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PRESS RELEASE

Underwriting agreement signed for the rights offering of Banca Monte dei Paschi di Siena S.p.A. Shareholders' commitments to subscribe for the rights offering

Siena, 22 May 2015 – Further to the press releases of 20 and 21 May 2015, Banca Monte dei Paschi di Siena S.p.A. ("BMPS") announces that it has signed the underwriting agreement connected with the rights offering approved on April 16, 2015, by the Shareholders' Meeting of BMPS (the "Offering"). UBS Limited will act as Global Coordinator and Joint Bookrunner, Citigroup Global Markets Limited, Goldman Sachs International and Mediobanca – Banca di Credito Finanziario S.p.A. will act as Co-Global Coordinators and Joint Bookrunners, and Barclays Bank PLC, Commerzbank Aktiengesellschaft, acting through its London Branch, Deutsche Bank AG, London Branch, Merrill Lynch International and Société Générale will act as Joint Bookrunners. Furthermore, as part of the underwriting agreement, Banca IMI S.p.A., Banco Santander, S.A., Credit Suisse Securities (Europe) Limited and UniCredit Bank AG, Milan Branch will act as Co-Bookrunners, and Banca Akros S.p.A., Banca Profilo S.p.A., Banca Popolare di Vicenza S.C.p.A., Banco Bilbao Vizcaya Argentaria, S.A., Equita SIM S.p.A., ING Bank N.V., Jefferies International Limited and Stifel Nicolaus Europe Limited (trading as Keefe, Bruyette & Woods) will act as Co-Lead Managers (and together with the Global Coordinator, the Co-Global Coordinators, Joint Bookrunners and Co-Bookrunners, the "Underwriters").

Pursuant to the agreement, the Underwriters have undertaken to guarantee, severally but not jointly, the subscription of any common shares that will not have been subscribed following the offer on the Italian Stock Exchange of the unexercised rights, up to an amount of Euro 3 billion (less irrevocable undertakings to subscribe the common shares that are received from BMPS shareholders indicated hereunder).

Furthermore, today the AXA Group and AXA Mutuelles have irrevocably undertaken to subscribe for the new shares pertaining the No. 9,515,292 BMPS shares held by them at the terms and conditions of the Offering. Such undertaking will cease to be effective if the underwriting agreement relating to the Offering is terminated before the end of the subscription period.

This communication will be available at www.mps.it

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