

**NEWS RELEASE**

## Banco Popolare to further streamline and rationalize the Group's corporate structure: approved the merger plan of Credito Bergamasco and Banca Italease

*Verona, 26 November 2013* – In today's meeting, the Boards of Directors of Banco Popolare Società Cooperativa ("Banco Popolare") and Credito Bergamasco S.p.A. ("Credito Bergamasco"), pursuant to art. 2501-ter of the civil code, prepared and approved the merger plan of Credito Bergamasco into Banco Popolare.

The Board of Directors of Banco Popolare and the Board of Directors of Banca Italease S.p.A. ("Banca Italease"), pursuant to articles 2501-ter and 2505 of the civil code, also prepared and approved the merger plan of Banca Italease into Banco Popolare. The above actions bring the rationalization of the corporate structure started in 2011 to completion, crowning the merger of the Group's "Banche del Territorio", that achieved efficiency and profitability targets while safeguarding the brand names and the local commercial reach of the single banks.

### Merger of Credito Bergamasco

The merger will reap benefits in terms of cost synergies, organizational streamlining, a nimbler adoption and implementation of Group strategies, and a reduction in the taxes currently paid based on applicable regulations. With respect to capital, it will improve the Group's position in view of the forthcoming adoption of the provisions introduced by Directive 2013/36/EU of 26 June 2013 and by the EU Regulation n. 575/2013 ("Basel 3" prudential rules), setting out new limitations to the calculation of the capital attributable to the minority shareholders of Credito Bergamasco in the Common Equity Tier 1 capital.

The Group's interest in performing this transaction combines well with the specific interest of the minority shareholders of Credito Bergamasco, who, in addition to benefitting from the synergies generated by the transaction, thanks to the merger will be able to partake directly in the Group's more extensive valorization plan, while receiving liquid shares in exchange for their current

COMMUNICATION AND  
EXTERNAL RELATIONS  
Media Relations  
Tel. +39-045-8675048/867/120/121  
[ufficio.stampa@bancopopolare.it](mailto:ufficio.stampa@bancopopolare.it)

INVESTOR RELATIONS  
Tel. +39-045-8675537  
[investor.relations@bancopopolare.it](mailto:investor.relations@bancopopolare.it)  
[www.bancopopolare.it](http://www.bancopopolare.it) (IR section)

shares, characterized by an extremely thin trading volume, and at a premium with respect to the current stock price of Credito Bergamasco.

The merger will not affect Credito Bergamasco's ties to its territory and its shareholders. For this purpose, a specific territorial Division will be set up, based in Bergamo, together with a Territorial Consultation and Credit Committee pursuant to art. 51 of the Articles of Association of Banco Popolare, made up of members appointed from amongst shareholders representing the economic and professional interests and associations of the territorial reference area of Credito Bergamasco. Moreover, also Fondazione Credito Bergamasco will continue to support the areas located in the Bank's traditional footprint.

The merger plan fixes the exchange ratio at 11.5 Banco Popolare shares for each Credito Bergamasco share. The ratio was calculated by using commonly used valuation methods, also at international level, for transactions of this kind and for banking institutions, and consistent with the characteristics of each of the companies involved in the merger. Prior to the completion of the merger, Credito Bergamasco shall distribute a dividend of €0.55 per share to its shareholders, in line with the dividend paid by Credito Bergamasco in 2013, with reference to the net income generated in the year 2012. The value implied in the exchange ratio guarantees a premium of 11.5% on the yesterday's official price of Credito Bergamasco. The financial situations taken into consideration have been drawn from the Half-yearly Financial Reports as at 30 June 2013 prepared by the two banks. The transaction envisages the preparation of a report on the congruity of the Exchange Ratio by experts appointed by the competent judicial authority. To this end, in accordance with art. 2501-sexies, paragraph four of the civil code, we will apply to the Verona Court to have a joint expert appointed from amongst the auditing firms subject to Consob's supervision. Once the transaction is finalized, all the ordinary shares of Credito Bergamasco held by Banco Popolare will be cancelled, while those not held by Banco Popolare will be exchanged with newly issued Banco Popolare ordinary shares, based on the exchange ratio.

