

Press release

**MERGER BY WAY OF INCORPORATION OF PERIMETRO GESTIONE
PROPRIETÀ IMMOBILIARI INTO BANCA MONTE DEI PASCHI DI SIENA**

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- **FILING WITH THE AREZZO-SIENA COMPANIES REGISTER OF THE MERGER PROJECT PURSUANT TO ARTICLE 2501-TER ITALIAN CIVIL CODE**
- **THE MERGER PROJECT AND RELATED DOCUMENTATION MADE AVAILABLE TO THE PUBLIC PURSUANT TO ARTICLE 70, PARAGRAPH 7, LETTER A) OF CONSOB REGULATION NO. 11971/99**
- **NOTICE TO SHAREHOLDERS PURSUANT TO ARTICLE 2505, PARAGRAPH 3, ITALIAN CIVIL CODE**

Siena, 11 January 2019 – Following the authorisation issued by the European Central Bank on 27 December 2018 pursuant to Articles 4, paragraph 1, lett. d) and e) and 9, paragraph 1, of EU Regulation no. 1024/2013, and pursuant to Article 57, paragraph 1, of Italian Legislative Decree no. 385/1993 and of the Bank of Italy Circular no. 229/1999, Title III, Chapter 4, notice is hereby given that, according to Article 2501-ter of the Italian Civil Code, the merger project by way of incorporation of Perimetro Gestione Proprietà Immobiliari S.C.p.A. ("**Perimetro**") into Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**") has been filed with the Arezzo-Siena Companies Register as of the date hereof.

Moreover, notice is hereby given that, pursuant to Article 70, paragraph 7, lett. a) of CONSOB Regulation no. 11971 of 14 May 1999, as subsequently amended and extended, a copy of the following documents relating to the merger by way of incorporation of Perimetro in BMPS is available, according to the law, on the market management company, Borsa Italiana S.p.A., and the authorized storage mechanism *eMarket STORAGE* at the website www.emarketstorage.com:

- merger project by way of incorporation of Perimetro in BMPS
- half-year report as at 30 June 2018 of BMPS pursuant to Article 154-ter of the Italian Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Finance) and half-year report as at 30 June 2018 of Perimetro, taken as a reference for the merger by the companies involved.

The above-mentioned documentation, together with the financial statements of BMPS and Perimetro concerning the last three financial years closed respectively at 31 December 2017, 31 December 2016 and 31 December 2015, and the related reports, is also available at the website www.gruppompis.it, section Investor Relations, Casaforte Offer Documents 2018, and has been deposited at the registered office of BMPS in Siena, Piazza Salimbeni 3, pursuant to Article 2501-septies of the Italian Civil Code.



The merger – which is expected to be preceded by the acquisition by BMPS of the residual minority intragroup shares of Perimetro – will be approved by the Board of Directors of BMPS, pursuant to Articles 17, paragraph 1, of the BMPS by-laws, without prejudice, pursuant to Article 2505, paragraph 3, of the Italian Civil Code, to the right of BMPS' shareholders holding at least five per cent of the share capital to request, within 19 January 2019, such decision to be resolved upon by the BMPS extraordinary meeting, pursuant to Article 2502, paragraph 2, of the Italian Civil Code.

The request shall be sent in writing to the registered office of BMPS in Siena, Piazza Salimbeni no. 3, within and no later than 19 January 2019 (eight days as of 11 January 2019), by registered mail return receipt requested, together with the specific certification providing BMPS shareholders' ownership, according to the applicable law. The request, together with the certification, may also be sent by certified email to the email address segr.gen@postacert.gruppo.mps.it.

The merger deed execution and the date of the related legal effects will be subsequently disclosed to the market.

This press release will be published tomorrow 12 January 2019 in the daily newspaper Milano Finanza.

The text of this press release is also available at the BMPS website (www.gruppomps.it).

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

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