

CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Mssrs Shareholders are called to the ordinary and extraordinary Shareholders' Meeting on April 19th 2013 at 9:00 AM in first call at the meeting rooms of "Modena Fiere", in Modena, main entrance in Viale Virgilio, and on Saturday April 20th 2013 in second call at the same time and place, to discuss the following

AGENDA:

In the Ordinary Shareholders' Meeting

- 1) presentation of the draft financial statement for the year 2012 and related reports; presentation of the consolidated financial statements; proposal to distribute the net profit; related and consequent resolutions;
- 2) appointment of six Directors for the three-year period 2013-2015;
- 3) appointment of a Director for the remainder of the three-year period 2012-2014;
- 4) determination of the amount of fees payable to the Directors for the year 2013;
- 5) presentation of the Remuneration Report as per Art. 123-ter of Leg. Decree No. 58 of February 24th 1998, including the remuneration policies for the financial year 2013 of Banca popolare dell'Emilia Romagna Group and the yearly information notice on the implementation of remuneration policies for the financial year 2012; related and consequent resolutions;
- 6) proposal of a remuneration scheme, as per Art. 114-*bis* of Leg. Decree No. 58, February 24th 1998 - implementing the remuneration policies for the financial year 2013 of Banca popolare dell'Emilia Romagna Group; related and consequent resolutions;
- 7) information notice on the internal control policies regarding risk activities and conflicts of interest of related subjects, in implementation of the provisions of

Circular letter No.263 of the Bank of Italy.

In the Extraordinary Shareholders' Meeting

- 1) proposal to change Articles 6, 8, 10, 23, 24, 27, 29, 30, 31, 32, 33, 34, 42, 43, 44, 46, 50 of the Articles of Association and to introduce of a new Article, No. 44-*bis* and to number the Articles' subsections; related and consequent resolutions.

Pursuant to Art. 143-*bis*, subsection 1 lett. c) of Consob Regulation no.11971/1999 and of Art. 24, subsection 9 of the Articles of Association, during the Shareholders' Meeting and without the need to attend in person or by proxy at the meeting venue of "Modena Fiere", the Shareholders who so desire may exercise a secret ballot on the matters addressed in points 2) and 3) of the Agenda, in the Ordinary Session, by using electronic means, with the formal methods indicated *below*. For this purpose, the Shareholders may go to the "voting centres" at the rooms specially set up: in Modena, Viale Virgilio 52/i – 52/l; in Avellino, Collina Liguorini, at Centro Direzionale Banca della Campania; in Lamezia Terme (CZ), Zona Industriale – Area ex Sir – Comparto 15, at Fondazione di Ricerca Internazionale Mediterranea Terina. The presence and assistance of clerks will be ensured at the "Voting centres".

Notices

1) Procedures for taking part and voting in the Shareholders' Meeting

The Shareholders shall be entitled to attend the Shareholders' Meeting and exercise their right to vote - even at the "Voting Centres", and limited to the secret ballot under points 2) and 3) on the agenda during the Ordinary session - if they have been registered in the stock ledger for at least ninety days and if they duly received the relevant notice issued by the authorised intermediary before the Shareholders' Meeting pertaining to the individual call commences. The Shareholders must therefore ask the intermediaries with whom the shares are registered to send the required notice.

Those Shareholders of shares not yet dematerialised must deliver their share certificates to an approved intermediary beforehand, in time for them to be entered into the centralised management system following the dematerialisation procedure.

2) Integrations to the Agenda

Within ten days from publication of the meeting call notice, a number of no fewer than one fortieth of the

Shareholders entitled to vote on the date of the request may request integrations to the Agenda, stating in any such requests the additional matters they propose, or submit proposals for resolutions on matters already on the Agenda.

The requests, together with the certification documenting the right to participate, may be submitted in writing to the registered office of Banca popolare dell'Emilia Romagna (hereinafter also referred to as "Bank") – Servizio Segreteria Generale, Via San Carlo 8/20, 41121 Modena (Italy), from Monday to Friday from 9:00 AM until 5:00 PM or by registered letter with return receipt to the same address or certified email (PEC) to the address bper@pec.gruppobper.it.

The signature of each applicant Shareholder must be authenticated by the Company's Attorneys, by intermediaries approved to keep the accounts on which the financial instruments are recorded or by Notary Publics, in respect of the requirements strictly necessary for identifying the applicants.

