

2Q17 GMPS Results

11 August 2017

Agenda

2Q17 results

Update on Precautionary Recapitalisation

Annexes

- Details on 2Q17 results
- First 100 NPEs at 30.06.2017



Executive summary

	0	•	ng several one-offs: provisions for c. EUR -4.0bn related to bad loan te (EUR -30mln), a EUR 523mln capital gain from the disposal of the ositive tax component*			
Profitability	ofitability o Net interest margin at EUR 446mln (-2.5% QoQ) due to the negative trend on interest-bearing asset decreased cost of funding					
	0	Commissions at EUR 431mln (+1.1% QoQ), drive	n by wealth management fees			
	0	Costs at EUR 639mln (+1.8% QoQ), including excontract (EUR 10mln)	xtraordinary costs for the impairment of a significant software license			
Asset quality	0	Gross NPE ratio 19.8% (35.7% in Mar-17), Net N	PE ratio 11.7% (19.7% in Mar-17), Texas ratio** 98% (146% in Mar-17)			
(1H data adjusted for the c. EUR 26bn loan disposal	0	Net NPE stock at c. EUR 10.5bn (EUR 20.2bn in Mar-17)				
to Atlante II)	0	Default inflows from performing loans*** at EUR	0.4bn, down by approx. 40.2% vs 1Q17			
	0	Current accounts and time deposits up by EUR customers	3.8bn QoQ and EUR 9.4bn since Dec 2016, mainly due to corporate			
Balance Sheet	0	Unencumbered counterbalancing capacity at EUR 19.8bn (EUR +3.8bn from Mar-17), mainly boosted by the upturn in commercial funding and by the further contraction in loans, also due to end of June maturities				
	0	Liquidity Coverage Ratio at 226% vs. 164% in Mar-17				
	0	Transitional CET1 including the capital increase a	t 15.4%			
MON BANCA	 Law 96/2017 introduced changes in the ACE benefit calculation: the rate has been decreased from 2.3% to 1.6% for 2017 and from 2.7% to 1.5% for the following years. As a consequence, the ACE benefit was reduced and, on the base of the probability test, the capacity of the bank to reassess off-balance DTAs increased Gross NPEs / tangible equity + provision funds for NPEs 					

*** Figures from operational data management system

Overview of 2Q17 and 1H17 results

P&L (€ /mln)	1Q17	2Q17	Change (QoQ%)
Net Interest Income	457	446	-2.5%
Fees and commissions	426	431	1.1%
Total revenues	933	920	-1.5%
Operating Costs	-628	-639	1.8%
Pre-provision profit	306	280	-8.3%
Loan loss provisions	-308	-4,289	n.m.
Net income (loss)	-169	-3,073	n.m.

1H16	1H17	Change (YoY%)
1,035	903	-12.7%
941	858	-8.8%
2,345	1,853	-21.0%
-1,279	-1,267	-0.9%
1,066	586	-45.0%
-718	-4,597	n.m.
302	-3,243	n.m.

Balance Sheet (€/bn)	1Q17	2Q17	Change (QoQ%) commercial	1H16	1H17	Change (YoY%)
Loans to customers	102.4	89.7	-12.4% -2.3%	107.5	89.7	-16.6%
Direct funding	109.4	106.5	-2.6%	112.0	106.5	-4.9%
Total assets	148.8	143.6	-3.5%	164.4	143.6	-12.7%

Ratios (%)	1Q17	2Q17	Change (QoQ bps)
CET1 phased-in	6.5	15.4 *	894
CET fully-loaded	5.8	14.7 *	893

1H17	Change (YoY bps)
15.4 *	330
14.7*	290
	15.4*

Impacts of NPL
securitisation transaction
on 2Q17:

- Additional provisions for EUR 4bn, booked on loans to be securitised, based on disposal price
- Impaired loans reduced by EUR 9.7bn, mainly due to increased coverage and to reclassification of loans subject to disposal in "Assets held for sale"



