

NOTICE

Capital increase in connection with the public voluntary exchange offer over the Saving Shares of Banco di Sardegna S.p.A. (the “Offer”)

(notice pursuant to article 84 of Consob Regulation no. 11971 dated May 14, 1999, as subsequently amended)

Shareholders’ right pursuant to article 2443, paragraph 4, of the Italian civil code

Modena – 13 November 2019. Following the filing with the Companies’ Register of Modena, on 12 November 2019, of the resolution of the Board of Directors of BPER Banca S.p.A. (“**BPER**”) exercising the power to increase BPER’s corporate capital in connection with the Offer, the shareholders’ of BPER representing at least a twentieth of BPER’s corporate capital may require, pursuant to article 2443, paragraph 4, of the Italian civil code, within thirty days following the abovementioned filing date, that, upon the initiative of BPER’s directors, a new valuation of the assets in kind to be contributed (*i.e.*, saving shares of Banco di Sardegna S.p.A.) is carried out pursuant to, and for the purposes of, article 2343 of the Italian civil code.

It is hereby specified that BPER’s corporate capital, fully subscribed and paid-in, is currently - and, therefore, before the capital increase - equal to Euro 1,542,925,305, divided into 514,308,435 shares with no par value.

BPER’s shareholders who intend to exercise the above faculty shall send, within the abovementioned term, a specific request, together with a statement certifying the property of the shares, by means of registered letter with acknowledgment of receipt, to BPER Banca S.p.A. - Equity Investments and Special Projects - Via San Carlo 8/20 - 41121 Modena or via certified e-mail (*PEC*) to the e-mail address bper@pec.gruppobper.it.

BPER BANCA S.p.A.

This press release is also available in the 1INFO storage device.

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