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PRESS RELEASE

ISSUER'S NOTICE APPROVED IN RELATION TO THE OFFER LAUNCHED BY MPS FOR MEDIOBANCA

MPS OFFER, HOSTILE AND DEVOID OF RATIONALE, IS NOT CONVENIENT FOR MEDIOBANCA'S SHAREHOLDERS

THE CONSIDERATION OFFERED IS NOT FAIR AND COMPLETELY INADEQUATE

Milan, 11 July 2025 – **The Board of Directors of Mediobanca** ("MB" or the "Issuer"), which met today, **approved[1] the notice** (the "Issuer's Notice") **pursuant to art. 103,** paragraphs 3 and 3-bis of Legislative Decree 58/1998 ("Consolidated Financial Act") and to art. 39 of Consob Regulation 11971/1999 (the "Issuers' Regulation"), **in relation to the voluntary public exchange offer promoted by Banca Monte dei Paschi di Siena** (the "Offeror", "MPS") for all outstanding MB shares (the "Offer" or the "OPS"), pursuant to articles 102, paragraph 1, and 106, paragraph 4 of the Consolidated Financial Act and related implementing provisions of the Issuers' Regulation.

The Board of Directors, following a careful evaluation of the terms and conditions as described in the offer document published by MPS on 3 July 2025 (the "Offer Document") and other available information, and taking into account the risk and uncertainties highlighted by MPS in the aforementioned Offer Documentation**, believes that the MPS Offer is hostile and not agreed with the Issuer, lacking industrial rationale as well lacking in convenience for Mediobanca's shareholders. The Board of Directors of Mediobanca also believes that the consideration offered by MPS is not fair and completely not convenient.**

Centerview Partners UK LLP ("Centerview"), Equita SIM S.p.A. ("Equita") and Goldman Sachs Bank Europe SE, Succursale Italia ("Goldman Sachs"), are acting as Financial Advisors to MB, and provided their fairness opinions to the Board of Directors, attached to the Issuer's Notice. The Board of Directors was also assisted by Chiomenti and by Carlo Marchetti, as legal advisors.

Mediobanca CEO Alberto Nagel will hold a market presentation via webcast/conference call on Monday 14th July 2025, at 3pm CET (access: CONFERENCE CALL LINK - WEBCAST LINK)

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1 *With Sandro Panizza voting against and Sabrina Pucci abstaining.*

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The reasons behind these conclusions are, in summary, provided below:

1. **The Offer is unattractive and the Consideration is financially unfair.**

The Consideration is unfair from a financial point of view and is wholly inadequate in relation to the intrinsic value of Mediobanca Shares, taking into account both the prospects of the "*One Brand-One Culture*" Plan extended to 2028 and the risks associated with the integration of Mediobanca into MPS.

The Consideration is entirely represented by MPS shares. Therefore, **Mediobanca Shareholders would be heavily exposed to the future performance of MPS shares and the uncertainty surrounding the achievement of MPS's strategic objectives**, taking into account the critical issues that have historically characterised, and still characterise, MPS.

The Consideration (equal to 2.533x) represents a 32% discount compared to the average exchange ratio identified by the Board of Directors of Mediobanca, which is equal to 3.71x.

As of the Date of the Issuer's Notice, **the implicit discount in the Consideration compared to the average exchange ratio identified by the Board of Directors of Mediobanca, as reported in Paragraph 3.2 of this Issuer's Notice, is equal to 32%.** It should also be noted that, **as of the Date of the Issuer's Notice, the implicit discount in the Consideration compared to the Mediobanca Share price is equal to 3.9%.**

For further information, please refer to Paragraph 3 of the Issuer's Notice.

At the current Exchange Ratio, should MPS come to hold the entire share capital of Mediobanca as a result of the Offer, **the combined entity would be 62% owned by the current Mediobanca Shareholders** and 38% by the current MPS shareholders. This would result in the paradoxical scenario whereby the current Mediobanca Shareholders would come represent the majority of the post-Offer share capital of MPS, despite the fact that the Offeror has declared in the Offer Document its intention to acquire control (including *de facto* control) of Mediobanca.

