

Merger by absorption of Banca Popolare del Mezzogiorno S.p.A., Banca della Campania S.p.A. and Banca Popolare di Ravenna S.p.A. into Banca popolare dell'Emilia Romagna società cooperativa.

(Notice pursuant to Article 84 of CONSOB resolution No. 11971/1999 and relevant amendments)

BPER Shareholders' rights pursuant to Article 2505-bis, paragraph 3, of the Italian Civil Code

Modena, 1 August 2014 – Notice is hereby given that – following the relevant authorization released by Bank of Italy – on 31 July 2014 the Draft Terms of the Merger by absorption of Banca Popolare del Mezzogiorno S.p.A., Banca della Campania S.p.A. and Banca Popolare di Ravenna S.p.A. into Banca popolare dell'Emilia Romagna società cooperativa (BPER or the “Merging Company”) have been filed and registered with the Companies' Register in Modena.

The merger transactions shall be subject – pursuant to Article 2505-bis, paragraph 2, of the Italian Civil Code in accordance with Article 40 of BPER current By-laws – to approval by its Board of Directors.

However BPER's shareholders representing at least 5% (4415) out of the entirety of its shareholders (88307) may require - pursuant to Article 2505-bis, paragraph 3, of the Italian Civil Code – that the Merging Company's resolution on the Merger transaction fall within the Shareholders' Meeting authority as per Article 2502, paragraph 1, of the Italian Civil Code.

Such request shall be notified to BPER by 8 August 2014 along with certified evidence proving ownership of percentage on shares either by registered mail with return receipt to be sent to the attention of BPER's Corporate Consulting Dept., via San Carlo 8/20 – 41121 Modena, or by certified e-mail to the following address: bper@pec.gruppobper.it.

Documents filing and publishing pursuant to Article 2501-septies of the Italian Civil Code

Modena, 1 August 2014 – Notice is hereby given that as of today copies of any document pertaining to the merger by absorption under simplified procedure - according to Article 2505-bis of the Italian Civil Code - of Banca Popolare del Mezzogiorno S.p.A., Banca della Campania S.p.A. and Banca Popolare di Ravenna S.p.A. into Banca popolare dell'Emilia Romagna società cooperativa (i.e. Draft Terms of the Merger as well as the financial statements referring to the last three fiscal years - along with relevant reports – of the companies involved in the merger transactions) have been filed with BPER registered office, in Modena, via San Carlo 8/20.

Such documents – posted as well on the web-site www.bper.it as well as otherwise according to terms as sets out by the current laws – shall remain available during a thirty-day period prior to the resolution approving the merger and as long as such resolution is adopted.

Shareholders may review the aforesaid documents and get copies thereof.

BANCA POPOLARE DELL'EMILIA ROMAGNA
Società cooperativa

This notice is also available in the 1INFO storage device.

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