

Final Terms dated 24 November 2015

Banca Monte dei Paschi di Siena S.p.A. (the "Issuer")

Issue of €1,000,000,000 2.125 per cent. Fixed Rate Covered Bonds (*Obbligazioni Bancarie Garantite*) due 26 November 2025

Guaranteed by

MPS Covered Bond S.r.l. (the "Guarantor")

under the €10,000,000,000 Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "**Conditions**") set forth in the prospectus dated 22 July 2015 and the supplements to the prospectus dated, respectively, 7 September 2015, 21 September 2015, 29 September 2015 and 11 November 2015 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended from time to time, the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds (*Obbligazioni Bancarie Garantite*) described herein for the purposes of article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Covered Bonds and must be read in conjunction with the Base Prospectus as so completed. Full information on the Issuer, the Guarantor and the offer of the Covered Bonds (*Obbligazioni Bancarie Garantite*) described herein is only available on the basis of the combination of these Final Terms, the Conditions and the Base Prospectus as so completed. The Base Prospectus, including the supplements, is available for viewing at the Issuer's website (<http://www.mps.it>) and during normal business hours at the registered office of the Issuer at Piazza Salimbeni 3, 53100 Siena, Italy.

1. (i) Series Number: 18
- (ii) Tranche Number: 1
2. **Specified Currency or Currencies:** Euro ("€")
3. **Aggregate Nominal Amount**
 - (i) Series: 18
 - (ii) Tranche: 1
 - (iii) Aggregate Nominal Amount: €1,000,000,000
4. **Issue Price:** 99.973 per cent. of the Aggregate Nominal Amount.
5. (i) **Specified Denominations:** €100,000 *plus* integral multiples of €1,000.

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| (ii) | Calculation Amount: | €1,000 |
| 6. | (iii) Issue Date | 26 November 2015 |
| | (iv) Interest Commencement Date | Issue Date |
| 7. | Maturity Date: | 26 November 2025 |
| 8. | Extended Maturity Date of Guaranteed Amounts corresponding to Final Redemption Amount under the Guarantee: | 26 November 2063 |
| 9. | Interest Basis: | <p>For the period from and including the Interest Commencement Date to, but excluding, the Maturity Date, a 2.125 per cent. Fixed Rate per annum.</p> <p>If payment of the Final Redemption amount on the Maturity Date is deferred in whole or in part pursuant to Condition 8(b) (<i>Extension of maturity</i>), for the period from and including the Maturity Date to (and excluding) the Extended Maturity Date or, if earlier, the date on which the Covered Bonds are redeemed in full (the "Extended Maturity Period") a Floating Rate, as specified in paragraph 17 below.</p> <p>Further particulars specified below.</p> |
| 10. | Redemption/Payment Basis: | Redemption at par. |
| 11. | Change of Interest or Redemption/Payment Basis: | As specified in paragraph 17 below. |
| 12. | Hedging through covered bond swaps | Not Applicable. |
| 13. | Put/Call Options: | Not Applicable. |
| 14. | Date Board approval for issuance of Covered Bonds and Guarantee respectively obtained: | <p>Issuer: 28 January 2015 resolution of the Board of Directors and 19 November 2015 resolution of the Finance Treasury and Capital Management.</p> <p>Guarantor: 15 September 2015 resolution of the Board of Directors.</p> |
| 15. | (i) Method of distribution: | Syndicated. |

- (ii) Name of the Managers Barclays Bank PLC, Commerzbank Aktiengesellschaft, MPS Capital Services Banca per le Imprese S.p.A., Société Générale, UBS Investment Bank.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. **Fixed Rate Provisions** The provisions of Condition 5 apply.
- (i) Rate(s) of Interest: 2.125 per cent. per annum payable annually in arrear.
- (ii) Interest Payment Date(s): 26 November in each year up to and including the Maturity Date, provided that the first Interest Payment Date falls on 26 November 2016.
- (iii) Fixed Coupon Amount: € 21.25 per Calculation Amount.
- (iv) Broken Amount(s): N/A
- (v) Day Count Fraction: Actual/Actual (ICMA).
- (vi) Determination Date(s): 26 November in each year.
17. **Floating Rate Provisions** Applicable in respect of Extended Maturity Period.
- (i) Interest Period(s): Interest will be payable quarterly in arrears on each Interest Payment Date from (and including) the Maturity Date up to (and excluding) the Extended Maturity Date.
- (ii) Specified Period: Not applicable.
- (iii) Interest Payment Dates: Each Guarantor Payment Date from the Maturity Date to and including the Extended Maturity Date.
- (iv) First Interest Payment Date: The First Guarantor Payment Date falling after the Maturity Date.
- (v) Business Day Convention: Modified Following Business Day Convention
- (vi) Additional Business Centre(s): TARGET 2.
- (vii) Manner in which the Rate(s) of Interest Screen Rate Determination is/are to be determined:

