

PRESS RELEASE

Approval and publication of the offering prospectus in context of the public voluntary exchange offer over the saving shares of Banco di Sardegna S.p.A.

Modena, 14 November 2019 - BPER Banca S.p.A. (“**BPER**” or the “**Bank**”) announces that today Consob authorized the publication of the registration document, the securities note and the summary (jointly, the “**Prospectus**”) in relation to the ordinary newly issued shares of BPER arising from the capital increase resolved upon by the board of directors of the Bank on 7 November 2019 by exercising the proxy conferred by the extraordinary shareholders’ meeting held on 4 July 2019, in the context of the public voluntary exchange offer over the saving shares of Banco di Sardegna S.p.A. announced by BPER on 7 November 2019.

The Prospectus has been filed with Consob and published in compliance with the applicable provisions in the section “*Public Exchange Offer*” on the website of the Bank (www.bper.it) and it is available at the registered office of BPER, in Modena, Via San Carlo 8/20.

This announcement does not constitute and offer or an invitation to subscribe or purchase securities. The securities has not been and will not be registered in the United States of America pursuant to the Securities Act of 1933 as subsequently amended (the “Securities Act”) nor in Australia, Canada or Japan, as well as in any other Country where such offer will require the approval of local authorities or is prohibited under applicable law. The securities referred to in this announcement may not be offered or sold in the United States of America or to U.S. persons unless registered under the Securities Act or with a specific exemption to the registration required under the Securities Act. Copies of this announcement shall not be prepared nor may be distributed or transmitted in the United States of America, Canada, Australia or Japan.

BPER BANCA S.p.A.

The 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.