

PRESS RELEASE

Notice of change in the share capital

Modena – 26 July 2019. BPER Banca S.p.A. ("**BPER**") notifies, pursuant to Article 85-*bis* of Issuers' Regulation, adopted with Consob Resolution no. 11971/1999, as amended and integrated, the new composition of its share capital following the full execution of the share capital increase, reserved for subscription to Fondazione di Sardegna against the contribution of ordinary shares of Banco di Sardegna S.p.A., approved by BPER Board of Directors on 11 July 2019 on the basis of the power granted by the Extraordinary Shareholders' Meeting of 4 July 2019.

More precisely, on 25 July 2019, no. 33,000,000 BPER ordinary shares (ISIN: IT0000066123) were subscribed and issued. These shares are freely transferable, since the valuations pursuant to and for the purposes of Article 2343 of the Italian Civil Code were positively carried out on the same day.

The declaration regarding the notice of change in share capital was filed on 25 July 2019 with the Companies Register of Modena.

The composition of BPER share capital, fully paid-up and subscribed, as at the date of 25 July 2019 is represented below, together with the evidence of its previous composition.

TABLE 1

	Current share capital			Previous share capital		
	EURO	no. of shares	Nominal value	EURO	no. of shares	Nominal value
Total, of which:	1,542,925,305	514,308,435	/	1,443,925,305	481,308,435	/
Ordinary shares (full rights: 1.1.2019) coupon number in progress: 37	1,542,925,305	514,308,435	/	1,443,925,305	481,308,435	/

The Manager responsible for preparing the Company's financial reports, Marco Bonfatti, declares in accordance with art. 154-*bis*, para. 2, of Legislative Decree 58/1998 (Consolidated Finance Act) that the accounting information contained in this press release are consistent with the books of account, accounting entries and supporting documentation.

Manager responsible for preparing the
Company's financial reports
Marco Bonfatti

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, 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

BPER updated by-laws were filed on 25 July 2019 with the Companies Register of Modena and will be published on the storage mechanism 1INFO as well as on BPER *website* in accordance with the provisions of law.

BPER Banca S.p.A.

The press release is also available on 1INFO storage mechanism.

Contacts:

Investor Relations

Gilberto Borghi

Tel: (+39)059/2022194

gilberto.borghi@bper.it

Equity Investments and Special Projects

Matteo Bigarelli – Giuseppe La Selva

Tel: (+39)059/2022172 – (+39)059/2022056

matteo.bigarelli@bper.it – giuseppe.laselva@bper.it

External Relations

Eugenio Tangerini

Tel: (+39)059/2021330

eugenio.tangerini@bper.it

www.bper.it

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