

NOTICE

**Publication of documents regarding the items on the Agenda
of the Ordinary Shareholders' Meeting to be held on 17 April 2019**

Modena, 18 March 2019. BPER would like to announce that the documentation regarding the following items on the Agenda to be discussed in the next Ordinary Shareholders' Meeting, was published on the Bank's website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting:

- Item 3: proposal of the Directors' remuneration for 2019;
- Item 4 integration of the fees paid to Deloitte & Touche S.p.A., the company responsible for auditing the accounts for the period 2017-2025, based on a reasoned proposal by the Board of Statutory Auditors;
- Item 5 remuneration:
 - Item a) presentation of the Remuneration Report pursuant to art. 123-ter of Legislative Decree 58 dated 24 February 1998, comprising the remuneration policies for 2019 of Gruppo BPER Banca S.p.A. and annual disclosure regarding implementation of remuneration policies for 2018
 - Item b) change in the limit to the ratio between the fixed and variable components for the benefit of all Material Risk Takers not belonging to Corporate Control Functions;
 - Item c) proposal of the remuneration plan pursuant to art. 114-bis of Legislative Decree 58 dated 24 February 1998, implementing the remuneration policies for 2019 of Gruppo BPER Banca S.p.A.;
 - Item d) Long Term Incentive Plan (LTI):
 - Item d1) proposal for the "2019-2021 Long-Term Incentive Plan aimed at key personnel", as per art. 114-bis of Legislative Decree 58 of 24 February 1998, in implementation of the remuneration policies for 2019 of Gruppo BPER Banca S.p.A.;
 - Item d2) authorisation for the purchase and disposal of treasury shares for the "2019-2021 Long-Term Incentive Plan aimed at key personnel";
- Item 6: information on internal control policies in terms of risk activities and conflicts of interest with related parties, in compliance with the requirements of the Bank of Italy's Circular 263 of 27 December 2006. Revision.

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

The reports and documentation related to the following items on the Agenda of the Shareholders' Meeting will be published within the terms provided for by Law:

Item 1: presentation of the draft financial statements for 2018 and related reports; presentation of the consolidated financial statements for 2018 and of related reports.

BPER Banca S.p.A.

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

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