

EXECUTION COPY

Final Terms dated 20 February 2014

Banca popolare dell'Emilia Romagna Società Cooperativa
*(a bank incorporated in Italy as a limited co-operative company
(società cooperativa) in the Republic of Italy)*

Issue of € 250,000,000 Fixed Rate Covered Bonds due October 2018 or October 2019 should the Extended Maturity Date be applicable (the “Covered Bonds”) to be consolidated and form a single series with the existing issue of € 750,000,000 Fixed Rate Covered Bonds due October 2018 or October 2019 should the Extended Maturity Date be applicable issued on 15 October 2013 with an Issue Price of 99.618 per cent. of the original nominal amount (the “Existing Covered Bonds”)

**unconditionally and irrevocably guaranteed as to payments of interest and principal by
Estense Covered Bond S.r.l.**

(incorporated as a limited liability company in the Republic of Italy)

under the Euro 5,000,000,000 Programme

**PART A
CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the base prospectus dated 8 August 2013 and the supplement to the prospectus dated 2 October 2013 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended from time to time (which includes the amendments made by Directive 2010/73/EU, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Covered Bonds and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Covered Bonds described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, including the supplement is available for viewing at the website of the Luxembourg Stock Exchange at www.bourse.lu. These Final Terms will be published on website of the Luxembourg Stock Exchange at www.bourse.lu.

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| 1 | (i) Series Number: | 3 |
| | (ii) Tranche Number: | 2 |
| | (iii) Date on which the Covered Bonds will be consolidated and form a single Series: | The Covered Bonds will be consolidated and form a single series with the Existing Covered Bonds not less than 40 days after the Issue Date (the “ Exchange Date ”) upon certification of non-US beneficial ownership. |
| 2 | Specified Currency or Currencies: | Euro (“€”) |
| 3 | Aggregate Nominal Amount: | |
| | (i) Series: | € 1,000,000,000 |
| | (ii) Tranche: | € 250,000,000 |
| 4 | Issue Price: | 102.598 per cent. of the aggregate nominal amount of the Tranche plus accrued interest at a rate of 3.375 per cent. of the Tranche for the period from, and including 15 |

		October 2013 to but excluding the Issue Date.
5	(i) Specified Denominations:	€ 100,000 plus integral multiples of € 1,000 in addition to the said sum of € 100,000
	(ii) Calculation Amount:	€ 1,000
6	(i) Issue Date:	24 February 2014
	(ii) Interest Commencement Date:	15 October 2013
7	Maturity Date:	22 October 2018
8	Extended Maturity Date of Guaranteed Amounts corresponding to Final Redemption Amount under the Covered Bond Guarantee:	22 October 2019 (as referred to in Condition 7(b))
9	Interest Basis:	For the period from and including the Issue Date to but excluding the Maturity Date (the “ Original Maturity Period ”), a Fixed Rate of 3.375 per cent. per annum. If payment of the Final Redemption Amount on the Maturity Date is deferred in whole or in part pursuant to Condition 7(b), for the period from and including the Maturity Date to but excluding the Extended Maturity Date or, if earlier the date on which the Covered Bonds are redeemed in full (the “ Extended Maturity Period ”), a Floating Rate equal to 3 month EURIBOR plus 2.15 per cent. per annum (further particulars specified in items 15 and 16 below)
10	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Maturity Date at par (as referred to in Condition 7(a))
11	Change of Interest Basis:	Change of interest rate may be applicable in case an Extended Maturity Date is specified as applicable, as provided for in Condition 7(b). See items 9, 15 and 16.
12	Put/Call Options:	Not Applicable
13	Date of Board approval for issuance of Covered Bonds and of receipt of Covered Bond Guarantee:	11 February 2014 and 12 February 2014, respectively
14	Method of distribution:	Syndicated

Provisions Relating to Interest (if any) Payable

15	Fixed Rate Provisions	Applicable in respect of the Original Maturity Period
	(i) Rate(s) of Interest:	3.375 per cent. per annum payable annually in arrear
	(ii) CB Payment Date(s):	22 October in each year adjusted in accordance with Following Business Day Convention provided that, for the avoidance of doubt, there shall be no adjustment to CB Interest Periods and further provided that the First CB Payment Date shall be 22 October 2014
	(iii) Fixed Coupon Amount(s):	€ 33.75 per Calculation Amount
	(iv) Broken Amount(s):	€ 34.40 per Calculation Amount, payable on the CB Payment Date falling on 22 October 2014

