

BPM AND BANCA POPOLARE DI MANTOVA SIGN CONTRIBUTION DEED PERTAINING TO BPM BUSINESS UNIT

Milan-Mantua, 13 December 2016 – Banca Popolare di Milano S.c. a r.l. ("**BPM**") and Banca Popolare di Mantova S.p.A. ("**BP Mantova**"), a subsidiary of BPM, hereby announce the execution today of a deed governing the contribution by BPM to BP Mantova of a business unit consisting of branches pertaining to BPM (as well as the assets and liabilities strictly connected to these branches' customer relationships and operations) (the "**Contribution**").

The Contribution, which forms part of the broader merger transaction between BPM and Banco Popolare – Società Cooperativa (the "**Merger**"), shall be effective as of January 1 2017, subject to the completion of the Merger (even though the timing thereof is prior to the effective date of the Merger). As a result of the Merger, the recipient company, which shall be named Banca Popolare di Milano Società per azioni, shall be more than 99% held by the company resulting from the Merger, Banco BPM S.p.A.

On completion of the Contribution, the capital increase of Euro 4 billion approved by the General Meeting of the extraordinary general meeting of BP Mantova held on 12 December 2016 to service the Contribution (see BP Mantova press release dated 12 December 2016) shall be subscribed and paid.

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