



*This press release and any of the information contained herein does not contain or constitute an offer of securities for purchase or sale or subscription, or solicitation of an offer to sell or purchase or subscribe for securities, or an advertisement in Italy or in any other foreign jurisdiction where such transaction would require the approval of local authorities or otherwise be unlawful.*

*This press release and any of the information contained herein is not for publication or distribution, directly or indirectly, in whole or in part, in or into the United States of America, Australia, Canada, South Africa or Japan or to "U.S. persons" (as defined under Regulation S of the U.S. Securities Act of 1933), or in any jurisdiction where such publication or distribution would be unlawful.*

## UNIPOL GRUPPO S.P.A. ANNOUNCES THE LAUNCH OF A REVERSE ACCELERATED BOOK-BUILDING ADDRESSED TO QUALIFIED INVESTORS AND FOREIGN INSTITUTIONAL INVESTORS FOR THE PURCHASE OF BPER BANCA S.P.A. ORDINARY SHARES

Bologna, 21 June 2018

Unipol Gruppo S.p.A. ("**Unipol**") announces its intention to purchase an aggregate amount of no. 25,000,000 shares of BPER Banca S.p.A. ("**BPER**" or the "**Bank**"), equal to approximately 5.2% of the share capital of the Bank (the "**Direct Shareholding**").

For such purpose, Unipol has engaged J.P. Morgan Securities plc, Mediobanca - Banca di Credito Finanziario S.p.A. and Equita SIM S.p.A. to act as authorised intermediaries and *joint bookrunners* (the "**Intermediaries**") for the purchase of the Direct Shareholding through a *reverse accelerated bookbuilding* (the "**Transaction**"), at a price per share which may not exceed Euro 4.72 (including a premium approximately of 6% on today's closing price of the BPER share). The Transaction will commence immediately and Unipol reserves the right to close the books at any time.

The Intermediaries will address only to (a) qualified investors (as defined under Article 34-ter, paragraph 1, let. b, of the Regulation adopted with Consob's resolution No. 11971 of 14 May 1999 on issuers and under Annex 3 to the Regulation adopted with Consob's resolution No. 20307 of 15 February 2018 on intermediaries), and (b) international institutional investors (other than U.S. persons as defined in *Regulation S* of the *United States Securities Act* of 1933, as subsequently amended, and investors located in United States of America and Japan and any other jurisdiction where the offer of financial instruments is not permitted without the authorization of the competent authorities, and without prejudice to any exemption provided under the applicable laws and in compliance with the applicable laws and regulations), who are available to sell BPER shares.

The successful completion of the Transaction is subject to the achievement of the total amount of no. 25,000,000 BPER shares; Unipol, however, reserves the right to accept offers for an aggregate lower number of shares.

The final amount of BPER shares purchased by Unipol and the relevant purchase price will be communicated to the market upon completion of the Transaction.

Unipol already holds – through its subsidiary UnipolSai Assicurazioni S.p.A. – a shareholding equal to approximately 9.87% of the share capital of BPER and obtained the required authorizations and clearances from the European Central Bank and the competent national Supervisory Authorities to purchase a qualified shareholding exceeding 10% of BPER share capital. Based on the applicable rules and the authorizations received, the direct or indirect shareholding which may be held by Unipol in BPER cannot exceed approximately 19.9% of the share capital of the latter (the “**Maximum Authorised Shareholding**”).

The Transaction is part of the strategy of Unipol, as institutional investor, aimed at contributing to the medium-long term development plans of the Bank, with whom, moreover, a multi-annual industrial partnership in the life and non-life bancassurance sector is already in place.

During the next six months – also in line with the authorizations obtained in this regard – Unipol will consider a potential further increase of its shareholding in BPER, in one or more tranches and in any case within the limits of the Maximum Authorised Shareholding, taking into account the plans and perspectives of development of BPER as well as the general market conditions.

## Unipol Gruppo S.p.A.

Unipol is one of the main insurance groups in Europe with total premiums of approximately €12.3bn, of which €7.9bn in Non-Life and €4.4bn in Life (2017 figures). Unipol adopts an integrated offer strategy and covers the entire range of insurance and financial products, operating primarily through the subsidiary UnipolSai Assicurazioni S.p.A., founded at the start of 2014 and a leader in Italy in the Non-Life business, particularly MV TPL. The Group is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute) and supplementary pensions, and maintains a presence in the bancassurance channel. Lastly, it also operates in the banking realm through the network of Unipol Banca branches and manages significant diversified assets in the real estate, hotel and agricultural (Tenute del Cerro) sectors. Unipol Gruppo S.p.A. is listed on the Italian Stock Exchange.

### Unipol Gruppo

#### Media Relations

Fernando Vacarini  
T. +39 051 5077705  
pressoffice@unipol.it

#### Investor Relations

Adriano Donati  
T. +39 051 5077933  
investor.relations@unipol.it

### Barabino & Partners

Massimiliano Parboni	Giovanni Vantaggi
T. +39 335 8304078	T. +39 328 8317379
m.parboni@barabino.it	g.vantaggi@barabino.it

Follow us on



[Unipol Gruppo](#)



[@UnipolGroup\\_PR](#)



<http://changes.unipol.it>

[www.unipol.it](http://www.unipol.it)