
Extraordinary Shareholders' Meeting of 4 July 2019

Report on point 5) of the agenda

Proposal to amend Article 5 of the Articles of Association.

This is a translation into English of the original in Italian. The Italian text shall prevail over the English version.

BPER Banca S.p.A.

Registered office in Modena, via San Carlo n. 8/20

Share capital of Euro 1,443,925,305 fully paid in

Registered with the Companies' Register of Modena under no. 01153230360

Illustrative report of the Board of Directors of BPER Banca S.p.A. on item 5 on the agenda of the Extraordinary Shareholders' Meeting called for 4 July 2019 on single call: "Proposal to amend Article 5 of the Articles of Association. Related and consequent resolutions".

Dear Shareholders,

On the previous points on the Agenda, the Board of Directors (the "BoD") has called an Extraordinary Shareholders' Meeting to submit to your approval the proposal to grant the BoD the delegation: (i) to resolve a paid capital increase with the exclusion of option rights, reserving it for subscription exclusively to Fondazione di Sardegna (Item 1 on the Agenda); (ii) to issue an Additional Tier 1 convertible bond, to be entirely offered in subscription to Fondazione di Sardegna, and consequently to resolve a paid capital increase to exclusively and irrevocably service the conversion of such bond (Item 2 on the Agenda); (iii) to increase the corporate capital with exclusion of option rights to service a possible public exchange offer on Banco di Sardegna S.p.A. saving shares (Item 3 on the Agenda); (iv) to increase the corporate capital with the exclusion of option rights, to service the potential acquisitions of minority interests in companies of the BPER banking Group (Item 4 on the Agenda).

For each point on the Agenda, each proposal for a delegation corresponds to a proposal to amend Article 5 of the by-laws, by adding a new paragraph containing the text also submitted for approval as a necessary consequence of the approval of each delegation.

On this occasion, we also propose the deletion of paragraph 5 of Article 5 of the by-laws (and the consequent renumbering of the following paragraphs), which contains a clause that is no longer effective since it refers to a delegation of powers to the BoD to issue bonds convertible into ordinary shares, as well as to increase the corporate capital to exclusively service the conversion, whose term has expired. It should be noted that this proposal is justified by the fact that the clause relates to the transactions to which today's Shareholders' Meeting refers. Any further possible measures to update and/or adapt the by-laws may be examined separately by the BoD and submitted to the Shareholders' Meeting at a later date.

Article 5 is reported below, in a two-column format with graphic evidence of the changes (the new text already submitted to the approval of today's Shareholders' Meeting in the previous items on the Agenda is in italics and the text to be removed is crossed out). In the new wording, in the event that the Shareholders' Meeting has approved the new paragraphs reported herein in italics, paragraphs 1 to 4 would remain unvaried, while, as a result of the removal of paragraph 5, paragraph 6 would be renumbered as 5 and the subsequent paragraphs would be numbered accordingly from 6 to 9.

Article 5	Article 5
<p>1. Share capital, fully subscribed and paid in, amounts to Euro 1,443,925,305 and is represented by 481,308,435 registered ordinary shares, with no nominal value.</p> <p>2. If a share becomes the property of several persons, the joint ownership rights must be exercised by a common representative.</p> <p>3. Within the limits established by current</p>	<p>[Subsections 1-4 unvaried]</p>

<p>regulations, the Company, by resolution of the Extraordinary Shareholders' Meeting can issue categories of shares carrying different rights with respect to the ordinary shares, and may determine such rights, as well as financial instruments with equity or administrative rights.</p> <p>4. All the shares belonging to the same category carry the same rights.</p> <p>5. The Extraordinary Shareholders' Meeting of 3 September 2011 has granted to the Board of Directors, in accordance with art. 2420-ter of the Italian Civil Code, the power, which can be exercised within a maximum of five years from the date of the resolution: (i) to issue, in one or more tranches, bonds convertible into ordinary shares of the Company, for a total maximum amount at par of Euro 250,000,000.00, to be offered to those entitled to them; and, therefore, (ii) to increase the share capital for payment, in one or more tranches, also in separate issues, for a total maximum amount of Euro 250,000,000.00 including any share premium, irrevocably and exclusively to serve the conversion of these bonds, by issuing ordinary shares of the Company with regular dividend rights and the same characteristics as the ordinary shares of the Company in circulation at the issue date.</p> <p>65. Until the expiry of the deadline provided for by art. 1, paragraph 2-bis of Decree Law 3 of 24 January 2015, converted into Law 33 of 24 March 2015, and subsequent possible extensions and/or modifications, no one entitled to vote may vote, for any reason, for a quantity of the Company's shares in excess of 5% of the share capital with voting rights. To this end, account should be taken of the total shares held directly and indirectly, through subsidiaries, trust companies and intermediaries, and those for which the voting rights are assigned for any reason to someone other than the owner. No account is taken of shareholdings included in the portfolios of mutual funds. For the purpose of these Articles of Association, control takes place, also with regard to parties other than companies, in the cases foreseen in art. 23 of Legislative Decree 385 of 1 September 1993. In the event of violation of these provisions, any shareholders' resolutions may be challenged pursuant to art. 2377 of the Italian Civil Code, if the required majority was not reached without this violation. The shares for which voting rights cannot be exercised are not included in the count for the purpose of establishing whether there is a quorum to hold the Shareholders' Meeting.</p>	<p>5. The Extraordinary Shareholders' Meeting of 3 September 2011 has granted to the Board of Directors, in accordance with art. 2420-ter of the Italian Civil Code, the power, which can be exercised within a maximum of five years from the date of the resolution: (i) to issue, in one or more tranches, bonds convertible into ordinary shares of the Company, for a total maximum amount at par of Euro 250,000,000.00, to be offered to those entitled to them; and, therefore, (ii) to increase the share capital for payment, in one or more tranches, also in separate issues, for a total maximum amount of Euro 250,000,000.00 including any share premium, irrevocably and exclusively to serve the conversion of these bonds, by issuing ordinary shares of the Company with regular dividend rights and the same characteristics as the ordinary shares of the Company in circulation at the issue date.</p> <p>[paragraph 6 unvaried, renumbered as 5]</p>
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6. *The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, to be exercised by 31 December 2019, to resolve a paid indivisible capital increase, with the exclusion of option rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a maximum total amount equal to Euro 171,708,624.00, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code, reserved for exclusive subscription to Fondazione di Sardegna, by issue of 33,000,000 ordinary shares of the Company, without explicit par value, whose issue value may also be lower than the accounting par value at the issue date, with regular dividend rights and the same features as the ordinary shares of the Company outstanding on the issue date, to be released in kind in a single instalment by contribution of 10,731,789 ordinary shares of Banco di Sardegna S.p.A..*

7. *The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2420-ter of the Italian Civil Code, the power, to be exercised by 31 December 2019, to (i) issue an Additional Tier 1 convertible bond, for a maximum total nominal amount equal to Euro 150,000,000.00, to be entirely offered in subscription to Fondazione di Sardegna at a subscription price higher than par value equal to Euro 180,000,000.00, and, consequently, (ii) to resolve a paid capital increase, one or more times and in one or more tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for a maximum total amount equal to Euro 150,000,000.00, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code, to service exclusively and irrevocably the conversion of the abovementioned Additional Tier 1 bond by issue of a maximum of 35,714,286 ordinary shares of the Company, without explicit par value, with regular dividend rights and the same features as the ordinary shares of the Company outstanding at the issue date.*

8. *The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, to be exercised by 30 June 2020, to resolve a paid capital increase, one or more times and in one or more tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a maximum total amount equal to Euro 40,993,513.60, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian*

	<p><i>Civil Code - also taking into account the exchange ratio between Banco di Sardegna S.p.A. saving shares and the newly issued ordinary shares of the Company - by issue of a maximum number of 7,883,368 ordinary shares of the Company, without express par value, whose issue value may also be lower than the accounting par value at the issue date, having regular dividend rights and the same features as the ordinary shares of the Company outstanding on the issue date, to service a public exchange offer on the saving shares of Banco di Sardegna S.p.A., which the Board of Directors may consider to launch after being granted the delegation.</i></p> <p><i>9. The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, for a period of five years from the date of the shareholders' meeting resolution, to resolve a paid capital increase, one or more time and in one or more tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 4, and/or Article 2441, paragraph 5, of the Italian Civil Code, for a maximum total amount equal to Euro 13,000,000.00, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code, by issue of a maximum number of 2,500,000 ordinary shares of the Company, without express par value, whose issue value may also be lower than the accounting par value existing at the relevant issue date, with regular dividend rights and the same characteristics as the ordinary shares of the Company outstanding at the issue date.</i></p>
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2 RIGHT OF WITHDRAWAL

The proposed amendment to BPER's by-laws does not fall within any of the cases of withdrawal under the by-laws and applicable law and regulatory provisions.

