

## NOTICE

### **MERGER THROUGH ABSORPTION OF BPER SERVICES SCPA INTO BPER BANCA S.P.A.**

(Notice pursuant to Article 84 of the Issuers' Regulation, as adopted by CONSOB Resolution No. 11971/1999 and subsequent amendments)

#### **BPER Banca shareholders' right pursuant to Article 2505, paragraph 3, of the Italian Civil Code**

Modena – 10 April 2019. Notice is hereby given that – following the authorization granted by the competent Supervisory Authority – on 10 April 2019 the Draft Terms of the Merger through absorption of BPER SERVICES Società Consortile per Azioni (“BPER SERVICES” or the “Company To Be Merged”) into BPER Banca S.p.A. (“BPER Banca” or the “Merging Company”) have been filed and registered with the Companies' Register in Modena.

This merger transaction shall be subject – pursuant to Article 2505, paragraph 2, of the Italian Civil Code and in accordance with Article 27 of the current Articles of Association – to approval by the Board of Directors of the merger company without prejudice to the right of BPER Banca shareholders representing at least 5% out of the corporate capital to require - pursuant to Article 2505, paragraph 3, of the Italian Civil Code – that the merging Company's resolution on the merger transaction fall within the Shareholders' Meeting authority as per Article 2502, paragraph 1, of the Italian Civil Code.

It should be noted that BPER Banca share capital - fully paid-in and subscribed - is equal to Euro 1,443,925,305.00, represented by 481,308,435 shares with no par value.

Those BPER Banca shareholders willing to exercise such right shall submit – by 18 April 2019 - a specific application along with a declaration evidencing their share ownership either by registered mail with return receipt to be sent to BPER Banca S.p.A. – Equity Investments and Special Projects - via San Carlo 8/20 – 41121 Modena, or by certified e-mail to the following address: [bper@pec.gruppobper.it](mailto:bper@pec.gruppobper.it).

#### **Filing and publishing of documents pursuant to Article 2501-septies of the Italian Civil Code**

Modena, 10 April 2019. – In accordance with the current laws copies of the following documents pertaining to this merger transaction to be carried out under a simplified procedure have been filed with BPER Banca, via San Carlo 8/20 – Modena: (i) Merger Draft Terms; (ii) the assets and liabilities statements as of 31 December 2018 of the companies parties to this merger transaction; (iii) the financial statements referring to the last three fiscal years of the companies parties to this merger transaction, along with relevant reports.

Such documents have been published on the website [www.bper.it](http://www.bper.it) and are made available in the authorized storage facility ([www.1info.it](http://www.1info.it)).

Shareholders may have access to the documents and get copies of them.

BPER Banca S.p.A.

#### *Contacts:*

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#### **Investor Relations**

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*This is a translation into English of the original in Italian. The Italian text shall prevail over the English version.*