianluca Brancadoro (*);
 - Lucia Foti Belligambi (*);
 - Domenico Lombardi (*);
 - Paolo Fabris De Fabris (*);
 - Renato Sala (*);
 - Stefano Di Stefano;
- from (minority) List no. 2¹ (which obtained the second highest number of votes with 15.20%):
- Marco Giorgino (*);
 - Alessandra Giuseppina Barzaghi (*);
 - Paola De Martini (*).

The (minority) List no. 3 received 3.80% of the votes and therefore no director was taken from it.

(*) Declared to meet the independence requirements established by the laws and regulations in force, the By-Laws and the further independence requirements established by the Corporate Governance Code.

¹ Submitted by the shareholders: Arca Fondi Sgr S.p.A. as fund manager of: Fondo Arca Azioni Italia, Fondo Arca Economia Reale Bilanciato Italia 30; BancoPosta Fondi S.p.A. SGR as fund manager of Bancoposta Rinascimento; Eurizon Capital SGR S.p.A as fund manager of: Eurizon Global Dividend Esg 50 - Luglio 2025, Eurizon Global Dividend Esg 50 - Ottobre 2025, Eurizon Step 50 Global Leaders Esg Giugno 2027, Eurizon Global Leaders, Eurizon Global Leaders Esg 50 - Dicembre 2025, Eurizon Recovery Leaders Esg 40 - Dicembre 2025, Eurizon Top Recovery Esg Gennaio 2026, Eurizon Global Leaders Esg 50 - Marzo 2026, Eurizon Global Leaders Esg 50 - Giugno 2026, Eurizon Am Global Multiasset 30, Eurizon Am Global Multiasset II, Eurizon Global Leaders Esg 50 - Luglio 2026, Eurizon Am Ritorno Assoluto, Eurizon Global Leaders Esg 50 - Novembre 2026, Eurizon Global Leaders Esg 50 - Settembre 2026, Eurizon Investi Graduale Esg 30 - Marzo 2027, Eurizon Investi Graduale Esg 30 - Gennaio 2027, Eurizon Global Leaders Esg 50 - Gennaio 2027, Eurizon Global Leaders Esg 50 - Marzo 2027, Eurizon Am Tr Megatrend, Eurizon Am Tr Megatrend II, Eurizon Step 50 Global Leaders Esg Settembre 2027, Eurizon Global Dividend, Eurizon Global Dividend Esg 50 - Maggio 2025, Eurizon Progetto Italia 70, Eurizon Pir Italia Azioni, Eurizon Progetto Italia 40; Eurizon Capital S.A. as fund manager of Eurizon Fund compartments: Eurizon Next - Strategia Absolute Return, Eurizon Next - Strategia Megatrend, Eurizon AM SICAV - Low Carbon Euro, Eurizon AM SICAV - Absolute Return Moderate ESG, Eurizon AM SICAV - Absolute Return Solution, Eurizon AM SICAV - Global Dynamic Allocation, Eurizon AM SICAV - Global Multiasset 15, Eurizon AM SICAV - Global Multiasset 30, Eurizon AM SICAV - Global Multistrategy, Eurizon Fund - Italian Equity Opportunities, Eurizon Fund - Absolute Return Solution; Fidelity Funds – Italy; Fideuram Asset Management Ireland as fund manager of Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.P.A. as fund manager of: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50, Piano Bilanciato Italia 30; Interfund Sicav - Interfund Equity Italy; Mediolanum Gestione Fondi Sgr S.P.A. as fund manager of: Mediolanum Flessibile Futuro Italia e Mediolanum Flessibile Sviluppo Italia, holding a total of 1.38139% of the Bank's share capital.

Nicola Maione was appointed Chairperson of the Board of Directors, while Gianluca Brancadoro was appointed Deputy Chairperson.

The following candidates were elected as effective members of the Board of Statutory Auditors for the financial years 2023, 2024 and 2025: Enrico Ciai (Chairperson), taken from (minority) List no. 2 submitted by the above-mentioned parties, obtaining the second highest number of votes with a percentage of 15.16%, as well as Roberto Serrentino and Lavinia Linguanti, taken from List no. 1 submitted by the MEF, which obtained the majority with 80.97% of the votes. The (minority) List no. 3 received 3.80% of the votes and therefore no statutory auditor was taken from it.

Appointed as alternate statutory auditors were Pierpaolo Cotone, taken from List no. 1, which obtained the majority of votes, and Piera Vitali, taken from (minority) List no. 2, which obtained the second highest number of votes.

The *curricula vitae* of the appointed officers are published on the Bank's website at www.gruppomps.it in the respective lists.

The remuneration of the Directors, Chairperson of the Board of Directors and of the Statutory Auditors were also decided upon.

Following the conclusion of the Shareholders' Meeting, the first meeting of the new Board of Directors of Banca Monte dei Paschi di Siena S.p.A. was held under the chairpersonship of Nicola Maione.

The Board of Directors resolved, among other things, to confirm Mr. Luigi Lovaglio as the Bank's Chief Executive Officer, granting him the relevant powers, and proceeded to form the Board Committees and appoint their members:

- **Risk and Sustainability Committee**: Marco Giorgino (Chairperson), Alessandra Giuseppina Barzagli, Stefano Di Stefano, Domenico Lombardi, Paola Lucantoni.
- **Nominations Committee**: Domenico Lombardi (Chairperson), Paola De Martini, Laura Martiniello, Renato Sala, Donatella Visconti.
- **Compensation Committee**: Gianluca Brancadoro (Chairperson), Marco Giorgino, Laura Martiniello, Anna Paola Negri-Clementi, Renato Sala.
- **Related-Party Transactions Committee**: Anna Paola Negri-Clementi (Chairperson), Alessandra Giuseppina Barzagli, Paolo Fabris De Fabris, Lucia Foti Belligambi, Donatella Visconti.

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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