INTEGRAL TEXT AS AMENDED OF THE ARTICLES OF ASSOCIATION

FORMATION,

NAME, OBJECTS, DURATION AND REGISTERED

OFFICES

Article 1

1. The Company is called BPER Banca S.p.A., which can be abbreviated to "BPER Banca", and is the result of the transformation of Banca popolare dell'Emilia Romagna Società cooperativa, following the resolution of the Extraordinary Shareholders' Meeting on 26 November 2016, passed pursuant to arts. 29, paragraphs 2-bis and 2-ter, and 31 of Legislative Decree 385 of 1 September 1993. When using brands and logos, the

words that make up the name can be combined with each other, even in different ways. The Company can use, as brands and logos, names and/or trademarks used from time to time by itself and/or by companies that have been absorbed by it.

2. The Company is governed by the applicable legislation and the regulations contained in these articles of association.

Article 2

1. The Company's corporate objects include the taking of deposits and the provision of loans in their various forms, both directly and through subsidiary companies.

2. The Company pays particular attention to the enhancement of local resources in the areas where it is present through its own distribution network and that of the Group.

3. As the Parent Company of the "BPER Banca S.p.A." Banking Group, which can be abbreviated to "BPER Banca Group", as defined in art. 61 of Legislative Decree 385 of 1 September 1993, the Company carries out management and coordination activities and issues directives to the members of the Group for implementation of the instructions received from the Bank of Italy and other Supervisory Authorities in the interests of the Group's stability.

Article 3

1. The duration of the Company is fixed until 1 December 2100, and may be extended.

Article 4

1. The registered offices of the Company are in Modena. Subject to receipt of the required authorisations, the Company may open or close branches and representative offices in Italy and abroad.

SHARE CAPITAL, SHAREHOLDERS AND SHARES

Article 5

1. Share capital, fully subscribed and paid in, amounts to Euro 1,443,925,305 and is represented by 481,308,435 registered ordinary shares, with no nominal value.

2. If a share becomes the property of several persons, the joint ownership rights must be exercised by a common representative.

3. Within the limits established by current regulations, the Company, by resolution of the Extraordinary Shareholders' Meeting can issue categories of shares carrying different rights with respect to the ordinary shares, and may determine such rights, as well as financial instruments with equity or administrative rights.

4. All the shares belonging to the same category carry the same rights.

~~5. The Extraordinary Shareholders' Meeting of 3 September 2011 has granted to the Board of Directors, in accordance with art. 2420 ter of the Italian Civil Code, the power, which can be exercised within a maximum of five years from the date of the resolution: (i) to issue, in one or more tranches, bonds convertible into ordinary shares of the Company, for a total maximum amount at par of Euro 250,000,000.00, to be offered to those entitled to them; and, therefore, (ii) to increase the share capital for payment, in one or more tranches, also in separate issues, for a total maximum amount of Euro 250,000,000.00 including any share premium, irrevocably and exclusively to serve the conversion of these bonds, by issuing ordinary shares of the Company with regular dividend and voting rights and the same characteristics as the ordinary shares of the Company in circulation at the issue date.~~

65. Until the expiry of the deadline provided for by art. 1, paragraph 2-bis of Decree Law 3 of 24 January 2015, converted into Law 33 of 24 March 2015, and subsequent possible extensions and/or modifications, no one entitled to vote may vote, for any reason, for a quantity of the Company's shares in excess of 5% of the share capital with voting rights. To this end, account should be taken of the total shares held directly and indirectly, through subsidiaries, trust companies and intermediaries, and those for which the voting rights are assigned for any reason to someone other than the owner. No account is taken of shareholdings included in the portfolios of mutual funds. For the purpose of these Articles of Association, control takes place, also with regard to parties other than companies, in the cases foreseen in art. 23 of Legislative Decree 385 of 1

September 1993. In the event of violation of these provisions, any shareholders' resolutions may be challenged pursuant to art. 2377 of the Italian Civil Code, if the required majority was not reached without this violation. The shares for which voting rights cannot be exercised are not included in the count for the purpose of establishing whether there is a quorum to hold the General Meeting.

6. The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, to be exercised by 31 December 2019, to resolve a paid indivisible capital increase, with the exclusion of option rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a maximum total amount equal to Euro 171,708,624.00, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code, reserved for exclusive subscription to Fondazione di Sardegna, by issue of 33,000,000 ordinary shares of the Company, without explicit par value, whose issue value may also be lower than the accounting par value at the issue date, with regular dividend rights and the same features as the ordinary shares of the Company outstanding on the issue date, to be released in kind in a single instalment by contribution of 10,731,789 ordinary shares of Banco di Sardegna S.p.A..

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8. The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, to be exercised by 30 June 2020, to resolve a paid capital increase, one or more times and in one or more tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a maximum total amount equal to Euro 40,993,513.60, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code - also taking into account the exchange ratio between Banco di Sardegna S.p.A. saving shares and the newly issued ordinary shares of the Company - by issue of a maximum number of 7,883,368 ordinary shares of the Company, without express par value, whose issue value may also be lower than the accounting par value at the issue date, having regular dividend rights and the same features as the ordinary shares of the Company outstanding on the issue date, to service a public exchange offer on the saving shares of Banco di Sardegna S.p.A., which the Board of Directors may consider to launch after being granted the delegation.

9. The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, for a period of five years from the date of the shareholders' meeting resolution, to resolve a paid capital increase, one or more time and in one or more tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 4, and/or Article 2441, paragraph 5, of the Italian Civil Code, for a maximum total amount equal to Euro 13,000,000.00, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code, by issue of a maximum number of 2,500,000 ordinary shares of the Company, without express par value, whose issue value may also be lower than the accounting par

value existing at the relevant issue date, with regular dividend rights and the same characteristics as the ordinary shares of the Company outstanding at the issue date.

Article 6

1. The Company can ask, at any time and at its own expense, to the authorised intermediaries, through a centralised management company, the identification data of shareholders who have not expressly prohibited communication of the same, together with the number of shares registered on their accounts.
2. If the same request is made by shareholders, the provisions of current legislation apply, also with reference to the minimum shareholding for the submission of the application, with costs equally shared between the Company and its applicant shareholders, where not otherwise determined by law.

Article 7

1. Withdrawal is only allowed in the cases envisaged by law, except in cases of extension of the duration of the Company and the introduction or removal of restrictions on the circulation of shares.
2. The provisions currently in force apply to the redemption of the shares held by the withdrawing shareholder.

OPERATIONS OF THE COMPANY

Article 8

1. In order to achieve its corporate objects, the Company, directly or through its subsidiaries, may in compliance with current regulations carry out all permitted banking and financial operations and services, as well as all other operations that are useful or in any case related to the achievement of its objects.
2. The Company may issue bonds, including those convertible into shares, in compliance with the applicable legislation.

CORPORATE BODIES OF THE COMPANY

Article 9

1. Having regard for the duties imposed by law and the following provisions, the corporate functions are carried out by:
 - a) the Shareholders' Meeting;
 - b) the Board of Directors;
 - c) the Chairman of the Board of Directors;
 - d) the Executive Committee;
 - e) the Chief Executive Officer;
 - f) the Board of Statutory Auditors;
 - g) General Management.

SHAREHOLDERS' MEETING

Article 10

1. The shareholders meet in ordinary or extraordinary session.
2. Meetings are held at the location specified in the notice of meeting, on condition that this is in Italy.
3. The Meeting is held at a single calling. However, the Board of Directors can decide to call a Meeting at first, second or - for Extraordinary Shareholders' Meetings only - also at third calling. This decision has to be disclosed in the notice of calling.
4. The meetings are valid if held using remote communications systems, if this is provided for in the notice of calling, on condition that the identity of the persons entitled to attend is assured and that all participants are able to intervene in real time in discussions about the matters on the agenda, as well as to vote on the resolutions. In any case, the Chairman and the Secretary must be present at the place indicated in the notice of calling, and the meeting is deemed to be held in that place.
5. The Shareholders' Meeting is called by the Board of Directors, through a notice of calling, within the time-scale and manner established by current regulations, via the publication of a notice on the Company's web site and in the daily newspapers "Il Sole 24 Ore" and "QN Quotidiano Nazionale". The Meeting may also be

called by the Board of Statutory Auditors, or by at least 2 (two) Statutory Auditors, in the circumstances established by law.

6. The Board of Directors must call a Shareholders' Meeting, without delay, on receipt of written application by sufficient shareholders that on the date of the request represent, individually or jointly, the minimum amount of capital for this purpose required by law. The application must be accompanied by the deposit of the certificates of participation in the centralised share management system, confirming the applicants' right to make such a request.

7. On the basis, with the timing and within the limits established by law, members representing, individually or jointly, the minimum capital required for this purpose by current regulations may, by written request, ask to integrate the list of matters to be discussed at the Shareholders' Meeting, specified in the notice of calling, or to submit proposed resolutions on matters already on the agenda. The application must be accompanied by the deposit of a copy of the communications of the authorised intermediaries, confirming the applicants' right to make such a request. Adding to the list of matters to be discussed pursuant to this paragraph cannot include matters for which, by law, the Meeting adopts resolutions based on a proposal from the directors, or based on a draft or a report prepared by them.