Direct funding and liquidity





- Current accounts and time deposits (mainly with corporate customers) up by c. EUR +3.8bn Q/Q, allowing a EUR 5.6bn reduction in repos with institutional counterparts
- □ Customer current accounts and time deposits increased by c. EUR 9.4bn (+18%) from 2016 year-end
- Group's direct funding market share at 3.83%*, up 28bps from 2016 year-end
- □ Counterbalancing capacity equal to EUR 19.8bn at 30 June 2017 (EUR +3.8bn from Mar-17), mainly boosted by the upturn in commercial funding and by the further contraction in loans, also due to end of June maturities
- LCR: ~226% (~164% in Mar-17)
- **NSFR:** ~98% (~95% in Mar-17)



Customer loans





Customer loans down by approx. EUR 12.7bn QoQ due to:

- Decreased NPEs (c. EUR -9.7bn), which include Ο increased coverage and the reclassification of loans subject to disposal in "Assets held for sale"
- Repos with institutional counterparts (EUR -1.3bn) Ο
- A EUR 1.7bn decrease in commercial loans (-2.3%), \bigcirc due to maturities (mainly mortgages) that were not completely substituted by new loans
- New medium-term lending flows for EUR 1.4bn in 2Q17, of which EUR 1.1bn mortgages; in July flows at EUR 0.7bn, with a positive trend vs previous months

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Net Interest Income





■ Net interest income -2.5% QoQ, mainly impacted by the decrease in the contribution of the interest-earning assets, partially offset by the lower cost of funding driven by the expiry of expensive bonds

Interest from NPE portfolio (mainly unlikely-to-pay loans) is reduced by c. EUR 40mln vs 2Q16. Excluding this amount, the YoY evolution is virtually flat

Average spread:

- Lending rate decreased QoQ mainly due to the run-off of the ex-Consumit portfolio and to the decline in sight, short and MLT loan rates
- Cost of funding rate decreased QoQ thanks to the reduced MLT volumes (maturities of expensive bonds)



Fees and Commissions Income



€/mln	2Q16	1Q17	2Q17	2Q17 vs. 2Q16	2Q17 vs. 1Q17
Wealth Management fees, o/w	194	182	197	1.6%	8.1%
WM Placement	95	81	93	-1.7%	15.2%
Continuing	75	79	84	10.8%	6.1%
Bond Placement	14	11	11	-21.5%	-3.8%
Protection	10	11	9	-5.0%	-17.5%
Traditional Banking fees, o/w	323	288	298	-7.6%	3.5%
Credit facilities	149	126	136	-8.2%	8.7%
Trade finance	20	17	15	-25.9%	-14.9%
Payment services and client expense recovery	154	146	147	-4.7%	1.2%
Other	-33	-44	-64	92.3%	44.7%
Total Net Fees	484	426	431	-10.9%	1.1%

Net fees and commissions increased by 1.1% QoQ, positively impacted by WM placement (EUR +12mln) and continuing (EUR +5mln) fees; other fees negatively impacted by the cost for the EUR 11bn GGBs issued in 1Q17 and by fees paid to financial advisors

- Stock of assets under management at EUR 57.6bn (EUR +0.3bn QoQ)
- Stock of assets under custody at EUR 39bn (EUR -0.7bn QoQ) due to negative net outflows for c. EUR 0.6bn



Dividends and Trading Income

Dividends/ Income from investments (€/mln)



Trading/disposal/valuation/hedging of financial assets (\in/mln)



Dividends, similar income and gains (losses) on equity investments equal c. EUR 26mln, including dividend on stake held in the Bank of Italy (c. EUR 9mln)

- □ Trading/disposal/valuation/hedging of financial assets in 2Q17 at EUR +16mln, down 34% QoQ. The main components of the 2Q17 results are:
 - c. EUR +12mln trading activities
 - c. EUR +7mln due to the disposal of financial assets available for sale
 - Virtually nil results from financial assets and liabilities designated at fair value
 - c. EUR -2mln hedging of financial assets



