



BANCA POPOLARE DI MILANO

PRESS RELEASE

**MERGER OF WEBANK INTO BANCA POPOLARE DI MILANO:
APPROVAL OF PROPOSED MERGER**

Milan, 17 June 2014. Today, the Management Board of Banca Popolare di Milano S.C.ar.l. (hereinafter, "**BPM**" or the "**Parent Company**"), with the favourable opinion of the Supervisory Board issued in accordance with arts. 39 and 51 of BPM's Articles of Association, and the Board of Directors of WeBank S.p.A. (hereinafter, "**WB**" or the "**Company Being Merged**"), approved, in accordance with arts. 2501-ter and 2505 of the Italian Civil Code, the proposed merger of WB into BPM (hereinafter, the "**Merger**").

The Merger - subject to the prior approval by the Bank of Italy pursuant to article 57 of Legislative Decree 385/93 - is envisaged by BPM Group's 2014-2016/18 Business Plan, already communicated to the market on 11 March 2014, and is aimed at the creation of a multi-channel bank with a view to fostering a stronger presence for BPM Group in the digital market.

The Merger will take place in a simplified form in accordance with article 2505 of the Italian Civil Code taking into account that, as of today, the merging company, BPM, holds 100% of the share capital of WB; accordingly, as per the aforementioned legislation, there is no requirement for the determination of a share exchange ratio, nor for the preparation of a directors' report pursuant to article 2501-quinquies of the Italian Civil Code, nor for an experts' report pursuant to article 2501-sexies of the Italian Civil Code.

BPM shareholders do not have a right of withdrawal.

As things stand, subject to the above, it is the intention of the BPM Group to carry out the Merger by the end of 2014.

For information:

Investor Relations

Roberto Peronaglio
+39 02 7700 2057
investor.relations@bpm.it

Communication

Matteo Cidda
+39 02 7700 7438
matteo.cidda@bpm.it

Press Office

Monica Provini
+39 02 7700 3515
monica.provini@bpm.it

AD HOC Communication Advisors

Giorgio Zambeletti,
Daniele Biolcati
+39 02.76.06.741
daniele.biolcati@ahca.it