Article 11

1. The Ordinary Shareholders' Meeting must be called at least once each year, within 120 (one hundred and twenty) days of the end of the financial year.

2. The Ordinary Shareholders' Meeting:

- on the reasoned proposal of the Board of Statutory Auditors, appoints the Independent Auditors from among the registered auditing firms, determines their fees and any criteria for fee adjustments during their period of office; can, under certain circumstances, revoke their appointment, having consulted with the Statutory Auditors;
- determines, in accordance with applicable legal and regulatory requirements, the remuneration payable to the directors. The remuneration of directors that perform special duties pursuant to the articles of association is established by the Board of Directors, having heard the opinion of the Board of Statutory Auditors;
- determines the fees payable to the Statutory Auditors;
- approval of the remuneration policies in favour of the bodies with supervisory, management and control functions and the staff;
- approves any remuneration plans based on the use of financial instruments;
- approves the criteria for calculating any special remuneration to be awarded in the event of early termination of employment or stepping down ahead of schedule, including the limits set on such remuneration in terms of the number of years of the fixed portion of remuneration and the maximum amount that derives from applying these criteria;
- has the power to resolve, with qualified majorities required by current supervisory regulations, a ratio between the variable and fixed element of individual staff remuneration higher than 1:1, but not exceeding the maximum established in such regulations;
- can appoint an Honorary Chairman from among those - not necessarily members of the Board of Directors - who have made a significant contribution to the Company's prestige and development. The position of Honorary Chairman is not remunerated;
- resolves on all other matters reserved for it by law.

3. The Extraordinary Shareholders' Meeting resolves on all matters reserved for it by law.

4. Persons who have the right to vote are entitled to attend the Meeting if the Company has received, by the legal deadline, communication from the authorised intermediary certifying this right.

5. Each ordinary share carries the right to one vote, notwithstanding art. 5, paragraph 6.

6. Those who have the right to vote may be represented at the Meeting in compliance with the applicable regulations. The proxy can be notified electronically through the use of the appropriate section of the Company's website or by e-mail, as indicated in the notice of calling.

7. Postal voting is not allowed.

8. In accordance with current regulations, the Board of Directors can allow votes to be cast before and/or during the Shareholders' Meeting, without requiring the physical presence of the person or their proxy, through the use of electronic devices in ways to be communicated in the notice of calling of the Shareholders' Meeting, such as to ensure the identification of those who have the right to vote and security of communications.

9. Members of the Board of Directors may not vote on resolutions regarding their responsibility for actions.

Article 12

1. As regards the quorum needed to constitute a General Meeting, current regulations apply.

Article 13

1. The Meeting is chaired by the Chairman of the Board of Directors or by his alternate pursuant to the articles of association or, failing this, by the person elected by those present. The Chairman of the Meeting checks that the Meeting is quorate, verifies the identity and rights of those present, moderates the business conducted and determines the results of voting.

2. Except when the minutes of the Meeting are drawn up by a notary pursuant to art.16 paragraph 2, the Secretary of the Ordinary Meeting is the Secretary of the Board of Directors or, if absent, another shareholder appointed by the Meeting.

3. The Chairman selects 2 (two) or more scrutineers from among those present.

Article 14

1. For shareholders' resolutions to be valid, current legal regulations shall apply, without prejudice to arts. 18, 19, 20, 32, 33 and 34.

Article 15

1. If discussion of the agenda is not completed in one session, the Chairman may adjourn the Meeting for not more than eight days by making a declaration to those present, without any need for further notice to be given.

2. In the second session, the Meeting is quorate and adopts resolutions with the same majorities that were applied to establish the quorum and the validity of the resolutions for the Meeting that is being continued.

Article 16

1. The resolutions adopted at the Meeting must be recorded in the minutes, prepared by the Secretary, that are signed by the Chairman, the Secretary and the scrutineers, if appointed.

2. In the circumstances required by law and when considered appropriate by the Chairman, the minutes are taken by a notary appointed by the Chairman, who acts as Secretary to the Meeting.

3. The Minute Book of the Meetings and extracts from it, the conformity of which is certified by the Chairman or authenticated by a notary, represent evidence of the business and the resolutions adopted at the Meetings.

BOARD OF DIRECTORS

Article 17

1. The Board of Directors comprises 15 (fifteen) directors elected at the Meeting.

2. The members of the Board of Directors remain in office for three years and their mandate expires on the date of the Meeting called to approve the financial statements for the last year of their appointment. They can be re-elected.

3. The composition of the Board of Directors has to ensure gender balance in accordance with current regulations.

Article 18

1. The members of the Board of Directors are elected from lists presented by the members and/or the Board of Directors in which the candidates are listed with a progressive number.
2. The presentation of lists by members has to satisfy the following requirements:
 - a) the list, has to be presented by members who separately or together hold BPER shares representing not less than 1% of the share capital represented by ordinary shares, or any other lower percentage established by current regulations. Ownership of the minimum shareholding is calculated with regard to the shares registered on the day when the list is filed at the Company;
 - b) the list must contain a number of candidates not higher than the number of directors to be elected,
 - c) the list that contains a number of candidates equal to or higher than three, must present a number of the less represented gender to ensure that the list complies with the gender balance at least to the minimum extent required by law, rounding up to the next unit in the event of a fractional number;
 - d) the list must present at least a third of candidates, who meet the independence requirements established by art. 148, paragraph 3, of Legislative Decree 58 dated 24 February 1998, as well as any other legislative requirements that are currently applicable (the "Independence Requirements"), rounding up to the next unit in the event of a fractional number;
 - e) the list must be filed at the Company's registered offices within the terms and methods established by current regulations.
 - f) together with the list, the presenting members must file at the registered offices of the Company all of the documents and declarations required by law, and in any case: (i) the declarations from each candidate accepting their candidature and confirming, under their own responsibility, the absence of reasons for which they cannot be elected or other incompatibilities, and that they meet the requirements for appointment established by these Articles of Association and by current regulations and whether they meet the Independence Requirements; (ii) a full description of the personal and professional characteristics of each candidate, with an indication of the directorships and audit appointments held in other companies; (iii) information on the identity of the members presenting the lists, indicating their percentage shareholding, to be confirmed according to the terms and methods established by current regulations.
3. The status of candidate belonging to the less represented gender and that of candidate that satisfies the Independence Requirements can be combined in the same person.
4. The lists submitted without complying with the above terms and conditions will be considered as not submitted and will not be admitted to the vote.
5. Any irregularities on the list that relate to individual candidates only entail the exclusion of the candidate(s) concerned.
6. Each member may not present or contribute to the presentation of more than a list of candidates, even if through a third party or through a trust company; a similar requirement applies for members belonging to the same group - meaning the parent company, its subsidiaries and the companies subject to joint control - or who are parties to a shareholders' agreement regarding the shares of the Company. In the event of non-compliance, signature is ignored in relation to all lists.
7. Each candidate may only appear on one list or, otherwise, will be ineligible for election.
8. The presentation of a list by the Board of Directors has to satisfy the following requirements:
 - a) the list must indicate a number of candidates equal to the number of directors to be elected.
 - b) the list must be filed and made public in the manner provided by current regulations on the publication of regulated information, at least five days before the deadline for filing lists by shareholders under current regulations;
 - c) presentation of the list must be approved by the Board of Directors by an absolute majority of its members currently in office;
 - d) paragraph 2 letter c), letter d) and letter f) points (i) and (ii), and paragraph 3, shall apply to the

presentation of the list by the Board of Directors.

Any list presented that does not comply with the above terms and procedures is considered as though it had not been presented and is not admitted to voting.

9. Persons entitled to vote cannot vote more than one list of candidates, even if through an intermediary or through trust companies.

10. None of this prejudices any other, different requirements under current regulations concerning the basis and timing for the presentation and publication of lists.

Article 19

1. The procedure for the election of the Board of Directors is described below.

2. If more than one list is validly presented, the following provisions apply.

2.1. Account is taken, in terms of the number of votes received, of the first list (the "Majority List") and of the second list that is not connected in any way, even indirectly, with the first one (the "Junior Minority List") and their votes are placed in relation to each other:

a) if the ratio between the total number of votes obtained by the Junior Minority List and the total number of votes obtained by the Majority List is less than or equal to 15%, 14 (fourteen) directors are taken from the Majority List and 1 (one) director is taken from the Junior Minority List;

b) if the ratio between the total number of votes obtained by the Junior Minority List and the total number of votes obtained by the Majority List is greater than 15% and lower than or equal to 25%, 13 (thirteen) directors are taken from the Majority List and 2 (two) directors are taken from the Junior Minority List;

c) if the ratio between the total number of votes obtained by the Junior Minority List and the total number of votes obtained from the Majority List is more than 25%, 12 (twelve) directors are taken from the Majority List and 3 (three) directors are taken from the Junior Minority List.

