

PRESS RELEASE

Shareholders' Meeting

- *Merger by absorption of Banca Carige S.p.A. and Banca del Monte di Lucca S.p.A. into BPER Banca S.p.A. and related amendments to the Articles of Association approved.*
- *Additional amendments to the Articles of Association approved.*
- *Board of Directors integrated with the appointment of a new Director.*
- *Approval of the amendment to the 2022 Remuneration Policy and consequent update of Section I of the "2022 Report on Remuneration Policy and Compensation Paid", as was the amendment to the 2022-2024 Long-Term Incentive Plan (LTI) based on financial instruments.*

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Modena, 5 November 2022 – BPER Banca S.p.A. ("**BPER Banca**" or "**BPER**" or the "**Company**") informs that the Shareholders' Meeting, which was held in Modena today, has approved, in its extraordinary session, the plan for the merger by absorption of Banca Carige S.p.A. - Cassa di Risparmio di Genova e Imperia ("**CARIGE**") and Banca del Monte di Lucca S.p.A. ("**BML**") into BPER Banca (the "**Merger**"), the merger exchange ratio and consequent amendments to the Company's Articles of Association, as set out in the Merger Plan and the related Board of Directors' Explanatory Report, both of which were made available to the public prior to the Shareholders' Meeting.

As was resolved upon by the respective Extraordinary Shareholders' Meetings of the companies participating in the Merger, the exchange ratios were determined as follows:

- No. 11,234 BPER ordinary shares, with regular dividend entitlement, for each savings share of CARIGE or, alternatively and at the discretion of the holders of CARIGE savings shares, No. 10,785 BPER privileged shares, with regular dividend entitlement, for each savings share of CARIGE;
- No. 0.045 BPER ordinary shares, with regular dividend entitlement, for each BML ordinary share, equal to No. 9 BPER ordinary shares for each No. 200 BML ordinary shares.

It is noted that holders of CARIGE savings shares who decide not to opt for either the ratio to exchange CARIGE savings shares for BPER ordinary shares or the ratio to exchange CARIGE savings shares for BPER privileged shares will have:

- the right to require BPER to purchase all or part of the savings shares they hold in the aforementioned company; or
- the right of withdrawal pursuant to the provisions of art. 2437, paragraph 1, let. g, of the Italian Civil Code owing to the different rights related to the BPER ordinary shares compared with the rights related to the CARIGE savings shares.

Detailed information regarding the terms and conditions for the allotment of BPER ordinary and/or privileged shares, as well as regarding the exercise of the right to sell and the right of withdrawal by CARIGE savings shareholders will be disclosed by the latter in accordance with the applicable rules and regulations.

In the same extraordinary session, the Shareholders' Meeting also approved: the amendment of Articles 1, 5, 10, 11, 13, 17, 20, 22, 25, 26, 27, 29, 31, 35, 38, 39 of the Articles of Association; the deletion of Articles 36 and 44; and the renumbering of Articles 37 to 43 of the Articles of Association, as indicated in the Board of Directors' Explanatory Report made available to the public prior to the Shareholders' Meeting.

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In the ordinary session, the Shareholders' Meeting has integrated the Board of Directors, for the remaining three-year period 2021-2023, by appointing Monica Cacciapuoti as Board member, who will remain in office until the date of the ' Meeting which will be convened to approve the financial statements for the year 2023.

It should be recalled that Monica Cacciapuoti's candidature had been submitted, on 11 October 2022, by the shareholder Unipol Gruppo S.p.A., owning a 10.552% stake in the Bank's share capital. When presenting her candidature, Director Monica Cacciapuoti attested to the absence of causes of ineligibility or incompatibility as well as to the existence of the requirements prescribed for the office by current regulations and the Articles of Association, declaring that she meets the requirements of independence set forth in Art. 148, paragraph 3, of the Consolidated Law on Finance (CLF), as referred to in art. 147-ter, paragraph 4, of the CLF. Conversely, the Director did not declare the possession of either the independence requirements under art. 13 of Decree no. 169 of the Ministry of Economy and Finance of 23 November 2020, or the independence requirements prescribed by the Corporate Governance Code. The Board of Directors will carry out the relevant assessments under the terms and by the deadlines required by current regulations.

A résumé of the newly elected Board member's profile is available on the Bank's website www.bper.it – Sito Istituzionale > Governance > Board of Directors.

To date, Monica Cacciapuoti does not hold any shares in the Company.

In the ordinary session, the Shareholders' Meeting also approved:

1. the amendment to the 2022 Remuneration Policy approved by the Shareholders' 20 April 2022, for the part relating to the Long-Term Incentive Plan, and the consequent update of Section I of the "2022 Report on Remuneration Policy and Compensation Paid" likewise approved by the 20 April 2022;
2. the proposed amendments to the 2022-2024 Long-Term Incentive Plan (LTI) based on financial instruments approved by the Shareholders' Meeting of 20 April 2022, as described in detail in the relevant disclosure document.

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For any further information on the Merger, please refer to the Merger Plan and additional related documents made available to the public on the Company's website <https://istituzionale.bper.it/>.

The summary account of the voting procedure and the minutes of the Shareholders' Meeting will be published by the deadlines and according to the procedures set out by regulations in force.

BPER Banca S.p.A.

This press release is also available in the 1INFO storage device.

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