BPER Group

Obbligazioni Bancarie Garantite *Programme*

Road show Investor presentation

25th September – 2nd October 2013

Disclaimer

This document has been prepared by “Banca popolare dell’Emilia Romagna” solely for information purposes, and only in order to present its strategies and main financial figures.

The information contained in this document has not been audited.

No guarantee, express or implied, can be given as to the document’s contents, nor should the completeness, correctness or accuracy of the information or opinions herein be relied upon.

Banca popolare dell’Emilia Romagna, its advisors and its representatives decline all liability (for negligence or any other cause) for any loss occasioned by the use of this document or its contents.

All forecasts contained herein have been prepared on the basis of specific assumptions which could prove wrong, in which case the actual data would differ from the figures given herein.

No part of this document may be regarded as forming the basis for any contract or agreement.

No part of the information contained herein may for any purpose be reproduced or published as a whole or in part, nor may such information be disseminated.

The Manager responsible for preparing the Company’s financial reports, Emilio Annovi, declares, in accordance with art. 154-bis., para. 2, of the "Consolidated Financial Services Act" (Legislative Order No. 58/1998), that the accounting information contained in the paragraphs "BPER Group overview", “Profit & Loss” e “Balance sheet structure” of this document corresponds to documentary records, ledgers and accounting entries.

Emilio Annovi
Manager responsible for preparing the Company's financial reports

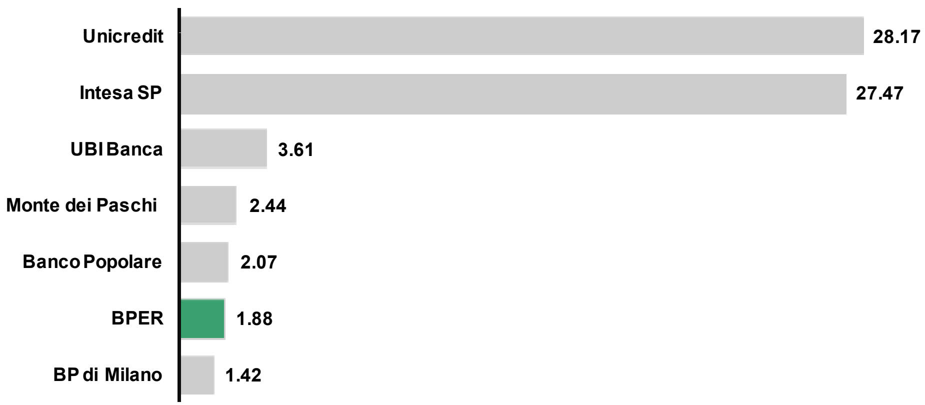
AGENDA

- ❑ **BPER Group overview**
- ❑ **Profit & Loss**
- ❑ **Balance sheet structure**
  - ❑ **Assets**
  - ❑ **Funding & Capital**
- ❑ **OBG Programme & Cover pool description**
- ❑ **Italian mortgage market**

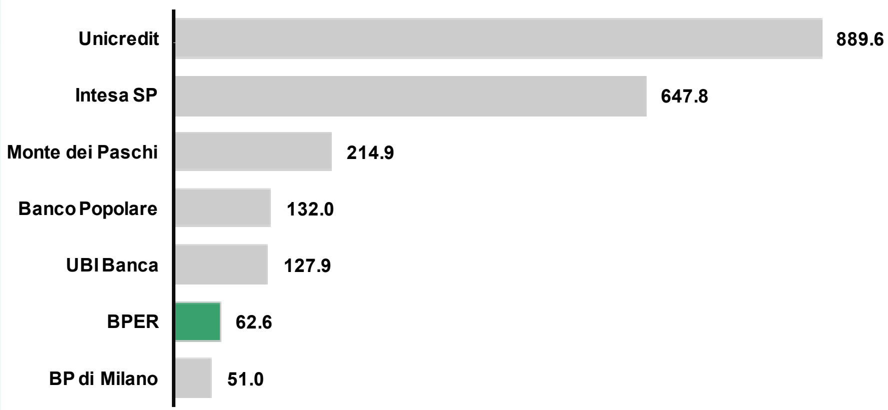
BPER Group: the 6th largest listed banking group in Italy

- Banca popolare dell'Emilia Romagna ("BPER"), founded in 1867 is a cooperative bank and ranks 6th among the largest banking groups in Italy and 3th within "popolari" banking group peers
- In 1973, the bank began a process of growth through the merger of several banks in the Emilia-Romagna area. In 1992, it changed its name into Banca popolare dell'Emilia Romagna.
- In 1994, the process of growth continued through the acquisition of some local banks and BPER became a national player; these banks are managed with the objective of taking advantage of the synergies of a large group and ensuring, at the same time, deep roots in the local areas. The BPER Group includes 7 commercial banks which operate in Italy, covering 18 of the 20 regions, through a network of more than 1,300 branches

Market cap (€/bn)

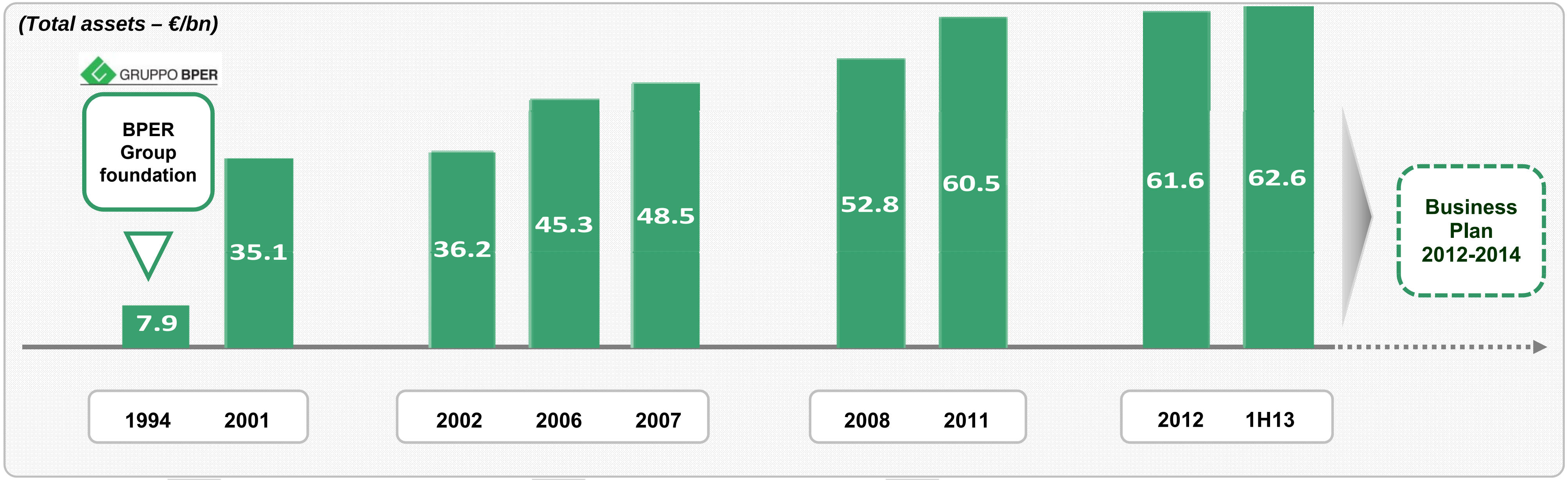


Total assets (€/bn)



Source: 1H13 Company reports and market data – Market cap as of 20 Sept.'13

History and Growth of the BPER Group



- Growth in the traditional core business through the acquisition of commercial banks

- Acquisition of product factories
- IT standardization
- Gradual turnaround of subsidiary banks

- Strengthening group governance
- Simplifying organizational structure
- IT development and "operational machine" strengthening

- New Group structure: mergers and organizational alignment of larger banks
- Cost base reduction
- Upgrade of the governance and control functions

The BPER Group today

Retail & Commercial banks

GRUPPO BPER

Banca popolare dell'Emilia Romagna

Banca Popolare di Ravenna (86.9%)	CRB Cassa di Risparmio di Bra (1) (67.00%)	Banca Popolare del Mezzogiorno (96.7%)
Banca della Campania spa (99.3%)	Banco di Sardegna (51.0%)(2)	Banca di Sassari S.p.A. (97.7%)

Product companies

ABF Leasing (100%)	**Sardaleasing** (96.2%)	**EmilRo Factor** (60.7%)

Asset management

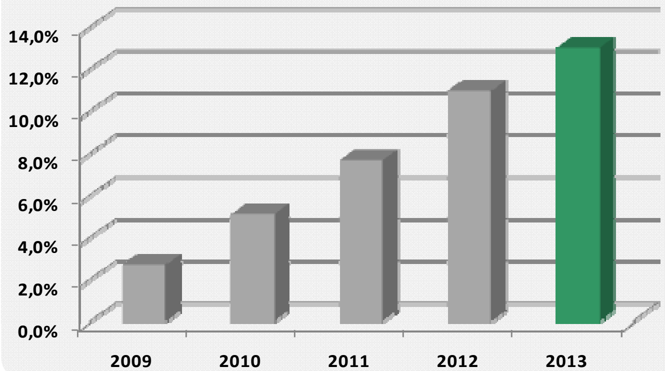
Optima Sim (100%)

Strategic shareholdings

ARCA SGR (19.9%)	**ARCA Vita** (19.7%)	**Alba Leasing** (36.4%)

BPER shareholders

- The "cooperative" status of BPER, according to the italian law, implies that every shareholder has one vote in relation to the resolutions of the Shareholders' meeting regardless of the number of the shares owned ("one head one vote" rule)
- As of 30 June'13:
  - Share outstanding: 333,827,355
- BPER share milestones:
  - 22 Jun.'09: listing on MTA from "Mercato Ristretto"
  - 19 Sept.'11: inclusion in the FTSEMIB index ("Italian blue chips" index)
- Last 3 mths avg daily volume: 2.3 milion shares
- Institutional investors in BPER's capital:

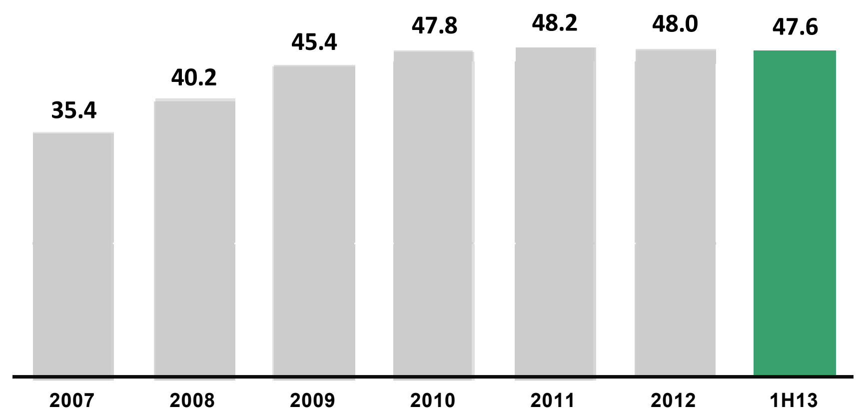


Note (1):CR Bra became part of the BPER Group in the 1Q13 ; (2) Equal to 50.2% of the whole share capital made up by ordinary, preferred and saving shares (the latter without voting right)

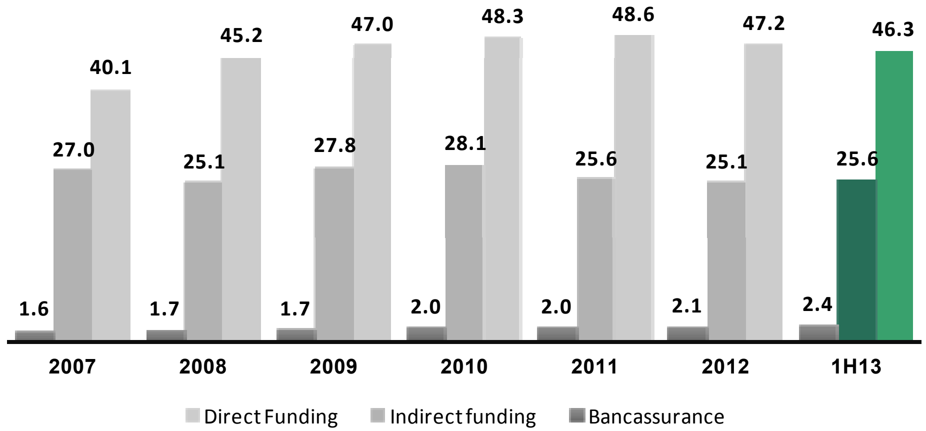
(): in brackets – ownership as of 30 Jun.'13

BPER Group main trends

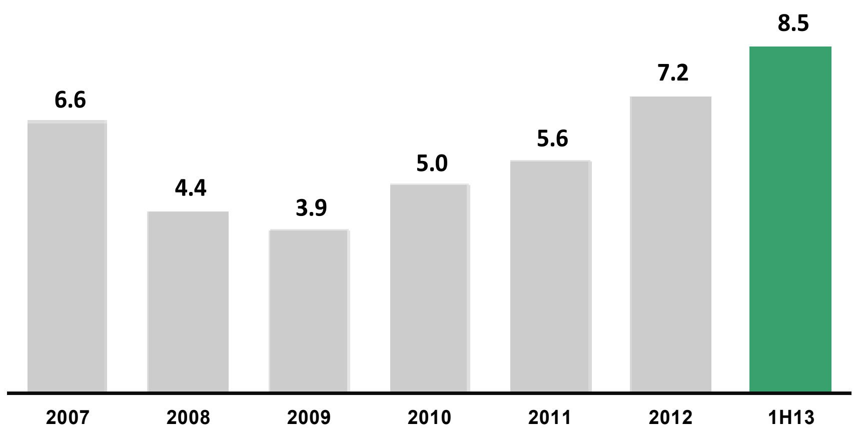
Customer loans (€/bn)



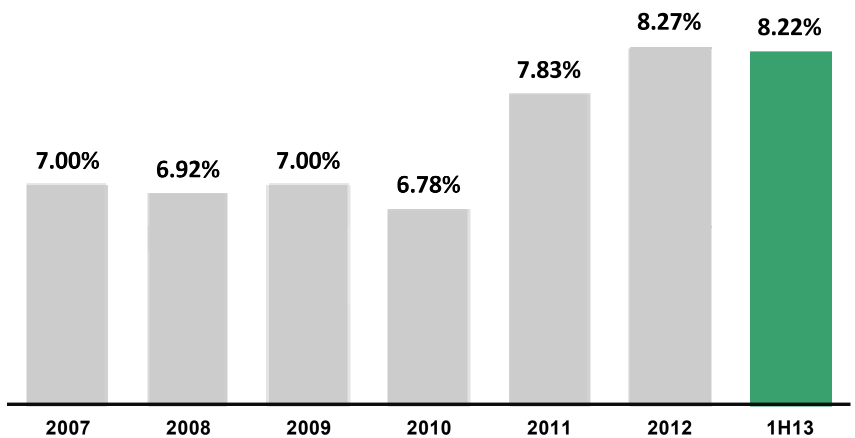
Direct - Indirect funding - Bancassurance (€/bn)



Financial securities portfolio (€/bn)



CT1 ratio (%) under B2 Standard methodology



Source: 1H13 BPER Group report

Highlights of BPER Group

Traditional commercial business (domestic retail and SMEs)	■ Core business: (NII+Commissions)/Total revenues = 90.3% ■ Credit RWA/Total RWA = 88.5%
Low risk business profile	■ Customer loans/Total assets = 76% (peers avg. 65.3%) ■ Financial assets/Total assets = 13.5% (peers avg. 22.3%) ■ Financial assets 2x of BPER Group Tangible Shareholders' Equity (peers avg. 4.5x) ■ Leverage* = 14.9x (peers avg. 20.3x) ■ Goodwill/Total assets = 0.6% (peers avg. 1.20%)
Adequate coverage ratios	■ Doubtful loans coverage ratio: 35.8% (peers avg. 35.3%) ■ NPLs coverage ratio: 54.8% (peers avg. 53%)
Good liquidity position Low exposure to wholesale funding	■ Wholesale funding/total direct funding = 0.6% ■ No wholesale maturities in the 2H13 and in 2014 and 2015 ■ Counterbalancing capacity (CBC): 12.8 €/bn of which 3.3 €/bn unencumbered
Sound capital ratios	■ CT1 at 8.22% under B2 standard methodology
Good historical profitability and operating efficiency	■ Growing operating margins over years (Total income – operating costs) ■ Cost/income = 54.9% (one of the lowest among italian banks)

Source: 1H13 Company reports; Peers: UCG, ISP, MPS,UBI, BP, BPM, Credem, Carige, Creval, BP Sondrio - Internal data calculations

*: Calculated as the ratio of Total Assets net of Goodwill and Other Intangible Assets (numerator) and Equity (including Minorities) net of Goodwill and Other Intangible Assets (denominator).