2.2. If the Majority List presents fewer candidates than those assigned to it based on the application of the mechanism referred to in the previous paragraph, the following are elected:

(i) all of the candidates on the Majority List;

(ii) the candidates on the Junior Minority List needed to complete the Board of Directors, in the sequence shown on the list.

Where it is not possible to complete the Board of Directors in the manner described above, due to the fact that the Majority List and the Junior Minority List present fewer candidates than the number required, the following procedure applies: if the other lists, other than the Majority List and the Junior Minority List, have obtained a total of at least 15% of the votes expressed at the Meeting, directors required to complete the Board of Directors are taken from these other lists, placed in a single ranking by number of votes received, starting with the list with the highest number of votes and moving down a sliding scale to the subsequent lists when the candidates on the preceding lists by number of votes run out.

In all cases where it is not possible to complete the Board of Directors by following the above instructions, the Meeting expresses itself on candidates submitted by the shareholders directly at the Meeting, who are then voted individually: the candidates who receive the highest number of votes are elected, up to the total number of directors still to be elected.

2.3 . In the event of a tie between lists or candidates, the Meeting holds a ballot in order to establish a ranking for the candidates on these lists.

2.4. If, at the end of voting as per paragraphs 2.1, 2.2 and 2.3, a number of Board members belonging to the less represented gender and/or directors who satisfy the Independence Requirements are not elected to ensure the presence on the Board of Directors of the related minimum number of directors, as many elected candidates as necessary have to be excluded, replacing them with qualifying candidates from the same list as the candidate to be excluded, according to the order in which they are listed. Substitutions take place first for the less represented gender and then those who satisfy the Independence Requirements. In both cases, this substitution mechanism is applied firstly, in sequence, to the lists that have not contributed a Director who

meets the requirement in question, starting with the one that received the most votes. If this is not sufficient or if all lists have contributed at least one Director who meets the requirement in question, the substitution is to be applied, in sequence, to all lists, starting with one that received the most votes. Within the lists, the substitution of candidates to be excluded is applied starting from the candidates with the highest progressive number. The substitution mechanisms mentioned so far do not apply to lists that presented less than three candidates.

2.5. If, even by applying these substitution mechanisms, it is not possible to complete the minimum number of Board members belonging to the less represented gender and/or directors who meet the Independence Requirements, the Meeting has to elect the missing directors by expressing itself on candidates submitted by members directly at the Meeting who are put to the vote individually: candidates belonging to the less represented gender and/or meeting the Independence Requirements, who receive the highest number of votes will be elected, up to the total number of directors still to be elected. In this case, the substitutions apply, in sequence, to each of the lists, starting from the one that received the most votes and, within the lists, starting from the candidates with the highest progressive number.

3. If only one valid list is presented, all the directors are taken from that list, until all the candidates on it have been used up. Where it is not possible to complete the Board of Directors in this way, the Meeting expresses itself on candidates submitted by shareholders directly at the Meeting, who are put to the vote individually: the candidates who receive the highest number of votes are elected, up to the total number of directors still to be elected. In the event of a tie between various candidates, the Meeting holds a second ballot to establish how they are to be ranked.

4. If no list is validly presented, the Meeting expresses itself on candidates submitted by shareholders directly at the Meeting, who are put to the vote individually: the candidates who receive the highest number of votes are elected, up to the total number of directors to be elected.

4.1. In the event of a tie between various candidates, the Meeting holds a second ballot to establish how they are to be ranked.

5. If, at the end of voting as per paragraphs 3 and 4, a number of Board members belonging to the less represented gender and/or directors who satisfy the Independence Requirements have not been elected to ensure the presence on the Board of Directors of the related minimum number of directors, as many elected candidates as necessary have to be excluded, replacing those that received the least votes – and, in the case of paragraph 3, and if still necessary, to those with the highest sequential number on the list – with the first candidates not elected who meet the requirements. Substitutions take place first for the less represented gender and then those who satisfy the Independence Requirements. If, even by applying this substitution mechanism, it is not possible to complete the number of directors to be elected, the Meeting has to elect the missing directors expressing itself on candidates proposed by shareholders at the Meeting, who are put to the vote individually: candidates belonging to the less represented gender and/or meeting the Independence Requirements, who receive the highest number of votes will be elected, up to the total number of directors still to be elected.

6. All of the candidates proposed directly at the Meeting in accordance with the preceding paragraphs have to submit the documentation laid down in art. 18 paragraph 2 letter f).

7. Significant relationships are those identified by the applicable provisions of Legislative Decree 58 of 24 February 1998 and the Regulations implementing Consob Resolution 11971 of 14 May 1999.

Article 20

1. If, during the year, one or more directors are no longer available, they are to be replaced according to the following provisions.

2. If the Director who is no longer available was taken from the list that obtained the highest number of votes, the Board of Directors, with the approval of the Board of Statutory Auditors, replaces him by choosing the Director to be co-opted from among persons not on the same list, making sure that the person chosen

belongs to the less represented gender and/or meets the Independence Requirements if, as a result of the termination, there is no longer the required minimum number of directors.

2.1. The co-opted Director shall remain in office until the next Shareholders' Meeting, which will then replace the director who is no longer available.

2.2. The Meeting in this case votes without any list restriction, based on candidates who are put to the vote individually: the candidate who receives the most votes gets elected.

2.3. Candidates can be nominated, in addition to the Board of Directors, by members who, individually or jointly, hold at least one-fifth of the share capital, as required to submit a list for the election of the Board of Directors. Ownership of the minimum shareholding for participation is calculated with regard to the shares registered on the day when the application is filed with the Company.

2.4. Each member can not present or contribute to the presentation of more than one candidate for each substitution, even if through a third party or through a trust company; a similar requirement applies for members belonging to the same group - meaning the parent company, its subsidiaries and the companies subject to joint control - or who are parties to a shareholders' agreement regarding the shares of the Company. In the event of non-compliance, signature is ignored in relation to all candidatures.

2.5. The candidature, signed by the person or persons presenting the candidate, must indicate the name of the candidate and has to be filed at the Company's registered offices by the deadline provided by law for the submission of lists of candidates for the election of the Board of Directors, together with any documentation and declaration required by law, and in any case: (i) the declarations from each candidate accepting their candidature and confirming, under their own responsibility, the absence of reasons for which they cannot be elected or other incompatibilities, and that they meet the requirements for appointment established by these Articles of Association and by current regulations and whether they meet the Independence Requirements; (ii) a full description of the personal and professional characteristics of each candidate, with an indication of the directorships and audit appointments held in other companies; (iii) information on the identity of the members presenting the candidate, indicating their percentage shareholding, to be confirmed according to the terms and methods established by current regulations.

2.6. If, as a result of the termination, there is no longer the required minimum number of directors belonging to the less represented gender and/or directors who meet the Independence Requirements, having the required status is a condition of the candidate's eligibility.

2.7. Candidatures submitted without complying with the above terms and conditions will be considered as not submitted and will not be admitted to the vote.

2.8. If no candidature is submitted by the set deadline, the Meeting decides on the basis of the candidates proposed by the members directly at the Meeting, who are put to the vote individually: the candidate who receives the highest number of votes gets elected, making sure that the person chosen belongs to the less represented gender and/or meets the Independence Requirements if the required minimum number of directors has to be made up. Candidatures are to be presented in accordance with the rules laid down in paragraph 2.4 and have to be accompanied by the documentation mentioned in paragraph 2.5. Candidatures submitted without complying with the above conditions will be considered as not submitted and will not be admitted to the vote.

3. If the Director who has terminated was taken from a different list than the one that came first by number of votes obtained, he is replaced by the first unelected candidate, according to the progressive numbering on the list of origin of the terminated director, who complies with the provisions of paragraph 3.1 and belongs to the less represented gender and/or meets the Independence Requirements if the required minimum number of directors has to be made up.

3.1. Within the period fixed by the Board of Directors, the candidate must file at the Company's registered offices a declaration in which he renews his acceptance of the office, confirming the absence of grounds for ineligibility or incompatibility and that the requirements prescribed for the office by legislation and by the

articles of association are met, and provides information on the administration and control positions currently held in other companies. If the candidate concerned fails to do so, the next unelected candidate takes over, according to the progressive numbering of the list, and so on.

3.2. If, for any reason, replacement is not possible according to the mechanism referred to in paragraphs 3 and 3.1, the Meeting votes on the replacement, on the basis of candidates who are put to the vote individually: the candidate who receives the highest number of votes gets elected, making sure that the person chosen belongs to the less represented gender and/or meets the Independence Requirements if the required minimum number of directors has to be made up.

3.3. In the case referred to in paragraph 3.2, candidatures are to be presented in accordance with the rules laid down in paragraph 2.4, by the deadline foreseen in paragraph 2.5 and have to be accompanied by the documentation mentioned in paragraph 3.2. Candidatures submitted without complying with the above terms and conditions will be considered as not submitted and will not be admitted to the vote.

