

PRESS RELEASE

Merger of Banca Popolare del Mezzogiorno S.p.A., Banca della Campania S.p.A. and Banca Popolare di Ravenna S.p.A. into Banca popolare dell'Emilia Romagna società cooperativa.

Modena – 3 June 2014. As for the Draft Terms of the Merger of Banca Popolare del Mezzogiorno S.p.A., Banca della Campania S.p.A., Banca Popolare di Ravenna S.p.A. into Banca popolare dell'Emilia Romagna s. c. (hereinafter “**BPER**” or the “**Merging Company**”) as resolved upon by BPER’s Board of Directors on 27 May 2014, we highlight the following.

The merger will consist of transactions involving BPER’s related parties due to the merging Company holding controlling shares in each of the merged Banks (representing more than 90% of their respective share capitals).

Mergers involving Banca Popolare del Mezzogiorno S.p.A. and Banca della Campania S.p.A. represent transactions of greater importance in that the asset relevance ratio threshold - as set out by CONSOB Regulation No. 17221/10 and as adopted by BPER through the “Group’s Internal Policy on management procedures for transactions involving Related Parties and Connected Parties” - will be exceeded.

The merger involving Banca Popolare di Ravenna S.p.A., to the contrary, represents a transaction of lesser importance in that the above mentioned threshold will not be exceeded.

We highlight as well that as for the three merger transactions BPER shall apply provisions as set out in Article 14 of the above mentioned CONSOB Regulation and as referred to in the “Group’s Internal Policy on management procedures for transactions involving Related Parties and Connected Parties”, available on BPER web site (www.bper.it).

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