

## PRESS RELEASE

### Notice of change in share capital

Modena – 20 December 2019. BPER Banca S.p.A. ("**BPER**") notifies, pursuant to Article 85-*bis* of Issuers' Regulation, adopted with Consob Resolution no. 11971/1999, as amended and integrated, the new composition of its share capital after the execution of the increase in share capital reserved for subscription to those who accepted the public share exchange offer involving Banco di Sardegna S.p.A. saving shares, as approved by BPER's Board of Directors on 7 November 2019 on the basis of the mandate granted by the Extraordinary Shareholders' Meeting of 4 July 2019.

To be precise, 6,319,513 BPER ordinary shares (ISIN: IT0000066123) were subscribed and issued on 19 December 2019. These shares are freely transferable, as the declaration pursuant to Article 2343-*quater*, paragraph 3d) of the Italian Civil Code was registered with the Modena Companies' Register on the same day.

The attestation regarding the notice of change in share capital was filed with the Modena Companies Register on 19 December 2019.

The current composition of BPER's share capital as at 19 December 2019 is shown below, together with its previous composition.

TABLE 1

	Current share capital			Previous share capital		
	EURO	no. of shares	Nominal value	EURO	no. of shares	Nominal value
Total	1,561,883,844	520,627,948	/	1,542,925,305	514,308,435	/
of which:						
Ordinary shares (full rights: 1/1/2019) current coupon number: 37	1,561,883,844	520,627,948	/	1,542,925,305	514,308,435	/

The positive effect of the increase in capital on the BPER Group's consolidated Common Equity Tier 1 (CET1) ratio is put at around 10 bps (calculated on both a Phased In and Fully Loaded basis)<sup>1</sup>.

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The Manager responsible for preparing the Company's financial reports, Marco Bonfatti, declares in accordance with art. 154-*bis*, para. 2, of Legislative Decree 58/1998 (Consolidated Finance Act) that the accounting information contained in this press release are consistent with the books of account, accounting entries and supporting documentation.

Manager responsible for preparing  
the Company's financial reports  
Marco Bonfatti

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BPER's updated Articles of Association were filed with the Modena Companies Register on 19 December 2019 and will be published in the 1INFO storage mechanism, as well as on BPER's website in accordance with the law.

BPER Banca S.p.A.

The press release is also available in the 1INFO storage mechanism.

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

<sup>1</sup> As a supplement to the information communicated on 12 November 2019, it should be noted that as a result of a more precise definition of the Supervisory Schemes, the Phased In Common Equity Tier 1 ratio at 30 September 2019, not including the provisional badwill deriving from the acquisition of Unipol Banca S.p.A., has been restated as 13.10% instead of 13.23% (14.24% including the provisional badwill); on a consistent basis, the Phased In Tier 1 ratio, equal to 13.55% and the Phased In Total Capital ratio, equal to 16.12%, have also been amended (in the aforementioned press release, they stood at 13.66% and 16.22%, respectively). It should also be noted that the Fully Phased CET1 ratio as at the same date, equal to 12.36%, has remained the same, incorporating the provisional badwill.