Operating costs



Total operating costs up 1.8% QoQ, with:

- Personnel expenses down 2.3% QoQ mainly due to the c. 600 exits in May 2017; 1,200 exits, already agreed with unions, planned in November 2017
- Other Admin Expenses up by c. EUR 7mln QoQ (+4.0%), due to the seasonal acceleration of the spending cycle
- Depreciation and amortisation up by EUR 14mln QoQ (+25.2%), impacted by EUR +10mln relating to the extraordinary costs for the impairment of a significant software license contract









Non-Operating Items and Taxes



€/mIn	2Q16	3Q16	4Q16	1Q17	2Q17
DGS & SRF	_	-31	-139	-63	Ο
DTA Fees	-109	-16	54	-18	-18
Other*	29	-13	-46	-50	501

Non-operating income (EUR 484mln) includes:

- EUR -18mln for the quarterly contribution to DTA fees introduced by Law Decree 59/2016
- EUR +532mln for gains (losses) on investments/disposals, mainly from the capital gain on the disposal of the merchant acquiring business (EUR 523mln)
- EUR -13mln for provisions for risks and charges, significantly improved QoQ
- EUR -18mln extraordinary costs related to branch closures (implementation of the 2017-2021 Restructuring Plan)
- Taxes for the quarter positive for EUR 544mln, mainly due to the partial reassessment for c. EUR 530 million of DTAs from tax losses, matured but not booked in previous years, resulting from the recent legislative measure which reduced the ACE benefit. The reduced ACE deductions expected from 2017 onwards will in fact lower, with respect to what occurred under previous legislation, the absorption of future taxable income, allowing a greater portion of this income to be used to offset past tax losses



Focus on Asset Quality (1/3)



Non-performing exposures coverage (%)

	Jun-16	Mar-17	Jun-17	QoQ
Bad Loans (sofferenze)	61.2	64.6	77.5	+1,292bps
Unlikely to pay	28.9	40.6	40.8	+19bps
Past Due	21.6	23.5	24.8	+138bps
Total NPE	48.0	56.1	65.7	+961bps

- Net loan loss provisions at EUR 4,289mln, impacted by additional provisions for c. EUR 4bn booked on loans subject to securitisation, following the review of their realisable value. Ordinary loan loss provisions impacted by increased coverage on UTP and past-due exposures
- □ Cost of risk at 147bps, net of the impact coming from the bad loans disposal, also due to migration into bad loans

12

- * Net loan loss provisions since the beginning of the period (annualized) / end-of-period loans
- In 3Q16 and 4Q16: Change in credit policy to reflect instructions contained in the "Draft guidance to banks on nonperforming loans" published by the ECB in September 2016 and internal valuations. In 2Q17: provisions related to the disposal of c. EUR 26bn loans.
- *** Cost of risk for 2Q17 calculated considering, amongst total customer loans, also the portion assets held for sale relative to NPEs that are subject to disposal



Focus on Asset Quality (2/3)



- Gross NPE stock at EUR 45.5bn, reduced by EUR 0.5bn from Mar-17
 - Inflows** from performing at EUR 0.4bn and outflows** to performing at EUR 0.2bn
 - Bad Loans for EUR 298mln** recovered (EUR 470mln in 1H17)
- Adjusted for the c. EUR 26bn loan disposal transaction, Gross NPEs decreased to EUR 19.7bn (EUR 46.0bn in 1Q17)





Excluding the impact of the c. EUR 26bn loan disposal transaction for the 2Q17 and excluding the effects of bad loans disposal and write-offs for 2Q16

13

** Data from operational data management system. Figures include signature loans (these are excluded from accounting figures)

Focus on Asset Quality (3/3)





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Data adjusted for NPL transaction





Post-Precautionary Recap Capitalisation structure*

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** Accounting figures on Italian Government Bonds in AFS portfolio. Figures from operational data management system.

