



PRESS RELEASE

BPU Banca : Shareholders' extraordinary and ordinary general meeting

Merger with Banca Lombarda approved with 6.984 votes in favour (99,6% of voting shareholders)

The shareholders' meeting, in the extraordinary session, approved:

- *the project to merge Banca Lombarda e Piemontese S.p.a. (Banca Lombarda) into Banche Popolari Unite S.c.p.a. (BPU Banca) to be implemented with an exchange ratio of 0,83 new shares of BPU Banca for each ordinary share of Banca Lombarda outstanding;*
- *an increase in the share capital at the service of the merger by a maximum total nominal amount of 736.658.047,50 euro;*
- *the adoption of a new name, "Unione di Banche Italiane S.c.p.a.", "UBI Banca" in abbreviated form, and of a new text for the Corporate By-Laws, which includes, amongst other things, the adoption of a "dualistic" system of management and control.*

The shareholders' meeting, in ordinary session:

- *appointed the first Supervisory Board of UBI Banca, in accordance with the new Corporate By-Laws, for the three-year period 2007-2008-2009, and determined the relative remuneration;*
- *appointed the Chairman of the Supervisory Board Gino Trombi and its Senior Deputy Chairman Giuseppe Calvi;*
- *following the conclusion of settlement agreements, authorised the abandonment of a liability action which had been initiated by Banca Popolare di Luino e Varese Spa against one of its Directors.*

Bergamo, 3rd March 2007 – An Extraordinary and Ordinary General Meeting of the members of BPU Banca met today under the chairmanship of *Cav. Lav. Dott. Emilio Zanetti*.

The shareholders' meeting approved, in **extraordinary** session, present 7.009 registered Shareholders (attending, by proxy or represented), with the vote in favour of 6.984

shareholders and against of 16 shareholders with 9 shareholders abstaining, the project to **merge Banca Lombarda into BPU Banca** on the basis of an exchange ratio of 0,83 new shares of BPU Banca for each ordinary share of Banca Lombarda outstanding.

An increase in the share capital was approved as a consequence at the service of the merger for a maximum nominal amount of 736.658.047,50 euro by the issue of a maximum of 294.663.219 ordinary shares in BPU with a nominal value of 2,50 euro each and dividend entitlement from 1st January 2006.

Subsequent to the date on which the Merger becomes effective, a proposal will be submitted to the relative bodies of UBI Banca to distribute a dividend for the financial year 2006, attributed to each share of UBI Banca, to all the registered shareholders of UBI Banca without distinction, amounting to 0,80 per share.

The shareholders' meeting also approved a new text for the Corporate By-Laws, (contained in attachment - enclosure A - to the merger project) which comes into force on the date on which the merger becomes effective and provides, amongst other things, for the following:

- the new name, "Unione di Banche Italiane S.c.p.a.", or "UBI Banca" in abbreviated form;
- the adoption of a new "dualistic" type system of management and control consisting of a Supervisory Board and a Management Board.

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Subsequently, in ordinary session, the shareholders' meeting appointed the first Supervisory Board of UBI Banca, consisting of 23 members drawn from the only list validly presented by the deadline of 14th February 2007 indicated on the notice to convene the meeting:

1) Trombi <i>Dott.</i> Gino	13) Moltrasio <i>Ing.</i> Andrea
2) Calvi <i>Avv.</i> Giuseppe	14) Musumeci <i>Prof. Avv.</i> Salvatore Toti
3) Bellini <i>Avv.</i> Luigi	15) Orlandi <i>Dott.</i> Sergio
4) Cattaneo <i>Prof.</i> Mario	16) Pedersoli <i>Avv.</i> Alessandro
5) Fidanza Virginio	17) Perolari <i>Dott.</i> Giorgio
6) Fontana <i>Rag.</i> Enio	18) Pivato <i>Prof.</i> Sergio
7) Garavaglia <i>Dott.</i> Carlo	19) Polotti <i>Rag.</i> Franco
8) Gussalli Beretta <i>Dott.</i> Pietro	20) Rampinelli Rota <i>Avv.</i> Pierfrancesco
9) Lucchini <i>Dott.</i> Giuseppe	21) Sestini <i>Dott.</i> Roberto
10) Lucchini <i>Dott.</i> Italo	22) Zaleski <i>Ing.</i> Romain
11) Manzoni <i>Dott.</i> Federico	23) Ferro-Luzzi <i>Prof.</i> Paolo
12) Mazzoleni Mario	

The shareholders' meeting also appointed *dott.* Gino Trombi to the post of Chairman of the Supervisory Board and *Avv.* Giuseppe Calvi to the post of Senior Deputy Chairman.

The Shareholders' meeting also determined the remuneration of the Supervisory Board and the presence tokens for attendance at meetings of the Supervisory Board and of the commissions and committees formed by that board.

The appointments of the members of the Supervisory Board will become effective on the date when the Merger becomes effective.

Finally, following the conclusion of settlement agreements, the shareholders' meeting authorised, again in ordinary session, the abandonment of a liability action which had been initiated by Banca Popolare di Luino e Varese Spa against one of its Directors.

*FOR FURTHER INFORMATION:
BPU BANCA – INVESTOR RELATIONS – TEL. 035 392217
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