

*English translation for courtesy purpose only. In case of discrepancies between the Italian version and the English version, the Italian version shall prevail*



**BANCA MONTE DEI PASCHI DI SIENA S.P.A.**

SHAREHOLDERS' MEETING

18 December 2017 (on single call)

EXPLANATORY REPORT BY THE BOARD OF DIRECTORS

CONCERNING ITEM 4) ON THE AGENDA - ORDINARY SESSION

pursuant to Article 125-*ter* of Legislative Decree no. 58 of 24 February 1998,  
as subsequently amended and supplemented.

ITEM 4 ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING

REPORT OF THE BOARD OF DIRECTORS PURSUANT TO ARTICLE 125-TER OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998 AS SUBSEQUENTLY AMENDED.

Dear Shareholders,

you were convened to attend a meeting to resolve upon the following item on the agenda of the ordinary session of the Shareholders' Meeting:

- **Selection, from amongst the members of the Board of Directors, of the Chairman as well as the Deputy Chairmen in the number resolved by the Shareholders' Meeting**

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The Shareholders' Meeting is called to pass a resolution on the appointment of the Chairman and Deputy Chairmen of the Board of Directors for the financial years 2017 - 2018 - 2019 (more specifically, in the present case, for the last part of the 2017 financial year, which has not yet been concluded, and the entire financial years 2018 and 2019), to be elected from amongst the members of the Board of Directors appointed by the Shareholders' Meeting as set forth in the previous agenda item in ordinary session.

The number of Deputy Chairmen appointed must comply with the number decided by the Shareholders' Meeting as per agenda item 2 in ordinary session.

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Dear Shareholders, you are therefore invited to adopt the relevant resolutions.

Siena, 7 November 2017

For the Board of Directors

Mr. Alessandro Falciai

Chairman of the Board of Directors