

# Bit Market Services

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Diffusione presunta

Oggetto : PUBLISHED THE LISTING PROSPECTUS  
FOR THE SHARES OF BANCO BPM  
S.P.A.

*Testo del comunicato*

Vedi allegato.

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### **JOINT NEWS RELEASE**

#### **PUBLISHED THE LISTING PROSPECTUS FOR THE SHARES OF BANCO BPM S.P.A., COMPANY FORMED FROM THE MERGER BETWEEN BANCO POPOLARE AND BPM**

Verona-Milan, 23 December 2016 – Further to the news release published on 13 December 2016, Banco Popolare – Società Cooperativa (“Banco Popolare”) and Banca Popolare di Milano S.c. a r.l. (“BPM”) announce that today (File references no. 0113422/16 and 0113428/16) Consob (Commissione Nazionale per le Società e la Borsa) has approved the Prospectus (made up of the Registration Document, the Information Note and the Summary Note) for the listing on the Italian Equity Market (Mercato Telematico Azionario -“MTA”) organized and managed by Borsa Italiana S.p.A. of the newly issued shares of Banco BPM Società per Azioni (“Banco BPM”), the company formed from the merger between Banco Popolare and BPM (the “Merger”).

Consob’s approval follows measure no. 8299, with which Borsa Italiana S.p.A. on 21 December 2016 had approved the admission to trading of the Banco BPM shares on the MTA.

After the filing with Consob today, the Prospectus is made available to the public at the registered offices of Banco Popolare and BPM (respectively, in Verona, Piazza Nogara no. 2 and Milan, Piazza Filippo Meda no. 4), on their websites ([www.bancopopolare.it](http://www.bancopopolare.it) and [www.gruppobpm.it](http://www.gruppobpm.it)), and, as of the Merger’s effective date, at the registered offices of Banco BPM (Milano, Piazza Filippo Meda no. 4), as well as on the latter’s website ([www.bancobpmspa.it](http://www.bancobpmspa.it)).

The notice of the publication of the Prospectus will be published tomorrow, 24 December 2016, on the dailies “Il Sole24Ore” and “Milano Finanza”.

The effective date of the Merger has been set on 1 January 2017. The effective date on which Banco BPM shares start trading on the MTA, expected to take place on 2 January 2017, will be defined by Borsa Italiana S.p.A. with a specific Notice pursuant to art. 2.4.2, paragraph 4, of Borsa’s Regulation (after the Prospectus has been made available to the public and the deed of merger has been registered with the competent Company Registry).

Banco BPM shares issued to cover the share swap will be made available to the ordinary and registered shareholders of Banco Popolare and BPM, under dematerialized form and centralized management

with Monte Titoli S.p.A. and through the authorized intermediaries, as of 2 January 2017, based on the swap ratios approved by the Shareholders Meetings of the two banks on 15 October 2016 (1 Banco BPM share for every one Banco Popolare share and 1 Banco BPM share for every 6.386 BPM shares). The own shares held by Banco Popolare and BPM will be cancelled with no share exchange. Further details on the operational procedures of the share swap execution will be disclosed in accordance with the terms and procedures under the law.

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