Rating

Rating Overview of Italian Covered Bond Issuers (Moody's/S&P/Fitch)

		BPER	Banca Pop. Di Milano	Banco Popolare	Carige	MPS	CREDEM	Intesa Sanpaolo	Unicredit	UBI Banca	Republic of Italy
Moody's	LT Issuer Default	n.r.	B1	Ba3	B2	B2	Baa3	Baa2	Baa2	Baa2	Baa2
	Covered Bond	Baa2	Baa2	Baa2	Baa1	Ba1	A2	A2	A2	A2	n.r.
	Outlook	*/*	*Neg*	*Neg*	------*	*Neg*	*Neg*	*Neg*	*Neg*	*Neg*	*Neg*
Standard & Poor's Ratings Services	LT Issuer Default	BB-	BB	BB	B+	n.r	BBB-	BBB	BBB	BBB-	BBB
	Covered Bond	n.r.	n.r	n.r	n.r	n.r	n.r	n.r	AA	n.r	n.r
	Outlook	*Stable*	*Neg*	*Neg*	------*	n.r	*Neg*	*Neg*	*Neg*	*Neg*	*Neg*
Fitch Ratings	LT Issuer Default	BB+	BBB-	BBB	BB	BBB	BBB+	BBB+	BBB+	BBB+	BBB+
	Covered Bond	n.r.	A-	BBB+	BBB+	A	A+	n.r	A	A+	n.r.
	Outlook	*Neg*	*Neg*	*Neg*	*Neg*	*Neg*	*Neg*	*Neg*	*Neg*	*Neg*	*Neg*

Source: Rating Agencies websites, as of 23 September 2013
*: Credit Watch negative

AGENDA

- ❑ BPER Group overview
- ❑ **Profit & Loss**
- ❑ Balance sheet structure
  - ❑ Assets
  - ❑ Funding & Capital
- ❑ OBG Programme & Cover pool description
- ❑ Italian mortgage market

Highlights: 1H13 Consolidated results

Supportive revenues, cost reduction underway, profitability still under pressure due to high provisioning but a better second half of the year expected

- Despite the worst italian economic recession over the last decades, which hit particularly commercial banks, **the balance sheet is sound with adequate capital base and improved liquidity position**
  - CT1 ratio at 8.22% under B2 standard methodology (8.18% in Mar.'13 and 8.27% in Dec.'12), but improving at 8.35% net of CR Bra consolidation
  - Counterbalancing capacity increased at 12.8 €/bn (+26.5% vs Dec.'12) of which 3.3 €/bn unencumbered (+24.1% vs Dec.'12)
  - Leverage ratio at 14.9x, one of the lowest among largest banks in Italy
- **Bank of Italy completed the second assets review, after the first one at the end of 2012 on the italian banking system:**
  - confirmed satisfactory doubtful loans coverage
  - Bank of Italy asset review is a positive step towards B2 AIRB method approval
- **Strong ability to generate revenues**, along with **effective cost reduction actions**
- **1H13 net profit before taxes** positive at 15.5 €/mn despite high credit provisioning driven by a more conservative classification and provisioning approach, according to recent Bank of Italy recommendations. The final result after taxation (-19.9 €/mn) is due to a very high tax rate deriving from the undeductibility of IRAP on loan loss provisions and labour costs
- **In the 2Q13**, strong recovery of NII (+4.8% q/q) and commissions (+2.5% q/q) and very positive contribution from trading. Cost of credit still high, including an extra provisioning of 158 €/mn, but significant improvement expected in the 2H13

Profit & Loss

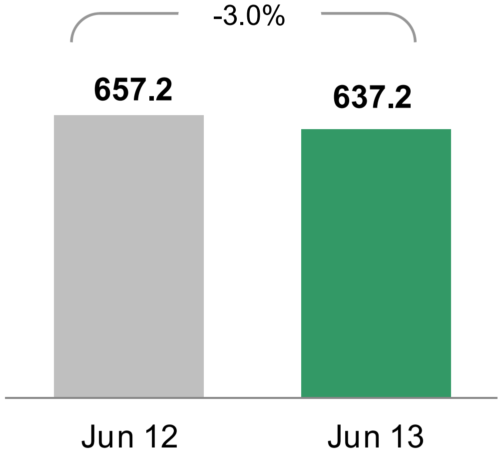
1H13 Profit & Loss

(€/mln)	P&L Y/Y Jun 13	Dec 12	Jun 12	Change y/y (%)	P&L by quarters 2Q13	1Q13	4Q12	3Q12	2Q12	1Q12
Interest Margin	637.2	1,309.5	657.2	-3.0%	326.1	311.1	328.7	323.6	320.6	336.5
Commissions	346.8	707.9	353.5	-1.9%	175.5	171.3	177.5	176.9	181.7	171.8
Dividends	23.0	5.0	4.2	n.m.	22.4	0.6	0.5	0.3	3.3	0.9
Trading gains	82.9	132.4	69.2	19.8%	68.2	14.7	35.3	27.9	11.8	57.4
Total Income	**1,089.9**	**2,154.9**	**1,084.1**	**0.5%**	**592.2**	**497.6**	**542.0**	**528.8**	**517.4**	**566.6**
Provisions	-467.8	-971.9	-295.0	58.6%	-300.0	-167.8	-548.3	-128.6	-195.4	-99.6
Operating Income	**622.0**	**1,182.9**	**789.0**	**-21.2%**	**292.2**	**329.9**	**-6.2**	**400.1**	**322.0**	**467.0**
Staff costs	-406.6	-769.6	**-403.3**	0.8%	-208.2	-198.4	-168.9	-197.4	-205.3	-197.9
Other administrative costs	-256.5	-489.9	**-250.6**	2.4%	-132.0	-124.6	-124.5	-114.8	-127.8	-122.8
Other costs / revenues	64.7	53.7	**24.0**	169.3%	27.2	37.5	0.1	29.5	11.6	12.5
Operating costs	**-598.4**	**-1,205.8**	**-629.8**	**-5.0%**	**-312.9**	**-285.5**	**-293.3**	**-282.7**	**-321.6**	**-308.2**
Net Operating Income	**23.6**	**-22.9**	**159.2**	**-85.2%**	**-20.7**	**44.3**	**-299.5**	**117.4**	**0.4**	**158.8**
Other income, net	-8.1	15.5	3.5		-8.2	0.1	12.0	0.0	3.7	-0.3
Pre-tax Profit	**15.5**	**-7.4**	**162.7**	**-90.4%**	**-28.9**	**44.4**	**-287.5**	**117.4**	**4.2**	**158.5**
Taxes	-35.9	-25.2	-85.4	-58.0%	-5.4	-30.5	117.3	-57.0	-20.7	-64.7
Net profit of ass. under disp.	0.4	0.0	0.0		-1.1	1.5	-0.5	0.5	0.0	0.0
Net profit	**-19.9**	**-32.6**	**77.2**	**-125.8%**	**-35.3**	**15.4**	**-170.6**	**60.8**	**-16.5**	**93.8**
Minority Interests	-1.6	21.3	5.5	-128.4%	-0.5	-1.0	17.7	-1.9	11.6	-6.0
Profit (loss) for the period pertaining to the Parent Company	**-21.5**	**-11.3**	**82.8**	**-125.9%**	**-35.9**	**14.4**	**-153.0**	**58.9**	**-5.0**	**87.7**
cost / income	54.9%	56.0%	58.1%		52.8%	57.4%	54.1%	53.5%	62.1%	54.4%
cost / (interest margin + commiss.)	60.8%	59.8%	62.3%		62.4%	59.2%	57.9%	56.5%	64.0%	60.6%
cost of credit on annual basis	185	199	120*		58	33	112	27	39	21
net profit / total income	-1.8%	-1.5%	7.1%		-6.0%	3.1%	-31.5%	11.5%	-3.2%	16.5%
tax rate	230.8%	339.7%	52.5%		18.6%	68.7%	40.8%	48.6%	497.1%	40.8%

n.m.: Not meaningful; (*) estimated annualized cost of credit based on 1H12 figures; 2012 final year cost of credit was 199 bps

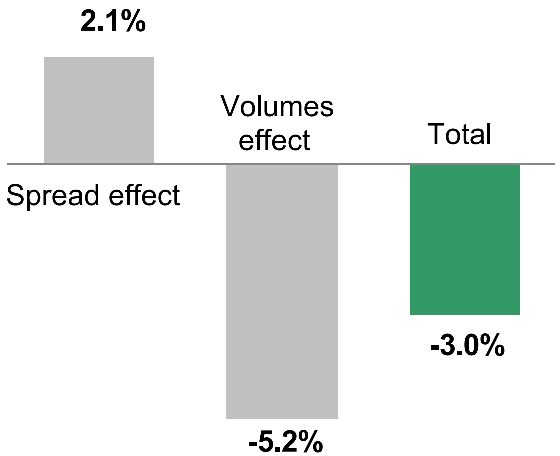
Net Interest Income

Net Interest Income (€/mn)

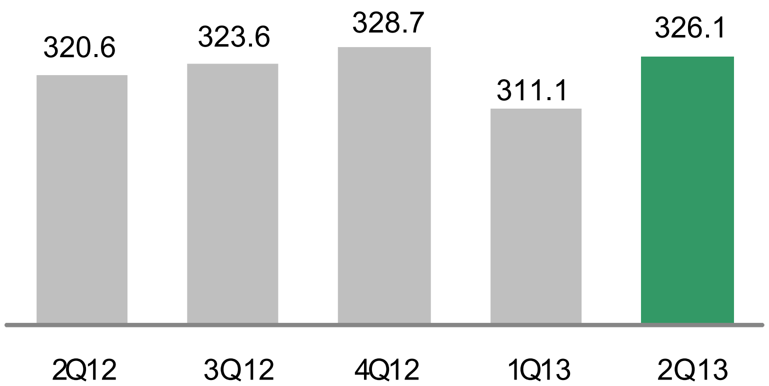


- Net Interest Income down by 3% y/y due to fall in market rates (1H13 avg. Euribor 3M -70 bps vs 1H12) and sluggish loan volumes
- 2Q13 strong recovery vs 1Q13 (+4.8% q/q) driven by cost of funding reduction and volume effect, in particular:
    - remarkable reduction on short-term funding and new bond issues
    - bond maturities only partially offset by new issues in light of weak credit demand and focus on short-term funding
    - significant downsizing of expensive funding from non-loyal customers

Net Interest Income contribution breakdown (%; y/y)

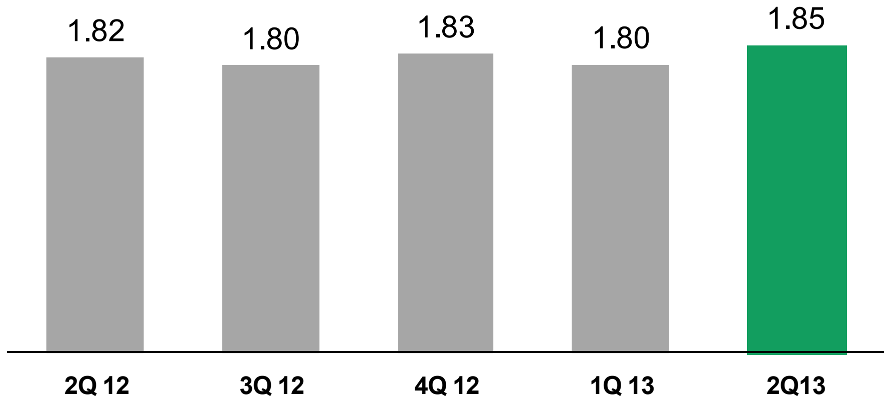


Net Interest Income by quarter (€/mn)



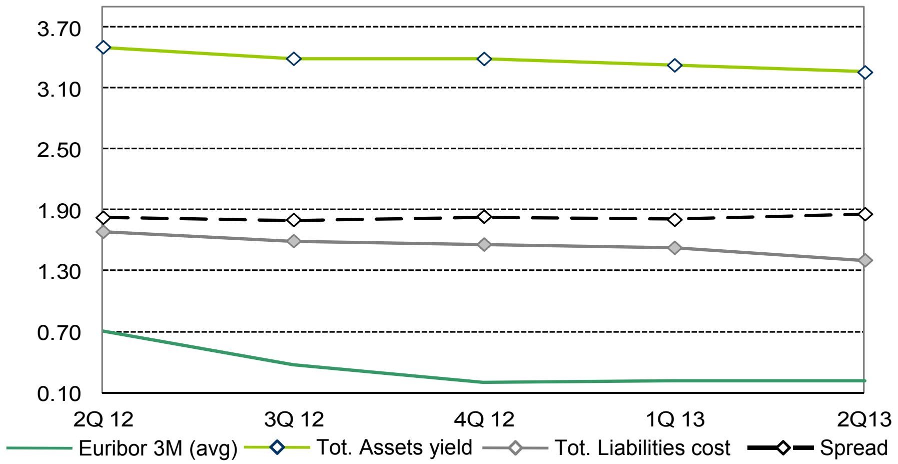
Spread evolution

Spread (%)

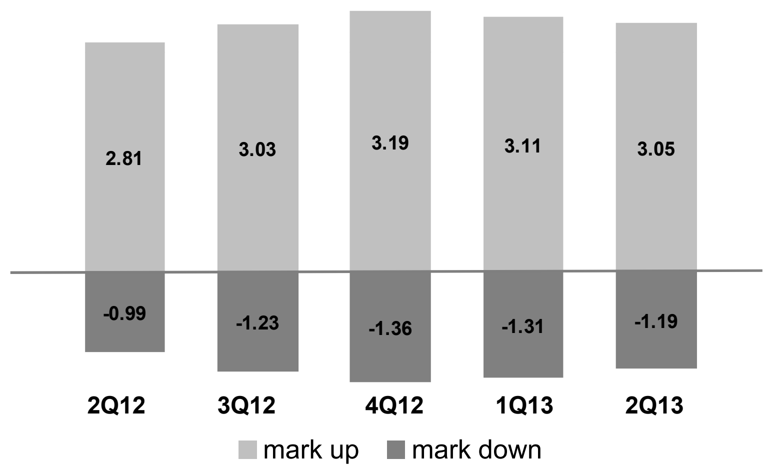


- Significant spread increase in 2Q13 at 1.85% mainly thanks to the mark-down improvement , the highest over the last five quarters
- Mark-down benefits from:
  - successful and effective actions on cost of funding pricing policies
  - volume mix effect: focus on short-term funding vs bonds
- Slight reduction in asset yield more than offset by cost of funding benefits from repricing activity

Spread contribution (%)



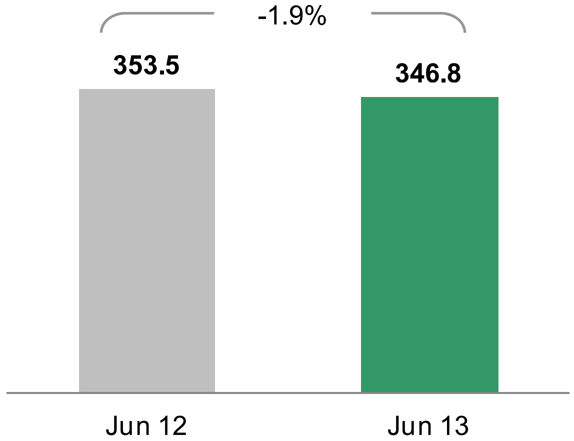
Mark up & mark down (%)



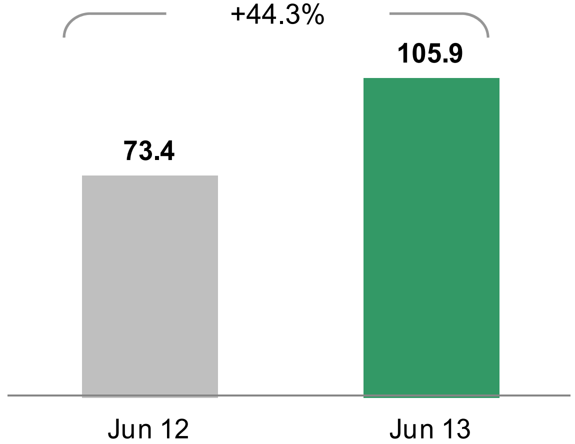
Figures from data management system and referred to commercial banks within the Group

Commissions and Dividends & Trading

Commissions (€/mn)



Dividends and Trading gains (€/mn)



Commissions breakdown (€/mn; %)

