

BPER BANCA S.p.A.

EXTRAORDINARY SHAREHOLDERS' MEETING
HELD ON 4 JULY 2019

A total of 386 Shareholders, in person or by proxy or by legal representation, attended the Shareholders' Meeting representing no. 189,270,896 ordinary shares equal to 39.324242% of the total share capital.

SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CONSOLIDATED FINANCE ACT (CFA)

1 – Proposal to increase the share capital against payment for a maximum total amount of Euro 171,708,624.00

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	357	168,858,331	99.940121	99.940121	35.083185
Against	6	52,265	0.030933	0.030933	0.010859
Abstentions	5	41,734	0.024701	0.024701	0.008671
Not voting	9	7,173	0.004245	0.004245	0.001490
Total	377	168,959,503	100.000000	100.000000	35.104206

2 – Proposal to issue a convertible bond for a maximum total amount of Euro 150,000,000.00 and, therefore, to increase the share capital against payment

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	353	168,877,253	99.952237	99.952237	35.087117
Against	7	56,418	0.033392	0.033392	0.011722
Abstentions	3	12,791	0.007571	0.007571	0.002658
Not voting	15	11,490	0.006801	0.006801	0.002387
Total	378	168,957,952	100.000000	100.000000	35.103883

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

(CONTINUED) SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CFA

3 - Proposal to increase the share capital for a maximum total amount of Euro 40,993,513.60

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	350	168,614,834	99.852239	99.852239	35.032595
Against	5	44,869	0.026571	0.026571	0.009322
Abstentions	10	184,640	0.109342	0.109342	0.038362
Not voting	11	20,007	0.011848	0.011848	0.004157
Total	376	168,864,350	100.000000	100.000000	35.084436

4 - Proposal to increase the share capital against payment for a maximum total amount of Euro 13,000,000.00

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	352	188,026,552	99.412274	99.412274	39.065709
Against	11	439,353	0.232292	0.232292	0.091283
Abstentions	3	12,642	0.006684	0.006684	0.002627
Not voting	5	659,620	0.348750	0.348750	0.137047
Total	371	189,138,167	100.000000	100.000000	39.296666

5 – Proposal to amend the Art.5 of the Articles of Association

VOTING CHOICE	NO. OF SHAREHOLDERS (in person or by proxy or by legal representation)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	346	168,682,907	99.879399	99.879399	35.046738
Against	4	44,367	0.026270	0.026270	0.009218
Abstentions	6	30,663	0.018156	0.018156	0.006371
Not voting	14	128,649	0.076175	0.076175	0.026729
Total	370	168,886,586	100.000000	100.000000	35.089056

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