"Company Attorneys" shall mean, also hereinafter, those persons who are empowered to authenticate signatures by special power of attorney with deed issued and certified by Mr Aldo Barbati, Notary Public in Modena; specifically, this power has been assigned to the direct employees of both Banca popolare dell'Emilia Romagna and of the banks of the BPER Group (except for the subsidiary Cassa di Risparmio di Bra), who hold positions as Executive or Branch Manager and Deputy Manager, irrespective of the grade attributed. Therefore Shareholders are entitled to go to any branch of Banca popolare dell'Emilia Romagna and the Banks of the Group, except for the subsidiary Cassa di Risparmio di Bra. Like the Notary Publics, the Company Attorneys, who are direct employees of Banca popolare dell'Emilia Romagna, will be entitled to authenticate the signatures of the Shareholders who have deposited their shares both with Banca popolare dell'Emilia Romagna or with other banks (even not belonging to the Group) and with other authorised companies. The Company Attorneys, who are direct employees of the Group's Banks as well as the officers of the banks and authorised companies not within Group, may only instead authenticate the signatures of Shareholders who have shares deposited with them.

The Shareholders who request integrations shall draw up a report stating the reason for the resolution proposals on the new matters they propose to be addressed, or the reason for the additional resolution proposals submitted on matters already on the Agenda.

The report shall be sent to the Bank with the same formal methods indicated above, within the terms provided for by applicable legislation.

Integrations to the Agenda are not allowed for matters on which the Meeting legally decides on proposals from the Board of Directors or on the basis of a plan or a report drawn up by the latter, other than those indicated in article 125-*ter*, subsection 1 of Legislative Decree No. 58 of February 24th 1998 (hereinafter also "TUF").

3) Voting by proxy

The Shareholders entitled to take part in the Meeting and having the right to vote - also in the "Voting centres", limited to the secret ballot under points 2) and 3) in the Agenda in the Ordinary Shareholders' Meeting - and subject to incompatibility and/or limitations provided for by the Law and by the Articles of Association, can be represented by written proxy. A proxy form is available at the Bank's registered office and branches, and on its official website – www.bper.it – under the "Governance" section – Corporate Bodies - Shareholders' Meeting.

The proxy must explicitly state the name of the proxy holder and the signature of the delegating party must be authenticated by Company attorneys, intermediaries qualified to keep the accounts on which the financial instruments are recorded or Notary Publics.

Please be reminded that each Shareholder cannot represent more than four other Shareholders by proxy, except for those cases of legal representation.

The Shareholders who so desire may notify the proxy to the Bank before the Shareholders' Meeting by registered letter with notice of receipt, to be sent to the address Banca popolare dell'Emilia Romagna, Servizio Segreteria Generale in Via San Carlo 8/20, 41121 Modena, or by certified e-mail (PEC) to the address bper@pec.gruppobper.it, stating in the subject line the wording "Assemblea 2013 – notifica delega" ("Shareholders' Meeting 2013 - proxy notice"). Shareholders who opt for this solution shall ensure the Bank be notified by 5:00 PM of April 18th 2013.

The original proxy or - if the Shareholder notified in advance - the documentation confirming the proxy notice has reached the Bank according to the correct terms and formalities, must be delivered at first entrance to the Meeting or at the "Voting centres".

4) Voting by electronic means

Voting on points 2) and 3) of the Agenda in the Ordinary Shareholders' Meeting shall take place as a secret ballot, as provided for by Art. 27 of the Articles of Association, both at the Meeting and at the "Voting centres", by showing the personalised *badge* delivered on entry.

Specifically, at the "voting centres", pursuant to Art. 143-*bis*, subsection 1 lett. c) of Consob Regulation

no.11971/1999 and of Art. 24, subsection 9 of the Articles of Association, during the Meeting, the Shareholders who so desire may exercise a secret vote by electronic means.

The delegated staff at the Meeting and at the "Voting centres" will ensure identification of the subjects entitled to the voting right.

The ballots will take place by interactive *touchscreen* video terminals inside cabins, aimed at assuring both communication security and privacy.

5) Illustrative reports and resolution proposals

As provided for by applicable legislation, the following documentation will be made available at the registered office, at the Italian Stock Exchange "Borsa Italiana S.p.A.", and on the website of the Bank www.bper.it – Governance Section– Corporate Bodies - Shareholders' Meeting:

- no later than on the first business day after the meeting call is decided, the report on the amendments to the Articles of Association as per Art. 72 of Consob Regulation No.11971/1999;
- before the term of publication of the Meeting call notice, the information document on the remuneration scheme as per Art. 114-bis of Legislative Decree No. 58 of February 24th 1998, as well as the documents and reports on the items on the Agenda for which the term of publication is not provided for by other law provisions;
- at least twenty-one days before the Shareholders' Meeting date at first call, the lists of the candidates submitted for appointment of the six members of the Board of Directors and the others reports and documents provided for by applicable legislation concerning the items on the Agenda.

