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**BANCA MONTE DEI PASCHI DI SIENA S.P.A.**

**EXTRAORDINARY SHAREHOLDERS' MEETING**

4 February 2026 (on a single call)

**EXPLANATORY REPORT BY THE BOARD OF DIRECTORS**

**CONCERNING ITEM 1 ON THE AGENDA**

pursuant to Article 125-*ter* of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (“**TUF**” or “**Consolidated Financial Act**”) and pursuant to Article 72 of Consob regulation adopted by Consob by resolution No. 11971 of 14 May 1999 as subsequently amended (“**Issuers’ Regulation**”).

**“AMENDMENTS TO THE BY-LAWS:**

- I) **ARTICLES 13, PARAGRAPH 3, LETTER (E), AND 14, PARAGRAPH 5, PROVIDING FOR THE OPTION FOR THE ORDINARY SHAREHOLDERS’ MEETING TO INCREASE THE 1:1 RATIO BETWEEN THE VARIABLE AND FIXED COMPONENTS OF REMUNERATION;**
- II) **ARTICLE 15, PARAGRAPHS 2, 3, 5, 6 AND 7, AND THE RELATED AMENDMENT TO ARTICLE 17, PARAGRAPH 4, PROVIDING FOR THE OPTION FOR THE OUTGOING BOARD OF DIRECTORS TO SUBMIT ITS OWN LIST OF CANDIDATES FOR THE RENEWAL OF THE BOARD;**
- III) **ARTICLE 15, PARAGRAPH 10, CONCERNING THE REPLACEMENT OF DIRECTORS DURING THEIR TERM OF OFFICE;**
- IV) **ARTICLE 15, PARAGRAPH 1, CONCERNING THE RE-APPOINTMENT OF DIRECTORS AND THE CONSEQUENT REPEAL OF ARTICLE 20, PARAGRAPH 3 OF THE BY-LAWS, WHICH PROVIDES FOR THE NON-APPLICABILITY TO THE CHIEF EXECUTIVE OFFICER OF THE MAXIMUM TERM LIMIT SET FORTH IN THE AFOREMENTIONED ARTICLE 15, PARAGRAPH 1, SUBJECT TO REPEAL;**
- V) **ARTICLES 17, PARAGRAPH 2, LETTER J), 18, PARAGRAPH 2, AND 21, PARAGRAPHS 2 AND 3, PROVIDING FOR THE OPTION FOR THE BOARD OF DIRECTORS TO APPOINT THE CHAIRPERSON AND ONE OR TWO DEPUTY CHAIRPERSONS (ONE**

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Share Capital: € 17,978,187,186.85- Tax Code and Registration in the Companies Register of Arezzo- Siena no. 00884060526- MPS VAT GROUP- VAT no. 01483500524- Monte dei Paschi di Siena Banking Group- Bank Code and Group Code no. 1030- Registered in the Banks’ Register with the Bank of Italy under no. 5274- Member of the Italian Interbank Deposit Protection Fund and of the National Guarantee Fund



**OF WHOM SHALL HAVE AUTHORITY TO ACT IN THE CHAIRPERSON'S STEAD),  
SHOULD THE SHAREHOLDERS' MEETING NOT HAVE DONE SO;**

- VI) ARTICLE 25, PARAGRAPH 8, SETTING OUT PROVISIONS APPLICABLE IN THE  
EVENT THAT A SINGLE LIST IS SUBMITTED FOR THE APPOINTMENT OF THE  
BOARD OF STATUTORY AUDITORS;**
- VII) ARTICLE 31, PARAGRAPH 1, LETTERS A) AND B), CONCERNING THE REDUCTION  
TO THE STATUTORY MINIMUM OF THE PERCENTAGE OF PROFITS TO BE  
ALLOCATED TO THE LEGAL RESERVE AND THE ELIMINATION OF THE  
STATUTORY RESERVE.**

**RELATED AND CONSEQUENT RESOLUTIONS.”**



## EXPLANATORY REPORT BY THE BOARD OF DIRECTORS PREPARED PURSUANT TO ART. 125-TER OF THE CONSOLIDATED FINANCIAL ACT AND PURSUANT TO ART. 72 OF THE ISSUERS' REGULATION

Dear Shareholders,

you have been convened to resolve upon the following **item 1** on the agenda of the Extraordinary Shareholders' Meeting:

### “Amendments to the By-Laws:

- i) Articles 13, paragraph 3, letter (e), and 14, paragraph 5, providing for the option for the Ordinary Shareholders' Meeting to increase the 1:1 ratio between the variable and fixed components of remuneration;
- ii) Article 15, paragraphs 2, 3, 5, 6 and 7, and the related amendment to Article 17, paragraph 4, providing for the option for the outgoing Board of Directors to submit its own list of candidates for the renewal of the Board;
- iii) Article 15, paragraph 10, concerning the replacement of directors during their term of office;
- iv) Article 15, paragraph 1, concerning the re-appointment of directors and the consequent repeal of Article 20, paragraph 3 of the By-Laws, which provides for the non-applicability to the Chief Executive Officer of the maximum term limit set forth in the aforementioned Article 15, paragraph 1, subject to repeal;
- v) Articles 17, paragraph 2, letter j), 18, paragraph 2, and 21, paragraphs 2 and 3, providing for the option for the Board of Directors to appoint the Chairperson and one or two Deputy Chairpersons (one of whom shall have authority to act in the Chairperson's stead), should the Shareholders' Meeting not have done so;
- vi) Article 25, paragraph 8, setting out provisions applicable in the event that a single list is submitted for the appointment of the Board of Statutory Auditors;
- vii) Article 31, paragraph 1 letters a) and b) concerning the reduction to the statutory minimum of the percentage of profits to be allocated to the legal reserve and the elimination of the statutory reserve.

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### Related and consequent resolutions.”

#### *Recitals*

The proposed amendments to the By-Laws of Banca Monte dei Paschi di Siena S.p.A. (hereinafter “**BMPS**” or the “**Bank**”), submitted to the Shareholders' Meeting and illustrated below, are aimed at updating the text of the By-Laws in light of new Group profile and BMPS's position within the banking sector following the successful completion of the public tender offer and exchange launched by BMPS for all the ordinary shares of Mediobanca – Banca di Credito Finanziario Società per Azioni (hereinafter, the “**OPAS**”).



### ***Reasons and explanation of the proposed amendments to the By-Laws***

The amendments to the By-Laws submitted to the resolution of the Shareholders' Meeting and the relevant explanation are set out below.

#### **I) Amendment to Articles 13, paragraph 3, letter (e), and 14, paragraph 5, providing for the option for the Ordinary Shareholders' Meeting to increase the 1:1 ratio between the variable and fixed components of remuneration:**

Article 13, paragraph 3, letter e), of the current By-Laws of BMPS, in compliance with the supervisory regulations issued by the Bank of Italy<sup>1</sup>, provides that the Ordinary Shareholders' Meeting shall:

- ✓ establish the remuneration of directors and statutory auditors, according to Article 26 of the By-Laws;
- ✓ approve
  - i. the remuneration and incentive policies,
  - ii. the compensation plans based on financial instruments in favour of directors, employees and staff– who are not under a contract of employment – of the Bank,
  - iii. the criteria for calculating compensation to be granted in the case of early termination of the employment relationship or early termination of office, including the limits established for such compensation in terms of annual fixed remuneration, and the maximum amount deriving from their application.

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In this regard, it should be noted that the aforementioned supervisory regulations, in addition to the duties indicated above, also grant the Ordinary Shareholders' Meeting - provided that it is expressly set forth in the By-Laws - the authority to resolve, when approving remuneration policies, regarding the possible proposal submitted by the body with strategic oversight to set a limit on the ratio between the variable and fixed components of individual remuneration exceeding 1:1, but in any case not higher than 200% (*i.e.*, a 2:1 ratio).

It is possible to establish different ratios (within the 200% limit) for individual persons or categories of staff; however, setting different limits for individuals within the same category is to be considered exceptional and must be duly justified.

Once this power of the Ordinary Shareholders' Meeting has been included in the By-Laws, any resolution to increase the limit on the ratio between the variable and fixed components of individual remuneration must be adopted with the specific qualified majorities required by the supervisory regulations, based on a proposal from the body with strategic oversight, which must indicate at least:

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<sup>1</sup> Supervisory Provisions for Banks, Bank of Italy Circular No. 285 of 17 December 2013, Part One, Title IV, Chapter 2, Sections II and III.



- ✓ the functions to which the persons concerned by the decision belong, specifying the number of individuals for each function;
- ✓ the reasons underlying the proposal to increase the limit;
- ✓ the implications, including forward-looking, for the Bank's ability to continue to comply with all prudential rules. If the Shareholders' Meeting approves the increase of the limit, it will not be necessary to submit a new resolution to the Meeting in subsequent years, provided that the conditions on which the increase was originally approved, the personnel to whom it applies, and the amount of the limit itself remain unchanged. In any event, the remuneration policy must provide adequate disclosure regarding the previously approved increase and the reasons why it is not being submitted again for approval by the Shareholders' Meeting. The Shareholders' Meeting may, however, resolve at any time to reduce the limit above 1:1, with the majorities required for an Ordinary Shareholders' Meeting.

Given that this provision is included in the By-Laws of the main banking competitors, the key reasons supporting the present proposal are as follows:

- ✓ to ensure that a significant portion of total remuneration is linked to performance;
- ✓ to maintain market competitiveness, considering that this provision is included in the By-Laws of the main banking competitors; this would allow, *inter alia*, the Bank to be able to use, where appropriate, all the managerial levers necessary to attract and retain resources, even external ones, to achieve corporate objectives.

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In light of the foregoing, the Board of Directors, in order to complete the alignment of BMPS's By-Laws with the current banking supervisory regulations, considers it appropriate to propose to the Shareholders' Meeting to exercise the option provided for under the aforementioned supervisory regulations. This option grants the Ordinary Shareholders' Meeting, in addition to the task of approving the criteria and limits for determining compensation to be paid in the event of early termination of employment or early cessation from office, the power to set a ratio between the variable component of individual remuneration and the fixed component higher than 1:1 (but in any case not exceeding the maximum limit of 2:1 established by the same regulations), provided that such power is expressly set forth in the By-Laws.

To this end, it is proposed to introduce into the By-Laws - by supplementing Article 13, paragraph 3, letter (e), which governs the powers of the Ordinary Shareholders' Meeting in matters of remuneration - the authority of the Ordinary Shareholders' Meeting to resolve, with the qualified majorities and within the limits set forth by the aforementioned provisions, on a ratio between the variable and fixed components of individual remuneration for key personnel (*personale più rilevante*) exceeding 1:1, but in any case not exceeding the limit of 2:1, or any different ratio established by the applicable laws and regulations in force from time to time.

Given that, as noted above, the supervisory regulations require that any resolution of the Ordinary Shareholders' Meeting setting a ratio between the variable and fixed components of individual remuneration for key personnel (*personale più rilevante*) exceeding 1:1 must be approved with qualified majorities (*i.e.*, a favourable vote of two-thirds of the share capital represented at the meeting if the shareholders' meeting is constituted with at least half of the share capital, and three-quarters of the share capital represented at the shareholders' meeting if the meeting is



constituted with less than half of the share capital), an amendment is also proposed to Article 14, paragraph 5, which governs the ordinary quorum requirements for resolutions of the Ordinary Shareholders' Meeting (by absolute majority of those voting), by inserting the aforementioned qualified quorums required by law for the adoption of such resolutions concerning remuneration.

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## **II) Amendment to Article 15, paragraphs 2, 3, 6 5 and 7, and the related amendment to Article 17, paragraph 4, providing for the option for the outgoing Board of Directors to submit its own list of candidates for the renewal of the Board:**

As is known, Law No. 21 of 5 March 2024 (the “**Capital Law**”) introduced, *inter alia*, into Legislative Decree No. 58/1998 (Consolidated Law on Finance, hereinafter the “**TUF**”) Article 147-ter.1, which governs the procedures for preparing, submitting and voting on the list of candidates that the outgoing Board of Directors may present for the renewal of said administrative body (hereinafter, the “**Board List**”). This provision was subsequently implemented by Consob Resolution No. 23725 of 29 October 2025, published on the Official Gazette on 12 November 2025.

The primary legislation provides that the Board of Directors may submit its own list of candidates only if an express clause to that effect is included in the By-Laws.

Although, to date, there is not yet an established practice under the current, recently introduced rules concerning the new regulatory framework, it is considered appropriate to propose the inclusion in the Bank's By-Laws of a clause granting the Board of Directors the authority to submit its own list. This is consistent with the By-Laws of other listed Italian banks and represents an element of greater flexibility in the mechanism for electing the Board of Directors, also in line with the guidance provided by the European Central Bank (“**ECB**”), taking into account the changes in BMPS's shareholding structure, which have resulted in the Ministry of Economy and Finance no longer exercising control.

To this end:

- ✓ **Article 15.2:** it is proposed to include a provision allowing the outgoing Board of Directors to submit a list of candidates for the office of Director, also with reference to the number of candidates required under applicable law for a Board List (currently, a number of candidates equal to the number of directors to be elected, increased by one-third – see Article 147-ter, paragraph 1, letter (b) of the TUF).
- ✓ **Article 15.3:** it is proposed to introduce a deadline of forty (40) days prior to the date set for the Shareholders' Meeting (as required under Article 147-ter.1, paragraph 2, of the TUF) for the submission and publication of the Board's List.
- ✓ **Article 15.5:** it is proposed to provide that the outgoing Board of Directors shall resolve on the submission of its own list of candidates with the majorities required by law (currently two-thirds of its members, pursuant to Article 147-ter.1, paragraph 1, letter (a) of the TUF);

The Capital Law has reinforced the residual nature of the Board List by introducing a new article into the Consolidated Law on Finance (Article 147ter.1), which, *inter alia*, provides that:





- a) the outgoing Board of Directors shall resolve on the submission of its list with the favourable vote of two-thirds of its members;
- b) the list shall contain a number of candidates equal to the number of members to be elected plus one-third;
- c) the Shareholders' Meeting shall conduct an additional vote for each individual candidate (see also Opinion No. 751/2025 of 24 July 2025 of the Council of the State and Consob Resolution No. 23725/2025).

This mechanism mitigates the risk of self-referentiality, self-perpetuation and conflicts of interest associated with the Board's List.

- ✓ **Article 15.7:** it is clarified that, if, in addition to voting on the lists, it is also necessary to conduct an individual vote on the candidates included in the Board List, all shareholders shall participate in such individual vote including those who, in the initial vote, did not vote in favour of the Board List. This provision is consistent with Opinion No. 751 of 24 July 2025 of the Council of the State and with the amendments to the Issuers' Regulation approved by Consob with Resolution No. 23725 published on the Official Gazette on 12 November 2025 (see in particular Article 144-*quater*.1, paragraph 3, of the amended Issuers' Regulation).
- ✓ **Article 15.7.1:** it is proposed to adopt the quotient method, subject to the following limits:
  - a) from the list that obtained the highest number of votes, at least a number of Directors equal to half plus one of the Directors to be elected shall be drawn (or the smallest number of candidates indicated in such list);
  - b) from the minority list(s), at least two Directors shall be drawn.

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The limit indicated under a) above constitutes an application of the principle of limited proportionality rather than pure proportionality. In this way, the need for the governability of listed companies is protected, while ensuring a broad representation for minority shareholders. The limit indicated under b) above is specifically intended to safeguard minority shareholders, establishing that, regardless of the electoral outcome, they shall in any case be entitled to a minimum number of seats.

- ✓ **Article 15.7.2:** it is proposed to provide that if the list submitted by the outgoing Board of Directors obtains the majority of votes, from the other lists that have obtained fewer votes (second and third list), a number of directors shall be drawn on the total number of members of the Board of Directors to be elected in accordance with the criteria set forth below, without prejudice for the limit of half minus 1 (one) of the directors to be elected:
  - (i) if the total votes obtained by the other lists – not higher than two in order of votes obtained – at the Shareholders' Meeting do not exceed 20% of the total votes cast, such lists will have the right to appoint members of the board of directors in proportion to the votes taken by each list and for an amount not lower than 20% of the total components of such body;
  - (ii) if the total votes obtained by the other lists at the Shareholders' Meeting, in a number not higher than two, exceeds 20% of the total votes cast, the components of the new board of directors to be



appointed by the minorities shall be proportionally assigned to the votes obtained by the other minority lists which obtained a percentage of vote not lower than 3%. For the purpose of calculating the assignment of the directors in accordance with the above criteria, the votes of the list which obtained a percentage lower than 3% will be proportionally allocated to the minority lists which exceeded such threshold.

These provisions comply with Article 147-ter.1, paragraph 3, letter (b), no. 1 and no. 2 of the TUF.

The clause under Article 15.7.2 safeguards both the need to ensure the Bank's governability, by providing that the minority lists may be allocated at most half minus one of the Directors to be elected, and the need to protect minority shareholders, in line with the regulatory framework concerning the Board List.

The provisions of Article 15.7.2 are, as noted, intended to govern the case where the Board List participates in the election and obtains the highest number of votes.

In connection with the outlined amendments to Article 15, Article 17, paragraph 4 has been amended, as required by Article 147-ter.1, paragraph 4, of the TUF, providing that, where the Board List has obtained the highest number of votes at the Shareholders' Meeting, the Chair of the Risk and Sustainability Committee must be selected from among the independent Directors elected who were not drawn from the list submitted by the outgoing Board of Directors.

Finally, on this occasion, a merely formal change is made to paragraph 6, subparagraph (iv), where in the phrase *"In particular, the candidates must declare that they do not hold the office of director or of member of the council of management or the supervisory board of competitor banks, which do not belong to the BMPS Group,..."* the letter "c" of "council" is reported capitalized, so that it reads "Council of management."

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### **III) Amendment to Article 15, paragraph 10, concerning the replacement of directors during their term of office**

To further simplify the mechanism set out in the By-Laws regarding the replacement of Directors who cease to hold office during their term, while strengthening the protection of minority shareholders, it is proposed to include in Article 15.10 the following provisions, which establish different criteria depending on whether the Director to be replaced was drawn from the majority list or from the minority shareholder lists:

- i) where the Director to be replaced was elected from the list from which the majority of Directors were drawn, the Board of Directors shall freely choose the new Director (including from outside the lists submitted at the time), having regard to the knowledge, skills and experience deemed necessary;
- ii) where the Director to be replaced was elected from a list that expressed a minority of Directors, the replacement shall be chosen from among the unelected candidates of the same list, or, if no candidates are available from that list, from any other minority shareholder lists, and only where this latter criterion cannot be applied the Board may select the co-opted Director from outside the lists originally submitted.





In this way:

- ✓ if the Director to be replaced belongs to a minority shareholder list, the aim is to ensure that the co-opted Director is drawn from the same list or, failing that, from another minority shareholder list;
- ✓ if the Director to be replaced belongs to the list that expressed the highest number of Directors, there is no concern that the replacement could result in abuses to the detriment of minority shareholders (given that the outgoing Director was drawn from the majority list), and therefore the Board is left free to choose a Director who, at the time of co-optation (which may occur a considerable time after the submission of the lists), is deemed more suitable than the unelected candidates included in the lists originally submitted.

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#### **IV) Article 15, paragraph 1, concerning the re-appointment of directors and the consequent repeal of Article 20, paragraph 3 of the By-Laws.**

Article 15, paragraph 1 of the current By-Laws of the Bank establishes that directors may be re-appointed for a maximum of two consecutive terms following the first one.

In this regard, it should be noted that the applicable legislation (Article 2383, paragraph 3 of the Italian Civil Code) states that Directors are eligible for re-election unless otherwise provided for in the By-Laws. Therefore, the basic rule is the re-eligibility of Directors, leaving it to the autonomy of the By-Laws to establish prohibitions or limits on re-eligibility, as is currently the case under the By-Laws of BMPS, which establish a maximum limit of two consecutive terms following the first (Article 15, paragraph 1), with the exception of the Chief Executive Officer (Article 20, paragraph 3).

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Having regard to the experience gained and noting that other major Italian banking institutions do not include similar clauses in their By-Laws, the Board of Directors - also with a view to improving the composition of the administrative body and in line with the previous amendment to the By-Laws approved by the Shareholders' Meeting on 15 September 2022, which removed the clause establishing age limits for appointment as a Director of BMPS - proposes to amend Article 15, paragraph 1 by removing the reference to the maximum number of terms limit served for the re-appointment of Directors, for the following reasons:

- ✓ having served several terms may constitute a valuable element for the qualitative composition of the Board of Directors thanks to the experience and knowledge acquired during previous terms, both in terms of skills and in terms of active contribution to board proceedings and familiarity with the Bank's operations, as a Director and possibly also as a member of Board committees;
- ✓ in line with applicable regulations and with the principles set out in BMPS's "Policy on Diversity in the Composition of Corporate Bodies", formalised and published in 2025 on the institutional website [www.gruppomps.it](http://www.gruppomps.it) under *Corporate Governance/Governance Model*, appropriate collective suitability and diversity in the composition of the Board of Directors - including in terms of age and experience of its members - can be ensured through a balance between Directors with longer tenure, who have already served one or more terms at the Bank and provide continuity in the work of the Board, and first-time



Directors, who allow for a partial renewal of the Board's composition and enhance the mix of required skills;

- ✓ also in light of regulatory developments on the suitability of corporate officers, it appears preferable to focus the criteria for defining candidate profiles and selecting Directors to be appointed on their experience, skills and professionalism - elements essential to the suitability of corporate officers - without the number of terms already served being an obstacle;
- ✓ moreover, the current limitation of two terms does not apply to outgoing Chief Executive Officers, and therefore the proposed amendment is intended to align the position of all members of the strategic supervisory body without distinctions based on the prior holding of executive powers.

It should be noted that assessments of independence requirements remain unchanged under applicable legislation, including regulatory provisions *pro tempore* in force and under the Corporate Governance Code. For example, pursuant to Ministerial Decree 169/2020, a Director who has held directorships at the same bank for more than nine years in the last twelve may not be assessed as independent.

For reasons of necessary coordination, it is proposed to repeal Article 20, paragraph 3 of the By-Laws, which provides for the non-application of the maximum term limit to the Chief Executive Officer.

