

BPER:

2023

REPORT
ON CORPORATE GOVERNANCE
AND OWNERSHIP STRUCTURE

BPER:

3

REPORT
ON CORPORATE GOVERNANCE
AND OWNERSHIP STRUCTURE

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Executive Summary

1.1. Significant data

	(in thousands)	
	31.12.2023	31.12.2022
INCOME STATEMENT DATA ⁽¹⁾		
Net interest income	3,251,817	1,825,893
Net commission income	2,010,426	1,942,080
Net operating income	5,493,906	4,258,351
Operating costs	-3,077,324	-2,787,766
Operational management result	2,416,582	1,470,585
Net adjustments to financial assets measured at amortised cost	-436,261	-606,059
Profit (loss) for the period attributable to the Parent Company	1,519,496	1,448,975

(1) The items indicated refer to those of the reclassified Income Statement included in the Chapter "Results from operations of the BPER Banca Group" of the Consolidated Financial Statements at 31 December 2023.

	(values in %)	
	31.12.2023	31.12.2022
PROFITABILITY INDICATORS ⁽⁴⁾		
ROE ⁽⁵⁾	24.15%	7.94%
ROTE ⁽⁶⁾	23.94%	8.30%
Cost to income ratio (operating expenses/net operating income)	56.01%	65.47%

(4) See Footnote (3).

(5) ROE is calculated as the ratio between the net profit for the year (ordinary component of Euro 1,731.1 million) and the Group's average shareholders' equity without net profit.

(6) ROTE is calculated as the ratio between the net profit for the year (ordinary component of Euro 1,731.1 million) and the Group's average shareholders' equity, including i) the net profit for the year (ordinary component equal to Euro 1,731.1 million) net of the portion allocated to dividends, and ii) without intangible assets and equity instruments.

	(in thousands)	
	31.12.2023	31.12.2022
BALANCE SHEET DATA ⁽²⁾		
Net loans to customers	88,224,354	91,174,835
Financial assets	28,600,425	30,665,767
Total assets	142,128,359	152,302,794
Direct funding	118,766,662	114,831,032
Indirect funding	149,021,241	138,875,198

(2) The items indicated refer to those of the Reclassified Balance Sheet included in the Chapter "Results from operations of the BPER Banca Group" of the Consolidated Financial Statements at 31 December 2023.

	(amounts in %)	
	31.12.2023	31.12.2022
CAPITAL RATIOS		
Common Equity Tier 1 Ratio (CET1 Ratio) - Fully Phased	14.46%	12.04%
Tier 1 Ratio (T1 Ratio) - Fully Phased	14.74%	12.32%
Total Capital Ratio (TC Ratio) - Fully Phased	18.06%	15.65%

	(amounts in %)	
	31.12.2023	31.12.2022
RISK RATIOS ⁽³⁾		
NPL (Gross non-performing loans/Gross loans to customers)	2.44%	3.20%
NPE (Net non-performing loans/Net loans to customers)	1.18%	1.41%

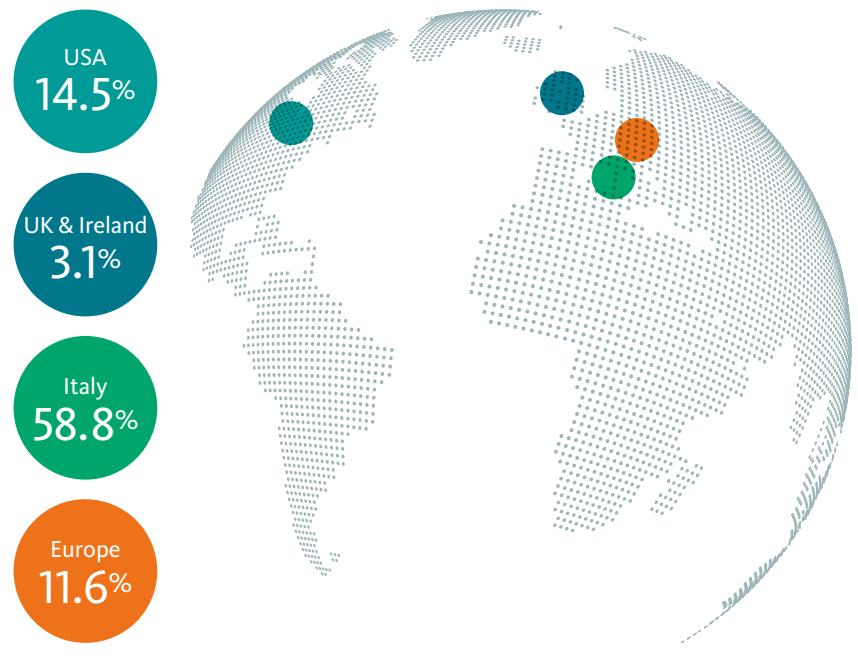
(3) For the construction of the ratios, reference was made to the items of the reclassified Balance Sheet and Income Statement included in the Chapter "Results from operations of the BPER Banca Group" of the Consolidated Financial Statements for the year ended 31 December 2023.

1.2. Ownership Structure

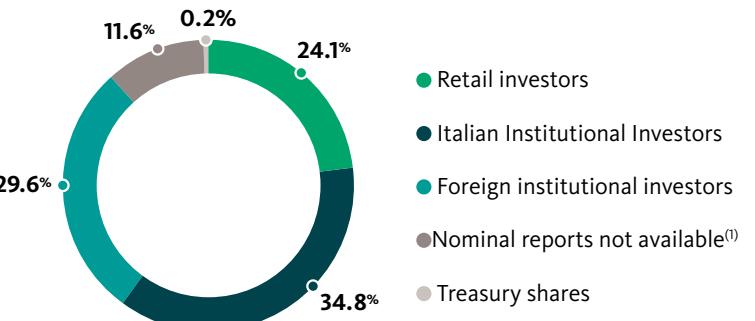
As at 31 December 2023, the share capital of BPER Banca S.p.A. (fully subscribed and paid in) amounts to Euro 2,104,315,691.40 and consists of 1,415,850,518 registered ordinary shares, with no nominal value expressed.

The breakdown of the shareholding structure is shown in the following chart.

SHAREHOLDING STRUCTURE BY GEOGRAPHICAL AREA



SHAREHOLDING STRUCTURE BY TYPE OF SHAREHOLDERS



SHAREHOLDER COMPOSITION BY OWNERSHIP RANGE⁽²⁾

Ownership ranges	Number of Shareholders	Number of shares (%)	Principal amount (%)
Over 5,000,001	31	0.03%	51.3%
1,000,001 - 5,000,000	103	0.1%	16.2%
500,001 - 1,000,000	84	0.1%	4.0%
100,001 - 500,000	488	0.5%	7.3%
10,001 - 100,000	6,252	5.9%	11.2%
1 - 10,000	99,047	93.4%	10.0%
Total	106,005	100.0%	100.0%

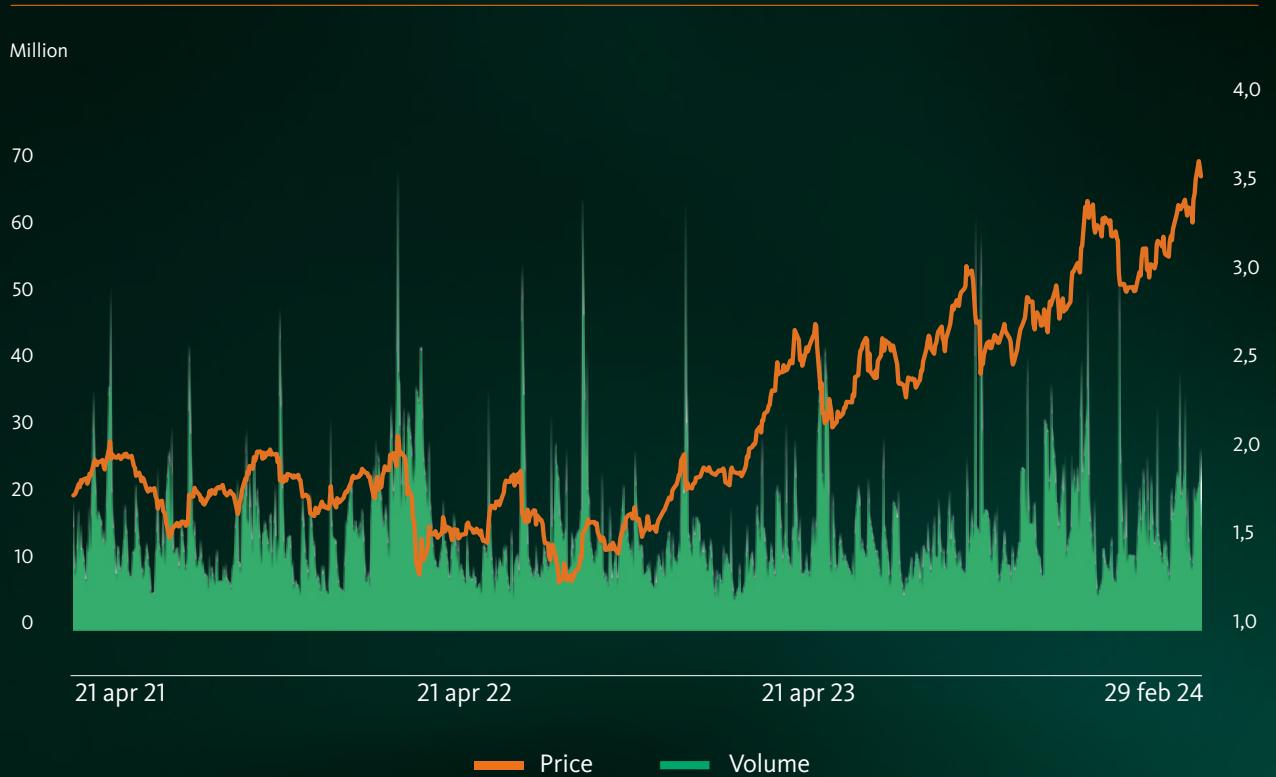
(1) It should be noted that, of the 11.6% of unavailable nominal reports, 2.7% identify positions held by brokers as beneficial owners (known as Broker & Trading).

(2) The composition of the shareholding structure by ownership range refers to the ex-dividend date approved by the Ordinary Shareholders' Meeting of BPER Banca S.p.A. on 26 April 2023, paid from 24 May 2023 (payment date), with coupon ex-date on Monday 22 May 2023 and date of entitlement to payment pursuant to Article 83-terdecies of the Consolidated Law on Finance (record date on) Tuesday 23 May 2023.

The chart shows the dynamics of the BPER share from 21 April 2021.

BPER SHARE PRICE AND VOLUMES

Million



+105.3%

Euro 3.706
as at 29 February 2024

BPER Banca share price

Our share price performance

The BPER Banca share price rose from Euro 1.805 as at 21 April 2021 to Euro 3.706 as at 29 February 2024 (105.3%).

In 2023, volumes traded on BPER Banca shares settled at a daily average of approximately 15.6 million.

Traded volumes



15.6

million shares
traded in 2023
on a daily basis

1.3. Governance model

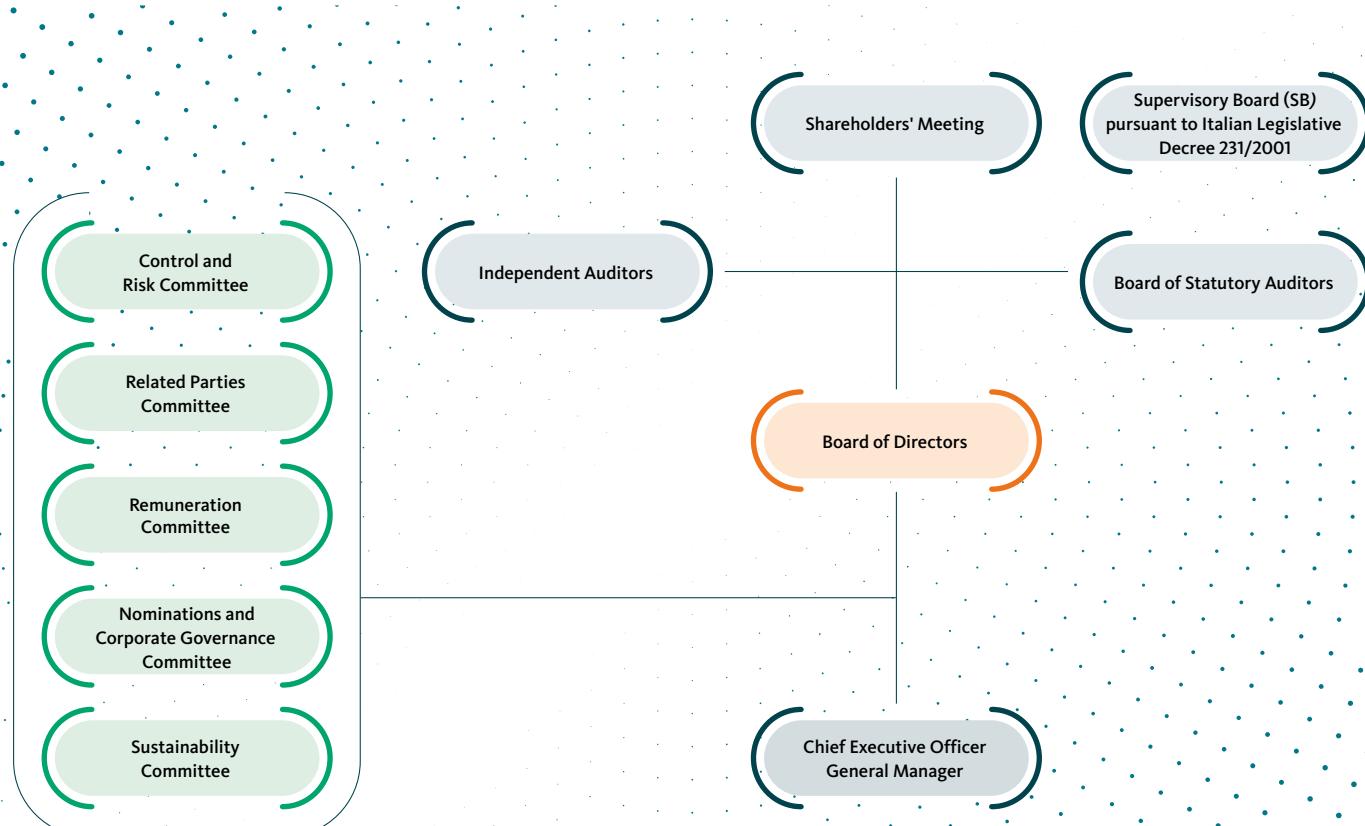
Bper Banca S.p.A. adopts the traditional system of management and control, divided into two corporate bodies appointed by the Shareholders' Meeting: the Board of Directors, which is assigned the broadest powers of ordinary and extraordinary management of the Company and of the Group, and the Board of Statutory Auditors, the internal control Body with supervisory functions over the Company's management.

The statutory audit, for the period 2017-2025, was entrusted by the Shareholders' Meeting of 26 November 2016 to the company Deloitte & Touche S.p.A.

The Board of Directors appointed by the Shareholders' Meeting of 21 April 2021, also taking into account the applicable provisions, established five board Committees, determining their composition with regard to the competence and experience of the relative members and making sure to avoid a concentration of offices.

