# **BIt** Market Services

Informazione Regolamentata n. 0958-109-2016	C	Data/Ora Ricezione 08 Giugno 2016 21:06:40	MTA
Societa'	:	BANCO POPOLAR	E
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Oggetto	:	Publication of the supplement to the Italian prospectus related to the capital increase of Banco Popolare	
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, 8 June 2016

#### PUBLICATION OF THE SUPPLEMENT TO THE ITALIAN PROSPECTUS RELATED TO THE RIGHTS OFFERING AND THE ADMISSION TO TRADING ON THE MERCATO TELEMATICO AZIONARIO OF BANCO POPOLARE ORDINARY SHARES, APPROVED BY CONSOB ON 8 JUNE 2016

Banco Popolare – Società Cooperativa (the "**Company**") announces that Consob has approved, by way of the note registered under protocol no. 0053625/16 dated 8 June 2016, the supplement (the "**Supplement**") to the Registration Document, the Information Note and the Summary Note (jointly, the "**Italian Prospectus**"). The Supplement has been published today upon Consob's filing on the same day.

The Supplement has been prepared by the Company, pursuant to Articles 94, Paragraph 7, and 113, Paragraph 2, of Legislative Decree no. 58 dated 24 February 1998, as amended and supplemented, and pursuant to Consob Regulation No. 11971/1999, as amended and supplemented, to report that in the Registration Document published on 3 June 2016, due to a clerical error, under Chapter XIII – Projections and estimates of profits, Paragraph 13.2, it was included the Independent Auditors' report released on 18 May 2016 named "REPORT ON THE ESTIMATE OF THE PROFIT OF THE GROUP RESULTING FROM THE PROPOSED MERGER TRANSACTION BETWEEN THE BANCO POPOLARE GROUP AND THE BANCA POPOLARE DI MILANO GROUP" instead of the most recent Independent Auditors' report released on May 30 2016 named "REPORT ON THE FORECASTS OF THE GROUP RESULTING FROM THE PROPOSED MERGER TRANSACTION BETWEEN THE BANCO POPOLARE GROUP AND THE BANCA POPOLARE DI MILANO GROUP". In particular, the Independent Auditors' report dated 30 May 2016 covers all the forecasts included in the Paragraph 13.1.5 of Chapter XIII of the Registration Document, compared to the Independent Auditors' report dated 18 May 2016 which covered solely the forecast regarding the profit for the fiscal year 2019.

Pursuant to Article 95-*bis*, Paragraph 2 of the Legislative Decree no. 58 dated 24 February 1998, as amended and supplemented, prospective investors who have agreed to subscribe for the newly ordinary shares of the Company between 6 June 2016 (inclusive) and the date of publication of the Supplement (inclusive), are hereby informed that they will be entitled to revoke their subscription within two trading days from the date of publication of the Supplement (*i.e.*, within 10 June 2016).

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### **MBANCO POPOLARE**

The Supplement and the Italian Prospectus are available to the public at the registered office of the Company, in Verona, Piazza Nogara n. 2 and on the Company website (<u>www.bancopopolare.it</u>).

The notice relating to the publication of the Supplement will be published tomorrow, 9 June 2016, on the following newspapers "II Sole 24 Ore", "Milano Finanza" and "Avvenire".

#### \* \* \* \* Important Regulatory Notice

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This announcement is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are 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"). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

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