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Indicative timeline



- Subscription of the capital increase by MEF
- Completion of disposal of Merchant Acquiring business and of stake in Bassilichi
- Mark to market of bad loans to disposal price to Atlante II (21% of GBV)
- Disposal of bad loan service platform to Cerved and Quaestio
- Appointment of arrangers
- Appointment of master and special servicers, rating agencies
- Re-admission to listing in the stock exchange
- Completion of retail settlement exchange offer
- Finalisation of securitisation structure (e.g. perimeter, tranching, business plans)
- Sale of Mezzanine notes to Atlante II
- Transferring of bad loan portfolio to SPV and issuance of Junior, Mezzanine, Senior A1 and A2 notes



2017

Post-Precautionary Recapitalisation shareholders

Implementation of MEF Decrees

	Capital increases	Share price (calculated according to Decree 237/16)	Shares issued
Burden-sharing	EUR 4,473m	EUR 8.65 PAZN = PAZV* x 50%	517,099,404
Precautionary recapitalisation	EUR 3,854m	EUR 6.49 PAZNMEF = PAZN x (1-0.25)	593,869,870

BMPS Share capital

Share capital EUR 15.7bn Total number of shares 1,140,290,072 (including 29.320.798

pre-capital increase shares)

Details on Burden-sharing capital increase

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Par Value	Buyback GMPS	Net Outstanding	Conversion Price	Conversion Value	Issue Price for Conversion	Shares issued	Share Capital Increase
(A)	(B)	(C)=(A)-(B)	(D)	(E)=(A)x(D)	(F)	(G)=(E)/(F)	(H)=(G)x(F)
679	248	431	75% [§]	493	8.65	57.0	493
3,980	128	3,853	100%	3,980	8.65	460.1	3,980
4,659	376	4,283		4,473		517.1	4,473
						36.3	
	(A) 679 3,980	Par Value GMPS (A) (B) 679 248 3,980 128	Par Value GMPS Outstanding (A) (B) (C)=(A)-(B) 679 248 431 3,980 128 3,853	Par Value GMPS Outstanding Price (A) (B) (C)=(A)-(B) (D) 679 248 431 75% [§] 3,980 128 3,853 100%	Par Value GMPS Outstanding Price Value (A) (B) (C)=(A)-(B) (D) (E)=(A)x(D) 679 248 431 75% [§] 493 3,980 128 3,853 100% 3,980	Par ValueBuyback GMPSNet OutstandingConversion PriceConversion Valuefor Conversion(A)(B)(C)=(A)-(B)(D)(E)=(A)x(D)(F)67924843175%4938.653,9801283,853100%3,9808.65	Par ValueBuyback GMPSNet OutstandingConversion PriceConversion Valuefor ConversionShares issued(A)(B)(C)=(A)-(B)(D) $(E)=(A)x(D)$ (F) $(G)=(E)/(F)$ 67924843175%4938.6557.03,9801283,853100%3,9808.65460.14,6593764,2834,473517.1

[§] 18% for Fresh 2003

Indicative post-precautionary recap shareholders (excluding 36.3m of treasury shares)



* PAZV= value of existing ordinary shares , set at EUR 17.3 by an independent appraisal

MEF offers to buy shares resulting from the conversion of UT2 2008-2018, in exchange for BMPS senior securities with same maturity (May 2018), provided they meet the following criteria: i) investor classified as Retail under MIFID regulation; ii) securities acquired before 1 Jan 2016; iii) securities acquired through BMPS network; iv) offer price not to exceed investors' carrying value. Eligible retail holders carrying value estimated at EUR 1.5bn (including only BMPS clients), assuming full take-up.



