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REGIONE LOMBARDIA ANNOUNCES TENDER OFFER

Milan, 25 November 2015. Regione Lombardia (the **Region**) hereby announces that it is inviting eligible Noteholders of its U.S. \$1,000,000,000 5.804% Notes due 2032 (the **Notes**) to tender their Notes for purchase by the Region for cash (such invitation, the **Offer**) up to a nominal amount of the Notes to be determined in the Region's sole discretion (the **Final Acceptance Amount**), subject to satisfaction of the Article 45 of Decree 66 Compliance Condition.

The Offer is made on the terms and subject to the conditions set out in the tender offer memorandum dated 25 November 2015 (the **Tender Offer Memorandum**) prepared in connection with the Offer, and is subject to the offer and distribution restrictions set out below. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Tender Offer Memorandum.

<u>ISIN</u>	<u>CUSIP</u>	<u>Outstanding Nominal Amount</u>	<u>Benchmark Rate</u>	<u>Purchase Spread</u>	<u>Amount subject to the Offer</u>
US541624AA07	541624AA0	U.S. \$1,000,000,000	Interpolated Mid- Swap Rate	55 bps	An amount to be determined by the Region in its sole discretion and announced on the Preliminary Results Announcement Date

Rationale and Background for the Offer

The Offer is being made as part of the Region's active management of its liabilities pursuant to article 45 of Decree no. 66 of 24 April 2014, as converted, with amendments, in Law no. 89 of 23 June 2014, and as amended pursuant to Article 9, paragraph 6, of Decree no. 78 of 19 June 2015, as converted with amendments into Law no. 125 of 6 August 2015 (**Article 45 of Decree 66**). Furthermore, the Offer provides a degree of liquidity to those Noteholders whose Notes are accepted in the Offer.

Article 45 of Decree 66 Compliance Condition

Whether the Region will accept for purchase the Notes validly tendered for purchase in the Offer is subject to the Region's confirmation that the Offer is in compliance with Article 45 of Decree 66, which requires, inter alia, that the Region verifies the financial convenience of the Offer also taking into account the price on early termination of any connected derivative contract (**Article 45 of Decree 66 Compliance Condition**). The announcement of the satisfaction of the Article 45 of Decree 66 Compliance Condition shall take place at the announcement of the final results.

Details of the Offer

Acceptance Amount

A non-binding indication of the nominal amount of Notes the Region intends to accept for purchase pursuant to the Offer (the **Indicative Acceptance Amount**) will be announced by the Region on the Preliminary Results Announcement Date (as defined in the Tender Offer Memorandum).

The Region reserves the right, in its sole discretion and for any reason, to change the Indicative Acceptance Amount or to accept less than or more than the Indicative Acceptance Amount for purchase pursuant to the Offer. The Region will determine each Final Acceptance Amount in its sole discretion.

Purchase Price

The Region will pay, for Notes accepted by it for purchase pursuant to the Offer, a price (the **Purchase Price**, expressed as a percentage and rounded to the third decimal place, with 0.0005 being rounded upwards) to be determined at or about 7.00 a.m. (NYC time) (the **Pricing Time**) on 11 December 2015 (subject to the right of the Region to extend, re-open, amend and/or terminate the Offer) (the **Pricing Date**) in the manner described in the

Tender Offer Memorandum by reference to a yield (the **Purchase Yield**) calculated as the sum of the Purchase Spread and the Benchmark Rate.

The Purchase Price will be determined at the Pricing Time on the Pricing Date by the Region, in accordance with market convention, and is intended to reflect a yield to maturity of Notes on the Settlement Date equal to the Purchase Yield. Specifically, the Purchase Price for the Notes will equal (a) the value of all remaining payments of principal and interest on the Notes up to and including the scheduled maturity date of such Notes, discounted to the Settlement Date at a discount rate equal to the Purchase Yield, minus (b) Accrued Interest.

Accrued Interest

The Region will also pay Accrued Interest in respect of Notes accepted for purchase pursuant to the Offer.

Acceptance and scaling

Tender Instructions may be submitted on a “Conventional” (subject to proration) or “No Proration” basis, as further described in below under “Tender Instructions”.

Notes that are validly tendered before the Expiration Deadline (as defined below) will, upon the terms and subject to the conditions hereof, be eligible for acceptance by the Region. If so accepted, payment will be made therefor on the Settlement Date. If the Offer is terminated, no such payments will be made with respect to the Notes tendered pursuant to the Offer. All conditions to the Offer, if any Notes are to be accepted for purchase, will be either satisfied or waived by the Region prior to or concurrently with the announcement of the final results.

