BIt Market Services

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Oggetto	:	 Consob approves the Registration Document, the Information Note and the Summary Note related to the Rights Offering 	
Testo del comunicato			

Vedi allegato.

in BANCO POPOLARE

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States unless they are registered or are exempt from registration under the U.S. Securities Act of 1933, as amended. The Company does not intend to register any portion of this Rights Offering in the United States or to conduct a public offering in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that will contain detailed information about the Company and its management, as well as financial statements. Copies of this announcement are not being, and should not be, distributed in or sent into the United States.

NEWS RELEASE

Verona, 3 June 2016

Consob approves the Registration Document, the Information Note and the Summary Note related to the Rights Offering

Banco Popolare (the "**Company**") announces that Consob has today approved the Registration Document, the Information Note and the Summary Note in relation to the rights issue and the admission to trading on the Mercato Telematico Azionario, organized and managed by Borsa Italiana S.p.A., of the Banco Popolare ordinary shares arising from the capital increase with option rights, as resolved upon by the Extraordinary Shareholders' Meeting held on 7 May, 2016, whose final terms were set by the Board of Directors during yesterday's meeting, 2 June, 2016, and announced to the market in a press release issued on the same date.

As indicated in the aforementioned press release, the pre-emptive rights entitling to the subscription of the new Banco Popolare ordinary shares (the "**Pre-emptive Rights**") should be exercised, under penalty of forfeiture, from 6 June, 2016, to 22 June, 2016, inclusive (the "**Subscription Period**"). The Pre-emptive Rights shall also be traded on the Mercato Telematico Azionario (the "**MTA**") from 6 June, 2016 to 16 June, 2016, inclusive. Any Pre-emptive Rights left unexercised by 22 June, 2016 will be offered by the Company on the MTA within the month following the end of the Subscription Period for at least five trading days of open market pursuant to art. 2441, paragraph 3, of the Italian Civil Code (the "**Rights Auction**"). The starting and ending dates of the Rights Auction period will be communicated to the public with a specific notice.

The Registration Document, the Information Note and the Summary Note (jointly constituting the Italian Prospectus) will be made available, under the terms and within the deadlines set out by regulations in force, at the registered office of Banco Popolare in Verona, Piazza Nogara n. 2 and on the Company website (www.bancopopolare.it).

Media Relations T +39 045 8675048 / 183 / 381 / 121 ufficio.stampa@bancopopolare.it @bancopopolare Investor Relations T +39 045 8675537 investor.relations@bancopopolare.it www.bancopopolare.it (IR section)

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MBANCO POPOLARE

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