

## NOTICE

### Merger through absorption of Nuova Cassa di Risparmio di Ferrara S.p.A. into BPER Banca S.p.A.

(Notice pursuant to Article 84 of the Issuers' Regulation, as adopted by CONSOB Resolution No. 11971/1999 as amended)

#### **BPER Banca shareholders' right pursuant to Article 2505, paragraph 3, of the Italian Civil Code**

Modena, 18 September 2017. Notice is hereby given that – following the authorization released by the competent Supervisory Authorities – on 18 September 2017 the Draft Terms of the Merger through absorption of Nuova Cassa di Risparmio di Ferrara S.p.A. (“Nuova CARIFE” or “Company To Be Merged”) into BPER Banca S.p.A. (“BPER Banca” or the “Merging Company”) have been filed and registered with the Companies' Register in Modena.

This merger transaction shall be subject – pursuant to Article 2505, paragraph 2, of the Italian Civil Code and in accordance with Article 27 of BPER Banca current Articles of Association – to approval by its Board of Directors without prejudice to the right of BPER Banca shareholders representing at least 5% out of the corporate capital to require - pursuant to Article 2505, paragraph 3, of the Italian Civil Code – that the merging Company's resolution on the merger transaction fall within the Shareholders' Meeting authority as per Article 2502, paragraph 1, of the Italian Civil Code.

It should be noted that BPER Banca share capital - fully paid-in and subscribed - is equal to Euro 1,443,925,305.00, represented by 481,308,435 shares with no par value.

Those BPER Banca shareholders willing to exercise such right shall submit - by 26 September 2017 - a specific application along with a declaration evidencing their share ownership either by registered mail with return receipt to be sent to BPER Banca S.p.A. – Servizio Segreteria Generale - via San Carlo 8/20 – 41121 Modena, or by certified e-mail to the following address: [serviziogreteriagenerale@pec.gruppobper.it](mailto:serviziogreteriagenerale@pec.gruppobper.it).

#### **Documents filing and publishing pursuant to Article 2501-septies of the Italian Civil Code**

Modena, 18 September 2017. In accordance with the current laws copies of the following documents pertaining to this merger transaction under simplified procedure have been filed with BPER Banca, via San Carlo 8/20 – Modena: (i) Draft Terms of the Merger; (ii) the assets and liabilities statement as of 30 June 2017 of the companies parties to this merger transaction (for BPER Banca this statement is replaced by the half-year financial report prepared pursuant to Article 154-ter of the Legislative Decree No. 58/98); (iii) the financial statements referring to the last three fiscal years of the companies parties to this merger transaction, along with relevant reports (for Nuova CARIFE as of 2015, the year it was established).

Such documents have been published on the website [www.bper.it](http://www.bper.it) and are made available in the authorized storage facility ([www.1info.it](http://www.1info.it)).

Shareholders may review the documents and get copies of them.

BPER Banca S.p.A.

This notice is also made available in the 1INFO storage facility.

#### Contacts:

##### **Investor Relations**

**Gilberto Borghi**

Office (+39) 059 2022194

[gilberto.borghi@bper.it](mailto:gilberto.borghi@bper.it)

##### **Equity Investments and Special Projects**

**Matteo Bigarelli**

Office (+39) 059 2022172

[matteo.bigarelli@bper.it](mailto:matteo.bigarelli@bper.it)

##### **External Relations**

**Eugenio Tangerini**

Office (+39) 059 2021330

[eugenio.tangerini@bper.it](mailto:eugenio.tangerini@bper.it)

[www.bper.it](http://www.bper.it) – [www.gruppobper.it](http://www.gruppobper.it)

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