

NOTICE

**TO THE OWNERS OF BONDS CONVERTIBLE INTO SHARES AS PER
SUBORDINATED CONVERTIBLE DEBENTURE, BANCA POPOLARE
DELL'EMILIA ROMAGNA 2.75% 2001-2013 - ISIN IT0003100325 -**

Modena, 22nd January 2013. We wish to inform the owners of convertible bonds relating to the "Subordinated convertible debenture, Banca popolare dell'Emilia Romagna 2.75%, 2001- 2013 ISIN Code IT0003100325" (hereinafter "**POCS**") that the Boards of Directors of Banca popolare dell'Emilia Romagna soc. coop. (hereinafter "**BPER**") Cassa di Risparmio della Provincia dell'Aquila S.p.A. (hereinafter "**CARISPAQ**"), Banca Popolare di Lanciano e Sulmona S.p.A. (hereinafter "**BPLS**") and Banca Popolare di Aprilia S.p.A. (hereinafter "**BPA**") approved the plan for the merger by incorporation of CARISPAQ, BPLS and BPA into BPER.

The mergers provided for in the aforementioned plan shall be implemented in simplified forms, pursuant to Art. 2505 – bis of the Italian Civil Code, as amended by Legislative Decree 21.06.2012, No. 123.

The owners of convertible bonds, as provided for in the POCS, shall be entitled to advanced bond conversion, pursuant to Art. 2503–bis subsection 2 of the Italian Civil Code, within 30 (thirty) days as of the date of publication of this Notice, without prejudice to the faculty of conversion according to the original Regulations governing the loan.

The merger is subject to prior authorisation of the Bank of Italy, pursuant to Art. 57 of Leg. Decree No. 385/93.

BANCA POPOLARE DELL'EMILIA ROMAGNA
Società cooperativa

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