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BANCA POPOLARE DI MILANO

PRESS RELEASE

Share Capital Increase: Auction of Un-Opted Rights on the Stock Exchange

During the offer period for the option rights (31 October 2011 to 18 November 2011, the “Offer Period”), 335,733,875 option rights relating to ordinary shares and 3,518,611 option rights relating to the “BPM 2009/2013 6.75% Mandatory Convertible Notes” (the “Convertible Notes”) were exercised for the overall subscription of 2,176,963,202 newly issued ordinary shares of BPM, equal to 81.7% of the total number of BPM shares offered (the “Shares”), for a total consideration of Euro 653,088,960.60.

At the end of the Offer Period, there remain un-opted 79,337,750 option rights relating to ordinary shares (taking into account the 10 option rights cancelled in reconciliation of the transaction) and 541,621 option rights relating to the Convertible Bonds (together, the “Un-Opted Rights”), together granting the right to subscribe for 487,773,512 Shares, equal to 18.3% of the total number of Shares offered, for a consideration of Euro 146,332,053.60.
In accordance with the provisions of article 2441(3) of the Italian Civil Code, the Un-Opted Rights will be offered on the Stock Exchange, on behalf of the Company, through Mediobanca – Banca di Credito Finanziario S.p.A., in the trading sessions of December 12th, December 13th, December 14th, December 15th and December 16th, 2011 (the “Rights Auction”), subject to early termination in case the Un-Opted Rights have been taken up in full during the first or second trading session referred to above. Any such early termination shall be announced by way of press release.

The total amount of the Un-Opted Rights will be offered in the first trading session; the amount not taken up in the previous day(s) will be offered in the following trading sessions.

Exercise of the Un-Opted Rights purchased in the Rights Auction and subscription of the new BPM ordinary shares must be made through authorized financial intermediaries that hold accounts with Monte Titoli S.p.A. (at the risk of their expiration) by and no later than December 19th, 2011, save in the case of early termination of the Rights Auction if the Un-Opted Rights are taken up in full in the trading sessions of December 12th and December 13th, 2011.

**Settlement date in case of early termination of the Rights Auction**

In case of early termination of the Rights Auction, the Un-Opted Rights so purchased must be exercised (at the risk of their expiration) by and no later than the third business day following the notification of such early termination, and accordingly:

- **by and no later than December 15th, 2011**, in case of early termination on December 12th, 2011;
- **by and no later than December 16th, 2011**, in case of early termination on December 13th, 2011.

If the Un-Opted Rights are not taken up in full during the first two trading sessions indicated above (i.e. December 12th or December 13th, 2011), the last day for the subscription of the new shares shall remain December 19th, 2011.

The Un-Opted Rights will be made available to purchasers through Monte Titoli S.p.A. and:
- rights relating to ordinary shares entail holders to subscribe for new BMP Shares, with no nominal value and having characteristics identical to those in outstanding, with normal dividends accrual rights, at a subscription price of Euro 0.30 per share on the basis of an option rights ratio of 138 shares for every 25 un-opted rights exercised; and

- rights relating to the Convertible Notes entail holders to subscribe for new BMP Shares, with no nominal value and having characteristics identical to those outstanding, with normal dividends accrual rights, at a subscription price of Euro 0.30 per share on the basis of an option rights ratio of 92 shares for each un-opted right exercised.

The capital increase is guaranteed by Barclays Bank PLC, BNP Paribas, Mediobanca – Banca di Credito Finanziario S.p.A., Nomura International plc, Banco Santander S.A., Société Générale Corporate & Investment Banking, The Royal Bank of Scotland plc, as Joint Bookrunners, and ING Bank N.V. as Co-Bookrunner, who have agreed, severally and not jointly, to subscribe – on terms and conditions customary for transactions of this nature – for any Shares that remain unsubscribed at the termination of the Rights Auction.

The prospectus relating to the Rights Offering and the admission to listing of the BPM ordinary shares deriving from the share capital increase is available at the registered office of BPM and on the website of Bipiemme (www.bpm.it) and of Borsa Italiana (www.borsaitaliana.it).

Milan, 9 December 2011

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