	(v) Day Count Fraction:	Actual/Actual (ICMA), unadjusted
16	Floating Rate Provisions	Applicable (as referred in Condition 5) in respect of the Extended Maturity Period if payment of the Final Redemption Amount is deferred pursuant to Condition 7(b)
	(i) CB Interest Period(s):	Each period from and including a CB Payment Date to, but excluding, the next succeeding CB Payment Date, starting from (and including) the Maturity Date up to (but excluding) the Extended Maturity Date or, if earlier, the date on which the Covered Bonds are redeemed in full
	(ii) Specified Period:	Not Applicable
	(iii) CB Payment Dates:	The 22 nd calendar day of each of January, April, July and October falling during the Extended Maturity Period, adjusted in accordance with the Following Business Day Convention
	(iv) First CB Payment Date:	22 January 2019
	(v) Business Day Convention:	Following Business Day Convention
	(vi) Additional Business Centre(s):	Not Applicable
	(vii) Manner in which the Rate(s) of Interest is/are to be determined:	ISDA Determination
	(viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent):	Not Applicable
	(ix) Screen Rate Determination:	Not Applicable
	(x) ISDA Determination:	
	• Floating Rate Option:	EUR-EURIBOR-Reuters
	• Designated Maturity:	3 months
	• Reset Date:	The first day of each CB Interest Period
	(xi) Margin(s):	+ 2.15 per cent. per annum
	(xii) Minimum Rate of Interest:	Not Applicable
	(xiii) Maximum Rate of Interest:	Not Applicable
	(xiv) Day Count Fraction:	Actual/360
17	Zero Coupon Provisions	Not Applicable
	Provisions Relating to Redemption	
18	Call Option	Not Applicable
19	Put Option	Not Applicable
20	Final Redemption Amount	€1,000 per Calculation Amount
21	Early Redemption Amount	€1,000 per Calculation Amount (as referred to in Condition 7)
	General Provisions Applicable To The Covered Bonds	
22	Additional Financial Centre(s):	Not Applicable

23 Details relating to Covered Bonds for which principal is repayable in instalments: amount of each instalment, date on which each payment is to be made: Not Applicable

Signed on behalf of
BANCA POPOLARE DELL'EMILIA ROMAGNA SOCIETÀ COOPERATIVA

By:.....
Duly authorised

Signed on behalf of
ESTENSE COVERED BOND S.r.l.

By:.....
Duly authorised

PART B
OTHER INFORMATION

1 Listing And Admission To Trading

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| (i) Listing: | Official List of the Luxembourg Stock Exchange |
| (ii) Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 24 February 2014. The Existing Covered Bonds were admitted to trading on the regulated market of the Luxembourg Stock Exchange on 15 October 2013. |
| (iii) Estimate of total expenses related to admission to trading: | € 400 |

2 Ratings

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| Ratings: | The Covered Bonds to be issued have been rated:
Moody's: Baa2
The credit ratings included or referred to in these Final Terms have been issued by Moody's, which is established in the European Union and registered under Regulation (EC) No 1060/2009 on credit rating agencies as amended by Regulation (EU) No 513/2011 (the "CRA Regulation") as set out in the list of credit rating agencies registered in accordance with the CRA Regulation published on the ESMA's website (for more information please visit the ESMA webpage http://www.esma.europa.eu/page/List-registered-and-certified-CRAs). |
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3 Interests of Natural and Legal Persons Involved in the Issue/Offer

"Save as discussed in the section headed "Subscription and Sale" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer."

4 Fixed Rate Covered Bonds only – Yield

Indication of yield:	2.770 per cent.
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5 Floating Rate Covered Bonds only – Historic Interest Rates

Details of historic EURIBOR rates can be obtained from Reuters.

6 Distribution

(i) If syndicated, names of Managers:	Citigroup Global Markets Limited; Raiffeisen Bank International AG
(ii) Stabilising Manager(s) (if any):	Not Applicable
If non-syndicated, name of Dealer:	Not Applicable
U.S. Selling Restrictions:	Reg. S Compliance Category 2: TEFRA C
Date of Subscription Agreement:	20 February 2014

7 Operational Information

ISIN Code:	Temporary number IT0004999543 will apply until the Exchange Date, and from such date, permanent number IT0004965346 will apply
Common Code:	Temporary number 103438292 will apply until the Exchange Date, and from such date, permanent number 098235663 will apply.
Any Relevant Clearing System(s) other than Monte Titoli S.p.A. Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
Address of any Relevant Clearing System(s) other than Monte Titoli S.p.A., Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme	Not Applicable
Delivery:	Delivery against payment
Names and Specified Offices of additional Paying Agent(s) (if any):	Not Applicable
Calculation Agent(s), Listing Agent(s) or Representative of the Covered Bondholders (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation “yes” simply means that the Covered Bonds are intended upon issue to be held in a form which would allow Eurosystem eligibility (i.e. issued in dematerialised form (<i>emesse in forma dematerializzata</i>) and wholly and exclusively deposited with Monte Titoli in accordance with 83- <i>bis</i> of Italian legislative decree No. 58 of 24 February 1998, as amended, through the authorised institutions listed in article 83- <i>quater</i> of such legislative decree) and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB

being satisfied that Eurosystem eligibility criteria have been met.