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COMUNICATO STAMPA

Verona, 1° luglio 2016

Comunicazione ai sensi dell'art. 85-bis del Regolamento approvato con Delibera Consob n. 11971/99 e successive modifiche

Si fa riferimento all'operazione di aumento di capitale sociale di n. 465.581.304 azioni ordinarie Banco Popolare ("Azioni") per un controvalore complessivo di Euro 996.343.990,56 in ragione del rapporto di opzione di n. 9 Azioni ogni n. 7 azioni ordinarie Banco Popolare detenute, deliberata dal Consiglio di Amministrazione in data 10 maggio e 2 giugno 2016, in esecuzione della delega conferita, ai sensi dell'art. 2443 del codice civile, dall'Assemblea straordinaria dei Soci in data 7 maggio 2016.

Durante il periodo di offerta in opzione, iniziato il 6 giugno e conclusosi in data 22 giugno 2016, estremi inclusi (il "Periodo di Offerta"), sono state sottoscritte di n. 462.682.242 Azioni, pari al 99,377% del totale delle Azioni offerte, per un controvalore complessivo pari a Euro 990.139.997,88.

I diritti di opzione non esercitati, pari a n. 2.254.826, sono stati venduti durante le prime due giornate di offerta in borsa tenutesi in data 24 e 27 giugno 2016 (l'"Offerta in Borsa"). All'esito dell'Offerta in Borsa, tenuto conto delle azioni già sottoscritte ad esito del Periodo di Offerta, risultavano complessivamente sottoscritte n. 463.583.970 Azioni ordinarie pari al 99,571% delle Azioni ordinarie di nuova emissione, per un controvalore complessivo pari a Euro 992.069.695,80.

Ai sensi del contratto di garanzia sottoscritto in data 2 giugno 2016 Mediobanca – Banca di Credito Finanziario S.p.A. e BofA Merrill Lynch, in qualità di *Joint Global Coordinators* e *Joint Bookrunners* (i "Garanti"), in data odierna hanno sottoscritto le rimanenti n. 1.997.334 Azioni, per un controvalore complessivo pari a Euro 4.274.294,76 e, pertanto, l'aumento di capitale risulta interamente sottoscritto per un controvalore complessivo pari a Euro 996.343.990,56 da imputare interamente a capitale sociale.

Con riferimento a quanto sopra, si segnala che in data odierna è stata effettuata l'iscrizione al Registro Imprese di Verona dell'attestazione prevista dall'art. 2444, 1° comma, del codice civile.

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In conformità alla normativa in oggetto, si indica di seguito la nuova composizione del capitale sociale.

tabella 1: capitale sociale

	Capitale sociale attuale			Capitale sociale precedente		
	Euro	n. azioni	val. nom. unitario	Euro	n. azioni	val. nom. unitario
Totale di cui:	7.089.340.067,39	827.760.910	-	6.092.996.076,83	362.179.606	-
Totali azioni ordinarie (godimento 1/1/2016, numero cedola in corso: 4)	7.089.340.067,39	827.760.910	-	6.092.996.076,83	362.179.606	-

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