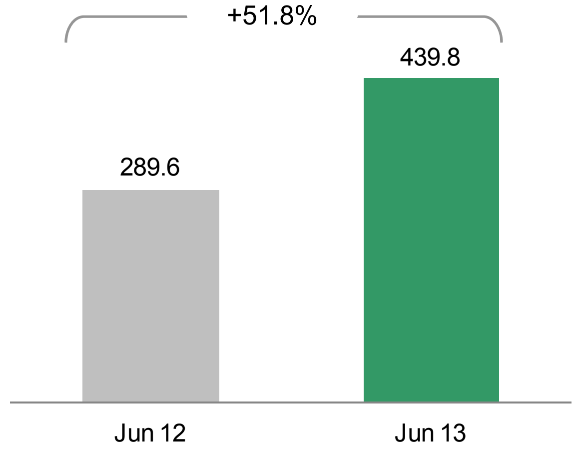
€/mn	Jun 13	Jun 12	Chg %
Commissions on indirect deposits and bancassurance	64.9	56.0	16.0%
Cash in and Payments	68.6	67.8	1.1%
Commercial Banking/other	213.3	229.7	-7.1%
Total	**346.8**	**353.5**	**-1.9%**

Dividends and Trading gains breakdown (€/mn; %)

€/mn	Jun 13	Jun 12	Chg abs	Chg %
Dividends	23.0	4.2	18.8	446.3%
Trading (net)	101.5	25.0	76.5	306.1%
Plus	14.4	48.1	-33.7	-70.0%
Minus	-10.3	-11.1	0.8	-6.9%
FVO	-40.2	-18.4	-21.7	117.9%
Other	17.4	25.6	-8.2	-32.0%
Total	**105.9**	**73.4**	**32.5**	**44.3%**

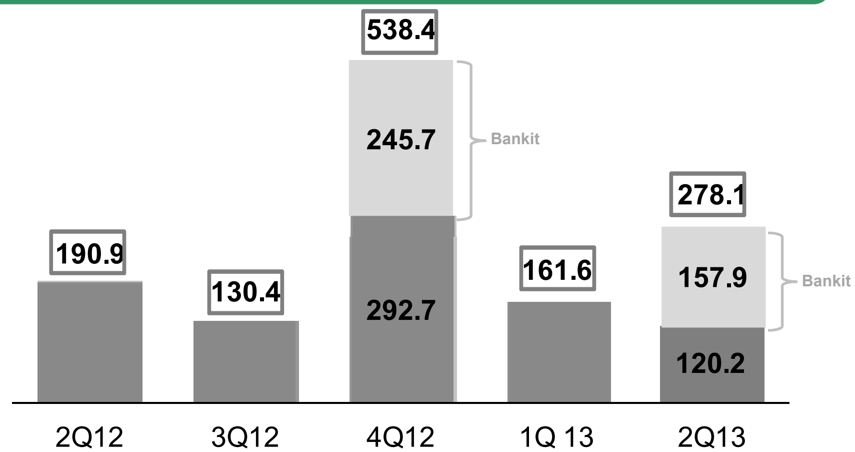
Loan Loss Provisions

Loan Loss Provisions Breakdown (€/mn)

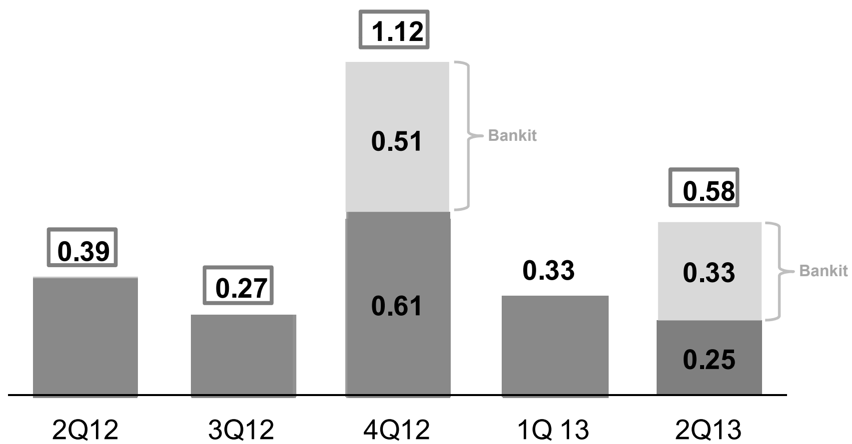


- 1H13 LLPs still high at 439.8 €/mn, influenced by non-recurring provisioning in the 2Q13 (157.9 €/mn) as a result of the asset review conducted by Bank of Italy
- More conservative and prudent approach on credit to tackle the current extraordinary economic environment and accordingly to recent Bank of Italy recommendations
- Cost of credit at 92 bps (185 annualized) but in reduction on an ordinary basis
- Coverage ratios hold well vs Mar.'13 and vs Dec.'12 levels

Loan Loss Provisions evolution (€/mn)



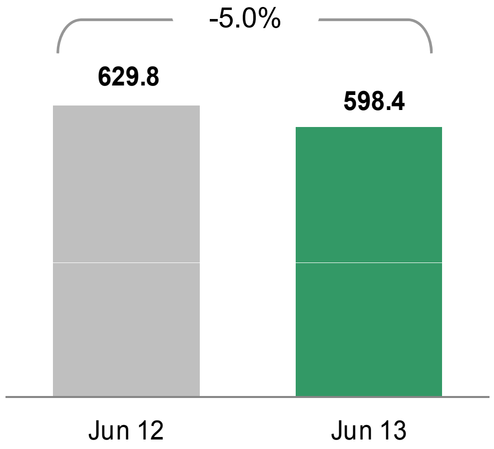
Cost of credit evolution (%)



GRUPPO BPER

Operating costs

Operating Costs (€/mn)



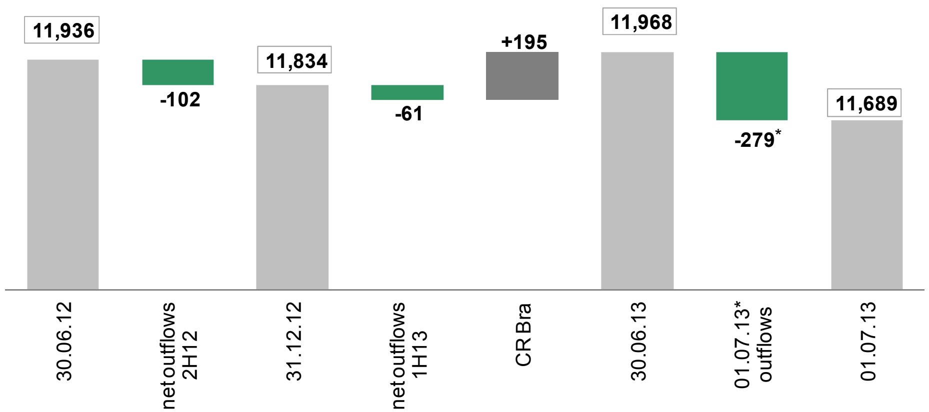
- Operating costs down by 5% y/y, including extra provision of 9 €/mn related to voluntary staff redundancies and Solidarity Fund; net of CR Bra consolidation (-10 €/mn) and the mentioned extra provision and taking into account regolatory accounting changes (+40.6 €/mn), operating costs down by 1.6%
- Staff costs stable (+0.8% y/y) but well down by 3% net of extra provisioning (-9 €/mn) and CR Bra (-6.4 €/mn)
- Most benefits on staff costs expected in the second half of the year when redundancy plan will be fully effective (-269 employees at 1 Jul.'13)
- Administrative expenses up by 2.4% y/y mainly affected by CR Bra consolidation, tax expenses increase and costs related to the Business Plan. Running costs down by 4.1% y/y

Operating Costs breakdown (€/mn; %)

€/mn	Jun 13	Jun 12	Chg abs	Chg %
Staff	406.6	403.3	3.4	0.8%
Administrative Expenses	256.5	250.6	5.9	2.4%
Depreciations	30.5	28.9	1.6	5.4%
Other	18.4	8.6	9.8	114.7%
Other Revenues/Costs*	-113.6	-61.5	-52.0	84.6%
Total	**598.4**	**629.8**	**-31.4**	**-5.0%**

*: "Other revenues/costs" includes the effects of the regulatory changes to the fees structure and their different accounting treatment under the "Save Italy" decree in force from the fourth quarter of 2012.

Headcount



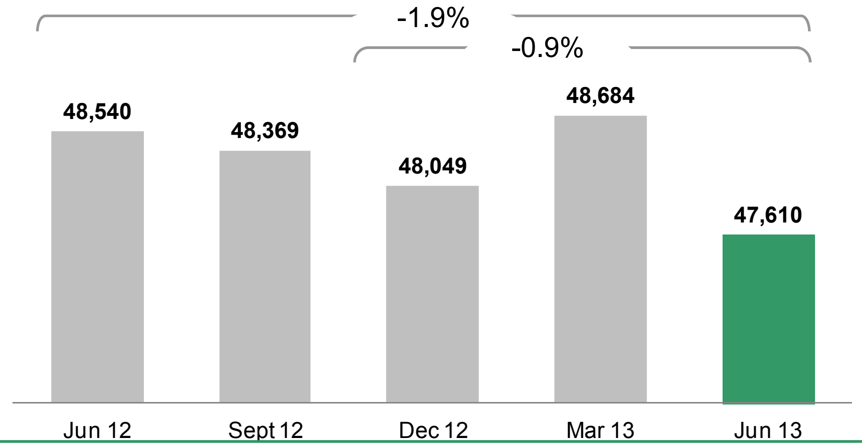
*: of which 269 for voluntary redundancies and the "Solidarity Fund" following the agreement with the Trade Unions on 15 September 2012

AGENDA

- ❑ BPER Group overview
- ❑ Profit & Loss
- ❑ **Balance sheet structure**
  - ❑ **Assets**
  - ❑ Funding & Capital
- ❑ OBG Programme & Cover pool description
- ❑ Italian mortgage market

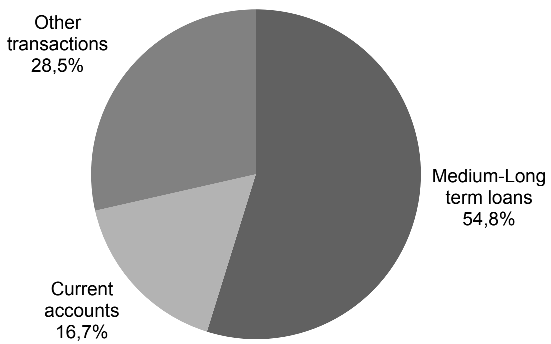
Customer loans (1/2)

Customer loans (€/mn)

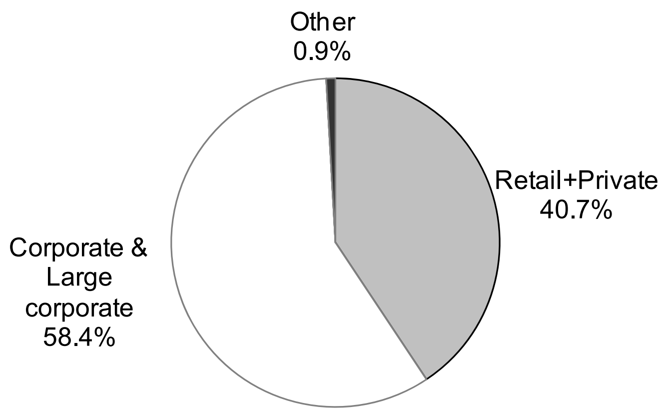


- Net volume down by 0.9% since Dec.’12 and by 1.9% y/y, (-3.4% and -4.3% net of CR Bra) as a consequence of the prolonged recession in Italy and the weak credit demand from customers
- Corporate and Retail loans account for the large majority of the total loan book, confirming BPER Group’s focus on commercial business

Customer loans breakdown (%)

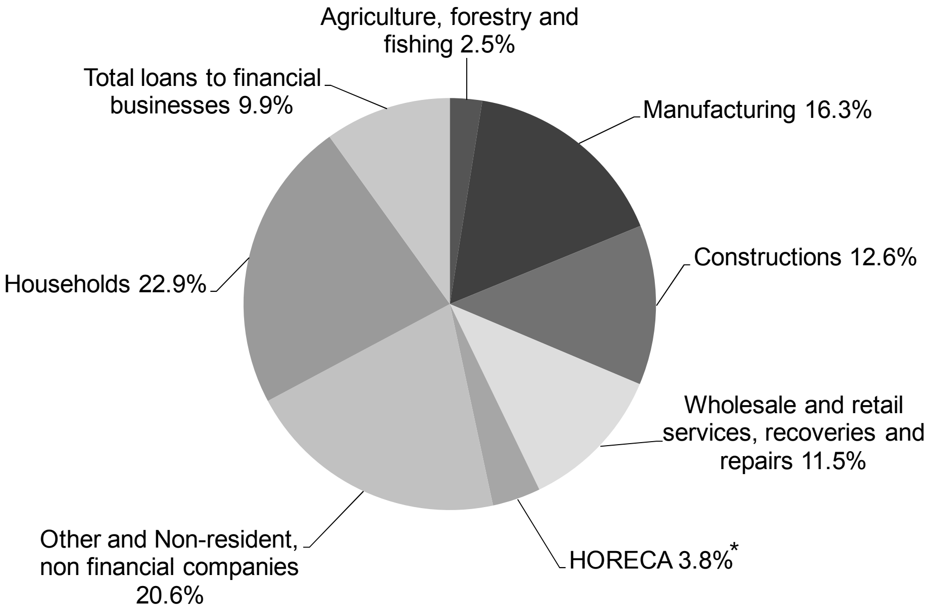


Customer loans breakdown by segment (%)



Customer loans (2/2): portfolio composition

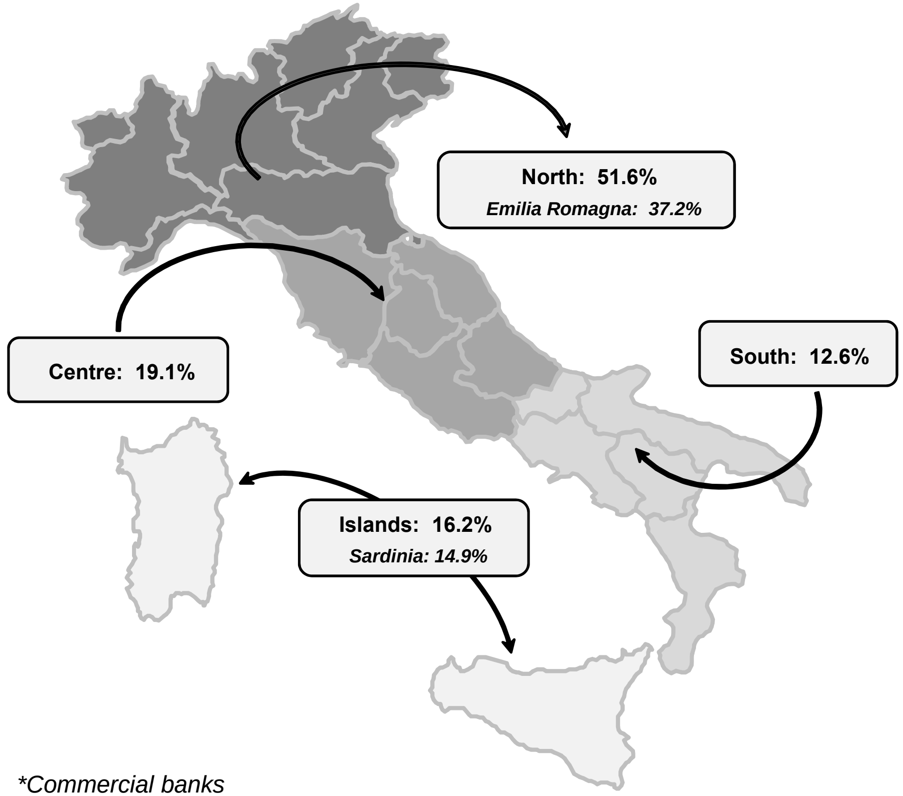
Customer loans breakdown by sectors (%)



Figures as per ATECO business sectors definitions (ISTAT)

**: HORECA: HOtel, REstaurant & CAfè*

Customer loans breakdown by geographical distribution* (%)