The Region will announce, on the Preliminary Results Announcement Date, the Indicative Acceptance Amount (subject to satisfaction of the Article 45 of Decree 66 Compliance Condition), although the Region reserves the right, in its sole discretion, to accept less than or more than such amount (or not to accept any Notes) for purchase pursuant to the Offer. The Final Acceptance Amount will be determined by the Region in its sole discretion at or around the Pricing Time on the Pricing Date.

Subject to satisfaction of the Article 45 of Decree 66 Compliance Condition, if the Region decides to accept for purchase valid tenders of Notes pursuant to the Offer and the aggregate nominal amount of Notes validly tendered pursuant to the Offer is greater than the Final Acceptance Amount, the Region intends to accept such Notes tendered pursuant to Conventional Tender Instructions for purchase only, and no Notes tendered pursuant to No Proration Instructions shall be accepted. In the event that the Notes tendered pursuant to Conventional Tender Instructions exceed the Final Acceptance Amount, such Notes shall be accepted on a pro rata basis, such that the aggregate nominal amount of Notes accepted for purchase is no greater than the Final Acceptance Amount.

At the Preliminary Results Announcement Date, a non-binding indication of whether Notes tendered pursuant to No Proration Instructions are expected to be accepted will also be announced.

See the Tender Offer Memorandum under "*Further Information and Terms and Conditions – Scaling of Tenders*".

The Region is under no obligation to accept for purchase any Notes tendered pursuant to the Offers. The acceptance for purchase by the Region of the Notes tendered pursuant to the Offers is at the sole discretion of the Region and tenders may be rejected by the Region for any reason.

Tender Instructions

In order to participate in, and be eligible to receive the Purchase Price pursuant to the Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 5.00 p.m. (NYC time) on 9 December 2015 (the **Expiration Deadline**). See the Tender Offer Memorandum under "*Procedures for Participating in the Offer*".

Once submitted, Tender Instructions will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum under "*Amendment, Termination and Revocation*".

Tender Instructions must be submitted in respect of a minimum nominal amount of Notes of no less than U.S. \$1,000 being the minimum denomination of the Notes. A separate Tender Instruction must be completed on behalf of each beneficial owner. Tender Instructions which relate to a nominal amount of Notes of less than the minimum denomination will be rejected.

Tender Instructions may be submitted on a “Conventional” (subject to proration) or “No Proration” basis, as follows:

- A “**Conventional Tender Instruction**” is a Tender Instruction that specifies that the Notes tendered pursuant to such Tender Instruction, if accepted, may be subject to scaling (see “*Acceptance and scaling*” above).
- A “**No Proration Instruction**” is a Tender Instruction that specifies that the Notes tendered pursuant to such Tender Instruction may not be subject to scaling; in the event that the aggregate nominal amount of Notes validly tendered pursuant to the Offer is greater than the Final Acceptance Amount, such Tender Instructions shall be rejected. This option is intended for Noteholders who would be otherwise unable to tender their Notes as a result of the risk of proration, should such option not exist.

Holders should note that none of the No Proration Instructions will be accepted if the aggregate nominal amount of Notes validly tendered pursuant to the Offer is greater than the Final Acceptance Amount.

Any Tender Instruction that does not specify whether it is a Conventional Tender Instruction or a No Proration Instruction will be deemed to be a Conventional Tender Instruction.

Expected Transaction Timeline

The times and dates below are indicative only.

<u>Events</u>	<u>Times and Dates</u>
Launch Date of the Offer	25 November 2015
Expiration Deadline	5.00 p.m. (NYC time) on 9 December 2015
Preliminary Results Announcement Date	At or around 5.00 a.m. (NYC time) on 10 December 2015
Pricing Date and Pricing Time	At or around 7.00 a.m. (NYC time) on 11 December 2015
Announcement of final Offer Results	As soon as reasonably practicable after the Pricing Time on the Pricing Date
Settlement Date	16 December 2015

*The above times and dates are subject to the right of the Region to extend, re-open, amend and/or terminate the Offer (subject to applicable law and as provided in the Tender Offer Memorandum). Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in the Offer before the deadlines specified in the Tender Offer Memorandum. **The deadlines set by any such intermediary, each Clearing System and DTC for the submission of Tender Instructions will be earlier than the relevant deadlines specified above. See the Tender Offer Memorandum under "Procedures for Participating in the Offer".***

Further Information

A complete description of the terms and conditions of the Offer is set out in the Tender Offer Memorandum. Barclays Bank PLC, BNP Paribas, London Branch, Citigroup Global Markets Limited and Deutsche Bank AG, London Branch are the Dealer Managers for the Offer.

