

EXTRACT FROM NOTICE OF CALLING OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting is convened on 17 April 2019 at 9 am, with a single notice of calling, at the meeting hall of "BPER Forum Monzani" in Via Aristotele 195, Modena to discuss the following:

AGENDA

- 1) presentation of the draft financial statements for 2018 and related reports; presentation of the consolidated financial statements for 2018 and of related reports; related resolutions;
- 2) integration of the Board of Statutory Auditors for the rest of the three-year period 2018-2020 by appointing the Chairman and another Acting Auditor, as well as one or more Alternate Auditors, if needed; related resolutions;
- 3) proposal of the Directors' remuneration for 2019; related resolutions;
- 4) integration of the fees paid to Deloitte & Touche S.p.A., the company responsible for auditing the accounts for the period 2017-2025, based on a reasoned proposal by the Board of Statutory Auditors; related resolutions;
- 5) remuneration:
 - a) presentation of the Remuneration Report pursuant to art. 123-ter of Legislative Decree 58 dated 24 February 1998, comprising the remuneration policies for 2019 of Gruppo BPER Banca S.p.A. and annual disclosure regarding implementation of remuneration policies for 2018; related resolutions;
 - b) change in the limit to the ratio between the fixed and variable components for the benefit of all Material Risk Takers not belonging to Corporate Control Functions; related resolutions;
 - c) proposal of the remuneration plan pursuant to art. 114-bis of Legislative Decree 58 dated 24 February 1998, implementing the remuneration policies for 2019 of Gruppo BPER

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Banca S.p.A.; related resolutions;

d) Long Term Incentive Plan (LTI):

d1) proposal for the "2019-2021 Long-Term Incentive Plan aimed at key personnel", as per art. 114-bis of Legislative Decree 58 of 24 February 1998, in implementation of the remuneration policies for 2019 of Gruppo BPER Banca S.p.A.; related resolutions;

d2) authorisation for the purchase and disposal of treasury shares for the "2019-2021 Long-Term Incentive Plan aimed at key personnel"; related resolutions;

6) information on internal control policies in terms of risk activities and conflicts of interest with related parties, in compliance with the requirements of the Bank of Italy's Circular 263 of 27 December 2006. Revision.

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Information relating to share capital as well as the methods, terms and procedures for:

- attending the Shareholders' Meeting and exercising voting rights (please note that the record date is 8 April 2019);
- exercising the right to add items to the agenda and the right to submit new proposed resolutions on matters already on the agenda;
- exercising the right to raise questions on items on the agenda prior to the Meeting (please note that the questions must be received by the Company by 12 April 2019);
- attending the Shareholders' Meeting and voting by proxy, including through the representative designated by the Company (Computershare S.p.A.);
- obtaining the proposed resolutions, together with the related explanatory reports and the other documents concerning items on the agenda;
- integration of the Board of Statutory Auditors for the rest of the three-year period 2018-2020 by appointing the Chairman and another Acting Auditor, as well as one or more Alternate Auditors, if needed

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is included in the calling notice available on BPER Banca's website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting.

This extract was published on 8 March 2019 in the daily newspaper “Il Sole 24 ORE”.

Modena, 8 March 2019

BPER Banca S.p.A.

The Chairman

Pietro Ferrari

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