- (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent): Principal Paying Agent
- (ix) Screen Rate Determination:
 - Reference Rate: 3 Months EURIBOR
 - Interest Determination Date(s): Two Target Settlement Days prior to the relevant Interest Payment Date
 - Relevant Screen Page: Reuters EURIBOR 01
 - Relevant Time: 11.00 a.m. (Milan time)
 - Relevant Financial Centre: Euro-zone (where Euro-zone means the region comprised of the countries whose lawful currency is the euro).
- (x) ISDA Determination: Not applicable.
- (xi) Margin(s): plus 1.27 per cent. per annum
- (xii) Minimum Rate of Interest: Not applicable.
- (xiii) Maximum Rate of Interest: Not applicable.
- (xiv) Day Count Fraction: Actual/360

18. **Zero Coupon Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 19. **Call Option** Not Applicable.
- 20. **Put Option** Not Applicable.
- 21. **Final Redemption Amount of Covered Bonds** €1,000 per Calculation Amount
- 22. **Early Redemption Amount**

Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons or on acceleration following a Guarantor Event of Default or other early redemption: €1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

- 23. **Additional Financial Centre(s) or other special** Not Applicable

provisions relating to payment dates:

24. Details relating to Covered Bonds which are Not Applicable. amortising and for which principal is repayable in instalments: amount of each instalment, date on which each payment is to be made:

DISTRIBUTION

25. U.S. Selling Restrictions: Reg. S Compliance Category 2

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the Luxembourg Stock Exchange of the Covered Bonds (*Obbligazioni Bancarie Garantite*) described herein pursuant to the €10,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme of Banca Monte dei Paschi di Siena S.p.A.

Signed on behalf of **Banca Monte dei Paschi di Siena S.p.A.**

By: 

Duly authorised

Signed on behalf of **MPS Covered Bond S.r.l.**

By: 

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing Official list of the Luxembourg Stock Exchange.
- (ii) Admission to trading Application has been made by the Issuer (or on its behalf) for the Covered Bonds (*Obbligazioni Bancarie Garantite*) to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 26 November 2015.

2. RATINGS

Ratings: The Covered Bonds (*Obbligazioni Bancarie Garantite*) to be issued have been rated:

Moody's: **A2**

Fitch: **BBB**

DBRS **A(high)**

Moody's Investors Service Ltd, Fitch Ratings and DBRS Rating Limited are established in the EEA and are registered under Regulation (EU) No 1060/2009.

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the EEA and registered under the Regulation (EU) No 1060/2009 ("CRA Regulation") unless the rating is provided by a credit rating agency operating in the EEA before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused (Please refer to the ESMA webpage <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in order to consult the updated list of registered credit rating agencies).

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "Subscription and Sale" of the Base Prospectus and for any fees payable to the Managers, as far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or

commercial transactions with, and may perform other services for, the Issuer and/or its affiliates in the ordinary course of business.

4. **TOTAL EXPENSES**

Estimated total expenses: € 6,100

5. **YIELD**

Indication of yield: 2.128 per cent. per annum.

6. **HISTORIC INTEREST RATES**

Not Applicable.

7. **OPERATIONAL INFORMATION**

ISIN Code: IT0005151854

Common Code: 132653607

Any Relevant Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s) and address(es): Monte Titoli S.p.A.
Piazza degli Affari 6, 20123 Milano, Italy

Names and Specified Offices of additional Paying Agent(s) (if any): Not applicable.

Name of the Calculation Agent Principal Paying Agent

Name of the Representative of the Bondholders BNY Mellon Corporate Trustee Services Limited. The provisions of the Rules of the Organisation of the Bondholders shall apply.

Intended to be held in a manner which would allow Eurosystem eligibility: Yes.