2. **Mediobanca is a bank with unique characteristics and significant prospects for growth and value creation for its shareholders.**

Mediobanca represents a unique player in the Italian banking landscape thanks to its successful business model, focused on highly specialized and profitable activities, such as "Wealth Management", "Corporate & Investment Banking", and "Consumer Finance". This business model allows the Mediobanca Group to combine cyclical and countercyclical activities, diversified - in terms of clientele between corporate and retail, ensuring resilience and growth capacity even in challenging macroeconomic environments. Mediobanca stands out, among other strenghts, for being **(i) the point of reference for clients seeking the ability to structure complex, high value-added transactions; (ii) a counterparty with a recognized, solid, and reliable reputation, capable of enhancing the talents and expertise of its human capital; (iii) a distinctive investment opportunity for shareholders, outperforming the sector in terms of stakeholder remuneration.**

The "*One Brand-One Culture*" Plan, subsequently updated with an extension at 2028 as announced to the market on 27 June 2025, provides, among other things, for **revenues in excess of Euro 4.4 billion, net income of approximately Euro 1.9 billion and RoTE of 20%, total shareholders remuneration of approximately Euro 4.9 billion in the three-year period 2025-2028, and optimization of the bank's capital structure, with CET1 and Tier1 capital expected to be respectively 14% and 15.5% in 2028.**

Mediobanca's management has a successful track record in creating value, having achieved over the past 10 years a significant increase in Mediobanca's share value, with a **total shareholder return of approximately 233%,** compared to an increase of approximately 144%

recorded by the Italian banks' stock market index over the same period ([2]). The growth strategy focuses on innovation, talent development, and expansion into segments with low capital absorption and high fee income, while maintaining a low-risk profile and a strong market reputation.

The combination proposed by MPS would destroy value compared to the value that could be achieved by Mediobanca Shareholders if Mediobanca remained an independent entity and was able to implement the "*One Brand-One Culture*" Plan (as extended to 2028). In addition, such aggregation prevents the possibility of a further improvement of the business model that could instead be achieved through the Offer on Banca Generali.

For further information, please refer to Paragraph 2.1 of the Issuer's Notice.

3. **The Offer provides for a Consideration consisting entirely of MPS Shares, thus requiring a careful assessment of the characteristics and risk factors of the Offeror.**

MPS has an history marked by capital and income fragility, as evidenced by numerous recapitalization measures, mainly through public resources, totaling over Euro 25 billion in the last twenty years.

MPS's business model is mainly focused on traditional retail and commercial banking services, and has experienced a significant erosion of market share in both lending and deposits (-2% over the last decade). MPS has had to sell its product factories, reducing revenue diversification and increasing its **dependence on net interest income and deferred tax assets** (DTAs), which represent an extremely significant component of profitability and regulatory capital.

The quality of MPS's assets remains lower than that of its main peers: the gross value of the non-performing exposure ratio (NPE ratio) is the highest among Italian banks (4.4% compared to a system average of 2.5% and a net value of 2.3%). The non-performing loan (NPL) coverage ratio is among the lowest in the system, at around 66% compared to an average of 73% for Italian banks.

MPS's creditworthiness is significantly lower than the system average, as evidenced by CDS spreads and its dependence on funding from the European Central Bank, which remains high compared to market standards. MPS's profitability is strongly **influenced by exogenous factors** (interest rates) or extraordinary factors (DTAs), making its capital and income profile particularly vulnerable to exogenous shocks and potential unexpected losses. Finally, **the market consensus forecasts that MPS will have one of the lowest recurring profitability ratios among the leading Italian banks.**

For further information, please refer to Paragraph 2.2 of the Issuer's Notice.

4. **The Offer lacks industrial, strategic and financial rationale and would destroy value for Mediobanca shareholders.**

The Offer lacks any real industrial, strategic, and financial rationale. **The combination of the two entities would result in significant dis-synergies, estimated by Mediobanca's Board of Directors at a total of approximately Euro 460 million in the event of a merger between the two banking entities and up to Euro 665 million in the absence of a merger**. In this context, the synergies estimated by MPS are considered optimistic and unrealistic by Mediobanca's Board of Directors, also in light of the negative experiences of previous mergers between commercial banks and wealth managers/private banks, which have often led to goodwill write-downs and reductions in assets under management.