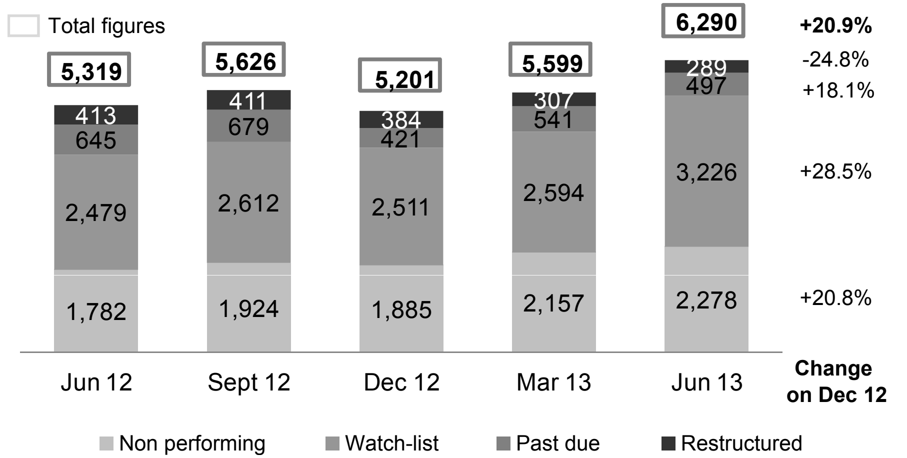


**Commercial banks*

- Well diversified loans portfolio
- Construction sector further downsizing, net of CR Bra (-5.7% vs Dec.'12)
- Wholesales & retail services reduction, net of CR Bra (-4% vs Dec.'12)

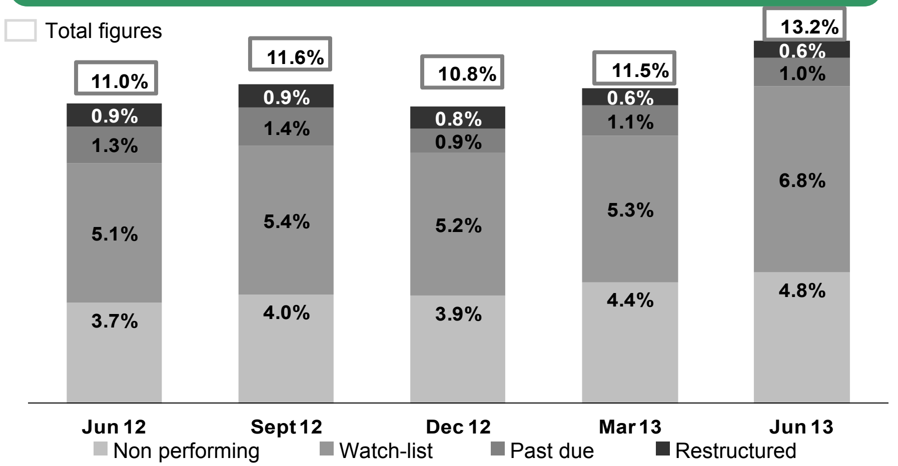
Doubtful loans (1/2)

Doubtful loans breakdown (net figures; €/mn)



- Doubtful loans stock up by 20.9% since Dec.'12 (+1.1 €/bn) affected by the deterioration of italian economic environment and following the result of the second asset review completed by Bank of Italy at the beginning of July 2013
- 2Q13 doubtful loans increase (0.7 €/bn, 12.3% q/q) concentrated on watchlist (+24.3% q/q)
- Construction sector accounts for 24.7% of the total doubtful loans
- Adequate coverage of non performing loans of 54.76% higher than 54.3% in Mar.13 and in line vs 54.87% in Dec.'12
- Total doubtful loans coverage down since Dec.'12 (35.8% vs 36.3% in Mar.'13 vs 36.8% in Dec.'12) mainly due to the increase in watchlist loans stock with lower coverage

Doubtful loans breakdown: weight on total loans (%)



Coverage trend (%)

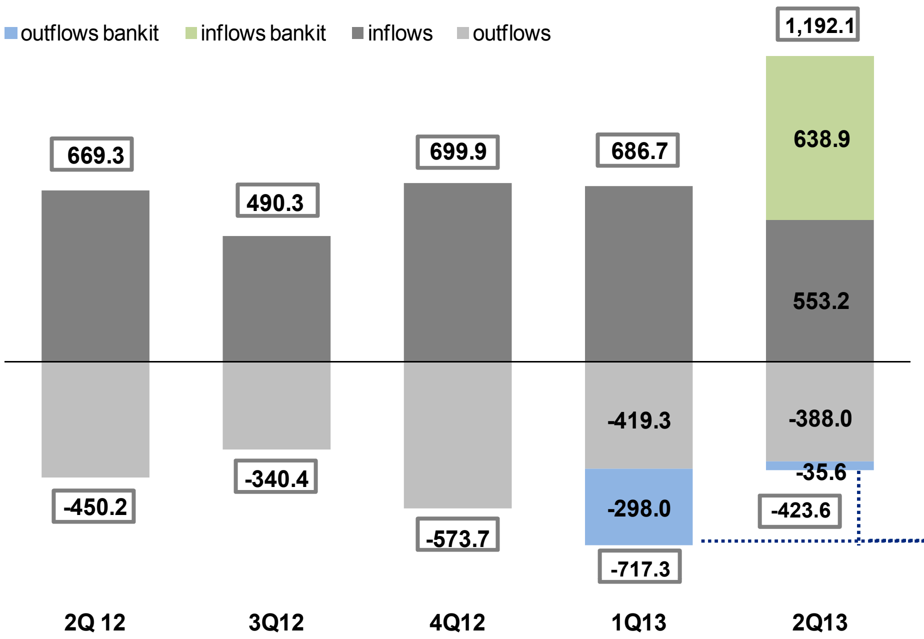
	Jun 13	Mar 13	Dec 12	Sept 12	Jun 12
Non performing	54.76%	54.30%	54.87%	51.63%	52.21%
Watch-list	17.45%	17.54%	19.99%	15.65%	16.45%
Past due	6.51%	6.97%	5.74%	3.28%	3.18%
Restructured	10.27%	11.09%	17.46%	8.22%	7.91%
Total doubtful loans	**35.79%***	**36.32%***	**36.78%**	**31.59%**	**31.90%**
In bonis	0.57%	0.65%	0.66%	0.70%	0.67%
Total loans	**7.29%**	**6.67%**	**6.44%**	**5.65%**	**5.42%**

Total doubtful loans coverage net of CR Bra: 36.15% (Jun.'13) vs 36.62% (Mar.'13)

GRUPPO BPER

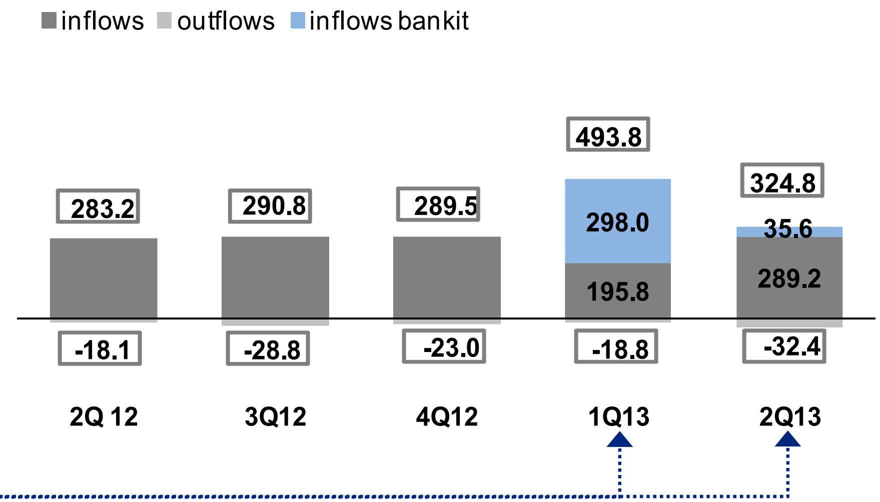
Doubtful loans (2/2)

Watchlist and restructured loans flows* (gross figures; €/mn)



Note: watchlist and restructured loans figures are shown gross of internal allocations (in-and-outflows) between the two categories

Non-performing loans inflows* (gross figures; €/mn)



**: figures from data management system and referred to commercial banks within the Group (excl.. CR Bra)*

- 2Q13 watchlist loans inflows mainly impacted by the Bank of Italy asset review (+0.6 €/bn), but ordinary trend slightly down compared to the last 2 quarters
- Non-performing loans inflow (net of BoI effect) comparable to the previous quarters
- Inflows coming mainly from real estate sectors

Securities portfolio (1/2)

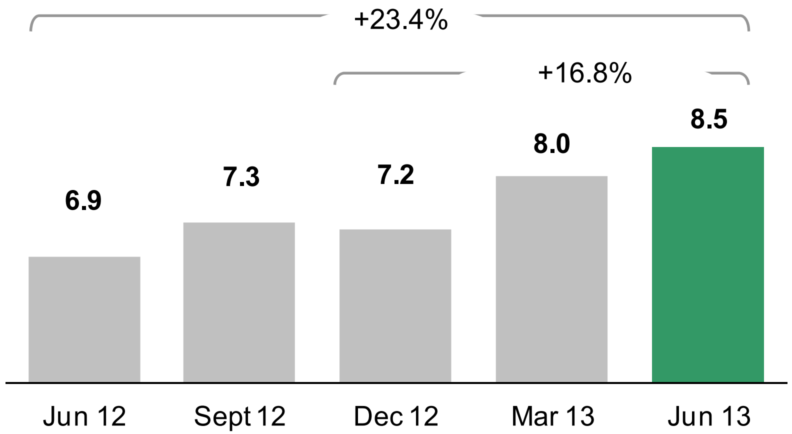
Securities portfolio breakdown (€/mn; %)

€/mn	HFT	CFV	AFS	HTM	Total	% on total
Bonds	982	72	5,337	1,222	7,614	90.0%
Equity	17	6	443	-	466	5.5%
Funds and Sicav	30	70	51	-	151	1.8%
Other *	231	-	-	-	231	2.7%
Group	1,260	148	5,831	1,222	**8,462**	**100.0%**

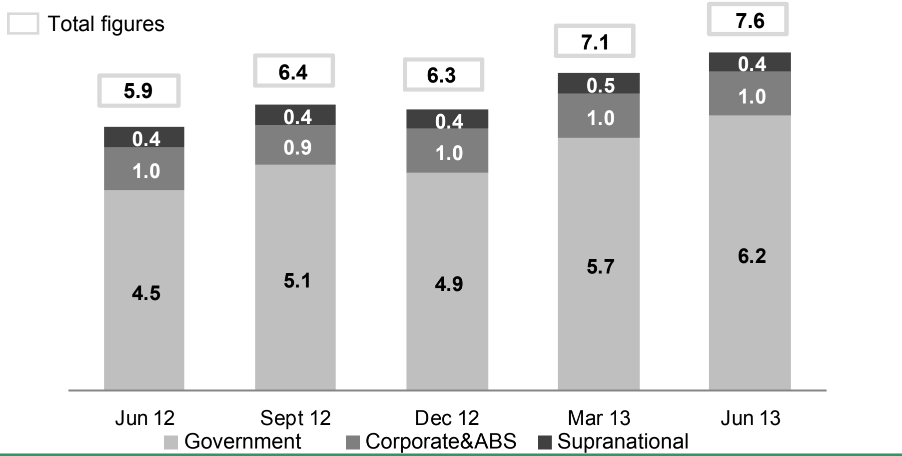
** Mainly derivatives for hedging purposes*

- Securities portfolio increase (+1.2 €/bn since Dec.'12) due to italian and core-Euro govies purchase of which 0.4 €/bn in the 2Q (CR Bra accounts for 0.2 €/bn)
- Bond portfolio amounts to 7.7 €/bn of which 6 €/bn of italian govies (duration 3.5 years vs 2.4 years in Dec.'12)
- Italian govies account for 128% of shareholders' equity
- Negligible exposure to peripheral european countries: 149 €/mn (of which 102 €/mn Spain)
- AFS govies reserve at +5.1 €/mn vs +45.4 €/mn in Mar.'13 and +81 €/mn in Dec.'12 due to realized gains on govies and financial assets mark-to-market

Securities portfolio (€/bn)



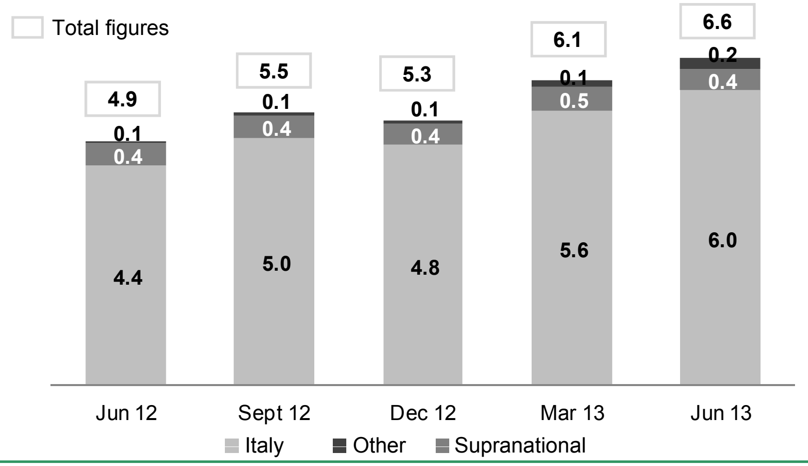
Bonds portfolio by issuer (€/bn)



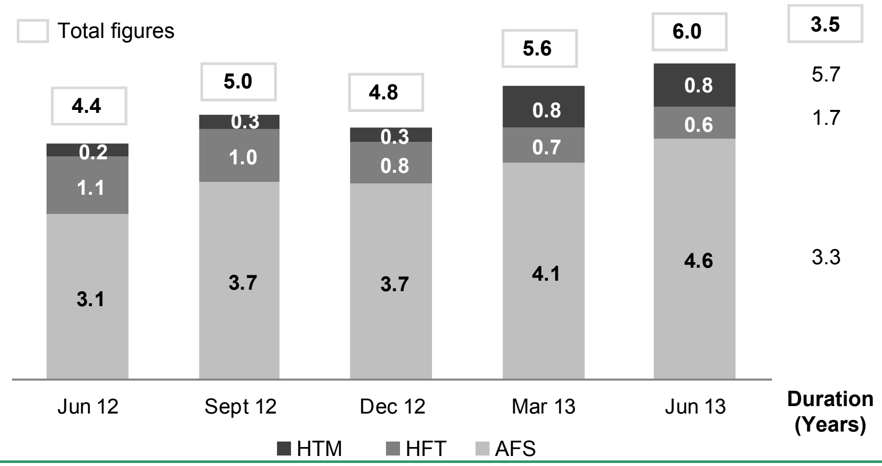
GRUPPO BPER

Securities portfolio (2/2)

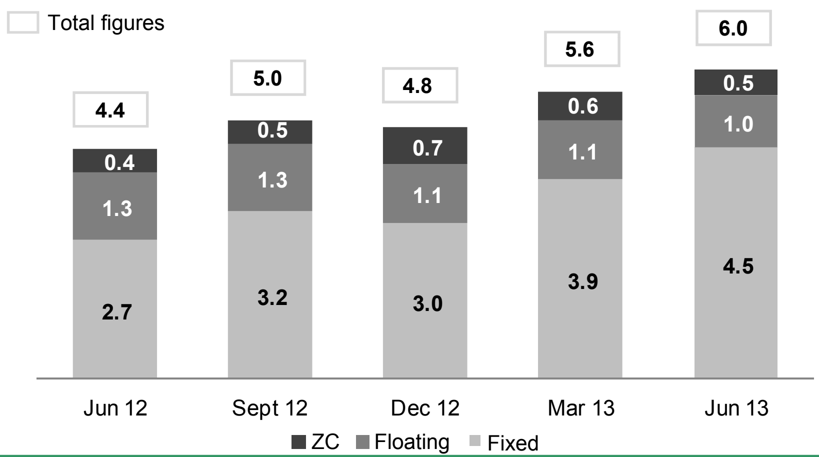
Govies & Supranational PTF by issuing country (€/bn)



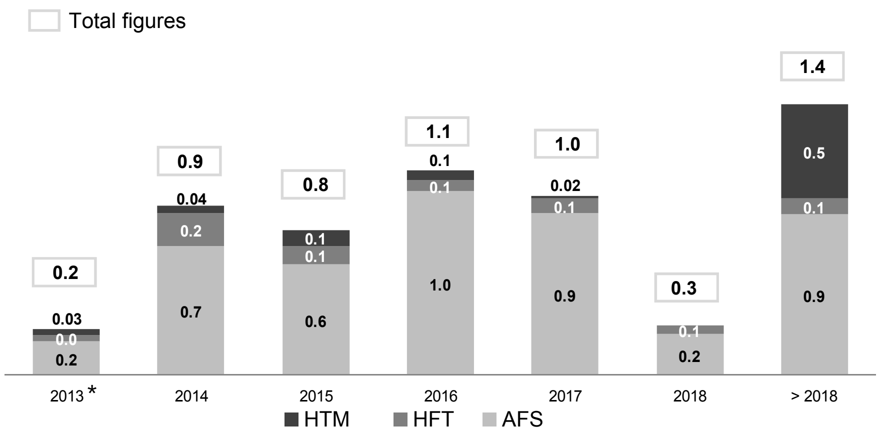
Italian Govies PTF by accounting valuation (€/bn)



