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VOLUNTARY TENDER OFFER PROMOTED BY CRÉDIT AGRICOLE ITALIA S.P.A. ON ALL THE SHARES OF BANCA PICCOLO CREDITO VALTELLINESE S.P.A.

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PRESS RELEASE

pursuant to Art. 41, paragraph 6, of the Regulations adopted by CONSOB with resolution no. 11971 of 14 May 1999 (the "Issuers' Regulation")

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FINAL RESULTS OF THE OFFER

91.167% OF THE SHARE CAPITAL OF BANCA PICCOLO CREDITO VALTELLINESE S.P.A. TENDERED

FULFILMENT OF THE CONDITIONS PRECEDENT

SELL-OUT PROCEDURE AND DELISTING

* * *

Milan/Parma, 28 April 2021. Reference is made to the voluntary tender offer pursuant to Art. 102 and 106, paragraph 4, of the Consolidated Law on Finance promoted by Crédit Agricole Italia S.p.A. ("CAI" or the "Offeror") on the ordinary shares of Banca Piccolo Credito Valtellinese S.p.A. ("Creval" or the "Issuer" and, collectively, the "Offer").

Unless otherwise defined in this press release, capitalized terms shall have the meaning attributed to them in the Offer document approved by CONSOB with resolution No. 21771 of 22 March 2021 (the "**Offer Document**") and available, *inter alia*, on the Offeror's website (https://gruppo.credit-agricole.it/opa-creval) and on the website made available by the global information agent Morrow Sodali S.p.A. (https://morrowsodalitransactions.com/).

Please note that, as disclosed by means of notice pursuant to Arts. 36 and 43 of the Issuers' Regulation, the Offeror (i) on 14 April 2021, increased the Offer consideration up to a maximum of EUR 12.500 (cum dividend, i.e., including coupons relating to any dividends distributed by the Issuer) for each Share tendered to the Offer, of which EUR 12.200 fixed and EUR 0.300 (the "Additional Consideration") subject to the condition that, upon completion of the Offer, the Offeror and the Persons Acting in Concert with the Offeror hold a total stake of more than 90% of the Issuer's share capital (the "90% Threshold") and (ii) on 20 April 2021, the Offeror waived the right to make the payment of the Additional Consideration conditional upon the 90% Threshold being crossed and, consequently, communicated to pay – in case of completion of the Offer – a consideration of EUR 12.500 (cum

dividend, i.e., including the coupons relating to any dividends distributed by the Issuer) for each Share tendered, regardless of whether the 90% Threshold is crossed.

Please also note that, as a result of the waiver under point (ii), pursuant to Art. 43, paragraph 1, of the Issuers' Regulation, the Tender Period was automatically extended until 5:30 p.m. (Italian time) on 23 April 2021 (inclusive). Consequently, the Payment Date, originally scheduled for 26 April 2021, is now set for 30 April 2021. As the new Payment Date will fall after the record date of the 2021 Dividend approved by the Issuer's Ordinary Shareholders' Meeting on 19 April 2021, the Shareholders that accepted the Offer during the Tender Period (as extended) will deliver to the Offeror ex dividend Shares (i.e., not including the coupon related to the 2021 Dividend). For further information on the effects of the distribution of the 2021 Dividend on the Consideration (as amended above) please refer to the notice published by the Offeror on 20 April 2021 and to the Offer Document (Section E, Paragraph E.1).

Final results of the Offer

On the basis of the final results communicated by the Appointed Intermediaries to the Intermediaries Appointed to Coordinate the Collection of Acceptances, during the Tender Period (as extended) 62,232,666 Shares have been tendered to the Offer, equal to 90.945% of the Shares Subject to the Offer and 88.714% of the share capital of Creval having the right to vote.

Therefore, considering that (i) as at the Date of the Offer Document the Offeror already held no. 1,720,791 Shares of Creval, representing 2.453% of the share capital of Creval, and (ii) in the period between the Date of the Offer Document and today's date the Offeror has not purchased any Shares outside of the Offer, on the basis of the results of the Offer, as a result of the settlement of the Offer itself, CAI will hold a total of **63,953,457** Shares of Creval, equal to **91.167%** of the share capital of Creval having the right to vote.

Minimum Threshold Condition Precedent and other Conditions Precedent

With reference to the Minimum Threshold Condition Precedent, in light of the final results of the Offer indicated above, the Offeror confirms what has already been announced in the provisional results of the Offer published on 23 April 2021, i.e. that this Condition Precedent is fulfilled considering that, as a result of the acceptances of the Offer and taking into account the Issuer's Shares already held by the Offeror, the Offeror will come to hold a stake equal to 91.167% of the Issuer's share capital with voting rights.