The dis-synergies estimated by Mediobanca's Board of Directors mainly derive from the loss of talent and customers, the deterioration of the competitive positioning in the Wealth Management and *Corporate & Investment Banking* segments, and the loss of key professionals

([2]) Reference is made to the FTSE Italy Banks Index.

(*i.e.*, *bankers* and financial advisors), with a consequent outflow of assets under management and a reduction in the ability to generate revenues.

Not only would the Offer not bring tangible benefits in terms of growth or competitive positioning, but it would also likely compromise Mediobanca's profitability, stability, and reputation, exposing it to capital and market risks that have never characterized Mediobanca's business thanks to prudent management as well as a diversified and high value-added business model.

In addition, it should be noted that based on consensus estimates, the pre-tax profit of the combined entity is expected to increase by approximately €350 million between 2025 and 2028 ([3]), mainly due to the growth in Mediobanca's stand-alone pre-tax profit, which accounts for approximately 85% of this total growth. This growth, primarily driven by Mediobanca's contribution, would be offset by the dis-synergies estimated by Mediobanca's management of €460 million (as further detailed in Paragraph 2.3.3 of this Issuer's Notice).

Taking these dis-synergies into account, in the event of full acceptance of the Offer, a dilution of pre-tax earnings for Mediobanca Shareholders of more than 10% is estimated, based on the projected recurring pre-tax profit of Mediobanca and the combined entity in 2028. This is due to the comparison between the €2.3 billion recurring pre-tax profit forecast under the "One Brand – One Culture" Plan for 2028 and a recurring pre-tax profit of approximately €2.0 billion attributable to Mediobanca Shareholders, calculated on the basis of the offered exchange ratio ([4]) and including the impact of the dis-synergies.

This estimated impact of over 10% on recurring pre-tax profit would result in a corresponding dilution in the Dividend Per Share ("DPS"), assuming an unchanged ordinary pay-out ratio.

From a valuation benchmark perspective, it should be noted that **banks focused on retail and commercial banking activities typically trade at significantly lower multiples compared to financial institutions focused on Wealth Management**. It is noted that Mediobanca currently trades at a premium compared to traditional banks.

Furthermore, **the MPS Offer precludes Mediobanca Shareholders the access to the benefit expected from the Offer on Banca Generali**, which is a transaction of key importance for the Mediobanca Group as it has a solid industrial and strategic foundation and is aimed at creating a leader in the Italian and European Wealth Management sector and achieving an efficient reallocation of capital to an industrial business with significant synergies and attractive growth prospects.

In particular, the strategic and industrial rationale for the Offer on Banca Generali, the synergies estimated by Mediobanca's Board of Directors in relation to the combination between Mediobanca and Banca Generali and the resulting creation of value for Mediobanca's Shareholders are **based on the assumption that Mediobanca will remain an independent entity focused on highly specialized and profitable businesses, such as Wealth Management and Corporate & Investment Banking, and therefore not integrated into the MPS Group**.

The Offer would also entail a risk of downgrade to Mediobanca's credit rating - as highlighted by the rating agencies.

For further information, please refer to Section 2.3 of the Issuer's Notice.

5. **The MPS Group is exposed to significant governance and legal risks.**

The MPS Offer Document and the Exemption Document do not clarify the ownership and governance structure of the group resulting from the combination of Mediobanca and MPS, **leaving significant uncertainty as to the role of significant shareholders such as Delfin and**

([3]) Pre-tax profit based on consensus following the publication of the business plan for Mediobanca and on consensus as of June for MPS.

([4]) The estimate of €2.0 billion is calculated as 62% (the share attributable to Mediobanca Shareholders of the combined entity) of the €3.3 billion pre-tax profit, net of €460 million in dis-synergies.