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**V) Amendment to Articles 17, paragraph 2, letter j), 18, paragraph 2, and 21, paragraphs 2 and 3, providing for the option for the Board of Directors to appoint the Chairperson and one or two Deputy Chairpersons (one of whom shall have authority to act in the Chairperson's stead), should the Shareholders' Meeting not have done so.**

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The proposed amendments to Articles 17 paragraph 2 lett. j), 18 paragraph 2 and 21 paragraphs 2 and 3 of the By-Laws concern the appointment of the Chairperson and the Deputy Chairperson(s) of the Board of Directors of BMPS.

The current By-Laws of BMPS provide that:

- the appointment of the Chairperson and one or two Deputy Chairpersons of the Bank's Board of Directors shall be resolved by the Shareholders' Meeting, which selects them from among the members of the Board of Directors appointed by the Shareholders' Meeting itself (Article 13, paragraph 3, letter b));
- in the case of absence or impediment of the Chairperson, the authority and powers conferred upon him/her are exercised by the Deputy Chairperson or, if two Deputy Chairpersons are appointed, by the Deputy Chairperson designated by the Board of Directors during the first meeting following the Shareholders' Meeting which appointed the two Deputy Chairpersons (Article 21, paragraph 2).

In view of the forthcoming expiry of the term of the corporate bodies currently in office (*i.e.* at the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2025 and to appoint the new Board of Directors and the new Board of Statutory Auditors), it is proposed to maintain the competence of the



Shareholders' Meeting to appoint the Chairperson and the Deputy Chairperson(s) of the Board of Directors, while introducing into the By-Laws (by amending Article 18, paragraph 2) the power of the Board of Directors to appoint the Chairperson and one or two Deputy Chairpersons (one of whom shall have authority to act in the Chairperson's stead in the event of his/her absence or impediment, the "**Acting Deputy Chairperson**"), where the Shareholders' Meeting has not done so. This amendment is intended to ensure the prompt appointment of the Chairperson and Deputy Chairperson(s) in the event that the Shareholders' Meeting, for any reason, does not make such appointments, thereby guaranteeing that the Board of Directors can properly always perform its activities, with continuity and without the role of Chairperson remaining vacant for a significant period pending appointment by the Shareholders' Meeting. This is particularly relevant in circumstances where it becomes necessary to replace this position during the term office due to early termination.

It should also be noted that the Board of Directors, in line with the Supervisory Provisions of the Bank of Italy (Circular No. 285/2013, as subsequently amended, Title IV, Chapter 1, "Corporate Governance" – Section IV) and with the guidance provided by the ECB, has formalised a specific plan designed to ensure an orderly succession to the position of Chairperson in the event of termination upon expiry of the term of office or for any other reason, in order to guarantee business continuity and avoid any economic or reputational repercussions. The Board therefore has at its disposal an important tool for identifying the profile, characteristics and ideal competencies to be sought in candidates for this role. This is also in consideration of the particular importance that, in recent years, has been attached to the issue of fit and proper requirements and the specific skills that must be possessed by bank directors, particularly with regard to the Chairperson, a position for which specific and additional requirements of professional competence (Article 7, paragraph 3 of Italian Ministerial Decree No. 169/2020) and experience (Article 10, paragraph 3 of Italian Ministerial Decree No. 169/2020) are prescribed, as well as appropriate personal qualities for the role.

For the sake of completeness, it should be noted that the amendment to Article 17, paragraph 2 entails the consequential shifting of the subsequent letters and, accordingly, in Article 26 the reference to "Article 17(2)(p)" shall be amended to "Article 17(2)(q)".

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## **VI) Amendment of Article 25, paragraph 8, providing for the case where a single list is submitted for the appointment of the Board of Statutory Auditors**

The proposed amendments to Article 25 of the By-Laws concern the appointment of the Board of Statutory Auditors of BMPS.

The current BMPS' By-Laws provides for the appointment of the Board of Statutory Auditors shall take place through the slate voting system, on the basis of lists submitted by the Shareholders, in compliance with regulation *pro-tempore* in force on gender balance and representation of minority shareholders.

In particular, the Bank's By-Laws specifically regulate the case in which two (or more) lists are submitted, providing for that:

(i) from the list which has obtained the majority of votes, two Standing Auditors and one Alternate Auditor shall be appointed; and



(ii) from the list ranking second by number of votes, which must not be related, even indirectly, to the list ranking first by number of votes, one Standing Auditor (who shall assume the role of Chair of the Board of Statutory Auditors) and one Alternate Auditor shall be appointed.

Article 25, paragraph 8, letter (e) further provides for a “residual” clause (the “**Residual Clause**”), applicable in cases where, for any reason whatsoever, it is not possible to appoint the Board of Statutory Auditors according to the above-mentioned process. In such circumstances, the Shareholders’ Meeting shall resolve the appointment or completion of the Board of Statutory Auditors with the majorities required by law (*i.e.* relative majority of the capital represented at the Shareholders’ Meeting), on the basis of candidates proposed by Shareholders directly at the Shareholders’ Meeting, without prejudice to compliance with the requirements provided for by the *pro-tempore* legislation in force concerning necessary representation of minority shareholders and the principle of gender balance.

Such residual mechanism may give rise to application difficulties, particularly with regard to the timing and procedures for the submission of candidates (which, for example, may not be supported by adequate documentation evidencing the fulfilment of eligibility requirements and the absence of incompatibility grounds, including with respect to the candidate who may be required to assume the role of Chair of the Board of Statutory Auditors), with further complications arising in the event that the Shareholders’ Meeting is held through the exclusive Designated Representative.

In light of the above, also taking into account the current ownership structure of the Bank, the Board of Directors deemed appropriate, in agreement with the Board of Statutory Auditors, to propose the following amendments to Article 25 of the By-Laws to address the scenario in which a single list of candidates is submitted for the election of the Board of Statutory Auditors, by introducing:

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(i) a specific provision expressly governing the case in which only one list of candidates is submitted, establishing that, if such list obtains the majority required by law for an ordinary shareholders’ meeting, the following shall be elected (in line with the by-laws of other Italian listed peers):

- (a) as Standing Auditors: the three candidates listed in progressive order in the section relating to standing auditors (the first of whom shall assume the Chair of the Board of Statutory Auditors, provided that he/she meets the specific professional requirements established by the applicable laws and regulations in force at the time); and
- (b) as Alternate Auditors: the two candidates listed in progressive order in the section relating to alternate auditors.

(ii) an amendment to the Residual Clause (to be relocated as new point f) of Article 25, paragraph 8, of the By-Laws), to specify that, if only a single list of candidates is submitted and the number of elected candidates is less than the number established by the By-Laws, the first-listed candidate in the section for standing auditors on the single list submitted shall be appointed as Chairperson of the Board of Statutory Auditors, provided that he/she meets the specific professional requirements established by the applicable laws and regulations in force at the time.



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**VII) Amendment to Article 31, paragraph 1, letters a) and b), concerning the reduction to the statutory minimum of the percentage of profits to be allocated to the legal reserve and the elimination of the statutory reserve;**

Article 31, paragraph 1, of the current By-Laws of BMPS provides that the net profits resulting from the financial statements shall be allocated as follows:

- a) 10% to the legal reserve until this reaches the amount of 1/5 of the share capital;
- b) to the creation and growth of a statutory reserve for no less than 15% and at least 25% once the legal reserve has reached the amount of 1/5 of the share capital.

The residual net profits are made available to the Shareholders' Meeting for distribution to shareholders and/or for the creation and growth of other reserves.

It should be noted that the law (Article 2430 of the Italian Civil Code) requires that, in the presence of profits, the establishment of a legal reserve is mandatory and sets the minimum percentage of annual profits to be allocated to such reserve at one-twentieth (5%). This reserve must also be replenished if it falls below the required threshold, in order to safeguard and protect the integrity of the share capital in the event of future losses.

In the case of BMPS, the By-Laws provide for a higher allocation of profits to the legal reserve, set at 10%, meaning that a percentage greater than the statutory minimum is allocated to the legal reserve.

This clause of the By-Laws may be amended, in compliance with applicable regulations (minimum percentage of 5%) and following the procedure required for amendments to the By-Laws, by resolution of the Extraordinary Shareholders' Meeting.

The statutory reserve, on the other hand, is mentioned in Article 2424 of the Italian Civil Code among the items of the balance sheet, as companies are permitted to establish, through a specific clause in the By-Laws, that a certain portion of annual profits be allocated to a "statutory reserve."

This is therefore an optional reserve, which may be abolished following the procedure required for amendments to the By-Laws, by resolution of the Extraordinary Shareholders' Meeting.

It should be noted that, even in the event of the elimination of the statutory reserve, the power of the Ordinary Shareholders' Meeting, as provided for in paragraph 2 of the same Article 31 of the By-Laws, remains unaffected. Accordingly, when approving the financial statements, the Ordinary Shareholders' Meeting may still decide, from time to time, to establish or increase other reserves by allocating all or part of the residual net profits for this purpose.

As at 30.09.2025, considering the profits accrued up to that date,

- the legal reserve amounts to EUR 528.9 million, equal to 2.94% of the share capital;
- the statutory reserve amounts to EUR 793.3 million, equal to 4.41% of the share capital.

In light of the above, and considering as follows:



- ✓ the strengthened financial and capital position of the Bank (which resumed distributing profits to shareholders in 2024);
- ✓ the consolidation of the quality of results and the improvement in profitability;
- ✓ the current context, and the role and position of BMPS and the Montepaschi Group within the Italian banking scenario following the success of the OPAS;
- ✓ that the current capital structure evidence a particularly high amount of share capital compared to net equity, making not particularly efficient the allocation of 10% as a legal reserve and, similarly, the maintenance of the statutory reserve.

The conditions have therefore been met for significant value creation for all stakeholders and a solid return for BMPS shareholders (ROTE <sup>2</sup> 14% - Group net profit pay-out ratio <sup>3</sup> of up to 100% - as also indicated in the press release of 7 November 2025 regarding the approval of the consolidated results as at 30 September 2025), with a sustainable dividend policy over time.

In view of the foregoing, the Board of Directors considers it appropriate to propose to the Shareholders' Meeting the following amendment to Article 31 of the By-Laws:

- ✓ letter a): reducing the percentage of profits to be allocated to the legal reserve from the current 10% to 5% (the minimum amount required by law); and
- ✓ letter b): eliminating the provision relating to the statutory reserve (which is not mandatory under law).

This proposal is made in order to allow for the distribution of a greater portion of annual profits as dividends to shareholders.

As noted above, the power of the Ordinary Shareholders' Meeting, when approving the financial statements, to establish or increase, on a case-by-case basis, other reserves by allocating thereto all or part of the remaining net profits, remains unaffected, with the result that an amount lower than the maximum permitted under the proposed new wording of Article 31 may be distributed to the shareholders.

..°°.. ..°°.. ..°°..

The Bank has applied to the European Central Bank for the authorisation required under the applicable regulations in relation to the proposed amendments to the By-Laws set out in this Report.

The parallel text enclosed hereto (Annex 1) shows the current text of the Articles of the By-Laws with a comparison column containing the proposed amendments subject to the approval of this Extraordinary Shareholders' Meeting, with evidence of said proposed amendments. Enclosed is also the full text of a courtesy

<sup>2</sup> Ratio between the Group's pro forma net profit for the period, annualised, and tangible equity at the end of the period.

<sup>3</sup> Ratio between the dividends distributed to shareholders and the profits earned by the company.





translation into English of the By-Laws as resulting in the event that the aforementioned proposed amendments are approved (Annex 2).

..°°.. ..°°.. ..°°..

### ***Occurrence of the right of withdrawal***

With regard to the assessment on the possible applicability of a right of withdrawal pursuant to Article 2437 of the Italian Civil Code in relation to the proposed amendments to the By-Laws described above, the Board of Directors, also with the support of the Bank's competent functions, has determined that the conditions required for the exercise of the right of withdrawal under the applicable legislation are not met, as such amendments are largely connected with the introduction of the possibility for the Board of Directors to submit its own list of candidates, as well as with the implementation of the Capital Law. It is deemed that the right of the Board of Directors to submit a list of candidates - a faculty that is, moreover, already provided for in the by-laws of all major Italian banks – does not constitute an event giving rise to withdrawal right to shareholders, also taking into account that the amendments introduced to the mechanism for the election of directors mainly reflect the implementation of the applicable sectoral legislation (*i.e.* the Capital Law). Furthermore, none of the proposed amendments to the By-Laws falls within the cases giving rise to withdrawal rights as provided for by law.

..°°.. ..°°.. ..°°..

Dear Shareholders,

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In view of the foregoing, we invite you to approve the following proposed amendments to the By-Laws, as submitted by the Board of Directors. Please note that separate votes/resolutions will be taken for each individual amendment, as set out below:

“The Extraordinary Shareholders’ Meeting,

having regard to the proposals submitted by the Board of Directors, and having taken into account and acknowledged the related explanatory report prepared by the same Board pursuant to Article 125-*ter* of the Consolidated Law on Finance (TUF) with respect to this item on the agenda

RESOLVES

(I)

- to amend Article 13 of the By-Laws, which will be formulated as follows:

➤ **“Article 13**

1. *Unchanged.*

2. *Unchanged.*

3. *The Ordinary Shareholders’ Meeting shall:*

*Unchanged from a) to d);*

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Share Capital: € 17,978,187,186.85- Tax Code and Registration in the Companies Register of Arezzo- Siena no. 00884060526- MPS VAT GROUP- VAT no. 01483500524- Monte dei Paschi di Siena Banking Group- Bank Code and Group Code no. 1030- Registered in the Banks’ Register with the Bank of Italy under no. 5274- Member of the Italian Interbank Deposit Protection Fund and of the National Guarantee Fund



*e) establish the remuneration of directors and Statutory Auditors, according to Article 26, and approve the remuneration and incentive policies and compensation plans based on financial instruments in favour of directors, employees and staff – who are not under a contract of employment – of the Bank, the criteria for calculating compensation to be granted in the case of early termination of the employment relationship or early termination of office, including the limits established for such compensation in terms of annual fixed remuneration, and the maximum amount deriving from their application and also has the power to resolve, when approving remuneration and incentive policies, on the proposal of the Board of Directors and with the qualified majorities provided for in Article 14, paragraph 5, point (ii), a ratio between the variable and fixed components of individual remuneration for the key personnel (personale più rilevante) that is greater than 1:1, but in any case does not exceed the maximum limit established by the relevant legislation in force at the time.*

*Unchanged from f) to i).*

#### 4. *Unchanged.*”

and related amendment to Article 14 of the By-Laws, which will be formulated as follows:

#### ➤ **“Article 14**

1. *Unchanged.*
2. *Unchanged.*
3. *Unchanged.*
4. *Unchanged.*
5. *The Ordinary Shareholders’ Meeting resolves by absolute majority of the votes, except for:*
  - i) the appointment of the members of the Board of Directors and of the Board of Statutory Auditors, who are nominated according to the procedures referred to in Articles 15 and 25, respectively;*
  - ii) for resolutions concerning the proposal to set a limit on the ratio between the variable and fixed components of the individual remuneration for key personnel (personale più rilevante) exceeding 1:1, in accordance with the regulations in force at the time, which must be approved:*
    - with the favourable vote of at least two-thirds of the share capital represented at the Shareholders’ Meeting, if the Shareholders’ Meeting is constituted with at least half of the share capital;*
    - with the favourable vote of at least three-quarters of the share capital represented at the Shareholders’ Meeting, if the Shareholders’ Meeting is constituted with less than half of the share capital;*
    - or with any different qualified majority provided for by the pro-tempore legislation in force.*
6. *Unchanged.*
7. *Unchanged.*
8. *Unchanged.*
9. *Unchanged.*



## (II)

- to amend Article 15, paragraphs 2, 3, 5, 6 and 7 of the By-Laws, which will be formulated as follows:

## ➤ “Article 15

1. *Unchanged.*
2. *The Board of Directors is appointed on the basis of lists submitted by the shareholders or by the outgoing Board of Directors in accordance with the following paragraphs. The candidates - to be indicated possibly in a higher number than those to be elected, in order to have possible candidates to be selected in the event of co-optation during the term of office, and in any case in the number provided for by current legislation in the case of a list submitted by the outgoing Board of Directors - are listed by consecutive number. Each list must contain and specifically indicate at least two candidates - or the only candidate or at least a third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code pro-tempore in force) of the present candidates in case of lists where there are more than six (6) candidates - who meet the independence requirements established by provisions of laws and regulatory pro-tempore in force and the further independence requirements established by the Corporate Governance Code. In the event that the mentioned quota of one-third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code pro-tempore in force) does not correspond to a whole number of candidates, this number shall be rounded up.*
3. *List must include candidates of both gender in compliance with pro-tempore applicable legislation regarding gender balance. The lists submitted by shareholders must be filed at the Company's registered office at least twenty-five days, and any list submitted by the outgoing Board of Directors at least forty days, prior to the date set for the Shareholders' Meeting. The lists submitted are published in accordance with the pro-tempore applicable regulations.*
4. *Unchanged.*
5. *Only shareholders that, either individually or together with other shareholders, collectively hold shares representing at least 1 (one) % of the Company's share capital with voting rights at the Ordinary Shareholders' Meeting or a different percentage required by applicable regulations are entitled to submit lists. In order to prove ownership of the number of shares required for submission of lists, shareholders who submitted the lists must submit and/or send the documentation proving ownership of the minimum shareholding required to submit lists to the Company's registered office, when filing the lists or at a later date but within the term provided for the publication of the lists. Ownership is determined by taking into account the shares registered to the shareholder on the date on which the lists are filed.*

*The outgoing Board of Directors shall also have the right to submit its own list of candidates, acting with the majorities required by law, in compliance with the procedures and obligations provided for by law.*

6. *Each list shall be filed at the Company's registered office, within the deadline for their filing, together with the documents specified in the notice calling the meeting, including: (i) declarations by the candidates in which they accept their candidacy and certify, under their own responsibility, that there are no reasons for ineligibility and incompatibility, as well as the fact that they meet the requirements and compliance with the suitability criteria prescribed for the office as laid down by pro-tempore law and regulations in force and by the By-Laws; (ii) declarations by the candidates indicated as independent in the list certifying that they meet the independence requirements pursuant to foregoing para. 2; (iii) the curricula vitae showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies and (iv) any other declaration that may be required by the legislation, including regulations, pro-tempore in force. In particular, the candidates must declare that they do not*



*hold the office of director or of member of the Council of management or the supervisory board of competitor banks, which do not belong to the BMPS Group, have a banking license issued by the supervisory authority and operate in the markets of bank funding or ordinary credit in Italy. Lists submitted that do not comply with the statutory provisions cannot be voted. The lack of documentation relating to an individual candidate on a list does not automatically result in the exclusion of the entire list, but of the candidate concerned.*

*7. Each shareholder entitled to vote may vote for only one list.*

*The Board of Directors is elected – without prejudice to any further obligations and restrictions provided for by current legislation in the event of participation in the vote on a list presented by the outgoing Board of Directors, including individual voting on each candidate by the Shareholders' Meeting as a whole, including shareholders who did not vote for the list submitted by the outgoing Board of Directors, having cast their vote for a list other than the latter or having abstained or not participated in the vote in any case – as follows.*

*7.1. The votes obtained by each list are divided subsequently by one, two, three, four and so on up to the number of Directors to be elected. The quotients obtained are assigned to the candidates of each list according to order of progressive listing. Based on the quotients assigned the candidates are listed in a single decreasing order, and the first candidates up to the number of members to be elected are considered elected, provided that the list with the highest number of votes must in any case provide a number of Directors not less than half plus one, or the smallest number of Directors that exhausts all the candidates indicated on that list, of the total number of those to be elected, with the consequent obligation to scroll through the ranking if this limit is not respected. In any case, at least two (2) Directors must be drawn from the minority list or lists.*

*7.2. If the list submitted by the outgoing Board of Directors obtains the majority of votes, as many directors as necessary will be drawn from such list, in accordance with the procedures provided for by current legislation, so that from the other lists that have obtained fewer votes, a number of directors shall be drawn on the total number of members of the Board of Directors to be elected in accordance with the criteria set forth below, without prejudice for the limit of half minus 1 (one) of the directors to be elected:*

- i) if the total votes obtained by the other lists – not higher than two in order of votes obtained at the Shareholders' Meeting - do not exceed 20 (twenty) % of the total votes cast, such lists will have the right to appoint members of the board of directors in proportion to the votes obtained by each list and for an amount not lower than 20 (twenty) % of the total components of such body;*
- ii) if the total votes obtained by the other lists at the Shareholders' Meeting, in a number not higher than two, exceeds 20 (twenty) % of the total votes cast, the components of the new board of directors to be appointed by the minorities shall be assigned in proportion to the votes obtained by the minority lists which obtained a percentage of vote not lower than 3 (three) %. For the purpose of calculating the assignment of the directors in accordance with the above criteria, the votes of the lists which obtained less than 3 (three) % will be proportionally allocated to the minority lists which exceeded such threshold.*

*7.3 When applying the quotient method referred to in point 7.1 and point 7.2 above, if several candidates have obtained the same quotient, the candidate of the list that has not yet elected a director or that has elected the lowest number of directors shall be elected.*

*If none of these lists has elected a director or if all of them have elected the same number of directors, the candidate of the list that has obtained the highest number of votes shall be appointed among these lists. In the event of equal number of votes and quotients, the entire Ordinary Shareholders' Meeting shall hold a new voting and elect the candidate obtaining the simple majority of the votes.*



*However, also notwithstanding the foregoing provisions, at least one director must be drawn from the minority list which has obtained the highest number of votes and is in no way linked, either directly or indirectly, with the parties that submitted or voted the list ranking first by number of votes.*

- 7.4 *If, as a result of the voting, at least one third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code pro-tempore in force) of the directors that meet the independence requirements provided for by previous paragraph 2 have not been appointed, the required number of last non-independent directors shall be replaced with independent candidates - drawn from the same lists of the replaced candidates - who have obtained the highest quotient.*

*The candidate replaced for the purpose of allowing the appointment of the minimum number of independent directors shall in no case be drawn from the minority list which obtained the majority of votes and no way be linked, directly or indirectly, with the parties that submitted or voted the list which obtained the majority of votes. In this case, the non-independent candidate which ranked last but one by quotient achieved shall be replaced.*