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Overview of the partnership with Cerved and Quaestio for the management of bad loans

- > Binding agreement with Cerved and Quaestio regarding the sale of 100% of a newly incorporated servicing platform ("Sirio") to be consolidated by Cerved
- > Long-term exclusive Servicing Agreement for the management of BMPS new inflows in Bad Loans
- The sale price amounts to EUR 52.5mln, to which an earn-out of up to EUR 33.8mln could be added, based on the achievement of economic results until 2025
- > Completion of the transaction is expected during the first quarter of 2018



In	ndicative timeline
	1 4Q17 - Signing Next
	steps
	2 1Q18 – Closing
C	onditions precedent Customary approval by the Supervisory Authority



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2Q17 and 1H17 P&L: Highlights

€mln	1Q17	2Q17	Change (QoQ%)
Net Interest Income	457	446	-2.5%
Net Fees	426	431	1.1%
Other revenues	50	42	-14.7%
Total revenues	933	920	-1.5%
Operating Costs	-628	-639	1.8%
Personnel costs	-404	-395	-2.3%
Other admin expenses	-167	-173	4.0%
Pre-provision profit	306	280	-8.3%
Total provisions	-303	-4,375	n.m.
Non-operating items	-131	484	n.m.
Profit (Loss) before tax	-129	-3,610	n.m.
Taxes	-34	544	n.m.
PPA & Other Items	-7	-6	-11.2%
Net profit (loss)	-169	-3,073	n.m.

1H16	1H17	Change (YoY%)
1,035	903	-12.7%
941	858	-8.8%
369	92	-75.1%
2,345	1,853	-21.0%
-1,279	-1,267	-0.9%
-821	-800	-2.6%
-356	-340	-4.6%
1,066	586	-45.0%
-717	-4,678	n.m.
-148	353	n.m.
201	-3,739	n.m.
119	510	n.m.
-17	-14	-21.0%
302	-3,243	n.m.



Assets & Liabilities – trends

Total Assets (€/mln)

€/mln	Jun-16	Mar-17	Jun-17	QoQ%	YoY%
Customer loans	107,548	102,407	89,713	-12.4%	-16.6%
Loans to banks	7,953	8,451	13,116	55.2%	64.9%
Financial assets	36,023	26,512	24,090	-9.1%	-33.1%
PPE and intangible assets	3,060	2,894	2,845	-1.7%	-7.0%
Other assets [*]	9,802	8,540	13,826	61.9%	41.0%
Total Assets	164,386	148,805	143,590	-3.5%	-12.7%

Total Liabilities (€/mln)

€/mln	Jun-16	Mar-17	Jun-17	QoQ%	YoY%
Deposits from customers and securities issued	112,045	109,390	106,544	-2.6%	-4.9%
Deposits from banks	19,466	22,838	22,803	-0.2%	17.1%
Other liabilities ^{**}	22,920	10,533	11,193	6.3%	-51.2%
Group equity	9,929	6,042	3,048	-49.6%	-69.3%
Minority interests	26	2	2	-8.3%	-91.5%
Total Liabilities	164,386	148,805	143,590	-3.5%	-12.7%



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** Financial liabilities held for trading, provision for specific use, other liabilities

Lending & Direct Funding

Total Lending (€/mln)

	Jun-16	Mar-17	Jun-17	QoQ%	YoY%
Current accounts	7,627	6,808	6,684	-1.8%	-12.4%
Mortgages	51,511	48,758	47,867	-1.8%	-7.1%
Other forms of lending	22,383	20,108	19,412	-3.5%	-13.3%
Reverse repurchase agreements	1,419	5,429	4,145	-23.7%	n.m.
Loans represented by securities	1,043	1,131	1,130	-0.1%	8.3%
Impaired loans	23,565	20,173	10,475	-48.1%	-55.5%
Total	107,548	102,407	89,713	-12.4%	-16.6%

Direct funding (€/mln)

	Jun-16	Mar-17	Jun-17	QoQ%	YoY%
Current accounts	52,924	46,112	49,606	7.6%	-6.3%
Time deposits	13,233	10,542	10,889	3.3%	-17.7%
Repos	9,958	20,399	14,848	-27.2%	49.1%
Bonds	28,726	24,865	23,677	-4.8%	-17.6%
Other types of direct funding	7,205	7,473	7,524	0.7%	4.4%
Total	112,045	109,390	106,544	-2.6%	-4.9%



