



BANCA POPOLARE DI MILANO

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PRESS RELEASE

RESULTS OF THE PRE-EMPTIVE OFFER OF THE BANCA POPOLARE DI MILANO SHARES SUBJECT TO WITHDRAWAL

Milan, 30 December 2016 - We would like to announce that 27 December 2016 marked the end of the period of the pre-emptive offer of Banca Popolare di Milano shares for which the right of withdrawal was exercised following approval of the decision to merge Banca Popolare di Milano s.c. a. r.l. (the "**Company**") and Banco Popolare - Società Cooperativa (the "**Merger**"), to be implemented through the formation of a new company called Banco BPM Società per Azioni ("**Banco BPM**"). At the end of the pre-emption period, the Company has received expressions of interest to purchase a total of 2,195,630 shares (at a unit price of Euro 0.4918).

We would also like to take this opportunity to inform you that following the deadline set for exercising the right of withdrawal (9 November 2016) and the date on which the number of shares involved in the pre-emptive offer was announced pursuant to art. 2437 *quater* of the Italian Civil Code (24 November 2016), additional notices of withdrawal for 216,641 shares of the Company have been received, which were sent after the 9 November 2016 deadline mentioned above; the total number of shares of the Company for which the right of withdrawal has been exercised therefore comes to 179,153,607.

You are reminded that payment of the shares purchased after exercising the option and pre-emption rights and the crediting of the shares purchased will only be carried out 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, those entitled to the allocation of shares will receive the newly issued ordinary shares of Banco BPM, the company resulting from the Merger, on the basis of an exchange ratio of 1 ordinary Banco BPM share for every 6.386 shares of the Company. Similarly, the shares for which the option and pre-emption rights were not exercised will be exchanged for Banco BPM shares, based on the same exchange 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 of the regulations governing the shares acquired on the exercise of the option and pre-emption right will be communicated, after the Merger has become effective, by Banco BPM in the manner foreseen by law and, in any case, with a notice that will be published in 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 according to the law after the Merger has become effective.

This notice will be published, among other things, on the Company's website (www.gruppobpm.it, in the section on the General Meeting of Members of 14/15 October 2016) and, on 31 December 2016, in the newspapers "Il Sole 24 Ore" and "MF".

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