- 7.5. *In addition, if application of the foregoing procedures does not ensure compliance with pro-tempore current regulations on gender balance, the quotient of votes to be assigned to each candidate from the lists shall be calculated by dividing the number of votes obtained by each list by the progressive number of listing of each candidate. The candidate of the most represented gender with the lowest quotient among the candidates taken from all the lists is replaced by the candidate of the least represented gender who has obtained the highest quotient in the same list as the replaced candidate. If candidates from different lists have obtained the same quotient, the candidate of the list with the highest number of directors, or the candidate from the list with the lowest number of votes or, at a parity of votes, the candidate obtaining the lowest number of votes from the Shareholders' Meeting during a specific voting, shall be replaced.*

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- 7.6. *In the event of application of the above procedures, should the number of Directors necessary to comply with the minimum number of independent Directors and of Directors of the least represented gender not be appointed due to an insufficient number of independent directors or of the least represented gender, the Shareholders' Meeting shall appoint the missing Directors by resolution approved by simple majority on the basis of the candidatures proposed, there and then, primarily by the parties that submitted the list of the candidate or candidates to be replaced.*

8. *Unchanged.*

9. *Unchanged.*

10. *Unchanged. “*

With consequent amendment of Article 17 of the By-Laws, which will be formulated as follows:

➤ **“Article 17**

1. *Unchanged.*

2. *Unchanged.*

3. *Unchanged.*

4. *The Committees required under pro-tempore current regulations must be established within the Board of Directors, which have advisory and proposal-making duties. They are composed of a number between three (3) and five (5) non- executive, mainly*



*independent directors (except to the extent provided by letter d) that follows); if there are directors elected by minority shareholders, one of them must be part of at least one Committee.*

*If the Board of Directors' list receives the majority of votes at the Shareholders' Meeting, the Chairperson of the Risk and Sustainability Committee must be chosen from among the independent Directors elected who were not drawn from the list of the outgoing Board of Directors.*

*The Committees carry out their activities in compliance with special regulations approved by the Board of Directors, supervisory regulations and the Corporate Governance Code pro-tempore in force. Specifically, the following are established within the Board of Directors:*

*Unchanged from letter a) to the end of paragraph 4.)*

### (III)

- to amend Article 15, paragraph 10 of the By-Laws, which will be formulated as follows: ➤

#### **“Article 15**

1. *Unchanged.*
2. *Unchanged (with respect to the previous resolution).*
3. *Unchanged (with respect to the previous resolution).*
4. *Unchanged.*
5. *Unchanged (with respect to the previous resolution).*
6. *Unchanged (with respect to the previous resolution).*
7. *Unchanged (with respect to the previous resolution).*
8. *Unchanged.*
9. *Unchanged. -*
10. *In order to replace any Directors terminating their office during their term, the provisions of law shall apply, in accordance with the criteria envisaged by legislation pro-tempore in force and by the By-Laws with regard to independent directors and gender balance. If the majority of Directors terminates office, the whole Board of Directors shall be deemed to have resigned, with effect from the date it is re-established. Directors may be revoked by the Shareholders' Meeting at any time, subject to the Director's right to compensation for damages if his/ her removal is without just cause.*

*In the event of co-optation pursuant to Article 2386 of the Italian Civil Code, without prejudice to compliance with the criteria on independent directors and gender balance set forth by pro-tempore legislation in force and the By-Laws, the Board of Directors proceeds to select the co-opted person:*

- (a) *freely choosing the most suitable candidate –in relation to the knowledge, skills and experience deemed necessary by the Board of Directors as the date of co-optation, in the event that the replacement regards a Director elected from the list from which the majority of Directors were drawn;*





- (b) *choosing the first candidate among those not elected or, if this is impossible for any reason whatsoever, proceeding to scroll through those not elected, in the case of the replacement of Directors elected from a list that has expressed a minority of the directors;*
- (c) *where there are no candidates available on the minority list that nominated the outgoing director, selecting them from any other minority shareholder lists submitted at the time, again following the same rolling criterion;*
- (d) *where the criterion referred to in point (c) above is not applicable, the Board of Directors may select the co-opted person – having the knowledge, skills and experience deemed necessary by the Board of Directors at the time of cooptation – from outside the lists submitted at the time, in compliance with the criteria envisaged by the pro-tempore legislation in force and by the By-Laws with regard to independent directors and gender balance.*

(IV)

- to amend Article 15, paragraph 1 of the By-Laws, which will be formulated as follows:

**“Article 15**

1. *The Board of Directors is composed of a number of members established by the Ordinary Shareholders’ Meeting, which cannot be less than nine (9) or more than fifteen (15). Subject to removal from office, no BMPS director shall be entitled, at the same time, to hold the office of director or of member of the council of management or the supervisory board of competitors banks, which do not belong to the BMPS Group, have a banking licence issued by the supervisory authority and operate in the markets of bank funding or ordinary credit in Italy. In the event that a BMPS Director accepts to hold one of the above-mentioned offices, he/she must promptly notify the BMPS Board of Directors, which will declare his/her prompt removal from office. Directors’ term of office is three years and expires on the day of the shareholders’ meeting called to approve the financial statements of the most recent financial year of their term. Directors may be re-appointed and are elected according to the list voting system, as follows.*
2. *Unchanged (with respect to the previous resolution).*
3. *Unchanged (with respect to the previous resolution).*
4. *Unchanged.*
5. *Unchanged (with respect to the previous resolution)*
6. *Unchanged (with respect to the previous resolution).*
7. *Unchanged (with respect to the previous resolution).*
8. *Unchanged.*
9. *Unchanged.*
10. *Unchanged (with respect to the previous resolution).*

With consequent alignment of Article 20 of the By-Laws, which will be formulated as follows:

➤ **“Article 20**

1. *Unchanged.*



2. *Unchanged.*
3. *Eliminated.*

(V)

- to amend 17, 18 and 21 of the By-Laws, which will be formulated as follows:

➤ **“Article 17**

1. *Unchanged.*
2. *In addition to the provisions of Article 2381, paragraph 4, of the Italian Civil Code, the Board of Directors has exclusive responsibility, which may not be delegated, for:*

*Unchanged from letter a) to letter i)*

*j) if the Shareholders’ Meeting has not already done so, elect, from among its members - at the first meeting following that Shareholders’ Meeting - the Chairperson and one or two Deputy Chairpersons, one of whom shall be the Acting Deputy Chairperson;*

*The text of the subsequent letters remains unchanged, while the lettering shifts to the next letter of the alphabet as a result of the insertion of the preceding letter j).*

3. *Unchanged.*
4. *Unchanged (with respect to the previous resolution) “*

**“Article 18**

1. *Unchanged.*
2. *If the Shareholders’ Meeting has not done so, at the first meeting following the Shareholders’ Meeting, the Board of Directors shall elect from among its members a Chairperson and one or two Deputy Chairpersons, one of whom shall be the Acting Deputy-Chairperson. The Board of Directors may also appoint one or more Chief Executive Officers, establishing the limits of their authority and the procedure for exercising it.*
3. *Unchanged.*
4. *Unchanged.*
5. *Unchanged.*
6. *Unchanged.*
7. *Unchanged. “*

**“Article 21**

1. *Unchanged.*
2. *In the case of absence or impediment of the Chairman, the authority and powers conferred upon him/her are exercised by the Deputy Chairman or, if two Deputy Chairmen are appointed, by the Acting Deputy Chairperson. The Board of Directors*



*designate the Acting Deputy Chairperson, during the first Meeting following the appointment of the two Deputy Chairpersons by the Shareholders' Meeting or at the same meeting of the Board of Directors which appointed the two Deputy Chairmen. In the case of absence or impediment of the Acting Deputy Chairperson, the Chairman's powers and authority are exercised by the other Deputy Chairman.*

3. *The signature of the Deputy Chairperson or, in the case of appointment of two Deputy Chairpersons, the signature of the Deputy Chairperson designated by the Board of Directors as Acting Deputy Chairperson in accordance with the provisions of the foregoing paragraph 2, or, in the case of absence or impediment of the latter, the signature of the other Deputy Chairperson, is full evidence of the absence or impediment of the Chairperson or of the Acting Deputy Chairperson designated by the Board of Directors, before third parties.. “*

(VI)

- to amend Article 25 of the By Laws, which will be formulated as follows:

➤ **“Article 25**

1. *Unchanged.*
2. *Unchanged.*
3. *Unchanged.*
4. *Unchanged.*
5. *Unchanged.*
6. *Unchanged.*
7. *Unchanged.*

8. *Each person entitled to vote may cast one vote for one list only. The election of the members of the Board of Statutory Auditors shall be carried out as specified below:*

*Unchanged from letter a) to letter d).*

*e) the Statutory Auditor taken from the list ranking second by number of votes which is not related, directly or indirectly, pursuant to pro-tempore applicable laws and regulations, to the shareholders who submitted or voted the list ranking first by number of votes shall be elected Chairman, provided that he/she possesses the specific professional requirements required by the pro-tempore laws and regulations in force.*

*In the event only one list has been submitted: (i) the Shareholders' Meeting shall vote on such list; (ii) if such list obtains the majority required by law for an ordinary shareholders' meeting, subject to compliance with the gender balance principle provided for by pro-tempore applicable legislation, the candidates indicated in progressive order in the section relating to Statutory Auditors, shall be elected as Statutory Auditors and the candidates indicated in progressive order in the section relating to the Alternate Auditors shall be elected as Alternate Auditors; and (iii) the Chair of the Board of Statutory Auditors shall be held by the person indicated in first place in the section relating to candidates for the office of Statutory Auditor on the single list submitted, provided that such person meets the specific professional requirements established by the pro-tempore laws and regulations in force.*



*In the event of death, resignation or termination of the Chairman of the Board of Statutory Auditors, the alternate Auditor taken from the list ranking second by number of votes which is not related, directly or indirectly, pursuant to pro-tempore applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes shall hold the office of Chairman, until the Board of Auditors is integrated in compliance with Article 2401 of the Italian Civil Code. In the event of death, resignation or termination of a Statutory Auditor, he/she shall be replaced by an alternate belonging to the same list as the Auditor being replaced. Based upon the above appointment criteria for the Alternate Auditors, in the event that gender balance is not complied with, the Alternate Auditor of the least represented gender shall take office regardless of whether he/she is included in the same list as the Auditor being replaced.*

*f) In order to appoint Auditors who have not been appointed for any reason whatsoever according to the above-mentioned process, the Shareholders' Meeting resolves by the majority provided for by law, without prejudice to the principle of necessary representation of minority shareholders and the principle of gender balance provided for by pro-tempore legislation in force, without prejudice that if only one list has been submitted and the number of candidates elected is lower than the number established by the By-Laws, the Chair of the Board of Statutory Auditors shall be held by the person indicated in first place in the section relating to candidates for the office of Statutory Auditor on the single list submitted, provided that such person meets the specific professional requirements established by the pro-tempore laws and regulations in force.*

*The appointment of Statutory Auditors for the purpose of completing the Board pursuant to Article 2401 of the Italian Civil Code is resolved upon by the Shareholders' Meeting by relative majority. However, it is understood that the principle of necessary representation of minority shareholders shall be complied with and the principle of gender balance provided for by pro-tempore legislation in force.*

9. Unchanged.

10. Unchanged.

11. Unchanged.

12. Unchanged.

13. Unchanged.

14. Unchanged.”

#### (VII)

- to amend Article 31 of the By-Laws, which will be formulated as follows:

##### ➤ “Article 31

1. The net profits resulting from the financial statements are assigned at least 5% to the legal reserve, until this reaches the amount of 1/5 of the share capital.
2. Unchanged.
3. Unchanged.”

#### (VIII)

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- to grant to the Board of Directors - and, on its behalf, to the Chairperson of the Board of Directors and the Chief Executive Officer in office *pro tempore*, each acting severally and with the power to appoint special attorneys to this end - any and all powers necessary or even merely useful, without exception, to carry out the above resolutions and to exercise all powers provided for therein, including the power to introduce any amendments, additions or suppressions that are not substantial, but necessary or appropriate, as required by any competent Authority or for the filing of the By-Laws with the Companies' Register as a representative of the Bank; all this with any and all powers necessary and expedient for this purpose, and with promise of ratification and approval as of now.

Siena, 4 January 2026

On behalf of the Board of Directors  
Nicola Maione  
Chairperson of the Board of Directors



## ANNEX 1 TO THE EXPLANATORY REPORT

(parallel text showing a comparison between the text of the current By-Laws and the relevant proposed amendments, with the relevant amendments marked in bold (characters added to the text) or crossed-out (characters removed from the text).

The text in the table below is presented directly with a courtesy translation in English.

Current provisions of BMPS By-Laws	Proposed amendments
<p><b>Article 13</b></p> <ol style="list-style-type: none"> <li>1. The Shareholders' Meeting is normally convened in Siena; it may also be convened in a location other than the registered office, as long as in Italy.</li> <li>2. Ordinary Shareholders' Meetings must be held at least once a year, within 120 days of the corporate year end.</li> <li>3. The ordinary Shareholders' Meeting shall: <ol style="list-style-type: none"> <li>a) approve the financial statements;</li> <li>b) appoint the members of the Board of Directors and select the Chairman and one or two Deputy Chairmen from among them; remove directors from office;</li> <li>c) appoint the Chairman and the other members of the Board of Statutory Auditors, as well as the Alternate Auditors;</li> <li>d) assign the Statutory audit of accounts, upon the Board of Statutory Auditors' justified proposal, and approve its remuneration;</li> <li>e) establish the remuneration of directors and Statutory Auditors, according to Article 27, and approve the remuneration and incentive policies and compensation plans based on financial instruments in favour of directors, employees and staff – who are not under a contract of employment – of the Bank,</li> </ol> </li> </ol>	<p><b>Article 13</b></p> <ol style="list-style-type: none"> <li>1. <i>Unchanged.</i></li> <li>2. <i>Unchanged.</i></li> <li>3. The ordinary Shareholders' Meeting shall: <ol style="list-style-type: none"> <li>a) <i>Unchanged.</i></li> <li>b) <i>Unchanged.</i></li> <li>c) <i>Unchanged.</i></li> <li>d) <i>Unchanged.</i></li> <li>e) establish the remuneration of directors and Statutory Auditors, according to Article 26, and approve the remuneration and incentive policies and compensation plans based on financial instruments in favour of directors, employees and staff – who are not under</li> </ol> </li> </ol>





Current provisions of BMPS By-Laws	Proposed amendments
<p>the criteria for calculating compensation to be granted in the case of early termination of the employment relationship or early termination of office, including the limits established for such compensation in terms of annual fixed remuneration, and the maximum amount deriving from their application;</p> <p>f) resolve upon the responsibilities of the directors and statutory auditors;</p> <p>g) resolve upon the acquisition of equity investments in other companies, implying unlimited liability for their obligations;</p> <p>h) resolve upon other matters attributed by law to the Shareholders' Meeting;</p> <p>i) authorise the implementation of major transactions with related parties falling within the competence of the Board of Directors, in the event that the Board has approved these transactions despite the adverse opinion of the Committee on Related-Party Transactions.</p>	<p>a contract of employment – of the Bank, the criteria for calculating compensation to be granted in the case of early termination of the employment relationship or early termination of office, including the limits established for such compensation in terms of annual fixed remuneration, and the maximum amount deriving from their application <b>and also has the power to resolve, when approving remuneration and incentive policies, on the proposal of the Board of Directors and with the qualified majorities provided for in Article 14, paragraph 5, point ii), a ratio between the variable and fixed components of the individual remuneration for the key personnel (<i>personale più rilevante</i>) that is greater than 1:1, but in any case does not exceed the maximum limit established by the relevant legislation in force at the time;</b></p> <p>f) <i>Unchanged.</i></p> <p>g) <i>Unchanged.</i></p> <p>h) <i>Unchanged.</i></p> <p>i) <i>Unchanged.</i></p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>4. The Extraordinary Shareholders' Meeting shall:</p> <p>a) resolve upon mergers, split-ups, early winding-up of the Company or extension of its duration, capital increases, and any other amendments to the By-Laws;</p> <p>b) resolve upon the appointment and replacement of official receivers, their competence and any other matter assigned to its approval by law.</p>	<p>4. <i>Unchanged.</i></p>
<p style="text-align: center;"><b>Article 14</b></p> <p>1. Shareholders with voting right who provide proof of their entitlement may participate in the Shareholders' Meetings. Shareholders with voting right may be represented by a proxy-holder during Shareholders' Meetings in compliance with the <i>pro-tempore</i> provisions of law. Shareholders with voting right are entitled to grant proxy also by electronic means in compliance with the procedures established by law. The proxy may be electronically notified also using the special section of the Company's website or, as an alternative, by certified electronic mail to a special electronic address according to the procedures stated in the notice of call.</p> <p>2. The Board of Directors, when convening each Shareholders' Meeting, whether ordinary or extraordinary, designates a representative to whom shareholders with voting right may confer, in the manner provided for by the laws and regulations pro-tempore in force and specified in the notice of call, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be effective</p>	<p style="text-align: center;"><b>Article 14</b></p> <p>1. <i>Unchanged.</i></p> <p>2. <i>Unchanged.</i></p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>only with regard to the proposals for which voting instructions have been given.</p> <p>3. The Board of Directors, with the resolution convening each Shareholders' Meeting, whether ordinary or extraordinary, may provide, on a case-by-case basis, by indicating it in the notice of call, that participation and exercise of voting rights at the Shareholders' Meeting by the shareholders must take place exclusively by granting proxy (or sub-delegation) with voting instructions on all or some of the proposals on the agenda, to the representative designated by the Bank referred to in the preceding paragraph, in the manner and in accordance with the provisions of the notice of call in compliance with the laws and regulations <i>pro-tempore</i> in force.</p> <p>4. The Ordinary Shareholders' Meeting is duly constituted irrespective of the portion of share capital being represented by the shareholders in attendance.</p> <p>5. The Ordinary Shareholders' Meeting resolves by absolute majority of the votes, except for the appointment of the members of the Board of Directors and of the Board of Statutory Auditors, who are nominated according to the procedures referred to in Articles 15 and 25, respectively.</p>	<p>3. <i>Unchanged.</i></p> <p>4. <i>Unchanged.</i></p> <p>5. The Ordinary Shareholders' Meeting resolves by absolute majority of the votes, except for:</p> <ul style="list-style-type: none"> <li>i) the appointment of the members of the Board of Directors and of the Board of Statutory Auditors, who are nominated according to the procedures referred to in Articles 15 and 25, respectively;</li> <li>ii) <b>for resolutions concerning the proposal to set a limit on the ratio between the variable and fixed components of the individual remuneration for key personnel (<i>personale più rilevante</i>) exceeding 1:1, in accordance with the</b></li> </ul>



Current provisions of BMPS By-Laws	Proposed amendments
<p>6. The Extraordinary Shareholders' Meeting is duly constituted when the percentage of the share capital required by law for the extraordinary shareholders' meeting in single session is represented and resolves with the favourable vote of the majority of the share capital represented at the meeting required by law for the extraordinary shareholders' meeting in single session.</p> <p>7. In order to calculate the majority and the percentage of capital required for approval of the resolution, shares for which the voting right cannot be exercised or shares for which the voting right has not been exercised following the declaration of abstention by the party with voting rights due to conflict of interests are not calculated.</p> <p>8. If during an Ordinary Shareholders' Meeting a bank foundation – according to</p>	<p>regulations in force at the time, which must be approved:</p> <ul style="list-style-type: none"> <li>- with the favorable vote of at least two-thirds of the share capital represented at the Shareholders' Meeting, if the Shareholders' Meeting is constituted with at least half of the share capital;</li> <li>- with the favorable vote of at least three-quarters of the share capital represented at the Shareholders' Meeting, if the Shareholders' Meeting is constituted with less than half of the share capital;</li> <li>- or with the different qualified majority provided for by the <i>pro-tempore</i> legislation in force.</li> </ul> <p>6. <i>Unchanged.</i></p> <p>7. <i>Unchanged.</i></p> <p>8. <i>Unchanged.</i></p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>the findings of the Chairman of the Shareholders' Meeting during the course of the meeting and immediately before each voting - is able to vote, on the basis of the shares held by the parties in attendance, by majority of the shares present and entitled to vote, the Chairman takes due note of this situation and debars the bank foundation from voting with respect to the resolution concerning said situation, limited to a number of shares representing the difference plus one share between the number of ordinary shares held by said foundation and the overall amount of ordinary shares held by the remaining parties who are present and entitled to vote when the voting takes place.</p> <p>9. Subject to the provisions of the previous paragraphs, the Ordinary or Extraordinary Shareholders' Meeting passes resolutions, with the favourable vote of the majority of the voting non-related shareholders, when it is called to resolve upon proposals concerning:</p> <p>a) transactions as per art. 13, paragraph 3, letter i) of these By-Laws,</p> <p>or</p> <p>b) major transactions with related parties falling within the competence of the shareholders' meeting submitted to the Shareholders' Meeting should the Committee on Related-Party Transactions issue an adverse opinion.</p>	<p>9. <i>Unchanged.</i></p>
Article 15	Article 15



