

**PROXY FORM TO ATTEND AND EXERCISE VOTING RIGHTS  
AT SHAREHOLDERS' MEETING OF BPER BANCA S.P.A. TO BE HELD ON 4 JULY 2019**

The undersigned shareholder of BPER Banca S.p.A.

**(if an individual)**

\*Last name ..... \*First name.....  
\*Born in ..... \*Prov. .... \*on ..... Tax code:.....  
Address..... Town ..... \*Prov.....

**(if a legal entity)**

\*Company name..... \* VAT number or Tax Code .....  
Head office address..... Town ..... \*Prov. ....  
in the person of the Legal Representative: Last name ..... First name .....  
\*Born in ..... \*Prov. .... \*on ..... Tax Code .....

*or*

The undersigned

\*Last name ..... \*First name .....  
\*Born in ..... \*Prov. .... \*on ..... Tax Code ,,,.....  
**as the legal representative of the minor, shareholder of BPER Banca S.p.A.**

\*Last name ..... \*First name .....  
\*Born in ..... \*Prov. .... \*on ..... Tax Code .....

*or*

The undersigned

\*Last name ..... \*First name .....  
\*Born in..... \*Prov. .... \*on ..... Tax Code .....

**as common representative of the joint shareholders of BPER Banca S.p.A.**  
\*Last name ..... \*First name .....  
\*Born in ..... \*Prov. .... \*on ..... Tax Code .....  
\*Last name ..... \*First name .....  
\*Born in ..... \*Prov. .... \*on ..... Tax Code .....

**HOLDER OF VOTING RIGHTS IN HIS/HER CAPACITY AS**

holder of the shares      manager      custodian      pledgee      taker-in  
beneficial owner      legal representative or attorney-in-fact with powers to sub-delegate      other (*specify*)  
.....

for [number] .....ordinary shares of BPER Banca S.p.A.  
registered in the name of .....  
(*optional*: as resulting from communication no. .... sent by the intermediary.....)

**GRANTS A PROXY TO**

**(if an individual)**

\*Last name ..... \*First name .....  
\*Born in ..... \*Prov. .... \*on ..... Tax Code .....

**(if a legal entity)**

\*Company name ..... \* VAT number or Tax Code .....  
Head office address ..... Town ..... \*Prov. ....  
in the person of the Legal Representative: Last name ..... First name .....  
\*Born in ..... \*Prov. .... \*on ..... Tax Code .....

with the right to be substituted by Mr./Ms. (Name) or by the Company named  
..... VAT number or Tax Code.....  
born in on / head office address ..... Town..... \*Prov. ....

*or*

with the right of the proxy holder indicated above to be substituted by a person of his/her choice who does not have a conflict of interest

to represent him/her by attending and exercising his/her voting rights at the Extraordinary Shareholders' Meeting of BPER Bank to be held at first calling on **4 July 2019 at 9:00 a.m. at "BPER Forum Monzani"**, in Modena, in Via Aristotele n. 195, with full approval of his/her actions.

DATE  
.....

SIGNATURE OF THE PERSON GRANTING THE PROXY  
.....

## INSTRUCTIONS FOR GRANTING OF PROXY VOTING RIGHTS

Those entitled to vote have the right to be represented at the Shareholders' Meeting.

The original proxy form, duly completed and signed, must be handed over to the Bank at the time of accreditation for access to the Meeting. Proxy voting may also be granted by means of an electronic document signed electronically pursuant to art. 21, paragraph 2, of Legislative Decree 82/05.

The representative may, in lieu of the original shareholder, deliver or transmit to the Bank a copy of the proxy, inclusive of in computer readable form, attesting, under his/her own responsibility, conformity to the original proxy and the identity of the person giving the proxy. The representative shall retain the original proxy and shall keep track of any voting instructions received for one year as from the conclusion of the Meeting.

