

NOTICE

**Publication of documents regarding the items on the Agenda
of the Ordinary and Extraordinary Shareholders' Meeting to be held on 22 April 2020**

Modena – 23 March 2020. BPER would like to announce that the documentation regarding the following items on the Agenda to be discussed in the next Ordinary and Extraordinary Shareholders' Meeting, was published on the Bank's website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting.

Ordinary session:

- Item 2) proposal of the Directors' remuneration for 2020; related resolutions;
- Item 3) integration, on the reasoned proposal of the Board of Statutory Auditors, of the fees paid to Deloitte & Touche S.p.A., the company responsible for auditing the accounts for the period 2017-2025; related resolutions;
- Item 4) remuneration:
 - b) proposal of the remuneration plan pursuant to art. 114-bis of Legislative Decree 58 of 24 February 1998, implementing the remuneration policies for 2020 of Gruppo BPER Banca S.p.A.; related resolutions;
 - c) derogation from the 1:1 limit of the variable remuneration on fixed remuneration to the benefit of employees of Arca Fondi S.p.A. SGR, Asset Management Company of Gruppo BPER Banca; related resolutions.

Extraordinary session:

- Item 1) proposal to grant the Board of Directors, pursuant to art. 2443 of the Civil Code, the power to be exercised by 31 March 2021, to increase the share capital in one or more tranches and in a divisible form, against payment, for a total maximum amount of Euro 1.000.000.000,00, inclusive of any share premium, through the issue of ordinary shares, with no nominal value, to be offered as an option to the entitled persons pursuant to art. 2441, paragraph 1, of the Civil Code. Modification of art. 5 of the Articles of Association. Related resolutions.

The reports and documentations related to the following items on the Agenda of the Ordinary Shareholders' Meeting will be published within the terms provided for by Law:

- Item 1) presentation of the draft financial statements for 2019 and related reports; presentation of the consolidated financial statements for 2019 and related reports
- Item 4) remuneration:
 - a) report on remuneration policies and on remuneration paid comprising:
 - a1) remuneration policies for 2020 of Gruppo BPER Banca S.p.A.; related resolutions;
 - a2) remuneration paid in 2019; related resolutions.

BPER Banca S.p.A.

Il comunicato è anche disponibile nel meccanismo di stoccaggio 1INFO.

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