With reference to the other Conditions Precedent, the Offeror informs that the MAC Condition Precedent, the Defensive Measures Condition Precedent, the Material Events Condition Precedent and the Authorizations Condition Precedent (as defined and described in the Offer Document under Section A, Paragraph A.1, to which reference should be made) have been fulfilled.

The Offer is therefore effective and may be completed.

Consideration and Payment Date

The Offeror reminds that the Consideration, as last amended on 20 April 2021, is equal to EUR 12.500 (cum dividend, i.e., including coupons relating to any dividends distributed by the Issuer) for each Share tendered.

Please note that the Payment Date, originally scheduled for 26 April 2021, is now set for **30 April 2021**. As this Payment Date will fall after the record date of the 2021 Dividend approved by the Issuer's Ordinary Shareholders' Meeting on 19 April 2021, the Shareholders that have accepted the Offer during the Tender Period (as extended) will deliver to the Offeror *ex* dividend Shares (i.e., not including the coupon relating to the 2021 Dividend). Therefore, according to what is indicated in the Offer Document (Section E, Paragraph E.1) and in the notice published by the Offeror on 20 April 2021, the Shareholders that have tendered their Shares to the Offer:

- (i) have received, on 28 April 2021, from the Issuer, the 2021 Dividend, equal to EUR 0.23 per Share; and
- (ii) will receive, on 30 April 2021, as a consideration for the transfer to the Offeror of the right of ownership on the Shares, free of encumbrances and liens of any kind, the residual amount of EUR 12.270 for each Share tendered, for a total of EUR 763,594,811.82.

As indicated in the Offer Document (Section F, Paragraph F.6), the amount referred to in point (ii) above will be paid in cash by the Offeror to the account indicated by IMI CIB (in its capacity as Intermediary Appointed to Coordinate the Collection of Acceptances) and will be transferred by the latter to the Depositary Intermediaries who, in turn, will pay the Acceptors or their representatives on the basis of the instructions given by the Acceptors (or their representatives) in the Acceptance Form. The Offeror's obligation to pay the Consideration shall be deemed to be fulfilled at the time when the amounts referred to in point (ii) above have been transferred to the Appointed Intermediaries. The Acceptors bear the sole risk that the Appointed Intermediaries or the Depositary Intermediaries do not transfer such amounts back to the entitled parties or delay their transfer.

Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance

As the stake the Offeror will hold in the share capital of the Issuer is higher than 90% but lower than 95%, the Offeror confirms that the conditions for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance have occurred. As already stated in the Offer Document, the Offeror will not restore a free float sufficient to ensure the regular trading of the Issuer's Shares and will fulfil the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance in relation to the maximum no. 6,196,237 Shares remaining (the "Remaining Shares"), representing 8.833% of the share capital of the Issuer. Below are provided information on the procedures and timing for the Offeror to implement the procedure for the fulfilment of the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance.

Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance and Period for the Submission of the Requests for Sale

In the context of the procedure for the fulfilment of the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance, the Offeror will pay to the Shareholders requesting the Offeror to purchase their Remaining Shares pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance a consideration per Remaining Share equal to the Consideration of the Offer, pursuant

to Art. 108, paragraph 3, of the Consolidated Law on Finance (the "Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance"). For further information on the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance, considering that the Payment Date of the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance (as defined below) will fall after the record date of the 2021 Dividend, see the following section "Date and procedures for the payment of the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance" of this press release.

The period during which the Offeror will fulfil the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance (the "Period for the Submission of the Requests for Sale"), as agreed with Borsa Italiana, will start at 8:30 a.m. (Italian time) on 3 May 2021 and will end at 5:30 p.m. (Italian time) on 21 May 2021 (inclusive).

Procedure to submit Requests for Sale and deposit of the relating Remaining Shares

Owners of Remaining Shares that intend to request the Offeror to acquire such Shares in the context of the procedure to fulfill the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance (the "Requesting Persons") shall sign (according to the procedures and methods indicated by the Intermediaries Appointed to Coordinate the Collection of Acceptances of the Offer, including remote acceptance methods) and submit to an Appointed Intermediary, within the end of the Period for the Submission of the Requests for Sale (i.e., within 21 May 2021) the relevant form (which shall be made available at the offices of the Intermediaries Appointed to Coordinate the Collection of Acceptances of the Offer, the offices of the Appointed Intermediaries and the website of the Offeror), duly filled-in, with the simultaneous deposit of the Remaining Shares with the same Appointed Intermediary.

