

EXTRACT FROM NOTICE OF CALLING OF EXTRAORDINARY SHAREHOLDERS' MEETING

The Extraordinary Shareholders' Meeting is convened on 4 July 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) Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital against payment, by 31 December 2019, in one tranche and without pre-emptive rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a total maximum amount of Euro 171,708,624.00, to be reserved to Fondazione di Sardegna, through the issuance of no. 33,000,000 ordinary BPER shares, with no par value, to be paid in kind and in a single instalment through the contribution of no. 10,731,789 ordinary shares of Banco di Sardegna S.p.A.. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions;
- 2) Proposal to grant the Board of Directors, pursuant to Article 2420-ter of the Italian Civil Code, the power to resolve, by 31 December 2019, upon: (i) the issuance of a convertible bond Additional Tier 1, for a maximum nominal amount of Euro 150,000,000, to be entirely offered in subscription to Fondazione di Sardegna and therefore (ii) to increase the share capital against payment, in one or more tranches and in divisible form, for a total maximum amount of Euro 150,000,000, in exclusive and irrevocable connection with the conversion of such bond, through the issuance of no. 35,714,286 ordinary BPER shares, with no par value. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions;
- 3) Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code the power to increase the share capital against payment, by 31 December 2019, in one or more tranches and in divisible form, without pre-emption rights pursuant to Article

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2441, paragraph 4, first sentence, of the Italian Civil Code, for a maximum total amount of Euro 40,993,513.60, through the issuance of maximum no. 7,883,368 BPER ordinary shares, with no par value, whose issuance value will be determined by the Board of Directors pursuant to the provisions of law, in connection with a voluntary public exchange offer on savings shares of Banco di Sardegna S.p.A.. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions;

- 4) Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital against payment, within five years from the date of the relevant shareholders' meeting resolution, in one or more tranches and in divisible form, without pre-emption rights pursuant to Article 2441, paragraph 4 and/or Article 2441, paragraph 5 of the Italian Civil Code, for a maximum total amount of Euro 13,000,000.00, through the issuance of maximum no. 2,500,000 BPER ordinary shares, with no par value, whose issuance value will be determined by the Board of Directors pursuant to the provisions of law. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions;
- 5) Proposal to amend Article 5 of the Articles of Association. Related and consequent resolutions.

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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 25 June 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 29 June 2019);
- attending the Shareholders' Meeting and voting by proxy, including through the representative designated by the Company (Computershare S.p.A.);

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- obtaining the proposed resolutions, together with the related explanatory reports and the other documents concerning items on the agenda;

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 4 June 2019 in the daily newspaper “Il Sole 24 ORE”.

Modena, 4 June 2019

BPER Banca S.p.A.
The Chairman
Pietro Ferrari

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