Current provisions of BMPS By-Laws	Proposed amendments
<p>1. The Board of Directors is composed of a number of members established by the Ordinary Shareholders' Meeting which cannot be less than nine (9) or more than fifteen (15). Subject to removal from office, no BMPS director shall be entitled, at the same time, to hold the office of director or of member of the council of management or the supervisory board of competitor banks, which do not belong to the BMPS Group, have a banking license issued by the supervisory authority and operate in the markets of bank funding or ordinary credit in Italy. In the event that a BMPS director accepts to hold one of the above-mentioned offices, he/she must promptly notify the BMPS Board of Directors which will declare his/her prompt removal from office. Directors' term of office is three years and expires on the day of the shareholders' meeting called to approve the financial statements of the most recent financial year of their term. Directors may be re-appointed for a maximum of two consecutive terms after the first one, and are elected according to the list voting system, as follows.</p> <p>2. The Board of Directors is appointed on the basis of lists submitted by the shareholders in accordance with the following paragraphs, in which the candidates - to be indicated possibly in a higher number than those to be elected, in order to have possible candidates to be selected in the event of co-optation during the term of office - are listed by consecutive number. Each list must contain and specifically indicate at least two candidates - or the only candidate or at least a third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code <i>pro-tempore</i> in force) of the present</p>	<p>1. The Board of Directors is composed of a number of members established by the Ordinary Shareholders' Meeting which cannot be less than nine (9) or more than fifteen (15). Subject to removal from office, no BMPS director shall be entitled, at the same time, to hold the office of director or of member of the council of management or the supervisory board of competitor banks, which do not belong to the BMPS Group, have a banking license issued by the supervisory authority and operate in the markets of bank funding or ordinary credit in Italy. In the event that a BMPS director accepts to hold one of the above-mentioned offices, he/she must promptly notify the BMPS Board of Directors which will declare his/her prompt removal from office. Directors' term of office is three years and expires on the day of the shareholders' meeting called to approve the financial statements of the most recent financial year of their term. Directors may be re-appointed <del>for a maximum of two consecutive terms after the first one</del>, and are elected according to the list voting system, as follows.</p> <p>2. The Board of Directors is appointed on the basis of lists submitted by the shareholders <b>or by the outgoing Board of Directors</b> in accordance with the following paragraphs;<del> in which the</del> <b>The</b> candidates - to be indicated possibly in a higher number than those to be elected, in order to have possible candidates to be selected in the event of co-optation during the term of office, <b>and in any case in the number provided for by current legislation in the case of a list submitted by the outgoing Board of Directors</b> - are listed by consecutive number. Each list must contain and specifically indicate at least two</p>





Current provisions of BMPS By-Laws	Proposed amendments
<p>candidates in case of lists where there are more than six (6) candidates - who meet the independence requirements established by provisions of laws and regulatory <i>pro-tempore</i> in force and the further independence requirements established by the Corporate Governance Code. In the event that the mentioned quota of one-third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code <i>pro-tempore</i> in force) does not correspond to a whole number of candidates, this number shall be rounded up.</p> <p>3. Lists must include candidates of both gender in compliance with <i>pro-tempore</i> applicable legislation regarding gender balance. The lists submitted by the shareholders must be filed at the Company's registered office at least twenty-five days prior to the date set for the Shareholders' Meeting and published in accordance with <i>pro-tempore</i> applicable regulations.</p> <p>4. Each shareholder may submit or contribute to the submission of one list only, in compliance with the provisions of the ninth paragraph of this article, and each candidate may stand for election in one list only, under penalty of ineligibility.</p> <p>5. Only shareholders that, either individually or together with other shareholders, collectively hold shares representing at least 1% of the Company's share capital with voting rights at the Ordinary Shareholders'</p>	<p>candidates - or the only candidate or at least a third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code <i>pro-tempore</i> in force) of the present candidates in case of lists where there are more than six (6) candidates - who meet the independence requirements established by provisions of laws and regulatory <i>pro-tempore</i> in force and the further independence requirements established by the Corporate Governance Code. In the event that the mentioned quota of one-third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code <i>pro-tempore</i> in force) does not correspond to a whole number of candidates, this number shall be rounded up.</p> <p>3. Lists must include candidates of both gender in compliance with <i>pro-tempore</i> applicable legislation regarding gender balance. The lists submitted by the shareholders must be filed at the Company's registered office at least twenty-five days, <b>and any list submitted by the outgoing Board of Directors at least forty days</b>, prior to the date set for the Shareholders' Meeting. <b>and The lists submitted are</b> published in accordance with <i>pro-tempore</i> applicable regulations.</p> <p>4. Each shareholder may submit or contribute to the submission of one list only, in compliance with the provisions of the ninth paragraph of this article, and each candidate may stand for election in one list only, under penalty of ineligibility.</p> <p>5. Only shareholders that, either individually or together with other shareholders, collectively hold shares representing at least 1 <b>(one)</b> % of the Company's share capital with voting rights at the Ordinary</p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>Meeting or a different percentage required by applicable regulations are entitled to submit lists. In order to prove ownership of the number of shares required for submission of lists, shareholders who submitted the lists must submit and/or send the documentation proving ownership of the minimum shareholding required to submit lists to the Company's registered office, when filing the lists or at a later date but within the term provided for the publication of the lists. Ownership is determined by taking into account the shares registered to the shareholder on the date on which the lists are filed.</p> <p>6. Each list shall be filed at the Company's registered office, within the deadline for their filing, together with the documents specified in the notice calling the meeting, including: (i) declarations by the candidates in which they accept their candidacy and certify, under their own responsibility, that there are no reasons for ineligibility and incompatibility, as well as the fact that they meet the requirements and compliance with the suitability criteria prescribed for the office as laid down by <i>pro-tempore</i> law and regulations in force and by the By-Laws; (ii) declarations by the candidates indicated as independent in the list certifying that they meet the independence requirements pursuant to foregoing para. 2; (iii) the curricula vitae showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies and (iv) any other declaration that may be</p>	<p>Shareholders' Meeting or a different percentage required by applicable regulations are entitled to submit lists. In order to prove ownership of the number of shares required for submission of lists, shareholders who submitted the lists must submit and/or send the documentation proving ownership of the minimum shareholding required to submit lists to the Company's registered office, when filing the lists or at a later date but within the term provided for the publication of the lists. Ownership is determined by taking into account the shares registered to the shareholder on the date on which the lists are filed.</p> <p><b>The outgoing Board of Directors shall also have the right to submit its own list, acting with the majorities required by law, in compliance with the procedures and obligations provided for by law.</b></p> <p>6. Each list shall be filed at the Company's registered office, within the deadline for their filing, together with the documents specified in the notice calling the meeting, including: (i) declarations by the candidates in which they accept their candidacy and certify, under their own responsibility, that there are no reasons for ineligibility and incompatibility, as well as the fact that they meet the requirements and compliance with the suitability criteria prescribed for the office as laid down by <i>pro-tempore</i> law and regulations in force and by the By-Laws; (ii) declarations by the candidates indicated as independent in the list certifying that they meet the independence requirements pursuant to foregoing para. 2; (iii) the curricula vitae showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies</p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>required by the legislation, including regulations, <i>pro-tempore</i> in force. In particular, the candidates must declare that they do not hold the office of director or of member of the council of management or the supervisory board of competitor banks, which do not belong to the BMPS Group, have a banking license issued by the supervisory authority and operate in the markets of bank funding or ordinary credit in Italy. Lists submitted that do not comply with the statutory provisions cannot be voted. The lack of documentation relating to an individual candidate on a list does not automatically result in the exclusion of the entire list, but of the candidate concerned.</p> <p>7. Each shareholder entitled to vote may vote only one list. The Board of Directors is elected as follows:</p> <p>a) all of the Directors to be elected less three (3) or the smallest number of Directors that exhausts the candidates of the list shall be drawn from the list obtaining the majority of the votes expressed, in the progressive order with which they are listed in that list;</p> <p>b) the remaining Directors shall be drawn from the other lists; to this purpose, the votes obtained by the lists shall be divided</p>	<p>and (iv) any other declaration that may be required by the legislation, including regulations, <i>pro-tempore</i> in force. In particular, the candidates must declare that they do not hold the office of director or of member of the <b>C</b>ouncil of management or the supervisory board of competitor banks, which do not belong to the BMPS Group, have a banking license issued by the supervisory authority and operate in the markets of bank funding or ordinary credit in Italy. Lists submitted that do not comply with the statutory provisions cannot be voted. The lack of documentation relating to an individual candidate on a list does not automatically result in the exclusion of the entire list, but of the candidate concerned.</p> <p>7. Each shareholder entitled to vote may vote only one list. The Board of Directors is elected <b>- without prejudice to any further obligations and restrictions provided for by current legislation in the event of participation in the vote on a list presented by the outgoing Board of Directors, including individual voting on each candidate by the Shareholders' Meeting as a whole, including shareholders who did not vote for the list submitted by the outgoing Board of Directors, having cast their vote for a list other than the latter or having abstained or not participated in the vote in any case -</b> as follows:</p> <p><del>a) all of the Directors to be elected less three (3) or the smallest number of Directors that exhausts the candidates of the list shall be drawn from the list obtaining the majority of the votes expressed, in the progressive order with which they are listed in that list;</del></p> <p><del>b) the remaining Directors shall be drawn from the other lists; to this purpose, the</del></p>



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<p>subsequently by one, two, three, four and so on according to the number of directors still to be elected. The quotients obtained shall be assigned progressively to the candidates of each list according to their related order. The quotients assigned to the candidates of the various lists shall be listed in decreasing order.</p> <p>The candidates obtaining the highest quotients shall be elected.</p>	<p><b>7.1</b> <del>The votes obtained by each the lists shall be are</del> divided subsequently by one, two, three, four and so on <del>according up</del> to the number of directors still to be elected. The quotients obtained <del>shall be are</del> assigned progressively to the candidates of each list according to <del>their related</del> order of <b>progressive listing</b>. <del>Based on the</del> The quotients assigned to the candidates of the various lists <del>shall be are</del> listed in a single decreasing order:-</p> <p><del>The candidates obtaining the highest quotients shall be elected.</del></p> <p><b>and the first candidates up to the number of members to be elected are considered elected, provided that the list with the highest number of votes must in any case provide a number of directors not less than half plus one, or the smallest number of directors that exhausts all the candidates indicated on that list, of the total number of those to be elected, with the consequent obligation to scroll through the ranking, if this limit is not respected. In any case, at least two (2) directors must be drawn from the minority list or lists.</b></p> <p><del>The candidates obtaining the highest quotients shall be elected.</del></p> <p><b>7.2</b> If the list submitted by the outgoing Board of Directors obtains the majority of votes, as many directors as necessary will be drawn from such list, in accordance with the procedures provided for by current legislation, so that from the other lists that have obtained fewer votes, a number of directors shall be drawn on the total number of members of the Board of Directors to be elected in accordance with the criteria set forth below, without prejudice for the limit of</p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>If several candidates have obtained the same quotient, the candidate of the list that has not yet elected a director or that has elected the lowest number of directors shall be elected.</p> <p>If none of these lists has elected a director or if all of them have elected the same number of directors, the candidate of the</p>	<p>half minus 1 (one) of the directors to be elected:</p> <p>i) if the total votes obtained by the other lists – not higher than two in order of votes obtained at the Shareholders' Meeting - do not exceed 20 (twenty) % of the total votes cast, such lists will have the right to appoint members of the board of directors in proportion to the votes obtained by each list and for an amount not lower than 20 (twenty) % of the total components of such body;</p> <p>ii) if the total votes obtained by the other lists at the Shareholders' Meeting, in a number not higher than two, exceeds 20 (twenty) % of the total votes cast, the components of the new board of directors to be appointed by the minorities shall be assigned in proportion to the votes obtained by the minority lists which obtained a percentage of vote not lower than 3 (three) %. For the purpose of calculating the assignment of the directors in accordance with the above criteria, the votes of the lists which obtained less than 3 (three) % will be proportionally allocated to the minority lists which exceeded such threshold.</p> <p><b>7.3 When applying the quotient method referred to in point 7.1 and point 7.2 above, If if several candidates have obtained the same quotient, the candidate of the list that has not yet elected a director or that has elected the lowest number of directors shall be elected.</b></p> <p>If none of these lists has elected a director or if all of them have elected the same</p>



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<p>list that has obtained the highest number of votes shall be appointed among these lists. In the event of equal number of votes and quotients, the entire Ordinary Shareholders' Meeting shall hold a new voting and elect the candidate obtaining the simple majority of the votes.</p> <p>However, also notwithstanding the foregoing provisions, at least one director must be drawn from the minority list which has obtained the highest number of votes and is in no way linked, either directly or indirectly, with the parties that submitted or voted the list ranking first by number of votes.</p> <p>If, as a result of the voting, at least one third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code <i>pro-tempore</i> in force) of the directors that meet the independence requirements provided for by previous paragraph 2 have not been appointed, the required number of last non-independent directors shall be replaced with independent candidates - drawn from the same lists of the replaced candidates - who have obtained the highest quotient. The candidate replaced for the purpose of allowing the appointment of the minimum number of independent directors shall in no case be drawn from the minority list which obtained the majority of votes and no way be linked, directly or indirectly, with the parties that submitted or voted the list which obtained the majority of votes. In this case, the non-independent candidate which ranked last but one by quotient achieved shall be replaced.</p> <p>In addition, if application of the foregoing procedures does not ensure compliance with <i>pro-tempore</i> current regulations on gender balance, the quotient of votes to be</p>	<p>number of directors, the candidate of the list that has obtained the highest number of votes shall be appointed among these lists. In the event of equal number of votes and quotients, the entire Ordinary Shareholders' Meeting shall hold a new voting and elect the candidate obtaining the simple majority of the votes.</p> <p>However, also notwithstanding the foregoing provisions, at least one director must be drawn from the minority list which has obtained the highest number of votes and is in no way linked, either directly or indirectly, with the parties that submitted or voted the list ranking first by number of votes.</p> <p>7.4 If, as a result of the voting, at least one third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code <i>pro-tempore</i> in force) of the directors that meet the independence requirements provided for by previous paragraph 2 have not been appointed, the required number of last non-independent directors shall be replaced with independent candidates - drawn from the same lists of the replaced candidates - who have obtained the highest quotient. The candidate replaced for the purpose of allowing the appointment of the minimum number of independent directors shall in no case be drawn from the minority list which obtained the majority of votes and no way be linked, directly or indirectly, with the parties that submitted or voted the list which obtained the majority of votes. In this case, the non-independent candidate which ranked last but one by quotient achieved shall be replaced.</p> <p>7.5 In addition, if application of the foregoing procedures does not ensure compliance with <i>pro-tempore</i> current regulations on</p>





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<p>assigned to each candidate from the lists shall be calculated by dividing the number of votes obtained by each list by the progressive number of listing of each candidate. The candidate of the most represented gender with the lowest quotient among the candidates taken from all the lists is replaced by the candidate of the least represented gender who has obtained the highest quotient in the same list as the replaced candidate. If candidates from different lists have obtained the same quotient, the candidate of the list with the highest number of directors, or the candidate from the list with the lowest number of votes or, at a parity of votes, the candidate obtaining the lowest number of votes from the Shareholders' Meeting during a specific voting, shall be replaced.</p> <p>In the event of application of the above procedures, should the number of Directors necessary to comply with the minimum number of independent Directors and of Directors of the least represented gender not be appointed due to an insufficient number of independent directors or of the least represented gender, the Shareholders' Meeting shall appoint the missing Directors by resolution approved by simple majority on the basis of the candidatures proposed, there and then, primarily by the parties that submitted the list of the candidate or candidates to be replaced.</p> <p>8. With respect to the appointment of the Directors who were not appointed for any reason whatsoever in compliance with the procedure provided for herein, the Shareholders' Meeting shall resolve pursuant to and with the majorities provided for by law, without prejudice to the criteria</p>	<p>gender balance, the quotient of votes to be assigned to each candidate from the lists shall be calculated by dividing the number of votes obtained by each list by the progressive number of listing of each candidate. The candidate of the most represented gender with the lowest quotient among the candidates taken from all the lists is replaced by the candidate of the least represented gender who has obtained the highest quotient in the same list as the replaced candidate. If candidates from different lists have obtained the same quotient, the candidate of the list with the highest number of directors, or the candidate from the list with the lowest number of votes or, at a parity of votes, the candidate obtaining the lowest number of votes from the Shareholders' Meeting during a specific voting, shall be replaced.</p> <p><b>7.6</b>In the event of application of the above procedures, should the number of Directors necessary to comply with the minimum number of independent Directors and of Directors of the least represented gender not be appointed due to an insufficient number of independent directors or of the least represented gender, the Shareholders' Meeting shall appoint the missing Directors by resolution approved by simple majority on the basis of the candidatures proposed, there and then, primarily by the parties that submitted the list of the candidate or candidates to be replaced.</p> <p>8. <i>Unchanged.</i></p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>envisaged by <i>pro-tempore</i> legislation in force and by the By-Laws with regard to independent directors and gender balance.</p> <p>9. The members of the Board of Directors must be suitable for the performance of their duties and, to this end, must meet the requirements and comply with the criteria of suitability and with the limits on the number of offices as well as devote the time necessary for the effective performance of their duties as provided by the - national and supranational - laws and regulations <i>pro-tempore</i> in force.</p> <p>10. In order to replace any Directors terminating their office during their term, the provisions of law shall apply, in accordance with the criteria envisaged by legislation <i>pro-tempore</i> in force and by the By-Laws with regard to independent directors and gender balance. If the majority of Directors terminates office, the whole Board of Directors shall be deemed to have resigned, with effect from the date it is re-established. Directors may be revoked by the Shareholders' Meeting at any time, subject to the Director's right to compensation for damages, if his/her revocation is without just cause.</p> <p>In the event of co-optation pursuant to Article 2386 of the Italian Civil Code, without prejudice to compliance with the criteria on independent directors and gender balance, set forth by <i>pro-tempore</i> legislation in force and the By-Laws, the Board of Directors proceeds to select the co-opted person among the non-elected candidates - having the knowledge, skills and experience deemed necessary by the Board of Directors, as at the date of co-optation - indicated in the same list of the ceased</p>	<p>9. <i>Unchanged.</i></p> <p>10. In order to replace any Directors terminating their office during their term, the provisions of law shall apply, in accordance with the criteria envisaged by legislation <i>pro-tempore</i> in force and by the By-Laws with regard to independent directors and gender balance. If the majority of Directors terminates office, the whole Board of Directors shall be deemed to have resigned, with effect from the date it is re-established. Directors may be revoked by the Shareholders' Meeting at any time, subject to the Director's right to compensation for damages, if his/her revocation is without just cause.</p> <p>In the event of co-optation pursuant to Article 2386 of the Italian Civil Code, without prejudice to compliance with the criteria on independent directors and gender balance, set forth by <i>pro-tempore</i> legislation in force and the By-Laws, the Board of Directors proceeds to select the co-opted person <del>among the non-elected candidates - having</del></p> <p><b>(a) freely choosing the most suitable candidate, in relation to</b> the knowledge, skills and experience deemed necessary by the Board of Directors, as at the date of co-optation <del>-indicated in the same list of the ceased Director or,</del></p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>Director or, subordinately, in any other lists submitted at the time.</p> <p>If the preceding paragraph is not applicable, the Board of Directors may select the co-opted person - having the knowledge, skills and experience deemed necessary by the Board of Directors, as at the date of co-optation - from outside the lists submitted at the time, in compliance with the criteria envisaged by <i>pro-tempore</i> legislation in force and by the By-Laws with regard to independent directors and gender balance.</p>	<p><del>subordinately, in any other lists submitted at the time.</del> <b>in the event that the replacement regards a director elected from the list from which the majority of directors were drawn;</b></p> <p><del>If the preceding paragraph</del></p> <p><b>(b) choosing the first candidate among those not elected or, if this is impossible for any reason whatsoever, proceeding to scroll through those not elected, in the case of the replacement of directors elected from a list that has expressed a minority of the directors;</b></p> <p><b>(c) where there are no candidates available on the minority list that nominated the outgoing director, selecting them from any other minority lists submitted at the time, again following the same rolling criterion;</b></p> <p><b>(d) where the criterion referred to in point (c) above is not applicable, the Board of Directors may select the co-opted person - having the knowledge, skills and experience deemed necessary by the Board of Directors, as at the date of co-optation - from outside the lists submitted at the time, in compliance with the criteria envisaged by <i>pro-tempore</i> legislation in force and by the By-Laws with regard to independent directors and gender balance.</b></p>
<p align="center"><b>Article 17</b></p> <p>1. The Board of Directors holds all powers of ordinary and extraordinary management in order to achieve the company purpose, with the exception of the powers assigned to the Shareholders' Meeting according to the law, and of any other matter submitted to the Board by the Chairman and the Chief</p>	<p align="center"><b>Article 17</b></p> <p>1. <i>Unchanged.</i></p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>Executive Officer or the Chief Executive Officers. Pursuant to Article 2365, para. 2, of the Italian Civil Code, the Board of Directors resolves upon any mergers as provided for by Articles 2505 and 2505-bis of the Italian Civil Code, the establishment or closing of secondary offices and any adjustments to the By-Laws in order to comply with regulations.</p> <p>2. In addition to the provisions of Article 2381, para. 4 of the Italian Civil Code, the Board of Directors has exclusive responsibility, which may not be delegated, for:</p> <p>a) defining and approving the business model, strategic guidelines integrated with environmental, social and governance sustainability profiles for the Company and the Banking Group to which it belongs and approving the respective business and financial plans as well as the strategic transactions and providing for their periodic review;</p> <p>b) monitoring the correct and consistent implementation of the guidelines and plans as per a) into the management of the Company and of the Banking Group;</p> <p>c) establishing the Company's organisational guidelines and approving its organisational structure, monitoring their adequacy over time, as well as approving and modifying its main internal regulations;</p> <p>d) defining and approving risk governance objectives and policies, as well as the process of risk reporting, management and assessment over time;</p> <p>e) defining and approving the guidelines of the internal control system and verifying its adequacy, consistency, functioning, efficiency and effectiveness in compliance with pro-tempore supervisory regulations in force on the matter;</p>	<p>2. In addition to the provisions of Article 2381, para. 4 of the Italian Civil Code, the Board of Directors has exclusive responsibility, which may not be delegated, for:</p> <p><i>Unchanged from letter a) to letter i)</i></p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>f) approving the policies and processes for the assessment of company assets and particularly financial instruments, verifying their constant adequacy;</p> <p>g) approving the accounting and reporting system;</p> <p>h) taking general responsibility for setting guidelines for and controlling the information system;</p> <p>i) drawing up guidelines for the organisation and operation of the Banking Group, by establishing criteria to co-ordinate and manage the subsidiaries belonging to the Banking Group as well as for the implementation of Bank of Italy's instructions;</p> <p>j) appointing the General Manager, as well as resolving upon his/her revocation, suspension, removal and termination as well as upon the determination of his/her remuneration;</p> <p>k) resolving upon rules concerning the legal and economic conditions of staff, including salary scales and allowances thereof, and any other rule which must be approved according to the law;</p> <p>l) preparing the financial statements and submitting them to the Shareholders' Meeting;</p> <p>m) approving, upon the General Manager's proposal, the appointment of one or more Executives as Deputy General Manager of the Company and indicating from year to year, which one shall be the Acting Deputy General Manager, and taking any measure in relation to their remuneration and legal status;</p> <p>n) approving the appointment and the revocation of the Manager in charge of Internal Audit, Compliance and risk control and anti-money laundering after hearing the Board of Statutory Auditors and adopting all measures relating to their</p>	<p><b>j) if the Shareholders' Meeting has not already done so, elect, from among its members - at the first meeting following that Shareholders' Meeting - the Chairperson and one or two Deputy Chairpersons, one of whom shall be the Acting Deputy Chairperson;</b></p> <p><i>The text of the subsequent letters remains unchanged, while the list moves on to the next letter of the alphabet, as a result of the insertion of the previous letter j).</i></p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>legal and economic status, as well as the appointment and revocation of other Heads of the Main Functions, as defined by the legislation <i>pro-tempore</i> in force, for required to be appointed by the Board of Directors;</p> <p>o) resolving upon the appointment and revocation of the Employer for the purposes of protection of health and safety at work, on the basis of the criteria provided for by law;</p> <p>p) resolving upon the establishment of committees with advisory and proposal-making duties towards the Board;</p> <p>q) approving the acquisition and disposal of strategic equity investments in companies, or those which in any event involve changes to the Banking Group, subject to the provisions of Article 13, para. 3, letter g), and the purchase and disposal of business units;</p> <p>r) approving the budget on a yearly basis;</p> <p>s) resolving on the establishment or the closing of secondary offices;</p> <p>t) resolving on the reduction of share capital in the event of withdrawal by shareholders;</p> <p>u) ensuring that the executive in charge of drafting the corporate accounting documents has the appropriate powers and means to fulfill his/her duties pursuant to the law, and that the administrative and accounting procedures are actually complied with;</p> <p>v) passing resolutions on major transactions with related parties or on minor transactions falling within the discretionary powers of the Board;</p> <p>w) approving major transactions with related parties falling within the competence of the Board of Directors in the presence of an adverse opinion of the Committee on Related-Party Transactions</p>	