Indirect funding











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* Placement of gross Mutual Fund and Sicav products

** Placement of AXA-MPS Saving products (gross amount)

Financial assets: focus on Italian Govies portfolio

Financial Assets (€/mln)								
Jun-17	QoQ%	YoY%						
9,711	-9.3%	-47.8%						
14,379	-9.0%	-17.5%						
24,090	-9.1%	-33.1%						
	Jun-17 9,711 14,379	Jun-17 QoQ% 9,711 -9.3% 14,379 -9.0%						

- Total Italian Government Bond portfolio duration
 3.6 years as at June 17 (3.9 years as at March 17)
- Total AFS Italian Government Bond portfolio duration 4.0 years as at June 17 (4.6 years as at March 17)





Asset Quality

Non-Performing Exposures - NPEs^{*} (€/mln)

	Net Jun-17	QoQ (%)	YoY (%)	Net NPE Ratio** (%)	Gross Jun-17	QoQ (%)	YoY (%)	Coverage (%)	Gross NPE Ratio *** (%)
Bad loans (sofferenze)	7,029	-34.9%	-33.5%	7.4%	31,238	2.5%	14.6%	77.5%	24.9%
Unlikely-to-Pay	7,979	-7.5%	-29.7%	8.4%	13,472	-7.2%	-15.6%	40.8%	10.8%
Past due / overdue exposures	573	-22.9%	-65.2%	0.6%	762	-21.5%	-63.7%	24.8%	0.6%
Total NPEs	15,581	-22.8%	-33.9%	16.4%	45,472	-1.1%	0.3%	65.7%	36.3%



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- Portion of NPE portfolio included in item 70 "Loans to customers" + NPEs subject to disposal booked in item 150 "Assets held for sale"
- ** Net NPEs / Net customer loans
- *** Gross NPEs / Gross customer loans

First 100 NPEs at 30.06.2017^{*}

76% of the first 100 NPEs* are customers shared with other banks**

	_	_			
	#tickets	GBV (€/mln)	NBV (€/mln)	Coverage (%)	% GBV on Total NPEs*
Top 100	100	5,353	2,286	57%	12.0%
of which Bad Loans	38	1,693	273	84%	3.8%
of which Unlikely-to-Pay Loans	62	3,660	2,013	45%	8.2%

Customers shared with other banks** (% on GBV)



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Breakdown by activity (% on GBV)



Bad and unlikely-to-pay loans

** Latest available banking system data: 31.05.2017

*** Ateco 2007 (and NACE Rev. 2) codes included in sections «F – Construction» and «L - Real Estate Activities» Figures from operational data management system 28



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The forward-looking information contained herein represent the subjective views of the management of the Company and has been prepared on the basis of a number of assumptions and subjective judgments which may prove to be incorrect and, accordingly, actual results may vary. They represent the subjective views of the management of the Company and are based on significant assumptions. Industry experts, business analysts or other persons may disagree with these views, assumptions and judgments, including without limitation the management's view of the market and the prospects for the Company.

Any forward-looking statements in this document are subject to a number of risks and uncertainties. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results. The Group's ability to achieve its projected objectives or results is dependent on many factors which are outside Group's control. Actual results may differ materially from those projected or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and is based on certain key assumptions. Moreover, such forward-looking information contained herein has been prepared on the basis of a number of assumptions which may prove to be incorrect and, accordingly, actual results may vary. All forward-looking statements included herein are based on information available to the Company as of the date hereof. The Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law.

Moreover, some statements included herein are based, inter alia, on the assumptions that the announced transaction(s) with "Quaestio Capital Management SGR - Atlante", including the de-recognition of nearly the entire non-performing loan portfolio, will be completed as expected.

By accepting this document you agree to be bound by the foregoing limitations. This document shall remain the property of the Company.

Pursuant to paragraph 2, article 154-bis of the Consolidated Finance Act, the Financial Reporting Officer, Mr. Nicola Massimo Clarelli, declares that the accounting information contained in this document corresponds to the document results, books and accounting records

