

# Bit Market Services

Informazione Regolamentata n. 0958-177-2016	Data/Ora Ricezione 27 Giugno 2016 11:08:00	MTA
---	--	-----

Societa' : BANCO POPOLARE

Identificativo : 76137

Informazione  
Regolamentata

Nome utilizzatore : BCOPOPOLAREN01 - MARCONI

Tipologia : IROS 04

Data/Ora Ricezione : 27 Giugno 2016 11:08:00

Data/Ora Inizio : 27 Giugno 2016 11:23:01

Diffusione presunta

Oggetto : Banco Popolare: early conclusion of the  
auction on the Italian Stock Exchange of  
the unexercised rights

*Testo del comunicato*

Vedi allegato.



*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.*

## PRESS RELEASE

Verona, 27 June 2016

### **Banco Popolare: early conclusion of the auction on the Italian Stock Exchange of the unexercised rights**

Further to the press release published on 22 June 2016, Banco Popolare Società Cooperativa (“**Banco Popolare**” or the “**Company**”) announces that during the first two trading sessions on the Italian Stock Exchange held on 24 June and 27 June 2016, all the 2,254,826 rights that remained unexercised during the subscription period (the “**Unexercised Rights**” or the “**Rights**”) were sold. The Unexercised Rights entitle holders to subscribe for 2,899,062 newly issued ordinary shares of Banco Popolare (the “**Shares**”), for an amount of Euro 6,203,992.68.

Therefore, the Unexercised Rights purchased during the rights auction on the Italian Stock Exchange must be exercised, and, as a consequence, the Shares must be subscribed for, under penalty of forfeiture, by and no later than the third trading day following the early closing notification and, therefore, by 30 June 2016.

The Unexercised Rights will be credited to the purchasers through authorized intermediaries registered with the centralized securities clearing system of Monte Titoli S.p.A. and can be used to subscribe for the Shares – having the same characteristics as those of the outstanding shares and a regular dividend right – at the price of Euro 2.14 per share, based on a ratio of 9 Shares every 7 Rights.

It should be noticed that the rights offering, which concerns a maximum of 465,581,304 Shares for an aggregate amount of Euro 996,343,990.56 is fully guaranteed by Mediobanca – Banca di Credito Finanziario S.p.A. and BofA Merrill Lynch, acting as Joint Global Coordinators and Joint Bookrunners, which, in their capacity of guarantors, undertook to subscribe – subject to terms and conditions that are usual for transactions of this type – severally and not jointly, any Banco Popolare’s Shares that may remain unsubscribed upon conclusion of the rights auction on the Italian Stock Exchange. In the context of the rights offering, Banca Aletti & C. S.p.A. acts as financial advisor.

The Registration Document, the Securities Note and the Summary Note, as well as the Supplement are available at the Company’s registered office (Verona, Piazza Nogara, n. 2), as well as on the Company’s website ([www.bancopopolare.it](http://www.bancopopolare.it)).


\* \* \* \*

#### **Relazioni con i media**

**Marco Grassi**

T +39 045 8675048 / 183 / 381 / 121

ufficio.stampa@bancopopolare.it

 @bancopopolare

#### **Investor Relations**

**Tom Lucassen**

T +39 045 8675537 / 613 / 053

investor.relations@bancopopolare.it

[www.bancopopolare.it](http://www.bancopopolare.it) (IR section)

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, JAPAN OR IN OR INTO ANY OTHER JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION MIGHT BE UNLAWFUL**

**Important Regulatory Notice**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, JAPAN OR IN OR INTO ANY OTHER JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION MIGHT BE UNLAWFUL**

*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.*


*This announcement has been prepared on the basis that any offer of securities in any Member State of the European Economic Area ("EEA"), other than Italy, (each, a "Relevant Member State"), will be made pursuant to an exemption under the Prospectus Directive (2003/71/EC, as amended),, from the requirement to publish a prospectus for offers of securities. Accordingly any person making or intending to make any offer in that Relevant Member State of securities which are the subject of the rights offering mentioned in this announcement may only do so in circumstances in which no obligation arises for the Company 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. Neither the Company nor any of the managers have authorized, nor do they authorize, the making of any offer of securities through any financial intermediary, other than offers made by the underwriters which constitute the final placement of the Rights Offering contemplated in these materials. Neither the Company or any of the managers have authorized, nor do they authorize, the making of any offer of securities in circumstances in which an obligation arises for the Company or any of the managers to publish or supplement a prospectus for such offer.*

**Relazioni con i media**

**Marco Grassi**

T +39 045 8675048 / 183 / 381 / 121

ufficio.stampa@bancopopolare.it

 @bancopopolare

**Investor Relations**

**Tom Lucassen**

T +39 045 8675537 / 613 / 053

investor.relations@bancopopolare.it

www.bancopopolare.it (IR section)

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, JAPAN OR IN OR INTO ANY OTHER JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION MIGHT BE UNLAWFUL**

Fine Comunicato n.0958-177

Numero di Pagine: 4