

Milan, 15 March 2009

PRESS RELEASE

PURSUANT TO ARTICLE 114 OF THE CONSOLIDATED FINANCE ACT

Today, the Board of Directors of Banco Popolare (“**Banco Popolare**”), Banca Popolare dell’Emilia Romagna (“**BPER**”), Banca Popolare di Sondrio (“**BPS**”) and Banca Popolare di Milano (“**BPM**”) approved a comprehensive transaction for the reorganisation and restructuring of Banca Italease S.p.A.’s (“**Banca Italease**”) group activities. The transaction will entail the following:

- (a) Banco Popolare will launch a voluntary tender offer (the “**Offer**”) for all outstanding ordinary shares of Banca Italease listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. that are not already held by Banco Popolare or its subsidiaries, for the purpose of delisting the shares. The offer will also include shares directly or indirectly held by BPER, BPS and BPM, which have committed to allocating their shares to the Offer. Reale Mutua, another party in the shareholders’ agreements currently in place, has also expressed its interest in participating in the Offer, at least in principle. Banco Popolare has disclosed the main terms and conditions of the Offer in a separate press release issued today;
- (b) once the Offer has been completed and if the conditions detailed below are met, part of Banca Italease Group’s assets and liabilities will be combined in a new financial company owned by Banca Italease and/or Banco Popolare, as well as BPER, BPS and BPM (the “**Reorganisation Transactions**”).

The Reorganisation Transactions that Banco Popolare, BPER, BPS and BPM plan to carry out are subject to the finalisation of the Offer and receipt of the required legal and/or regulatory authorisations, as well as any other authorisation that is required and/or appropriate given the type of transactions and the object of contribution, also considering any rights of third parties to claim early settlement of Banca Italease’s loans and other debt instruments. To this end, where necessary, before Banca Italease’s relevant bodies pass any resolutions, they will request approval from the Bondholders at the General Meeting to carry out the Reorganisation Transactions (even by changing the terms and conditions of the bond, where necessary).

The Reorganisation Transactions will be structured as follows:

A new financial company will be set up with the necessary legal authorisation (“**NewCo Uno**”) to receive the business activity comprised of: **(i)** Banca Italease’s or its subsidiaries’ non-performing and sub-standard loans, as they stand at 31 March 2009, arising from leasing and/or lending transactions and for a gross maximum of €5 billion; **(ii)** liabilities of the same amount; **(iii)** the legal arrangements related to the aforementioned assets and liabilities. This transaction will be carried out by 31 December 2009 as a contribution in kind or de-merger.

NewCo Uno’s share capital will be held as follows:

SHAREHOLDER

PERCENTAGE OF CAPITAL

| | |
|--------------------------------------|--------|
| Banca Italease and/or Banco Popolare | 80% |
| BPER | 10.84% |
| BPS | 6.23% |
| BPM | 2.93% |

At the same time, *NewCo Uno*'s shareholders will capitalise the company by an amount that ensures its total capital ratio amounts to 7% and that it has the operating structures, personnel and means to conduct its business, with the aim of creating the best conditions for the efficient management of the business activity contributed to it, to maximise its value.

A new financial company will be set up with the necessary legal authorisation ("**NewCo Due**") to receive the business activity comprised of **(i)** Banca Italease's and its subsidiaries' performing loans as they stand at 31 March 2009, mainly arising from leasing and/or lending transactions originated by the Banca Italease network banks, for a gross maximum of approximately €5.9 billion (some of these loans have been securitised and may include a natural number of non-performing loans); **(ii)** liabilities of the same amount; **(iii)** the legal arrangements related to the aforementioned assets and liabilities. This transaction will be carried out by 31 December 2009 as a contribution in kind or de-merger with the signing of additional related agreements by Banca Italease and NewCo Due.

These additional related agreements relate to the portfolios of "performing" loans originated by the "banking network" and the natural number of "non-performing" loans also originated by the "banking network", which were transferred as part of Banca Italease's securitisation transactions. The purpose of these agreements is to allocate the related risks of non-repayment of the aforementioned loans and the returns on the loans to NewCo Due.

NewCo Due's share capital will be held as follows:

| SHAREHOLDER | PERCENTAGE OF CAPITAL |
|--------------------------------------|-----------------------|
| BPER | 36.44% |
| Banca Italease and/or Banco Popolare | 32.79% |
| BPS | 20.95% |
| BPM | 9.83% |

At the same time, *NewCo Due*'s shareholders will capitalise the company by an amount that ensures its total capital ratio amounts to 7% and that it has the operating structures, personnel and means to conduct its business, with the aim of focusing the new company's activities on specific business segments that are considered strategic and worth of development given the contribution that can be made by each shareholder. The goal is to support economies in the areas where the shareholder and member banks are located, with a specific focus on small and mid-sized companies.

For the purpose of the aforementioned Reorganisation Transactions, Banco Popolare is assisted by Mediobanca – Banca di Credito Finanziario S.p.A. and the law firm Pavesi Gitti Verzoni as financial and legal advisors, respectively. BPER, BPS and BPM are assisted by Gualtieri e Associati and the law firm Lombardi Molinari e Associati as financial and legal advisors, respectively.

For additional information:

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