

*Courtesy translation: in case of discrepancy between the Italian language original text and the English language translation, the Italian version shall prevail*



## **NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Shareholders of Banca Monte dei Paschi di Siena S.p.A. (“**BMPS**” or the “**Company**” or the “**Bank**”) are called to the Ordinary and Extraordinary Shareholders’ Meeting in **Siena, Viale Mazzini 23** on **14 April 2015 at 9:00 a.m.** on first call, and if necessary, to the extraordinary session on second call on **15 April 2015**, same time and same location. If the respective quorum required for the above-mentioned meetings are not met, the Shareholders’ Meeting is convened on third call for the extraordinary session and on second call for the ordinary session on **16 April 2015**, same time and same location, to discuss and resolve upon the following

### **AGENDA**

#### **Ordinary session**

1. Stand alone and consolidated financial statements at 31 December 2014, including the reports of the Board of Directors, of the Independent Auditor and of the Board of Statutory Auditors; resolutions pertaining thereto and resulting therefrom;
2. Determination of the number of members of the Board of Directors for the financial years 2015, 2016 and 2017;
3. Determination of the number of Deputy Chairmen for the financial years 2015, 2016 and 2017;
4. Appointment of members of the Board of Directors for the financial years 2015, 2016 and 2017;
5. Selection, amongst the members of the Board of Directors, of the Chairman as well as the Deputy Chairmen in the number decided by the Shareholders’ Meeting;
6. Determination of the fees to be paid to members of the Board of Directors pursuant to Articles 13 and 27 of the By-Laws;
7. Determination of the compensations to be paid to the Chairman of the Board of Directors pursuant to Articles 13 and 27 of the By-Laws;
8. Appointment of the Chairman and the other members of the Board of Statutory Auditors for the financial years 2015, 2016 and 2017;
9. Determination of the compensations to be paid to members of the Board of Statutory Auditors pursuant to Articles 13 and 27 of the By-Laws;
10. Remuneration Report: resolution pursuant to para. 6, Article 123-ter of Legislative Decree No. 58 of 24 February 1998 - Consolidated Finance Act (“**TUF**”).

#### **Extraordinary session**

1. Resolutions in accordance with Article 2446 of the Italian Civil Code: proposed share capital reduction due to losses; resolutions pertaining thereto and resulting therefrom;
2. Resolutions concerning the failure to re-establish the evaluation reserves;
3. Proposal to increase the share capital up to EUR 3,000,000,000.00, including share premiums if any, to be carried out no later than 30 September 2015, in tranches, through the issuance of ordinary shares with regular dividend rights, offered as an option to the Shareholders of the Company, in accordance with Article 2441 of the Italian Civil Code; relative amendments to the By-Laws and resolutions pertaining thereto and resulting therefrom;
4. Reverse split of the ordinary shares of Banca Monte dei Paschi di Siena S.p.A. at a ratio of 1 new ordinary share with regular dividend-right every 20 existing ordinary shares; relative amendments to the By-Laws and resolutions pertaining thereto and resulting therefrom;
5. Amendments to Articles 12, 13, 14, 15, 17 and 23 By-Laws and resulting coordination of Articles 24 and 27 of the By-Laws.

#### **General information**

There are 5,116,513,875 ordinary shares, each of which gives the right to one vote in ordinary and extraordinary shareholders' meetings. As of the date of this Notice, BMPS holds: (i) 9 ordinary treasury shares and (ii) 2,952,360 ordinary shares in usufruct; the voting right is suspended.

#### **Appointment of the Board of Directors and the Board of Statutory Auditors**

Please note that the Board of Directors has made no proposals regarding agenda items 2, 3, 4, 5, 6, 7, 8 and 9 of the ordinary session.

Referring to Articles 15 and 26 of the By-Laws (which may be consulted on the website [www.mps.it](http://www.mps.it), in the section Investors & Research - Corporate Governance), please consider the following.

Pursuant to Articles 15, para. 1 and 26, para. 3 of the By-Laws, the members of the Board of Directors and the Board of Statutory Auditors are appointed on the basis of lists submitted by shareholders that, either individually or acting in concert with other shareholders, collectively hold shares representing at least 1% of the share capital with voting rights in the Ordinary Shareholders' Meeting. Legal ownership of the minimum shareholding is determined by taking into account the shares owned by the shareholder on the date on which the lists are filed with the Company and must be certified by a letter sent to the Bank by qualified intermediaries, which must be received by the Company when the lists are filed or at a later date, but within the term set forth below for the publication of the lists by the Company.

