

**PRESS RELEASE**

**Extraordinary and Ordinary Shareholders' Meeting**

Extraordinary session

- *Approval of the proposal for the transformation of Banca popolare dell'Emilia Romagna from a cooperative into a joint-stock company and consequent adoption of new Articles of Association.*

Ordinary session

- *Appointment of independent auditors – in accordance with art. 13, paragraph 1, and 17, paragraph 1, of Legislative Decree 39 of 27 January 2010 as amended, respectively, by articles 16 and 18 of Legislative Decree 135 of 17 July 2016, by art. 16 of (EU) Regulation 537/2014 of the European Parliament and of the Council of 16 April 2014 – for the period 2017-2025 and approval of the related remuneration.*
- *Appointment of a Director, for the rest of the three-year period 2015-2017, to replace a Director who has ceased to hold office.*

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Modena – 26 November 2016. Banca popolare dell'Emilia Romagna would like to announce that the Extraordinary and Ordinary Shareholders' Meeting was held today in Modena at second calling and passed resolutions on all the items on the agenda indicated in the Notice of Calling published on 19 October 2016.

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The Shareholders approved the transformation of Banca popolare dell'Emilia Romagna from a cooperative into a joint-stock company and the consequent adoption of new Articles of Association.

In this regard Bank of Italy issued its appraisal under arts. 56 and 61 of Legislative Decree 385 of 1 September 1993 (CBA).

The resolution was approved in the presence (in person or by proxy or by legal representatives) of n. 4,071 Shareholders.

The results of the vote are shown below:

- votes in favour n. 4,063, 99.80% of the votes cast,
- votes against n. 3,
- votes abstained n. 5.

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

The full text of the Articles of Association, as amended by these changes, will be filed in the Companies Register and forwarded to Consob and Borsa Italiana S.p.A. in accordance with the law. It will also be available on the Bank's website [www.bper.it](http://www.bper.it) – in the Governance – Documents Section.

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The Shareholders' Meeting resolved to appoint Deloitte & Touche S.p.A. as independent auditor for the period 2017-2025 and approved the related remuneration.

The resolution was approved in the presence (in person or by proxy or by legal representatives) of n. 2,978 Shareholders.

The results of the vote are shown below:

- votes in favour n. 2,969,
- votes against n. 2,
- votes abstained n. 7.

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The Shareholders' Meeting, furthermore, appointed as Director, for the rest of the three-year period 2015-2017, Mr. Pietro Cassani, already co-opted with the Board resolution of 21 June 2016, further to the resignation of the Director Mr. Giulio Cicognani, as announced to the market on 24 May 2016.

The results of the vote are shown below.

Appointed: Mr. Pietro Cassani, with n. 2,982 votes.

Blank votes: n. 202.

Mr. Pietro Cassani declares that he fulfils the independence requirements provided for in the Articles of Association. The *curriculum vitae* of Mr. Pietro Cassani is available on the Bank's website [www.bper.it](http://www.bper.it) - Governance – Corporate Bodies – Shareholders' Meeting Section.

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In accordance with arts. 77 and 85 of Consob Resolution 11971/99, the minutes of the Shareholders' Meeting will be made available to the public within the deadline prescribed by law.

BPER Banca S.p.A.

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

Contacts:

**Investor Relations**

Gilberto Borghi  
Tel. (+39)059/202 2194  
[gilberto.borghi@bper.it](mailto:gilberto.borghi@bper.it)

**General Secretariat**

Emanuele Vasirani  
Tel. (+39)059/202 2220  
[emanuele.vasirani@bper.it](mailto:emanuele.vasirani@bper.it)

**External Relations**

Eugenio Tangerini  
Tel. (+39)059/202 1330  
[eugenio.tangerini@bper.it](mailto:eugenio.tangerini@bper.it)

[www.bper.it](http://www.bper.it) - [www.gruppobper.it](http://www.gruppobper.it)

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