Italian Govies PTF by coupon (€/bn)



Italian Govies PTF Maturities (€/bn)



** Remaining 2 quarters*

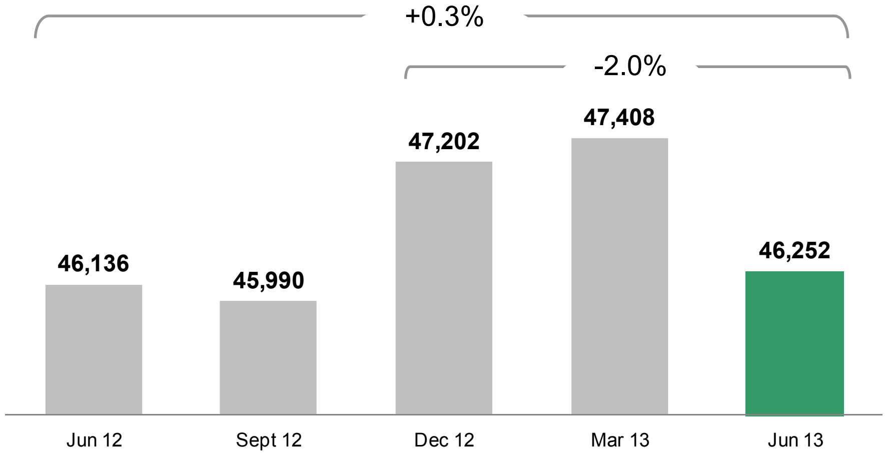
GRUPPO BPER

AGENDA

- ❑ BPER Group overview
- ❑ Profit & Loss
- ❑ **Balance sheet structure**
  - ❑ Assets
  - ❑ **Funding & Capital**
- ❑ OBG Programme & Cover pool description
- ❑ Italian mortgage market

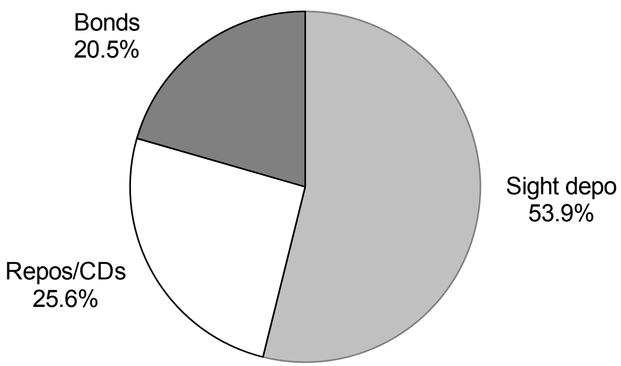
Direct funding

Total Direct Funding (€/mn)

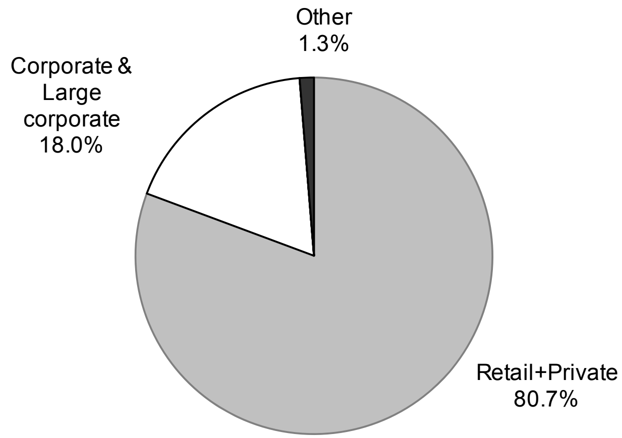


- Direct funding down by 2.0% since Dec.'12 and up by 0.3% y/y (-4.3% and -2.1 net of CR Bra consolidation)
- Funding strategy driven by weak demand for loans and by the funding cost reduction goal in the 1H13:
    - no replacement of institutional bond maturities (-0.7 €/bn) and financial repos (-0.2 €/bn)
    - switch into asset management and bancassurance (-0.3 €/bn)
    - no renewal of expensive funding from marginal customers (-0.8 €/bn)
- In the 2Q13, re-mix of the stock in favour of short-term funding mainly from bonds

Direct Funding breakdown (%)



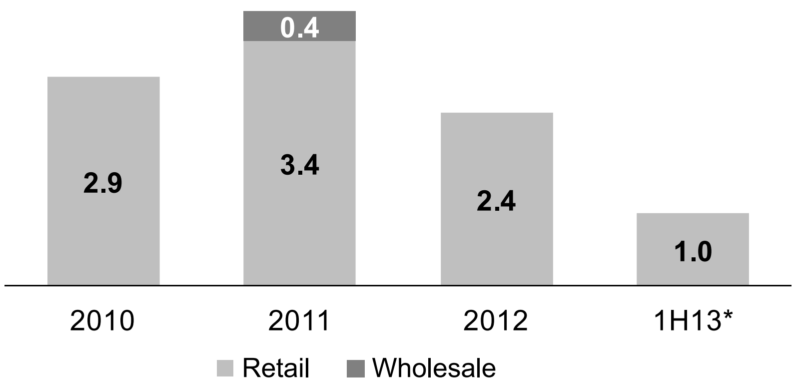
Direct Funding breakdown by segment (%)



GRUPPO BPER

Bond maturities and issues

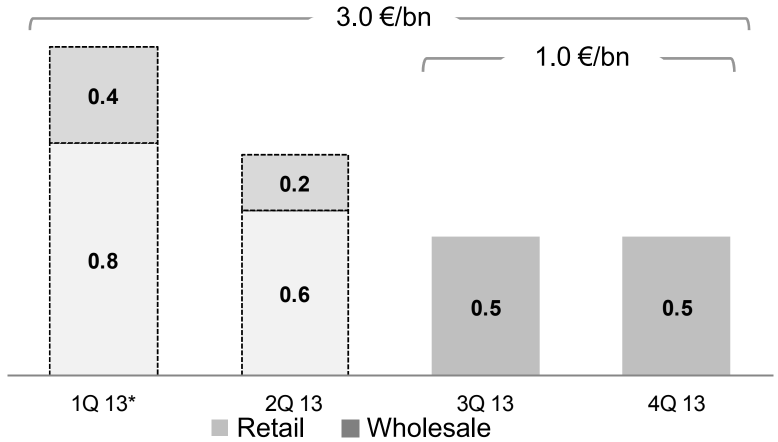
Bond issues (€/bn)



** CR Bra included*

- 1H13 bond maturities only partially replaced by new issues preferring to switch to less expensive short-term funding
- Negligible exposure to wholesale funding (only 0.3 €/bn or 0.65% of total direct funding). No wholesale bonds maturing in 2014 and 2015
- Funding gap at 5.5% in Jun.’13 (stable vs Mar.’13 and slightly up vs 5.2% in Dec.’12)

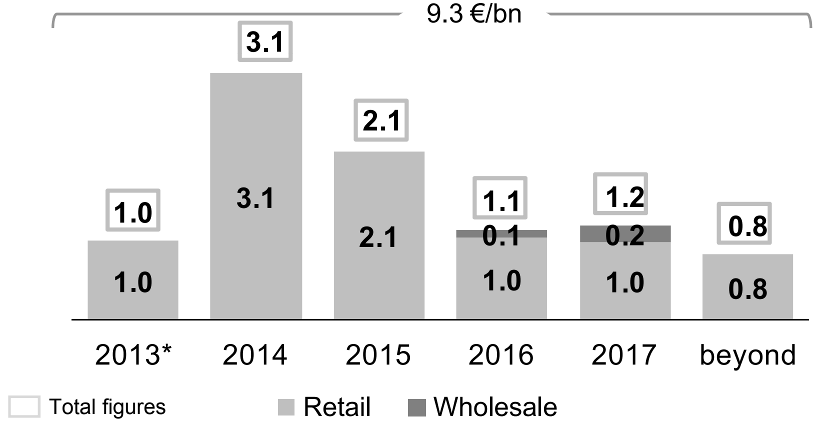
2013 Bond maturities (€/bn)



** CR Bra not included*

Note: figures in this page are shown as per nominal values

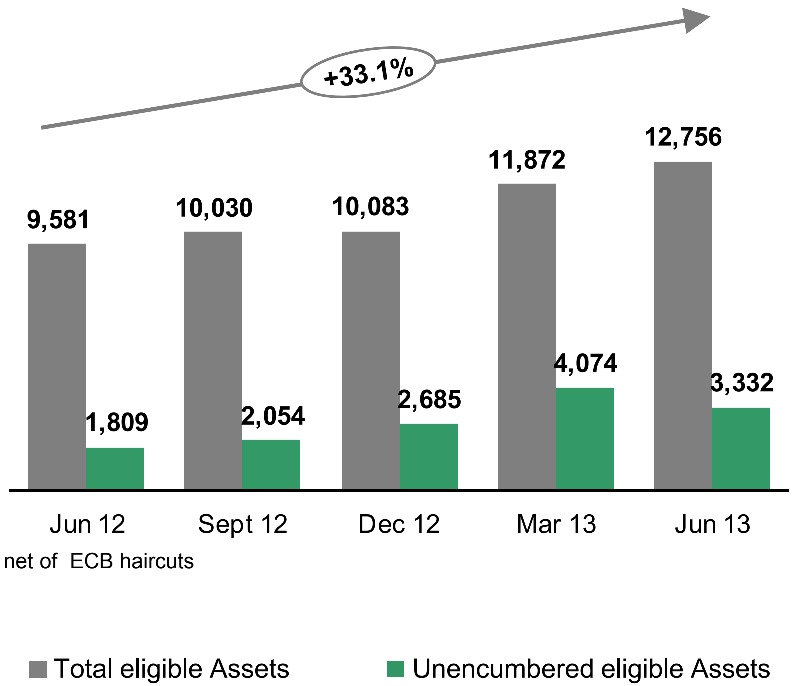
Bond maturities breakdown (€/bn)



** Remaining 2 quarters*

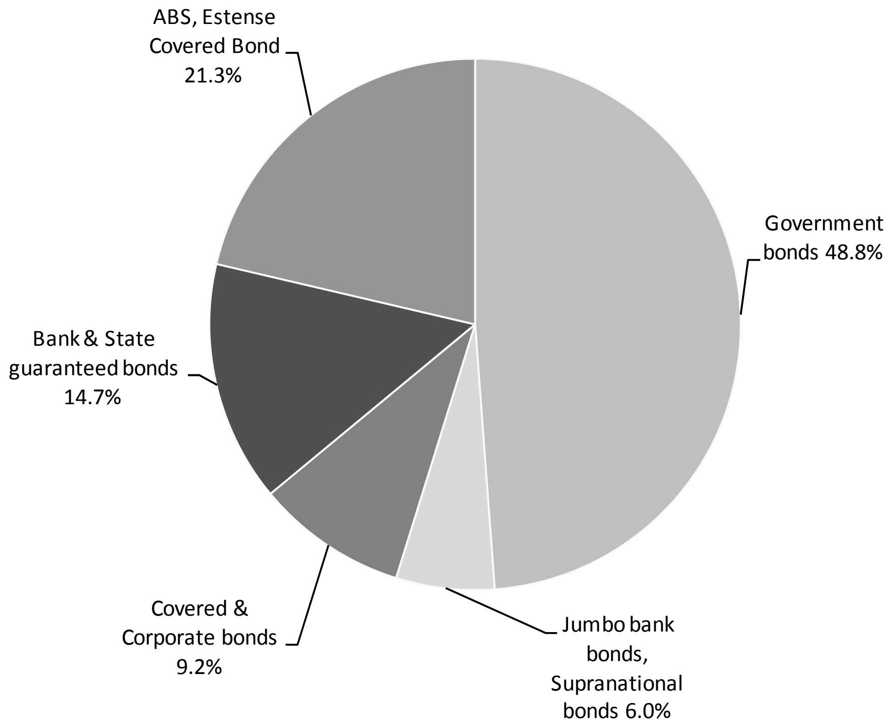
Eligible assets and counterbalancing capacity

Total eligible Assets evolution (€/mn)



*: net of ECB haircuts

Eligible Assets Pool Composition (%)

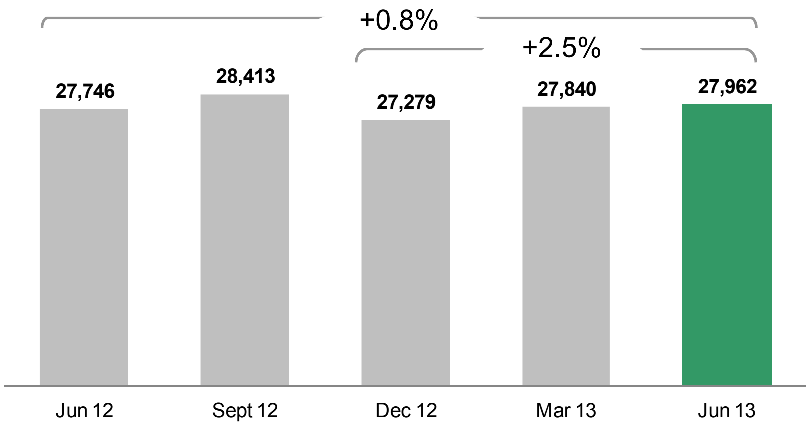


- Counterbalancing capacity (CBC) strong improvement: 12.8 €/bn of which 3.3 €/bn unencumbered (compared with 10 €/bn and 2.7 €/bn in Dec.'12)
- ECB exposure as of Jun.'13: 4.8 €/bn of which 4.5 €/bn through partecipation to 3y LTRO (out of which 1 €/bn of retained Covered bond)
- Total government-backed bonds: 1.3 €/bn
- Liquidity ratios: LCR and NSFR > 100% already Basel 3 compliant

GRUPPO BPER

Indirect deposits and "bancassurance"

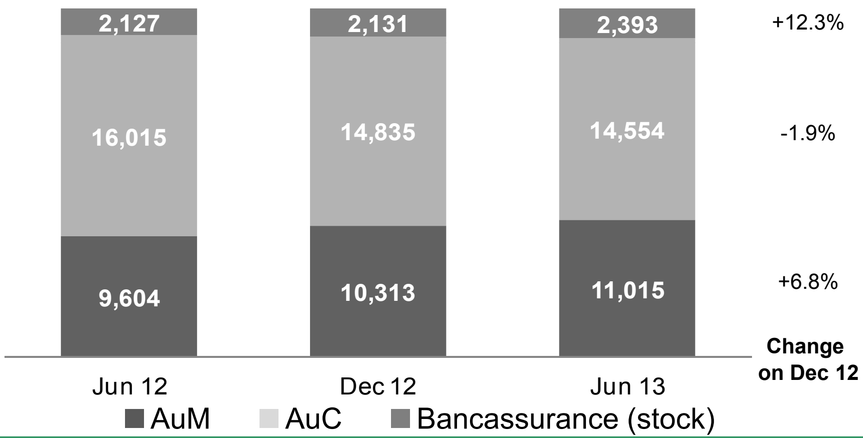
Total Indirect Deposits and bancassurance* (€/mn)



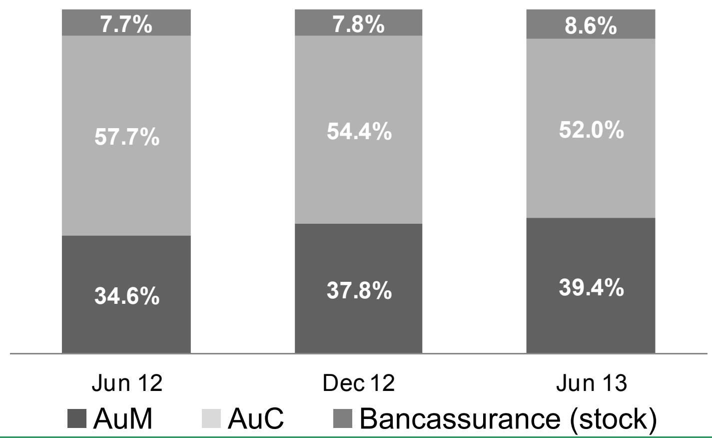
** Life-insurance products*

- Indirect deposits and bancassurance up by 2.5% since Dec'12 (+0.6% net of CR Bra)
- AuC down by 1.9% since Dec.'12 mainly caused by an outflow from 1 single institutional customer with no impact on profitability
- AuM good performance (+0.7 €/bn, +6.8% since Dec.'12): positive net inflow in the 1H13 (+0.5 €/bn vs -0.2 €/bn in 1H12)
- Bancassurance stock positive increase (+12.3% since Dec.'12)