The Bank also established a Supervisory Board pursuant to Italian Legislative Decree No. 231/2001, consisting of three members.

The organisation chart of the Bank at 31 December 2023 is set out below.



1.4. Board of Directors, Board Committees and Board of Statutory Auditors

Composition of the Board of Directors^(*)



Flavia Mazzarella
CHAIR

Non-Executive
Independent director



Piero Luigi Montani
**CHIEF EXECUTIVE
OFFICER**

Executive Director



Riccardo Barbieri
DEPUTY CHAIR

Non-Executive
Director



Elena Beccalli
DIRECTOR

Non-Executive
Independent



Monica Cacciapuoti
DIRECTOR

Non-Executive



Silvia Elisabetta Candini
DIRECTOR

Non-Executive
Independent



Maria Elena Cappello
DIRECTOR

Non-Executive
Independent



Cristiano Cincotti
DIRECTOR

Non-Executive
Independent



Alessandro Robin Foti
DIRECTOR

Non-Executive
Independent



Roberto Giay
DIRECTOR

Non-Executive



Gianni Franco Papa
DIRECTOR

Non-Executive



Marisa Pappalardo
DIRECTOR

Non-Executive
Independent



Monica Pilloni
DIRECTOR

Non-Executive
Independent



Elisa Valeriani
DIRECTOR

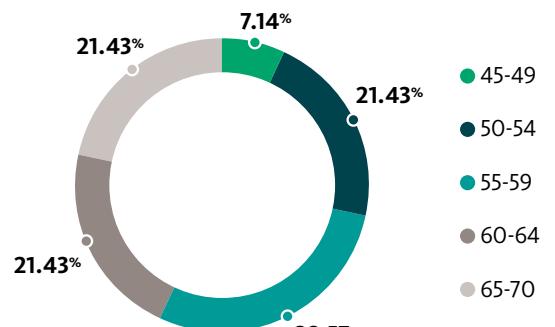
Non-Executive
Independent

Mandate expiration: approval of financial statements at 31/12/2023

(*) Gianfranco Farre, Non-Executive Director of the Company and member of the Control and Risk Committee, tendered his resignation from office on 1 June 2023.

Operations of the Board of Directors

AGE BRACKET



COMPOSITION



ANALYSIS OF MEETINGS

	2021	2022	2023
 Participation rate	98%	97%	97%
 Average duration	04:47	03:46	03:34
 Number of meetings	26	30	18

Control and Risk Committee^(*)

Monica Pilloni

CHAIR

Non-Executive Director - Independent

Elena Beccalli

DIRECTOR

Non-Executive - Independent

Alessandro Robin Foti

DIRECTOR

Non-Executive - Independent

Gianni Franco Papa

DIRECTOR

Non-Executive

	2021	2022	2023
 Participation rate	99%	97%	100%
 Average duration	02:42	03:00	04:01
 Number of meetings	35	22	17

Related Parties Committee

Elena Beccalli

CHAIR

Non-Executive Director - Independent

Marisa Pappalardo

DIRECTOR

Non-Executive - Independent

Monica Pilloni

DIRECTOR

Non-Executive - Independent

	2021	2022	2023
 Participation rate	100%	98%	100%
 Average duration	01:05	01:07	01:10
 Number of meetings	16	19	18

Nominations and Corporate Governance Committee

Silvia Elisabetta Candini

CHAIR

Non-Executive Director - Independent

Roberto Giay

DIRECTOR

Non-Executive

Elisa Valeriani

DIRECTOR

Non-Executive - Independent

	2021	2022	2023
 Participation rate	100%	97%	98%
 Average duration	01:07	00:56	00:55
 Number of meetings	22	16	14

(*) Gianfranco Farre, Non-Executive Director of the Company and member of the Control and Risk Committee, tendered his resignation from office on 1 June 2023.

Executive Summary

Remuneration Committee

Maria Elena Cappello

CHAIR

Non-Executive Director - Independent

Monica Cacciapuoti

DIRECTOR

Non-Executive

Cristiano Cincotti

DIRECTOR

Non-Executive - Independent

	2021	2022	2023
 Participation rate	95%	98%	98%
 Average duration	01:48	01:23	01:25
 Number of meetings	28	17	15

Sustainability Committee^(*)

Flavia Mazzarella

CHAIR

Non-Executive Director- Independent

Riccardo Barbieri

DIRECTOR

Non-Executive

Elisa Valeriani

DIRECTOR

Non-Executive - Independent

	2021 ^(*)	2022	2023
 Participation rate	100%	97%	100%
 Average duration	01:01	01:16	00:55
 Number of meetings	3	10	12

^(*) Established on 14 October 2021.

Board of Statutory Auditors

Composition of the Board of Statutory Auditors as at 31 December 2023.

Daniela Travella⁽¹⁾
CHAIR

Carlo Appetiti⁽²⁾
STANDING AUDITOR

Sonia Peron⁽⁴⁾
ALTERNATE AUDITOR

Patrizia Tettamanzi⁽³⁾
STANDING AUDITOR

Andrea Scianca
ALTERNATE AUDITOR

	2021	2022	2023
 Participation rate	99%	99% ⁽⁵⁾	100%
 Average duration	05:09	04:57	04:15
 Number of meetings	44	36	34

(1) Daniela Travella was appointed Chair of the Board of Statutory Auditors by the Shareholders' Meeting of 23 June 2021, to replace Chair Nicola Bruni, appointed by the Shareholders' Meeting of 21 April 2021 and who subsequently resigned with effect from the aforementioned Shareholders' Meeting of 23 June 2021. Both were appointed on the proposal of the Shareholder Unipol Gruppo S.p.A.

(2) Carlo Appetiti was appointed as Standing Auditor by the Shareholders' Meeting of 27 July 2022, replacing the Standing Auditor Paolo De Mitri, who resigned on 6 June 2022. The candidacy of Carlo Appetiti was submitted by the shareholders who jointly own a percentage of 1.7111% of the share capital. On 18 January 2024, the Statutory Auditor Carlo Appetiti resigned from office, with effectiveness from 1 February 2024. The full composition of the Board of Statutory Auditors will be reconstituted at the Ordinary Shareholders' Meeting for the approval of the 2023 financial statements, scheduled for 19 April 2024.

(3) Patrizia Tettamanzi was appointed, for the first time, as Alternate Auditor by the Shareholders' Meeting of 17 April 2019, replacing Paolo De Mitri, who in the meantime was appointed Chair of the Board of Statutory Auditors. Patrizia Tettamanzi - taken from List No. 1 - was elected Alternate Auditor by the Shareholders' Meeting of 21 April 2021. From the same date and until the next Shareholders' Meeting, she assumed the role of Standing Auditor due to the need to complete the Control Body. She was subsequently elected Standing Auditor by the Shareholders' Meeting of 23 June 2021.

(4) Sonia Peron was appointed as Alternate Auditor by the Shareholders' Meeting of 23 June 2021, called to reconstitute the Board of Statutory Auditors. Sonia Peron's candidacy was submitted on behalf of a group of institutional investors holding an overall stake of 1.70% of the share capital.

(5) Average participation rate, taking into account the replacement for the office of Standing Auditor by Carlo Appetiti of Paolo De Mitri who resigned on 6 June 2022 with immediate effect.

1.5. Internal Control and Risk Management System

The Internal Control System consists of rules, functions, structures, resources, processes and procedures aimed at ensuring that the activities carried out by the Banks and the Legal Entities of the BPER Group and by the Group as a whole are in line with the defined internal practices, sector standards and external regulations.

The Board of Directors of the Parent Company defines the criteria for the design, execution and assessment of the Internal Control System, as well as the roles of the Bodies and Organisational Structures involved.

The implementation of the Internal Control System complies with the criteria of: (i) proportionality; (ii) gradual transition to progressively more advanced methodologies and processes for measuring risks; (iii) consistency in the definition of the approaches used by the Group's Organisational Structures; (iv) effectiveness and efficiency in risk management.

The Parent Company's Board of Directors periodically assesses, with the support of the Control and Risk Committee, the adequacy and efficiency of the Group's Internal Control System, identifying possible improvements and defining the steps needed to correct any weaknesses.

In this context, the Parent Company carries out management and coordination activities by exercising:

- control over the strategy applied by the Group's Banks and Legal Entities;
- management control, to ensure that economic, financial and capital balance is maintained;
- technical-operational control, to assess the contribution of the Subsidiaries in determining individual and Group risk profiles.

The Group Banks and Legal Entities structure their Internal Control System in accordance with the Group's strategies and policies on risks and controls determined by the Parent Company and in compliance with the rules applicable to each Legal Entity on an individual basis.

Each Legal Entity ensures the correct performance of typical operations also through the execution of line controls and the sending of Information Flows to its own Corporate Bodies and those of the Parent Company.

The Board of Directors of the individual Banks and Legal Entities:

- integrates the structure of its own Internal Control System, in line with the coordination and liaison procedures defined by the Parent Company;
- incorporates and approves the elements of the Risk Appetite Framework relating to its own Company in line with the Group Risk Appetite Framework.

The Group Banks and Legal Entities also annually evaluate the related Internal Control Systems; if deficiencies or anomalies emerge, they promote the prompt adoption of suitable corrective measures and verify their effectiveness, also over time, through appropriate follow-up procedures.

In line with the regulatory provisions, the Group's Internal Control System is structured into three lines of defence:

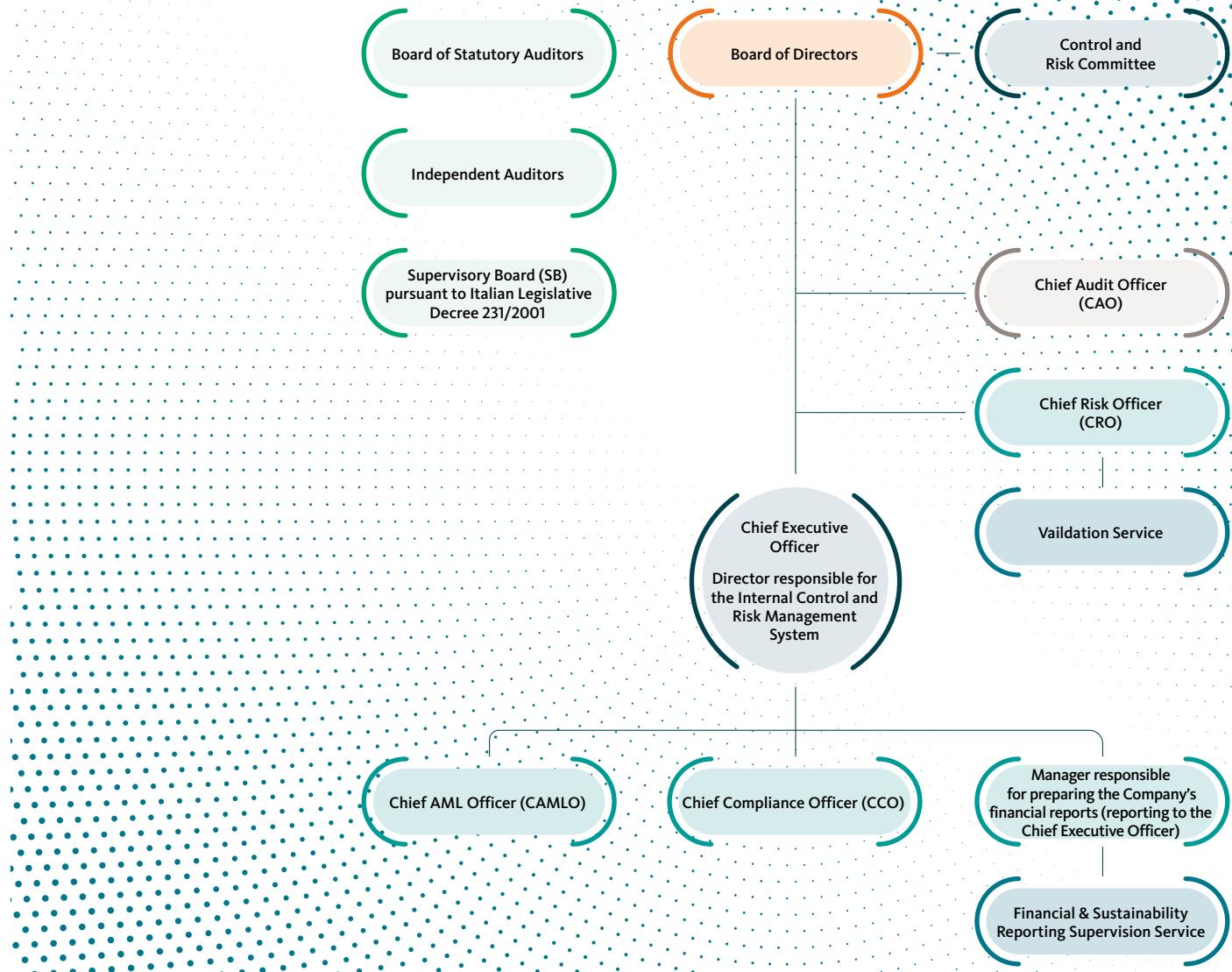
- Level 1 controls: line controls based on processes and procedures and carried out by the operating and business units;
- Level 2 controls (Risk and Compliance Controls) assigned to the following Functions: i) Compliance (which includes the Data Protection Officer - DPO); ii) Risk Management; iii) Validation; iv) Anti-money laundering;
- Level 3 controls: Internal Audit Function.

Level 2 and Level 3 Control Functions are independent, separate from each other and distinct from the structures that assume the risks and are responsible for carrying out line controls.

The Internal Control System also includes:

- The Whistleblowing System to communicate, in a non-anonymous form, facts or behaviours that may constitute a breach of the rules governing banking/financial activities;
- Supervisory Board pursuant to Italian Legislative Decree no. 231/2001 (SB);
- the Manager responsible for preparing the Company's financial reports pursuant to Italian Law 262/2005, who uses the Financial & Sustainability Reporting Supervision Service to carry out his/her duties.

To encourage interaction between the Control Functions, BPER has also established the "Control Functions Coordination Committee", which oversees the activities for the proper functioning of the Internal Control System and for the continuous dissemination of the culture of risks and controls, supporting the Chief Executive Officer - Chair of the same Committee - in the exercise of his/her powers regarding the Internal Control System.



1.6. ESG and Sustainable Development Goals

The BPER Group continuously strengthens its leadership in the management of ESG issues to become more efficient, competitive and to act as a credible and reliable partner for its customers in the development of a more sustainable, fair and inclusive society.

On 14 July 2021, BPER Banca became an official signatory of the Principles for Responsible Banking (PRB) launched in 2019 by the United Nations Environment Programme Finance Initiative with the aim of supporting interventions to foster sustainability in the financial sector.

The PRB lay down the roles and responsibilities of banking institutions in aligning with the Sustainable Development Goals (SDGs) set out in the Global Agenda for Sustainable Development (UN 2030 Agenda) approved by the United Nations in September 2015 and in the 2015 Paris Agreement, driving sustainability across all business areas to identify actions that can generate positive impacts and create shared value with stakeholders over time.

