

PRESS RELEASE

Ordinary and Extraordinary Shareholders' Meeting of 6 July 2020

- *Integration of the Board of Directors for the rest of the three-year period 2018-2020 by appointing a Director to replace the one who has resigned.*
- *Approval of the merger plan for Cassa di Risparmio di Saluzzo S.p.A. and Cassa di Risparmio di Bra S.p.A. to be absorbed by BPER Banca S.p.A. and increase in capital to service the merger of Cassa di Risparmio di Bra S.p.A. Approval of the related amendment of art. 5 of the Articles of Association.*

Modena – 6 July 2020. BPER Banca S.p.A. (“**BPER**”) would like to announce that the Ordinary and Extraordinary Shareholders' Meeting took place today in Modena at a single calling, according to art. 106, para. 4 of Decree Law 18 of 17 March 2020, converted into Law 27 of 24 April 2020, and passed resolutions on the agenda contained in the notice of calling published on 4 June 2020.

In ordinary session, the Shareholders' Meeting integrated for the remainder of the three-year period 2018-2020 the Board of Directors, through the appointment of a Director to replace the independent Director Ms Roberta Marracino, who has resigned, having been appointed by the Shareholders' Meeting on 14 April 2018. The appointment took place pursuant to article 20, paragraphs 3.2 and 3.3, of the Articles of Association, on the basis of individual candidatures without list voting.

The results of the voting are reported below.

Sole candidature: Ms Silvia Elisabetta Candini, presented by Studio Legale Trevisan & Associati on behalf of 3 managers of 3 funds, as specified in the candidature publication dossier on the Bank's website www.bper.it – Institutional Site > Governance > Shareholders' Meeting.

Total votes cast: no. 195,147,821 shares, equal to 37.48 % of total share capital.

- For: no. 195,032,696 shares, equal to 99.94 % of the votes cast.

- Against: no. 96,270 shares.

- Abstentions: no. 18,855 shares.

- Not voting: no. 0 shares.

Pursuant to art. 20 paragraph 3.2 of the Articles of Association, Ms Silvia Elisabetta Candini was therefore elected as Director for the remainder of the three-year period 2018-2020.

Verification of the requirements of the newly elected member, pursuant to Legislative Decree no. 58 of 24 February 1998 (“**Consolidated Financial Act**”, “**CFA**”) and of the Corporate Governance Code of listed companies issued by Borsa Italiana S.p.A., will be carried out at the next meeting of the Board of Directors, in compliance with current legislation.

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

Information on the personal and professional characteristics of the newly elected Director, who has said that she meets the independence requirements pursuant to articles 147-ter paragraph 4 and 148 CFA, article 18, paragraph 2, of the Articles of Association and of the Corporate Governance Code is available in the dossier published on the Bank's website www.bper.it - Sito Istituzionale > Governance > Shareholders' Meeting to announce her candidature.

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In the extraordinary session, the Shareholders' Meeting approved, with 99.98 % of the votes cast, corresponding to 37.49 % of the total share capital, the merger plan for BPER Banca S.p.A. to absorb its two subsidiaries Cassa di Risparmio di Saluzzo S.p.A. ("**CR Saluzzo**") and Cassa di Risparmio di Bra S.p.A. ("**CR Bra**"), as well as the increase in capital of BPER to service the absorption of CR Bra with related amendment of art. 5 of the merging company's Articles of Association.

The rationalisation and simplification process therefore continues with the absorption of the two Piedmontese Banks, in line with the objectives of the BPER Banca Group as set out in the 2019-2021 Business Plan.

The merger of the two subsidiaries will only take place after the expiry of the term pursuant to art. 57 of Legislative Decree no. 385/93. Unless obstacles arise, the merger deed is expected to be signed in time for the merger to take place on 27 July. From that date, the aforementioned change to the Articles of Association will also take effect.

It should be noted that the procedural rules on related parties and associated persons apply under the circumstances, as there is a correlation relationship between the companies taking part in the Merger, given that CR Saluzzo and CR Bra are by right under the control of BPER. Both mergers have been classified for these purposes as "less significant", in light of the indices referred to in Consob Regulation no. 17221/2010 and the internal regulations of BPER contained in the "Group policy for the governance of non-compliance risk concerning conflicts of interest with related parties and risk activities with associated persons". This Policy is available on the website www.bper.it – Sito Istituzionale > Footer > Information and regulations > Associated persons.

BPER has taken advantage of the exemption available under art. 14 of the Consob Regulation, but only for the merger of CR Saluzzo.

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For further information, please refer to the minutes and votes of the Shareholders' Meeting which will be published within the terms and in the manner foreseen in applicable laws and regulations. Once the merger has taken place, the updated Articles of Association with the above amendments will also be made available to the public in the manner and timing foreseen in current legislation.

BPER Banca S.p.A.

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

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