Total Indirect Deposits and bancassurance* (€/mn)

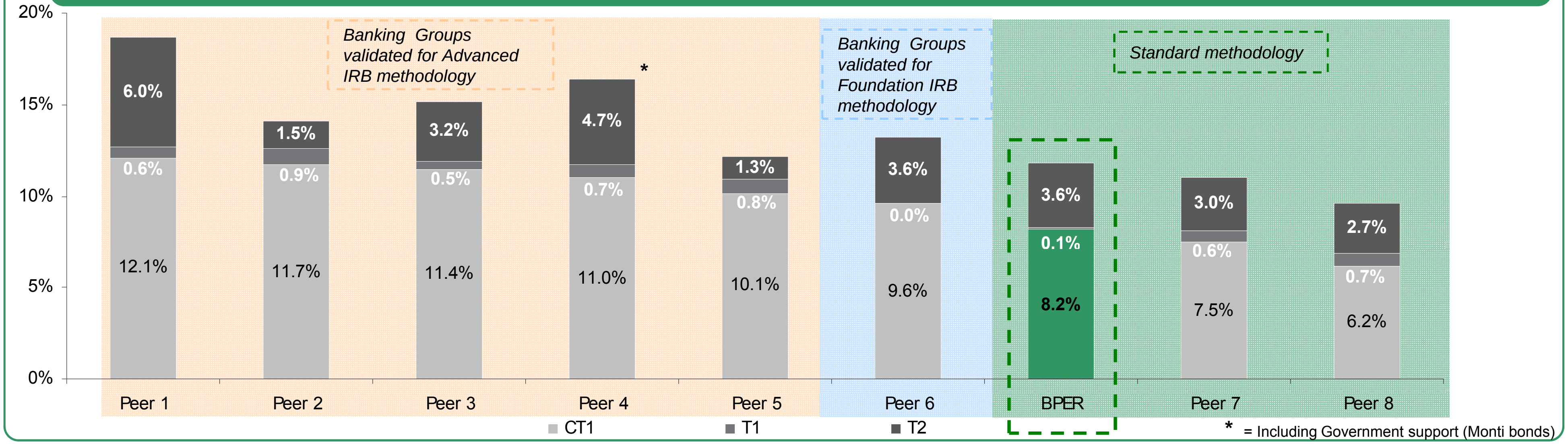


Total Indirect Deposits and bancassurance* (%)



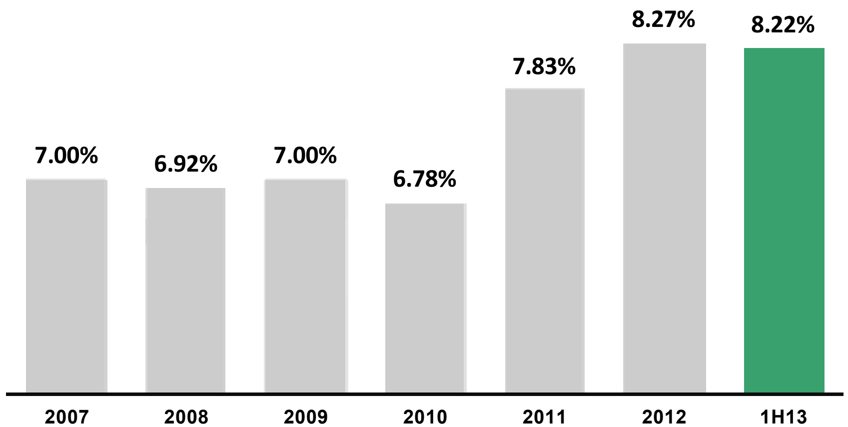
Regulatory capital

Capital ratios Vs. peers (BPER under Basel II Standard methodology)

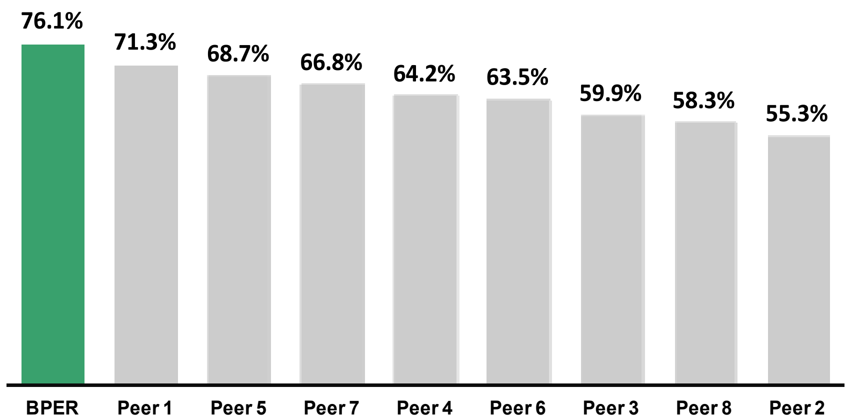


* = Including Government support (Monti bonds)

CT1 ratio (%) under Basel 2 Standard methodology



Loans/Total assets vs peers (%)



Source: 1H13 Company reports; Peer: UBI Banca, Intesa, Unicredit; MPS; Banco Pop; CREDEM; BPER, BPM, Carige

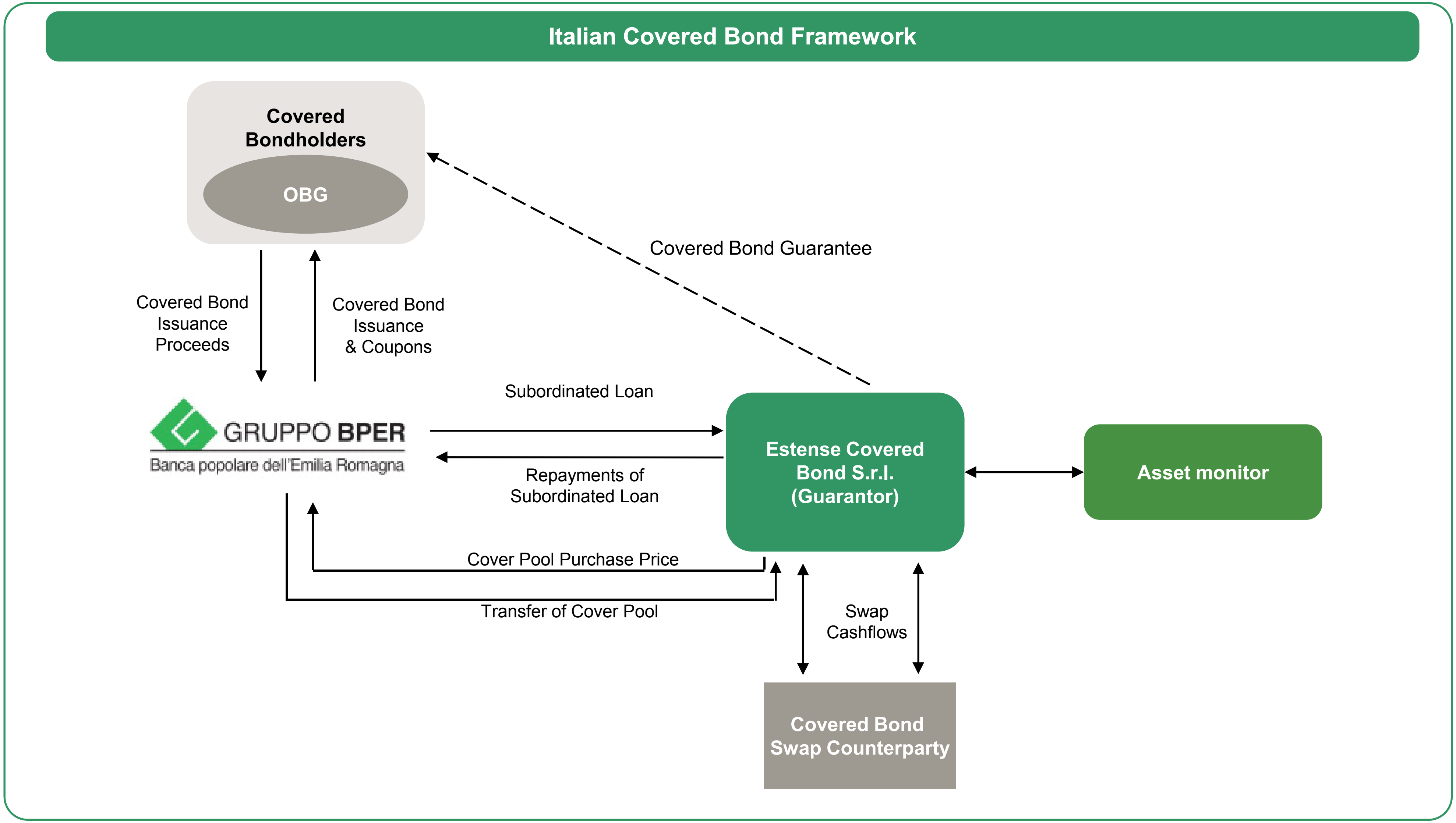
AGENDA

- ❑ BPER Group overview
- ❑ Profit & Loss
- ❑ Balance sheet structure
  - ❑ Assets
  - ❑ Funding & Capital
- ❑ **OBG Programme & Cover pool description**
- ❑ Italian mortgage market

Summary of the programme

Summary of the Covered Bond programme	
Issuer	Banca popolare dell'Emilia Romagna Società Cooperativa ("*BPER*")
Seller	*BPER*
Programme size	EUR 5bn
Guarantor	Estense Covered Bond Srl (SPV ex 130/1999)
Cover Pool	100% Italian prime, first economic lien residential mortgages originated by the BPER Group
Segregation of collateral	Collateral sold to the Guarantor is segregated for the benefit of CB holders and other secured parties in the context of the programme
Listing	Luxembourg
Over-collateralization	The statutory tests are run quarterly to ensure sufficient programme support
Minimum Over-collateralization	19% committed, corresponding to 84.03% as Asset Percentage
Calculation Agent	BPER
Guarantor Calculation Agent	Securitisation Services S.p.A.
Asset Monitors	Deloitte & Touche S.p.A.
Governing Law	Italian
Representative of CB holders	Securitisation Services S.p.A.
Arranger and Dealer	The Royal Bank of Scotland plc

OBG Programme structure overview



Statutory tests

MANDATORY TESTS (according to the Italian regulation framework)

NOMINAL VALUE TEST	The Outstanding Principal Balance of the Eligible Cover Pool (that means Not Performing Loans excluded) plus the aggregate amounts standing to the credit of the SPV accounts (in relation to the principal component only) ≥ the Outstanding Principal Notional Amount of all Series of Covered Bonds
NET PRESENT VALUE TEST	The Net Present Value of the Eligible Cover Pool (that means Not Performing Loans excluded), net of the SPV general and administrative expenses and including any cash flow expected on derivatives ≥ the Net Present Value of the Outstanding Covered Bonds
INTEREST COVERAGE TEST	The Net Interest Collections from the Eligible Cover Pool (that means Not Performing Loans excluded), including any cash flow expected on derivatives ≥ the interest payments scheduled to be due in respect of all the outstanding Series of Covered Bonds

ADDITIONALY TEST (assumed in the legal documentation according to the Rating Agency requirements)

ASSET COVERAGE TEST

The Adjusted Eligible Portfolio ≥ the Outstanding Principal Balance of all Series of Covered Bonds

The Adjusted Eligible Portfolio is the lower between:

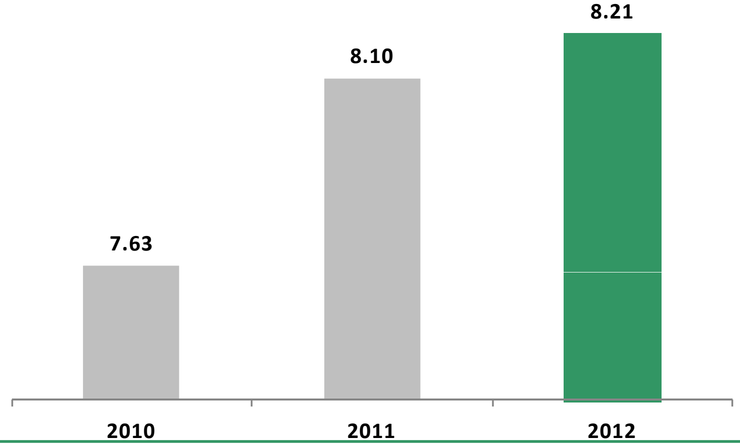
i) the Outstanding Principal Balance of every Mortgage Loan

ii) the Mortgage Loan latest real estate appraisal value,

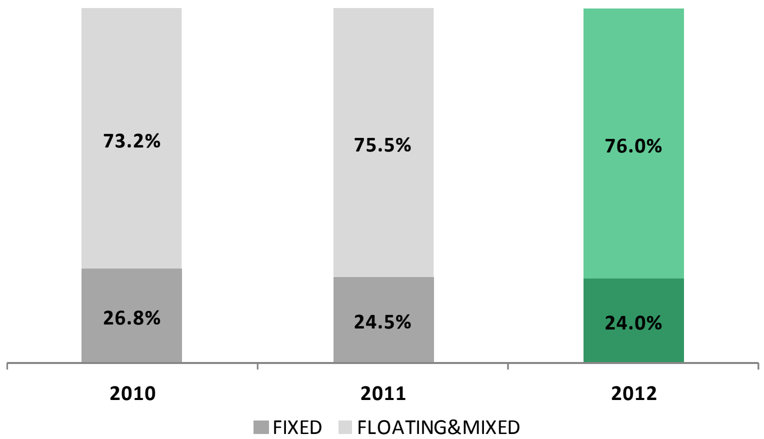
weighted on the loan performance level, taking in consideration the haircut depending on the Asset Percentage, plus the aggregate amounts standing to the credit of the SPV accounts (in relation to the principal component only), minus any set-off amount, commingling amount and negative carry factor calculation.

BPER Group's residential mortgages business

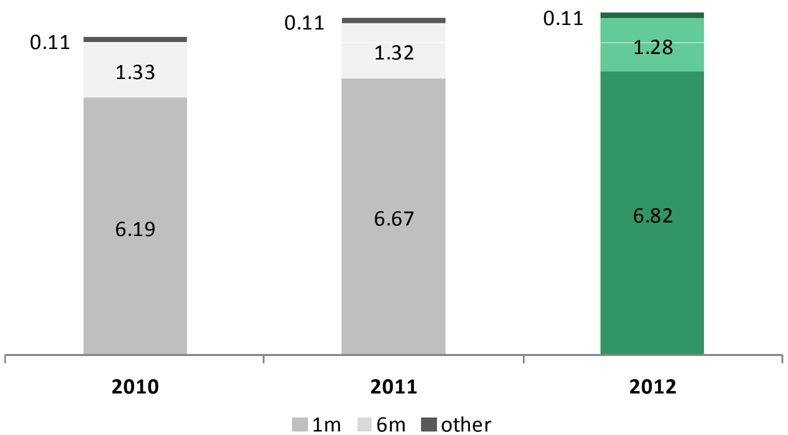
Residential mortgages stock (€/bn)



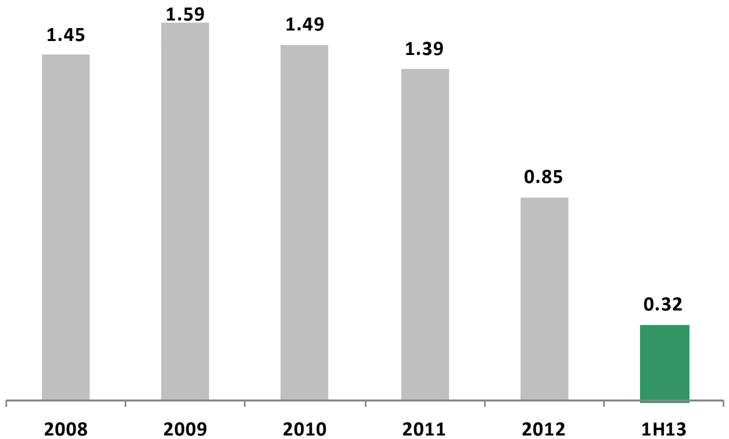
Residential mortgages by interest type (%)



Residential mortgages by payment frequency (€/bn)



Residential mortgages new production (€/bn)



Source: figures from data management system ; gross values; Commercial banks excl. CR Bra

Cover Pool: Summary (1/3)