Current provisions of BMPS By-Laws	Proposed amendments
<p>and submitting to the Shareholders' Meeting the major transactions with related parties falling within the competence of the Shareholders' Meeting in the presence of an adverse opinion of the Committee on Related-Party Transactions for the purposes of implementing the resolutions as per Article 14, para. 9 of this By-Laws;</p> <p>x) supervising the public disclosure and bank communications process.</p> <p>It also necessarily falls to the Board of Directors exclusively to exercise all other powers assigned to it as non-delegable by the <i>pro-tempore</i> legal and regulatory provisions in force.</p> <p>3. The Board of Directors promptly reports to the Board of Statutory Auditors on the business activities carried out and on the main economic and financial transactions carried out by the Company, also through its Delegated Bodies, and by its subsidiaries; in particular, it reports on any transactions in which the Directors have an interest on their own account or on behalf of third parties. This report is made verbally, at least on a quarterly basis, when the Board of Directors meets or by written notice to the Board of Statutory Auditors. The obligation of each Director to inform the other directors and the Board of Statutory Auditors of any interest he/she may have in a specified transaction of the Company on his/her own account or on behalf of third parties and to refrain from any resolutions in which he or she has a conflict of interest, on their own behalf or on behalf of a third party, pursuant to the applicable legislation, remains unaffected.</p> <p>4. The Committees required under <i>pro-tempore</i> current regulations must be established within the Board of Directors, which have</p>	<p>3. <i>Unchanged</i></p> <p>4. The Committees required under <i>pro-tempore</i> current regulations must be established within the Board of Directors, which have</p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>advisory and proposal-making duties. They are composed of a number between three (3) and five (5) non-executive mainly independent directors (except to the extent provided by letter d) that follows); if there are directors elected by the minority shareholders, one of them must be part of at least one committee.</p> <p>The committees carry out their activities in compliance with special regulations approved by the Board of Directors; supervisory regulations and the Corporate Governance Code pro-tempore in force. Specifically, the following are established within the Board of Directors:</p> <p>a) a Remuneration Committee that carries out in particular the following tasks:</p> <ul style="list-style-type: none"> <li>i) submitting, to the Board, proposals for the remuneration of the chief executive Officers and of the other directors holding special offices, as well as of the General Manager, and monitoring application of the resolutions adopted by the Board;</li> <li>ii) periodically assessing the criteria adopted for the remuneration of executives with strategic responsibilities, monitoring their application and submitting general recommendations on the matter to the Board of Directors;</li> </ul>	<p>advisory and proposal-making duties. They are composed of a number between three (3) and five (5) non-executive mainly independent directors (except to the extent provided by letter d) that follows); if there are directors elected by the minority shareholders, one of them must be part of at least one committee.</p> <p><b>If the Board of Directors' list receives the majority of votes at the Shareholders' Meeting, the Chairperson of the Risk and Sustainability Committee must be chosen from among the independent Directors elected who were not drawn from the list of the outgoing Board of Directors.</b></p> <p>The committees carry out their activities in compliance with special regulations approved by the Board of Directors; supervisory regulations and the Corporate Governance Code pro-tempore in force. Specifically, the following are established within the Board of Directors:</p> <p><i>Unchanged from letter a) to the end of paragraph 4</i></p>



Current provisions of BMPS By-Laws	Proposed amendments
<p>b) a Risks and Sustainability Committee with the main function of supporting the Board of Directors:</p> <ul style="list-style-type: none"> <li>i) in fulfilling its tasks to define the guidelines of the internal control and risk governance system and assess that the internal control and risk governance system is adequate, effective and properly functioning, as well as to approve the company asset assessment policies and processes;</li> <li>ii) in Sustainability assessments and decisions, in the analysis of issues relevant to the generation of long-term value, in the assessment of the suitability of - financial and non-financial - periodic information to correctly represent the Company's business model, strategies, the impact of its activities, and the performance achieved;</li> <li>iii) for the approval of periodic financial and non-financial reports;</li> </ul> <p>c) an Appointment Committee with the following main tasks:</p> <ul style="list-style-type: none"> <li>i) supporting the Board of Directors in the process of appointing directors, proposing, in the case provided for by Article 2386, first paragraph, of the Italian Civil Code, candidates for the office of director;</li> <li>ii) supporting the Board of Directors in processes of self-assessment and verification of the existence of requirements and compliance with suitability criteria, as well as of defining top management succession plans;</li> <li>iii) submitting proposals to the Board of Directors for the appointment of the Chief executive Officer;</li> </ul>	



Current provisions of BMPS By-Laws	Proposed amendments
<p>d) a Committee on Related-Party Transactions, exclusively made up of Independent Directors, with at least advisory functions in the field of transactions with related parties.</p> <p>The above-mentioned Committees shall also be entitled to all the tasks and the functions assigned to them by the pro-tempore legal and regulatory provisions in force.</p>	
<p style="text-align: center;"><b>Article 18</b></p> <ol style="list-style-type: none"> <li>1. The Board of Directors may propose amendments, if any, to the By-Laws to the Shareholders' Meeting.</li> <li>2. The Board of Directors may appoint one or more Chief Executive Officers, establishing the limits of their authority and the procedure for exercising it.</li> <li>3. The Board of Directors may furthermore delegate lending and ordinary management powers to the General Manager, Management Committees, Executives, Senior-Middle-Junior Managers and Branch Managers.</li> <li>4. The Board of Directors may grant powers to individual Directors for specific acts or individual transactions.</li> <li>5. The decisions taken by the delegates shall be brought to the attention of the Board of Directors in the manner established by the latter. In any case, the delegates report to the</li> </ol>	<p style="text-align: center;"><b>Article 18</b></p> <ol style="list-style-type: none"> <li>1. <i>Unchanged.</i></li> <li>2. <b><del>The Board of Directors</del> If the Shareholders' Meeting has not done so, at the first meeting following the Shareholders' Meeting, the Board of Directors shall elect from among its members a Chairperson and one or two Deputy Chairpersons, one of whom shall be the Acting Deputy Chairperson. The Board of Directors may also appoint one or more Chief Executive Officers, establishing the limits of their authority and the procedure for exercising it.</b></li> <li>3. <i>Unchanged.</i></li> <li>4. <i>Unchanged.</i></li> <li>5. <i>Unchanged.</i></li> </ol>



Current provisions of BMPS By-Laws	Proposed amendments
<p>Board of Directors and to the Board of Statutory Auditors, at least on a quarterly basis, on the overall trend of management and on its expected development as well as on major transactions, given their size or features, carried out by the Company or by its subsidiaries.</p> <p>6. The Board of Directors determines the limits for exercising the powers set forth in following Article 21, first paragraph letter d), as well as the procedures for reporting any suits involving the Company to the Board.</p> <p>7. The Board of Directors may also grant powers of representation and powers of signature both personally to individuals and to the positions existing in all of the Company's organisation units, and determine the extent and the limits, also geographically, of such powers from time to time.</p>	<p>6. <i>Unchanged.</i></p> <p>7. <i>Unchanged.</i></p>
<p style="text-align: center;"><b>Article 20</b></p> <p>1. The Chief Executive Officer (CEO) or the Chief Executive Officers exercise their functions within the limits of the powers assigned to them and according to the procedures established by the Board of Directors.</p> <p>2. In the case of absence or impediment of the Chairman or of the Deputy Chairman pursuant to para. 2 of Article 23, the powers in cases of urgency, which must be exercised according to the time-limits and procedures as per para. 1 letter c) of Article 23, are assigned to the Chief Executive Officer or Chief Executive Officers, also separately.</p> <p>3. The limits pursuant to Article 15, paragraph 1, regarding the maximum number of terms shall not apply to the outgoing Chief</p>	<p style="text-align: center;"><b>Article 20</b></p> <p>1. <i>Unchanged.</i></p> <p>2. <i>Unchanged.</i></p> <p><del>3. The limits pursuant to Article 15, paragraph 1, regarding the maximum number of terms shall not apply to the outgoing Chief</del></p>



Current provisions of BMPS By-Laws	Proposed amendments
Executive Officer or the outgoing Chief Executive Officers.	<del>Executive Officer or the outgoing Chief Executive Officers.</del>
<p style="text-align: center;"><b>Article 21</b></p> <p>1. The Chairman:</p> <p>a) is vested with general representation of the Company before third parties;</p> <p>b) calls and chairs the Shareholders' Meeting; calls and chairs the Board of Directors' meetings;</p> <p>c) if necessary and in urgent cases may take decisions with regard to any business or transaction falling under the Board of Directors' competence, with the exception of those reserved to the latter's exclusive authority. Such decisions must be taken upon the binding proposal of the General Manager and/or Chief Executive Officer, if appointed. Such decisions must be brought to the attention of the competent body at the first subsequent meeting;</p> <p>d) upon proposal of the General Manager, promotes and upholds any suits involving the Company, at all levels of jurisdiction and before any Court or arbitrator, with the authority to abandon them, to withdraw from any actions and proceedings, and to accept similar withdrawals from other parties involved;</p> <p>e) appoints solicitors and attorneys with special power in all law-suits and before any judicial, administrative, special or arbitral court, which may somehow involve the Company;</p> <p>f) grants special powers of attorney to employees or third parties, also for questionings, third-party statements and suppletory or decisory oaths;</p>	<p style="text-align: center;"><b>Article 21</b></p> <p>1. <i>Unchanged.</i></p>





Current provisions of BMPS By-Laws	Proposed amendments
<p>g) promotes the effective functioning of corporate governance, ensures the balance of powers with special reference to the delegated bodies and acts as interlocutor for the internal control bodies and the internal committees.</p> <p>2. In the case of absence or impediment of the Chairman, the authority and powers conferred upon him/her are exercised by the Deputy Chairman or, if two Deputy Chairmen are appointed, by the Deputy Chairman designated by the Board of Directors during the first Meeting following the Shareholders' Meeting which appointed the two Deputy Chairmen; in the case of absence or impediment of the latter, the Chairman's powers and authority are exercised by the other Deputy Chairman.</p> <p>3. The signature of the Deputy Chairman or, in the case of appointment of two Deputy Chairmen, the signature of the Deputy Chairman designated by the Board of Directors in accordance with the provisions of the foregoing para. 2 or, in the case of absence or impediment of the latter, the signature of the other Deputy Chairman is full evidence of the absence or impediment of the Chairman or the Deputy Chairman designated by the Board of Directors, before third parties.</p>	<p>2. In the case of absence or impediment of the Chairman, the authority and powers conferred upon him/her are exercised by the Deputy Chairman or, if two Deputy Chairmen are appointed, by the <del>Deputy Chairman</del> <b>Acting Deputy Chairperson</b>, designated by the <del>The</del> <b>Board of Directors designate the Acting Deputy Chairperson</b>, during the first Meeting following <del>the Shareholders' Meeting the</del> <b>appointment of the two Deputy Chairpersons by the Shareholders' Meeting or at the same meeting of the Board of Directors</b> which appointed the two Deputy Chairmen;<del>in the case of absence or impediment of the latter</del> <b>Acting Deputy Chairperson</b>, the Chairman's powers and authority are exercised by the other Deputy Chairman.</p> <p>3. The signature of the Deputy Chairman or, in the case of appointment of two Deputy Chairmen, the signature of the Deputy Chairman designated by the Board of Directors <b>as Acting Deputy Chairperson</b> in accordance with the provisions of the foregoing para. 2 or, in the case of absence or impediment of the latter, the signature of the other Deputy Chairman is full evidence of the absence or impediment of the Chairman or the <b>Acting Deputy Chairperson</b> designated by the Board of Directors, before third parties.</p>



<u>Article 25</u>	<u>Article 25</u>
<p>1. The Board of Statutory Auditors is composed of three Statutory Auditors and two Alternate Auditors. This body supervises compliance with the law, regulations and By-laws, proper administration, and the adequacy of the organizational and accounting structures of the Company.</p> <p>2. Statutory Auditors remain in office for three financial years and their term expires on the date of the Shareholders' Meeting called to approve the financial statements of the most recent financial year of their term; they may be re-elected.</p> <p>3. The members of the Board of Statutory Auditors are appointed on the basis of lists submitted by the Shareholders, in compliance with the following paragraphs. The lists are divided into two sections: one for the appointment of the Statutory Auditors and one for the appointment of the Alternate Auditors. The candidates must be listed by progressive number and their number must not exceed the number of members to be elected. The lists with a number of candidates equal to or above three must include candidates of different gender in the first two places of the list under the section of the candidates for the office of Statutory Auditors, as provided for in the notice of call of the Shareholders' Meeting, in compliance with regulation, including regulatory, <i>pro-tempore</i> in force on gender balance. If the section of the alternate Auditors of the above lists has two candidates, they must be of different gender.</p>	<p>1. <i>Unchanged.</i></p> <p>2. <i>Unchanged.</i></p> <p>3. <i>Unchanged.</i></p> <p>4. <i>Unchanged.</i></p>



<p>4. Without prejudice to any different deadlines established by law, the lists submitted by the shareholders must be filed at the Company's registered office at least twenty-five days prior to the date set for the Shareholders' Meeting and published in accordance with <i>pro-tempore</i> applicable regulations.</p>	
<p>5. Each shareholder may submit or contribute to the submission of one list only, in compliance with the provisions of paragraph 11 of this article. Each candidate may stand for election in one list only, under penalty of ineligibility.</p>	<p>5. <i>Unchanged.</i></p>
<p>6. Without prejudice to any different percentage established by law, only shareholders that, either individually or together with other shareholders, collectively hold shares representing at least 1% of the Company's share capital with voting rights at the Ordinary Shareholders' Meeting, or a different percentage required by applicable regulations are entitled to submit lists.</p>	<p>6. <i>Unchanged.</i></p>
<p>7. Each list shall be filed at the Company's registered office, within the deadline for their filing, together with the documents specified in the notice calling the meeting, including (i) information concerning the identity of the shareholders who submitted the lists, indicating the total shareholding percentage, in addition to the certificates proving ownership of the shareholding; this right shall be determined taking into account the shares registered to the shareholder on the date on which the lists are filed; (ii) declarations by the candidates in which they accept their candidacy and certify, under their own responsibility, that there are no reasons for ineligibility and incompatibility, including the limits on the number of offices that may hold as per the</p>	<p>7. <i>Unchanged.</i></p>



following para. 11, as well as the fact that they meet the requirements and the suitability criteria prescribed for the office which may be laid down by *pro-tempore* applicable law and regulations and By-Laws; (iii) the curricula vitae showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies and (iv) any other declaration that may be required by law, including regulations, *pro-tempore* in force. In addition, in the case of submission of a list by shareholders other than those holding, also jointly, a controlling interest or a relative majority share, the list must also be provided with a statement of the shareholders submitting it, proving that there are no connections, as defined by *pro-tempore* applicable laws and regulations, with the shareholders holding, also jointly, a controlling interest or relative majority share. Lists submitted that do not comply with the statutory provisions cannot be voted. The lack of documentation relating to an individual candidate on a list does not automatically result in the exclusion of the entire list, but of the candidate concerned. The documentation proving ownership of the minimum shareholding required to submit lists may be produced after the filing of the lists but within the term provided for the publication of the lists.

If, upon the deadline scheduled for the filing of the list, only one list, or only the lists submitted by shareholders who - according to laws and regulations *pro-tempore* in force - are connected with one another, has/have been filed, other lists may be submitted until the subsequent deadline provided for by regulations *pro-tempore* in force. In this case, the percentages for the submission of the lists as provided for by



<p>the foregoing paragraph 6 are reduced by half.</p> <p>8. Each shareholder entitled to vote may vote only one list. The members of the Board of Statutory Auditors are appointed as follows:</p> <p>a) the first two candidates of the list which has obtained the majority of votes and the first candidate of the list ranking second by number of votes which is not related, directly or indirectly, pursuant to <i>pro-tempore</i> applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes shall be elected as Statutory Auditors;</p> <p>b) the first candidate of the list which has obtained the majority of votes and the first candidate - or the second candidate if the first is of the same gender as the first candidate of the list which has obtained the highest number of votes - of the list ranking second by number of votes which is not related, directly or indirectly, pursuant to <i>pro-tempore</i> applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes shall be elected as Alternate Auditors;</p> <p>c) in the case of parity of votes between the first two or more lists, the Shareholders' Meeting shall hold a new voting, voting only the lists with equal votes. The same rule shall apply in the case of parity between the lists ranking second by number of votes which are not related, directly or indirectly, pursuant to <i>pro-tempore</i> applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes;</p> <p>d) if an elected candidate cannot accept the appointment, the first non-elected candidate in the list of the candidate who did not accept shall be appointed;</p>	<p>8. Each shareholder entitled to vote may vote only one list. The members of the Board of Statutory Auditors are appointed as follows:</p> <p><i>Unchanged from letter a) to letter d).</i></p> <p>e) the Statutory Auditor taken from the list ranking second by number of votes which is not related, directly or indirectly,</p>
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<p>e) the Statutory Auditor taken from the list ranking second by number of votes which is not related, directly or indirectly, pursuant to <i>pro-tempore</i> applicable laws and regulations, to the shareholders who submitted or voted the list ranking first by number of votes shall be elected Chairman, provided that he/she possesses the specific professional requirements required by the <i>pro-tempore</i> laws and regulations in force.</p> <p>In the event of death, resignation or termination of the Chairman of the Board of Statutory Auditors, the alternate Auditor taken from the list ranking second by number of votes which is not related, directly or indirectly, pursuant to <i>pro-tempore</i> applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes shall hold the office of Chairman, until the Board of Auditors</p>	<p>pursuant to <i>pro-tempore</i> applicable laws and regulations, to the shareholders who submitted or voted the list ranking first by number of votes shall be elected Chairman, provided that he/she possesses the specific professional requirements required by the <i>pro-tempore</i> laws and regulations in force.</p> <p><b>In the event only one list has been submitted: (i) the Shareholders' Meeting shall vote on such list; (ii) if such list obtains the majority required by law for an ordinary shareholders' meeting, subject to compliance with the gender balance principle provided for by <i>pro-tempore</i> applicable legislation, the candidates indicated in progressive order in the section relating to Statutory Auditors, shall be elected as Statutory Auditors and the candidates indicated in progressive order in the section relating to the Alternate Auditors shall be elected as Alternate Auditors; and (iii) the Chair of the Board of Statutory Auditors shall be held by the person indicated in first place in the section relating to candidates for the office of Statutory Auditor on the single list submitted, provided that such person meets the specific professional requirements established by the <i>pro-tempore</i> laws and regulations in force.</b></p> <p>In the event of death, resignation or termination of the Chairman of the Board of Statutory Auditors, the alternate Auditor taken from the list ranking second by number of votes which is not related, directly or indirectly, pursuant to <i>pro-tempore</i> applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes shall hold the office of Chairman, until the Board of Auditors is integrated in compliance with Article 2401 of</p>
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<p>is integrated in compliance with Article 2401 of the Italian Civil Code. In the event of death, resignation or termination of a Statutory Auditor, he/she shall be replaced by an alternate belonging to the same list as the Auditor being replaced. Based upon the above appointment criteria for the Alternate Auditors, in the event that gender balance is not complied with, the Alternate Auditor of the least represented gender shall take office regardless of whether he/she is included in the same list as the Auditor being replaced.</p> <p>In order to appoint Auditors who have not been appointed for any reason whatsoever according to the above-mentioned process, the Shareholders' Meeting resolves by the majority provided for by law, without prejudice to the principle of necessary representation of minority shareholders and the principle of gender balance provided for by <i>pro-tempore</i> legislation in force.</p> <p>The appointment of Statutory Auditors for the purpose of completing the Board pursuant to Article 2401 of the Italian Civil Code is resolved upon by the Shareholders' Meeting by relative majority. However, it is understood that the principle of necessary representation of minority shareholders shall be</p>	<p>the Italian Civil Code. In the event of death, resignation or termination of a Statutory Auditor, he/she shall be replaced by an alternate belonging to the same list as the Auditor being replaced. Based upon the above appointment criteria for the Alternate Auditors, in the event that gender balance is not complied with, the Alternate Auditor of the least represented gender shall take office regardless of whether he/she is included in the same list as the Auditor being replaced.</p> <p><b>f) In order to appoint Auditors who have not been appointed for any reason whatsoever according to the above-mentioned process, the Shareholders' Meeting resolves by the majority provided for by law, without prejudice to the principle of necessary representation of minority shareholders and the principle of gender balance provided for by <i>pro-tempore</i> legislation in force, without prejudice that if only one list has been submitted and the number of candidates elected is lower than the number established by the By-Laws, the Chair of the Board of Statutory Auditors shall be held by the person indicated in first place in the section relating to candidates for the office of Statutory Auditor on the single list submitted, provided that such person meets the specific professional requirements established by the <i>pro-tempore</i> laws and regulations in force.</b></p> <p>The appointment of Statutory Auditors for the purpose of completing the Board pursuant to Article 2401 of the Italian Civil Code is resolved upon by the Shareholders' Meeting by relative majority. However, it is understood that the principle of necessary representation of minority shareholders shall be</p>
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<p>complied with and the principle of gender balance provided for by <i>pro-tempore</i> legislation in force.</p> <p>9. The members of the Board of Statutory Auditors may be revoked by the Shareholders' Meeting only if and how provided for by law and, therefore, only for just cause and by resolution approved by a decree of the Court, after hearing the interested party.</p> <p>10. The Board of Statutory Auditors, subject to prior written notice to the Chairman, may convene the Shareholders' Meeting or the Board of Directors. This authority can be exercised also separately by each member of the Board of Statutory Auditors, except for the power to call the Shareholders' Meetings which may be exercised by at least two members of the Board of Statutory Auditors.</p> <p>11. Individuals who find themselves in situations of incompatibility and do not meet the requirements and/or suitability criteria provided for by <i>pro-tempore</i> legal and regulatory regulations - national and supranational - in force cannot be appointed as Statutory Auditors or, if appointed, fall from office. Any limits to the plurality of offices held and the requirements regarding the time availability for the performance of the duties as stated by <i>pro-tempore</i> applicable - national and supranational - regulations and regulatory provisions remain unaffected. Auditors are not allowed to hold office in banks other than those belonging to the Monte dei Paschi di Siena Banking Group and the banks jointly controlled. Auditors are not allowed to hold office in bodies other than the control bodies in other companies of the group or of the financial conglomerate as well as in companies where the Bank also indirectly holds a strategic shareholding. At</p>	<p>complied with and the principle of gender balance provided for by <i>pro-tempore</i> legislation in force.</p> <p>9. <i>Unchanged.</i></p> <p>10. <i>Unchanged.</i></p> <p>11. <i>Unchanged.</i></p>
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<p>least one Statutory Auditor and at least one Alternate Auditor, appointed according to the procedures as per paragraph 3 of this Article, shall be registered in the Register of Auditors and have carried out statutory auditing for at least three years.</p> <p>12. In order to apply the provisions of para. 6, third sentence, of this article, at least the first candidate of each section of each list must meet the requirements as per above-mentioned para. 11, third subparagraph.</p> <p>13. Pursuant to Article 52 of Legislative Decree no. 385 of 1 September 1993, the Board of Statutory Auditors shall immediately inform the Bank of Italy of all acts or events it may become aware of while exercising its duties and which may constitute irregular management of the Company or may violate the rules governing the banking activity.</p> <p>14. The meetings of the Board of Statutory Auditors may be attended using teleconference and videoconference systems according to the provisions of the By-Laws regarding the participation in the Board of Directors' meetings. The meeting of the Board of Statutory Auditors is deemed to be held in the place where the Chairman is situated.</p>	<p>12. <i>Unchanged.</i></p> <p>13. <i>Unchanged.</i></p>
<p style="text-align: center;"><b>Article 31</b></p> <p>1. The net profits resulting from the financial statements are assigned as follows:</p> <p>a) 10% to the legal reserve until this reaches the amount of 1/5 of the share capital;</p> <p>b) to the creation and growth of a statutory reserve for no less than 15% and at least 25% once the legal reserve has reached the amount of 1/5 of the share capital.</p>	<p style="text-align: center;"><b>Article 31</b></p> <p>1. The net profits resulting from the financial statements are assigned as follows:</p> <p><del>a) 10%</del> <b>at least 5%</b> to the legal reserve until this reaches the amount of 1/5 of the share capital;</p> <p><del>b) to the creation and growth of a statutory reserve for no less than 15% and at least 25% once the legal reserve has reached the amount of 1/5 of the share capital.</del></p>