In order to implement the commitments undertaken, the BPER Group has identified concrete actions to be achieved across the board, with specific targets in terms of reducing environmental impacts, supporting customers in the environmental transition, inclusion policies, management of diversity and the weaker sectors of society.

The actions of the BPER Group are carried out, in particular, along the following lines:

✓ adoption of the
Principles for Responsible Banking
and commitment to the implementation of the **SDGs**

✓ adoption of the
Net-Zero Banking Alliance (NZBA)

✓ definition, in the
2022-2025 Group Business Plan,

of concrete actions and objectives to be achieved to strengthen sustainability issues within the company business model

✓ adoption of an
"ESG policy"



Sustainability
in BPER



Chapter 1

COMPANY PROFILE

BPET Banca, the Parent Company of the Banking Group with the same name, is a joint-stock company with registered office in Modena (Italy), Via San Carlo No. 8/20, and issues shares listed on the regulated market operated by Euronext Milan, which is organised and managed by Borsa Italiana.

BPET shares are also listed on the FTSE MIB Index.

On the basis of the definitions contained in the Corporate Governance Code, the Bank is classifiable as a large company with non-concentrated ownership. This classification is taken into account for the purposes of the implementation of the Recommendations contained in the Code, as indicated below in the Report.

As from the date of implementation of the European Single Supervisory Mechanism (4 November 2014), BPET has been subject to prudential supervision by the European Central Bank given that it is a "significant bank" pursuant to Article 6, par. 4 of Regulation (EU) 1024/2013.

Due to the foregoing and to the fact that it is a listed bank, BPET falls within the category of "larger or more complex banks" indicated by the Supervisory Provisions for Banks, Bank of Italy Circular 285/2013, Part I, Title IV, Chapter 1.

In November 2023, the process of identifying the BPET Group as an O-SII (Other Systemically Important Institutions, i.e. banks with national systemic relevance), launched in July 2023, was completed.

The Bank - which originated from the merger of centuries-old banking entities, first and foremost Banca Popolare di Modena, established on 12 June 1867 - adopts the traditional system of administration and control, which envisages a Board of Directors and a Board of Statutory Auditors.

Pursuant to Article 2 of its Articles of Association, BPET Banca's corporate purposes include the taking of deposits and the provision of loans in their various forms, both directly and through subsidiaries.

1.1 Adherence to the Corporate Governance Code

BPET Banca adheres to the Code of Conduct for listed companies promoted by the Corporate Governance Committee in the versions in force from time to time.

Already in 2021, the Company complied with the Recommendations of the Corporate Governance Code of Borsa Italiana, approved in 2020 by the aforementioned Committee.

Also with regard to the 2023 financial year, BPET Banca adhered to the above mentioned recommendations, as referred to below in this Report, in which, in application of the comply or explain principle, any partial deviations from the recommendations of the Code are reported and justified.

The Recommendations of the Corporate Governance Committee for financial year 2024 attached to the Letter from the Chair of the Committee of 14 December 2023 are also taken into account in this Report.

The above-mentioned letter, as well as the related Recommendations, were examined by the Nominations and Corporate Governance Committee, the Board of Statutory Auditors and the Board of Directors at their meetings on 15 January 2024, 16 January 2024 and 18 January 2024 respectively.

Also based on the considerations made on that occasion by the Board of Directors, the Company believes that the Corporate Governance system adopted by BPET is overall in line with the Principles and Recommendations contained in the Corporate Governance Code, as well as with existing regulations, the guidelines issued on the subject by the competent (national and European) Authorities and best practices.

Unless otherwise specified, the information contained in this Report and in the Executive Summary are intended to refer to 31 December 2023 and also valid as of the date of this Report.



The Corporate
Governance
Code

1.2 Considerations regarding the Letter issued by the Chair of the Corporate Governance Committee dated 14 December 2023

With letter of 14 December 2023, the Chair of the Corporate Governance Committee submitted to the Bank (as well as all issuing companies) the customary communication aimed at highlighting the monitoring activities carried out by the Committee with regard to the application of the self-regulatory provisions and emphasising the main critical points found by the Committee during the year. This letter also includes a series of recommendations aimed at promoting the evolution of Corporate Governance according to the principles of the new "Corporate Governance Code".

These Recommendations essentially refer to the following topics: business plan, pre-meeting reports, guidelines on the optimal composition, increased vote.

The issues indicated in the Recommendations are analytically described in this Report on the basis of the assessments made by the Board of Directors, as better indicated in the following table.

RECOMMENDATIONS	REFERENCE IN THE REPORT
Business Plan	Chapter 1 • Company Profile - Paragraph 1.5. ESG and sustainable success
Pre-meeting information	Chapter 3 • Company Corporate Governance Structure - Paragraphs 3.2. Board of Directors; 3.3. Board Committees
Guidelines on optimal composition	Chapter 3 • Company Corporate Governance Structure - Paragraph 3.2. Board of Directors
Increased voting rights	Chapter 2 • Shareholders and Investors - Paragraph 2.1. Ownership structures

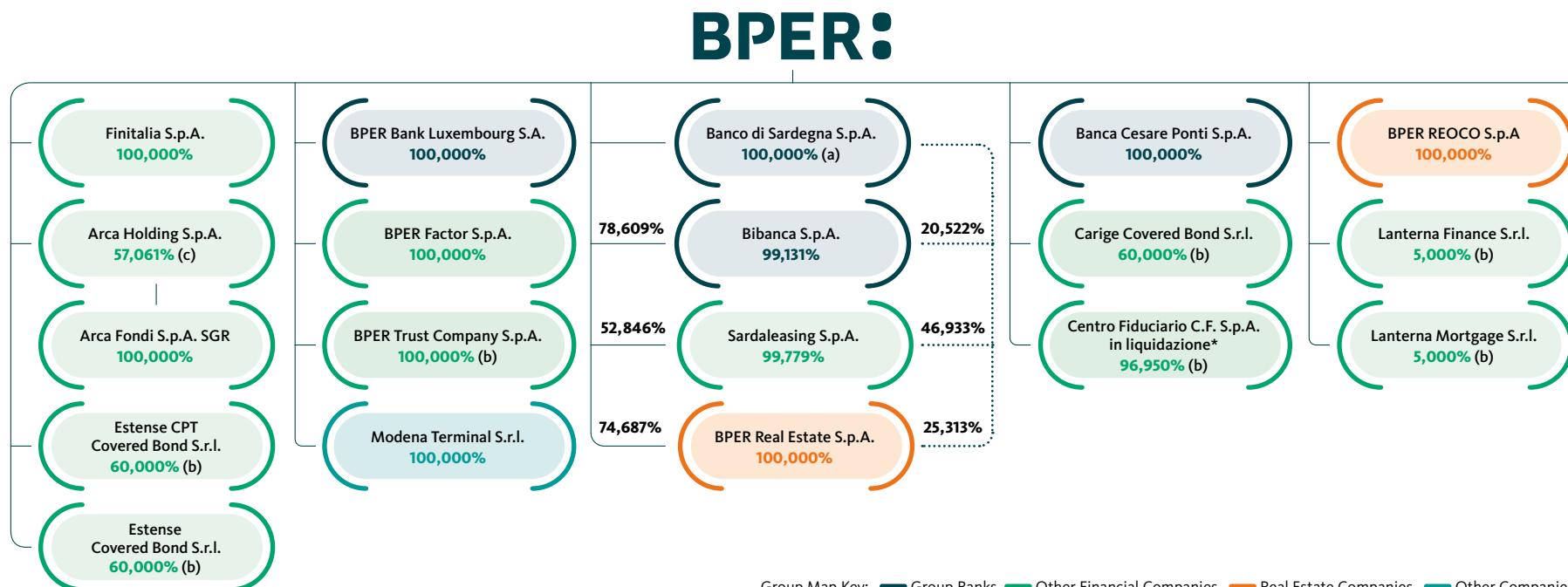
1.3 Group Structure

As the Parent Company of the Banking Group with the same name, BPER provides management and coordination to the legal entities of the Group, pursuant to Article 61 of the Consolidated Law on Banking (CLB) and Articles 2497 et seq. of the Italian Civil Code, and issues instructions for the implementation of guidelines issued by the Supervisory Authority in the interests of the Group and its stability.

BPER also conducts management and coordination activities, pursuant to Articles 2497 et seq. of the Italian Civil Code, with regard to the subsidiaries that do not belong to the banking Group (since they do not meet the requisite instrumental requirements), but are included in the scope of consolidation using the equity method.

At the date of this Report, the Bank is not controlled, de jure or de facto, by any party, nor is it subject to management and coordination activities.

The Group structure at 31 December 2023 is set out below.



- (a) Corresponding to 99,461% of the entire share capital comprising ordinary and preferred shares.
- (b) Subsidiaries consolidated using the equity method.
- (c) Company not recorded as part of the banking Group as it lacks the necessary instrumentality requirements.

The scope of consolidation also includes subsidiaries not recorded as part of the banking Group as they lack the necessary instrumentality requirements, consolidated using the equity method.

Directly invested in by the Parent Company:

- Adras S.p.A. (100%);
- Commerciale Piccapietra S.r.l. (100%);
- Bridge Servicing S.p.A (100%).

On 15 January 2024, the sale by BPER Banca to Gardant Bridge S.p.A., a company of the Gardant Group, of an equity investment equal to 70% of the share capital of Bridge Servicing S.p.A. was finalised. Therefore, this company is no longer part of the Banking Group.

Investments held by BPER Banca indirectly, through BPER Reoco S.p.A.:

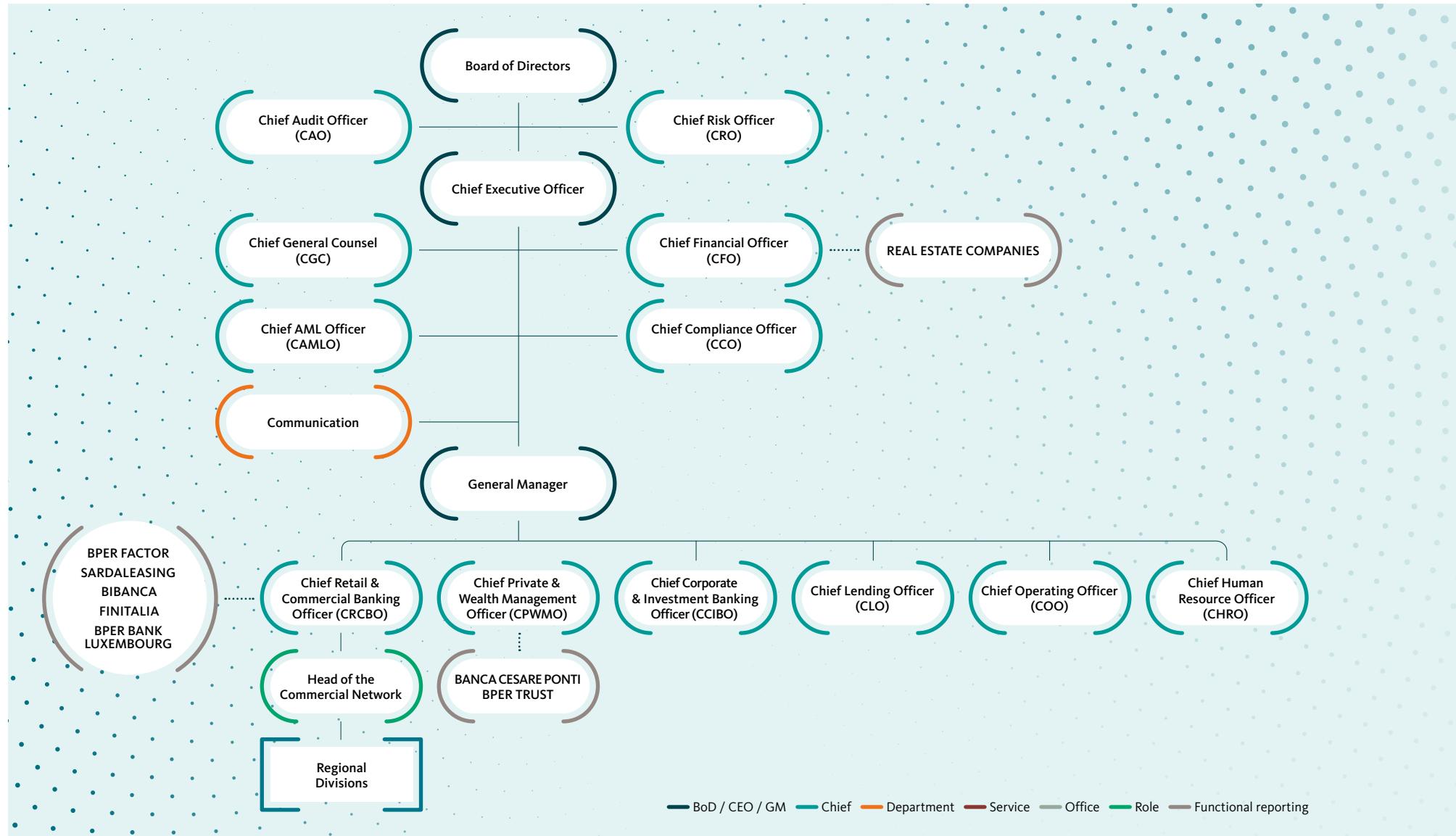
- Annia S.r.l. (100%);
- Sant'Anna Golf S.r.l. (100%).

Sant'Anna Gestione Golf Società Sportiva Dilettantistica s.r.l., a subsidiary of BPER Reoco through Sant'Anna Golf s.r.l., was excluded from the scope of consolidation as it was considered non-significant.

* It should be noted that, on 6 March 2024, the company was removed from the Register of Companies.

1.4 The Bank's governance and organisational structure

The organisational structure of BPER Banca is structured as follows.



The top management structure of BPER Banca includes:

- Chief Executive Officer;
- the General Manager;
- the Chief Financial Officer - Deputy General Manager;
- Chief Operating Officer - Deputy General Manager.

The following senior managers report directly to the Chief Executive Officer:

- Chief Financial Officer - Deputy General Manager (directly reported to by the Manager responsible for preparing the Company's financial reports, who also functionally reports to the Chief Executive Officer);
- Chief General Counsel;
- Chief AML Officer;
- Chief Compliance Officer.

The following senior managers report directly to the General Manager (whose functions are currently carried out by the Chief Executive Officer):

- Chief Operating Officer - Deputy General Manager (to whom, among others, the Chief Information Officer, Security & Business Continuity Officer and Data & Analytics Officer report);
- Chief Retail & Commercial Banking Officer;
- Chief Corporate & Investment Banking Officer;
- Chief Private & Wealth Management Officer;
- Chief Lending Officer;
- Chief Human Resource Officer.

The Head of the Internal Audit function (Chief Audit Officer) and the Head of the Risk Control Function (Chief Risk Officer) report directly to the Board of Directors.

1.5 ESG and sustainable success

The BPER Group continuously strengthens its leadership in the management of ESG issues to become more efficient, competitive and to act as a credible and reliable partner for its customers in the development of a more sustainable, fair and inclusive society.

In order to implement the commitments undertaken, the BPER Group has identified concrete actions to be achieved across the board, with specific targets in terms of reducing environmental impacts, supporting customers in the environmental transition, inclusion policies, management of diversity and the weaker segments of society, with the aim of creating shared value.