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Caltagirone, which are present in both MPS and Mediobanca (and in Assicurazioni Generali). This situation creates the risk that a significant portion of the post-transaction capital will be concentrated in the hands of a few parties, without the market having been adequately informed of the objectives pursued by the two shareholders as well as to the initiation and/or the current status of their discussions with the Supervisory Authorities regarding the potential exceeding of relevant thresholds. **The Exemption Document does not provide projections on the composition of MPS's shareholding structure should the acceptances be lower than 66.67% of Mediobanca share capital, nor does it clarify whether the necessary regulatory approvals have been requested.**

The presence of the same shareholders – namely Delfin and Caltagirone – in MPS, Mediobanca and Assicurazioni Generali in the context of an offer exclusively in shares also constitutes a **potential misalignment of the interests of these shareholders with those of the rest of the shareholding structure**. Due to the shareholding links between MPS, Mediobanca and Assicurazioni Generali, Delfin and Caltagirone **may have an interest in the success of the MPS Offer that is potentially independent and additional to the interest of all other Mediobanca Shareholders in maximising the value of their shareholding in Mediobanca**. The signaling value of any intention by such shareholders to accept the Offer should therefore, in the opinion of the Board of Directors, be assessed with particular caution by Mediobanca Shareholders.

MPS is exposed to significant legal risks, with pending litigation and potentially insufficient provisions in the event of preliminary findings and court rulings that differ significantly from MPS's estimates (net claim of approximately Euro 3 billion as of 31 March 2025, equal to approximately 35% of CET1, of which approximately half is at risk of "probable" defeat). There are also **pending criminal proceedings involving former managers of MPS for false accounting and market manipulation, as well as investigations into the sale of a 15% stake in MPS by the Ministry of Economy and Finance in November 2024**, which were not mentioned in any way in the Offer Document or in other documents published by MPS in relation to the Offer.

For further information, please refer to Paragraph 2.5 of the Issuer's Notice.

6. **The combination of MPS and Mediobanca and the consequent achievement of the strategic objectives of the Offer are subject to significant risks and uncertainties.**

The absence of a consolidated business plan for the combined entity and MPS's lack of experience in transactions of a scope comparable to the Offer increase the **risk of execution of the combination between the two entities**. Mediobanca's Shareholders are required to evaluate the Offer in the **absence of a consolidated plan** on which to base their assessments and their decision whether to accept the Offer and become shareholders of MPS. In addition, **MPS mainly carried out corporate transactions aimed at disposing of equity investments and restructuring its portfolio, thereby simplifying the MPS Group's structure**.

Unlike recent practice, **the fact that the merger between Mediobanca and MPS is not framed as an objective of the transaction in order to promote the full integration of the two entities indicates the absence of an industrial and strategic rationale for the Offer**, highlighting a significant lack of information on Mediobanca's future scenarios to the detriment of its Shareholders.

There are also **serious doubts about MPS's ability to approve any resolution at the extraordinary shareholders' meeting of Mediobanca** (especially the Merger) if the Offeror ends up holding less than 50% of Mediobanca's share capital after the Offer.

For further information, please refer to Paragraph 2.4 of the Issuer's Notice.

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7. **The Offer provides for a Threshold Condition of 66.67% of Mediobanca's share capital and a Minimum Threshold Condition of 35% of Mediobanca's share capital.**

The provision of a double threshold – one set at 66.67% (as the quorum required to control the extraordinary shareholders' meeting), and the other set at a much lower level of 35% – reflects a **lack of transparency regarding the true purposes of the Offer**. In particular, the second, **non-waivable, 35% threshold indicates the intention to complete the transaction even in light of the significant risks of dis-synergies and value destruction which characterized the Offer**.

In the event of acceptances for an amount at least equal to the Minimum Threshold Condition, based on Mediobanca's historical shareholding at shareholders' meetings, **the concrete possibility of MPS exercising *de facto* control over Mediobanca remains at least uncertain**. In this regard, it should be noted at the ordinary shareholders' meeting in October 2023 called to renew Mediobanca's Board of Directors, the participation rate was 76.323% of the share capital. In such a context, the minimum threshold of 35% would not allow MPS to exercise any *de facto* control over Mediobanca. In this regard, as indicated in Paragraph C.2 of the Offer Document, **the European Central Bank has not ruled out that MPS may dispose of the minority stake it may acquire in Mediobanca as a result of the Offer**.

As stated by MPS in the Offer Document, if MPS were to decide to waive the Threshold Condition and, as a result of the Offer, were to hold a stake that allows it to exercise only *de facto* control and not legal control over Mediobanca, **MPS would**, in any event, **not be able to (i) achieve all of the estimated synergies within the timeframe and in the manner envisaged in a scenario where the level of acceptances of the Offer enables MPS to exercise legal control over Mediobanca, nor (ii) benefit from the acceleration in the use of DTAs**, which, in MPS's view, should generate a capital benefit of Euro 0.5 billion per year over the following six years, in addition to net income.