3.4. If no candidature is submitted in accordance with paragraph 3.3 by the deadline foreseen in paragraph 2.5, the Meeting votes on the substitution on the basis of candidates proposed by the members directly at the Meeting, who are put to the vote individually: the candidate who receives the highest number of votes gets elected, making sure that the person chosen belongs to the less represented gender and/or meets the Independence Requirements if the required minimum number of directors has to be made up.

3.5. In the circumstances described in paragraph 3.4, the candidatures are to be presented in accordance with the rules laid down in paragraph 2.4 and have to be accompanied by the documentation mentioned in paragraph 2.5. Candidatures submitted without complying with the above terms and conditions will be considered as not submitted and will not be admitted to the vote.

4. The directors taking over each assume the residual period of office of the person they replaced.

5. If, due to resignations or other causes, more than half of the directors are no longer available prior to the end of their term of office, the entire Board of Directors has to resign and a Shareholders' Meeting called to make the new appointments. The Board will remain in office until the Shareholders' Meeting has passed a resolution to reconstitute it. The new Directors so appointed shall hold office for the remaining term of office of their predecessors.

Article 21

1. The members of the Board of Directors must meet the requirements established by current law, otherwise they cannot be elected or, if they subsequently fail to meet the requirements, they will fall from office.

2. At least 5 (five) directors must also meet the Independence Requirements specified in art. 18 above. It is up to the Board of Directors to define the parameters for assessing whether the relationships maintained by directors are likely to compromise their independence in the light of current legislation.

3. If a director no longer meets the Independence Requirements or other requirements foreseen under current law, providing they do not envisage ineligibility or forfeiture, this does not automatically lead to his forfeiture, if there is still the required minimum number of directors who meet them.

Article 22

1. The Board of Directors elects from among its number the Chairman and between 1 (one) and 3 (three) Deputy Chairmen who remain in office until the end of their mandate as directors.

2. The Board of Directors sets up the committees provided for by law and by current supervisory provisions, as well as any other committees that are deemed appropriate, establishing their composition, powers and rules of operation.

3. The Board of Directors appoints a Secretary who meets the requirements of experience and professionalism, chosen from among its members or the managers of the Company.

4. If an Honorary Chairman is appointed by the Shareholders' Meeting without being a director, he can take part in meetings of the Board of Directors in a consultative role without any right to vote. He can also take part in Shareholders' Meetings.

5. The Board of Directors can entrust the Honorary Chairman with assignments to represent the Company at cultural, scientific and charitable events. Such assignments are not remunerated.

Article 23

1. Without prejudice to the other reasons for ineligibility or loss of office established by law, the following persons cannot be members of the Board of Directors:

- employees of the Company, unless they are members of General Management;
- the directors, employees or members of supervisory committees, commissions or bodies of competing banks or companies, unless the Company holds investments in such banks or companies, whether directly or via companies that are members of the Banking Group.

Article 24

1. Board meetings are called by the Chairman. Meetings are usually called once every month; exceptionally, a Board meeting can be called every time considered necessary by the Chairman, as well as when and in writing at least one third of the directors, or by the Chief Executive Officer. The Board of Directors may be convened also by the Board of Statutory Auditors, or, following written communication to the Chairman of the Board of Directors, individually by each Serving Auditor.

2. The Board of Directors meets in Modena at the registered offices or, exceptionally, elsewhere in Italy.

3. Meetings of the Board of Directors can be held using remote communications systems, on condition that the identity of the persons entitled to attend is assured and all participants are able to intervene in real time in discussions about the matters on the agenda, as well as being able to see, receive and transmit documents. In any case, at least the Chairman and the Secretary must be present at the place where the meeting of the Board of Directors was called, which is where the meeting is deemed to be held.

4. Meetings are called by a notice sent to the domicile of each director at least three days prior to the date set for the meeting. This notice period may be waived in urgent cases.

5. Notice of the meeting must also be sent to the Serving Statutory Auditors on the same basis and timing.

6. Meetings are chaired by the Chairman. They are quorate if attended by an absolute majority of the Serving members. The General manager takes part in them.

Article 25

1. Votes are cast by members of the Board of Directors on a public basis.

2. Resolutions are adopted by a majority of the votes cast by those present.

3. In the event of a tie, the chairman of the meeting has a casting vote.

Article 26

1. The business and the resolutions adopted by the Board are documented in minutes that are recorded in a Minute Book and signed by the Chairman and the Secretary.

2. This Minute Book and extracts from it, certified as authentic by the Chairman and the Secretary, provide evidence of the business and the resolutions adopted by the Board.

Article 27

1. The Board exercises the widest powers of ordinary and extraordinary administration of the Company, except for those that must be exercised at the Shareholders' Meeting.

2. Pursuant to art. 2365, paragraph 2, of the Italian Civil Code, the Board of Directors is authorised to approve mergers in the situations envisaged by arts. 2505 and 2505-bis of the Italian Civil Code, as well as any changes needed to align the Articles of Association with regulatory requirements.

3. Without prejudice to the responsibilities that under current legislation cannot be delegated, the following decisions are the sole prerogative of the Board of Directors:

- determining general operating guidelines and criteria for the coordination and management of Group Companies, as well as for the implementation of instructions received from the Bank of Italy and other Supervisory Authorities in the interests of the Group's stability;
- definition of general guidelines, strategies, policies, processes, models, plans and programmes that the

provisions of the Bank of Italy and the other Supervisory Authorities assign to the body that has the function of strategic supervision;

- the strategic direction, strategic transactions and financial and business plans;
- the purchase and disposal of equity investments that represent a controlling and/or significant interest;
- the approval and amendment of internal regulations governing the functioning of the Board of Directors, the Executive Committee and the other Board committees;
- the approval and amendment of the deed governing the process of adopting and distributing internal regulations and other internal regulatory documents that this deed qualifies as particularly important;
- the appointment and dismissal of the Chairman and Deputy Chairmen;
- the appointment from among its number of an Executive Committee and any other committees needed for the operations of the Bank, determining the members, their duties and how they will operate;
- the appointment of the Chief Executive Officer, granting, modifying and/or revoking the powers granted to him;
- the appointment and dismissal of the General manager;
- the appointment and dismissal of the heads of the functions that the provisions of the Bank of Italy and the other Supervisory Authorities assign to the body that has the function of strategic supervision, and the appointment and dismissal of the Manager responsible for preparing the Company's financial reports;
- mergers in the situations envisaged by arts. 2505 and 2505-bis of the Italian Civil Code;
- any alignment of the articles of association with regulatory requirements.

4. Without prejudice to the obligations laid down in art. 2391 of the Italian Civil Code, the directors, at meetings of the Board of Directors and, in any case, at least every three months, report to the Board of Statutory Auditors on the activities performed and on the principal economic, financial and capital transactions carried out by the Company and its subsidiaries.

5. Such reports by the Board of Directors to the Board of Statutory Auditors outside of Board meetings are made in writing by the Chairman of the Company to the Chairman of the Board of Statutory Auditors.

CHAIRMAN OF THE BOARD OF DIRECTORS

Article 28

1. The Chairman of the Board of Directors performs the functions required by current regulations, facilitating the governance of the Bank and promoting the effective and balanced functioning of the powers allocated to the various corporate bodies, as well as acting as point of reference for the Board of Statutory Auditors, for the managers of internal control functions and for internal committees.

2. The Deputy Chairmen, based on their seniority of appointment, replace the Chairman in all his functions, if absent or unavailable. If seniority of appointment is the same, replacement is based on order of age.

3. If the Chairman and the Deputy Chairman are all absent or unavailable, the related functions are performed by the Chief Executive Officer or otherwise by the eldest director.

EXECUTIVE COMMITTEE

Article 29

1. The Board of Directors appoints an Executive Committee ranging from a minimum of 3 (three) to a maximum of 5 (five) directors. The Committee is chaired by a member designated by the Board of Directors; the CEO forms part of it by right. The General Manager takes part in meetings of the Executive Committee.

2. The Chairman of the Board of Directors takes part in meetings of the Executive Committee, without any right to vote and without being able to make proposals.

3. The Executive Committee is vested with management of the Company, with attribution to it, through delegation by the Board of Directors, of all powers that are not reserved by law or the Articles of Association to the exclusive collective competence of the Board, except for those that the latter has delegated to the CEO or to members of General Management.

4. The Executive Committee is called by the Chairman, generally at least once a month. The provisions

applicable to the Board of Directors, as contained in article 24, paragraphs 2 (meeting place), 3 (methods of conducting meetings), 4 and 5 (calling), 6 (quorum), as well as articles 25 (resolutions) and 26 (minutes and extracts), also apply to the Executive Committee.

5. The Chairman of the Executive Committee normally provides information on its activities at the next meeting the Board of Directors.

