

NOTICE

Ordinary Shareholders' Meeting of 14 April 2018 Result of the solicitation of proxies

Modena - 14 April 2018. BPER Banca S.p.A., as promoter of the solicitation of proxies to vote at the ordinary Shareholders' Meeting held on today, pursuant to art. 137, paragraph 5 of CONSOB Regulation no. 1197/1999, informs that:

- it has received, through the entity tasked Morrow Sodali S.p.A.,
 - no. 274 proxies which are valid, effective and contain voting instructions for a total of 12,723,446 shares, equivalent to 2.644% of the share capital;
 - no. 2 proxies without voting instructions equivalent to 62,990 shares and to 0.013% of the total share capital;
 - no. 13 proxies, representing 307,658 shares, equal to 0.064% of the total share capital, not admitted to vote due to the absence of the intermediary's communication;
- it has received no proxies which were formally invalid;
- that it has exercised, once again through the entity tasked Morrow Sodali S.p.A., in relation to the proposal contained in the Proxy Solicitation Statement published on 28 March 2018 and subsequent integrations and on the basis of the proxies received by the delegators, the following votes on the resolution proposal related to the point 2) on the agenda (Nomination of the Board of Directors for the three-year period 2018-2020)
 - votes in favour of List 1 for no. 271 proxies equivalent to 12,663,322 shares and to 2.631% of the total share capital;
 - votes in favour of List 2 for no. 2 proxies equivalent to 58,124 shares and to 0.012% of the total share capital;
 - votes against all the Lists for no. 1 proxy equivalent to 2,000 shares and to 0.0004% of the total share capital.

The results of the vote at the ordinary Shareholders' Meeting, about the above mentioned point of the agenda, are shown below.

List no. 1 obtained no. 159,685,742 votes (73.366% of expressed votes and 33.177% of the total share capital).

List no. 2 obtained no. 57,699,009 votes (26.509% of expressed votes and 11.988% of the total share capital).

Votes against of all lists no. 116,144 (0.053% of expressed votes and 0.024% of the total share capital).

Abstained no. 50,738 (0.023% of expressed votes and 0.010% of the total share capital).

Absent of all lists no. 105,701 (0.049% of expressed votes and 0.022% of the total share capital).

Pursuant to the provisions of art. 19 of the Articles of Association, the following Directors of the Bank were therefore elected: Mr. Alessandro Vandelli, Mr. Riccardo Barbieri, Mr. Massimo Belcredi (*independent*), Ms. Mara Bernardini (*independent*), Mr. Luciano Filippo Camagni (*independent*),

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Mr. Giuseppe Capponcelli (*independent*), Mr. Pietro Ferrari, Ms. Elisabetta Gualandri (*independent*), Ms. Ornella Rita Lucia Moro (*independent*), Mr. Noera Mario (*independent*), Ms. Rossella Schiavini (*independent*), Ms. Valeria Venturelli (*independent*) - drawn from list no. 1 – Ms. Roberta Marracino (*independent*), Mr. Alessandro Robin Foti (*independent*), Ms. Marisa Pappalardo (*independent*) – drawn from list no. 2 – the Junior Minority List pursuant to art. 19 of the Articles of Association.

This notice is (i) sent to Consob, to Borsa Italiana S.p.A. and to Monte Titoli S.p.A., and (ii) published on the website of the Bank www.bper.it - Area Istituzionale > Governance > Corporate Bodies > Shareholders Meeting, of Morrow Sodali S.p.A. www.sodali-transactions.com and of the “1INFO” authorized storage mechanism www.1info.it.

Further details in relation to the resolutions passed at the Ordinary Shareholders' Meeting are available on the following websites www.bper.it - Area Istituzionale > Governance > Corporate bodies > Shareholders' Meeting and www.sodali-transactions.com.

BPER Banca S.p.A.

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

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