The transaction therefore inevitably results in **imposing on Mediobanca Shareholders (i) the majority of the risks and burdens associated with a combination that is unagreed, lacking in information, unnatural, and highly value-destructive, as well as (ii) the cost of a transaction that is not in the interests of Mediobanca's shareholders, as it is value-destructive and therefore riskier compared to the results achievable under the 2025-2028 "One Brand-One Culture" Plan**.

For further information, please refer to Paragraph 4 of the Issuer's Notice.

Milano, 11 July 2025

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Important notice

This press release has been prepared by Mediobanca – Banca di Credito Finanziario S.p.A. ("Mediobanca") for the sole purpose of summarizing the analysis relating to the statement (the "Issuer's Statement") relating to the voluntary public exchange offer (the "Offer") launched by Banca Monte dei Paschi di Siena S.p.A. ("MPS" or the "Offeror") on all of Mediobanca shares pursuant to Articles 102 and 106, paragraph 4, of legislative decree 24 February 1998, no. 58, as subsequently amended and integrated (the "Italian Consolidated Financial Act"), published by the Board of Directors of Mediobanca on 11 July 2025 pursuant to Article 103, paragraphs 3 and 3-bis, of the Italian Consolidated Financial Act and Article 39 of the CONSOB Regulation adopted with resolution no. 11971 of 14 May 1999, as subsequently amended and integrated (the "Issuers' Regulation"). The information contained in this press release shall not replace the Issuer's Statement. The recipients are required to carefully analyses the Issuer's Statement in order to ascertain the evaluation expressed by the Board of Directors on the Offer, the adequacy of the consideration offered by MPS and the effects.

Therefore, the information contained in this press release shall not be understood as complete or exhaustive and, in any case, shall be read together with the Issuer's Statement. The information contained in this press release and the Issuer's Statement, to which such information refers, do not constitute and shall not be construed as a recommendation to or not to accept the Offer or replace the evaluation of each recipient in relation to the Offer. The economic convenience of the acceptance of the Offer shall be assessed by each recipient. It is not permitted to publish, communicate to third parties or otherwise reproduce, in any format, the whole or any part of this document, without the express written consent of Mediobanca. It is not permitted to alter, manipulate, occult or take out from its context any information contained in this document or provided in relation to the foregoing presentation.

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Nothing contained in this document shall constitute financial, legal, tax or other advice, nor should any investment or decision be based solely on this document. The economic and financial projections for the period 2025-2028 have been prepared on a stand-alone basis and do not take into account the effects of the acquisition of Banca Generali, announced on 28 April 2025 and expected to be finalized by the end of the year. This document contains forward-looking statements: such statements are based on the current beliefs and expectations of Mediobanca and are subject to significant risk and uncertainties. Such risks and uncertainties, many of which are beyond the control of Mediobanca, could cause actual results of Mediobanca to be materially different than those indicated in such forward-looking statements. Please also note that the data contained in this document, included financial information, have been rounded off. As a consequence, in certain cases, the sum of or percentage rates of change in the figures contained in this document may not correspond exactly to the indicated total figure.

Furthermore, the aforementioned projections do not reflect the impact of external or unforeseeable events at the time the Plan was prepared, including any negative effects deriving from the public exchange offer launched on MB by MPS, transaction which, as already communicated, does not have any industrial logic, does not create value for Mediobanca's shareholders and risks compromising the Bank's profitable and sustainable growth strategy. In the event that the acquisition of Banca Generali is completed, the Group will prepare a Plan for the combined entity, which will reflect the new configuration and consolidated objectives of the resulting scope.

In no event shall Mediobanca or any of its affiliates, and the relevant directors, statutory auditors, representatives, managers, officers, or employees and advisors be liable (by negligence or other) for any loss or damage resulting from any use of this document or its contents or otherwise resulting from this document or the foregoing presentation. Mediobanca undertakes no obligation to publicly update and/or revise any forward-looking statement and evaluation in the event of new information, future events or otherwise, unless required by applicable law. All subsequent written and oral forwardlooking statements and evaluations, attributable to Mediobanca or persons acting on its behalf, are expressly qualified in their entirety by these precautionary statements.

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