

# Bit Market Services

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Oggetto : SIGNED DEED OF MERGER BETWEEN  
BANCO POPOLARE AND BPM FOR THE  
INCORPORATION OF BANCO BPM  
S.P.A.

*Testo del comunicato*

Vedi allegato.

**JOINT NEWS RELEASE****SIGNED DEED OF MERGER BETWEEN BANCO POPOLARE AND BPM FOR THE  
INCORPORATION OF BANCO BPM S.P.A.**

*Verona-Milan, 13 December 2016* – Banco Popolare – Società Cooperativa (“Banco Popolare”) and Banca Popolare di Milano S.c. a r.l. (“BPM”) announce that the deed of merger, notarized by Notary Public Carlo Marchetti, between Banco Popolare and BPM (the “Merger”), to be implemented through the incorporation of a new banking joint-stock company named Banco BPM Società per Azioni (“Banco BPM”), has been signed today in Milan.

The Merger will take effect on 1 January 2017, following the completion of the ongoing procedures, subject to the issuance of the authorization by Borsa Italiana S.p.A. to trade the newly issued Banco BPM shares on the Italian Equities Market - the MTA (Mercato Telematico Azionario) and some fixed income financial instruments currently issued by Banco Popolare on the Italian Fixed Income Market - the MOT (Mercato Telematico delle Obbligazioni), and after the publication by CONSOB of the associated required prospectus, as well as upon prior registration of the deed of merger, effective as of the above-mentioned date, with the competent Company Registries in Verona and Milan, pursuant to art. 2504 of the Italian Civil Code.

Subject to the issuance of the afore-mentioned authorizations, the Banco BPM shares will be listed on the MTA as of 2 January 2017 (with the concurrent delisting of the shares of the two merging banks from the MTA).

The Merger will cause the cancellation of all the outstanding shares of Banco Popolare and BPM, to be replaced based on the share swap ratios specified in the Merger Plan approved by the Shareholders of the two banks in the General Meetings held on 15 October 2016 (1 Banco BPM share for every 1 Banco Popolare share and 1 Banco BPM share for every 6.386 BPM shares). The Treasury shares held by the two banks will be cancelled with no share exchange.

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Fine Comunicato n.0958-250

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