The actions of the BPER Group are carried out, in particular, along the following lines:

- adhering to the Principles for Responsible Banking and commitment to the SDGs;
- joining the Net-Zero Banking Alliance (NZBA);
- setting out, in the 2022-2025 Group Business Plan, concrete actions and objectives to be achieved to strengthen sustainability issues within the company business model;
- Adopting an ESG Policy.

Principles for Responsible Banking, UN Agenda 2030 and Sustainable Development Goals (SDGs)

On 14 July 2021, BPER Banca adhered to the Principles for Responsible Banking (PRB) launched in 2019 by the United Nations Environment Programme Finance Initiative with the aim of supporting interventions to foster sustainability in the financial sector.

The PRB lay down the roles and responsibilities of banking institutions in aligning with the Sustainable Development Goals (SDGs) set out in the Global Agenda for Sustainable Development (UN 2030 Agenda) approved by the United Nations in September 2015 and in the 2015 Paris Agreement, driving sustainability across all business areas to identify actions that can generate positive impact and create shared value with stakeholders over time.

At issue, in particular, are six principles designed to guide the vision of banks and ambitions towards sustainability. The member banks commit to defining sustainability strategies and working to promote and integrate ESG (Environmental, Social, Governance) factors into their business model in order to be at the forefront of sustainable finance.



THE UN 2030
Agenda

The BPER Group undertakes to make a significant contribution towards reaching the Sustainable Development Goals contained in the UN 2030 Agenda with special reference to the following (Sustainable Development Goals, SDGs):



- 1 NO POVERTY**
End poverty in all its forms, everywhere
- 4 QUALITY EDUCATION**
Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all
- 5 GENDER EQUALITY**
Achieve gender equality and empower all women and girls
- 7 AFFORDABLE AND CLEAN ENERGY**
Ensure access to affordable, reliable, sustainable and modern energy services for all
- 8 DECENT WORK AND ECONOMIC GROWTH**
Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all
- 9 INDUSTRIES, INNOVATION AND INFRASTRUCTURE**
Build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation
- 11 SUSTAINABLE CITIES AND COMMUNITIES**
Build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation
- 12 RESPONSIBLE CONSUMPTION AND PRODUCTION**
Ensure sustainable consumption and production patterns
- 13 CLIMATE ACTION**
Take urgent action to combat climate change and its impacts
- 15 LIFE ON LAND**
Protect, restore and promote sustainable use of terrestrial ecosystems, sustainably manage forests, combat desertification, halt and reverse land degradation and halt biodiversity loss
- 16 PEACE, JUSTICE AND STRONG INSTITUTIONS**
Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels

Net-Zero Banking Alliance (NZBA)

The NZBA is an initiative promoted by the United Nations to accelerate the sustainable transition of the banking sector through the commitment of member banks to align their loan and investment portfolios towards achieving zero net emissions by 2050.

In March 2022, BPER Banca joined the Net Zero Banking Alliance, thereby addressing its strategy to contrast climate change.

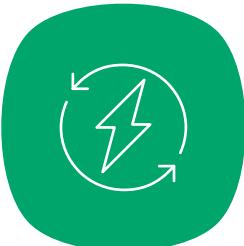
After joining the Net-Zero Banking Alliance (NZBA), the Bank defined the first decarbonisation targets in its portfolios for some priority sectors, in order to align its business with the decarbonisation ambitions established by the 2015 Paris Agreement.

The first targets identified by the Bank refer to two high-carbon sectors included in its credit portfolios:

- “Electricity production” sector: reduction of 36% in the weighted emission intensity of the counterparties in the portfolio, from a base of 256 kilograms of CO₂ equivalent per megawatt-hour (256 kg CO₂e/MWh) by 2022 to an average value of 165 kilograms of CO₂ equivalent per megawatt-hour (165 kg CO₂e/MWh) by 2030¹.
- “Oil and gas” sector: 29% reduction in emissions financed by BPER Banca by 2030, starting from a base of 464 thousand tonnes of CO₂ equivalent (464 thousand tCO₂e) in 2022². The calculation of the targets for the two sectors refers directly to the Net Zero 2050 scenario defined by the International Energy Agency (IEA) and in line with the requirements of the Alliance.



Net-Zero
Banking Alliance



-36%

weighted emission intensity

Production of electricity



-29%

**emissions financed
by BPER Banca by 2030**

Oil and gas

¹ The target set refers to financed emissions amounting to 143 thousand tonnes of CO₂ equivalent (143 thousand tCO₂e), concerns energy generation activities and takes into account the Scope 1 emissions of companies

² This target includes the extraction, refining and distribution of oil and gas and related derivatives and covers Scope 1, 2 and 3 emissions of the counterparties. BPER Banca has integrated the pursuit of the targets set in its business, starting from the evolution of credit policies and processes and the structuring of loan solutions to support companies in the implementation of their eco-sustainable transition paths.

Business Plan and sustainable success

In order to create long-term shared value by strengthening sustainability issues within the Company's business model, the Group's 2022-2025 Business Plan identifies concrete actions and objectives to be achieved along all the lines of action outlined below:



Environmental

- External transition: support for the environmental transition of companies and households through the allocation of a ceiling of over Euro **7 billion for green loans** (includes sectors/supply chains, NRRP, 110% superbonus, green mortgages);
- Internal transition: science-based **emission reduction** target aligned with the Paris Agreement (**-50%** by 2030) equal to **-23%** by 2025; energy efficiency activities are contained in the Energy Plan with a baseline to 2022 and expected closure in 2025. By the end of 2022, 100% of the Group's electricity will be sourced from renewable energy.



Social

- Strong community orientation: allocation of Euro **15 million** to support activities helping communities and territories.
- Initiatives for young people: financial literacy and ambitious national-level projects that will involve **more than 400,000 people** over the duration of the plan. In addition, an advanced training project for the most deserving young people of the Università Cattolica del Sacro Cuore ("honour loan").
- Development of the Third Sector service model with dedicated products and increased lending
- Definition of a **Diversity & Inclusion project**: unitary vision of the Bank on DE&I (Diversity, Equity and Inclusion) issues that impacts the Board of Directors, Board of Statutory Auditors, top management, employees and subsidiaries with concrete objectives in terms of gender diversity and equal remuneration, to be measured annually and reported in the Consolidated Non-Financial Statement (CNFS) prepared pursuant to Italian Legislative Decree 254/2016 and available on the Company website.
- Dissemination of the ESG culture** and specific training activities: awareness-raising and involvement of the entire corporate workforce in sustainability issues as well as upskilling and reskilling actions for **over 50% of employees**.
- Initiatives to support culture and enhancement of the artistic and museum heritage.
- Interventions to promote agile work and the rebalancing between professional and private life also thanks to the different management of workplaces (new workplace).



Governance

In order to complete the important strengthening of ESG governance launched in 2021 through the creation of a Sustainability Board Committee and the implementation of a dedicated function, reporting to the Chief Financial Officer, the plan is to:

- Include ESG targets in the long-term incentive system of Management with KPIs accounting for 15% of the total.
- redesign the internal Organisation Model to define roles and responsibilities in the ESG area.

Other cross-sector interventions include:

- Integration of ESG factors into risk management processes, loan and investment policies.
- 25% expansion of the range of ESG investment products and 25% increase in ESG assets under management compared to 31 December 2021 (Euro 12.7 billion).
- Integration of ESG criteria into the Bank's procurement choices (through the ESG assessment of suppliers).



The 2022-2025
Business
Plan of the
Group

FOCUS



THE ROLE OF THE BOARD OF DIRECTORS IN PURSUING THE COMPANY'S SUSTAINABLE SUCCESS

In line with the provisions of Article 1 of the Corporate Governance Code, the Board of Directors defines the Group's guidelines and strategies on sustainability issues, approves a sustainability plan and prepares the Consolidated Non-Financial Statement (or "Sustainability Report").

To this end, the Board of Directors in office established: (i) the Board-internal Sustainability Committee; (ii) the ESG Management Committee, and (iii) the ESG Strategy Service, currently reporting directly to the CFO (Chief Financial Officer).

During 2023, therefore, the Board of Directors updated:

- the **"Policy for the Governance of the Risk of Non-Compliance with the Regulations on Sustainability in the Provision of Investment Services"**, which sets forth the guidelines and general principles for the integration of sustainability risks and the consideration of the negative effects for sustainability in the provision of Financial Advisory and Portfolio Management services, as well as the roles and responsibilities of the corporate Bodies and Organisational Units involved;
- the **"Policy on the regulation of the relations of the Banks and Legal Entities of the BPER Group with the defence operators and the companies involved in the production and sale of weapons"**, which regulates, in an organic and controlled manner, relations with companies involved in the armaments and military supplies sector. With this Policy, BPER wanted to adopt self-regulations to manage the Group's presence in this sector in a more reliable, transparent manner.

Lastly, with the aim of strengthening the ESG skills of the Members of the Board of Directors and of Board of Statutory Auditors, two training sessions were held in 2023, one on the issues of the evolution of corporate reporting, the principles for the preparation and the content of the NFS and the other concerning the risks, opportunities and management of the ESG transition. Both training sessions lasted 2.30 hours.

ESG policy

In line with the sustainable development objectives set out in the Group's 2022-2025 Business Plan and with the commitment to significantly contribute to the achievement of the "Sustainable Development Goals" set out in the UN 2030 Agenda, the Board of Directors of BPER Banca has adopted the ESG Policy.

Integration of the principles of sustainability into the value chain takes on the meaning of constant commitment aimed at reconciling economic goals with social and environmental goals, generating value for the company, the stakeholders and the territories while simultaneously placing value on the positive environmental and social impacts (including those to combat climate change), reducing negative impacts to a minimum.

The ESG Policy aims at promoting ESG culture within the Group and to guide the governance, processes, structures and corporate functions responsible for ensuring the pursuit of sustainable success with particular attention to the enhancement of environmental, social and governance issues. Attention to ESG goals incorporates the provisions of Article 1, Principle I of the Corporate Governance Code, the principles developed by the competent international bodies as well as the indications provided by Regulators such as the European Central Bank (ECB) and the European Banking Authority (EBA).



ESG policy

1.6. Gender Equality

Our mission

Achieving gender equality is a strategic value of BPER Banca's corporate culture. As evidence of this, BPER Banca is committed to promoting initiatives concerning Goal 5 "Achieving gender equality and empowering all women and girls" of the Global Agenda for Sustainable Development (UN 2030 Agenda). Achieving this objective means achieving equality of opportunities between women and men in economic development, eliminating all forms of violence against women and girls and ensuring equal rights at all participation levels.



Our approach

In order to promote the empowerment of women and fully implement the commitments undertaken in terms of DE&I (Diversity, Equity and Inclusion), BPER Banca has undertaken, *inter alia*, the following initiatives.



IMPLEMENTING GENDER GAP PROJECTS, PREPARING A SERIES OF AWARENESS-RAISING, DISSEMINATION AND TRAINING INITIATIVES

BPER Banca joined the project "*Donne al Quadrato*" created by Global Thinking Foundation, a foundation established in 2016 to spread financial and digital education with the aim of countering economic violence and promoting social inclusion projects for women and the most vulnerable sections of society.

"*Donne al Quadrato*" is a training course for women to develop economic, insurance and social security skills to allow them to make economic and financial choices in a conscious, independent and sustainable way.

This project also aims at promoting the generational handover of skills as it represents a winning way to ensure the sharing of economic, financial, social and sustainability issues.

In 2023, the training program included the provision of lessons focused on financial and pension planning.

Also for 2024, BPER Banca has committed to launch financial education initiatives aimed at preventing economic violence, including the promotion of training and financial awareness programmes for women to increase their awareness and management skills.





CREATE PARTNERSHIPS WITH NATIONAL PLAYERS ACTIVE ON THE ISSUE OF GENDER EQUALITY

The range of partnerships testifies to BPER Banca's commitment to building a working environment inspired by the principles of gender equality.

These include the collaboration with the **D.i.Re – Donne in Rete contro la violenza**, a group of 87 organisations in Italy, which manage 106 anti-violence centres and more than 60 shelters, helping approximately 21,000 women every year.

Since 2022, together with the Association, the Bank has promoted the **“Together for Women”** campaign every year, aimed at raising funds for the Autonomy Fund established by D.i.Re Economic resources are channelled to this fund to support women who are trying to escape violence and help them achieve economic and housing autonomy.



At the end of the 2023 fund raising process, the amount raised, including donations and the contribution made by BPER Banca, amounted to a total of Euro 250,000, intended to cover expenses related to the management of shelters, training courses and support for the children of the women involved, facilitating their path to independence.

The collaboration of BPER Banca with the D.i.Re Association also includes financial education initiatives aimed at preventing economic violence, providing financial training to women to improve their management skills as well as awareness-raising, dissemination and employee training initiatives.



For the second year, we are proud to promote this initiative, which aims to raise awareness, unite and take action against a subtle form of violence that affects women and represents a significant obstacle to their autonomy and financial security. BPER's commitment to the community goes beyond the traditional banking role and demonstrates its practical commitment to creating an inclusive and secure financial environment.

Flavia Mazzarella

CHAIR OF THE BOARD OF DIRECTORS AND OF THE SUSTAINABILITY COMMITTEE OF BPER BANCA



Please also note the collaboration between BPER Banca and **Valore D**, an association of companies that has been promoting gender balance and an inclusive culture for the growth of companies and the country for over ten years.



SPONSORSHIPS

The practical commitment to pursuing DE&I (Diversity, Equity and Inclusion) objectives lead to the direct involvement of BPER Banca in the sponsorship of numerous projects and events dedicated to the enhancement of female talent and empowerment and to combat gender-based economic violence.

Among the practical commitments, in line with the aforementioned mission, we note the contribution of BPER Banca to the **“LetteraFutura”** programme, a national literary fellowship, reserved to new female writers, aimed at promoting women's literary activities, facilitating their access to the publishing market.



Chapter 2

SHAREHOLDERS AND INVESTORS

2.1. Ownership Structure

SHARE CAPITAL STRUCTURE AND RESTRICTIONS ON VOTING RIGHTS

The share capital of BPER Banca (fully subscribed and paid in) amounts to Euro 2,104,315,691.40 and consists of 1,415,850,518 registered ordinary shares, with no nominal value expressed. Further information on the share capital structure at 31 December 2023 is presented in Table 1 attached to this Report.

On 25 July 2019, the Bank issued the "Additional Tier 1" convertible bond, for a nominal amount of Euro 150,000,000. The number of instruments in circulation is 600 (unit nominal value of Euro 250,000).

By resolution of the Extraordinary Shareholders' Meeting and in any case in compliance with law, the Company may issue categories of shares other than ordinary shares, determining their rights, and financial instruments with equity or also with administrative rights.

All the shares belonging to the same category carry the same rights. Each ordinary share entitles the holder to one vote. The Articles of Association do not provide for any restrictions on voting rights.

As of the date of this Report, no categories of shares had been issued other than ordinary shares.

Finally, the Bank does not have any remuneration plans that envisage increases, even free of charge, in the share capital.

RESTRICTION ON THE TRANSFER OF SHARES

The Articles of Association do not provide for any limits on the possession of shares nor for any restrictions on their transfer.

With regard to information on Internal Dealing obligations, please refer to the following paragraph "Management of corporate information".

