



MEDIOBANCA

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## PRESS RELEASE

Mediobanca informs that, on 25 July 2025, the Presidency of the Council of Ministers communicated its decision, in acceptance of the proposal of the Ministry of Economy and Finance, not to exercise the special powers pursuant to Decree-Law No. 21 of 15 March 2012, converted with amendments into Law No. 56 of 11 May 2012, with reference to the voluntary public exchange offer promoted by Mediobanca, pursuant to articles 102 and 106, para. 4, of the Consolidated Law on Finance, on all the ordinary shares of Banca Generali.

Milan, 25 July 2025

**Investor Relations**

Tel. no.: (0039) 02-8829.860/647

[investor.relations@mediobanca.com](mailto:investor.relations@mediobanca.com)

**Media Relations**

Tel. no.: (0039) 02-8829.319/914

[media.relations@mediobanca.com](mailto:media.relations@mediobanca.com)



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## Disclaimer

The public voluntary exchange offer described in the press release dated April 28, 2025, (the "Offer") will be promoted by Mediobanca S.p.A. (the "Offeror" or "Mediobanca") over the totality of the ordinary shares of Banca Generali S.p.A. ("Banca Generali"). This press release does not constitute an offer to buy or sell Banca Generali's shares. The Offer will be promoted in Italy as Banca Generali's shares are listed on the Euronext Milan organised and managed by Borsa Italiana S.p.A. and, except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law. The Offer is not being made in Canada, Japan, Australia or any other jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and any such offer (or solicitation) may not be extended in any such jurisdiction ("Other Countries"). The Offer is otherwise being made (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act of 1933, as amended ("Regulation S") (the "U.S. Securities Act") and, as applicable, in accordance with law in any such other jurisdiction, or (ii) within the United States, only to "qualified institutional buyers" as defined in Rule 144A of the U.S. Securities Act ("QIBs") in a private placement that is exempt from, or not subject to, registration under the U.S. Securities Act and that meets the requirements of Rule 144A or another available exemption from registration, in each case, in accordance with any applicable securities laws of any state of the United States. The extension of the Offer in the United States is occurring by way of a separate private placement memorandum restricted to QIBs. A copy of any document that the Offeror will issue in relation to the Offer, or portions thereof, is not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Other Countries. Any tender in the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted. This press release and any other document issued by the Offeror in relation to the Offer do not constitute and are not part neither of an offer to buy or exchange, nor of a solicitation to offer to sell or exchange financial instruments in the United States or in the Other Countries. 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