The Appointed Intermediaries that will collect the Requests for Sale will be the same Appointed Intermediaries that collected the adherences to the Offer.

The owners of the Remaining Shares may also deliver the Requests for Sale to the Depositary Intermediaries with which the Remaining Shares they hold are already deposited, subject to the condition that the Requests for Sale are delivered, and the Remaining Shares are deposited, in time to allow the Depositary Intermediaries to deposit such Remaining Shares with one of the Intermediaries Appointed to Coordinate the Collection of the Acceptances by and no later than the final day of the Period for the Submission of the Requests for Sale.

The Requests for Sales submitted by the owners of Remaining Shares (or by those who have the power to represent them) during the Period for the Submission of the Requests for Sale shall be irrevocable.

The Requesting Persons must be holders of dematerialized Remaining Shares, regularly registered to a securities account with one of the Depositary Intermediaries and must contact their respective intermediaries to give adequate instructions for the purpose of requesting that the Offeror acquire such Remaining Shares in the context of the procedure for the fulfillment of the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance. Pursuant to Art. 38 of Legislative Decree no. 213 of 24 June 1998, the Remaining Shares not yet dematerialized may be subject to a Request for

Sale subject to the delivery of the relative share certificates to a Depositary Intermediary and the imparting of instructions for the dematerialization and crediting on a securities account opened at the same Depositary Intermediary.

Signature of a Request for Sale (according to the procedures and methods indicated by the Intermediaries Appointed to Coordinate the Collection of Acceptances, including remote acceptance methods) will also be considered to constitute a mandate and an irrevocable instruction submitted by the individual owner of Remaining Shares to the Appointed Intermediary, or to the Depositary Intermediary with which the Remaining Shares are deposited in a securities account, to carry out all formalities necessary and appropriate to transfer the Remaining Shares in question to the Offeror, including through suspense accounts held with such intermediaries, where appropriate.

The Depositary Intermediaries, in their capacity as agents, shall countersign the Requests for Sale. The Requesting Persons remain solely liable for the risk that the Depositary Intermediaries may fail to deliver the Requests for Sale and, where applicable, may fail to deposit the Remaining Shares with one of the Intermediaries Appointed to Coordinate the Collection of Acceptances by the final valid day of the Period for the Submission of the Requests for Sale.

The Remaining Shares subject to a Request for Sale must be freely transferable to the Offeror, and free from restrictions and encumbrances of any kind and nature, whether in rem, contractual or personal. If the Remaining Shares which are subject to a Request for Sale are encumbered by usufruct or pledge, or subject to foreclosure or seizure, or are in the name of a deceased person where probate is still open, the provisions set out in Section F, Paragraph F.1, Subparagraph F.1.2, of the Offer Document shall apply, *mutatis mutandis*.

Unless accompanied by authorization from the court responsible for custody and guardianship, Requests for Sale submitted by minors or persons in the care of guardians signed by the relating guardian will be collected subject to reservation and will only be included in the count for determining the percentage of adherence for the purposes of the exercise of the Purchase Right and of the Joint Procedure if such authorization is received by the Appointed Intermediary and/or by the Depositary Intermediary within the end of the Period for the Submission of the Requests for Sale and, in any case, the relating Consideration for the Purchase Obligation under Art. 108, paragraph 2, of the Consolidated Law on Finance will only be paid once authorization has been obtained.

Only Remaining Shares that at the time of the submission of a Request for Sale are duly registered to and available in a securities account of the Requesting Person opened by the same with an intermediary participating in the centralized management system with Monte Titoli S.p.A. may be subject to a Request for Sale. In particular, Remaining Shares arising from purchase transactions on the market may only be subject to a Request for Sale following the settlement of the transactions concerned within the framework of the settlement system.

For the entire period in which the Remaining Shares indicated in a Request for Sale will be subject to the Purchase Obligation under Art. 108, paragraph 2, of the Consolidated Law on Finance and, therefore, until the Payment Date of the Consideration for the Purchase Obligation under Art. 108, paragraph 2, of the Consolidated Law on Finance (as subsequently defined), the holders of rights in the Remaining Shares may exercise the financial and administrative rights relating to such Remaining Shares; however, the

Requesting Persons may not transfer their Remaining Shares, in whole or in part, or otherwise undertake acts of disposition (including the establishment of pledges or other encumbrances or restrictions) concerning said Remaining Shares. During the same period, no interests on the Consideration for the Purchase Obligation under Art. 108, paragraph 2, of the Consolidated Law on Finance will be due by the Offeror.

