

Bit Market Services

Informazione Regolamentata n. 0958-263-2016	Data/Ora Ricezione 30 Dicembre 2016 18:28:20	MTA
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Societa' : BANCO POPOLARE

Identificativo : 83541

Informazione
Regolamentata

Nome utilizzatore : BCOPOPOLAREN01 - MARCONI

Tipologia : IRED 04

Data/Ora Ricezione : 30 Dicembre 2016 18:28:20

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Diffusione presunta

Oggetto : Notice to the registered and ordinary
shareholders of BP - Results of the pre-
emptive offer of Banco Popolare shares
under withdrawal

Testo del comunicato

Vedi allegato.



This document may not be distributed in any Country where the offer herein described would require regulatory authorization or an exemption therefrom

NOTICE TO THE REGISTERED AND ORDINARY SHAREHOLDERS OF BANCO POPOLARE – SOCIETA' COOPERATIVA

(pursuant to art. 84 of Consob's Regulation no. 11971/1999, as subsequently amended and integrated)

RESULTS OF THE PRE-EMPTIVE OFFER OF BANCO POPOLARE SHARES UNDER WITHDRAWAL

Banco Popolare - Società Cooperativa announces that the pre-emptive offer of Banco Popolare Shares under withdrawal following the approval of the merger between Banco Popolare - Società Cooperativa (the "**Company**") and Banca Popolare di Milano S.c. a r.l. (the "**Merger**"), to be implemented through the formation of a new joint-stock company named Banco BPM Società per Azioni ("**Banco BPM**"), was completed on 27 December 2016. At the end of the pre-emptive offer period, the Company received expressions of interest to purchase a total of no. 178,859 shares (at a unit price of Euro 3.156).

We take this opportunity to inform you that after the final deadline to exercise the right of withdrawal (9 November 2016) and the date on which the number of shares under pre-emptive offer was announced pursuant to art. 2437-*quater* of the Italian Civil Code (24 November 2016), additional withdrawal notifications were received for no. 22,091 Company shares, which were sent by the final deadline of the 9 November 2016 mentioned above; hence, the total number of Company shares for which the right of withdrawal has been exercised adds up to no. 37,758,265.

Please note that the payment of the shares purchased after exercising the option and pre-emptive rights and the crediting of the purchased shares will only take place after the effective date of the Merger, namely 1 January 2017 (with settlement through Monte Titoli S.p.A. and the respective intermediaries). After the Merger has come into effect, the entitled shareholders will receive the newly issued ordinary shares of Banco BPM, the company resulting from the Merger, based on a swap ratio of 1 ordinary Banco BPM share for every 1 share of the Company. Similarly, the shares for which the option and pre-emptive rights were not exercised will be exchanged for Banco BPM shares, based on the same swap ratio mentioned above (with these shares being permanently subject to the lock-up restriction as per art. 2437-*bis*, paragraph 2, of the Italian Civil Code).

The terms and conditions governing the settlement of the shares purchased upon exercising the option and pre-emptive rights will be communicated by Banco BPM, after the Merger has come into effect, in accordance with the procedures provided by law, and in any case with a notice to be published on at least one national daily newspaper and on the website of Banco BPM (www.bancobpm.it).

Any offer on the stock exchange of the shares subject to withdrawal not purchased under the pre-emptive offer (in accordance with art. 2437-*quater*, paragraph 4, of the Italian Civil Code) will be decided and communicated by Banco BPM as provided by law after the Merger has come into effect.

Verona, 31 December 2016

Fine Comunicato n.0958-263

Numero di Pagine: 3