

## PRESS RELEASE

### AGREEMENT SIGNED FOR THE ACQUISITION OF THE CONTROLLING INTEREST IN CARIGE HELD BY THE INTERBANK DEPOSIT PROTECTION FUND AND THE VOLUNTARY INTERVENTION SCHEME

Modena – 14 February 2022. BPER Banca S.p.A. (“**BPER Banca**”) announces it has today signed the acquisition agreement (the “**Agreement**”) relating to a controlling interest of approximately 80% of the share capital of CARIGE S.p.A. (“**CARIGE**”) held by the Interbank Deposit Protection Fund (“**FITD**”) and the Voluntary Intervention Scheme (“**VIS**” and, together with FITD, the “**Selling Shareholders**”) (as a whole, the “**Transaction**”).

The Agreement, signed after completion of the confirmatory due diligence conducted on CARIGE by BPER Banca, replicates the main terms and conditions included in the non-binding offer submitted by BPER Banca on 9 January 2022 and communicated to the market on the same date.

In particular, the following was confirmed:

- the consideration of EUR 1 for the acquisition of the entire shareholding owned by the Selling Shareholders;
- payment of a capital contribution of EUR 530 million to CARIGE by FITD at the closing of the Transaction (“**Closing**”).

Closing, which is subject to obtaining the necessary regulatory and statutory authorisations, is expected to take place by 30 June 2022, so as to enable BPER Banca to benefit from the conversion of Deferred Tax Assets (“**DTA**”) on CARIGE’s tax losses into tax credits.

As was previously communicated to the market, BPER Banca will launch a mandatory public purchase offer, after Closing, on the remaining shares of CARIGE at a price of EUR 0.80 per share.

The strong strategic and industrial significance of the Transaction is confirmed, as it will enable the BPER Group to grow in regions that currently have a limited footprint, consolidating the Group’s competitive position and reinforcing the prospect of value creation for its stakeholders.

BPER Banca S.p.A.

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