6. The functions of Secretary of the Executive Committee are performed by the Secretary of the Board of Directors.

CHIEF EXECUTIVE OFFICER

Article 30

1. The Board appoints a CEO from among its members.

2. The CEO supervises the Company's management, in accordance with the general strategic guidelines established by the Board of Directors; implements the resolutions of the Board of Directors and Executive Committee; makes sure that the organisational, administrative and accounting structure and internal control system are appropriate to the size and nature of the Company and suitable to provide a true and fair view of its operating performance; is entitled to propose, as part of the powers assigned to the CEO, resolutions to be decided by the Board of Directors and the Executive Committee; exercises the other powers delegated to the CEO by the Board of Directors.

3. In urgent cases, the Chief Executive Officer can decide on any matter normally decided by the Board of Directors, after hearing the opinion of the Chairman of the Board of Directors, except for those that by law or the Articles of Association have to be decided by the Board of Directors on a collegiate basis. The decisions taken under these circumstances have to be reported to the Board of Directors at the next meeting. In the event that the CEO is absent or unavailable, this power may be exercised by the Chairman of the Board of Directors, on the binding proposal of the General Manager.

4. The CEO reports to the Board of Directors, normally on a monthly basis, on the company's performance and, on a quarterly basis, on how he has exercised the powers attributed to him.

BOARD OF STATUTORY AUDITORS

Article 31

1. The Meeting appoints 7 (seven) Statutory Auditors, comprising 5 (five) Serving members, including the Chairman, and 2 (two) Alternate members.

2. Without prejudice to the specific requirements of professionalism set by law, the Chairman of the Board of Statutory Auditors must have at least five years' experience in the audit of companies in the banking, investment or financial sector.

3. The Statutory Auditors must meet the requirements, also of independence, established by current law to perform their duties, otherwise they cannot be elected or, if they subsequently fail to meet the requirements, they will fall from office.

4. The limits on the accumulation of directorships and audit appointments laid down by current regulations apply to the Statutory Auditors. In any case, the Statutory Auditors may not hold positions in bodies other than control bodies in other companies of the Group or in which the Company holds, directly or indirectly, a strategic investment, as defined by the Supervisory Authority.

5. The Statutory Auditors remain in office for three years and their mandate expires on the date of the Meeting called to approve the financial statements for the last year of their appointment; they are re-eligible.

6. The Chairman and the Serving members of the Board of Statutory Auditors are entitled to receive the annual remuneration approved at the Shareholders' Meeting throughout their entire period in office.

7. The composition of the Board of Statutory Auditors has to ensure gender balance in accordance with current regulations.

Article 32

1. The election of the members of the Board of Statutory Auditors is made on the basis of the lists presented

by the shareholders.

2. The lists of candidates, which is split into two sections, one for the candidates for the position of Serving Auditor and one for the candidates for the position of Alternate Auditor, has to have the same number of candidates as the number of Statutory Auditors that to be elected. In each section, the candidates are listed with a progressive number. At least the first two candidates for the position of Serving Auditor and at least the first candidate for the position of Alternate Auditor contained in the respective sections of the list have to be enrolled in the register of auditors and have practised the profession of auditing for not less than three years.

3. Each section of the list must have a number of candidates of the less represented gender to ensure, within the same section, that the list complies with the gender balance at least to the minimum extent required by law, rounding up to the next unit in the event of a fractional number.

4. The list must be presented by shareholders who, individually or collectively, hold at least 0.50% of the share capital represented by ordinary shares, or a lower percentage established by current regulations. Ownership of the minimum shareholding is calculated with regard to the shares registered on the day when the list is filed at the Company. Each shareholder can not present or contribute to the presentation of more than one list; a similar requirement applies for members belonging to the same group - meaning the parent company, its subsidiaries and the companies subject to joint control - or who are parties to a shareholders' agreement regarding the shares of the Company. In the event of non-compliance, signature is ignored in relation to all lists.

5. The lists of candidates, signed by the members presenting them, must be filed at the Company's registered offices within the terms and methods laid down in current regulations. They must be accompanied by all documents and statements required by law and in any case: (i) declarations from each candidate accepting their candidature and confirming, under their own responsibility, that there are no reasons for which they cannot be elected or other incompatibilities, and that they meet the requirements for appointment established by law or in these Articles of Association; (ii) a full description of the personal and professional characteristics of each candidate, with an indication of the directorships and audit appointments held in other companies; and (iii) information relating to the identity of the presenting members with an indication of the percentage of shares held, to be certified as required by law.

6. If only one list is filed by the deadline or only lists presented by shareholders who are associated with each other, the Company promptly publishes this information with the methods laid down in current regulations; in this case, it is possible to present lists up to the third day subsequent to the deadline mentioned in paragraph 5, and the required number for presentation specified in the paragraph 4 is halved. None of this prejudices any other, different requirements under current regulations concerning the basis and timing for the presentation and publication of lists.

7. The lists submitted without complying with the above terms and conditions will be considered as not submitted and will not be admitted to the vote.

8. Any irregularities on the list that relate to individual candidates only entail the exclusion of the candidate(s) concerned.

9. Each candidate may only be included on one list or, otherwise, will be ineligible for election.

10. Candidates not meeting the requirements established by law and the Articles of Association cannot be elected or, if elected, their appointment will lapse.

11. All persons entitled to vote can not vote more than one list of candidates, even if through an intermediary or through trust companies.

Article 33

1. The procedure for the election of the Board of Statutory Auditors is described below.

2. If more than one list is validly presented, the following provisions apply.

2.1. Four Serving Statutory Auditors and one Alternate Statutory Auditor are taken from the list that obtained

the highest number of votes, in the order that they are listed in each section.

2.2. The Chairman of the Board of Statutory Auditors and one Alternate Statutory Auditor are taken from the list that obtained the second highest number of votes, providing this list is not related, directly or indirectly, with the members who presented or voted the list with the highest number of votes, in the order that they are listed in each section. Significant relationships are those identified by the applicable provisions of Legislative Decree 58 of 24 February 1998 and the Regulations implementing Consob Resolution 11971 of 14 May 1999.

2.3. In the event of a tie between lists, the Meeting holds a second ballot.

2.4. If, after voting has taken place, the minimum number of Statutory Auditors belonging to the less represented gender has not been elected, the Meeting has to exclude the elected candidate belonging to the overrepresented gender, who has the highest number on the list that obtained the highest number of votes, replacing that person with the non-elected candidate belonging to the less represented gender on the same list.

2.5. If, even by applying this replacement mechanism, it is not possible to complete the minimum number of Statutory Auditors belonging to the less represented gender, the Meeting provides for the election of the missing Statutory Auditors on the basis of candidates proposed by members at the Meeting. To this end, the candidates are put to the vote individually and the candidates who receive the highest number of votes are elected, up to the total number of directors to be elected. Substitutions are made from the most voted list, and within the sections of the lists, from the candidates with the highest progressive number.

3. If only one list is presented, all Auditors are taken from that list.

4. If no valid list is presented, or the number of Statutory Auditors to be elected has not been reached, the missing Statutory Auditors are elected on the basis of candidates proposed by the members at the General Meeting. To this end, the candidates are put to the vote individually and the candidates who receive the highest number of votes are elected, up to the total number of Statutory Auditors to be elected.

4.1. In the event of a tie between various candidates, the Meeting holds a second ballot among the candidates.

5. The Meeting must take care to express the minimum number of Serving and Alternate Statutory Auditors belonging to the less represented gender also in the cases provided for in paragraphs 3 and 4.

6. Without prejudice to the provisions of paragraph 3 and 4, application of the above provisions must in all cases result in at least one Serving Auditor and one Alternate Auditor being elected by minority shareholders who are not associated, directly or indirectly, with the shareholders that presented or voted for the list that obtained the highest number of votes.

7. The candidates submitted by members at the General Meeting pursuant to paragraphs 2.5 and 4 must be accompanied by the documentation mentioned in article 23 paragraph 5.

Article 34

1. If the Chairman of the Board of Statutory Auditors ceases to serve, the Alternate Auditor taken from the same list as the former Chairman takes office until the number of auditors on the Board has been replenished pursuant to art. 2401 of the Italian Civil Code.

2. If a Serving Auditor is no longer available, the Alternate Statutory Auditor from the same list takes over. The new Serving Auditor remains in office until the next Shareholders' Meeting, which has to replenish the number of members of the Board of Statutory Auditors.

3. If the Meeting has to appoint replacement Serving and/or Alternate Auditors to the Board of Statutory Auditors, pursuant to paragraph 2 or legal requirements, the procedure is as follows.

4. If Auditors taken from the list that came first by number of votes must be replaced, the Shareholders' Meeting votes without any list restriction, based on candidates who are put to the vote individually: the candidate who receives the most votes gets elected.

4.1. Candidates may be submitted by members who are entitled to submit a list for the election of the Board

of Statutory Auditors, in accordance with current regulations. Ownership of the minimum shareholding for participation is calculated with regard to the shares registered on the day when the application is filed with the Company.

