

PRESS RELEASE

Change in share capital of BPER Banca S.p.A.

Modena - 3 November 2020. Following the press release of 28 October 2020, we notify that the certification of the full subscription of the capital increase, with the indication of the new share capital, has been registered with the Companies' Register in Modena in compliance with the provisions of art. 2444 of Italian Civil Code.

As a result of the full subscription of the new shares for a total of Euro 802,258,257.60, of which Euro 267,419,419.20 as share premium, the share capital of BPER Banca S.p.A. ("**BPER**") has increased by Euro 534,838,838.40 through the issue of 891,398,064 BPER common shares, bearing ordinary rights, having the same characteristics as the outstanding shares (ISIN code: IT0000066123), by simultaneously amending Article 5 of the Articles of Association.

The following tables show the current composition of BPER's share capital - fully subscribed and paid in - as of 28 October 2020, along with its previous composition.

TABLE 1

	Current share capital			Previous share capital		
	EUR	No. of shares	Unit nominal value	EUR	No. of shares	Unit nominal value
Total of which:	2,100,435,182.40	1,413,263,512	/	1,565,596,344	521,865,448	/
Common shares (full rights: 1/1/2020) current coupon number: 38	2,100,435,182.40	1,413,263,512	/	1,565,596,344	521,865,448	/

TABLE 2

	Converted/redeemed securities	Outstanding remaining securities
Convertible Bonds ⁽¹⁾	0	600

(1): "Additional Tier 1" convertible bond issued on 25 July 2019, for a nominal amount of Euro 150,000,000, fully subscribed by *Fondazione di Sardegna* for a total price of Euro 180,000,000 (the loan conditions allow the conversion into BPER's share capital for an overall amount of Euro 150,000,000, inclusive of a share premium of Euro 42,857,142, by issuing a maximum of 35,714,286 common shares, at the unit price of Euro 4.2, of which Euro 3.0 as share capital and Euro 1.2 as share premium fund). The number of outstanding instruments is 600 (unit nominal value of Euro 250,000).

The Manager responsible for preparing the Company's financial reports, Marco Bonfatti, declares - in accordance with Article 154-*bis*, paragraph 2, of the Legislative Decree 58/1998 (Italian Consolidated Law on Finance) - that the accounting information contained in this press release is consistent with the corporate documents, accounting books and entries.

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

Finally, we notify that the updated BPER's Articles of Association, registered with the Companies' Register in Modena, will be posted on the website www.bper.it, as well as made available to the public under terms and conditions as prescribed by the current provisions of law.

BPER Banca S.p.A.

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

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