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VOLUNTARY PARTIAL PUBLIC OFFERING FOR EXCHANGE AND SETTLEMENT

Provisional results at the end of the Tender Period (31 October - 20 November 2017)

BMPS UT2 Shares tendered into the Offering: n. 198,414,482.00

(equal to 83.475502% of the BMPS UT2 Shares to which the Offering relates)

Provisional *Pro Rata* Allocation ratio: 92.3264%

Siena, 21 November 2017 - Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**" or the "**Offeror**") on the basis of the preliminary results, hereby gives notice that - in the context of the voluntary partial public offering for exchange and settlement addressed to holders of ordinary shares of the Bank (ISIN code IT0005276776) arising out of the conversion, following the application of burden-sharing measures under Article 22, paragraph 2 of the Law Decree n. 237 of 23 December 2016 (as converted, with amendments, into Law n.15 of 17 February 2017,and subsequently amended) of the subordinated bond issue "€2,160,558,000 Floating Rate Subordinated Upper Tier II 2008-2018" (ISIN code IT0004352586) (the "**Offering**") - n. 198,414,482.00 BMPS UT2 Shares, equal to 83.475502% of the BMPS UT2 Shares to which the Offering relates (equal to a total of n. 237,691,869), has been tendered into the Offering.

On the basis of the above mentioned preliminary results - considering the criteria to calculate the Consideration, as indicated in the Offer Document - the aggregate nominal amount of the Senior Debt Securities to be issued in service of the Offering is therefore equal to Eur 1,663,662,811.00. Since such value is higher than the Maximum Aggregate Nominal Amount of the Senior Debt Securities which can be issued in service of the Offering (equal to Eur 1,536,000,000.00), the BMPS UT2 Shares tendered into the Offering will be allocated on a *"pro rata* basis" under which the Offeror, in the name and on behalf of the MEF, will acquire from all the Tenderers the same guota of BMPS UT2 Shares that they tendered into the

This notice and the information within neither contain, nor constitute, an offer for sale of securities or a solicitation to purchase securities, in the United States, in Australia, in Canada, in Japan, or in any other jurisdiction in which an offer or solicitation would require approval from the local authorities, or would otherwise be illegal (the "Other Countries"). The Offering will be conducted in Italy on the basis of a document that has been duly authorised by CONSOB in accordance with the laws and regulations in force. Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or pursuant to the corresponding law s and regulations in force in the Other Countries. The securities may not be offered or sold in the United States unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Sec urities Act is available. BMPS does not intend to register any part of the Offering in the United States. The Offering will be brought by the Offeror on the basis of an offering prospectus, and will not be brought directly or indirectly through postal services or any other means or instruments of international communication or trade, or trading exchanges in the United States. The securities may not be tendered into the Offer via any system, medium, instrument or device used from or within the United States, by persons resident or located in the United States, or by U.S. Persons as defined in Regulation S of the Securities Act.

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Offering.

The *Pro Rata* Allocation ratio calculated on the basis of the provisional results is equal to 92.3264%, and therefore the Offeror, in the name and on behalf of the MEF, will acquire 92.3264% of the BMPS UT2 Shares tendered into the offering from each Tenderer and will return, in accordance with the Offer Document, the remaining BMPS UT2 Shares.

The final results (included the final *Pro Rata* Allocation ratio) will be communicated as soon as the data concerning *(i)* potential request to withdraw the Tenders submitted by those who are entitled, following the publication - on 17 November - of the Supplement to the Registered Document and the Supplement to the Offer Document, and *(ii)* the regularisation of any irregular Tender, will be known. In any case the above mentioned final results will be communicated by 7:59 am of 23 November 2017.

The Exchange Date of the Offering will be 24 November 2017.

The terms with capital letter which are not defined in this press release have the same meaning as in the Offer Document and in the related Supplement, which are publicly available at the registered office of the Offeror, in Siena, Piazza Salimbeni 3, Italy and on the Offeror website <u>www.gruppomps.it</u>.

For further information: Media Relations Tel: +39.0577.296634 ufficio.stampa@mps.it

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This notice and the information within neither contain, nor constitute, an offer for sale of securities or a solicitation to purchase securities, in the United States, in Australia, in Canada, in Japan, or in any other jurisdiction in which an offer or solicitation would require approval from the local authorities, or would otherwise be illegal (the "Other Countries"). The Offering will be conducted in taly on the basis of a document that has been duly authorised by CONSOB in accordance with the laws and regulations in force. Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or pursuant to the corresponding law s and regulations in force in the Other Countries. The securities may not be offered or sold in the United States unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Sec urities Act is available. BMPS does not intend to register any part of the Offering in the United States. The Offering will be brought by the Offeror on the basis of an offering prospectus, and will not be brought directly or indirectly through postal services or any other means or instruments of international communication or trade, or trading exchanges in the United States. The securities may not be tendered into the Offer via any system, medium, instrument or device used from or within the United States, by persons resident or located in the United States, or by U.S. Persons as defined in Regulation S of the Securities Act.