4.2. Each member may not present or contribute to presenting more than one candidate for each substitution; a similar requirement applies for members belonging to the same group - meaning the parent company, its subsidiaries and the companies subject to joint control - or who are parties to a shareholders' agreement regarding the shares of the Company. In the event of non-compliance, signature is ignored in relation to all candidatures.

4.3. The candidature, signed by the person or persons presenting the candidate, must indicate the name of the candidate and has to be filed at the Company's registered offices by the deadline provided by law for the submission of lists of candidates for the election of the Board of Statutory Auditors, together with any documentation and declaration required by law, and in any case: (i) declarations from each candidate accepting their candidature and confirming, under their own responsibility, that there are no reasons for which they cannot be elected or other incompatibilities, and that they meet the requirements for appointment established by law or in these Articles of Association; (ii) a full description of the personal and professional characteristics of each candidate, with an indication of the directorships and audit appointments held in other companies; and (iii) information relating to the identity of the presenting members with an indication of the percentage of shares held, to be certified as required by law.

4.4. Belonging to the less represented gender is a condition of eligibility for candidature if the Board no longer has the related minimum number of Statutory Auditors as a result of the termination.

4.5. Candidatures submitted without complying with the above terms and conditions will be considered as not submitted and will not be admitted to the vote.

4.6 If no valid candidate is submitted, the Meeting votes on the substitution on the basis of candidates proposed by the members directly at the Meeting, who are put to the vote individually: the candidate who receives the highest number of votes gets elected, making sure that the person chosen belongs to the less represented gender if the required minimum number of Statutory Auditors has to be made up. The candidatures have to be accompanied by the documentation indicated in paragraph 4.3.

5. If it is necessary to replace an Auditor taken from the list other than the one that came first by number of votes, and that is not associated, not even indirectly, with the shareholders that presented or voted for the list that came first, the Meeting does so, choosing, where possible, from those candidates indicated on the same list as the Auditor to be replaced, who confirm their candidature and file declarations at the registered offices of the Company confirming that there are no reasons for which they cannot be elected or other incompatibilities, and that they meet the established requirements for appointment, as well as an up-to-date indication of the directorships and audit appointments held in other companies, within the terms prescribed by current regulations for the presentation of lists for the election of the Board of Statutory Auditors.

5.1. Where it is not possible to proceed in the manner indicated in paragraph 5, the Meeting decides on the substitution on the basis of candidates proposed by the members directly at the Meeting, who are put to the vote individually: the candidate who receives the highest number of votes gets elected, making sure that the person chosen belongs to the less represented gender if the required minimum number of Statutory Auditors has to be made up.

5.2 The candidatures have to be accompanied by the documentation indicated in paragraph 4.3.

6. In any case, the Meeting has to appoint a replacement member of the less represented gender, where this is needed to restore the minimum number of Statutory Auditors belonging to this gender.

Article 35

1. The Statutory Auditors monitor compliance with the law, regulations and the Articles of Association, respect for the principles of correct administration of the Company, the adequacy of the organisational and accounting structures, and the functionality of the overall system of internal control; they verify that the

personnel involved in the control system operate effectively and are coordinated properly, reporting any weaknesses or irregularities and requesting suitable corrective action; they monitor the adequacy of the risk management and control system; they exercise such other functions and powers provided by law as well as the duties and functions that the provisions of the Bank of Italy and the other Supervisory Authorities assign to the body that has the control function. The Board of Statutory Auditors has to inform the Supervisory Authorities, in accordance with current legislation, of all facts or deeds that it becomes aware of and which could constitute management irregularities or a violation of the rules that govern banking.

2. In performing the necessary verification work and checks, the Board of Statutory Auditors makes use of the Company's internal control personnel and functions. The Board of Statutory Auditors can carry out audits or inspections at any time, also individually; they can also ask the directors for information on the Company and its subsidiaries regarding the results of operations or of specific transactions; such information can also be requested directly from the subsidiaries' directors and Statutory Auditors.

3. The Board of Statutory Auditors can also exchange information on the administration and control systems and on business trends in general with the corresponding boards at subsidiary companies.

4. Meetings of the Board of Statutory Auditors can be held using remote communications systems, on condition that the identity of the participants is assured and all of them are able to take part in the discussion in real time, as well as being able to see, receive and transmit documents. The meeting is deemed to be held in the place where the Chairman is located.

5. The minutes and deeds of the Board of Statutory Auditors must be signed by all of the members who attended the meeting.

GENERAL MANAGEMENT

Article 36

1. General Management comprises the General Manager and one or more Deputy General Managers. All of the members have to meet the requirements foreseen in current regulations.

2. The Board of Directors decides on the powers granted to each member of General Management.

3. The General Manager is the Head of Personnel and he is responsible for managing the staff in the terms established by the Board of Directors.

4. The members of General Management report to the Board of Directors at least every three months on how they have exercised their powers.

Article 37

1. With the collaboration and assistance of the other members of General Management, the General Manager assists the Chief Executive Officer in implementing the decisions taken by the Board of Directors and the executive committee and executes the instructions given by the Chief Executive Officer in exercising the powers attributed to him.

2. If absent or unavailable, the General Manager is replaced in the exercise of all attributed powers and functions by one or more members of General Management designated by the Board of Directors

AUDIT OF THE ACCOUNTING RECORDS AND PREPARATION OF THE COMPANY'S FINANCIAL REPORTS

Article 38

1. Pursuant to current regulations, the accounting records are audited for legal purposes by a registered auditing firm appointed in accordance with the law.

Article 39

1. Having received the opinion required from the Board of Statutory Auditors, the Board of Directors appoints a Manager responsible for preparing the Company's financial reports, granting him appropriate powers and resources to perform the tasks allocated in accordance with the law. Having received the opinion required from the Board of Statutory Auditors, the Board of Directors is also entitled to revoke the appointment of the Manager responsible.

2. The Manager responsible for preparing the Company's financial reports is appointed from among the Company's managers who have held management responsibility for accounting and administrative matters for at least three years.

REPRESENTATION AND SIGNATURE ON BEHALF OF THE COMPANY

Article 40

1. The Chairman represents the Company in dealings with third parties and in judgement, for both jurisdiction and administrative purposes, including judgements handed down by the Courts of Cassation and Appeal, and signs on behalf of the Company as sole signatory. If absent or unavailable, temporarily or otherwise, the Chairman of the Board of Directors is replaced, separately, by the Deputy Chairmen and the Chief Executive Officer and if these are also absent or unavailable, temporarily or otherwise, by the eldest director.

2. In dealings with third parties, the signature of the person replacing the Chairman is evidence that the latter was absent or unavailable.

3. The Chief Executive Officer represents and signs on behalf of the Company within the limits of the powers granted to him by the Board of Directors.

4. The General Manager represents and signs on behalf of the Company for all deeds within his sphere of competence under the Articles of Association and within the limits of any additional powers granted to him by the Board of Directors. In his absence, this is performed by the Deputy General Managers, also singly. In dealings with third parties, the signature of the person replacing the General Manager is evidence that the latter was absent or unavailable.

5. The Chairman of the Board of Directors and, within the limits of its respective powers of representation, the Chief Executive Officer and the General Manager have the power to appoint Company employees and third parties as special nominees for the completion of specific deeds or certain categories of deeds.

6. Signatory powers may also be granted by the Board of Directors, for the completion of specific deeds or certain categories of deeds, to individual directors, the General Manager, Deputy General Managers, Company employees and third parties.

FINANCIAL STATEMENTS, PROFITS AND RESERVES

Article 41

1. The accounting reference date is 31 December each year.

2. Following the end of each financial year, the Board of Directors arranges for the preparation and presentation of financial statements in accordance with the law and these Articles of Association.

Article 42

1. The net profit reported in the approved financial statements after deducting the part for the legal reserve and the portions approved by the Meeting for the establishment and increase in reserves, including extraordinary reserves, on the proposal of the Board of Directors, the Meeting may allocate a portion of up to 1.5% for the establishment or increase of a special fund available to the Company for charitable, social, cultural and scientific initiatives.

The remainder is distributed as a dividend to be attributed to the shares, as decided by the Meeting.

2. When preparing the financial statements, the Board of Directors may allocate profits to new or existing reserves prior to determining the net profit referred to in the paragraph 1, requesting the Shareholders' Meeting to ratify such allocations.

Article 43

1. The dividends that are not collected and fall into prescription are devolved to the Company and allocated to the extraordinary reserve.

Article 44

1. In all cases of winding up of the Company, the Shareholders' Meeting appoints the liquidators, establishes their powers, determines how the liquidation will be performed, and the allocation of the surplus reported in

the final liquidation balance sheet.

