

# Bit Market Services

Informazione Regolamentata n. 0035-136-2016	Data/Ora Ricezione 28 Novembre 2016 15:16:13	MTA
---	--	-----

Societa' : BANCA MONTE DEI PASCHI DI SIENA

Identificativo : 82075

Informazione

Regolamentata

Nome utilizzatore : PASCHIN02 - Avv. Lombardi

Tipologia : IROP 09; AVVI 16; IROS 04

Data/Ora Ricezione : 28 Novembre 2016 15:16:13

Data/Ora Inizio : 28 Novembre 2016 15:31:14

Diffusione presunta

Oggetto : PRESS RELEASE

*Testo del comunicato*

Vedi allegato.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN. THIS COMMUNICATION AND THE INFORMATION CONTAINED HEREIN DOES NOT CONTAIN OR CONSTITUTE AN OFFER OF SECURITIES FOR SALE, OR SOLICITATION OF AN OFFER TO PURCHASE SECURITIES, IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE SUCH AN OFFER OR SOLICITATION WOULD REQUIRE THE APPROVAL OF LOCAL AUTHORITIES OR OTHERWISE BE UNLAWFUL (THE “OTHER COUNTRIES”).**

**Voluntary tender offer**

**by Banca Monte dei Paschi di Siena S.p.A. in relation to certain subordinated securities for cash to be mandatorily applied to subscribe for newly-issued BMPS ordinary shares**

**Approval of the consent solicitation and satisfaction of the conditions relating to the “220,000 Noncumulative Floating Rate Guaranteed Trust Preferred Securities” guaranteed by Banca Monte dei Paschi di Siena S.p.A.**

*Siena, 28 November 2016* – Banca Monte dei Paschi di Siena S.p.A. (“**BMPS**” or the “**Offeror**”) – in the context of the voluntary cash tender offer (the “**Offer**”) in connection with certain of its subordinated securities, in respect of which relevant holders will be able to tender their securities, with the cash amount due to participating holders to be mandatorily applied to subscribe for new ordinary shares in BMPS, announces that the condition precedent relating to the “220,000 Noncumulative Floating Rate Guaranteed Trust Preferred Securities” issued by Antonveneta Capital Trust II and guaranteed by Banca Monte dei Paschi di Siena S.p.A. (ISIN: XS0131739236) has been satisfied. As such, the offer period in relation to the Offer will commence at 14.00 today in relation to such securities.

In the context of the consent solicitation which aims to modify certain provisions of the trust agreement, BMPS received consents in respect of 50.41% of the aggregate liquidation preference of the outstanding securities. The contractual documentation has therefore been modified as a result.

\* \* \*

Further information in relation to the terms and conditions of the Offer is set out in the Offer Document which will be available to the public from today at the Offeror’s registered office in piazza Salimbeni 3, Siena, Italy, and on the Offeror’s website at [www.mps.it](http://www.mps.it).

\* \* \*

*The press release will be available on [www.mps.it](http://www.mps.it)*

This communication and the information contained herein does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase securities, in the United States, Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the “**Other Countries**”). Any public offering will be conducted in Italy pursuant to a prospectus, duly authorized by CONSOB in accordance with applicable regulations. Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or pursuant to the corresponding regulations in force in the Other Countries. The securities may not be offered or sold in the United States

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

**Media Relations**

Tel: +39 0577.296634

[ufficio.stampa@mps.it](mailto:ufficio.stampa@mps.it)

**Investor Relations**

Tel: +39 0577.299350

[investor.relations@mps.it](mailto:investor.relations@mps.it)

unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. BMPS does not intend to register any BMPS new shares, any securities deliverable pursuant to the terms of the Offer or any part of the Capital Increase in the United States. Any Offer to be made by the Offeror pursuant to an Offer Memorandum will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce or of any facilities of a national securities exchange of the United States. Any Securities will not be able to be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by any U.S. person as defined in Regulation S under the Securities Act.

This communication is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order or (iv) persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

This communication has been prepared on the basis that any offer of securities in any Member State of the European Economic Area (“**EEA**”) which has implemented the Prospectus Directive (each, a “**Relevant Member State**”) will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of securities. Accordingly, any person making or intending to make any offer of securities in a Relevant Member State may only do so in circumstances in which no obligation arises for BMPS or any of the managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

The expression “**Prospectus Directive**” means Directive 2003/71/EC (this Directive and amendments thereto, including Directive 2010/73/EC, to the extent implemented in the Relevant Member State, together with any implementing measures in any member state).

This document is an advertisement and is not a prospectus for the purposes of the Prospectus Directive. Where required under applicable law and regulation, a prospectus prepared pursuant to the Prospectus Directive will be published as and when required. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus.

None of J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A., Banco Santander, S.A., Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, Goldman Sachs International, Merrill Lynch International, Banco Bilbao Vizcaya Argentaria, S.A., Commerzbank Aktiengesellschaft, ING Bank N.V., Jefferies International Limited and Société Générale S.A. or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (including any document attached hereto) or any other information relating to BMPS, its subsidiaries or associated companies, or for any loss arising from any use of this announcement or its contents or in connection therewith. They will not regard any other person as their respective clients in relation to the rights issue and will not be responsible to anyone other than BMPS for providing the protections afforded to their respective clients, nor for providing advice in relation to the rights issue, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited, J.P. Morgan Securities plc, Merrill Lynch International and Goldman Sachs International are authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom. Banco Santander, S.A. regulated by the Bank of Spain and the Spanish Securities Markets Commission and in the UK is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Deutsche Bank AG, London Branch is subject to limited regulation in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority. Mediobanca – Banca di Credito Finanziario S.p.A. is authorised by Banca d’Italia and subject to limited regulation in the UK by the Financial Conduct Authority for the conduct of investment business in UK.

Some of the information in these materials may contain projections or other forward-looking statements regarding future events or the future financial performance of the BMPS and its Group. You can identify forward looking statements by terms such as “expect”, “believe”, “anticipate”, “estimate”, “intend”, “will”, “could”, “may” or “might”, the negative of such terms or other similar expressions. BMPS wishes to caution you that these statements are only predictions and that actual events or results may differ materially. BMPS does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of BMPS, including, among others, general economic conditions, the competitive environment, rapid technological and market change in the industries BMPS operates in, as well as many other risks specifically related to BMPS and its operations.

Fine Comunicato n.0035-136

Numero di Pagine: 4