The following table shows the list of those who, at the date of approval of this Report, hold more than 3% of BPER's share capital, as reported to the Company on the basis of the communications made pursuant to Article 120 of the Consolidated Law on Finance.

Declarant	Direct shareholders	% portion of ordinary share capital	% portion of voting capital
Unipol Gruppo S.p.A.	Unipol Gruppo S.p.A. UnipolSai Assicurazioni S.p.A.	10.5 9.4	10.5 9.4
		19.9	19.9
Fondazione di Sardegna	Fondazione di Sardegna	10.2	10.2
Norges Bank	Norges Bank	5.2	5.2

At the date of approval of this Report, no securities carrying special rights of control and/or other special powers have been issued, nor multiple or increased voting shares, the issue of which is not envisaged by the Articles of Association.

Without prejudice to the foregoing, companies operating in the financial and lending sector fall within the scope of the provisions on special powers of the State (i.e., golden power), as governed by Italian Decree-Law No. 21 of 2012 (converted into Italian Law No. 56 of 2012) and by subsequent amendments, additions and implementing rules, as well as by any other applicable provision, including those of a European nature.

BPER Banca does not implement employee equity investment plans that envisage special mechanisms for exercising voting rights.

It should be noted that, on 26 April 2023, the Shareholders' Meeting of BPER Banca approved the "2023 incentive plan". The Plan provides for the assignment, free of charge, of BPER Banca ordinary shares to Directors and employees of the Bank and its Subsidiaries, as identified by the Board of Directors from among those holding roles deemed to be strategically important for the achievement of the objectives of the banking Group. This plan does not provide for particular mechanisms relating to the exercise of voting rights relevant for the purposes of Article 123-bis, paragraph 1, lett. e) Consolidated Law on Finance.

For more information on the LTI plan approved by BPER Banca, please refer to the document published on the website <https://istituzionale.bper.it>, in the section Governance - Shareholders' Meeting of 26 April 2023 - Documents.

SIGNIFICANT HOLDINGS OF SHARE CAPITAL

SECURITIES CARRYING SPECIAL RIGHTS

Shareholders and Investors

AGREEMENTS
BETWEEN
SHAREHOLDERS

At the date of approval of this Report, the Bank is not aware of any shareholders' agreements pursuant to art. 122 of the Consolidated Law on Finance.

CHANGE OF
CONTROL CLAUSES
AND STATUTORY
PROVISIONS
REGARDING
TAKEOVER BIDS

As part of their typical activities, BPER Banca and the other Legal Entities of the Group may become parties to contractual arrangements, including significant ones, which envisage, as is customary in the trading practice for certain types of relationships, specific effects in the event of changes in control structures.

At present, none of these agreements can be considered significant at consolidated level.

The Bank's Articles of Association do not provide for the application of the neutralisation rules contained in Article 104-bis, paragraphs 2 and 3 of the Consolidated Law on Finance in respect of takeover bids, nor do they derogate from the provisions on the passivity rule provided by Article 104, paragraphs 1 and 1-bis of the Consolidated Law on Finance.

MANDATES TO
INCREASE SHARE
CAPITAL AND
AUTHORISATIONS
TO PURCHASE
TREASURY SHARES

Within the limits established by current regulations, the Company, by resolution of an Extraordinary Shareholders' Meeting, may issue categories of shares carrying different rights with respect to the ordinary shares, and may determine such rights, as well as financial instruments with equity or administrative rights. The Company may issue bonds, including those convertible into shares, in compliance with applicable legislation.

Given the above, with regard to the delegations of authority to increase the share capital still subject to execution, it should be noted that the Extraordinary Shareholders' Meeting of 4 July 2019 resolved, *inter alia*:

- a) to delegate to the Board of Directors, pursuant to Article 2420-ter of the Italian Civil Code (to be exercised by 31 December 2019), the power to issue an Additional Tier 1 convertible bond, for a total nominal amount of Euro 150,000,000, to be offered in full for subscription to Fondazione di Sardegna, with the exclusion of option rights, at an above par subscription price set at a total of Euro 180,000,000. Consequently, a delegation of authority was granted to increase the Company's share capital for payment, in one or more tranches, in a divisible manner, for a total maximum amount of Euro 150,000,000, including a share premium of Euro 42,857,142, to exclusively and irrevocably service the conversion of the aforesaid loan, by issuing a maximum of 35,714,286 ordinary shares of the Company, without express nominal value, with standard dividend entitlement rights and the same characteristics as the other ordinary shares in the Company outstanding on the issue date. The Board of Directors implemented the mandate at the meeting of 11 July 2019: the loan was issued on 25 July 2019 and was initially fully subscribed by Fondazione di Sardegna.
- b) to grant the Board of Directors the power, for a period of five years from the date of the resolution, to increase the share capital for payment, in one or more tranches and on a divisible basis, with the exclusion of option rights, for a total maximum amount

of Euro 13,000,000.00, including any share premium to be determined in accordance with Article 2441, paragraph 6 of the Italian Civil Code, by issuing a maximum number of 2,500,000 ordinary shares, with no express nominal value, whose issue value may also be lower than the accounting par value at the relevant issue date, with regular dividend rights and the same characteristics as the Company's ordinary shares in circulation at the issue date. This resolution has not yet been implemented.

The same Shareholders' Meeting of 4 July 2019 had also granted the Board of Directors two further delegations of authority, now expired, which were partially carried out, and which led to - in total - to a capital increase of Euro 117,958,539.

The share capital of BPER at the date of this Report is Euro 2,104,315,691.40.

With regard to treasury shares, the Ordinary Shareholders' Meeting of 26 April 2023 authorised the purchase and sale of a maximum of 6,700,000 ordinary shares of BPER Banca (not exceeding a total equivalent value of Euro 13 million), without express nominal value, to service the 2022-2025 Long-Term Incentive (LTI) Plan, the 2023 and subsequent years MBO incentive schemes, as well as any post-employment payments.

The authorisation to purchase was granted for a period of 12 months from the date of authorisation by the Supervisory Authority (ECB), while the authorisation to sell the treasury shares already in portfolio and those that will be purchased was granted without any time limit, in line with what is allowed under current legislation.

For details regarding the aforementioned authorisation, please refer to the Explanatory Report of the Board of Directors to the aforementioned Shareholders' Meeting of 26 April 2023, with reference to item 3, letter c) on the agenda, available on the website <https://istituzionale.bper.it>, in the section Governance - Shareholders' Meeting.

During the 2023 financial year, the Bank allocated 219,621 treasury shares to employees, on termination of employment, in accordance with the provisions of the Remuneration Policies.

On 19 January 2024, the Board of Directors resolved to submit for approval to the Shareholders' Meeting called to approve the financial statements for 2023 financial year, a proposal to authorise the purchase and sale of treasury shares in order to provide the funds necessary to pay bonuses arising from the short-term incentive plan (Management by Objective - MBO 2024) which will be approved and implemented by the BPER Group and to also ensure the funds for further payments relative to the remaining incentive plan still in place, which envisages payment through equity instruments. The authorisation to purchase is requested for a maximum number of 17,400,000 treasury shares.

For more detailed information on the terms and conditions of the aforementioned authorisation proposal, please refer to the Explanatory Report of the Board of Directors for the aforementioned Shareholders' Meeting to approve the 2023 financial statements, available on the website <https://istituzionale.bper.it>, in the section Governance - Shareholders' Meeting.

In view of the foregoing, and also taking into account previous treasury shares held in portfolio, at the date of approval of this Report, the Bank holds 3,088,744 treasury shares which, compared to the total number of shares making up the Bank's share capital at the same date, represent 0.05% of the share capital.

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INFORMATION
PURSUANT TO
ART. 123-BIS,
PARAGRAPH 1, OF
THE CONSOLIDATED
LAW ON FINANCE

With regard to the information required by Article 123-bis, paragraph 1, letter i), of the Consolidated Law on Finance ("agreements between the company and the directors [...] which provide for indemnities in the event of resignation or termination without just cause or if their employment relationship ceases as a result of a takeover bid"), please refer to Chapter 3 below concerning Directors' remuneration as well as the Reports on the remuneration policy and on the compensation paid pursuant to Article 123-ter of the Consolidated Law on Finance (the "Remuneration Reports") and published on the website <https://istituzionale.bper.it>, in the section Governance - Shareholders' Meeting 2024 - Documents.

The information required by Article 123-bis, paragraph 1, letter l), part 1 of the Consolidated Law on Finance ("rules applicable to the appointment and replacement of directors [...], other than legislative or regulatory requirements that are applicable in a supplementary capacity") are illustrated in Section 4.2 below, in the Chapter regarding the Board of Directors.

The information required by Article 123-bis, paragraph 1, letter l), part 2 of the Consolidated Law on Finance ("rules applicable [...] to the amendment of the articles of association, other than legislative or regulatory requirements that are applicable in a supplementary capacity") are illustrated in the Chapter of the Report dedicated to the Shareholders' Meeting (Chapter 3).

2.2 Management of corporate information

In application of the regulations in force on corporate information and market abuse and in line with the "Group Policy for the governance of the risk of non-compliance with the regulations on Market Abuse", BPER Banca adopted a "Group Regulations on the process for the management of inside information and the Insider List (Market Abuse regulation)". This regulation governs, with binding effectiveness, the process of monitoring, internal circulation and communication to the public and to CONSOB of information considered to be of an inside nature.

More specifically, the process for managing inside information and the insider list described in the "Group Regulations on the process for the management of inside information and the Insider List (Market Abuse regulations)" is divided into the following sub-processes:

- the process of evaluation of the inside nature of the information;
- methods for communicating inside information to the public;
- the management of possible delays in communicating inside information to the public;
- handling lists of persons with access to inside information.

The Company fulfils its obligations to disclose inside information to the public pursuant to Article 17 of Regulation (EU) No. 596/2014 (MAR) and Article 114 of the Consolidated Law on Finance by means of press releases disseminated through the e-Market System for the Dissemination of Regulated Information (SDRI), stored through the 1INFO authorised storage mechanism (<https://www.1info.it>) and published on the website <https://istituzionale.bper.it/>.

Additional regulated information, as well as the information the Company is required to make public on the basis of regulatory provisions or trading venue rules, is disseminated and stored pursuant to Articles 65-bis et seq. of the Issuers' Regulations, in the manner indicated above. In the cases prescribed, and when deemed appropriate by the Bank, the information shall also be published in national newspapers.

INSIDER LIST

The Bank set up and updates the "Register of persons with access to inside information", managed by means of a special computer procedure that can ensure its compliance with the requirements of the applicable regulations. A separate section of the Register lists the names of those who have permanent access to inside information about the Bank. Different occasional sections list those who have permanent access to specific inside information and with whom there is a professional collaboration relationship, including on the basis of an employment contract, or who in any case perform certain tasks through which they have access to inside information.

On a voluntary basis, in line with the provisions of CONSOB Guidelines No. 1 of 13 October 2017, the Bank also identifies the so-called "material information" and, in the same way, keeps a computerised list of the persons who have access to such information and with whom there is a professional relationship, including on the basis of an employment contract, or who in any event perform certain tasks through which they have access to the said information.

Also pursuant to market abuse regulations, the Company adopted a specific "Regulation of the Internal Dealing management process".

This document outlines the process of managing transactions carried out by persons who exercise administrative, control or management functions, as well as anyone holding an equity investment, equal to at least 10% of the share capital of the listed Issuer, represented by shares with voting rights and (if any) by any other party that controls the listed Issuer and the Persons closely associated with them ("Internal Dealing Transactions").

The process of managing internal dealing transactions is divided into the following sub-processes:

- identification and management of Internal Dealing transactions;
- notification and publication of Internal Dealing transactions;
- management of the closed period.

For more information, please refer to the document approved by the Bank's Board and published on the website <https://istituzionale.bper.it>, in the section Governance - Documents -Internal Dealing Communications.

FOCUS

INSIDE INFORMATION

Regulation (EU) No. 596/2014 (MAR) establishes a common regulatory framework at European level on the abuse of inside information, unlawful disclosure of inside information and market manipulation ("market abuse"), and introduces measures to prevent the aforementioned abuses, in order to ensure the integrity of the financial markets of the European Union, increase the protection of investors and trust in these markets.

Pursuant to Article 7, paragraph 1, of the MAR, "inside information" means:

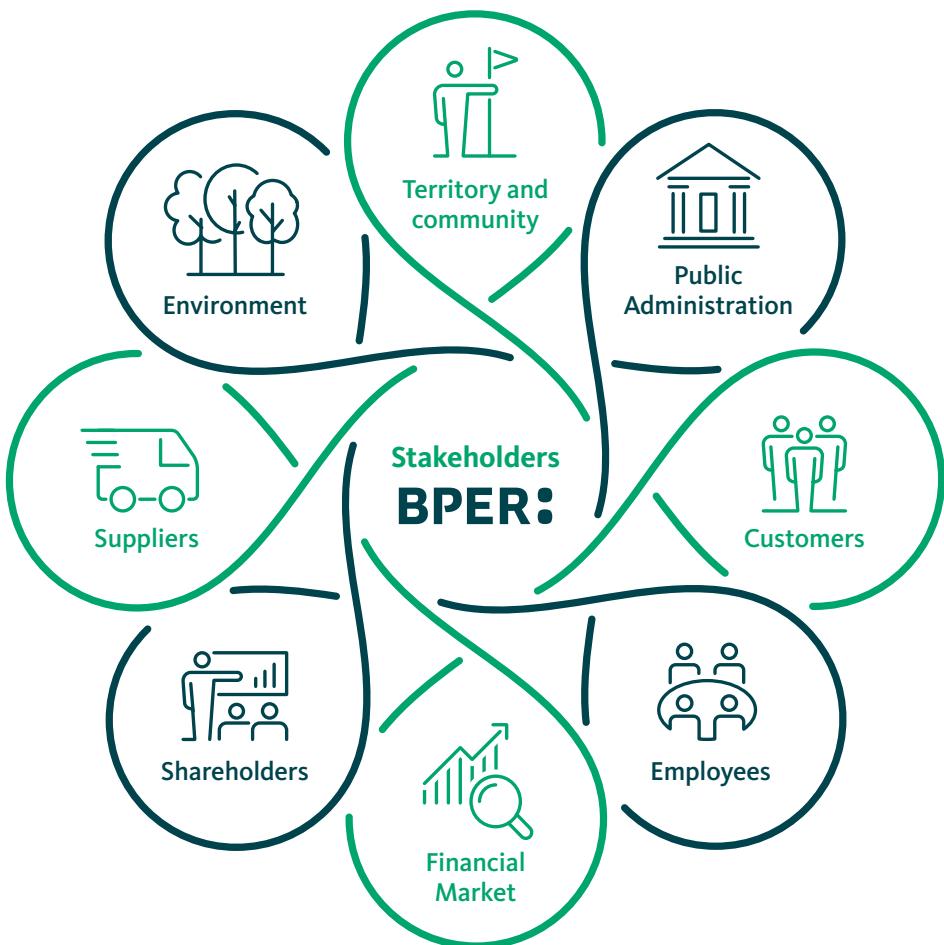
- a) "information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments;
- b) in relation to commodity derivatives, information of a precise nature, which has not been made public, relating, directly or indirectly to one or more such derivatives or relating directly to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts, and where this is information which is reasonably expected to be disclosed or is required to be disclosed in accordance with legal or regulatory provisions at the Union or national level, market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets;
- c) in relation to emission allowances or auctioned products based thereon, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such instruments, and which, if it were made public, would be likely to have a significant effect on the prices of such instruments or on the prices of related derivative financial instruments;
- d) for persons charged with the execution of orders concerning financial instruments, it also means information conveyed by a client and relating to the client's pending orders in financial instruments, which is of a precise nature, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments, the price of related spot commodity contracts, or on the price of related derivative financial instruments".



