

PRESS RELEASE

Resolution adopting the merger through absorption of CARIFE SIM S.p.A. into OPTIMA S.p.A. SIM and relevant implementation prior to the term as set out in Article 2503 of the Italian Civil Code.

Modena - 5 December 2017. Following the press release to the market issued on 23 October 2017, we hereby inform that the resolutions adopting the merger through absorption of CARIFE SIM S.p.A. , based in Ferrara, into OPTIMA S.p.A. SIM , based in Modena – voted by their respective Extraordinary Shareholders' Meetings pursuant to Article 2502 of the Italian Civil Code - have been registered respectively with the Register of Companies in Ferrara on 4 December 2017 and with the Register of Companies in Modena on 5 December 2017.

The sixty-day period within which implementing the merger transaction - as set out in Article 2503 of the Italian Civil Code - shall run as of the latest date between the two registration dates above mentioned.

The Managing Bodies of the two companies, parties to this merger transaction - in order to achieve cost savings and greater operating efficiency - have resolved upon implementing it within the current year, therefore, prior to the time limit as set out in the aforementioned provision of law.

To this end, all the necessary actions shall be put in place to obtain consent from creditors entitled to account receivables, or to pay them, as well as to set up an escrow account with a Bank holding amounts corresponding to the remaining receivables.

BPER Banca S.p.A.

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