The lists submitted by the shareholders must be filed at the Company's registered office at least twenty-five days prior the date scheduled for the Shareholders' Meeting on first call, i.e., by **20 March 2015**. The lists may also be filed by sending the documentation to fax number 0577/296396 or to the certified email address [bancamps.settoreaffarisocietari@postacert.gruppo.mps.it](mailto:bancamps.settoreaffarisocietari@postacert.gruppo.mps.it).

The Company will make the lists available to the public by **24 March 2015** by submitting them c/o the Company's registered office and at the stock exchange management company and publishing them on its website.

Please note that shareholders that submit minority lists must take into consideration Consob communication No. DEM/9017893 of 26 February 2009, in particular as regards the filing of a statement certifying the absence of direct or indirect connections with shareholders which hold, even acting in concert, a controlling interest or a relative majority shareholding.

Pursuant to Article 15 of the By-Laws, Directors remain in the office for three years and their term 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 described below. The Board of Directors is appointed on the basis of lists submitted by the shareholders, in which the candidates are listed by consecutive number. Each list must contain and specifically indicate at least two candidates who meet the independence requirements established by law for Statutory Auditors and the further independence requirements established by the Code of conduct for the listed companies. Lists with a number of candidates equal to or above three must include candidates of both gender in alternating order and in equal proportions if there is an even number, for the purpose of complying with applicable legislation regarding gender balance. The lists shall not include candidates who are 75 old as of the date of the Shareholders' Meeting for the renewal of the Corporate Bodies, also taking into consideration the age limits indicated for the office of Chairman of the Board of Directors (no more than 70 years at the time of appointment) and for the office of Chief Executive Officer (no more than 67 years at the time of appointment), pursuant to the rules of the By-Laws. Lists with a number of candidates equal to or above three, furthermore, must specifically indicate at least two candidates and, in any case, equal to at least one third of the candidates in the list, who meet the independence requirements established by law for Statutory Auditors and the further independence requirements established by the Code of conduct for listed companies. In the event that this share is not a whole number, it shall be rounded up.

As regards the appointment of the Board of Directors, each list shall be filed at the Company's registered office, within the deadline for their filing, together with: (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, including no material situations pursuant to Article 36 "Protection of competition and personal cross shareholdings in the credit and financial markets" of Decree Law No. 201/2011 - Law No. 214/2011, as well as the fact that they meet the requirements prescribed for the office by applicable law and regulations; (ii) declarations by at least two candidates certifying that they meet the independence requirements established by law for Statutory Auditors and the further independence requirements established by the Code of conduct for listed companies; and (iii) the *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies, 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 Monte dei Paschi di Siena Banking Group, have a banking license issued by the Supervisory Authority and operate in the markets of bank funding or

ordinary credit in Italy, and (iv) information concerning the identity of the shareholders who submitted the lists, indicating the total shareholding percentage as shown on the certificates proving ownership of the above-mentioned minimum shareholding; this right shall be determined taking into account the shares owned by the shareholder on the date on which the lists are filed.

In compliance with the Supervisory Provisions for banks (Circular No. 285 of 17 December 2013) on the composition of the corporate boards and committees, the Board of Directors shall provide the shareholders with a document, published on the Bank's website and filed at the Company's registered office and at the stock exchange management company, containing its evaluations on the qualitative and quantitative composition considered optimal in light of the objectives set forth in the above-mentioned Supervisory Provisions and the theoretical profile (including professional characteristics and possibly independence) of the candidates deemed appropriate for these purposes, in due time to ensure that candidates are selected on the basis of the professional characteristics and requirements indicated.

Pursuant to Article 26 of the By-Laws, the Board of Statutory Auditors is composed of three Statutory Auditors and two Alternate Auditors. 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. They are appointed on the basis of lists submitted by the shareholders. 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, in compliance with the current regulation on gender balance. If the section of the Alternate Auditors of the above lists has two candidates, they must be of different gender.

As regards the appointment of the Board of Statutory Auditors, each list shall be filed at the Company's registered office, within the deadline for their filing, together with: (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, including no material situations pursuant to Article 36 "Protection of competition and personal cross shareholdings in the credit and financial markets" of Decree Law No. 201/2011 - Law No. 214/2011 (the latter only for candidates for the position of Statutory Auditor), and including the limit on the number of offices they may hold in accordance with applicable regulations, as well as the fact that they meet the requirements prescribed for the office by applicable law and regulations; (ii) the *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies, and (iii) information concerning the identity of the shareholders who submitted the lists, indicating the total shareholding percentage held. In particular, the candidates must declare that they do not hold office in banks other than those belonging to the Monte dei Paschi di Siena Banking Group and the banks jointly controlled.

