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MANDATORY TENDER OFFER ON ALL ORDINARY SHARES OF BANCA CARIGE S.P.A.

AND

VOLUNTARY TENDER OFFER ON ALL SAVINGS SHARES OF BANCA CARIGE S.P.A.

LAUNCHED BY BPER BANCA S.P.A.

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PRESS RELEASE

ARTICLE

111 OF THE CONSOLIDATED LAW ON FINANCE

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Modena, 1 September 2022 – With reference to (i) the mandatory tender offer, pursuant to Articles 102 and 106, paragraph 1, of the Consolidated Law on Finance (the “**Mandatory Tender Offer**”) on all ordinary shares (the “**Ordinary Shares**”) of Banca Carige S.p.A. (“**Carige**”), and the voluntary tender offer, pursuant to Article 102 of the Consolidated Law on Finance (the “**Voluntary Tender Offer**” and, jointly with the Mandatory Tender Offer, the “**Offers**”), on the 20 savings shares (the “**Savings Shares**” and, jointly with the Ordinary Shares, the “**Shares**”) of Carige, launched by BPER Banca S.p.A. (the “**Offeror**”), as well as (ii) the subsequent procedure for the fulfilment of the Purchase Obligation Article 108, paragraph 2, of the Consolidated Law on Finance in progress at the date of this press release (the “**Sell-Out Procedure**”), the Offeror specifies the following.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document related to the Offers, approved by CONSOB with resolution no. 22390 of July 6, 2022 and published on July 8, 2022 (the “**Offer Document**”) and in the press release on the final results of the Offers published by the Offeror on August 3, 2022 (“**Press Release on the Final Results**”).

The Offeror announces that based on (i) the final results of the Offers disclosed by the Offeror on August 3, 2022; (ii) the provisional daily results of the Sell-Out Procedure received by the Intermediary in Charge of Coordinating the Collection of the Acceptances until the date hereof; (iii) the Treasury Shares held by the Issuer; and (iv) the Ordinary Shares held by the Offeror (including the Ordinary Shares purchased outside the Mandatory Tender Offer), the Offeror, as a result of the Sell-Out Procedure, will come to own a shareholding of at least 95,05% of the Issuer's ordinary share capital.

In light of the foregoing, as a result of reaching the threshold of 95% of the Issuer's ordinary share capital, the prerequisites for the Offeror to exercise the Purchase Right on the Remaining Ordinary Shares have been met, the Offeror having already declared the intention, in the Offer Document, to the Purchase Right pursuant to and in accordance with Article 111 of the Consolidated Law on Finance.

It should be noted that, as indicated in the Offer Document, the Offeror will exercise the Purchase Right

and, at the same time, will fulfil the Purchase Obligation on the Remaining Ordinary Shares Article 108, paragraph 1, of the Consolidated Law on Finance, by carrying out a unified procedure in agreement with Consob and Borsa Italiana (the “**Joint Procedure**”).

The terms and deadlines by which the Offeror will carry out the Joint Procedure will be disclosed as soon as possible as required by law following the announcement of the final results of the Sell-Out Procedure.

It should be noted that, following the occurrence of the requirements for the Purchase Right of the Remaining Ordinary Shares subject to the Joint Procedure, Borsa Italiana will suspend and revoke the Issuer's Ordinary Shares from listing on Euronext Milan, taking into account the time required to exercise the Purchase Right.

In addition, it should be noted that, pursuant to Article 2.5.1 of the Stock Exchange Regulation, Borsa Italiana will simultaneously order the delisting of the Savings Shares (suspended from trading since December 11, 2020). As announced to the market on August 19, 2022 in relation to the planned merger by absorption of Carige into BPER, holders of CARIGE savings shares who decided not to tender to the Reopened Voluntary Tender Offer will have the right to opt for an exchange of their savings shares into BPER ordinary shares traded on Euronext Milan or, if so opted for, into BPER newly issued privileged shares, which will not be traded on any regulated market and will have the same privilege under the articles of association as the current Savings Shares.

Please note that, the period for submitting Requests for Sale under the Sell-Out Procedure and the Reopened Voluntary Tender Offer Acceptance Forms will end at 5:30 p.m. (Italian time) on September 9, 2022. Therefore, September 9, 2022 will be the last day to submit the Requests for Sale and the Reopened Voluntary Tender Offer Acceptance Forms.

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The Mandatory Tender Offer is promoted exclusively in Italy, as the Ordinary Shares are only listed in Italy, and is addressed, on a non-discriminatory and equal basis, to all holders of the Ordinary Shares.

The Voluntary Tender Offer is promoted exclusively in Italy, notwithstanding that the Savings Shares – as a result of Borsa Italiana's Measure No. 8718 of 11 December 2020 – have been suspended indefinitely from trading on Euronext Milan, and is addressed, on a non-discriminatory and equal basis, to all holders of the Savings Shares.

The Offers will not be promoted or marketed, directly or indirectly, in the United States of America, Australia, Canada, Japan or any other country in which the Offers are not permitted in the absence of authorisation by the competent local authorities or are in breach of rules or regulations (the “Other Countries”), nor by using means of communication or international commerce (including, without limitation, the postal network, facsimile, telex, electronic mail, telephone and Internet) of the United States of America, Australia, Canada, Japan or the Other Countries, nor any facility of any of the financial intermediaries of the United States of America, Australia, Canada, Japan or the Other Countries, nor in any other manner. In addition, the Offers may not be accepted through the aforementioned national or international means of communication or commerce or from within the territory of the United States.

A copy of the Offeror' notice, of the Offer Document, or portions thereof, as well as copies of any documents relating to the Offers, are not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the United States of America, Australia, Canada, Japan, or the Other Countries. Any person receiving the aforesaid documents shall not distribute, send or dispatch them (either by mail or by any other means or instrument of communication or international commerce) in the United States of America, Australia, Canada, Japan or the Other Countries.

Any subscription to the Offers resulting from solicitation activities carried out in breach of the afore-mentioned limitations will not be accepted.

The Offeror' notice, the Offer Document, and any other documents relating to the Offers, shall not constitute or be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the United States of America, Canada, Japan, Australia or the Other Countries. No instrument may be offered, purchased or sold in the United States of America, Australia, Canada, Japan or the Other Countries in the absence of specific authorisation in accordance with the applicable provisions of the local laws of those states or the Other Countries or waiver from those provisions.

Subscription to the Offers by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by legal or regulatory provisions. It is the sole responsibility of the recipients of the Offers to comply with such regulations and, therefore, to verify their existence and applicability by contacting their advisors before joining the Offers. Any subscription to the Offers resulting from solicitation activities carried out in breach of the afore-mentioned limitations will not be accepted.

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

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