

EXECUTION VERSION

FORM OF FINAL TERMS

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”) or in the United Kingdom (the “UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

8 September 2020

Banca Monte dei Paschi di Siena S.p.A.

Legal entity identifier (LEI): J4CP7MHCXR8DAQMKIL78

Issue of €300,000,000 8.500 per cent. Reset Callable Subordinated Notes due 10 September 2030

under the €50,000,000,000

Debt Issuance Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions for the Italian Law Notes (the “**Conditions**”) set forth in the Base Prospectus dated 22 July 2020 and the supplements to it dated 20 August 2020 and 1 September 2020 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at the registered office of the Issuer and has been published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and copies may be obtained from the Agent at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB.

(1) (i) Series Number:

3 – 2020

(ii)	Tranche	1
(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
(2)	Specified Currency or Currencies:	Euro (€)
(3)	Aggregate Nominal Amount:	
	(i) Series:	€300,000,000
	(ii) Tranche:	€300,000,000
(4)	Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount
(5)	(i) Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000
	(ii) Calculation Amount:	€1,000
(6)	(i) Issue Date:	10 September 2020
	(ii) Interest Commencement Date:	Issue Date
(7)	Maturity Date:	10 September 2030
(8)	Interest Basis:	8.500 per cent. to be reset on 10 September 2025 (see paragraph (14) below)
(9)	Redemption/Payment Basis:	100 per cent.
(10)	Change of Interest Basis:	See paragraph 14 below
(11)	Put/Call Options:	Regulatory Call Issuer Call (see paragraphs (18) and (19) below)
(12)	(i) Status of the Notes:	Subordinated Notes
	(ii) Date of Board approval for issuance of Notes obtained:	7 February 2020 and 6 August 2020

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

(13)	Fixed Rate Note Provisions:	Not Applicable
(14)	Reset Note Provisions:	Applicable
	(i) Initial Rate of Interest:	8.500 per cent. per annum payable in arrear on each Interest Payment Date

(ii)	First Margin:	8.917 per cent. per annum
(iii)	Subsequent Margin:	Not Applicable
(iv)	Interest Payment Date(s):	10 September in each year, commencing on 10 September 2021, up to and including the Maturity Date
(v)	Fixed Coupon Amount up to (but excluding) the First Reset Date:	€85.00 per Calculation Amount
(vi)	Broken Amount(s):	Not Applicable
(vii)	First Reset Date:	10 September 2025
(viii)	Second Reset Date:	Not Applicable
(ix)	Subsequent Reset Date(s):	Not Applicable
(x)	Relevant Screen Page:	Bloomberg screen ICAE 53
(xi)	Mid-Swap Rate:	Single Mid-Swap Rate
(xii)	Mid-Swap Maturity	5 years
(xiii)	Day Count Fraction:	Actual/Actual ICMA
(xiv)	Determination Dates:	10 September in each year
(xv)	Business Centre(s):	London and TARGET2
(xvi)	Calculation Agent:	the Agent
(15)	Floating Rate Note Provisions:	Not Applicable
(16)	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

(17)	Notice periods for Condition 5 of the Terms and Conditions for the English Law Notes and Condition 5 of the Terms and Conditions for the Italian Law Notes:	Minimum period: 10 days Maximum period: 90 days
(18)	Issuer Call:	Applicable
(i)	Optional Redemption Date(s):	10 September 2025
(ii)	Optional Redemption Amount: amount(s):	€1,000 per Calculation Amount
(iii)	If redeemable in part:	
(a)	Minimum Redemption Amount:	Not Applicable
(b)	Maximum Redemption Amount:	Not Applicable
(19)	Regulatory Call:	Applicable

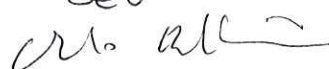
- (i) Early Redemption Amount of each Note payable on redemption for regulatory reasons as contemplated by Condition 5(d) (*Redemption for Regulatory Reasons*) of the Terms and Conditions for the English Law Notes and Condition 5(d) (*Redemption for Regulatory Reasons*) of the Terms and Conditions for the Italian Law Notes and/or the method of calculating the same (if required or if different from that set out in Condition 5(f) (*Early Redemption Amounts*) of the Terms and Conditions for the English Law Notes and Condition 5(f) (*Early Redemption Amounts*) of the Terms and Conditions for the Italian Law Notes: €1,000 per Calculation Amount
- (20) Issuer Call due to MREL Disqualification Event Not Applicable
- (21) Final Redemption Amount: €1,000 per Calculation Amount
- (22) Early Redemption Amount payable on redemption for taxation reasons or on event of default: €1,000 per Calculation Amount
See also paragraph (19) (Regulatory Call)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- (23) Form of Notes:
- (i) Form: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event
- (ii) New Global Note: Yes
- (24) Additional Financial Centre(s): Not Applicable
- (25) Talons for future Coupons to be attached to Definitive Notes: No
- (26) Substitution or Variation of Notes: Not Applicable

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

By: GEORGIO BASTIANINI
Duly authorised

CEO


PART B – OTHER INFORMATION

(1) LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Luxembourg Stock Exchange's regulated market and listed on the Official List of the Luxembourg Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: €5,900

(2) RATINGS

- Ratings: The Notes to be issued have been rated:
- B (low) by DBRS Ratings GmbH (“DBRS”)
- CCC+ by Fitch Ratings Ireland Limited (“Fitch”)
- Caa1 by Moody's France SAS (“Moody's”)
- Each of DBRS, Fitch and Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the “CRA Regulation”).

(3) INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes 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 banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

(4) REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- i. Reasons for the Offer: For its general corporate purposes, which include making a profit, and for general capital requirements.
- ii. Estimated Net Proceeds: €295,546,250

(5) YIELD (Fixed Rate Notes only)

- Indication of yield: 8.500 per cent.

(6) OPERATIONAL INFORMATION

- (i) ISIN: XS2228919739
- (ii) Common Code: 222891973
- (iii) CFI: DTFXFB, as updated, as set out on the website of the

- Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: BANCA MONTE DEI/1EMTN 20300910, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

(7) **DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: Barclays Bank PLC
Morgan Stanley & Co. International plc (the **Lead Manager**)
MPS Capital Services Banca per le Imprese S.p.A.
- (iii) Date of Subscription Agreement: 8 September 2020
- (iv) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name of relevant Dealer: Not Applicable
- (vi) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (vii) Prohibition of Sales to EEA and UK Retail Investors: Applicable