

PRESS RELEASE

SHAREHOLDERS' AGREEMENT BPER BANCA S.P.A.

Modena – 3 March 2017. Pursuant to articles 65-*quinquies*, 65-*sexies* and 65-*septies* of the Issuers' Regulation, BPER Banca publicly discloses, in parallel with the publication in the daily newspaper Il Sole 24 Ore by the subscribers of the Agreement, the Extract of the Shareholders' Agreement forwarded to BPER Banca as provided in article 122, paragraph 1, letter d) of the Consolidated Finance Law.

BPER Banca S.p.A.

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

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BPER BANCA S.p.A.

EXTRACT OF THE SHAREHOLDERS AGREEMENT PURSUANT TO ARTICLE 122 PARAGRAPH 1 LETTER B) OF LEGISLATIVE DECREE N. 58 OF 24 FEBRUARY 1998 AND ARTICLE 129 OF CONSOB REGULATION N. 11971 OF 14 MAY 1999.

On 28 February 2017 some “historic” shareholders of BPER Banca S.p.A., with headquarters in Modena (MO), via San Carlo n. 8/20, Fiscal code, VAT number and registration number at the Modena Companies Register n. 01153230360, share capital of Euro 1.443.925.305,00 (hereinafter “the “Bank”), signed a shareholders’ agreement denominated “*Agreement between Historic Shareholders*” which addresses the obligation of prior consultation for exercising votes (art. 122, par. 5, lett. a) of the Consolidated Finance Law) and the limits on the transfer of shares (art. 122, par. 5, lett. b) of the Consolidated Finance Law) of the Bank.

The agreement is of an open nature, in order to allow other shareholders of the Bank who agree with its underlying reasons to adhere to it.

As at 28 February 2017 63 of the Bank’s shareholders had adhered to the Agreement, being holders of a total of 23.259.143 ordinary shares of the Bank (the “Shares”) equal to 4,83% of the share capital of the Bank, binding to the Agreement a total number of 22.339.276 Shares, equal to 4,64% of the Bank’s share capital. Mr. Giorgio Pulazza bound to the Agreement 4.845.000 shares of the Bank, equal to 1,007% of the Bank’s share capital.

As prescribed by art. 130 of the Consob Issuers’ Regulation, further information related to the Agreement are published on the website www.bper.it.

The Agreement has been filed at the Modena Companies Register as required by law.

Modena, 3 March 2017

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