

PRESS RELEASE

CHANGE IN THE SHARE CAPITAL OF BPER BANCA S.P.A. FOR THE PURPOSE OF THE MERGER

Modena - 28 November 2022. Further to the information provided in the press release issued on 25 November 2022, it is hereby confirmed that the merger by absorption of Banca Carige S.p.A. - Cassa di Risparmio di Genova e Imperia (hereinafter “**CARIGE**”) and Banca del Monte di Lucca S.p.A. (hereinafter “**BML**”) and, jointly with CARIGE, the “**Acquirees**”) into BPER Banca S.p.A. (“**BPER**”) has become effective today.

As a result of the merger, the share capital of BPER has increased by Euro 3,880,509 through the issue of 2,587,006 BPER ordinary shares, with regular dividend entitlement and the same characteristics as shares outstanding (ISIN code: IT0000066123). Article 5 of the Articles of Association has been amended accordingly.

Since the threshold set forth in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 was not exceeded, it was not necessary to publish a prospectus for the admission to trading on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. of the BPER shares issued as part of the transaction.

Moreover, the conditions are met for the exemption from the obligation to publish a prospectus pursuant to art. 34-ter, letter a) of the Issuers’ Regulations adopted by Consob resolution no. 11971/1999.

The following table shows the current composition of BPER’s fully subscribed and paid-up share capital as at 28 November 2022, with evidence of the previous share capital.

TABLE 1

	Share capital after merger			Previous share capital		
	EURO	No. of shares	Par value per share	EURO	No. of shares	Par value per share
Total	2,104,315,691.40	1,415,850,518	/	2,100,435,182.40	1,413,263,512	/
of which:						
Ordinary shares (regular dividend entitlement: 1/1/2022)	2,104,315,691.40	1,415,850,518	/	2,100,435,182.40	1,413,263,512	/
Coupon no.: 40						

TABLE 2

	No. of bonds converted/rights exercised	No. of bonds outstanding
Convertible bonds ⁽¹⁾	0	600

(1) Additional Tier 1 convertible bond loan issued on 25 July 2019, for a nominal amount of Euro 150,000,000, initially underwritten by Fondazione di Sardegna for an overall price of Euro 180,000,000 (the terms and conditions of the loan allow for conversion into BPER Banca share capital for a total maximum amount of Euro 150.000.000, including a share premium of Euro 42,857,142, through the issue of up to 35,714,286 ordinary shares, at a share price of Euro 4.2, of which Euro 3 as share capital and Euro 1.2 as share premium). The number of bonds outstanding is 600 (unit par value of Euro 250,000).

The Manager responsible for preparing the Company's financial reports, Marco Bonfatti, declares pursuant to art. 154-*bis*, paragraph 2, of Legislative Decree No. 58/1998 (Consolidated Law on Finance), that the accounting information contained in this press release corresponds to the underlying documentary evidence, books and accounting records.

The Manager in charge of preparing
the company's financial reports
Marco Bonfatti

Finally, information is hereby given that BPER's Articles of Association, amended to take into account the capital increase for the merger, has been published on the Bank's website (<https://istituzionale.bper.it/>) and made available to the public according to the procedures set out by regulations in force.

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