2.3 Relations with Shareholders and Investors

Dialogue with all stakeholders is a crucial issue in building an inclusive and balanced development path, allowing the BPER Group to identify the interests that the stakeholders promote and to direct its commitment towards the most relevant issues in order to create value over time for everyone.

BPER Banca has identified the following stakeholders, shown in the map-like structure below. For more details, please refer to the 2023 Sustainability Report published on the website <https://istituzionale.bper.it>, in the **Sustainability** section.



In addition to the foregoing, BPER Banca adopts and implements an Engagement Policy, with the aim of promoting and regulating an active and transparent dialogue between the Company's Directors, Shareholders and, more generally, Investors and Advisors on voting matters (Shareholder-Director Engagement), taking into account past experience, best practices and engagement policies adopted by institutional investors and asset managers.

FOCUS

ENGAGEMENT POLICY

To implement the provisions of Circular No. 285 of 17 December 2013 of the Bank of Italy and Recommendation No. 3 of the Corporate Governance Code, BPER Banca has adopted the Policy for managing dialogue with investors (the "Policy"). The document also takes into account the principles set forth by Assonime in Circular No. 23 of 19 July 2021 "Principles for Listed Companies Dialogue with Investors" and the proportionality criterion, in consideration of the business sector (banking and financial), the size of the company and the ownership structure of BPER.

Through this Policy, BPER intends to base its conduct on the principles of transparency, fairness, process efficiency, equal treatment on equal terms and openness to discussion. This is in the belief that only through the mutual recognition of roles, the mutual and constant commitment in pursuing the dialogue between the Company and the market and the unfailing anchoring to these principles will it be possible to achieve the objectives of continuous improvement of the Company's governance and sustainable success pursuant to Article 1, Principle I, of the Corporate Governance Code.

Available in Italian and English on the website <https://istituzionale.bper.it/>, in the section Governance - Documents, the Policy governs dialogue on issues pertaining to the Board of Directors relating in particular to corporate governance, strategic policies and transactions, capital structure, financial and non-financial results, sustainability (ESG - Environmental, Social, Governance), the remuneration policies of Directors and Executives with Strategic Responsibilities, as well as the Internal Control and Risk Management Systems approved by the Company.

This dialogue may be either "reactive" – where it is established at the request of Shareholders, Investors or voting Advisors – or "proactive" – where it is established at the initiative of the Company, and may take place on a one-way or two-way basis, individually or collectively.

In all cases of dialogue, compliance with current legislation on the management of confidential information and, in particular, on inside information, market abuse and equal treatment of persons in identical situations is always ensured.

With regard to (i) the roles and responsibilities of the various Bodies and individuals involved in the implementation of the engagement policy (Board of Directors, Chair, Chief Executive Officer, Chairs of Committees, other Directors, Heads of Corporate Functions); (ii) the methods of transmission of requests; (iii) the criteria and methods of evaluation and acceptance thereof and (iv) the information flows, please refer to the document published, in its full version, on the Bank's website.



Engagement
Policy

During 2023, BPER Banca did not receive any requests for shareholder-director engagement and did not promote initiatives of this nature. However, it promoted profitable and transparent relationships with investors, intermediaries and, more generally, with stakeholders in the Bank through the Investor Relations Office, which is the official contact point of the Bank and of the BPER Group for the national and international financial community and which contributes to the creation of an ongoing information channel with the latter.

**INVESTOR
RELATIONS
ACTIVITIES**

Thus, the above-mentioned Investor Relations Office communicates with the shareholders, bondholders, investors, financial analysts and rating agencies, also in order to disseminate in a homogeneous manner correct and timely information and news about the activities, results, strategy and growth prospects of the Bank and the Group in compliance with current legislation. During the year, several meetings and discussions were organised for this purpose, also via conference calls, between the Bank's senior management with the financial community and the press, regarding the presentations, including via conference calls, of the periodic consolidated results of the BPER Group, as well as business plans and ESG strategies and initiatives. With a view to more comprehensive relations with stakeholders, the Group has initiated an engagement phase with them through, *inter alia*, one-on-one interviews with Opinion Leaders, or parties with relevant expertise in relation to various specific issues. In particular, representatives of shareholders, financial market experts, dedicated networks/initiatives, academic representatives and other categories of stakeholders were involved such as: protection associations, customers, suppliers, trade unions, entities and other organisations.

The Investor Relations Office collaborates, as appropriate, with the External Relations Service, in managing the relationship with Shareholders through adequate and constant information on the life of the Bank and the Group. This Office, among its various activities, maintains relations with journalists from national and local newspapers, prepares press releases and has them published in the media, organises press conferences and prepares communication plans, coordinating with other banks in the Group where necessary.

In addition, the Investor Relations Office collaborates, as appropriate, with the ESG Strategy Service, in managing information relating to ESG issues and in monitoring ESG ratings to which the Bank is subject.

In February 2024, BPER Banca activated a shareholder-director engagement initiative inviting the investors who, in 2021, submitted lists of candidates for the renewal of the Board of Directors.

Therefore, meetings were held individually and in a one-way manner, in the presence - for BPER - of the Chair of the Board of Directors, the Chief Executive Officer, the Chair of the Nominations and Corporate Governance Committee as well as the Chair of the Board of Statutory Auditors.

In the context of the meetings, governance issues were discussed relating, in particular, to the composition of the Board of Directors, also in light of the expectations communicated by the Supervisory Authority as part of the discussions held periodically with BPER.

**SHAREHOLDER
-DIRECTOR
ENGAGEMENT**

Chapter 3

THE COMPANY'S GOVERNANCE STRUCTURE

3.1 Shareholders' Meeting

The Shareholders' Meeting of BPER, convened in ordinary or extraordinary sessions, is the place where shareholders meet to discuss and resolve on matters within their sphere of competence.

Ordinary Shareholders' Meetings must be convened by the Board of Directors at least once a year, within one hundred and twenty days of the end of the financial year, to resolve on the approval of the financial statements. Extraordinary Shareholders' Meetings instead are convened whenever it is necessary to pass one of the resolutions left up to it by law.

CONVENING AND CARRYING OUT OF WORK

According to the provisions of Article 10 of the Articles of Association, the Shareholders' Meeting takes place, in a single call, at the location specified in the notice of call, provided that this is in Italy. However, the Board of Directors may decide to convene the Shareholders' Meeting on first, second and, only for Extraordinary Shareholders' Meetings, on third call, with reference made to this in the meeting notice.

If it is provided for in the notice, the Meeting may be validly held also using remote communication systems, on condition that the identity of the persons entitled to attend is assured and that all participants are able to intervene in real time in discussions about the matters on the agenda, as well as to vote on the resolutions.

The Meeting is convened by means of a notice published according to the terms and deadlines set forth by regulations in force.

Pursuant to Article 13 of the Articles of Association, the Meeting is chaired by the Chair of the Board of Directors or by his/her alternate pursuant to the Articles of Association or, failing this, by the person elected by those present. The Chair of the Meeting checks that the Meeting is quorate, verifies the identity and rights of those present, moderates the business conducted and determines the results of voting.

Except where the minutes of the Shareholders' Meeting are drawn up by a notary public, the Secretary of the Shareholders' Meeting or, in his/her absence, a member designated by the Assembly, acts as Secretary of the meeting.

In order to establish the quorum and the validity of the resolutions of the Shareholders' Meeting, the quorum envisaged in current legislation shall apply, without prejudice to the provisions of Articles 18, 19, 20, 31, 32 and 33 of the Articles of Association with reference to the appointment of the Corporate Bodies with the list voting system.

By law, those who hold the Company's shares at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting (record date) are entitled to participate in the Shareholders' Meeting and exercise the right to vote, directly or by proxy.

Each ordinary share entitles the holder to one vote. The Bank's Articles of Association do not provide for the existence of multiple or increased voting shares.

Postal voting is not allowed. In accordance with current regulations, the Board of Directors can allow votes to be cast before and/or during the Shareholders' Meeting, without requiring the physical presence of the person, through the use of electronic devices in ways to be communicated in the meeting notice of the Shareholders' Meeting, such as to ensure the identification of those who have the right to vote and the security of communications. This method of exercising voting rights has not yet been adopted by the Bank.

Members of the Board of Directors, who are also Shareholders of the Company, may not vote on resolutions regarding their areas of responsibility.

In accordance with the procedures, terms and limits established by law, Shareholders who represent, even jointly, at least 2.5% of the share capital the minimum required for this purpose by current legislation, may request, in writing, to add to the list of items placed on the agenda of the Shareholders' Meeting, or submit resolution proposals on items already on the agenda. Additions to the list of matters to be discussed cannot include those for which, by law, the Meeting adopts resolutions based on a proposal from the Directors, or based on a draft or a report prepared by them. Those entitled to vote may also individually submit proposals for resolutions to the Meeting.

In the manner, within the terms and within the limits established by law and indicated in the meeting notice, those who have the right to vote may also ask questions on the items on the agenda even before the Shareholders' Meeting.

The main tool for involving shareholders in the Shareholders' Meeting is the timely sharing of all useful information for the purpose of the informed exercise of the right to vote, in particular through the publication of the Shareholders' Meeting documentation on the institutional website, a fundamental means of communication and transparency towards the public.

PARTICIPATION IN THE SHAREHOLDERS' MEETING AND SHAREHOLDERS' RIGHTS

The Company's governance structure

For example, the Bank makes available on its website, pursuant to and within the terms established by Article 125-*quater* of the Consolidated Law on Finance:

- the documents that will be submitted to the Shareholders' Meeting, including the reports of the Board of Directors on each of the items on the agenda and the annual Directors' Report;
- the forms that shareholders have the right to use for voting proxy;
- information on the amount of the share capital with reference to the number and categories of shares into which it is divided.

The documentation concerning the items on the agenda is in any case made available to the public at the registered office with the right for those entitled to obtain a copy, on the institutional website <https://istituzionale.bper.it/>, in the section Governance - Shareholders' Meeting, and with the other methods envisaged by the regulations from time to time in force.

Representation at the Shareholders' Meeting is governed by the laws in force from time to time (Article 2372 of the Italian Civil Code, Articles 135-*novies*, 135-*decies* and 135-*undecies* of the Consolidated Law on Finance) and by the Articles of Association (Article 11, paragraph 6).

SHAREHOLDERS' MEETING REGULATIONS

The Shareholders' Meeting of 14 April 2018 approved specific Shareholders' Meeting Regulations, published on the website <https://istituzionale.bper.it/>, in the section Governance - Documents. This document contains detailed rules for greater clarification and integration of the provisions of the Articles of Association, to regulate the orderly and functional conduct of shareholders' meetings and regulates, *inter alia* (i) participation in the Shareholders' Meeting; (ii) the procedures for verifying entitlement to attend the Shareholders' Meeting; (iii) the tasks and powers of the Chair for the purposes of the constitution of the Shareholders' Meeting and its proceedings; (iv) the procedures for discussion of the items on the agenda; (v) the discussion at the Shareholders' Meeting; (vi) the voting procedures; (vii) any suspension and closure of the proceedings.

During 2023, an ordinary Shareholders' Meeting was held on 26 April 2023.

Those entitled to participate in the above mentioned Shareholders' Meeting were able to participate exclusively through Computershare S.p.A., the Company's Designated Representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance, in line with the provisions of the emergency regulations issued to deal with the COVID-19 pandemic, whose terms were subsequently extended to 31 July 2023.

The aforementioned Meeting was attended by the Directors and Statutory Auditors in observance of the measures imposed by law, including through the use of remote connection systems. In particular, twelve members of the Board of Directors (in person or remotely) (the remaining three justified their absences) and all the standing members of the Board of Statutory Auditors attended.

The Shareholders' Meeting approved: (i) the 2022 financial statements, the proposed allocation of the profit and the distribution of dividends; (ii) the addition, on the reasoned proposal of the Board of Statutory Auditors, to the fees for the company appointed to audit the accounts; (iii) the Remuneration Report pursuant to art. 123-ter of the Consolidated Law on Finance, including the remuneration policies of the BPER Banca S.p.A. Group for the year to which the financial statements refer and the annual report on the implementation of remuneration policies in the previous year; (iv) the short-term incentive plan based on financial instruments pursuant to Art. 114-*bis* of the Consolidated Law on Finance; (v) the purchase and disposal of treasury shares to service the 2023 MBO incentive system and the 2022-2025 Long-Term Incentive Plan, as well as any post-employment payments. On this occasion, the Remuneration Committee informed the shareholders of the manner in which the Committee performed its duties.

The resolution proposals for the individual items on the agenda of the aforementioned Shareholders' Meeting were formulated by the Board of Directors within the terms and methods laid down in current regulations.



Regulations
for the
Shareholders'
Meetings

3.2 The Board of Directors



Flavia Mazzarella
CHAIR

Non-Executive
Independent



Nationality
Italian



Professional background
Management roles at Supervisory
Authority



In office since
21 April 2021
(date of first appointment)



Board Committees
Chair of the Sustainability Committee

Flavia Mazzarella graduated in Economics and Commerce from La Sapienza University of Rome.

Since 2021, she has been Chair of the Board of Directors and of the Sustainability Committee of BPER Banca S.p.A.

She is Deputy Chair of the Board and Management Committee of FITD - Interbank Deposit Protection Fund, as well as Deputy Chair of the Management Board of the Voluntary Intervention Scheme of FITD - Fondo Interbancario di Tutela dei Depositi.

She also holds the position of Director and member of the Control, Risk and Sustainability Committee of WeBuild S.p.A.

Previously, she held managerial positions at a Supervisory Authority and was a member of the Board of Directors of Italian companies, listed and unlisted, operating in the banking, healthcare, renewable energy and energy transition sectors.



Piero Luigi Montani
CHIEF EXECUTIVE OFFICER

General Manager



Nationality
Italian



Professional background
Manager



In office since
21 April 2021
(date of first appointment)



Board Committees
He does not hold offices in Board
Committees

Since 2021, Chief Executive Officer and General Manager of BPER Banca S.p.A.

Previously, he held numerous positions as Director, also executive, and General Manager, of Italian companies, listed and unlisted, operating in the banking, financial and insurance sectors.

With reference to the banking sector, he has gained particular experience in the management of corporate restructuring and turnaround projects.

He has also been a Director and Member of the Management of FITD - Interbank Deposit Protection Fund.

In May 2020, he was awarded with the honour of becoming a Knight in the Order of Merit of the Italian Republic by the President of the Italian Republic.