In addition, in the case of submission of a list by shareholders other than those holding, even acting in concert, 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 applicable laws and regulations, with the shareholders holding, even acting in concert, a controlling interest or relative majority share.

Each shareholder may submit or contribute to the submission of one list only. Each candidate may stand for election in one list only, under penalty of ineligibility.

Lists submitted that do not comply with the provisions of the By-Laws cannot be voted.

#### **Participation in the Shareholders' Meeting**

The right to participate in the Shareholders' Meeting and to exercise the voting right is certified in a notice sent to the Bank by a qualified intermediary in favour of the party with voting rights, on the basis of its records relating to **1 April 2015** close of business, the seventh trading day prior to the date scheduled for the Shareholders' Meeting on first call.

The owners of shares deposited c/o Banca Monte dei Paschi di Siena SpA who possess a PasKey Internet Banking may submit the request to attend the Shareholders' Meeting through that application.

Credit and debit entries made on accounts subsequent to that deadline are not relevant for the purposes of correct exercise of the voting right in the Shareholders' Meeting. Therefore, those who hold shares only after that date shall not be entitled to attend and to vote in the Shareholders' Meeting.

The participation of shareholders in the Shareholders' Meeting is governed by the relevant applicable law, regulations and By-Laws.

#### **Proxy voting procedure**

Those entitled to vote may be represented at the Shareholders' Meeting as prescribed by law, using the proxy form included at the bottom of the copy of the notice issued by the intermediary, if applicable, or in any case by filling out the proxy form available on the website [www.mps.it](http://www.mps.it). Proxy may be granted with an electronic

document bearing a valid electronic signature in accordance with art. 21, paragraph 2 of Italian Legislative Decree no. 82 dated 7 March 2005.

The representative – certifying under its own responsibility the identity of the delegating party and the conformity of the copy of the proxy to the original - may deliver a copy of the proxy in place of the original upon receipt before the meeting. Said copy may also be sent, before the date of the shareholders' meeting, either in electronic form through the site [www.mps.it](http://www.mps.it) (in the Corporate Governance/Shareholders' Meetings section), or through Paskey Internet Banking for those who have this application or to the certified email address [bancamps.settoreaffarisocietari@postacert.gruppo.mps.it](mailto:bancamps.settoreaffarisocietari@postacert.gruppo.mps.it), or by transmitting it to the fax number [+39-0577-296396](tel:+39-0577-296396). Pursuant to applicable regulations, the representative must keep the original proxy form and keep track for one year, beginning at the end of the shareholders' meeting, of any voting instructions received.

#### **Issuer's Appointed Representative**

For the Shareholders' Meeting called by this Notice, the Bank has designated, pursuant to Article 135-*undecies* of the TUF, Computershare S.p.A. (hereinafter referred to as the “**Appointed Representative**”) as the party to which those with voting rights who have proved their right as required by law may freely grant a proxy with voting instructions, in compliance with the provisions pursuant to Article 135-*undecies* of the TUF. Proxies given to the Appointed Representative are effective only for proposals in relation to which voting instructions have been given on all or some of the agenda items.

Proxies are granted to the Appointed Representative by filling out and signing the dedicated form with voting instructions, available on the website [www.mps.it](http://www.mps.it) or requested using the contact information provided below.

The duly completed and signed original forms for issuing the proxy and voting instructions must be received by mail by the Appointed Representative - together with a copy of a valid ID - by midnight on **10 April 2015** (for the meeting on first call - extraordinary and ordinary sessions) or by midnight on **13 April 2015** (for the meeting on second call - extraordinary session) or by midnight on **14 April 2015** (for the meeting on third call - extraordinary session and on second call - ordinary session), at the address *Via Monte Giberto No. 33, 00138, Rome*. A copy of the proxy form with voting instructions, including a statement attesting its conformity with the original, may be sent in advance to the Appointed Representative by the same deadline by email to [ufficioroma@pecserviziointitoli.it](mailto:ufficioroma@pecserviziointitoli.it) or by fax to 06/45417450. The proxy and voting instructions may be revoked using the same methods by the same deadline. The proxy is valid only for proposals for which voting instructions have been given. Shares for which a proxy has been granted, even partial, are calculated to determine whether the quorum for the Shareholders' Meeting has been met. As regards proposals for which voting instructions have not been given, the shares are not calculated for the purpose of calculating the majority and the percentage of share capital required for the approval of resolutions.