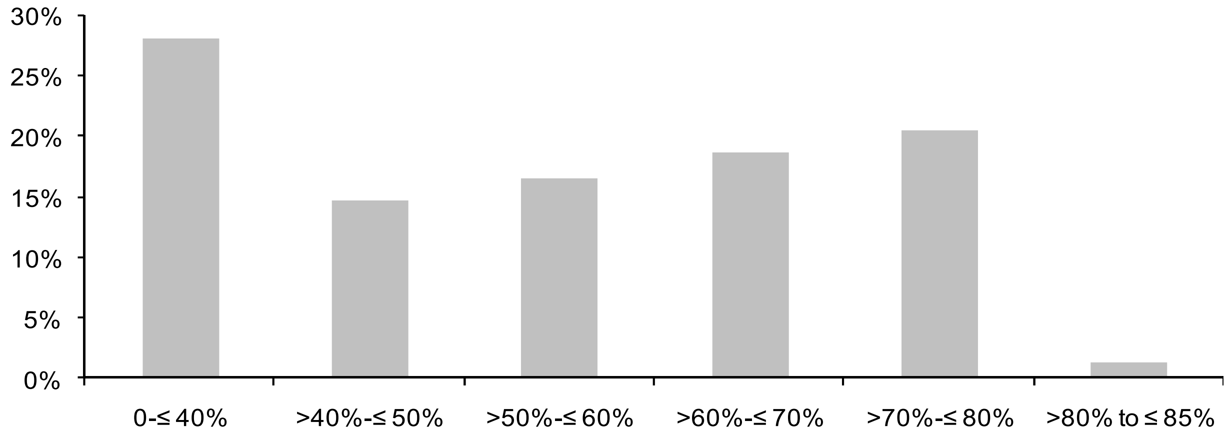
Residential cover pool summary data

Country	Italy
Total Loan Balance (€)	2,097,615,503
Average Loan Balance (€)	97,121
Borrower concentration: %age of largest 10 borrowers	0.43%
Total number of Loans	21,598
Total number of Borrowers	21,218
Total number of Properties	22,042
Loans to employees of BPER Group	0
Weighted average seasoning (months)	40.43
Weighted average remaining maturity (months)	213.09
Weighted average original term (months)	253.52
Weighted average LTV [Loan Balance / original valuation] (%)	50.8%
Weighted average Indexed LTV [Loan Balance / indexed valuation] (%)	52.0%
% of Floating Rate Assets	90.0%
Weighted average Interest Rate on Floating rate Loans (%)	2.5%
Weighted average Margin on Floating rate Loans (in bps)	167
% of Fixed Rate Assets	10.0%
Weighted average Rate on Fixed rate Loans (%)	5.2%
Loans in arrears > 90 days - defaulted included (%)	1.1%

Data as of 31 August 2013

Cover Pool: Summary (2/3)

Current Loan to Value



Current Loan to Value – Key Data

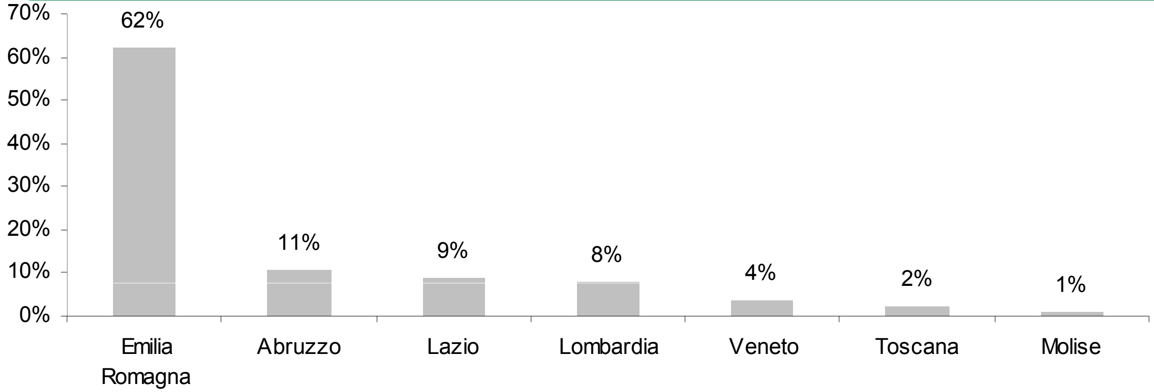
Current LTV ranges	Total Loan Balance (€)	% of Total Loan Balance	Number of Borrowers	% of Number of Borrowers
0 to ≤ 40%	589,473,403	28.10%	9,572	45.11%
>40% to ≤ 50%	309,449,170	14.75%	2,825	13.31%
>50% to ≤ 60%	348,784,042	16.63%	2,873	13.54%
>60% to ≤ 70%	392,027,372	18.69%	2,870	13.53%
>70% to ≤ 80%	429,538,243	20.48%	2,882	13.58%
>80% to ≤ 85%	28,343,273	1.35%	196	0.92%
	2,097,615,503	**100.00%**	**21,218**	**100.00%**

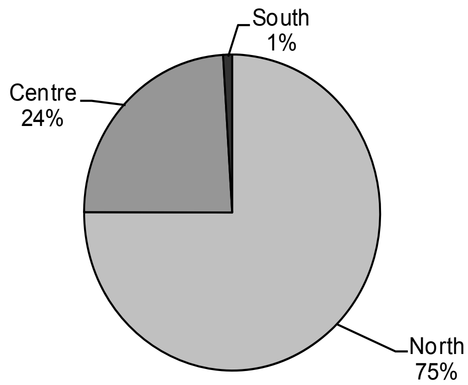
Data as of 31 August 2013

GRUPPO BPER

Cover Pool: Summary (3/3)

Geographical distribution*



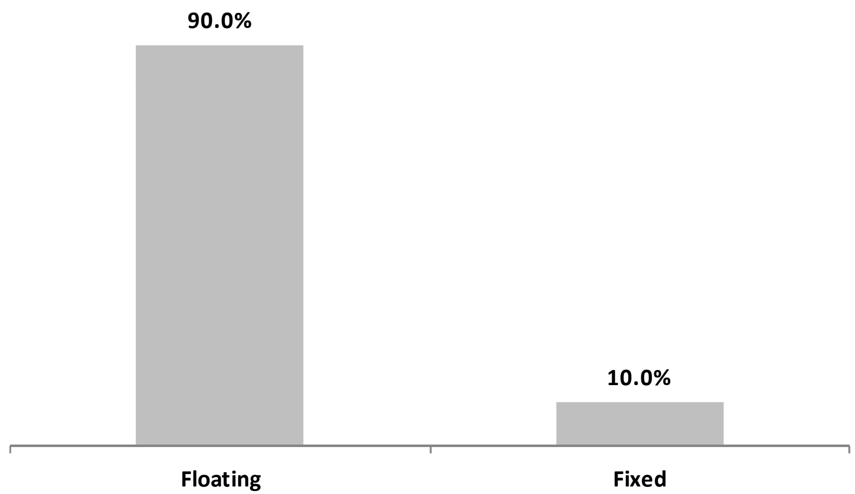


** In % of Total Loan Balance – Borrower 's residence*

Seasoning

Seasoning (in months)	Total Loan Balance (€)	% of Total Loan Balance
<12	84,437,131	4.03%
≥12 to <24	378,652,807	18.05%
≥24 to <36	555,355,941	26.48%
≥36 to <60	813,816,401	38.80%
≥60	265,353,223	12.65%
Total	**2,097,615,503**	**100.00%**

Interest Rate Type



Data as of 31 August 2013

GRUPPO BPER

Origination and underwriting

Sales Force

- All mortgages are originated through direct channels
  - 1,323 branches across the Italian territory of which:
    - 531 BPER branches
    - 792 subsidiary branches

Underwriting

- All mortgages are underwritten at branch level
- Mortgage approval depends mainly on the value of the property vs. the amount requested, as well as on the clients income, net worth and the in-house credit rating score of the client
- The credit rating score is a synthetic valuation of the credit quality of the underlying risk

Property Valuation

- Since 1st November 2006 the valuation of residential properties is assessed by an independent appraisal company, CRIF Service S.p.A.

Servicing

- BPER performs all of the servicing activities of the mortgage loan portfolio
- Collection strategies are in place to achieve the quickest and most effective recovery of loans in arrears
- The majority of loans are paid through direct debit, reducing delinquency (early detection of overdues) and allowing for a more proactive servicing of the loans

The underwriting process

1 DATA COLLECTION AND INPUT

- Collection of documentation from the borrower (financial status & credit performance; property description, location and type)

2 INTERNAL RATING AND SCORING

- Assessment of the borrower's credit worthiness via an internal scoring model, based on borrower characteristics and loan amount

3 PROPERTY VALUATION

- Residential mortgages are granted only if the property valuation is assessed by the independent appraisal company CRIF Service S.p.A. regardless of amount or scope

4 ASSIGNMENT OF FILE ACCORDING TO LIMITS

- On the basis of the internal limits and of the borrower's and loan characteristics, the file is assigned to the appropriate responsible for the credit decision

5 ANALYSIS OF KEY FACTORS FOR CREDIT DECISION:

Minimum mortgage requirements:

- Citizenship and residency
- Age
- Credit period
- Debt to income
- Loan to Value
- Guarantees
- Internal credit rating
- Appraisal of the property

SANCTIONING

6 PRE-CLOSING PROCEDURES

- Execution of loan & guarantor's contract
- Signing of insurance contracts & settlement of any insurance payment
- Notarisation of the mortgage agreement
- Registration of the mortgage / lien over the property

CLOSING

Cover Pool | Performance

Arrears (months)	Number of Loans	% Number of Loans	Current Balance (€)	% Current Balance
0 (*in bonis*)	20,916	96.84%	2,018,555,811	96.23%
≤1m	257	1.19%	29,926,359	1.43%
>1m to ≤2m	170	0.79%	20,378,965	0.97%
>2m to ≤3m	54	0.25%	6,199,534	0.30%
>3m to ≤6m	86	0.40%	9,768,228	0.47%
>6m to ≤12m	66	0.31%	8,510,097	0.41%
>12m	49	0.23%	4,276,510	0.20%
Total	**21,598**	**100.00%**	**2,097,615,503**	**100.00%**

Data as of 31 August 2013

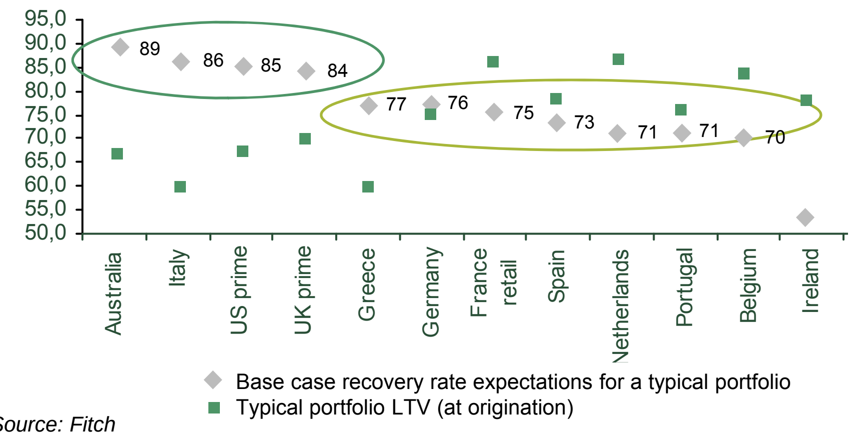
AGENDA

- ❑ BPER Group overview
- ❑ Profit & Loss
- ❑ Balance sheet structure
  - ❑ Assets
  - ❑ Funding & Capital
- ❑ OBG Programme & Cover pool description
- ❑ **Italian mortgage market**

Growth trends for residential mortgages

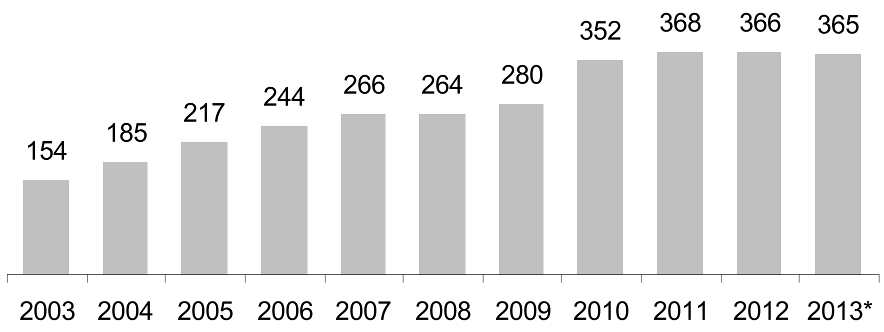
- Growth in the stock of Italian residential mortgages has **decelerated since the end of 2005:**
- In the past the **increase in interest rates** was the **main cause of the slowdown** in mortgage growth in Italy
- Starting from June 2008, the deceleration was due to the **economic recession** and the **weakness of consumer spending**
- From 2009, mortgage production has started to increase again, before stabilizing with the onset of the financial crisis in 2011
- **Total housing loans in Italy increased** by 0.2% from a year earlier.

Fitch recovery rate expectations vs portfolio LTV



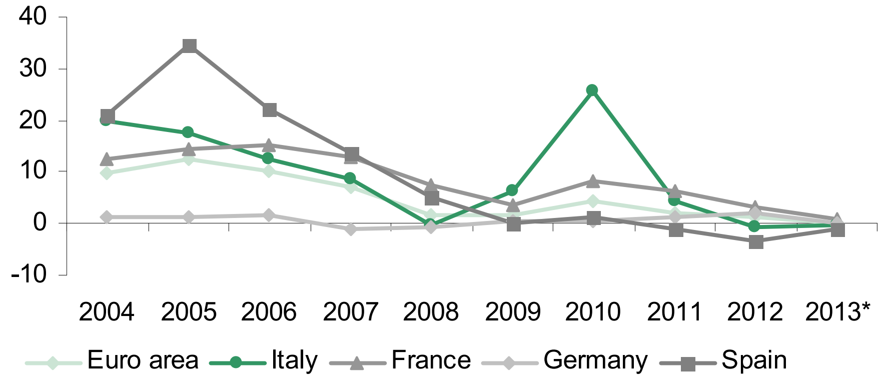
Source: Fitch

Mortgage Origination (Italy) Outstanding Volumes (€/mn)



Source: ECB, Eurostat, * As of March 2013

Change (%) in the volumes of residential household mortgages

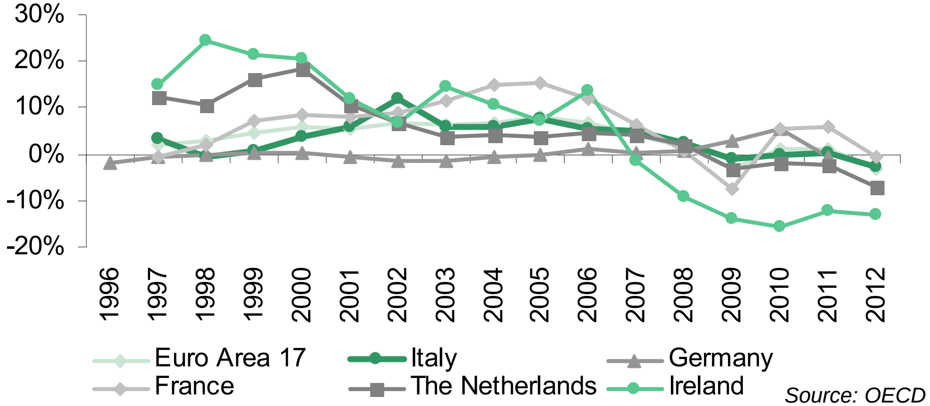


Source: ECB, Eurostat, * As of March 2013

GRUPPO BPER

Very Stable Housing Market in Italy

Housing Price Indexes (% change current/previous period)



