

PRESS RELEASE

Resolution upon the merger through absorption of Nuova Cassa di Risparmio di Ferrara S.p.A. into BPER Banca S.p.A.

Modena – 19 October 2017. We hereby inform that today the Board of Directors of BPER Banca S.p.A. ("BPER Banca" or the "Merging Company") has approved the merger through absorption of Nuova Cassa di Risparmio di Ferrara S.p.A ("Nuova CARIFE" or "Company To Be Merged") into BPER Banca, following alike resolution being approved by the Board of Directors of the Company To Be Merged on 13 October 2017.

Both resolutions of the companies parties to this merger transaction have been adopted by their respective Managing Bodies through a notary deed, pursuant to Article 2505, paragraph 2, of the Italian Civil Code.

The Merging Company's resolution has been adopted by its Board of Directors since no requests have been notified by its Shareholders - pursuant to Article 2505, paragraph 3, of the Italian Civil Code - within the regulatory time limit; not causing therefore the above resolution to fall within the Shareholders' Meeting authority for its adoption.

Such resolution shall be posted - once filed with the Companies' Register - on the website www.bper.it as well as made available to the public at the registered office under terms and conditions as provided for by the law.

BPER Banca S.p.A.

This press release is also available on the 1INFO storage mechanism.

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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. con sede in Modena, via San Carlo, 8/20 - Codice Fiscale, Partita IVA e iscrizione nel Registro Imprese di Modena n. 01153230360 - Capitale sociale Euro 1.443.925.305 Codice ABI 5387.6 - Iscritta all'Albo delle Banche al n. 4932 - Aderente al Fondo Interbancario di Tutela dei Depositi e al Fondo Nazionale di Garanzia - Capogruppo del Gruppo bancario BPER Banca S.p.A. - iscritto all'Albo dei Gruppi Bancari al n. 5387.6 - Telefono 059.2021111 - Telefax 059.2022033 - e-mail: bpergroup@bper.it - PEC: bper@pec.gruppobper.it - www.bper.it - <u>www.bper.it - www.bper.it</u>