For details on the offices held, please refer to the profile published on the <https://istituzionale.bper.it/>, in the section Governance – Board of Directors

The Company's governance structure



Riccardo Barbieri
DEPUTY CHAIR

Non-Executive Director



Nationality
Italian



Professional background
Manager



In office since
21 April 2021



Board Committees
Member of the Sustainability Committee

Riccardo Barbieri graduated in Economics and Business from the Università degli Studi di Cagliari and obtained a Luiss Management Master's degree in Administration, Management Control and Finance of SMEs.

He is a qualified Chartered Accountant and is a Registered Auditor.

Since April 2021 he has been Deputy Chair of the Board of Directors and Member of the Sustainability Committee of BPER Banca S.p.A. From 2018 to 2021 he held the position of Director and Member of the Executive Committee.

Since November 2017 he has been coordinator of the Finance Commission of Anfir (the Italian association of regional financial companies), where, since July 2018, he has been a member of the Executive Committee, which he represents in the working groups of Alleanza Italiana per lo Sviluppo Sostenibile (Asvis) and Federazione delle banche, assicurazioni e finanza (Fefaf).

He holds the position of General Manager of Fidicoop Sardegna and is a member of the Technical Committee of Assoconfidi. Previously he held positions of Director and was member of the Management Committee of Italian companies operating in the banking and financial sector.

He has lectured and currently lectures in the field of corporate finance as part of academic and Master's courses organised by Universities and other Bodies.



Elena Beccalli
DIRECTOR

Non-Executive - Independent



Nationality
Italian



Professional background
Academic



In office since
21 April 2021
(date of first appointment)



Board Committees
Chair of the Related Parties Committee and Member of the Control and Risk Committee

Elena Beccalli graduated in Economics and Commerce from the Università Cattolica del Sacro Cuore in Milan.

Since 2021 she has been a member of the Board of Director, Chair of the Related Parties Committee and member of the Control and Risk Committee of BPER Banca S.p.A.

She is Dean of the Faculty of Banking, Financial and Insurance Sciences of Università Cattolica del Sacro Cuore in Milan, Full Professor of Economics of Financial Intermediaries, Director of Level 2 International University Master's degree in Credit Risk Management and member of the Scientific Committee of the Monetary Analysis Laboratory, the Research Centre on Cooperation and Non-Profits and the Research Centre for Financial Training at the same University.

She is currently Chair of the European Society for Banking and Financial Law, a member of the Board of Directors of Accademia Italiana di Economia Aziendale and member of the Scientific Committee of the Association of Chartered Accountants and Accounting Experts in Milan. Internationally speaking, she is also Research Associate of the Centre for Analysis of Risk and Regulation at the London School of Economics and Academic Fellow at the Centre for Responsible Banking & Finance of the University of St Andrews.

Previously, she held numerous positions and roles in the academic field, both in Italy and abroad.

She was also a Director of an Italian banking company.

For details of the offices held, please refer to the profile published on the <https://istituzionale.bper.it/>, in the section Governance – Board of Directors



Monica Cacciapuoti
DIRECTOR

Non-Executive



Nationality
Italian



Professional background
Manager



In office since
5 November 2022
(date of first appointment)



Board Committees
Member of the Remuneration Committee

Monica Cacciapuoti graduated in Philosophy.

She has been a Director and a Member of the Remuneration Committee of BPER Banca S.p.A since 2022.

She is currently Human Resources and Organisation Director of ENAV S.p.A.

She previously held managerial positions and was a member of the Board of Directors of Italian companies, listed and unlisted, mainly operating in the insurance and transport sector.

She has also gained experience in the areas of Human Resources, Compensation Systems, HR Governance, Organisation, Change Management, and Industrial Relations.



Silvia Elisabetta Candini
DIRECTOR

Non-Executive - Independent



Nationality
Italian



Professional background
Manager and freelance professional



In office since
21 April 2021



Board Committees
Chair of the Nominations and Corporate Governance Committee

Silvia Elisabetta Candini graduated in Political Economics from the L. Bocconi University of Milan.

Since 2021 she has been Director and Chair of the Nominations and Corporate Governance Committee of BPER Banca S.p.A. From 2020 to 2021, she was Director, Member of the Nominations and Remuneration Committee of BPER Banca S.p.A.

Since January 2009, she has provided Independent Financial Advice and family office solutions through Studio C&C.

Previously, she held positions as Board Member of listed Italian companies operating in the banking, insurance and pharmaceutical sectors.

She also gained experience in management roles in banking and financial companies, in the areas of Mergers & Acquisitions, Equity, Fixed Income Origination and in the sale of bond products.

For details of the offices held, please refer to the profile published on <https://istituzionale.bper.it/>, in the section Governance – Board of Directors

The Company's governance structure


Maria Elena Cappello
DIRECTOR

Non-Executive - Independent


Nationality
 Italian

Professional background
 Manager

In office since
 21 April 2021
 (date of first appointment)

Board Committees
 Chair of the Remuneration Committee

Maria Elena Cappello graduated in Engineering at Università degli Studi di Pavia, with an executive master's degree in Strategic Marketing and Sales Techniques from Babson College, MA (USA) and Marketing Management from SDA Bocconi (Milan).

Since 2021, Maria Elena Cappello has been a director and Chair of the Remuneration Committee of BPER Banca S.p.A.

She is also Director, Chair of the Remuneration Committee and Member of the Nominations Committee and of the Transformation Committee of Luminor Bank AS (Estonia), as well as Director of Fibonacci Bidco S.p.A. and Fibonacci Holdco S.p.A.

She is also a Member of the Management Committee of Fondazione Artistica Poldi Pezzoli ONLUS 2020, of Fortune MPW (Most Powerful Women) and of Fortune Boardroom Confidential.

In 2020 she was elected by Forbes as one of the 100 most powerful women.

Previously, she held numerous management, director and executive positions in Italian companies, listed and unlisted, mainly operating in the banking, telecommunications, IT, energy and infrastructure sectors.


Cristiano Cincotti
DIRECTOR

Non-Executive - Independent


Nationality
 Italian

Professional background
 Freelance professional (Lawyer) and Academic

In office since
 21 April 2021
 (date of first appointment)

Board Committees
 Member of the Remuneration Committee

Cristiano Cincotti graduated in Law from the Università degli Studi di Cagliari, obtained a PhD in Commercial Law at the Università di Catania.

Since 2021, he has been Member of the Board of Directors of BPER Banca S.p.A. Since November 2022, he has been a Member of the Remuneration Committee, previously a Member of the Nominations and Corporate Governance Committee.

He is a practising lawyer and carries out consultancy activities, specialising in matters relating to corporate and business law.

He is an Associate Professor of Commercial Law at Università degli Studi di Cagliari.

He also holds the position of Member of the Ethics Committee at Fondazione di Sardegna.

He was previously a Director in a Foundation; Member of the Supervisory Body pursuant to Italian Legislative Decree No. 231/2001 of public interest companies and Statutory Auditor in public sector financial entities.

For details of the offices held, please refer to the profile published on the <https://istituzionale.bper.it/>, in the section Governance – Board of Directors



Alessandro Robin Foti
DIRECTOR

Non-Executive - Independent



Nationality
Italian



Professional background
Manager



In office since
21 April 2021



Board Committees
Member of the Control and Risk Committee

Alessandro Robin Foti holds a degree in Economic and Social Sciences from the L. Bocconi University of Milan.

He has been a Director and a Member of the Control and Risk Committee of BPER Banca S.p.A since 2018.

Since 2022, he has held the position of Chief Executive Officer of AS.CAR.I S.r.l.

He has practised as an independent financial advisor since the end of 2008.

He previously held managerial positions and was Director of Italian and foreign companies, listed and unlisted, mainly operating in the banking, financial, fashion, shipbuilding and wireless network infrastructure sectors.



Roberto Giay
DIRECTOR

Non-Executive



Nationality
Italian



Professional background
Manager



In office since
21 April 2021
(date of first appointment)



Board Committees
Member of the Nominations and Corporate Governance Committee

Roberto Giay graduated in Economics and Commerce from the Università di Torino; he has participated in post-graduate specialisation courses in corporate law and financial market law.

Since 2021 he has been a Director of BPER Banca S.p.A. Since 2022, he has also been a Member of the Nominations and Corporate Governance Committee, and was previously a Member of the Remuneration Committee.

He is currently Group Corporate General Manager of Unipol Gruppo S.p.A.

He also holds the following positions: Chair of the Board of Directors of UnipolSai Finance S.p.A., Unipol Finance S.r.l., Unipol Investment S.p.A., UnipolPart I S.p.A., Deputy Chair of the Board of Directors of Tenute del Cerro S.p.A., Deputy Chair of the Board of Directors of Gruppo Una S.p.A. and Deputy Chair of the Board of Directors of Società e Salute S.p.A. and Director of Nomisma S.p.A.

He previously held managerial positions and was a Board Member, also executive, in Italian companies, listed and unlisted, mainly operating in the insurance, financial, hotel, electronic and industrial sectors.

For details of the offices held, please refer to the profile published on the <https://istituzionale.bper.it/>, in the section Governance – Board of Directors

The Company's governance structure



Gianni Franco Papa
DIRECTOR

Non-Executive



Nationality
Italian



Professional background
Manager



In office since
21 April 2021
(date of first appointment)



Board Committees
Member of the Control and Risk Committee

Gianni Franco Papa graduated in Law from the Università Cattolica del Sacro Cuore in Milan.

Since 2021, he has been a Director of BPER Banca S.p.A. Since 2022, he has also been Member of the Control and Risk Committee; previously, from 2021 to 2022 he was Chair of the Control and Risk Committee and Member of the Related Parties Committee.

He also holds the following positions: Chair of the Board of Directors of Banca Cesare Ponti S.p.A.; Chair of the Board of Directors of Casa di Cura La Madonnina S.p.A.; Deputy Chair of Relatech S.p.A.; Director of Istituti Clinici Zucchi S.p.A.; Director of H San Raffaele Resnati S.r.l.; Director of Ospedale Galeazzi S.p.A. and Sole Director of FIN.SE S.r.l.

Previously, he held managerial positions, chairmanships and was a Director of foreign and Italian listed and unlisted companies operating primarily in the banking, financial and healthcare sectors.

He was awarded the highest honour of Commendatore of the Italian Republic.



Marisa Pappalardo
DIRECTOR

Non-Executive - Independent



Nationality
Italian



Professional background
Freelance professional (Lawyer)



In office since
21 April 2021



Board Committees
Member of the Related Parties Committee

Marisa Pappalardo graduated in Law at Università degli Studi di Firenze.

Since 2018 she has been a Director and Member of the Related Parties Committee of BPER Banca S.p.A.

She is a lawyer, specialised in corporate and business law matters, as well as a founding partner of the law firm Caiazzo Donnini Pappalardo & Associati.

She also holds the position of Director and Chair of the Related Party Transactions Committee of Pirelli & C.S.p.A.

Previously, she held positions as Board Member, Common Representative of Bondholders and Statutory Auditor of Italian companies, listed and unlisted, operating in the insurance, real estate and transport services sectors.

For details of the offices held, please refer to the profile published on the <https://istituzionale.bper.it/>, in the section Governance – Board of Directors



Monica Pilloni
DIRECTOR

Non-Executive - Independent



Nationality
Italian



Professional background
Freelance professional (Chartered Accountant)



In office since
21 April 2021
(date of first appointment)



Board Committees
Chair of the Control and Risk Committee and Member of the Related Parties Committee

Monica Pilloni graduated in Economics and Business from the Università degli Studi di Cagliari.

Since 2021, she has been a Director of BPER Banca S.p.A. Since 2022, she has also been Chair of the Control and Risk Committee and Member of the Related Parties Committee; previously, from 2021 to 2022 she was a Member of the Control and Risk Committee.

She is a Chartered Accountant and Statutory Auditor and carries out this activity as a freelance professional.

She also holds the following positions: Chair of the Board of Directors of Società Gestione Aeroporto S.p.A. (SO.G.AER.); Chair of the Board of Statutory Auditors of Auto Vendita Veicoli e Meccaniche S.p.A. (AUTOVAMM S.p.A.); Standing Auditor of Sardeolica S.r.l.; Standing Auditor of Sarlux S.r.l.; Alternate Auditor of Presstek Service S.p.A.; and Presstek Services S.p.A.

Previously held positions as a Member of the Board of Directors and Member or Chair of the control body of unlisted Italian companies mainly operating in the financial, hotel and business services sectors.



Elisa Valeriani
DIRECTOR

Non-Executive - Independent



Nationality
Italian



Professional background
Manager and freelance professional



In office since
23 June 2021
(date of first appointment)



Board Committees
Member of the Nominations and Corporate Governance Committee and Member of the Sustainability Committee

Elisa Valeriani graduated in Law from the Università degli Studi di Modena e Reggio Emilia and obtained a PhD in International Economic Law from L. Bocconi University.

Since 2021, she has been a Board Member of BPER Banca S.p.A. and a Member of the Sustainability Committee.

Since 2022, she has also been a Member of the Nominations and Corporate Governance Committee; previously, from 2021 to 2022, she was a Member of the Remuneration Committee.

She is an adjunct professor of Political Economy and Economics and Public Contract Law for the Master's degree course in Law at Università degli Studi di Modena e Reggio Emilia, as well as a member of the Doctoral School of Legal Sciences promoted by the Universities of Modena and Reggio Emilia and the University of Parma, lecturer in numerous University Masters' programmes and in numerous executive courses for public and private managers.

She works as a lawyer, specialising in administrative law, corporate restructuring and public contracts; she is also the owner of the law firm Valeriani e Partners.

Previously, she held positions as Board Member of an unlisted Italian company operating in the banking sector and of a consortium company.

For details of the offices held, please refer to the profile published on the <https://istituzionale.bper.it/>, in the section Governance – Board of Directors

Appointment and replacement

APPOINTMENT

The process of appointing the Directors of BPER Banca is transparent and functional to ensuring the appointment of Directors who are also representative of minority shareholders, executive and non-executive members, as well as ensuring compliance with gender quotas and the required minimum number of independent Directors.

Members of the Board of Directors are appointed on the basis of the list voting system, in accordance with the applicable laws and regulations.

In particular, the elective system adopted by the Articles of Association of BPER (articles 17 - 19) is characterised by the following features:

- the list must be submitted by Shareholders who, individually or collectively, hold at least 1% of the share capital represented by ordinary shares, or a lower percentage established by current regulations. The aforementioned 1% share corresponds to the share determined by CONSOB pursuant to Article 144-*quater* of the Issuers' Regulation for 2023 and 2024;
- the lists must be filed at the Company's registered offices according to the terms and deadlines set forth by regulations in force;
- the outgoing Board does not have the right to submit a list of candidates for the election of the management body;
- each list must indicate a number of candidates not higher than the number of directors to be elected;
- limits on the connection between lists, reinforced with respect to those applicable by law, in order to ensure the effective representation of minority equity holders on the administration board and, at the same time, prevent, as a result of the proportional system, connected minority lists from expressing a board majority;
- lists containing three candidates must include at least one candidate belonging to the least represented gender. Lists containing more than three candidates must include a number of candidates belonging to the least represented gender that ensures, within the list itself, compliance with the gender balance at least to the minimum extent required by current legislation, rounded up to the next higher unit in the case of a fraction;

- lists must also include at least one third of candidates who meet the independence requirements laid down in the Articles of Association, rounded up to the next whole number in case of a fraction;
- the election procedure is proportional and based on "quotients" aimed at adequately representing the various members of the shareholding structure, encouraging the participation of minority shareholders;
- if several lists are validly submitted, the provisions of Article 19, paragraphs 2.1 to 2.8, of the Articles of Association, which outlines in detail the operation of this quotient method, shall apply (see below);
- these provisions also govern the case in which the list ranked first has obtained the favourable vote of more than half of the share capital with voting rights;
- a "distribution access" threshold is set in order to ensure stability and consistency in the operations of the Management Body, so that, without prejudice to the legal requirements to ensure that the first minority list has the possibility to elect at least one Director, the other minority lists contribute to the appointment of the Board only if they have obtained votes at least equal to 5% of voting share capital;
- if only one list is validly submitted, all Directors are taken from it, according to the progressive order of listing. Where it is not possible to complete the Board of Directors in this way, the missing Directors are elected at the Shareholders' Meeting, on the basis of candidates put to vote individually: the candidates who obtain the highest number of votes are elected, up to the number of Directors required;
- If no list is validly presented, the Directors shall be elected by the Shareholders' Meeting on the basis of candidates who are put to the vote individually: the candidates who receive the highest number of votes are elected, up to the total number of directors to be elected.

