

PRESS RELEASE

Extraordinary Shareholders' Meeting of 4 July 2019

- *Approval of the proposal to grant the Board of Directors the power to increase the share capital against payment, by 31 December 2019, in one tranche and without pre-emptive rights, for a maximum total amount of Euro 171.708.624,00, to be exclusively reserved to Fondazione di Sardegna, through the issuance of 33.000.000 ordinary BPER shares, with no par value, to be paid in kind and in a single installment through the contribution of 10.731.789 ordinary shares of Banco di Sardegna S.p.A. Consequent amendment of Article 5 of the Articles of Association;*
- *approval of the proposal to grant the Board of Directors the power to resolve, by 31 December 2019 upon, (i) the issuance of a convertible bond Additional Tier 1, for a maximum nominal amount of Euro 150,000,000,00 to be entirely offered in subscription to Fondazione di Sardegna and therefore (ii) to increase the share capital against payment, in one or more tranches and in divisible form, for a total maximum amount of Euro 150,000,000,00 in exclusive and irrevocable connection with the conversion of such bond, through the issuance of no. 35,714,286 ordinary BPER shares. Consequent amendment of Article 5 of the Articles of Association;*
- *approval of the proposal to grant the Board of Directors the power to increase, by 30 June 2020 the share capital in one or more tranches and in divisible form, without pre-emption rights for a maximum total amount of Euro 40.993.513,60, through the issuance of a maximum number of 7.883.368 ordinary BPER shares, whose issuance value will be determined by the Board of Directors pursuant to the provisions of law, in connection with a voluntary public exchange offer on savings shares of Banco di Sardegna S.p.A. Consequent amendment, of Article 5 of the Articles of Association;*
- *approval of the proposal to grant the Board of Directors, the power to increase the share capital against payment, within five years from the date of the shareholders' meeting resolution, in one or more tranches and in divisible form, without pre-emption rights for a maximum total amount of Euro 13.000.000,00, through the issuance of a maximum number of 2.500.000 ordinary shares of the Company, whose issuance value will be determined by the Board of Directors pursuant to the provisions of law. Consequent amendment of Article 5 of the Articles of Association;*
- *approval of the proposal to amend Article 5 of the Articles of Association.*

Modena – 4 July 2019. BPER Banca S.p.A. informs that the Extraordinary Shareholders' Meeting, held today in Modena in a single calling, passed resolutions on the items on the Agenda contained in the notice of calling published on 4 June 2019 and rectified on 13 June 2019, approving all the proposals presented by the Board of Directors.

In particular, the Extraordinary Shareholders' Meeting:

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- approved, with 99.94% of expressed votes corresponding to 35.08% of the total share capital, the proposal in item 1) of the Agenda granting the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital against payment, by 31 December 2019, in one tranche and without pre-emptive rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a total maximum amount of Euro 171,708,624.00, to be exclusively reserved to Fondazione di Sardegna, through the issuance of no. 33,000,000 ordinary BPER shares, with no par value, to be paid in kind and in a single installment through the contribution of 10,731,789 ordinary shares of Banco di Sardegna S.p.A., with the consequent amendment of Article 5 of the Articles of Association;
- approved, with 99.95% of expressed votes corresponding to 35.09% of the total share capital, the proposal in item 2) of the Agenda granting the Board of Directors, pursuant to Article 2420 ter of the Italian Civil Code, the power to resolve, by 31 December 2019, upon: (i) the issuance of a convertible bond Additional Tier 1, for a maximum nominal amount of Euro 150,000,000.00 to be entirely offered in subscription to Fondazione di Sardegna and therefore (ii) to increase the share capital against payment, in one or more tranches and in divisible form, for a total maximum amount of Euro 150,000,000.00 in exclusive and irrevocable connection with the conversion of such bond, through the issuance of a maximum no. 35,714,286 ordinary BPER shares, with no par value, with the consequent amendment of Article 5 of the Articles of Association;
- approved, with 99.85% of expressed votes corresponding to 35.03% of the total share capital, the proposal at item 3) on the Agenda granting the Board of Directors, pursuant to Article 2443 of the Italian Civil Code the power to increase the share capital against payment, by 30 June 2020, in one or more tranches and in divisible form, without pre-emption rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a maximum total amount of Euro 40,993,513.60, through the issuance of maximum no. 7,883,368 BPER ordinary shares, with no par value, whose issuance value will be determined by the Board of Directors pursuant to the provisions of law, in connection with a voluntary public exchange offer on savings shares of Banco di Sardegna S.p.A, with the consequent amendment of Article 5 of the Articles of Association;
- approved, with 99.41% of expressed votes corresponding to 39.07% of the total share capital, the proposal in item 4) of the Agenda granting the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital against payment, within five years from the date of the shareholders' meeting resolution, in one or more tranches and in divisible form, without pre-emption rights pursuant to Article 2441, paragraph 4 and/or Article 2441, paragraph 5 of the Italian Civil Code, for a maximum total amount of Euro 13,000,000.00, through the issuance of maximum no. 2,500,000 ordinary BPER shares, with no par value, whose issuance value will be determined by the Board of Directors pursuant to the provisions of law, with the consequent amendment of Article 5 of the Articles of Association;
- approved, with 99.88% of expressed votes corresponding to 35.05% of the total share capital, the proposal in item 5) of the Agenda modifying article 5 of the Articles of Association.

The European Central Bank (ECB) has issued its appraisal on the modifications to the Articles of Association pursuant to articles 56 and 61 of Legislative Decree 385 of 1 September 1993 (CFA).

The full text of the Articles of Association, as amended by these changes, will be filed at the Companies Register and will also be forwarded to Consob and Borsa Italiana S.p.A. within the deadline prescribed by law and will be available on the Bank's website www.bper.it – Sito Istituzionale > Governance > Documents.

The Minutes of the Shareholders' Meeting, pursuant to art. 85 of CONSOB resolution no. 11971/99,

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will be made available to the public within the deadline prescribed by law.

BPER BANCA S.p.A.

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

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