Date and procedure for the payment of the Consideration for the Purchase Obligation under Art. 108, paragraph 2, of the Consolidated Law on Finance

The transfer to the Offeror of the ownership of the Remaining Shares subject to the Requests for Sale and the payment to the Requesting Persons of the Consideration for the Purchase Obligation under Art. 108, paragraph 2, of the Consolidated Law on Finance shall occur on the fifth Stock Market Trading Day following the end of the Period for the Submission of the Requests for Sale, i.e., on 28 May 2021 (the "Payment Date of the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance").

As indicated in the Offer Document (Section A, Paragraph A.3), since the Payment Date of the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance will fall after the 2021 Dividend record date, holders of Remaining Shares that will submit Requests for Sale during the Period for the Submission of the Requests for Sale will deliver to the Offeror ex dividend Shares (i.e., without coupon relating to the 2021 Dividend) and, therefore:

- (i) received, on 28 April 2021, from the Issuer, the 2021 Dividend, equal to EUR 0.23 per Share; and
- (ii) will receive, on 28 May 2021, in exchange for the transfer to the Offeror of the right of ownership over the Remaining Shares, free from any liens or encumbrances of any kind, the residual amount of EUR 12.270 for each Remaining Share subject to the Request for Sale.

In particular, on the Payment Date of the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance, the amount under point (ii) preceding will be paid in cash by the Offeror into the account indicated by IMI CIB (in its capacity as Intermediary Appointed to Coordinate the Collection of Acceptances) and will then be transferred by the latter to the Depositary Intermediaries which will in turn pay the Requesting Persons or their representatives on the basis of the instructions provided by the Requesting Persons concerned (or by their representatives) in the Request for Sale. The Offeror's obligation to pay the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance will be considered discharged once the sums under point (ii) preceding have been transferred to the Appointed Intermediaries. The Requesting Persons will remain solely liable for the risk that the Appointed Intermediaries or Depositary Intermediaries may fail to transfer the sums in question on to the entitled parties or delay the transfer thereof.

Purchase Obligation pursuant to Art. 108, paragraph 1, of the Consolidated Law on Finance and Purchase Right

As declared in the Offer Document, in case following the procedure for the fulfillment of the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance, the Offeror and the Persons Acting in Concert come to hold – by virtue of the acquisition of the Remaining Shares for which Requests for Sale are submitted and of any further Remaining Shares possibly acquired outside the

procedure for the fulfillment of the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance within the end of the Period for the Submission of Requests for Sale in compliance with applicable laws – an aggregate stake at least equal to 95% of the Issuer's share capital, the Offeror will exercise the Purchase Right over the remaining Shares pursuant to Art. 111 of the Consolidated Law on Finance and will simultaneously fulfill the Purchase Obligation pursuant to Art. 108, paragraph 1, of the Consolidated Law on Finance with respect to the Shareholders so requesting, by carrying out the Joint Procedure.

The terms of the Joint Procedure, where applicable, will be agreed with CONSOB and Borsa Italiana and will be communicated by the Offeror before the start of the Joint Procedure itself. The Joint Procedure, which would be carried out as soon as possible after the Payment Date of the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance, will concern all the Shares that will not be held by the Offeror and that will still be outstanding at that date and will be completed by way of the transfer to the Offeror of the right of ownership on each of such Shares. The consideration due for the Shares acquired upon exercise of the Purchase Right and of the fulfillment of the Purchase Right under Art. 108, Paragraph 1, of the Consolidated Law on Finance, pursuant to the Joint Procedure, will be equal to the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance.

The Offeror will disclose whether or not the legal requirements for the exercise of the Purchase Right and, therefore, for the carrying out of the Joint Procedure, will be satisfied, in the announcement on the results of the procedure for the fulfilment of the Purchase Obligation under Art. 108, paragraph 2, of the Consolidated Law on Finance. Such announcement will contain information relating to: (i) the amount of the remaining Shares (in terms of both the number of Shares and the percentage value in relation to the entire Issuer's share capital); (ii) the procedures and terms whereby the Offeror will exercise the Purchase Right and will simultaneously fulfill the Purchase Obligation pursuant to Art. 108, paragraph 1, of the Consolidated Law on Finance, by carrying out the Joint Procedure; and (iii) the procedures and terms of the Delisting.