To cover the exchange, Banco Popolare will increase its share capital for nominal €300,582,215 by issuing 157,455,068 new ordinary shares with no par value, to be distributed to the minority shareholders of Credito Bergamasco. The newly issued Banco Popolare shares distributed in exchange for Credito Bergamasco shares shall be listed on a par with the ordinary shares of Banco Popolare already outstanding. The above-mentioned Banco Popolare ordinary shares distributed in exchange shall be made available to the shareholders of Credito Bergamasco as of the effective date of the merger. The date shall be communicated under the law approximately on the 1 June 2014. The ordinary shares of Banco Popolare to be issued and distributed in exchange to the minority shareholders of Credito Bergamasco shall grant to their holders the right to regular distributions, as well as the same entitlements granted to the holders of the ordinary shares of Banco Popolare already outstanding.

COMMUNICATION AND  
EXTERNAL RELATIONS  
Media Relations  
Tel. +39-045-8675048/867/120/121  
[ufficio.stampa@bancopopolare.it](mailto:ufficio.stampa@bancopopolare.it)

INVESTOR RELATIONS  
Tel. +39-045-8675537  
[investor.relations@bancopopolare.it](mailto:investor.relations@bancopopolare.it)  
[www.bancopopolare.it](http://www.bancopopolare.it) (IR section)

Pursuant to art. 2437, paragraph one, letters b) and g) of the civil code, for those shareholders of Credito Bergamasco who will not participate in the approval of the merger (i.e., absent, against or abstained), the transaction will trigger the right to withdraw, since the merger causes Credito Bergamasco, which was originally incorporated as a "joint-stock company", to implicitly turn into a "mutual company" (*società cooperativa*), changing also the voting and participation rights established in the bylaws. Since Credito Bergamasco is a listed company, the liquidation value of the shares against which the right of withdrawal will be set in compliance with art. 2437-ter, paragraph 3, of the civil code, by making exclusive reference to the average (calculated by Borsa Italiana S.p.A.) of the closing prices of the Credito Bergamasco stock over the six months before the publication date of the notice to convene of the special shareholders meeting summoned to decide on the merger.

In the event that one or more shareholders of Credito Bergamasco exercise their right to withdraw, the liquidation procedure shall be carried out in compliance with art. 2437-quater of the civil code.

Subject to prior supervisory authorizations, the merger plan shall be submitted to the approval of the Special shareholders meetings of Banco and Credito Bergamasco. The Special shareholders meeting of Banco Popolare has been convened on 24 April 2014 on first call, and on 26 April 2014 on second call. The Special shareholders meeting of Credito Bergamasco has been convened on 25 April 2014.

#### Merger of Banca Italease

Besides being consistent with the goal of streamlining the Group structure, also the merger of Banca Italease will achieve both cost synergies, by eliminating administrative and control cost, and tax reductions. Further to the merger, although Banca Italease will no longer be an autonomous legal entity, it will be part of the Group as a specially created specific Business division.

The merger effective date will be communicated under the law and in any case it will follow the effective date of the merger of Credito Bergamasco, and will be no later than 31 December 2014. The merger will be carried out along the simplified procedures under art. 2505 of the civil code, by acquiring fully owned companies, on the assumption that, by the date the merger deed is signed, Banco Popolare will hold 100% of the share capital of Banca Italease. Once the transaction is finalized, all the ordinary shares of Banca Italease - since held by Banco Popolare - will be cancelled.

COMMUNICATION AND  
EXTERNAL RELATIONS  
Media Relations  
Tel. +39-045-8675048/867/120/121  
[ufficio.stampa@bancopopolare.it](mailto:ufficio.stampa@bancopopolare.it)

INVESTOR RELATIONS  
Tel. +39-045-8675537  
[investor.relations@bancopopolare.it](mailto:investor.relations@bancopopolare.it)  
[www.bancopopolare.it](http://www.bancopopolare.it) (IR section)

### Foreseeable effects on the Group's financial and operating situation

Pursuant to art. 2504 bis, paragraph 3, of the civil code, the transactions of the acquired companies will be recognized in Banco Popolare's financial statements starting on 1 January 2014. The income tax effects of the merger, pursuant to art. 172, paragraph 9, of D.P.R. n. 917/1986, will start on the same date.

