

## **PRESS RELEASE**

### **Notice of change in share capital and of filing and publication of merger deed**

Modena - 28 May 2013. Banca popolare dell'Emilia Romagna Soc. Coop. (hereafter "BPER") hereby announces the new composition of the share capital (fully subscribed and paid-in) at 28 May 2013 as a result of the capital increase of Euro 3.316.890 through the issue of 1.105.630 new ordinary shares with a par value of Euro 3.00, with regular dividend and voting rights, to service the share exchange for the merger of Banca Popolare di Lanciano e Sulmona S.p.A., Cassa di Risparmio della Provincia dell'Aquila S.p.A. and Banca Popolare di Aprilia S.p.A. with BPER. The merger deed was signed on 16 May 2013, with legal effect from 27 May 2013.

Notice is hereby given that, as a result of the merger, BPER has taken over the legal position of Banca Popolare di Lanciano e Sulmona S.p.A. (hereafter "BPLS"), as the issuing bank of the "Banca Popolare di Lanciano e Sulmona subordinated convertible bond 4.50%, 2008-2013".

Of the total of 1.908.571 convertible bonds, 1.257.236 already held by BPER, have been cancelled. There are therefore 651.335 bonds still outstanding, for which, according to the loan regulations, the holders are granted a conversion right on maturity (conversion period: 1 October - 15 December 2013). In exchange for them exercising their conversion right, BPER shares will be issued in lieu of the original BPLS shares, reformulating the conversion ratio in line with the share exchange ratio used for the merger, i.e. to a maximum of 1.146.350.

Notice is hereby given that the merger deed for the absorption of Cassa di Risparmio della Provincia dell'Aquila S.p.A., Banca Popolare di Lanciano e Sulmona S.p.A. and Banca Popolare di Aprilia S.p.A. by Banca popolare dell'Emilia Romagna s.c. - stipulated on 16 May 2013 and with registration at the Modena Companies Register completed on 27 May 2013, the

effective date of the merger - has been published on the website [www.bper.it](http://www.bper.it) - Investor Relations Section - Main Transactions, and made available to the public at BPER's head office.

Banca popolare dell'Emilia Romagna  
Società cooperativa

Encl.

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**BANCA POPOLARE DELL'EMILIA ROMAGNA**

società cooperativa

## Notice of change in share capital

Notice of the new composition of the share capital (fully subscribed and paid-in) as at 28 May 2013, following the issue of 1,105,630 new ordinary shares with a par value of Euro 3.00, with regular dividend and voting rights, to service the share exchange for the merger of Banca Popolare di Lanciano e Sulmona S.p.A., Cassa di Risparmio della Provincia dell'Aquila S.p.A. and Banca Popolare di Aprilia S.p.A. with BPER.

The merger deed was signed on 16 May 2013, with legal effect from 27 May 2013.

**TABLE 1**

|   | Current share capital |               |                     | Previous share capital |               |                     |
|---|-----------------------|---------------|---------------------|------------------------|---------------|---------------------|
|   | EURO                  | no. of shares | Par value per share | EURO                   | no. of shares | Par value per share |
| Total   | 1.001.482.065         | 333.827.355   | Euro 3              | 998.165.175            | 332.721.725   | Euro 3              |
| of which:   |                       |               |                     |                        |               |                     |
| Ordinary shares with regular dividend/voting rights: current coupon number                | 1.001.482.065         | 333.827.355   | Euro 3              | 998.165.175            | 332.721.725   | Euro 3              |
| Ordinary shares with different rights:  |                       |               |                     |                        |               |                     |
| Ordinary shares with different rights:  |                       |               |                     |                        |               |                     |
| Preferred shares with regular dividend/voting rights: current coupon number               |                       |               |                     |                        |               |                     |
| Preferred shares with different rights: current coupon number                             |                       |               |                     |                        |               |                     |
| Convertible savings shares with regular dividend/voting rights: current coupon number     |                       |               |                     |                        |               |                     |
| Convertible savings shares with different rights: current coupon number                   |                       |               |                     |                        |               |                     |
| Non-convertible savings shares with regular dividend/voting rights: current coupon number |                       |               |                     |                        |               |                     |
| Non-convertible savings shares with different rights: current coupon number               |                       |               |                     |                        |               |                     |

- a) on deposit with .....
- b) shareholders' meeting that authorised .....
- c) date of effective of the resolution .....