

### Exercise of the powers concerning the capital increase to service the Public Exchange Offer on Banco di Sardegna S.p.A. saving shares

Modena, 7 November 2019 – The Board of Directors of BPER Banca S.p.A. (“**BPER**”), in the context of the resolutions concerning the Public Exchange Offer on the saving shares of Banco di Sardegna S.p.A (“**BdS**”) communicated to the market on the date hereof (“**OPS**”), resolved to exercise the powers granted by the extraordinary Shareholders Meeting held on 4 July 2019, concerning a capital increase against payment, in divisible form, to service such offer.

The Board resolved upon the capital increase, in relation to the contribution of saving shares of BdS which may be tendered to the OPS, for a maximum total amount of Euro 23,650,104, in addition to a maximum share premium equal to Euro 4,178,185, through the issuance of no. 7,883,368 BPER ordinary shares, at the price of Euro 3.53 each, of which Euro 3 to be allocated to share capital and Euro 0,53 to be allocated to share premium.

The illustrative report pursuant to Article 2441, paragraph 6, of the Italian Civil Code, as well as the opinion on the fairness of the issue price of the Auditing Firm pursuant to Article 2441, paragraph 6, of the Italian Civil Code and Article 158 of Legislative Decree no. 58 of 24 February 1998 (Consolidated Financial Act) and the sworn report of EY Advisory S.p.A. - as appointed expert pursuant to Article 2343-ter of the Italian Civil Code -, are available on the website [www.bper.it](http://www.bper.it) – Institutional Website.

The minutes of the Board of Directors of BPER will be made available within the time limits and in the manner provided for by the applicable regulations.

BPER Banca S.p.A.

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

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