Delisting

Pursuant to the Stock Market Regulations, since the conditions under Art. 108, paragraph 2, of the Consolidated Law on Finance are met, the Shares will be delisted from the Stock Market (i.e., the Delisting will occur) starting from the Stock Market Trading Day following the Payment Date of the Consideration for the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance, except as indicated below with respect to the Joint Procedure (in which case the Delisting will occur according to the timing set out in the last paragraph below).

Following the revocation of the Issuer's Shares from listing on the Stock Market (i.e., following the Delisting), the holders of Shares that did not tender to the Offer, or that did not request the Offeror to purchase their Shares in the context of the procedure for the fulfillment of the Purchase Obligation under Art. 108, paragraph 2, of the Consolidated Law on Finance, will hold financial instruments that are not traded on a regulated market, with the resulting difficulty in liquidating their investment in the future.

Conversely, in case following the carrying out of the procedure to fulfill the Purchase Obligation pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance, the conditions are met for the exercise of

the Purchase Right and for the simultaneous fulfillment of the Purchase Obligation under Art. 108, paragraph 1, of the Consolidated Law on Finance and, as a consequence, the Joint Procedure is carried out, Borsa Italiana, pursuant to Art. 2.5.1, paragraph 6, of the Stock Market Regulations, will order the suspension of the Issuer's Shares from listing and/or the Delisting, keeping into account the timing required to exercise the Purchase Right.

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The public global voluntary tender Offer described in this notice is promoted by the Offeror over the totality of the ordinary shares of CreVal (the "Shares" and, in general, the "Offer").

This notice does not constitute an offer to buy or sell CreVal's shares.

Before the beginning of the offer period, as required by applicable regulations, the Offeror will publish an "Offer Document" which CreVal's shareholders shall carefully examine.

The Offer is promoted exclusively in Italy and the United States of America and will be addressed on equal terms to all shareholders of CreVal. The Offer will be promoted in Italy as CreVal's shares are listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. and, except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law.

The Offer is not and will not be made in Canada, Japan, Australia and any other jurisdictions where making the Offer would not be allowed without the approval by competent authorities without other requirements to be complied with by the Offeror (such jurisdictions, including Canada, Japan and Australia, jointly, the "Other Countries"), neither by using national or international instruments of communication or commerce of the Other Countries (including, for example, postal network, fax, telex, e-mail, telephone and internet), nor through any structure of any of the Other Countries' financial intermediaries or in any other way.

Copies of any document that the Offeror will issue in relation to the Offer, or portions thereof, are not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Other Countries.

Any tender in the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted.

This notice, as well as any other document issued by the Offeror in relation to the Offer, does not constitute and is not part of an offer to buy, nor of a solicitation of an offer to sell, financial instruments in the Other Countries. The Offeror will extend the Offer in the United States of America in reliance on the Tier I exemption set forth in Rule 14d-1(c) under the U.S. Securities Exchange Act of 1934, as amended, and is not required to comply with Regulation 14E promulgated thereunder. The Offeror and its affiliates reserve the right to purchase Shares outside of the Offer, to the extent permitted by applicable law. No financial instrument can be offered or transferred in the Other Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions.

Tendering in the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions imposed by applicable legal or regulatory provisions of such jurisdictions. Recipients of the Offer are solely responsible for complying with such laws and regulations and, therefore, before tendering in the Offer, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.

Profile of Crédit Agricole Italia

The Crédit Agricole Group, the 10th bank worldwide, with 10.9 million mutual shareholders, operates in 48 Countries, including Italy, which is its second domestic market. It operates in Italy with all its business lines: from commercial banking, to consumer lending, from corporate&investment banking to private banking and asset management, all the way to insurance and wealth management services for HNW individuals. The cooperation between the commercial network and the business lines ensures wideranging and integrated operations serving 4.6 million active customers, through 1,300 points of sale and 14,000 employees, and increasing support to the economy with over Euro 78 Bln in loans.

The Group consists of the Crédit Agricole Italia Banking Group and of the entities engaged in Corporate and Investment Banking (CACIB), Specialist Financial Services (Agos, FCA Bank), Leasing and Factoring (Crédit Agricole Leasing and Crédit Agricole Eurofactor), Asset Management and Asset Services (Amundi, CACEIS), Insurance (Crédit Agricole Vita, Crédit Agricole Assicurazioni, Crédit Agricole Creditor Insurance) and Wealth Management (CA Indosuez Wealth Italy and CA Indosuez Fiduciaria).

www.credit-agricole.it

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