

# Bit Market Services

Informazione Regolamentata n. 0958-189-2016	Data/Ora Ricezione 01 Luglio 2016 18:14:11	MTA
---	--	-----

Societa' : BANCO POPOLARE

Identificativo : 76481

Informazione  
Regolamentata

Nome utilizzatore : BCOPOPOLAREN01 - MARCONI

Tipologia : IROS 04

Data/Ora Ricezione : 01 Luglio 2016 18:14:11

Data/Ora Inizio : 01 Luglio 2016 18:29:12

Diffusione presunta

Oggetto : Communication pursuant to Article 85-bis  
of the Regulation approved by Consob  
through Resolution No. 11971/99, as  
subsequently amended

*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, 1 July 2016

### **Communication pursuant to Article 85-bis of the Regulation approved by Consob through Resolution No. 11971/99, as subsequently amended**

Reference is made to the rights offering concerning 465,581,304 ordinary shares of Banco Popolare (the “**Shares**”) for an overall amount of 996,343,990.56 based on a ratio of 9 Shares for every 7 Banco Popolare’s shares held, resolved by the Board of Directors on 10 May and 2 June 2016, in accordance with the powers granted by the extraordinary shareholders’ meeting on 7 May 2016, pursuant to Article 2443 of the Italian civil code.

During the subscription period, which started on 6 June and ended on 22 June 2016, inclusive (the “**Subscription Period**”), 462,682,242 Shares were subscribed, or 99.377% of the aggregate number of Shares offered, for an overall amount of Euro 990,139,997.88.

The unexercised rights, amounting to 2,254,826, were sold during the first two trading sessions on the Italian Stock Exchange held on 24 June and 27 June 2016 (the “**Rights Auction**”). Upon conclusion of the Rights Auction, taking into account the Shares that were already subscribed upon conclusion of the Subscription Period, 463,583,970 Shares were subscribed, or 99.571% of the Shares offered, for an overall amount of Euro 992,069,695.80.

Pursuant to the guarantee agreement entered into on 2 June 2016, Mediobanca – Banca di Credito Finanziario S.p.A. and BofA Merrill Lynch, as Joint Global Coordinators and Joint Bookrunners, today have subscribed for the remaining 1,997,334 Shares, for an overall amount of Euro 4,274,294.76 and, as a result, the rights offering has now been fully subscribed for an overall amount of Euro 996,343,990.56 to be fully recorded as share capital.


With respect to the foregoing, please note that the certification pursuant to Article 2444, first paragraph, of the Italian civil code has been filed today with the Companies’ Register of Verona.

#### **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**

In accordance with the relevant regulation, please find below the new composition of the share capital.

**Table 1: share capital**

	Current share capital			Previous share capital		
	Euro	No. shares	Nominal value per share	Euro	No. shares	Nominal value per share
Total	7,089,340,067.39	827,760,910	-	6,092,996,076.83	362,179,606	-
of which:						
Total ordinary shares (dividend right as from 1 January 2016, current coupon number: 4)	7,089,340,067.39	827,760,910	-	6,092,996,076.83	362,179,606	-

\* \* \* \*

**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.0958-189

Numero di Pagine: 4