



ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The ordinary and extraordinary Shareholders' Meeting of BPER Banca S.p.A. is convened for 19 April 2024 at 9.00 a.m., in one call, at the premises of the "Centro Direzionale" of BPER Banca, in Via Aristotele 195, Modena to discuss the following

AGENDA

ORDINARY SESSION

1. 2023 Financial Statements:
 - a) Approval of the separate financial statements as at 31 December 2023; presentation of the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, as well as of the Integrated Report and the consolidated financial statements as at 31 December 2023, containing the 2023 consolidated non-financial statement;
 - b) Allocation of profit for financial year 2023 and dividend payout.
2. Appointment of the Board of Directors for the 2024-2026 three-year period.
3. Determination of the remuneration of Directors for the 2024-2026 three-year period.
4. Appointment of the Board of Statutory Auditors for the 2024-2026 three-year period.
5. Determination of the remuneration of Statutory Auditors for the 2024-2026 three-year period.
6. Engagement of the independent auditors for financial years 2026-2034 and determination of their fees, in addition to any criteria for fee adjustments during their term of office.
7. Remuneration:
 - a) Report on Remuneration Policy and Compensation Paid, comprising:
 - a1) remuneration policies of the BPER Banca S.p.A. Group for 2024 (binding resolution);
 - a2) compensation paid in 2023 (non-binding resolution).
 - b) Incentive plan based on financial instruments pursuant to art. 114-*bis* of Legislative Decree no. 58 of 24 February 1998;

- c) Authorisation to purchase and dispose of treasury shares to service the 2024 MBO incentive scheme, the 2022-2025 Long-Term Incentive (LTI) Plan, in addition to any severance payments due.

EXTRAORDINARY SESSION

1. Proposal for vesting the Board of Directors with the mandate to supplement, pursuant to art. 2420-ter of the Italian Civil Code, the share capital increase resolved upon in July 2019 to service the conversion of the Additional Tier 1 convertible bond loan issued on 25 July 2019, via the issuance, in one or more tranches, of maximum 30,000,000 additional ordinary shares to service the conversion of the afore-mentioned Additional Tier 1 convertible bond loan for the purpose of conversion price adjustments. Amendment to art. 5 of the Articles of Association. Related and ensuing resolutions.

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Procedures for holding the Shareholders' Meeting

In line with regulations in force concerning the procedures for holding the Shareholders' Meeting, attendance at the Shareholders' Meeting by those entitled to vote is only allowed via the Designated Representative (the "Designated Representative"), pursuant to art. 135-*undecies* of Legislative Decree no. 58/1998 (the "Consolidated Law on Finance"), in accordance with the instructions provided in the full version of the Notice of Call published on the Bank's website <https://istituzionale.bper.it/>, in the section Governance > 2024 Shareholders' Meeting.

Without prejudice to the above regarding the possibility, for those entitled to vote, of participating solely via the Designated Representative, the Directors, Statutory Auditors, Meeting Secretary (including the Notary), Designated Representative and any other persons requested to attend will participate in compliance with the above legislation, including via the use of remote communication systems that guarantee their identification and, in any case, without it being necessary for the Chair, Secretary and Notary to be in the same place.



The procedures for holding the Shareholders' Meeting may be supplemented and/or modified, if necessary, provided that public disclosure is made in due time and in the same manner as for the publication of this notice.

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Information concerning the share capital and information regarding:

- entitlement to attend the Shareholders' Meeting and exercise the right to vote exclusively via the Designated Representative, Computershare S.p.A. (*record date*: as of Wednesday, 10 April 2024);
- assignment of proxies/sub-proxies with voting instructions to the Designated Representative;
- additions to the agenda and/or submission of proposed resolutions on matters already on the agenda by Shareholders holding at least 2.5% of the share capital pursuant to art. 126-*bis*, para. 1, first sentence of the Consolidated Law on Finance (within ten days of publication of the Notice of Call on the Company's website);
- submission of proposed resolutions by holders of voting rights pursuant to art. 126-*bis*, para. 1, third sentence of the Consolidated Law on Finance (by Thursday, 4 April 2024).
- the right to raise questions on items on the agenda prior to the Meeting (by Wednesday, 10 April 2024);
- appointment of the Board of Directors and the Board of Statutory Auditors for the 2024-2026 three-year period.

is provided in the full version of the Notice of Call, which can be found on the Bank's corporate website <https://istituzionale.bper.it/>, in the section Governance > 2024 Shareholders' Meeting, to which reference should be made.

With regard to the appointment of the Board of Directors and the Board of Statutory Auditors, it is noted that the lists: (a) must be submitted by Shareholders who, individually or collectively, hold at least 1% of the share capital represented by ordinary shares for the Board of Directors and at least 0.50% of the share capital represented by ordinary shares for the Board of Statutory Auditors; (b) must be filed by the Shareholders, in accordance with the



instructions provided in the full version of the Notice of Call by the twenty-fifth day prior to the date of the Shareholders' Meeting and, therefore, by Monday, 25 March 2024.

The Shareholders' Meeting documentation will be made available to the public in accordance with the law and regulations at the registered office and on the Bank's website <https://istituzionale.bper.it/>, in the section Governance > 2024 Shareholders' Meeting, and in the 1Info storage system.

Modena, 8 March 2024

BPER Banca S.p.A.

The Chair

Flavia Mazzarella

This excerpt of the Notice of call will be published in the Italian financial daily "Il Sole 24 Ore" on 9 March 2024.

The notice is also available in the "1Info" storage system.

Contacts:

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