Beginning on the date of publication of this Notice, the Appointed Representative may be contacted for information or to answer questions by calling 06/45417413 or by writing to [ufficioroma@pecserviziointitoli.it](mailto:ufficioroma@pecserviziointitoli.it). The notice sent to the Bank by the intermediary attesting the right to participate in the Shareholders' Meeting and exercise of the voting right is also required if the proxy is granted to the Appointed Representative. Without that notice, the proxy shall be deemed null and void.

#### **Right to ask questions**

Those with voting rights may ask questions about the agenda items before the Shareholders' Meeting – without exception, no later than midnight on **11 April 2015**, three days before the date scheduled for the Shareholders' Meeting on first call - by sending them together with the notice issued by a qualified intermediary to fax number 0577/296396 or to the certified email address [bancamps.settoreaffarisocietari@postacert.gruppo.mps.it](mailto:bancamps.settoreaffarisocietari@postacert.gruppo.mps.it). The questions will be answered at the latest during the Shareholders' Meeting, possibly by providing the relative replies in hard copy (paper) format to each party with voting rights. A single reply may be provided to questions with the same content.

#### **Supplementing the agenda**

Pursuant to Article 126-*bis* of the TUF, Shareholders that represent, even act in concert, at least one fortieth of the share capital may request, within ten days of the publication of this Notice, to make additions to the list of the items to be discussed, indicating the additional items proposed, or may submit resolution proposals on items already on the agenda. Those with voting rights may individually submit resolution proposals during the Shareholders' Meeting.

The request - in addition to the certificate proving ownership of the shareholding and a copy of an ID (for natural persons) or the documentation attesting to the relative powers (for legal entities) - must be submitted in writing and delivered to the registered office or sent by registered mail to “Banca Monte dei Paschi di Siena S.p.A., Area Legale e Societario, Piazza Salimbeni 3, 53100, Siena” or by certified email to [bancamps.settoreaffarisocietari@postacert.gruppo.mps.it](mailto:bancamps.settoreaffarisocietari@postacert.gruppo.mps.it).

Ownership of the minimum percentage of the share capital specified above is certified by a qualified intermediary on the basis of its accounting records, attesting the ownership of at least one fortieth of the share capital and containing an indication of the exercisable ownership right.

Any integration to the agenda is not allowed for items upon which the Shareholders' Meeting resolves by law upon the board of directors' proposal or on the basis of a plan or a report prepared by it other than those provided for by Article 125-ter, para. 1 of the TUF.

Notice of any supplements to the agenda and of the submission of additional resolution proposals on issues already in the agenda is given in the same forms required for publishing the notice of call, at least fifteen days before the date set for the Shareholders' Meeting. Additional resolution proposals on items already on the agenda will be made available to the public according to methods established by law when the announcement of the submission is published.

Shareholders requesting additions to the agenda items or submitting resolution proposals on items already on the agenda must prepare a report indicating the reason for the resolution proposals on the new items that they propose be dealt with or the reasoning underlying the additional resolution proposals submitted for items already on the agenda. The report must be sent to the Board of Directors by the deadline for submission of the relative request, as set forth above. The report will be made available to the public, accompanied by any assessments of the Board of Directors, according to methods established by law when the announcement of the addition to the agenda or the submission of additional resolution proposals is published.

#### **Absentee voting or electronic voting**

There are no absentee voting or electronic voting procedures.

#### **Documentation**

Documentation concerning the agenda topics will be made available to shareholders by the deadlines set forth by law at the registered office (Piazza Salimbeni 3, Siena) and at the stock exchange management company (Borsa Italiana S.p.A., Piazza degli Affari 6, Milan). Shareholders are entitled to obtain a copy. Such documentation (along with a copy of this Notice) will also be made available on the website [www.mps.it](http://www.mps.it), in the section Investors & Research - Corporate Governance - Shareholders' Meetings, together with the forms that may be used by Shareholders for ordinary proxy voting or to grant proxy to the Appointed Representative, as set forth above. The same website also provides a "Guide for shareholders" which summarises the rules governing shareholder participation in Shareholders' Meetings, as indicated above, as well as information about the amount of share capital and the number of shares into which it is divided.

The Shareholders are kindly invited to arrive before the Meeting begins, so as to facilitate admission procedures and allow for the meeting to begin on time.

Any additional information regarding procedures for participation in the Shareholders' Meeting may be requested by calling the following telephone numbers: 0577/296863 - 0577/296376 - 0577/293360 - 0577/293135.

Siena, 4 March 2015

The Chairman of the Board of Directors  
Mr. Alessandro Profumo