



BANCA POPOLARE DI MILANO

PRESS RELEASE

MERGER OF WEBANK WITH BANCA POPOLARE DI MILANO:

- **MERGER PLAN AND RELATED DOCUMENTATION FILED**
- **NOTICE TO MEMBERS PURSUANT TO ARTICLE 2505, PARA. 3, OF THE CIVIL CODE**

Notice is hereby given that (i) the merger plan ("**Merger Plan**") for the absorption of Webank S.p.A. ("**Webank**") with Banca Popolare di Milano S.c.ar.l. ("**BPM**"), prepared pursuant to articles 2501-ter and 2505 of the Civil Code, as the merging company holds the entire share capital of the merged company, and already approved by the respective boards of directors on 17 June 2014, (ii) BPM's interim report and the financial situation of Webank at 30 June 2014, and (iii) an explanatory report relating to the merger - prepared by the Management Board of BPM on a voluntary basis, in view of the exemption provided for in article 2505, paragraph 1, of the Civil Code, in the case of mergers of wholly owned companies - are available as from today, in accordance with law, on the authorised storage device "1Info" (www.1info.it) and on the website www.gruppobpm.it ("Merger of Webank with BPM" section, Investor Relations/Corporate Transactions page). The above documentation, together with the financial statements of BPM and Webank for the last three years, is also filed at BPM's head office pursuant to article 2501-septies of the Civil Code and is available to Members, with the right for them to read it and to obtain a free copy, and will be filed and published as stated above until the merger resolution is adopted.

It should also be noted that the Merger Plan has been filed today with the Milan Companies Register.

Note that - since the transaction involves a merger of a wholly-owned company - pursuant to article 2505, paragraph 2, of the Civil Code and article 39, paragraph 2, letter u) of BPM's Articles of Association, the decision about the merger can be taken by the Management Board of BPM. Pursuant to article 2505, paragraph 3, of the Civil Code, BPM's Members representing at least five per cent of the total number of the same (to date, the total number of Members is 55,854) can request that the decision to approve the merger is adopted by the Extraordinary General Meeting of Members of BPM. To this end, Members are informed that requests must be made in written form and sent - even by mail - to the Head Office of the Bank (Management Board Chairman's Secretariat Office - Piazza Filippo Meda 4, 20121 Milan), on working days from Monday to Friday, from 9.00 a.m. to 5.00 p.m., or by certified mail, at the address emittentebpm@pec.gruppobpiemme.it, by 29 August 2014 (included). Applications must be accompanied by certification



BANCA POPOLARE DI MILANO

attesting the ownership of shares by the requesting Members in accordance with current regulations.

Lastly, it should be noted, that the merger in question is subject to authorisation by the Bank of Italy pursuant to article 57 of Legislative Decree no. 385/1993.

Milan, 21 August 2014

For information:

Investor Relations

Roberto Peronaglio
+39 02 7700 2057
investor.relations@bpm.it

Communication

Matteo Cidda
+39 02 7700 7438
matteo.cidda@bpm.it

Press Office

Monica Provini
+39 02 7700 3515
monica.provini@bpm.it

AD HOC Communication Advisors

Giorgio Zambeletti,
Daniele Biolcati
+39 02.76.06.741
daniele.biolcati@ahca.it