2. The residual net profits are made available to the Shareholders' Meeting for distribution to shareholders and/or for the creation and growth of other reserves.	2. <i>Unchanged.</i>
3. The Company is entitled to distribute interim dividends, in compliance with the provisions of law.	3. <i>Unchanged.</i>



## ANNEX 2 TO THE EXPLANATORY REPORT

(full text of a courtesy translation into English of the By-Laws as resulting in the event that the aforementioned proposed amendments are approved)

***English translation for courtesy purposes only. In case of discrepancies between the Italian version and the English version of this By-Laws, the Italian version shall prevail.***

### BY-LAWS

of Banca Monte dei Paschi di Siena S.p.A. (“**Bank**”, “**Company**” or “**BMPS**”), a public limited company established as a result of Monte dei Paschi di Siena, a public-law credit institution (approval decree from the Minister of Treasury no. 721602 dated 8 August 1995), transferring its banking activities to it by a deed dated 14 August 1995 under the hand and seal of Mr. Giovanni Ginanneschi, notary public in Siena, and a supplementary deed dated 17 August 1995 by said notary public. Both deeds were filed and registered with the Court of Siena on 23 August 1995 under no. 6679.

By-Laws amended by:

- Shareholders' Meeting resolution of 8 November 1995 (articles 6, 7 and 29);
- Shareholders' Meeting resolution of 29 April 1998 (articles 17, 24, 27 and 30; cancellation of "Interim rule");
- Shareholders' Meeting resolution of 31 March 1999 (articles 3, 6, 7, 9, 12, 14, 15, 16, 17, 19, 25, 27, 28, 29, 30 and 31; "Interim Rule");
- Board of Directors meeting resolution of 15 July 1999 (article 6);
- Shareholders' Meeting resolution of 7 June 2000 (articles 6, 7 and 9);
- Shareholders' Meeting resolution of 13 July 2000 (articles 10, 14, 16, 17, 18, 19, 22, 23, 24, 25, 26, 27, 28, 29, 30 and 31; cancellation of "Interim rule");
- Board of Directors meeting resolution of 30 September 2000 (article 6);
- Board of Directors meeting resolution of 12 October 2000 (article 6);
- Board of Directors meeting resolution of 30 November 2000 (article 6);
- Shareholders' Meeting resolutions of 30 April 2001 (articles 6 and 14);
- Shareholders' Meeting resolutions of 20 December 2001 (articles 6, 8 and 26);
- Board of Directors meeting resolution of 20 December 2001 (article 6);
- Board of Directors meeting resolution of 7 February 2002 (article 6);
- Shareholders' Meeting resolutions of 30 November 2002 (article 6);
- Shareholders' Meeting resolutions of 28 February 2003 (articles 6, 12, 13, 15, 19, 22, 23 and 32);
- Shareholders' Meeting resolution of 26 April 2003 (article 27);
- Shareholders' Meeting resolution of 14 June 2003 (articles 6, 31 and 33 - new; 9, 14, 15, 16, 19 and 26);



- Shareholders' Meeting resolution of 3 December 2003 (articles 7, 16, 18, 19 and 32);
- Board of Directors meeting resolution of 18 December 2003 (article 6);
- Shareholders' Meeting resolution of 15 January 2004 (article 6);
- Shareholders' Meeting resolution of 28 April 2004 (article 1);
- Shareholders' Meeting resolution of 24 June 2004 (articles 5, 6, 7, 8, 10, 12, 13, 14, 15, 17, 18 and 26);
- Shareholders' Meeting resolution of 15 December 2005 (article 6);
- Board of Directors meeting resolution of 7 September 2006 (article 6);
- Shareholders' Meeting resolution of 20 June 2007 (articles 7, 9, 12, 13, 14, 15, 16, 17, 19, 22, 23, 25, 26 and 27; introduction to new Chapter XIV and new articles 30 and 31; consequent new numbering of following Chapters, articles and references);
- Shareholders' Meeting resolution of 5 December 2007 (articles 18 and 26);
- Shareholder's Meeting resolution of 6 March 2008 (article 6);
- Board of Directors meeting resolution of 20 March 2008 (article 6);
- Board of Directors meeting resolution of 10 April 2008 (article 6);
- Board of Directors meeting resolution of 24 April 2008 (article 6);
- Board of Directors meeting resolution of 2 October 2008 (article 6);
- Shareholders' Meeting resolution of 4 December 2008 (article 15);
- Shareholders' Meeting resolution of 25 June 2009 (article 13, 15, 17, 23 and 26);
- Board of Directors meeting resolutions of 17 September and 15 October 2009 (article 6);
- Shareholders' Meeting resolution of 3 December 2010 (articles 6, 10, 12, 13, 14, 15, 26 and 30);
- Shareholders' Meeting resolution of 29 April 2011 (articles 13, 14, 17, 33 and 35);
- Shareholders' Meeting resolution of 6 June 2011 (articles 4, 6, 18, 29, 33, 34, 35 and Chapter XIII);
- Board of Directors meeting resolution of 7 June 2011 (article 6);
- Board of Directors meeting resolution of 16 June 2011 (article 6);
- Board of Directors meeting resolution of 21 July 2011 (article 6);
- Board of Directors meeting resolution of 16 December 2011;
- Shareholders' Meeting resolution of 1 February 2012 (articles 6, 7, 28, 33 and 35);
- Shareholders' Meeting resolution of 9 October 2012 (articles 6, 12, 13, 14, 16, 17 and 27);
- Shareholders' Meeting resolution of 25 January 2013 (article 6);
- Shareholders' Meeting resolution of 18 July 2013 (articles 9, 13, 15, 16, 17, 18, 21, 22, 26, 27);
- Shareholders' Meeting resolution of 28 December 2013 (article 6);
- Shareholders' Meeting resolution of 29 April 2014 (articles 15 and 26);
- Shareholders' Meeting resolution of 21 May 2014 (article 6)
- Shareholders' Meeting resolution of 16 April 2015 (article 6, cancellation of "Interim rule");
- Board of Directors meeting resolution of 21 May 2015 (article 6);
- Shareholders' Meeting resolution of 16 April 2015 (article 12, 13, 14, 15, 17 and 23);





- Shareholders' Meeting resolution of 24 November 2016 (article 6);
- Board of Directors meeting resolution of 2 August 2017 (article 6);
- Shareholders' Meeting resolution of 18 December 2017 (articles 6, 10, 13, 14, 15, 16, 17, 18, 19, 20, 21, 23, 24, 26, 27, 28 and 33);
- Shareholders' Meeting resolution of 11 April 2019 (articles 17, 22, 32 (former art. 31) and the provision of the new Chapter IX and of the new article 24, consequent renumbering of the subsequent Chapter and articles and adjustments of the references to the amended articles);
- Shareholders' Meeting resolution of 4 October 2020 (article 6);
- Shareholders' Meeting resolution of 12 April 2022 (article 23);
- Shareholders' Meeting resolution of 15 September 2022 (articles 1, 6, 12, 13, 14, 15, 17, 18, 23, 25, 26 and 32);
- Shareholders' Meeting resolution of 17 April 2025 (articles 6, 14 e 15);
- Board of Directors meeting resolution of 26 June 2025 (article 6);
- Shareholders' Meeting resolution of 17 April 2026 (articles 13, 14, 15, 17, 18, 21 25 e 31).



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## CHAPTER I

### Origin – Name - Purpose - Registered Office – Duration of the Company

#### Article 1

1. A joint stock company called “Banca Monte dei Paschi di Siena S.p.A.” which carries out banking activities has been established. The Company is entitled to use, among its trademarks, the brands of incorporated companies as well as the brands owned by such companies, provided that they appear alongside its name.
2. The Company is the transferee of the banking business of Monte dei Paschi di Siena, a public- law credit institution, founded by the vote of the Magistrature and the Sienese people with Grand-Ducal rescript of 30 December 1622 and legally established in the form of a Foundation on 2 November 1624, for the purpose of fruitfully developing, organising and regulating, to the advantage of private citizens and public institutions of the City and State of Siena, lending activities in addition to cash advances against pledge of personal property made by the second Monte di Pietà di Siena, a public pawnbroking institution set up on 14 October 1568 and then merged into the prior Monte dei Paschi which had been founded in 1472.
3. The banking business was transferred in accordance with Article 1 of Law no. 218 of 30 July 1990, and Articles 1 and 6 of Legislative Decree no. 356 of 20 November 1990, within the framework of the restructuring project resolved upon by the Board of Directors of Monte dei Paschi di Siena in its meeting of 31 July 1995 and approved by Ministerial Decree no. 721602 of 8 August 1995.

#### Article 2

1. Pursuant to Article 61 of Legislative Decree no. 385 of 1 September 1993, in its capacity as parent company of the "Monte dei Paschi di Siena" banking group, the Company, in its function of direction and coordination, issues instructions to Group companies, for the execution of guidance received from the Bank of Italy in the interest of Group stability.

#### Article 3

1. The Company's purpose is the gathering of deposits and the granting of various forms of credit in Italy and abroad, including all activities which the Transferring Institute was authorised to carry out pursuant to laws or administrative provisions.
2. In conformity with the regulations in force, the Company may affect all banking and financial transactions and services allowed, establish and manage supplementary pension schemes as well as carry out any other transaction which is instrumental for or connected with the pursuit of the Company's purpose.
3. The Company may make cash advances against the pledge of precious objects or commonly used articles.

#### Article 4

1. The Company has its registered office in Piazza Salimbeni, 3 - Siena.
2. The Head Office of the Company is located in Siena.

BANCA MONTE DEI PASCHI DI SIENA S.p.A. - Registered office in Siena, Piazza Salimbeni, 3- [www.mps.it](http://www.mps.it)

Share Capital: € 17,978,187,186.85- Tax Code and Registration in the Companies Register of Arezzo- Siena no. 00884060526- MPS VAT GROUP- VAT no. 01483500524- Monte dei Paschi di Siena Banking Group- Bank Code and Group Code no. 1030- Registered in the Banks' Register with the Bank of Italy under no. 5274- Member of the Italian Interbank Deposit Protection Fund and of the National Guarantee Fund



3. The Company carries out its activities in the domestic market through head office and outer units and may, in conformity with the law, establish specific units and representative offices abroad.

#### Article 5

1. The duration of the Company shall be until 2100 and may be further extended by resolution of the Extraordinary Shareholders' Meeting.
2. Shareholders who did not participate in the approval of resolutions regarding the extension of the Company's duration shall have no right of withdrawal.

### CHAPTER II

#### Share Capital - Shares

#### Article 6

1. The Company's share capital amounts to Euro 17,978,187,186.85 (seventeen billion, nine hundred seventy-eight million, one hundred eighty-seven thousand, one hundred eighty-six and eighty-five cents) and is fully paid up.
2. The Company's share capital is represented by no. 3,038,418,183 (three billion, thirty-eight million, four hundred eighteen thousand, one hundred eighty-three) ordinary shares with no par value. All shares are issued in dematerialised form.

Procedures for the circulation and legitimation of shares are governed by law.

Shareholders who did not participate in the approval of resolutions regarding the introduction or removal of constraints on the circulation of shares shall have no right of withdrawal.

3. Shares are registered and indivisible. Each share entitles the holder to a vote.

#### Article 7

1. The Shareholders' Meeting may approve increases in capital, which may also be carried out through the contribution of assets in kind or receivables, as well as the issuance of shares bearing differing rights.
2. The extraordinary Shareholders' Meeting may approve the issuance of bonds convertible into own shares, establishing the conversion ratio as well as the terms and conditions applicable to the conversion.

#### Article 8

1. In accordance with the Company's interest and the other provisions of Article 2441 of the Italian Civil Code, the Company may reserve issuances of shares for Local Authorities in Siena, employees of the Company and the "Monte dei Paschi di Siena" Group, depositors, and other persons operating in sectors of activity which are particularly important for the economic and social development of the Province of Siena.
2. Pursuant to Article 2349 of the Italian Civil Code, share capital may be increased also while allocating profits to employees of the Company or its subsidiaries, for an amount equal to the profits themselves through the assignment of Company shares.

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3. The payment in cash of capital quotas against shares subscribed and already paid-up for at least 25% shall be carried out at the request of the Board of Directors, with fifteen days' prior notice.

#### Article 9

1. No limits are set on the ownership of the Company's shares.

### CHAPTER III

#### Corporate Bodies

#### Article 10

1. The Company has a management and control system in compliance with paragraphs 2 and 3 of Book V, Title V, Chapter V, Section VI *bis* of the Italian Civil Code which provide for a Board of Directors and a Board of Statutory Auditors according to the following articles. Statutory audits of accounts are carried out by a legally qualified Independent Auditor.
2. The Company's Corporate Bodies are listed below:
  - a) Shareholders' Meeting;
  - b) Board of Directors;
  - c) Chief Executive Officer (CEO) or Chief Executive Officers (if appointed);
  - d) Chairman;
  - e) Board of Statutory Auditors.

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### CHAPTER IV

#### Shareholders' Meeting

#### Article 11

1. A duly constituted Shareholders' Meeting represents the entire body of shareholders and its resolutions, passed in compliance with the law and these By-Laws, are binding upon all the shareholders, including absent or dissenting shareholders.

#### Article 12

1. Without prejudice to the powers of convocation established by specific legal provisions, the Shareholders' Meeting is convened by the Chairman of the Board of Directors or by the person acting on his/her behalf, as resolved upon by the Board of Directors. The Meeting is convened through notice containing indication of the day, time, location of the meeting and the list of items to be discussed as well as any further data and information established by *pro-tempore* applicable regulations, to be published in accordance with the time-limits and procedures provided for by law.





2. The Shareholders' Meeting, both ordinary and extraordinary session, shall be held in a single session.
3. Shareholders that represent, even jointly, at least one fortieth (1/40) of the share capital may request, within the time-limits laid down by law, that the items on the agenda be supplemented, indicating the additional items proposed by them in their request, or may submit resolution proposals on items already on the agenda. In this case, the requesting shareholders must submit a report, according to the time-limits and procedures provided for by law, indicating the reasons for their request and - notwithstanding the provisions of Article 14 - must file the documents concerning their entitlement to participate in the Shareholders' Meeting, together with the request. The Chairman shall ascertain their entitlement.

Notice of any supplements to the list of items to be dealt with by the Shareholders' Meeting and of the submission of additional resolution proposals on issues already on the agenda following the request under this paragraph, is given in the same forms required for publishing the notice of call, within the time-limits laid down by law. Any integration to the list of items to be dealt with under this paragraph is not allowed for items upon which the Shareholders' Meeting resolves by law upon the directors' proposal or on the basis of a plan or a report prepared by them other than those provided for by Article 125 *ter*, para. 1 of Legislative Decree no. 58/98.

4. The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, in his/her absence or impediment, by the person replacing him/her in compliance with para. 2 of Article 23. In the event of absence or impediment of the Chairman, the Deputy Chairman or Deputy Chairmen, the Meeting is chaired by a director appointed by the attendees.
5. The Chairman of the Meeting is responsible for ensuring that the meeting is duly constituted and verifying the attendees' identity and entitlement; he/she has the power to guide the discussion, to establish the voting procedures - anyhow by open vote - on individual cases, and to ascertain and proclaim the results of the voting, which shall be registered in the minutes.

After ascertaining that the Shareholders' Meeting has been duly constituted, it shall remain as such, even if some of the attendees subsequently leave for any reason whatsoever.

6. The Chairman is assisted by a secretary proposed by him/her and designated by the attendees; the secretary is responsible for drawing up the minutes of the meeting, which shall report the Meeting's resolutions. The secretary is not necessary whenever the minutes are drawn up by a notary public. The Chairman chooses two scrutineers among the attending shareholders.

#### Article 13

1. The Shareholders' Meeting is normally convened in Siena; it may also be convened in a location other than the registered office, as long as in Italy.
2. Ordinary Shareholders' Meetings must be held at least once a year, within 120 days of the corporate year end.
3. The ordinary Shareholders' Meeting shall:
  - a) approve the financial statements;

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- b) appoint the members of the Board of Directors and select the Chairman and one or two Deputy Chairmen from among them; remove directors from office;
- c) appoint the Chairman and the other members of the Board of Statutory Auditors, as well as the Alternate Auditors;
- d) assign the Statutory audit of accounts, upon the Board of Statutory Auditors' justified proposal, and approve its remuneration;
- e) establish the remuneration of directors and Statutory Auditors, according to Article 26, and approve the remuneration and incentive policies and compensation plans based on financial instruments in favour of directors, employees and staff – who are not under a contract of employment – of the Bank, the criteria for calculating compensation to be granted in the case of early termination of the employment relationship or early termination of office, including the limits established for such compensation in terms of annual fixed remuneration, and the maximum amount deriving from their application and also has the power to resolve, when approving remuneration and incentive policies, on the proposal of the Board of Directors and with the qualified majorities provided for in Article 14, paragraph 5, point ii), a ratio between the variable and fixed components of the individual remuneration for the key personnel (*personale più rilevante*) that is greater than 1:1, but in any case does not exceed the maximum limit established by the relevant legislation in force at the time;
- f) resolve upon the responsibilities of the directors and statutory auditors;
- g) resolve upon the acquisition of equity investments in other companies, implying unlimited liability for their obligations;
- h) resolve upon other matters attributed by law to the Shareholders' Meeting;
- i) authorise the implementation of major transactions with related parties falling within the competence of the Board of Directors, in the event that the Board has approved these transactions despite the adverse opinion of the Committee on Related-Party Transactions;

#### 4. The Extraordinary Shareholders' Meeting shall:

- a) resolve upon mergers, split-ups, early winding-up of the Company or extension of its duration, capital increases, and any other amendments to the By-Laws;
- b) resolve upon the appointment and replacement of official receivers, their competence and any other matter assigned to its approval by law.

#### Article 14

1. Shareholders with voting right who provide proof of their entitlement may participate in the Shareholders' Meetings. Shareholders with voting right may be represented by a proxy-holder during Shareholders' Meetings in compliance with the *pro-tempore* provisions of law. Shareholders with voting right are entitled to grant proxy also by electronic means in compliance with the procedures established by law. The proxy may be electronically notified also using the special section of the Company's website or, as an alternative,



by certified electronic mail to a special electronic address according to the procedures stated in the notice of call.