Source: OECD

FUTURE TRENDS

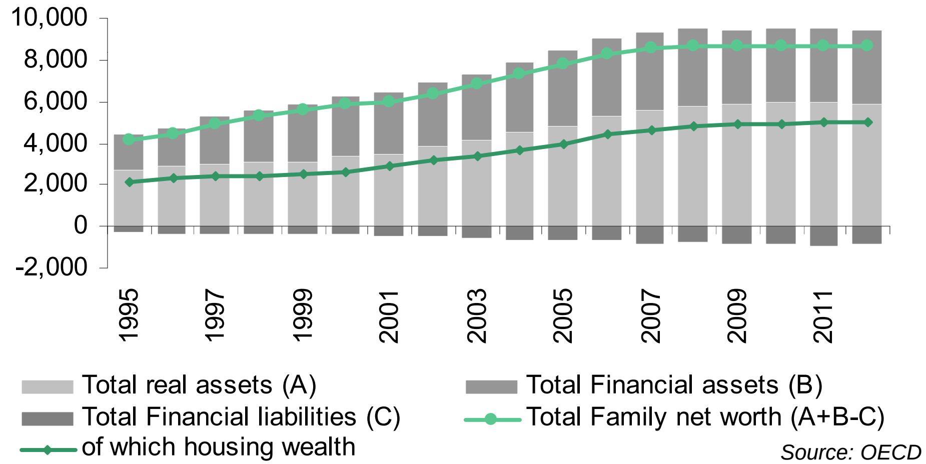
- **Italian housing market could see a progressive recovery as early as 2014**, assuming that sovereign yields don't rise
- **Unlike most countries in Europe, Italy did not experience sharp house price falls with the global financial crisis**. After rising almost 70% from 1997 to 2007, the house price index has largely been unchanged since the crisis, remaining stable to 2012 (the most recent data available), according to the ECB
- **The likelihood of a strong devaluation of residential properties seems unlikely** according the majority of sector operators
- **Financial situation of households remains balanced** overall thanks to their relatively modest debt and because debt service is being kept down by **low interest rates**

Housing Price Volatility

	1997 to 2007	2007 to 2012
Ireland	237%	-49%
Spain	189%	-23%
France	147%	4%
The Netherlands	120%	-11%
Italy	**67%**	**0%**
Portugal	40%	4%
Germany	-4%	9%
Euro Area	75%	-2%

Source: ECB, Bank of Italy

Italian Households Net Worth (current prices, €/mn)



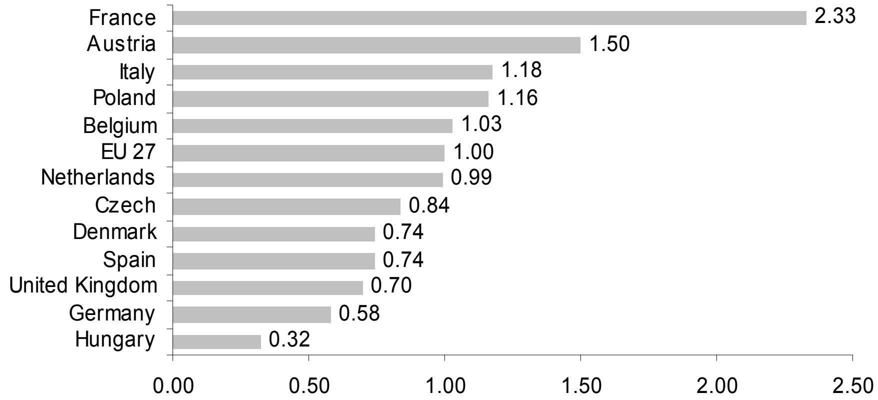
Source: OECD

GRUPPO BPER

Very low indebtedness of Italian households versus other European countries

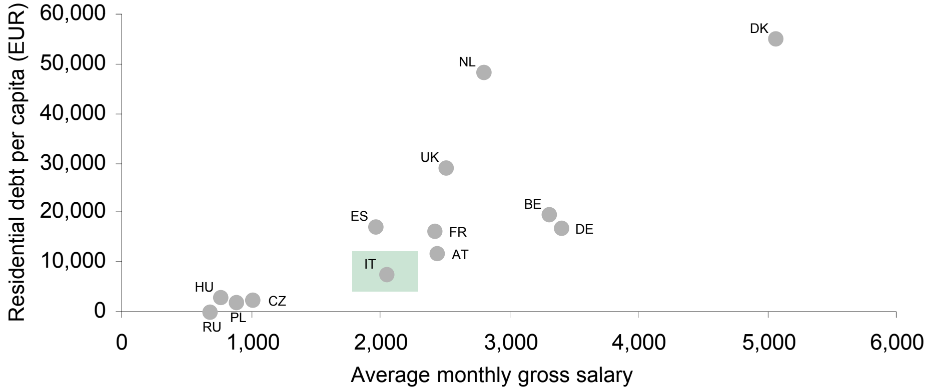
- The Italian mortgage market remains **amongst the smallest in Europe**
- **Outstanding mortgages** were 23.4% of GDP in 2012, which is **significantly lower than the eurozone average** of 40% of GDP
- The **limited size of the Italian mortgage** market **reflects** the **generally low tendency of households to incur debt**:
  - Households’ indebtedness remains much lower than international standards
- **Housing development intensity for Italy** in 2012 **exceeded** the **European Union average** by 18%
- **Lower volatility** seen in the **Italian real estate** sector with respect to other major European markets

Housing development intensity



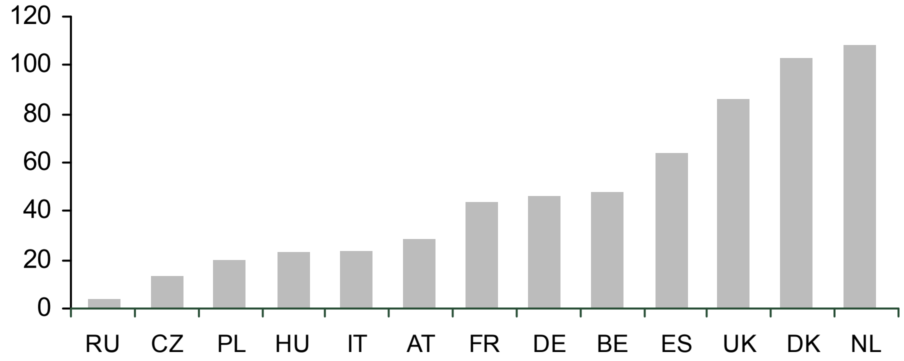
Note: Index of the number of completed apartments per 1,000 citizens, 2012
Source: Euromonitor International, National Statistical Authorities

Residential debt per capita & Average monthly gross salary



Source: European Mortgage Federation, National Statistical Authorities

Residential debt to GDP (%)



European Mortgage Federation,2012

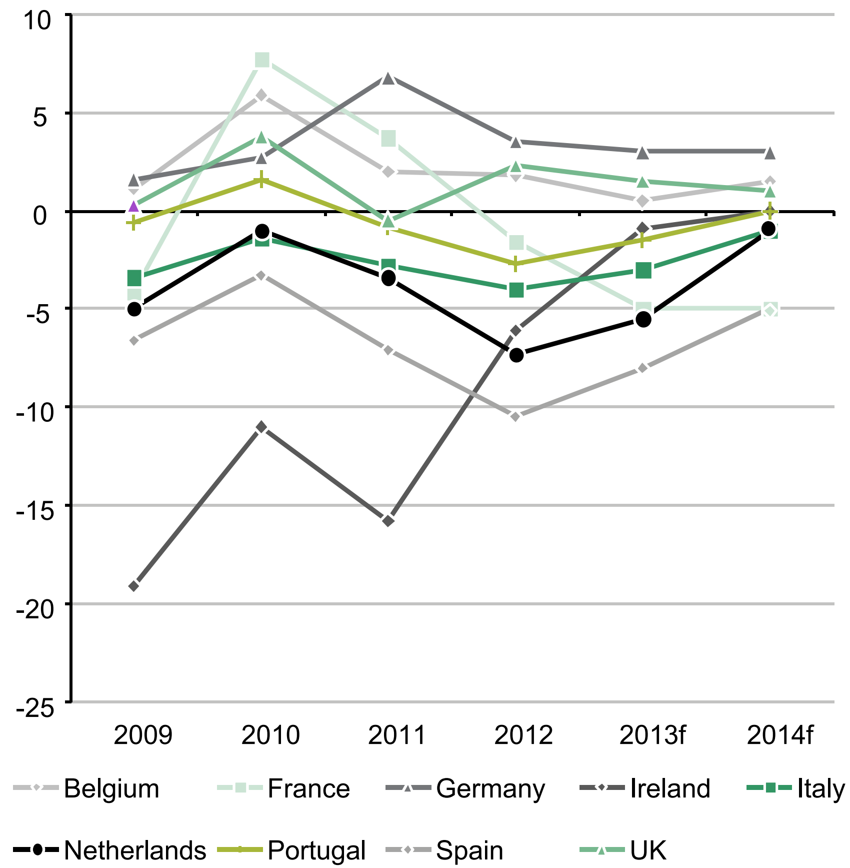
S&P's Housing Market Forecasts

S&P's House Price Forecasts

Italy	S&P expects house prices to drop 3% this year (following a 4% decline last year) and does not foresee any recovery before 2015. Constrained disposable incomes and strained credit supply are seen as the main reasons for declining demand. The newly introduced property tax is also dragging prices and transaction volumes down. S&P though has said that the Italian housing market is less leveraged than other European markets and they don't expect the market to slump. Both price-to-rent and price-to-income ratios are near their long-term averages.
France	S&P expects house prices to drop 3% this year (following a 4% decline last year) and does not foresee any recovery before 2015. Constrained disposable incomes and strained credit supply are seen as the main reasons for declining demand. The newly introduced property tax is also dragging prices and transaction volumes down. S&P though has said that the Italian housing market is less leveraged than other European markets and they don't expect the market to slump. Both price-to-rent and price-to-income ratios are near their long-term averages.
Germany	Residential real estate market in Germany is still appreciating modestly after losing its growth momentum in 2011 and in the first half of 2012. S&P forecasts a price growth of 3% in 2013 and another 3% in 2014 primarily driven by positive economic fundamentals such as the resilient labour market. Nevertheless, S&P views this as normalisation rather than overheating of German housing market. The affordability index shows that German housing market is undervalued by 20%, which is well above the long-term average for the index.
Spain	S&P believes that Spanish housing market will continue contracting because of precarious economic conditions and the heavy inventory of unsold housing stock. Home prices have plunged by 10.5% in 2012 and by 28% from their peak in March 2008. Spain's bad bank, SAREB, further plans to sell 45,500 housing units over the next five years, representing one-half of the housing stock in its portfolio. This dose of oversupply will put a further downward pressure on prices. S&P forecasts that prices will fall by 8% this year and by another 5% in 2014, assuming a gradual pace of disinvestment by SAREB. The high unemployment which is expected to reach 27% in 2013, severe fiscal consolidation and tight financial market conditions have hit the household's purchasing power and weakened their borrowing capacity. S&P believes that these factors will continue to weigh on the households and dampen the demand for housing. Price-to-income and price-to-rent ratios point to a further 20% drop in housing prices over the next four years.
Ireland	House prices have started to bottom out in Ireland. S&P expects a stabilisation this year and next year. Price/income and price/rent ratios have reached their long-term averages indicating fair levels. Nevertheless, S&P thinks recovery is still a long way off due to tight credit supply and excess capacity. Transactions went up considerably in 2012 but this was also due to the mortgage interest relief that ended at the beginning of this year. A new local property tax which will come into force this year might drag on prices, according to S&P.

Source: S&P (as of May 2013)

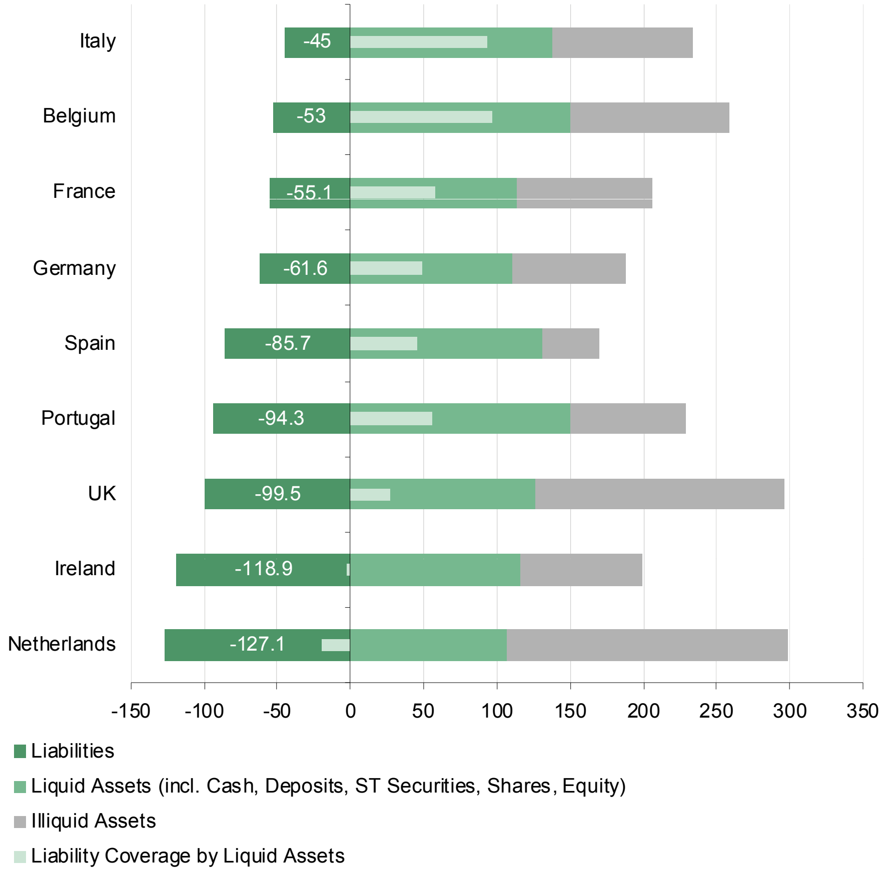
House Price Change Forecast



Source: S&P

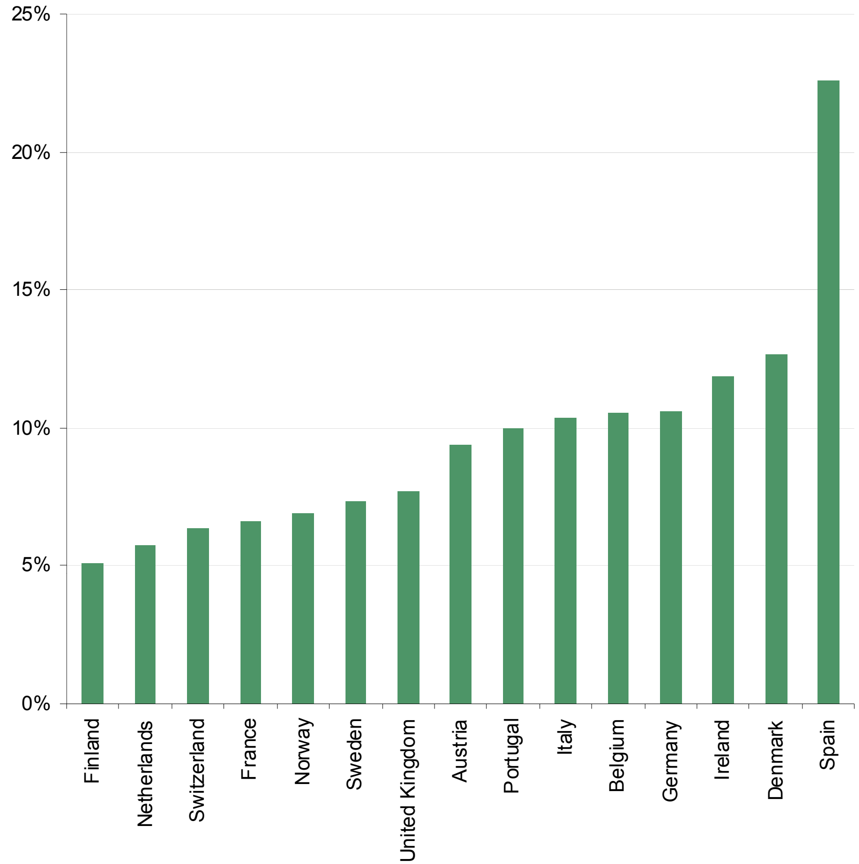
Household Leverage & Mortgage Collateral Quality

Households' assets and financial liabilities as a % of GDP



Source: Moody's, Eurostat

Moody's Current Average Collateral Scores (Mortgage-backed)



Source: Moody's

Contacts for Investors and Financial Analysts

GRUPPO BPER

Gilberto Borghi
Head of Investor Relations
Via San Carlo, 8/20
41121 Modena - Italy
Ph. +39 059 2022194
e-mail: gilberto.borghi@bper.it

GRUPPO BPER

Roberto Ferrari
Head of Finance
Via Aristotele, 195
41126 Modena - Italy
Ph. +39 059 2021191
e-mail: roberto.ferrari@bper.it

GRUPPO BPER

Alessandro Simonazzi
Head of Planning & Control
Via San Carlo, 8/20
41121 Modena - Italy
Ph. +39 059 2022014
e-mail: alessandro.simonazzi@bper.it

GRUPPO BPER

Marco Biale
Head of Structured Finance
Via G. Negri, 10
20123 Milano - Italy
Ph. +39 02 29022474
e-mail: marco.biale@bper.it