In view of the forthcoming adoption of the new limitations introduced by the Directive 2013/36/EU on 26 June 2013 and by the EU Regulation n. 575/2013 ("Basel 3" prudential rules) to the calculation of the capital attributable to minority shareholders in the Common Equity Tier 1 capital, the merger of Credito Bergamasco will improve the Group's capital position. In fact, while in the application of the current prudential regulation in force until 31 December 2013, all the capital attributable to the minority shareholders of Credito Bergamasco represents a positive element of the "core tier 1 capital", when the new rules of the EU Regulation n. 575/2013 come into effect, the calculation of the above-mentioned minority interest capital in the "Common Equity Tier 1 Capital" will be subject to specific limitations. Once the capital attributable to the minority shareholders of Credito Bergamasco is transformed into an equal amount of capital of the parent company, it can be entirely included in the Common Equity Tier 1 Capital.

Moreover, the approved mergers rest on the underlying rationale of obtaining benefits in terms of containment of operating charges compared to the current levels. The increased income stream generated by the obtained synergies will be used to reinforce the Group's financial strength. The merger of Banca Italease will also allow us to benefit from the recovery of the acquiree's carried-forward tax losses that to date are not recognized in the consolidated financial statements.

Based on what explained above, the estimated benefits to be reaped from the transactions should guarantee more than 50 basis points of Common Equity Tier 1 ratio based on the estimate of the effects generated by the full implementation of the "Basel 3" prudential rules, taking – ceteris paribus – the capital ratios (measured along the prudential rules in effect at the date of this motion) as at 30 September 2013.

### Information regarding the compliance with the regulation concerning operations with Related Parties

For Banco Popolare, given that the operation is carried out with a subsidiary company controlled by the Group (Creberg), the Merger represents an "infragroup" transaction, to which the procedure governing operations with related parties applies, as approved by the Board of Directors of Banco Popolare on 30 November 2010 and subsequently amended ("Banco Popolare Procedure").

COMMUNICATION AND  
EXTERNAL RELATIONS  
Media Relations  
Tel. +39-045-8675048/867/120/121  
[ufficio.stampa@bancopopolare.it](mailto:ufficio.stampa@bancopopolare.it)

INVESTOR RELATIONS  
Tel. +39-045-8675537  
[investor.relations@bancopopolare.it](mailto:investor.relations@bancopopolare.it)  
[www.bancopopolare.it](http://www.bancopopolare.it) (IR section)

In the light of the absence, in Creberg, of significant interests of other parties related to Banco Popolare, the Merger is exempted from the application of the regulations contained in the Procedure for related-party transactions and in the Banco Popolare Procedure, except for the obligation to provide the information pertaining to the Merger in the interim operating report and in the Annual Report, as provided for under art. 5, paragraph 8, of the Regulation on operations with Related Parties.

For Credito Bergamasco, the merger with the parent bank Banco Popolare, which controls Creberg with a 77.819% stake, represents a transaction of significant relevance pursuant to art. 4.4.2 of the Regulation governing operations with Related Parties, given that the 2.5% threshold (reduced threshold - pursuant to annex 3 of Consob's Regulation concerning operations with Related Parties - given that in this transaction the counterparty is represented by the controlling party Banco Popolare) is superseded with reference to the indices determining relevance in terms of "countervalue"/"assets". In this context, the Committee of Independent Directors has been involved in the due diligence and negotiation stages of the operation, also by the receipt of complete and timely information flows, and has unanimously expressed a favourable motivated opinion. Pursuant to the art. 5 of Consob's Regulation concerning operations with Related Parties, an Information Document shall be made available to the public in compliance with Annex 4 of the afore-mentioned Consob Regulation.

Banco Popolare's financial advisor for this transaction was Mediobanca - Banca di Credito Finanziario S.p.A., while Credito Bergamasco was advised by Merrill Lynch International, the company controlled by Bank of America Corporation, which also counseled the Independent Committee throughout its assessments, in compliance with the "Procedures for the regulation of Transactions with Related Parties" adopted by Creberg.

This news release is published also on behalf and to the interest of controlled and listed subsidiary company Credito Bergamasco S.p.A.

COMMUNICATION AND  
EXTERNAL RELATIONS  
Media Relations  
Tel. +39-045-8675048/867/120/121  
[ufficio.stampa@bancopopolare.it](mailto:ufficio.stampa@bancopopolare.it)

INVESTOR RELATIONS  
Tel. +39-045-8675537  
[investor.relations@bancopopolare.it](mailto:investor.relations@bancopopolare.it)  
[www.bancopopolare.it](http://www.bancopopolare.it) (IR section)