2. The Board of Directors, when convening each Shareholders' Meeting, whether ordinary or extraordinary, designates a representative to whom shareholders with voting right may confer, in the manner provided for by the laws and regulations *pro-tempore* in force and specified in the notice of call, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be effective only with regard to the proposals for which voting instructions have been given.
3. The Board of Directors, with the resolution convening each Shareholders' Meeting, whether ordinary or extraordinary, may provide, on a case-by-case basis, by indicating it in the notice of call, that participation and exercise of voting rights at the Shareholders' Meeting by the shareholders must take place exclusively by granting proxy (or sub-delegation) with voting instructions on all or some of the proposals on the agenda, to the representative designated by the Bank referred to in the preceding paragraph, in the manner and in accordance with the provisions of the notice of call in compliance with the laws and regulations *pro-tempore* in force.
4. The Ordinary Shareholders' Meeting is duly constituted irrespective of the portion of share capital being represented by the shareholders in attendance.
5. The Ordinary Shareholders' Meeting resolves by absolute majority of the votes, except for:
  - i) the appointment of the members of the Board of Directors and of the Board of Statutory Auditors, who are nominated according to the procedures referred to in Articles 15 and 25, respectively;
  - ii) for resolutions concerning the proposal to set a limit on the ratio between the variable and fixed components of the individual remuneration for key personnel (*personale più rilevante*) exceeding 1:1, in accordance with the regulations in force at the time, which must be approved:
    - with the favorable vote of at least two-thirds of the share capital represented at the Shareholders' Meeting, if the Shareholders' Meeting is constituted with at least half of the share capital;
    - with the favorable vote of at least three-quarters of the share capital represented at the Shareholders' Meeting, if the Shareholders' Meeting is constituted with less than half of the share capital;
    - or with the different qualified majority provided for by the *pro-tempore* legislation in force.
6. The Extraordinary Shareholders' Meeting is duly constituted when the percentage of the share capital required by law for the extraordinary shareholders' meeting in single session is represented and resolves with the favourable vote of the majority of the share capital represented at the meeting required by law for the extraordinary shareholders' meeting in single session.
7. In order to calculate the majority and the percentage of capital required for approval of the resolution, shares for which the voting right cannot be exercised or shares for which the voting right has not been exercised following the declaration of abstention by the party with voting rights due to conflict of interests are not calculated.



8. If during an Ordinary Shareholders' Meeting a bank foundation – according to the findings of the Chairman of the Shareholders' Meeting during the course of the meeting and immediately before each voting – is able to vote, on the basis of the shares held by the parties in attendance, by majority of the shares present and entitled to vote, the Chairman takes due note of this situation and debars the bank foundation from voting with respect to the resolution concerning said situation, limited to a number of shares representing the difference plus one share between the number of ordinary shares held by said foundation and the overall amount of ordinary shares held by the remaining parties who are present and entitled to vote when the voting takes place.
9. Subject to the provisions of the previous paragraphs, the Ordinary or Extraordinary Shareholders' Meeting passes resolutions, with the favourable vote of the majority of the voting non-related shareholders, when it is called to resolve upon proposals concerning:
  - a) transactions as per art. 13, paragraph 3, letter i) of these By-Laws,
  - or
  - b) major transactions with related parties falling within the competence of the shareholders' meeting submitted to the Shareholders' Meeting should the Committee on Related-Party Transactions issue an adverse opinion.

## CHAPTER V

### (Board of Directors)

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#### Article 15

1. The Board of Directors is composed of a number of members established by the Ordinary Shareholders' Meeting which cannot be less than nine (9) or more than fifteen (15). Subject to removal from office, no BMPS director shall be entitled, at the same time, to hold the office of director or of member of the council of management or the supervisory board of competitor banks, which do not belong to the BMPS Group, have a banking license issued by the supervisory authority and operate in the markets of bank funding or ordinary credit in Italy. In the event that a BMPS director accepts to hold one of the above-mentioned offices, he/she must promptly notify the BMPS Board of Directors which will declare his/her prompt removal from office. Directors' term of office is three years and expires on the day of the shareholders' meeting called to approve the financial statements of the most recent financial year of their term. Directors may be re-appointed and are elected according to the list voting system, as follows.
2. The Board of Directors is appointed on the basis of lists submitted by the shareholders or by the outgoing Board of Directors in accordance with the following paragraphs. The candidates - to be indicated possibly in a higher number than those to be elected, in order to have possible candidates to be selected in the event of co-optation during the term of office, and in any case in the number provided for by current legislation in the case of a list submitted by the outgoing Board of Directors - are listed by consecutive number. Each list must contain and specifically indicate at least two candidates - or the only candidate or at least a third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code *pro-tempore* in force) of the present candidates in case of lists where there are more than six (6) candidates - who meet the independence

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Share Capital: € 17,978,187,186.85- Tax Code and Registration in the Companies Register of Arezzo - Siena no. 00884060526- MPS VAT GROUP- VAT no. 01483500524- Monte dei Paschi di Siena Banking Group- Bank Code and Group Code no. 1030- Registered in the Banks' Register with the Bank of Italy under no. 5274- Member of the Italian Interbank Deposit Protection Fund and of the National Guarantee Fund



requirements established by provisions of laws and regulatory *pro-tempore* in force and the further independence requirements established by the Corporate Governance Code. In the event that the mentioned quota of one-third (or the higher percentage provided for by the laws, regulations and the Corporate Governance Code *pro-tempore* in force) does not correspond to a whole number of candidates, this number shall be rounded up.

3. Lists must include candidates of both gender in compliance with *pro-tempore* applicable legislation regarding gender balance. The lists submitted by the shareholders must be filed at the Company's registered office at least twenty-five days, and any list submitted by the outgoing Board of Directors at least forty days, prior to the date set for the Shareholders' Meeting. The lists submitted are published in accordance with *pro-tempore* applicable regulations.
4. Each shareholder may submit or contribute to the submission of one list only, in compliance with the provisions of the ninth paragraph of this article, and each candidate may stand for election in one list only, under penalty of ineligibility.
5. Only shareholders that, either individually or together with other shareholders, collectively hold shares representing at least 1 (one) % of the Company's share capital with voting rights at the Ordinary Shareholders' Meeting or a different percentage required by applicable regulations are entitled to submit lists. In order to prove ownership of the number of shares required for submission of lists, shareholders who submitted the lists must submit and/or send the documentation proving ownership of the minimum shareholding required to submit lists to the Company's registered office, when filing the lists or at a later date but within the term provided for the publication of the lists. Ownership is determined by taking into account the shares registered to the shareholder on the date on which the lists are filed.

The outgoing Board of Directors shall also have the right to submit its own list, acting with the majorities required by law, in compliance with the procedures and obligations provided for by law.

6. Each list shall be filed at the Company's registered office, within the deadline for their filing, together with the documents specified in the notice calling the meeting, including: (i) declarations by the candidates in which they accept their candidacy and certify, under their own responsibility, that there are no reasons for ineligibility and incompatibility, as well as the fact that they meet the requirements and compliance with the suitability criteria prescribed for the office as laid down by *pro-tempore* law and regulations in force and by the By-Laws; (ii) declarations by the candidates indicated as independent in the list certifying that they meet the independence requirements pursuant to foregoing para. 2; (iii) the curricula vitae showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies and (iv) any other declaration that may be required by the legislation, including regulations, *pro-tempore* in force. In particular, the candidates must declare that they do not hold the office of director or of member of the Council of management or the supervisory board of competitor banks, which do not belong to the BMPS Group, have a banking license issued by the supervisory authority and operate in the markets of bank funding or ordinary credit in Italy. Lists submitted that do not comply with the statutory provisions cannot be voted. The lack of documentation relating to an individual candidate on a list does not automatically result in the exclusion of the entire list, but of the candidate concerned.
7. Each shareholder entitled to vote may vote only one list. The Board of Directors is elected - without prejudice to any further obligations and restrictions provided for by current legislation in the event of participation in the



vote on a list presented by the outgoing Board of Directors, including individual voting on each candidate by the Shareholders' Meeting as a whole, including shareholders who did not vote for the list submitted by the outgoing Board of Directors, having cast their vote for a list other than the latter or having abstained or not participated in the vote in any case - as follows.

- 7.1 The votes obtained by each list are divided subsequently by one, two, three, four and so on up to the number of directors to be elected. The quotients obtained are assigned to the candidates of each list according to order of progressive listing. Based on the quotients assigned the candidates are listed in single decreasing order and the first candidates up to the number of members to be elected are considered elected, provided that the list with the highest number of votes must in any case provide a number of directors not less than half plus one, or the smallest number of directors that exhausts all the candidates indicated on that list, of the total number of those to be elected, with the consequent obligation to scroll through the ranking, if this limit is not respected. In any case, at least two (2) directors must be drawn from the minority list or lists.
- 7.2 If the list submitted by the outgoing Board of Directors obtains the majority of votes, as many directors as necessary will be drawn from such list, in accordance with the procedures provided for by current legislation, so that from the other lists that have obtained fewer votes, so that from the other lists that have obtained fewer votes, a number of directors shall be drawn on the total number of members of the Board of Directors to be elected in accordance with the criteria set forth below, without prejudice for the limit of half minus 1 (one) of the directors to be elected:
- i) if the total votes obtained by the other lists - not higher than two in order of votes obtained at the Shareholders' Meeting - do not exceed 20 (twenty) % of the total votes cast, such lists will have the right to appoint members of the board of directors in proportion to the votes obtained by each list and for an amount not lower than 20 (twenty) % of the total components of such body;
  - ii) if the total votes obtained by the other lists at the Shareholders' Meeting, in a number not higher than two, exceeds 20 (twenty) % of the total votes cast, the components of the new board of directors to be appointed by the minorities shall be assigned in proportion to the votes obtained by the minority lists which obtained a percentage of vote not lower than 3 (three) %. For the purpose of calculating the assignment of the directors in accordance with the above criteria, the votes of the lists which obtained less than 3 (three) % will be proportionally allocated to the minority lists which exceeded such threshold.

- 7.3 When applying the quotient method referred to in point 7.1 and point 7.2 above, if several candidates have obtained the same quotient, the candidate of the list that has not yet elected a director or that has elected the lowest number of directors shall be elected.

If none of these lists has elected a director or if all of them have elected the same number of directors, the candidate of the list that has obtained the highest number of votes shall be appointed among these lists. In the event of equal number of votes and quotients, the entire Ordinary Shareholders' Meeting shall hold a new voting and elect the candidate obtaining the simple majority of the votes.

However, also notwithstanding the foregoing provisions, at least one director must be drawn from the minority list which has obtained the highest number of votes and is in no way linked, either directly or indirectly, with the parties that submitted or voted the list ranking first by number of votes.

- 7.4 If, as a result of the voting, at least one third (or the higher percentage provided for by the laws, regulations and





the Corporate Governance Code *pro-tempore* in force) of the directors that meet the independence requirements provided for by previous paragraph 2 have not been appointed, the required number of last non-independent directors shall be replaced with independent candidates - drawn from the same lists of the replaced candidates - who have obtained the highest quotient.

The candidate replaced for the purpose of allowing the appointment of the minimum number of independent directors shall in no case be drawn from the minority list which obtained the majority of votes and no way be linked, directly or indirectly, with the parties that submitted or voted the list which obtained the majority of votes. In this case, the non-independent candidate which ranked last but one by quotient achieved shall be replaced.

- 7.5 In addition, if application of the foregoing procedures does not ensure compliance with *pro-tempore* current regulations on gender balance, the quotient of votes to be assigned to each candidate from the lists shall be calculated by dividing the number of votes obtained by each list by the progressive number of listing of each candidate. The candidate of the most represented gender with the lowest quotient among the candidates taken from all the lists is replaced by the candidate of the least represented gender who has obtained the highest quotient in the same list as the replaced candidate. If candidates from different lists have obtained the same quotient, the candidate of the list with the highest number of directors, or the candidate from the list with the lowest number of votes or, at a parity of votes, the candidate obtaining the lowest number of votes from the Shareholders' Meeting during a specific voting, shall be replaced.
- 7.6 In the event of application of the above procedures, should the number of Directors necessary to comply with the minimum number of independent Directors and of Directors of the least represented gender not be appointed due to an insufficient number of independent directors or of the least represented gender, the Shareholders' Meeting shall appoint the missing Directors by resolution approved by simple majority on the basis of the candidatures proposed, there and then, primarily by the parties that submitted the list of the candidate or candidates to be replaced.
8. With respect to the appointment of the Directors who were not appointed for any reason whatsoever in compliance with the procedure provided for herein, the Shareholders' Meeting shall resolve pursuant to and with the majorities provided for by law, without prejudice to the criteria envisaged by *pro-tempore* legislation in force and by the By-Laws with regard to independent directors and gender balance.
9. The members of the Board of Directors must be suitable for the performance of their duties and, to this end, must meet the requirements and comply with the criteria of suitability and with the limits on the number of offices as well as devote the time necessary for the effective performance of their duties as provided by the - national and supranational - laws and regulations *pro-tempore* in force.
10. In order to replace any Directors terminating their office during their term, the provisions of law shall apply, in accordance with the criteria envisaged by legislation *pro-tempore* in force and by the By-Laws with regard to independent directors and gender balance. If the majority of Directors terminates office, the whole Board of Directors shall be deemed to have resigned, with effect from the date it is re-established. Directors may be revoked by the Shareholders' Meeting at any time, subject to the Director's right to compensation for damages, if his/her revocation is without just cause.



In the event of co-optation pursuant to Article 2386 of the Italian Civil Code, without prejudice to compliance with the criteria on independent directors and gender balance, set forth by *pro-tempore* legislation in force and the By-Laws, the Board of Directors proceeds to select the co-opted person

- (a) freely choosing the most suitable candidate, in relation to the knowledge, skills and experience deemed necessary by the Board of Directors, as at the date of co-optation - in the event that the replacement regards a director elected from the list from which the majority of directors were drawn;
- (b) choosing the first candidate among those not elected or, if this is impossible for any reason whatsoever, proceeding to scroll through those not elected, in the case of the replacement of directors elected from a list that has expressed a minority of the directors;
- (c) where there are no candidates available on the minority list that nominated the outgoing director, selecting them from any other minority lists submitted at the time, again following the same rolling criterion;
- (d) where the criterion referred to in point (c) above is not applicable, the Board of Directors may select the co-opted person - having the knowledge, skills and experience deemed necessary by the Board of Directors, as at the date of co-optation - from outside the lists submitted at the time, in compliance with the criteria envisaged by *pro-tempore* legislation in force and by the By-Laws with regard to independent directors and gender balance.

#### Article 16

1. As a rule, the Board of Directors meets at the Head Office normally once a month, when convened by the Chairman, or, upon motivated request by at least three Board members, indicating the items to be discussed. The Chairman sets the agenda accordingly. The Board of Directors may also be convened by the Board of Statutory Auditors, or by each member of the Board of Statutory Auditors separately, prior written notice to the Chairman of the Board of Directors.
2. The meeting is convened through notice by any mean of communication with notice of receipt, which must indicate the place, date, time and items to be discussed, at least five (5) days prior to the date scheduled for the meeting and, in case of an emergency, or in relation to integrations to the Agenda, at least twenty four (24) hours prior to the date set for the meeting. Notice is given to the Statutory Auditors in the same manner.
3. The Board of Directors' meeting is duly constituted if at least the majority of its members is present.
4. The General Manager attends the Board meetings without the right to vote.
5. Resolutions are taken by the majority of those present.
6. The Board of Directors appoints a Secretary chosen among the Company's Executives, upon the Chairman's proposal.
7. Minutes of each Board meeting are drawn up.
8. Directors are entitled to attend Board meetings also by using teleconference and videoconference systems provided that all the attendees:
  - a) may be identified;



- b) may follow the debate and intervene in the discussion of the items in real time;
- c) may exchange documentation regarding the items.

The meeting of the Board is deemed to be held in the venue indicated in the notice of call.

#### Article 17

1. The Board of Directors holds all powers of ordinary and extraordinary management in order to achieve the company purpose, with the exception of the powers assigned to the Shareholders' Meeting according to the law, and of any other matter submitted to the Board by the Chairman and the Chief Executive Officer or the Chief Executive Officers. Pursuant to Article 2365, para. 2, of the Italian Civil Code, the Board of Directors resolves upon any mergers as provided for by Articles 2505 and 2505-*bis* of the Italian Civil Code, the establishment or closing of secondary offices and any adjustments to the By-Laws in order to comply with regulations.
2. In addition to the provisions of Article 2381, para. 4 of the Italian Civil Code, the Board of Directors has exclusive responsibility, which may not be delegated, for:
  - a) defining and approving the business model, strategic guidelines integrated with environmental, social and governance sustainability profiles for the Company and the Banking Group to which it belongs and approving the respective business and financial plans as well as the strategic transactions and providing for their periodic review;
  - b) monitoring the correct and consistent implementation of the guidelines and plans as per a) into the management of the Company and of the Banking Group;
  - c) establishing the Company's organisational guidelines and approving its organisational structure, monitoring their adequacy over time, as well as approving and modifying its main internal regulations;
  - d) defining and approving risk governance objectives and policies, as well as the process of risk reporting, management and assessment over time;
  - e) defining and approving the guidelines of the internal control system and verifying its adequacy, consistency, functioning, efficiency and effectiveness in compliance with *pro-tempore* supervisory regulations in force on the matter;
  - f) approving the policies and processes for the assessment of company assets and particularly financial instruments, verifying their constant adequacy;
  - g) approving the accounting and reporting system;
  - h) taking general responsibility for setting guidelines for and controlling the information system;
  - i) drawing up guidelines for the organisation and operation of the Banking Group, by establishing criteria to co-ordinate and manage the subsidiaries belonging to the Banking Group as well as for the implementation of Bank of Italy's instructions;
  - j) if the Shareholders' Meeting has not already done so, elect, from among its members - at the first



meeting following that Shareholders' Meeting - the Chairperson and one or two Deputy Chairperson, one of whom shall be the Acting Deputy Chairperson;

k) appointing the General Manager, as well as resolving upon his/her revocation, suspension, removal and termination as well as upon the determination of his/her remuneration;

l) resolving upon rules concerning the legal and economic conditions of staff, including salary scales and allowances thereof, and any other rule which must be approved according to the law;

m) preparing the financial statements and submitting them to the Shareholders' Meeting;

n) approving, upon the General Manager's proposal, the appointment of one or more Executives as Deputy General Manager of the Company and indicating from year to year, which one shall be the Acting Deputy General Manager, and taking any measure in relation to their remuneration and legal status;

o) approving the appointment and the revocation of the Manager in charge of Internal Audit, Compliance and risk control and anti-money laundering after hearing the Board of Statutory Auditors and adopting all measures relating to their legal and economic status, as well as the appointment and revocation of other Heads of the Main Functions, as defined by the legislation *pro-tempore* in force, for required to be appointed by the Board of Directors;

p) resolving upon the appointment and revocation of the Employer for the purposes of protection of health and safety at work, on the basis of the criteria provided for by law;

q) resolving upon the establishment of committees with advisory and proposal-making duties towards the Board;

r) approving the acquisition and disposal of strategic equity investments in companies, or those which in any event involve changes to the Banking Group, subject to the provisions of Article 13, para. 3, letter g), and the purchase and disposal of business units;

s) approving the budget on a yearly basis;

t) resolving on the establishment or the closing of secondary offices;

u) resolving on the reduction of share capital in the event of withdrawal by shareholders;

v) ensuring that the executive in charge of drafting the corporate accounting documents has the appropriate powers and means to fulfill his/her duties pursuant to the law, and that the administrative and accounting procedures are actually complied with;

w) passing resolutions on major transactions with related parties or on minor transactions falling within the discretionary powers of the Board;

x) approving major transactions with related parties falling within the competence of the Board of Directors in the presence of an adverse opinion of the Committee on Related-Party Transactions and submitting to the Shareholders' Meeting the major transactions with related parties falling within the competence of the Shareholders' Meeting in the presence of an adverse opinion of the Committee on Related-Party



Transactions for the purposes of implementing the resolutions as per Article 14, para. 9 of this By-Laws;

y) supervising the public disclosure and bank communications process.

It also necessarily falls to the Board of Directors exclusively to exercise all other powers assigned to it as non-delegable by the *pro-tempore* legal and regulatory provisions in force.

3. The Board of Directors promptly reports to the Board of Statutory Auditors on the business activities carried out and on the main economic and financial transactions carried out by the Company, also through its Delegated Bodies, and by its subsidiaries; in particular, it reports on any transactions in which the Directors have an interest on their own account or on behalf of third parties. This report is made verbally, at least on a quarterly basis, when the Board of Directors meets or by written notice to the Board of Statutory Auditors. The obligation of each Director to inform the other directors and the Board of Statutory Auditors of any interest he/she may have in a specified transaction of the Company on his/her own account or on behalf of third parties and to refrain from any resolutions in which he or she has a conflict of interest, on their own behalf or on behalf of a third party, pursuant to the applicable legislation, remains unaffected.
4. The Committees required under *pro-tempore* current regulations must be established within the Board of Directors, which have advisory and proposal-making duties. They are composed of a number between three (3) and five (5) non-executive mainly independent directors (except to the extent provided by letter d) that follows); if there are directors elected by the minority shareholders, one of them must be part of at least one committee.

If the Board of Directors' list receives the majority of votes at the Shareholders' Meeting, the Chairperson of the Risk and Sustainability Committee must be chosen from among the independent directors elected who were not drawn from the list of the outgoing Board of Directors.

