



## PRESS RELEASE

### CASH TENDER OFFER FOR THE BUY-BACK OF NOTES OF BANCO BPM (ORIGINALLY ISSUED BY BPM, BANCA DI LEGNANO AND CASSA DI RISPARMIO DI ALESSANDRIA) FOR A NOMINAL MAXIMUM BUYBACK AMOUNT OF EURO 200 MILLION

#### DEFINITIVE RESULTS AND NON-OCCURRENCE OF MAC CONDITION

Milan, 14 June 2017 – Banco BPM S.p.A. ("**Banco BPM**" or the "**Offeror**"), in the context of the voluntary public offer for the partial repurchase of some of the notes issued by Banca Popolare di Milano S.C. a r.l., Banca di Legnano S.p.A. e Cassa di Risparmio di Alessandria S.p.A. and distributed among retail clients (the "**Existing Notes**"), up to a maximum nominal amount of Euro 200 million (the "**Offer**"), announces that the aggregate nominal amount of the Existing Notes validly tendered to the Offer and accepted for purchase by Banco BPM is equal to Euro 123,136,000.

In relation to the MAC Condition to the Offer, the effectiveness of which is subject to the non-occurrence of such condition, as described in the Tender Offer Memorandum, Banco BPM announces that, as of today, no adverse events have occurred, in the national and/or international context, which could qualify as a "material adverse change" under the MAC Condition, and, therefore, that the Offer is effective.

Settlement of the Consideration shall take place, in accordance with the provisions set forth in the Tender Offer Memorandum, today.

The following table shows the details of the Existing Notes tendered to the Offer and accepted for purchase by the Offeror for each series.

Name	ISIN	Tendered nominal Value (in Euros)	Tendered nominal value /Total amount outstanding <sup>1</sup> (%)
Banca Popolare di Milano 31 Marzo 2011/2018 Tasso Fisso 4,10%	IT0004693963	24,053,000	20.16

<sup>1</sup> "Total amount outstanding" means the nominal value of the Existing Notes net of the nominal value of such notes held by Banco BPM and by other companies belonging to the Banco BPM Group as at 11 May 2017.

Banca di Legnano 31 Marzo 2011/2018 Tasso Fisso 4,10%	IT0004692999	5,836,000	26.35
Cassa di Risparmio di Alessandria 6 Aprile 2011/2018 Tasso Fisso 4,10%	IT0004693948	2,530,000	17.73
Banca Popolare di Milano 30 Giugno 2010/2018 Tasso Fisso 3,50%	IT0004613946	29,256,000	20.24
Banca di Legnano 5 Luglio 2010/2018 Tasso Fisso 3,50%	IT0004613995	3,273,000	13.82
Banca Popolare di Milano 31 Ottobre 2013/2018 MIN-MAX	IT0004956501	43,809,000	21.72
Banca Popolare di Milano 23 Aprile 2010/2020 Tasso Fisso 4,00%	IT0004597495	14,379,000	15.70

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**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences. Any individual or company whose Existing Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender the Existing Notes to the Offer. None of Banca Akros S.p.A. or the Offeror makes any recommendation as to Offer.

**OFFER AND DISTRIBUTION RESTRICTIONS** Neither this announcement nor the Tender Offer Memorandum constitute an offer to buy or a solicitation of an offer to sell Existing Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities laws or otherwise. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions (in particular, the United States, Canada, Australia, and Japan) may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by the Offeror to inform themselves about, and to observe, any such restrictions.