2. The available amounts are allocated to the shareholders in proportion to their respective equity interests.

TRANSITIONAL IMPLEMENTATION RULES

Article 45

1. The provision contained in art. 17, paragraph 1, which sets the number of members of the Board of Directors at 15 (fifteen), as introduced by the Extraordinary Shareholders' Meeting on 18 April 2015, will come into force from the earlier of: (i) the date of the Meeting called to approve the 2016 financial statements; and (ii) the date of any Meeting called for early renewal of the entire Board of Directors following the termination of the majority of its members in accordance with the provisions of art. 20, paragraph 20.

2. Pending the coming into force of the provision contained in art. 17, paragraph 1, as introduced by the Extraordinary Shareholders' Meeting on 18 April 2015, the Board of Directors will consist, from the date of the Meeting convened to approve the 2015 financial statements and up to the date of the Meeting convened to approve the 2016 financial statements, by 17 (seventeen) members.

3. Following the elimination of the provision that the Board of Directors is to be renewed partially every year during each three-year term of office, approved by the Extraordinary Shareholders' Meeting on 16 April 2016, the Board of Directors, as an express derogation from the provisions of art. 17, paragraph 1, will continue to renew itself partially as follows, up to the date of the Shareholders' Meeting called to approve the 2017 financial statements (i.e. up to the other earlier date of appointment foreseen in paragraph 4 below):

(i) at the Meeting called to approve the 2015 financial statements, the 5 (five) Directors elected will have a one-year term of office; and

(ii) at the Meeting called to approve the 2016 financial statements 8 (eight) directors will be elected with a one-year term of office.

At the time of this last election, the Board of Directors will specify, in the notice of calling, the number of candidates - if necessary, in derogation from art. 18, paragraph 2 c) and d) - belonging to the less represented gender and who meet the independence requirements to be presented in the list, in order to ensure compliance with the law and the Articles of Association.

4. If prior to the date of the Meeting called to approve the 2017 financial statements the entire Board of Directors has to be renewed pursuant to the provisions of art. 3320, paragraph 5, it will be appointed in accordance with arts. 17, 18 e 19, without the application of paragraphs 2 and 3 of this transitional provision.

In this case:

(i) if forfeiture of the Board of Directors happens to take place before the Bank's effective transformation into a joint-stock company resolved by the Extraordinary Shareholders' Meeting of 26 November 2016 in accordance with art. 29, paragraphs 2-bis and 2-ter, and art. 31 of Legislative Decree 385 of 1 September 1993, the new Board of Directors elected under these circumstances will expire at the time of the first Shareholders' Meeting called to approve the financial statements after the effective date of the transformation; the meeting will appoint a new Board of Directors whose term of office will expire at the Shareholders' Meeting called to approve the 2017 financial statements;

(ii) if the forfeiture of the Board of Directors takes place after the transformation of the bank into a joint-stock company has taken effect, resolved by the Extraordinary Shareholders' Meeting of 26 November 2016 in accordance with art. 29, paragraphs 2-bis and 2-ter, and art. 31 of Legislative Decree 385 of 1 September 1993, the new Board of Directors so elected will expire on the date of the Meeting called to approve the 2017 financial statements.

5. Subject to the statutory provisions not derogated with the following text, the election of the 8 (eight) directors expected at the Annual Meeting called to approve the 2016 financial statements shall be governed as follows.

Notwithstanding article 19, para. 2.1, 7 (seven) directors are drawn from the majority list and 1 (one) director

from the Junior Minority List.

3 RESOLUTIONS PROPOSED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

Dear Shareholders,

in light of the above, the Board of Directors invites you to approve the following resolution:

“The Extraordinary Shareholders’ Meeting of BPER Banca S.p.A., having examined and approved the Board of Directors’ report and the proposals formulated therein, having acknowledged that the subscribed and paid in share capital amounts to Euro 1,443,925,305.00, resolves:

- 1) *to delete paragraph 5 of Article 5 of the Articles of Association and, consequently, renumber paragraph 6 as 5, by numbering the following new paragraphs of Article 5 from 6 to 9. The following is the text in its entirety if today's Shareholders' Meeting fully approves the amendments submitted.*

<< Article 5

1. *Share capital, fully subscribed and paid in, amounts to Euro 1,443,925,305 and is represented by 481,308,435 registered ordinary shares, with no nominal value.*
2. *If a share becomes the property of several persons, the joint ownership rights must be exercised by a common representative.*
3. *Within the limits established by current regulations, the Company, by resolution of the Extraordinary Shareholders' Meeting can issue categories of shares carrying different rights with respect to the ordinary shares, and may determine such rights, as well as financial instruments with equity or administrative rights.*
4. *All the shares belonging to the same category carry the same rights.*
5. *Until the expiry of the deadline provided for by art. 1, paragraph 2-bis of Decree Law 3 of 24 January 2015, converted into Law 33 of 24 March 2015, and subsequent possible extensions and/or modifications, no one entitled to vote may vote, for any reason, for a quantity of the Company's shares in excess of 5% of the share capital with voting rights. To this end, account should be taken of the total shares held directly and indirectly, through subsidiaries, trust companies and intermediaries, and those for which the voting rights are assigned for any reason to someone other than the owner. No account is taken of shareholdings included in the portfolios of mutual funds. For the purpose of these Articles of Association, control takes place, also with regard to parties other than companies, in the cases foreseen in art. 23 of Legislative Decree 385 of 1 September 1993. In the event of violation of these provisions, any shareholders' resolutions may be challenged pursuant to art. 2377 of the Italian Civil Code, if the required majority was not reached without this violation. The shares for which voting rights cannot be exercised are not included in the count for the purpose of establishing whether there is a quorum to hold the Shareholders’ Meeting.*
6. *The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, to be exercised by 31 December 2019, to resolve a paid indivisible capital increase, with the exclusion of option rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a maximum total amount equal to Euro 171,708,624.00, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code, reserved for exclusive subscription to Fondazione di Sardegna, by issue of 33,000,000 ordinary shares of the Company, without explicit par value, whose issue value may also be lower than the accounting par value at the issue date, with regular dividend rights and the same features as the ordinary shares of the Company outstanding on the issue date, to*

be released in kind in a single instalment by contribution of 10,731,789 ordinary shares of Banco di Sardegna S.p.A..

7. The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2420-ter of the Italian Civil Code, the power, to be exercised by 31 December 2019, to (i) issue an Additional Tier 1 convertible bond, for a maximum total nominal amount equal to Euro 150,000,000.00, to be entirely offered in subscription to Fondazione di Sardegna at a subscription price higher than par value equal to Euro 180,000,000.00, and, consequently, (ii) to resolve a paid capital increase, one or more times and in one or more tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for a maximum total amount equal to Euro 150,000,000.00, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code, to service exclusively and irrevocably the conversion of the abovementioned Additional Tier 1 bond by issue of a maximum of 35,714,286 ordinary shares of the Company, without explicit par value, with regular dividend rights and the same features as the ordinary shares of the Company outstanding at the issue date..

8. The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, to be exercised by 30 June 2020, to resolve a paid capital increase, one or more times and in one or more tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a maximum total amount equal to Euro 40,993,513.60, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code - also taking into account the exchange ratio between Banco di Sardegna S.p.A. saving shares and the newly issued ordinary shares of the Company - by issue of a maximum number of 7,883,368 ordinary shares of the Company, without express par value, whose issue value may also be lower than the accounting par value at the issue date, having regular dividend rights and the same features as the ordinary shares of the Company outstanding on the issue date, to service a public exchange offer on the saving shares of Banco di Sardegna S.p.A., which the Board of Directors may consider to launch after being granted the delegation.

9. The Extraordinary shareholders' meeting held on 4 July 2019 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, for a period of five years from the date of the shareholders' meeting resolution, to resolve a paid capital increase, one or more time and in one or more tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 4, and/or Article 2441, paragraph 5, of the Italian Civil Code, for a maximum total amount equal to Euro 13,000,000.00, including any share premium to be determined pursuant to Article 2441, paragraph 6, of the Italian Civil Code, by issue of a maximum number of 2,500,000 ordinary shares of the Company, without express par value, whose issue value may also be lower than the accounting par value existing at the relevant issue date, with regular dividend rights and the same characteristics as the ordinary shares of the Company outstanding at the issue date.>>

- 2) *to grant the Board of Directors and, on its behalf, the Chairman, the Deputy Chairman and the Chief Executive Officer, jointly and severally, a delegation to provide, also through attorneys, for what is required, necessary or useful for the execution of the resolutions, as well as to comply with the relevant and necessary formalities, including the submission of requests to the competent supervisory bodies, the registration of resolutions in the Companies' Register, with the right to introduce any amendments required by the competent Authorities for this purpose or at the time of registration and/or legality control, including any power to make any changes to Article 5 of the by-laws resulting from the resolutions, the execution and completion of the delegated capital increases, and in general all that is necessary for their complete execution, with any and all powers, none excluded or exempted, in compliance with any applicable law.*

Modena, 13 June 2019

For the Board of Directors
The Chief Executive Officer