Questions and requests for assistance in connection with the Offer may be directed to:

THE DEALER MANAGERS

Barclays Bank PLC

5 The North Colonnade, Canary Wharf
London E14 4BB
United Kingdom

Attention: Liability Management Group
Telephone: +44 (0)20 3134 8515
Email: eu.lm@barclays.com

Citigroup Global Markets Limited

Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB
United Kingdom

Attention: Liability Management Group
Telephone: +44 (0)20 7986 8969
E-mail: liabilitymanagement.europe@citi.com

BNP Paribas, London Branch

10 Harewood Avenue
London NW1 6AA
United Kingdom

Attention: Liability Management Group
Telephone: +44 (0)20 7595 8668
Email: liability.management@bnpparibas.com

Deutsche Bank AG, London Branch

Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom

Attention: Liability Management Group
Telephone: +44 (0)20 7545 8011
Email: liability.management@db.com

Questions and requests for assistance in connection with the delivery of Tender Instructions including requests for a copy of the Tender Offer Memorandum may be directed to:

THE TENDER AGENT

Lucid Issuer Services Limited

Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom

Attention: Thomas Choquet
Telephone: +44 207 704 0880
Email: italianregions@lucid-is.com

Each Noteholder is solely responsible for making its own independent appraisal of all matters as such Noteholder deems appropriate (including those relating to the Offer) and each Noteholder must make its own decision as to whether to tender any or all of its Notes for purchase pursuant to the Offer.

None of the Dealer Managers, the Tender Agent or any of their respective directors, officers, employees, agents or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Region, the Notes or the Offer contained in this announcement or in the Tender Offer Memorandum. None of the Dealer Managers, the Tender Agent or any of their respective directors, officers, employees, agents or affiliates is acting for any Noteholder, or will be responsible to any Noteholder for providing any protections which would be afforded to its clients or for providing advice in relation to the Offer, and accordingly none of the Dealer Managers, the Tender Agent or any of their respective directors, officers, employees, agents or affiliates assumes any responsibility for any failure by the Region to disclose information with regard to the Region or the Notes which is material in the context of the Offer and which is not otherwise publicly available.

None of the Dealer Managers, the Tender Agent, the Region or any of their respective directors, officers, employees, agents or affiliates makes any representation or recommendation whatsoever regarding the Offer, or any recommendation as to whether Noteholders should tender Notes in the Offer.

Disclaimer

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice,

including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

Offer and Distribution Restrictions

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession either this announcement or the Tender Offer Memorandum comes are required by each of the Region, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

Italy

None of the Offer, the Tender Offer Memorandum or any other documents or materials relating to the Offer has been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa (CONSOB)* pursuant to Italian laws and regulations.

The Offer is being carried out in the Republic of Italy (**Italy**) as exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Italian Financial Services Act**) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Any holder or beneficial owner of the Notes may tender their Notes for purchase in the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Italian Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes, the Offer or the Tender Offer Memorandum.

United Kingdom

The communication of the Tender Offer Memorandum and any other documents or material relating to the Offer has not been made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons within the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Order**) or within Article 43 of the Order, or to other persons to whom it may lawfully be made in accordance with the Order.

Insofar as the communication of the Tender Offer Memorandum and any other documents or materials relating to the Offer is made to or directed at investment professionals (as defined in Article 19(5) of the Order), it is made to or directed at persons having professional experience in matters relating to investments, and any investment or investment activity to which it relates is available only to such persons or will be engaged in only with such persons, and persons who do not have professional experience in matters relating to investments should not act or rely upon it or any of its contents.

France

The Offer is not being made, directly or indirectly, to the public in the Republic of France (**France**). Neither the Tender Offer Memorandum nor any other document or material relating to the Offer has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, in each case acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*, are eligible to participate in the Offer. The Tender Offer Memorandum has not been and will not be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

Belgium

Neither the Offer, the Tender Offer Memorandum or any other documents or materials relating to the Offer has been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority (*Autorité des services et marchés financiers / Autoriteit financiële diensten en markten*) and, accordingly, the Offer may not be made in Belgium by way of a public offering, as defined in Articles 3, §1, 1° and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the **Belgian Takeover Law**) as amended or replaced from time to time. Accordingly, the Offer may not be advertised and the Offer will not be extended, and neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to "qualified investors" in the sense of Article 10 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets (as amended from time to time), acting on their own account or (ii) in any circumstances set out in Article 6, §4 of the Belgian Takeover Law. Insofar as Belgium is concerned, the Tender Offer Memorandum has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offer. Accordingly, the information contained in the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

General

Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer or similar and any of the Dealer Managers and their respective affiliates is such a licensed broker or dealer or similar in any such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Region in such jurisdiction.

In addition to the representations referred to above, each Noteholder participating in the Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations may be rejected. Each of the Region, the Dealer Managers and the Tender Agent reserves the right, in its absolute discretion (and without prejudice to the relevant Noteholder's responsibility for the representations made by it), to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Region determines (for any reason) that such representation is not correct, such tender may be rejected.