The committees carry out their activities in compliance with special regulations approved by the Board of Directors; supervisory regulations and the Corporate Governance Code *pro-tempore* in force. Specifically, the following are established within the Board of Directors:

- a) a Remuneration Committee that carries out in particular the following tasks:
  - i) submitting, to the Board, proposals for the remuneration of the chief executive Officers and of the other directors holding special offices, as well as of the General Manager, and monitoring application of the resolutions adopted by the Board;
  - ii) periodically assessing the criteria adopted for the remuneration of executives with strategic responsibilities, monitoring their application and submitting general recommendations on the matter to the Board of Directors;
- b) a Risks and Sustainability Committee with the main function of supporting the Board of Directors:
  - i) in fulfilling its tasks to define the guidelines of the internal control and risk governance system and assess that the internal control and risk governance system is adequate, effective and properly functioning, as well as to approve the company asset assessment policies and processes;



- ii) in Sustainability assessments and decisions, in the analysis of issues relevant to the generation of long-term value, in the assessment of the suitability of - financial and non-financial - periodic information to correctly represent the Company's business model, strategies, the impact of its activities, and the performance achieved;
- iii) for the approval of periodic financial and non-financial reports;
- c) an Appointment Committee with the following main tasks:
  - i) supporting the Board of Directors in the process of appointing directors, proposing, in the case provided for by Article 2386, first paragraph, of the Italian Civil Code, candidates for the office of director;
  - ii) supporting the Board of Directors in processes of self-assessment and verification of the existence of requirements and compliance with suitability criteria, as well as of defining top management succession plans;
  - iii) submitting proposals to the Board of Directors for the appointment of the Chief executive Officer;
- d) a Committee on Related-Party Transactions, exclusively made up of Independent Directors, with at least advisory functions in the field of transactions with related parties.

The above-mentioned Committees shall also be entitled to all the tasks and the functions assigned to them by the *pro-tempore* legal and regulatory provisions in force.

#### Article 18

1. The Board of Directors may propose amendments, if any, to the By-Laws to the Shareholders' Meeting.
2. If the Shareholders' Meeting has not done so, at the first meeting following the Shareholders' Meeting, the Board of Directors shall elect from among its members a Chairperson and one or two Deputy Chairperson, one of whom shall be the Acting Deputy Chairperson. The Board of Directors may also appoint one or more Chief Executive Officers, establishing the limits of their authority and the procedure for exercising it.
3. The Board of Directors may furthermore delegate lending and ordinary management powers to the General Manager, Management Committees, Executives, Senior-Middle-Junior Managers and Branch Managers.
4. The Board of Directors may grant powers to individual Directors for specific acts or individual transactions.
5. The decisions taken by the delegates shall be brought to the attention of the Board of Directors in the manner established by the latter. In any case, the delegates report to the Board of Directors and to the Board of Statutory Auditors, at least on a quarterly basis, on the overall trend of management and on its expected development as well as on major transactions, given their size or features, carried out by the Company or by its subsidiaries.
6. The Board of Directors determines the limits for exercising the powers set forth in following Article 21, first paragraph letter d), as well as the procedures for reporting any suits involving the Company to the Board.





7. The Board of Directors may also grant powers of representation and powers of signature both personally to individuals and to the positions existing in all of the Company's organisation units, and determine the extent and the limits, also geographically, of such powers from time to time.

#### Article 19

1. In addition to complying with the provisions of Article 136 of Legislative Decree no. 385 of 1 September 1993, the members of the Board of Directors must inform the Board of Directors and the Board of Statutory Auditors of any business in which they are personally involved or which relates to entities or companies of which they are directors, auditors or employees, except for companies of the MPS Group and they shall refrain from any resolutions in which they have a conflict of interest, on their own behalf or on behalf of any third party, pursuant to the applicable legislation.

### CHAPTER VI

#### Chief Executive Officers

#### Article 20

1. The Chief Executive Officer (CEO) or the Chief Executive Officers exercise their functions within the limits of the powers assigned to them and according to the procedures established by the Board of Directors.
2. In the case of absence or impediment of the Chairman or of the Deputy Chairman pursuant to para. 2 of Article 23, the powers in cases of urgency, which must be exercised according to the time-limits and procedures as per para. 1 letter c) of Article 23, are assigned to the Chief Executive Officer or Chief Executive Officers, also separately.

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### CHAPTER VII

#### Chairman

#### Article 21

1. The Chairman:
- a) is vested with general representation of the Company before third parties;
  - b) calls and chairs the Shareholders' Meeting; calls and chairs the Board of Directors' meetings;
  - c) if necessary and in urgent cases may take decisions with regard to any business or transaction falling under the Board of Directors' competence, with the exception of those reserved to the latter's exclusive authority. Such decisions must be taken upon the binding proposal of the General Manager and/or Chief Executive Officer, if appointed. Such decisions must be brought to the attention of the competent body at the first subsequent meeting;
  - d) upon proposal of the General Manager, promotes and upholds any suits involving the Company, at all levels of jurisdiction and before any Court or arbitrator, with the authority to abandon them, to withdraw from any actions and proceedings, and to accept similar withdrawals from other parties involved;



- e) appoints solicitors and attorneys with special power in all law-suits and before any judicial, administrative, special or arbitral court, which may somehow involve the Company;
  - f) grants special powers of attorney to employees or third parties, also for questionings, third-party statements and suppletory or decisory oaths;
  - g) promotes the effective functioning of corporate governance, ensures the balance of powers with special reference to the delegated bodies and acts as interlocutor for the internal control bodies and the internal committees.
2. In the case of absence or impediment of the Chairman, the authority and powers conferred upon him/her are exercised by the Deputy Chairman or, if two Deputy Chairmen are appointed, by the Acting Deputy Chairperson. The Board of Directors designate the Acting Deputy Chairperson, during the first Meeting following the appointment of the two Deputy Chairpersons by the Shareholders' Meeting or at the same meeting of the Board of Directors which appointed the two Deputy Chairmen. In the case of absence or impediment of the Acting Deputy Chairperson, the Chairman's powers and authority are exercised by the other Deputy Chairman.
3. The signature of the Deputy Chairman or, in the case of appointment of two Deputy Chairmen, the signature of the Deputy Chairman designated by the Board of Directors as Acting Deputy Chairperson in accordance with the provisions of the foregoing para. 2 or, in the case of absence or impediment of the latter, the signature of the other Deputy Chairman is full evidence of the absence or impediment of the Chairman or the Acting Deputy Chairperson designated by the Board of Directors, before third parties.

## CHAPTER VIII

### General Manager

#### Article 22

1. The General Manager, in addition to the duties assigned to him/her by these By-Laws, to the powers granted to him/her by the Board of Directors and to any other duties within his/her competence:
- a) has the power to sign all documents relating to current business, oversees the Company's organisational structure and is responsible for it;
  - b) carries out all transactions of ordinary business which are neither specifically reserved (i) to the Board of Directors, nor delegated by the Board to the Chief Executive Officer or Chief Executive Officers, or (ii) to the Employer for the protection of health and safety at work;
  - c) makes reasoned proposals to the competent governing bodies with regard to lending operations, the co-ordination of the Banking Group, personnel matters and general expenses; submits reasoned reports to these governing bodies on any other matter falling under their authority;
  - d) ensures that the resolutions taken by the Board of Directors and Chief Executive Officer /Officers are implemented, and that the activities of the subsidiaries belonging to the Group are coordinated, in accordance with the criteria and general guidelines established by the Board of Directors pursuant to Article



17, second paragraph, letter i);

- e) allows the cancellation of mortgage registrations, transcriptions, liens and any other formalities thereof, the subrogations in favour of third parties and the release of liens once secured credit is fully paid-off or non-existent;
- f) is the head of personnel and exercises, in respect of personnel, the functions assigned to him/her by labour laws and regulations.

#### Article 23

1. In order to fulfill his/her duties and exercise his/her powers, or any powers delegated to him/her, the General Manager is assisted by the Deputy General Managers and Executives. In exercising their own, delegated or sub-delegated powers in relation to lending and ordinary management powers the General Manager, the Deputy General Managers, Executives may also avail themselves of the assistance of Managers and Branch Managers, on the basis of the office held.
2. In order to facilitate the smooth performance of operations both at the Head Office and the Branches, the General Manager - again to fulfill his/her duties and exercise his/her powers or any powers delegated to him/her - may delegate signing authority, either jointly or severally, to the employees stated in the second paragraph of Article 32, and may also grant special power of attorney to third parties for carrying out individual transactions or signing specific deeds and contracts.
3. In the case of absence or impediment, the General Manager is replaced by the Deputy General Manager. The Acting Deputy General Manager's signature is full proof of the General Manager's absence or impediment before third parties.

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### CHAPTER IX

#### HEALTH AND SAFETY AT WORK - THE EMPLOYER FOR THE PROTECTION OF HEALTH AND SAFETY AT WORK

#### Article 24

1. The Board of Directors is responsible for appointing and revoking the Employer for the protection of health and safety at work pursuant to Legislative Decree no. 81 of 9 April 2008, as subsequently amended, as well as any other legislation that may regulate the same matter.
2. The Employer for the protection of health and safety at work is the person with specific and proven technical skills who, according to the type and structure of the organisation in which the worker operates, due to the organisation of the functions he/she performs for the protection of health and safety at work, is responsible for the organisation of the same.
3. The Employer has the broadest and most autonomous decision-making, organisational and spending powers, also with respect to the workers and their activities, for ensuring the proper implementation of obligations, provided for by legal and regulatory provisions, regarding the protection of safety and health in the workplace.
4. The Employer informs the Board of Directors of the implementation of the relevant obligations and manages,

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within its competence and with full decision-making autonomy, without spending limits, any necessary plan or action relating to organisation, real estate and human resources.

5. In addition to the duties established by the Law and by these By-Laws, and any other duties within his/her area of competence, the Employer - as the person responsible for the organisation of the Company in the area of health and safety at work - with full decision-making, spending and operational autonomy:
  - a) defines, implements and controls the necessary strategies to make the Company's organisational model effective for meeting the obligations to protect health and safety in the workplace, identifying and implementing the general measures to protect the health, hygiene and safety of workers in the workplace, also in terms of prevention;
  - b) defines, implements and supervises the processes and activities of the Company to provide the entire Company with all the appropriate means for the protection of the safety and health of workers in order to ensure full compliance with the corporate obligations to implement hygiene and prevention measures and the related controls, ensuring full and timely compliance and scrupulous adherence by the Company and all workers to the rules on safety and hygiene at work;
  - c) manages working relationships with exclusive regard to the protection of health and safety in the workplace;
  - d) may delegate his/her duties with the contents and within the limits provided for by law.

## CHAPTER X

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### Board of Statutory Auditors

#### Article 25

1. The Board of Statutory Auditors is composed of three Statutory Auditors and two Alternate Auditors. This body supervises compliance with the law, regulations and By-laws, proper administration, and the adequacy of the organizational and accounting structures of the Company.
2. Statutory Auditors remain in office for three financial years and their term expires on the date of the Shareholders' Meeting called to approve the financial statements of the most recent financial year of their term; they may be re-elected.
3. The members of the Board of Statutory Auditors are appointed on the basis of lists submitted by the Shareholders, in compliance with the following paragraphs. The lists are divided into two sections: one for the appointment of the Statutory Auditors and one for the appointment of the Alternate Auditors. The candidates must be listed by progressive number and their number must not exceed the number of members to be elected. The lists with a number of candidates equal to or above three must include candidates of different gender in the first two places of the list under the section of the candidates for the office of Statutory Auditors, as provided for in the notice of call of the Shareholders' Meeting, in compliance with regulation, including regulatory, *pro-tempore* in force on gender balance. If the section of the alternate Auditors of the above lists has two candidates, they must be of different gender.

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4. Without prejudice to any different deadlines established by law, the lists submitted by the shareholders must be filed at the Company's registered office at least twenty-five days prior to the date set for the Shareholders' Meeting and published in accordance with *pro-tempore* applicable regulations.
5. Each shareholder may submit or contribute to the submission of one list only, in compliance with the provisions of paragraph 11 of this article. Each candidate may stand for election in one list only, under penalty of ineligibility.
6. Without prejudice to any different percentage established by law, only shareholders that, either individually or together with other shareholders, collectively hold shares representing at least 1% of the Company's share capital with voting rights at the Ordinary Shareholders' Meeting, or a different percentage required by applicable regulations are entitled to submit lists.
7. Each list shall be filed at the Company's registered office, within the deadline for their filing, together with the documents specified in the notice calling the meeting, including (i) information concerning the identity of the shareholders who submitted the lists, indicating the total shareholding percentage, in addition to the certificates proving ownership of the shareholding; this right shall be determined taking into account the shares registered to the shareholder on the date on which the lists are filed; (ii) declarations by the candidates in which they accept their candidacy and certify, under their own responsibility, that there are no reasons for ineligibility and incompatibility, including the limits on the number of offices that may hold as per the following para. 11, as well as the fact that they meet the requirements and the suitability criteria prescribed for the office which may be laid down by *pro-tempore* applicable law and regulations and By-Laws; (iii) the curricula vitae showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies and (iv) any other declaration that may be required by law, including regulations, *pro-tempore* in force. In addition, in the case of submission of a list by shareholders other than those holding, also jointly, a controlling interest or a relative majority share, the list must also be provided with a statement of the shareholders submitting it, proving that there are no connections, as defined by *pro-tempore* applicable laws and regulations, with the shareholders holding, also jointly, a controlling interest or relative majority share. Lists submitted that do not comply with the statutory provisions cannot be voted. The lack of documentation relating to an individual candidate on a list does not automatically result in the exclusion of the entire list, but of the candidate concerned. The documentation proving ownership of the minimum shareholding required to submit lists may be produced after the filing of the lists but within the term provided for the publication of the lists.

If, upon the deadline scheduled for the filing of the list, only one list, or only the lists submitted by shareholders who - according to laws and regulations *pro-tempore* in force – are connected with one another, has/have been filed, other lists may be submitted until the subsequent deadline provided for by regulations *pro-tempore* in force. In this case, the percentages for the submission of the lists as provided for by the foregoing paragraph 6 are reduced by half.

8. Each shareholder entitled to vote may vote only one list. The members of the Board of Statutory Auditors are appointed as follows:
  - a) the first two candidates of the list which has obtained the majority of votes and the first candidate of the list ranking second by number of votes which is not related, directly or indirectly, pursuant



to *pro-tempore* applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes shall be elected as Statutory Auditors;

- b) the first candidate of the list which has obtained the majority of votes and the first candidate - or the second candidate if the first is of the same gender as the first candidate of the list which has obtained the highest number of votes - of the list ranking second by number of votes which is not related, directly or indirectly, pursuant to *pro-tempore* applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes shall be elected as Alternate Auditors;
- c) in the case of parity of votes between the first two or more lists, the Shareholders' Meeting shall hold a new voting, voting only the lists with equal votes. The same rule shall apply in the case of parity between the lists ranking second by number of votes which are not related, directly or indirectly, pursuant to *pro-tempore* applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes;
- d) if an elected candidate cannot accept the appointment, the first non-elected candidate in the list of the candidate who did not accept shall be appointed;
- e) the Statutory Auditor taken from the list ranking second by number of votes which is not related, directly or indirectly, pursuant to *pro-tempore* applicable laws and regulations, to the shareholders who submitted or voted the list ranking first by number of votes shall be elected Chairman, provided that he/she possesses the specific professional requirements required by the *pro-tempore* laws and regulations in force.

In the event only one list has been submitted: (i) the Shareholders' Meeting shall vote on such list; (ii) if such list obtains the majority required by law for an ordinary shareholders' meeting, subject to compliance with the gender balance principle provided for by *pro-tempore* applicable legislation, the candidates indicated in progressive order in the section relating to Statutory Auditors, shall be elected as Statutory Auditors and the candidates indicated in progressive order in the section relating to the Alternate Auditors shall be elected as Alternate Auditors; and (iii) the Chair of the Board of Statutory Auditors shall be held by the person indicated in first place in the section relating to candidates for the office of Statutory Auditor on the single list submitted, provided that such person meets the specific professional requirements established by the *pro-tempore* laws and regulations in force.

In the event of death, resignation or termination of the Chairman of the Board of Statutory Auditors, the alternate Auditor taken from the list ranking second by number of votes which is not related, directly or indirectly, pursuant to *pro-tempore* applicable laws and regulations, to the parties who submitted or voted the list ranking first by number of votes shall hold the office of Chairman, until the Board of Auditors is integrated in compliance with Article 2401 of the Italian Civil Code. In the event of death, resignation or termination of a Statutory Auditor, he/she shall be replaced by an alternate belonging to the same list as the Auditor being replaced. Based upon the above appointment criteria for the Alternate Auditors, in the event that gender balance is not complied





with, the Alternate Auditor of the least represented gender shall take office regardless of whether he/she is included in the same list as the Auditor being replaced.

- f) In order to appoint Auditors who have not been appointed for any reason whatsoever according to the above-mentioned process, the Shareholders' Meeting resolves by the majority provided for by law, without prejudice to the principle of necessary representation of minority shareholders and the principle of gender balance provided for by *pro-tempore* legislation in force, without prejudice that if only one list has been submitted and the number of candidates elected is lower than the number established by the By-Laws, the Chair of the Board of Statutory Auditors shall be held by the person indicated in first place in the section relating to candidates for the office of Statutory Auditor on the single list submitted, provided that such person meets the specific professional requirements established by the *pro-tempore* laws and regulations in force

The appointment of Statutory Auditors for the purpose of completing the Board pursuant to Article 2401 of the Italian Civil Code is resolved upon by the Shareholders' Meeting by relative majority. However, it is understood that the principle of necessary representation of minority shareholders shall be complied with and the principle of gender balance provided for by *pro-tempore* legislation in force.

9. The members of the Board of Statutory Auditors may be revoked by the Shareholders' Meeting only if and how provided for by law and, therefore, only for just cause and by resolution approved by a decree of the Court, after hearing the interested party.

10. The Board of Statutory Auditors, subject to prior written notice to the Chairman, may convene the Shareholders' Meeting or the Board of Directors.

This authority can be exercised also separately by each member of the Board of Statutory Auditors, except for the power to call the Shareholders' Meetings which may be exercised by at least two members of the Board of Statutory Auditors.

11. Individuals who find themselves in situations of incompatibility and do not meet the requirements and/or suitability criteria provided for by *pro-tempore* legal and regulatory regulations - national and supranational - in force cannot be appointed as Statutory Auditors or, if appointed, fall from office. Any limits to the plurality of offices held and the requirements regarding the time availability for the performance of the duties as stated by *pro-tempore* applicable - national and supranational - regulations and regulatory provisions remain unaffected. Auditors are not allowed to hold office in banks other than those belonging to the Monte dei Paschi di Siena Banking Group and the banks jointly controlled. Auditors are not allowed to hold office in bodies other than the control bodies in other companies of the group or of the financial conglomerate as well as in companies where the Bank also indirectly holds a strategic shareholding. At least one Statutory Auditor and at least one Alternate Auditor, appointed according to the procedures as per paragraph 3 of this Article, shall be registered in the Register of Auditors and have carried out statutory auditing for at least three years.

12. In order to apply the provisions of para. 6, third sentence, of this article, at least the first candidate of each section of each list must meet the requirements as per above-mentioned para. 11, third subparagraph.

13. Pursuant to Article 52 of Legislative Decree no. 385 of 1 September 1993, the Board of Statutory Auditors





shall immediately inform the Bank of Italy of all acts or events it may become aware of while exercising its duties and which may constitute irregular management of the Company or may violate the rules governing the banking activity.

14. The meetings of the Board of Statutory Auditors may be attended using teleconference and videoconference systems according to the provisions of the By-Laws regarding the participation in the Board of Directors' meetings. The meeting of the Board of Statutory Auditors is deemed to be held in the place where the Chairman is situated.

## **CHAPTER XI**

### **Fees and Reimbursement of Expenses for Directors and Statutory Auditors**

#### *Article 26*

1. The members of the Board of Directors and of the Board of Statutory Auditors are entitled to annual fees and attendance fees for attending the meetings of the Board of Directors - up to an amount which is determined by the Shareholders' Meeting - as well as to the reimbursement of expenses incurred in performing their duties. The Shareholders' Meeting may also determine the amount of the attendance fees to be paid to the members of the Board of Statutory Auditors called to take part in the meetings of the committees as indicated by Article 17, second paragraph, point q).
2. More than one attendance fee for the same day cannot be paid to the Directors and Statutory Auditors.
3. Subject to the opinion of the Board of Statutory Auditors and as proposed by the Remuneration Committee, the Board of Directors sets the remuneration for the Directors holding specific offices in compliance with the By-Laws, including the Directors who are part of the committees within the Board of Directors as per article 17, para. 4, subject to the power of the Shareholders' Meeting to determine the remuneration of the Chairman of the Board of Directors.

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## **CHAPTER XII**

### **Outer Units**

#### *Article 27*

1. The outer units consist of secondary units and local units, under the supervision of the Head Office and in conformity with its directives, in compliance with the organisational model.

## **CHAPTER XIII**

### **Auditing and drafting of corporate accounting documents**

#### *Article 28*

1. In compliance with provisions in force, the statutory audit of accounts is carried out by an Independent Auditor entered in the specific register, which is appointed pursuant to the law.



#### Article 29

1. Upon proposal of the General Manager, subject to the prior mandatory opinion of the Board of Statutory Auditors, the Board of Directors appoints a person in charge of drawing up the corporate accounting documents, to be chosen among the Company's executives with proven accounting and financial experience. He/she shall be vested with appropriate powers and means for accomplishing his/her duties pursuant to the law. The Board of Directors also has the power to remove the appointed executive.

### CHAPTER XIV

#### Financial Statements and Profits

#### Article 30

1. The financial year ends on 31 December of each year.

#### Article 31

1. The net profits resulting from the financial statements are assigned at least 5% to the legal reserve until this reaches the amount of 1/5 of the share capital.
2. The residual net profits are made available to the Shareholders' Meeting for distribution to shareholders and/or for the creation and growth of other reserves.
3. The Company is entitled to distribute interim dividends, in compliance with the provisions of law.

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### CHAPTER XV

#### Signing Authority

#### Article 32

1. The authority to sign on behalf of the Company is held severally by:
  - a) the Chairman;
  - b) the Deputy Chairman or each of the Deputy Chairmen;
  - c) the Chief Executive Officer or each of the Chief Executive Officers;
  - g) the General Manager;
  - h) the Employer, in the matter of health and safety at work and to the extent of his/her competence.
2. The Deputy General Manager, Executives, as well as managers and - on the basis of the office held or in the event of exceptional and temporary needs - other clerical staff of the Bank have the authority to sign within the limits of the powers granted to them.



## CHAPTER XVI

### (Winding-up)

#### Article 33

1. Without prejudice to any other law provisions, in the event of dissolution, the Shareholders' Meeting shall indicate the winding-up procedures and appoint one or more receivers.