

NOTICE MERGER THROUGH ABSORPTION OF UNIPOL BANCA S.P.A. INTO BPER BANCA S.P.A.

(Notice pursuant to Article 84 of the Issuers' Regulation, as adopted by CONSOB Resolution No. 11971/1999 and subsequent amendments)

BPER Banca shareholders' right pursuant to Art. 2505, para. 3, of the Italian Civil Code

Modena – 26 September 2019. Notice is hereby given that – following the authorization granted by the competent Supervisory Authority – on 25 September 2019 the Draft Terms of the Merger through absorption of Unipol Banca S.p.A. into BPER Banca S.p.A. (“BPER Banca” or the “Merging Company”) have been filed and registered with the Companies' Register in Modena.

This merger transaction shall be subject – pursuant to Article 2505, paragraph 2, of the Italian Civil Code and in accordance with Article 27 of the current Articles of Association – to approval by the Board of Directors of the Merging Company without prejudice to the right of BPER Banca shareholders representing at least 5% out of the corporate capital to require - pursuant to Article 2505, paragraph 3, of the Italian Civil Code – that the merging Company's resolution on the merger transaction fall within the Shareholders' Meeting authority as per Article 2502, paragraph 1, of the Italian Civil Code.

It should be noted that BPER Banca share capital - fully paid-in and subscribed - is equal to Euro 1,542,925,305.00, represented by 514,308,435 shares with no par value.

Those BPER Banca shareholders willing to exercise such right shall submit - by 3 October 2019 - a specific application along with a declaration evidencing their share ownership either by registered mail with return receipt to be sent to BPER Banca S.p.A. – *Equity Investments and Special Projects* - via San Carlo 8/20 – 41121 Modena, or by certified e-mail to the following address: bper@pec.gruppobper.it.

Filing and publishing of documents pursuant to Art. 2501-septies of the Italian Civil Code

Modena - 26 September 2019. In accordance with the current laws copies of the following documents pertaining to this merger transaction to be carried out under a simplified procedure have been filed with BPER Banca, via San Carlo 8/20 in Modena: (i) Merger Draft Terms; (ii) the assets and liabilities statements as of 30 June 2019 of the companies parties to this merger transaction; (iii) the financial statements referring to the last three fiscal years of the companies parties to this merger transaction, along with relevant reports.

Such documents have been published on www.bper.it – Sito Istituzionale and are made available in the authorized storage facility (www.1info.it).

BPER Banca shareholders may review the documents and get copies of them.

BPER Banca S.p.A.

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

The press release is also available in the 1INFO storage device.

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BPER Banca S.p.A, head office in Modena, via San Carlo, 8/20 -Tax Code and Modena Companies Register no. 01153230360 – Company belonging to BPER BANCA VAT GROUP VAT number no. 03830780361 - Share capital Euro 1,542,925,305 ABI Code 5387.6 - Register of Banks no. 4932 - Member of the Interbank Deposit Guarantee Fund and of the National Guarantee Fund - Parent Company of the BPER Banca S.p.A. Banking Group - Register of Banking Groups no. 5387.6 - Tel. 059.2021111 - Telefax 059.2022033 - e-mail: servizio.clienti@bper.it - Certified e-mail (PEC): bper@pec.gruppobper.it - bper.it - istituzionale.bper.it