

JOINT PRESS RELEASE

Verona-Milano, July 1st, 2016 – Following the press release of March 23rd 2016 referring to the Memorandum of Understanding and the press release of May 24th, 2016 referring to the Merger Plan between Banco Popolare - Società Cooperativa (“**Banco Popolare**”) and Banca Popolare di Milano S.c. a r.l. (“**BPM**”), to be achieved through the establishment of a new banking entity (the “**NewCo**”), the exchange ratios of the merger - following today’s completion of the capital increase of Banco Popolare with the issuance of 465,581,304 new shares - are determined as follows (compliant to and in accordance with the relative contributions reported in the above-mentioned press releases):

- 1 (one) share of the NewCo for each share of Banco Popolare outstanding at the time of the merger;
- 1 (one) share of the NewCo for each 6.386 shares of BPM outstanding at the time of the merger.

The Parties undertake to implement appropriate measures to remedy the odd lots of securities at the time of the exchange.

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