



**MONTE
DEI PASCHI
DI SIENA**
BANCA DAL 1472

**FOURTH SUPPLEMENT DATED 28 FEBRUARY 2012
TO THE BASE PROSPECTUS DATED 16 MARCH 2011**

**Banca Monte dei Paschi di Siena S.p.A.
and Monte Paschi Ireland Limited**

€50,000,000,000

Debt Issuance Programme
Unconditionally and irrevocably guaranteed by
Banca Monte dei Paschi di Siena S.p.A.

This Fourth Supplement (the **Supplement**) to the Base Prospectus dated 16 March 2011, as previously supplemented by the Supplements dated 5 April 2011, 15 April 2011 and 21 September 2011 (the **Base Prospectus**), constitutes a Supplement for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities (the **Prospectus Law**) and is prepared in connection with the Debt Issuance Programme (the **Programme**) established by Banca Monte dei Paschi di Siena S.p.A. (**BMPS**) and Monte Paschi Ireland Limited (**MPIL**), and together with BMPS, the **Issuers**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus issued by the Issuers, as so supplemented.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

In accordance with Article 13.2 of Chapter 1 of Part II of the Prospectus Act, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this Supplement, to withdraw their acceptances.

This Supplement is for the purposes of: (i) updating the “Documents Incorporated by Reference” section of the Base Prospectus to disclose and incorporate by reference the Banca Monte dei Paschi di Siena S.p.A.’s consolidated interim reports as at 30 June 2011 and 30 September 2011, and recent press releases relating to the results of capital exercise conducted by the European Banking Authority (**EBA**) and the ratings of Banca Monte dei Paschi di Siena S.p.A., and (ii) updating the “Risk Factors” section of the Base Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

This Supplement has been prepared, *inter alia*, to disclose and to incorporate by reference in their entirety in the Base Prospectus copies of the following documents:

- (1) the unaudited consolidated results of the Issuer as at and for the six months ended 30 June 2011 and for the three months ended 30 September 2011, which have previously been published and filed with the *Commission de Surveillance du Secteur Financier in Luxembourg* (**CSSF**) and, by virtue of this Supplement, are incorporated by reference in their entirety in, and form part of, the Base Prospectus.

The following documents shall be incorporated by reference in their entirety in, and form part of, the Base Prospectus:

Document	Information incorporated	Page numbers
Montepaschi Group Consolidated half-year report for 2011	Consolidated Balance Sheet	88
	Consolidated Income Statement	90
	Statement of changes in Consolidated Shareholders' Equity	92
	Consolidated Statement of Cash Flows – Indirect Method	95
	Notes to the Consolidated Financial Statements	97
	Auditors' Report on the Half Year Condensed Consolidated Financial Statements	207

Document	Information incorporated	Page numbers
Quarterly Report as at 30 September 2011	Notes to the financial statements	11
	Reclassified Income Statement	20
	Reclassified Balance Sheet	22

Any information not listed in the cross-reference list above, but included in the documents mentioned in the cross-reference list above, is given for information purposes only.

(2) the press release dated 8 December 2011 (relating to the results of capital exercise conducted by the EBA);

(3) the press release dated 3 February 2012 (relating to the decision of Moody's Investors Service (**Moody's**) to place the banks "D+" Bank Financial Strength Rating (BFSR), "Baa1" long-term and "Prime-2" short-term deposit ratings under review for possible downgrade);

(4) the press release dated 6 February 2012 (relating to the decision of Fitch Ratings (**Fitch**) to downgrade the bank's long and short term Issuer Default Ratings from "BBB+"/"F2" to "BBB"/"F3" with stable Outlook);

(5) the press release dated 10 February 2012 (relating to the decision of Standard & Poor's Ratings Services (**S&P**) to downgrade the bank's long-term rating from "BBB+" to "BBB". The "A-2" short-term rating remains unchanged. Outlook is negative)

(together, the **Press Releases**), which have previously been published and have been filed with the CSSF and, by virtue of this Supplement, are incorporated by reference in their entirety in, and form part of, the Base Prospectus.

The following documents shall be incorporated by reference in their entirety in, and form part of, the Base Prospectus:

Document	Information incorporated	Page reference
Press Release dated 8 December 2011	Entire document	All
Press Release dated 3 February 2012	Entire document	All

Press Release dated 6 February 2012	Entire document	All
Press Release dated 10 February 2012	Entire document	All

RISK FACTORS

The following Risk Factor shall be inserted in the section entitled "Risk Factors" of the Base Prospectus following the Risk Factor entitled "*Changes in the Italian and European regulatory framework could adversely affect the Issuer's business*" on page 10 of the Base Prospectus:

"The Group's results of operations, business and financial condition have been and will continue to be affected by adverse macroeconomic and market conditions"

The Group's performance is influenced by the condition of financial markets and the macroeconomic situations of the countries in which it operates. In recent years, the global financial system has been subject to considerable turmoil and uncertainty and, as of the date of this Base Prospectus, short to medium term expectations of global economic performance remain uncertain.

The global financial system began showing signs of disruption in August 2007 and its condition worsened significantly thereafter following the bankruptcies of several major international financial institutions beginning in September 2008. Such continued deterioration has led to significant distortions in global financial markets, including critically low levels of liquidity and the availability of financing (with consequentially high funding costs), historically high credit spreads, volatile and unstable capital markets and declining asset values. In addition, the international banking system has been imperiled with unprecedented issues, which have led to sharp reductions in, and in some cases, the suspension of interbank lending.

The businesses of many leading commercial banks, investment banks and insurance companies have been particularly subject to significant pressure. Some of these institutions have failed or have become insolvent, have been integrated with other financial institutions, or have required capital injections from governmental authorities, central banks and/or the International Monetary Fund (IMF). These governmental and quasi-governmental institutions have also provided needed capital and liquidity to the global financial system in addition to, in certain cases, requiring and/or participating in the recapitalisation of financial institutions. Additional adverse effects of the global financial crisis include decreased consumer confidence in financial institutions, high levels of unemployment and a general decline in the demand for financial services.

Furthermore, the general economic decline in the countries in which BMPS operates have had, and could continue to have, adverse effects on its operations, financing costs, share price and the value of its assets and have led to additional costs relating to such devaluations and decreases in value.

All of the above could be further impacted by any measures taken with respect to the currencies of such countries as well as by political instability in such countries and/or the inability of the governments thereof to take prompt action to confront the financial crisis.

In October 2011, the EBA, in collaboration with other competent authorities, initiated a regulatory capital exercise with respect to 71 banks throughout Europe, including BMPS. Based on data as at 30 September 2011, BMPS's capital requirements were estimated at € 3,267 million. This capital requirement based on data as at 30 September 2011 will have to be attained by June 2012."

Copies of this Supplement and the documents incorporated by reference in this Supplement can be obtained from the website of the Luxembourg Stock Exchange www.bourse.lu.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

No other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.