



BANCO POPOLARE Soc. Coop. · Registered offices in Verona, Piazza Nogara, 2 · Share capital Euro 4,294,149,426.03 fully paid · Tax code, VAT no. and registration no. in the Verona Enterprise Registry: 03700430238 · Registered in the Bank Register as n. 5668 · Member of the Interbank Fund for Deposit Protection and of the National Guarantee Fund · Parent Company of the Banking Group Banco Popolare · Registered in the Banking Groups Registry

## **MERGER OF SOCIETÀ GESTIONE CREDITI BP INTO BANCO POPOLARE**

We herewith announce that on 24 July 2012, after having received the merger authorization from the Bank of Italy with order of 4 July 2012, the Merger Plan of Società Gestione Crediti BP S.C.p.A. into Banco Popolare – Società Cooperativa, prepared in compliance with articles 2501 – ter and 2505 of the civil code, was registered with the Enterprise Registries of Lodi and Verona.

Pursuant to article 2505, paragraph two, of the civil code, the merger plan, with respect to the aspects pertaining to the acquirer, shall be submitted to the approval of the Board of Directors of Banco Popolare, in keeping with art. 33.2, paragraph 5, of the Articles of Association, without prejudice to the possibility – provided for under art. 2505, paragraph three, of the civil code – for the shareholders of Banco Popolare representing at least five percent of the share capital to require that the decision to approve the merger be made by the Extraordinary Shareholders' Meeting of Banco Popolare. Any shareholder who intends to exercise this option should – within 8 days of the above mentioned registration date of the Merger Plan with the Enterprise Registry in Verona – forward a specific application complete with the certification attesting the ownership of the shares to Banco Popolare - Segreteria Societaria, Piazza Nogara n. 2 – 37121 Verona.