The Shareholders are entitled to examine the above-listed documents and obtain a copy of them at their expense.

6) Presentation of the lists for appointment of the six Directors

As regards item 2) on the agenda for the Ordinary Shareholders' Meeting, the Shareholders are entitled to present lists of candidates within the terms and with the procedures set forth by applicable legislation and by the Articles of Association.

To this end, a document has been made available to the public on the Bank's website www.bper.it – Governance section – Corporate Bodies - Shareholders' Meeting - providing information on the operating formalities.

Please remember that, in observance of the requirements of the Bank of Italy memorandum dated January 11th 2012 "*Application of the supervisory regulations on corporate governance and organization*",

it is advisable that the report on the personal and professional characteristics of each candidate to the office of Director of the Board- to be filed in conformity with Art. 31, subsection 2, letter e) (ii) of the Articles of Association at the same time the lists are presented - include a resume for the purpose of identifying for which theoretical profile each of the candidates proves to be eligible, following the instructions on the optimum quali-quantitative composition provided by the Board of Directors in the document "Optimum quali-quantitative composition of the Board of Directors", published on the Bank's website – www.bper.it - Governance Section – Corporate Bodies – Shareholders' meeting.

Please be reminded that:

- the list must indicate a number of candidates equal to that of the Directors to be elected;
- the candidates must be ordered progressively by number and at least two, specifically indicated, must possess the requirements of independence established for the Auditors by Art. 148, subsection 3 of Legislative Decree No. 58 of February 24th 1998, as well as any other applicable law prescriptions;
- each candidate may apply for only one list, under penalty of non-eligibility;
- together with the list, the presenting Shareholders shall deposit the following at the Company's registered office: (i) assurances with which the individual candidates accept their candidacy and state, under their own responsibility, that they are neither ineligible nor incompatible, that they possess requisites for the position as per the Articles of Association and current legislation, and, as appropriate, that they meet the requirements of independence; (ii) full information on the personal and professional characteristics of each candidate, stating the assignments of administration and control held in other companies; (iii) information regarding the identity of the presenting Shareholders, stating their shareholdings, confirmed in such manner as provided for under current Legislation;
- the signing of the list by the presenting Shareholders must be authenticated by the Company's Attorneys, by intermediaries approved to keep the accounts on which the financial instruments are recorded, or by Notary Publics;
- Shareholders may submit only one list of candidates each; in the event of non-compliance, their indications will not be taken account of in any of the lists;
- due to the amendments introduced to Art. 135 TUF by Art. 3 of Legislative Decree no. 91 of 18.6.2012 and to Art. 147-ter TUF by Legislative Decree no. 179 of 18.10.2012 coordinated with

act of Conversion No. 221 of 17.12.2012, the list must be presented by a minimum number of 500 (five hundred) Shareholders;

- due to the amendments introduced to Art. 135-*bis* TUF by Art. 3 of Legislative Decree no. 91 of 18.6.2012, the list must be deposited at the Company's registered office at least 25 days before the date of first call of the Shareholders' Meeting. Please be reminded that Art. 31, subsection 2, lett. d) of the Articles of Association - in the section indicating the term for depositing the lists as being 15 days before the date set for the Meeting first call - must be considered as superseded by the enforcement of the new text of Art. 135-*bis* of Legislative Decree No. 58 of February 24th 1998, as indicated above, which extended the application of Art. 147-*ter*, subsection 1-*bis* of Legislative Decree No. 58, February 24th 1998, to Company cooperatives (Società Cooperative).

The candidates lists shall be presented by depositing the related documentation at the Bank's registered office in Via San Carlo 8/20 – 41121 Modena (Italy), from Monday to Friday from 9:00 AM to 5:00 PM or, by sending the same documentation by certified e-mail (PEC) to the address bper@pec.gruppobper.it, in compliance with the provisions of Art. 147-*ter*, subsection 1-*bis* of Leg. Decree No. 58 of February 24th 1998

7) Bank website

For any further details on the Shareholders' Meeting, you may view the Bank's website www.bper.it - Governance Section – Corporate Bodies – Shareholders' Meeting.

Modena, March 15th 2013.

Banca Popolare dell'Emilia Romagna

Società cooperativa

The Chairman

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