It is possible to provide advance notice of the proxy to the Bank by either of the following:

- registered letter with proof of delivery to be sent to the registered office of BPER Banca S.p.A., General Secretariat, Via San Carlo 8/20, 41121 Modena (Italy);
- by email to [assembleabperbanca@pec.gruppobper.it](mailto:assembleabperbanca@pec.gruppobper.it), indicating as the subject of the email "2019 Extraordinary Shareholders' Meeting – notification of proxy".

Shareholders wanting to take advantage of this option must make sure that they send the notification to the Bank no later than 5.00 p.m. on 6 July 2019.

In the event of transmission of the proxy in advance, the proxy holder shall be invited to have available the documentation proving notification of the proxy at the time of accreditation for access to the Meeting.

### PRIVACY information pursuant to Articles 13 and 14 of Regulation EU 679/2016

BPER Banca S.p.A. with head office in Modena, Via San Carlo 8/20, in its capacity as Data Controller gives this information in compliance with articles 13 and 14 of Regulation UE 679/2016(GDPR) to provide you with an understanding of its privacy policy and the methods with which your personal data will be managed.

The personal data, collected in this form and/or during the procedure related to the shareholders' meeting to which it refers, with name, surname, tax code and all the data included in your identity document, will be processed for the following purposes:

- to ascertain the identity of the person who declares to be in possession of delegated powers, to verify the accuracy of the data declared in the form through public sources or publicly and generally accessible to anyone for the purposes of installing and executing the relationship connected to the role of shareholder, preparing the documentation connected to shareholders' meetings and the company resolutions ("*Shareholders' Meeting purposes*");
- to fulfill the obligations provided for by the laws, regulations and legislation of the European Community, as well as the provisions issued by authorities empowered to do so by law and by supervisory and control bodies ("*Compliance*");

The provision of personal data for the above purposes is always optional but, in their absence, BPER cannot fulfill any of these objectives. The legal basis for the requirements of the *Shareholders' Meetings* is represented by the need to establish and implement a relationship with BPER with respect to the role assumed, for *Compliance* purposes it is represented by the fulfillment of legal obligations to which the Controller is subject, as well as for ascertaining, exercising and defending a right in Courts of law.

The Personal Data can be shared with:

- individuals authorized by BPER to process personal data who have signed a confidentiality agreement beforehand (e.g. employees);
- persons who act in their capacity as data processors
- parties, entities or authorities who are obliged to communicate personal data further to legal provisions or by order of the authorities, with respect to Compliance purposes (e.g. Consap, Tax Registry, Judicial Authorities and the police force).

BPER does not transfer personal data outside the European Economic area.

The Personal Data provided will be retained only for the time necessary to implement the indicated objectives and in any case according to the retention times/criteria provided for by the laws to which BPER Banca is subject.

You have the right to ask the Controller, at any time, to access the personal data, to modify or cancel them or to object to their processing. Furthermore you have the right to request the restriction of processing in the cases envisaged in art. 18 of the Regulation, and to obtain your personal data in a structured, commonly used and machine-readable format, in the cases envisaged in art. 20 of the Regulation. The requests should be made in writing to BPER Banca Spa:

- BPER Banca Spa – Ufficio Privacy e Data Protection, Via Ramelli 49 – 41122 Modena;
- e mail: [presidio.privacy@bper.it](mailto:presidio.privacy@bper.it)

In any case you always have the right to lodge a complaint with the competent control authority (Guarantor for the Protection of Personal Data), pursuant to art. 77 of the Regulation, should you consider that the processing of your personal data infringes the regulations in force.

The BPER Group has appointed a Data Protection Officer - DPO, who can be contacted in order to obtain any clarifications in relation to the processing of Personal Data at the following addresses:

- BPER Banca Spa – Ufficio Privacy e Data Protection, Via Ramelli 49 – 41122 Modena;
- e mail: [dpo.gruppobper@bper.it](mailto:dpo.gruppobper@bper.it)