For more information on the appointment procedure for the Directors of BPER, please refer to the Articles of Association, published on the website <https://istituzionale.bper.it>, in the section Governance - Documents.



BPER's
Articles of
Association

ELECTION OF THE BOARD OF DIRECTORS: THE QUOTIENT MECHANISM

Pursuant to Article 19 of the Articles of Association, if more than one list is submitted, the following are taken into consideration: (i) the list with the highest number of votes obtained; (ii) the list that came second in terms of number of votes obtained, provided that it is not linked – even indirectly – with the shareholders who submitted or voted on the list that obtained the highest number of votes, or, if it is linked, the list that obtained the highest number of votes among the unrelated ones; and (iii) the other lists that have, individually, obtained votes equal to at least 5% of the share capital with voting rights, provided that they are not connected pursuant to Article 19, paragraph 2.1, of the Articles of Association.

The votes obtained by each of the lists are subsequently divided by one, two, three, four, up to the number of Directors to be appointed. The quotients obtained are assigned to the candidates of each list, according to the progressive order of listing. On the basis of the quotients thus assigned, the candidates are arranged in a single decreasing ranking and the first 15 candidates are considered elected.

In the case where the list ranked first, provided it contains a number of candidates equal to or higher than the majority of Directors to be elected, has obtained the favourable vote of more than half of the voting share capital, the following criterion for the distribution of board seats applies.

If the ratio between the total votes obtained by the second list by number of votes, which is not linked in any way, even indirectly, with the first list by number of votes, and the total votes obtained by the first list by number of votes is less than or equal to 15%, 14 Directors are taken from the first list by number of votes and 1 Director is taken from the second list by number of votes. If this ratio is greater than 15% and less than or equal to 25%, 13 Directors are taken from the first list in terms of number of votes and 2 Directors are taken from the second list in terms of number of votes. Lastly, where the aforementioned ratio is higher than 25%, 12 Directors are taken from the first list in terms of number of votes and 3 Directors are taken from the second list in terms of number of votes.

If the first list by number of votes has a number of candidates lower than those assigned to it based on the application of the mechanism described, provided that they are equal to or higher than the majority of Directors to be elected, the following are elected: (i) all the candidates of the first list by number of votes; (ii) the candidates on the second list by number of votes necessary to complete the Board of Directors, according to the progressive order of listing.

Where it is not possible to complete the Board of Directors in the manner described above due to the fact that the both the first list or the second list present fewer candidates than the number required, the following procedure applies: if the other lists, other than the first and second list by number of votes, have obtained votes equal to at least 5% of the capital with voting rights, the directors required to complete the Board of Directors are taken from these other lists, starting with the list with the highest number of votes and moving down a sliding scale to the subsequent lists when the candidates on the preceding lists by number of votes run out. In all cases where it is not possible to complete the Board of Directors in the manner described, this shall be done by the Shareholders' Meeting.

In any case, the candidate ranked first on the list that obtained the highest number of votes among those not connected – even indirectly – with the shareholders who submitted or voted the list that obtained the highest number of votes is always appointed as Director.

In any case, the election mechanism ensures the presence of the minimum number of independent directors and directors belonging to the less represented gender envisaged by the provisions in force, applying sliding and replacement mechanisms if necessary.



The Company's governance structure

REPLACEMENT

Pursuant to Art. 20 of the Articles of Association, if, for any reason, it is not possible to replace the first unelected candidate taken from the original list of the outgoing Director, the Board of Directors co-opts a new member selected, where possible, according to the principle of proportional representation of the shareholding structure within the Board and in any case ensuring compliance with current legislation on gender balance.

For more information on how to replace BPER Directors, please refer to the Articles of Association, published on the website <https://istituzionale.bper.it>, in the section Governance - Documents.

COMPOSITION

Pursuant to Article 17 of the Articles of Association, the Board of Directors consists of 15 (fifteen) Directors and is appointed by the Shareholders' Meeting for a term of three years, expiring at the Shareholders' Meeting called to approve the financial statements for the last year of office. Directors may be re-elected.

The composition of the Board of Directors must ensure gender balance. To this end, at least 2/5 of the members of the Board of Directors must belong to the less represented gender (see the following paragraph "Diversity criteria and policies in the composition

of the Board and in the company organisation").

The Board of Directors must also have the minimum number of independent members in accordance with current provisions. With regard to this, pursuant to Art. 17, paragraph 4 of the Articles of Association, Directors who meet the independence requirements established in Art. 148, paragraph 3, of the Consolidated Law on Finance, by the regulations in force implementing Art. 26 of the Consolidated Law on Banking (i.e. by Decree of the Ministry of Economy and Finance no. 169 of 23 November 2020) and by the Corporate Governance Code, are considered independent.

In addition, the members of the Board of Directors must, under penalty of non-eligibility or loss of office, meet the suitability requirements and eligibility criteria, as well as comply with the limits on the number of positions held, as provided for by current legislation, national and European as well as by the Corporate Governance Code, on offices held by a member of the management body of a bank issuing shares listed on regulated markets. Without prejudice to the other causes of ineligibility, incompatibility and forfeiture, Article 17, paragraph 7, of the Articles of Association provides that the following may not be members of the Board of Directors: (i) the employees of the Company, except in the case of

FOCUS



CURRENT LEGISLATION ON THE SUITABILITY REQUIREMENTS OF COMPANY REPRESENTATIVES

For the purposes of verifying the suitability requirements of its representatives, BPER complies, in particular, with the following regulatory provisions:

- EBA-ESMA Guidelines, "Guidelines on the assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06);
- ECB Guide to the verification of eligibility requirements of December 2021;
- Consolidated Law on Banking
- Bank of Italy Circular No. 285 of 17 December 2013 ("Disposizioni di Vigilanza per le Banche" [Supervisory provisions for banks]) as revised.
- Ministerial Decree no. 169/2020;
- Italian Decree Law no. 201 of 6 December 2011 (converted with amendments by Italian Law no. 214 of 22 December 2011), art. 36 ("interlocking prohibition");
- "Criteria for the application of art. 36 of the Italian Decree Law Salva Italia ("interlocking prohibition")" of the Bank of Italy, CONSOB and ISVAP;
- "Memorandum of understanding for the coordination between Bank of Italy, CONSOB, ISVAP and AGCM for the purposes of the application of art. 36 of the 'Salva Italia' Italian Decree Law ("interlocking prohibition")" of June 2012;
- "Criteria for the application of Art. 36 of the "Salva Italia" Italian Decree Law ("interlocking prohibition") - Frequently Asked Questions" of June 2012 of Bank of Italy, CONSOB and ISVAP;
- "Update of the Criteria for the application of art. 36 of the Salva Italia Italian Decree Law ("interlocking prohibition")" of December 2018 of Bank of Italy, CONSOB and ISVAP;
- Consolidated Law on Finance;
- Decree of the Ministry of Justice no. 162 of 30 March 2000 in cooperation with the Ministry for the Treasury, Budget and Economic Planning;

the General Manager; (ii) Directors, employees or members of Committees, commissions or control Bodies of competing banks, except in the case of investee banks of the Company, including through other companies included in its banking Group. The existence of one of the aforementioned causes for incompatibility, however, does not prevent a candidate being put forward for the office of Company Director, without prejudice to the fact that the candidate concerned, by accepting his/her application, assumes the obligation to immediately put an end to the situation of incompatibility in the event of appointment. If one of these causes of incompatibility should materialise following an appointment, the interested party must notify the Board of Directors immediately and, where said reason is not removed within 30 days of the communication or within the shorter time frame set out in the legislation in force, he/she shall forfeit their office.

In any case, pursuant to the last paragraph of Article 17 of the Articles of Association, if a Director no longer meets the independence requirements or other requirements set forth by regulations in force or the Articles of Association, providing they do not envisage ineligibility or forfeiture, this does not automatically lead to his/her forfeiture of office if there is still the required minimum number of Directors who meet said requirements.

In compliance with the Corporate Governance Code and the Supervisory Provisions on corporate governance, for the purpose of appointing or co-opting Directors, the

Board of Directors: (i) identifies in advance its own optimal qualitative-quantitative composition, identifying and motivating appropriate candidate profiles (including managerial characteristics, professionalism and possibly independence), and notifying it to Shareholders through the publication of "Shareholders' Guidelines on the qualitative and quantitative composition of the Board of Directors"; (ii) subsequently verifies the correspondence between the optimal qualitative and quantitative composition and the actual composition resulting from the appointment process.

The results of the analyses are brought to the attention of the shareholders in good time, as part of the inherent report of the Board of Directors to the Shareholders' Meeting.

The Board of Directors in office at the end of the 2023 financial year and also in office at the date of approval of this Report was appointed for the three-year period 2021-2023 by the Shareholders' Meeting of 21 April 2021 and subsequently supplemented by the Shareholders' Meetings of 23 June 2021 and 5 November 2022.

The outcome of the election of the new Directors by the Shareholders' Meeting of 21 April 2021 is reported below, during which, at the time of submission of the lists and appointment, there were no reports of connection and/or significant relations pursuant to Article 147-ter of the Consolidated Law on Finance and CONSOB Communication No. DEM/9017893 of 26 February 2009.

COMPOSITION
OF THE BOARD
OF DIRECTORS
DURING 2023

The Company's governance structure

For further information, see the minutes of the Shareholders' Meeting filed at the registered office of the Issuer, available on the 1INFO storage mechanism and on the website <https://istituzionale.bper.it/>, in the section Governance Section - Shareholders' Meeting:

LIST	SUBMITTING SHAREHOLDERS'	CANDIDATES*	VOTES OBTAINED
List No. 1	Studio Legale on behalf of 11 managers ¹ of 19 UCITS, with a 1.73% stake in the share capital of BPER	1. Silvia Elisabetta Candini 2. Alessandro Robin Foti 3. Marisa Pappalardo	335,101,913 (44.26% of votes cast and 23.71% of total share capital)
List No. 2	Fondazione di Sardegna, with a 10.22% stake in BPER's share capital	1. Riccardo Barbieri 2. Alessandra Ruzzu** 3. Gianfranco Farre*** 4. Monica Pilloni 5. Cristiano Cincotti	149,635,796 (19.76% of votes cast and 10.59% of total share capital)
List No. 3	Unipol Gruppo S.p.A., with a 9.56% stake in the share capital of BPER	1. Flavia Mazzarella 2. Piero Luigi Montani 3. Gianni Franco Papa 4. Elena Beccalli 5. Maria Elena Cappello 6. Gian Luca Santi**** 7. Roberto Giay	267,239,667 (35.29% of votes cast and 18.91% of total share capital)

* The candidates on the lists were all elected.

** Director no longer in office, following resignation on 20 May 2021 and subsequently replaced by Elisa Valeriani appointed by the Shareholders' Meeting of 23 June 2021 at the proposal of the Shareholder Fondazione Cassa di Modena. Please note that the shareholders Unipol Gruppo S.p.A. and UnipolSai Assicurazioni S.p.A. did not take part in the relevant voting.

*** Director who left office, following resignation, on 1 June 2023 and not replaced.

**** Director who left office, following resignation, on 8 September 2022. On 5 November 2022, the Shareholders' Meeting of BPER appointed Monica Cacciapuoti in replacement.

1 Specifically: (i) Amundi Asset Management SGR S.p.A., manager of the Amundi Risparmio Italia and Amundi Sviluppo Italia funds; (ii) Bancoposta Fondi S.p.A. SGR, manager of the Bancoposta Rinascimento fund; (iii) Eurizon Capital SGR S.p.A., manager of the funds Eurizon PIR Italia Azioni; Eurizon Progetto Italia 40, Eurizon Azioni Italia and Eurizon Progetto Italia 70; (iv) Fideuram Asset Management Ireland, manager of the fund Fonditalia Equity Italy; (v) Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A., manager of the funds Fideuram Italia, Piano Azioni Italia and Piano Bilanciato Italia 50; (vi) Interfund Sicav - Interfund Equity Italy; (vii) Kairos Partners SGR S.p.A., in its capacity as Management Company of Kairos International Sicav - Italy section and Management Company of Kairos International Sicav - PIR section; (viii) Mediobanca SGR, manager of the fund Mediobanca Mid and Small Cap Italy; (ix) Mediolanum Gestione Fondi SGR S.p.A., manager of the funds Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; (x) Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; and (xi) Pramerica Sicav - Italian Equity.

The Board of Directors in office at the end of the financial year 2022 and in office also at the date of approval of this Report is composed of the following Directors, as shown in greater detail also in Table 2, attached to this Report:

Members (name and surname)	OFFICE
Flavia Mazzarella	Chair, Non-Executive Director - Independent
Piero Luigi Montani	Chief Executive Officer
Riccardo Barbieri	Deputy Chair, Non-Executive Director
Elena Beccalli	Non-Executive Director - Independent
Monica Cacciapuoti	Non-Executive Director
Silvia Elisabetta Candini	Non-Executive Director - Independent
Maria Elena Cappello	Non-Executive Director - Independent
Cristiano Cincotti	Non-Executive Director - Independent
Alessandro Robin Foti	Non-Executive Director - Independent
Roberto Giay	Non-Executive Director
Gianni Franco Papa	Non-Executive Director
Marisa Pappalardo	Non-Executive Director - Independent
Monica Pilloni	Non-Executive Director - Independent
Elisa Valeriani	Non-Executive Director - Independent

On 21 April 2021, the newly elected Board of Directors appointed Flavia Mazzarella as Chair and Piero Luigi Montani as Chief Executive Officer. Subsequently, on 23 April 2021, the same Board appointed Riccardo Barbieri as Deputy Chair.

Following the resignation of Director Alessandra Ruzzu on 20 May 2021, the Shareholders' Meeting of 23 June 2021 appointed Elisa Valeriani in her place. On 22 July 2021, the Board ascertained the existence of the eligibility requirements and the absence of causes of ineligibility and forfeiture of the newly elected Director, and checked to ensure the adequate collective composition of the Body as a whole.

Subsequently, on 8 September 2022, Director Gian Luca Santi resigned from the office of Director with immediate effect, and the Board of Directors immediately called a Shareholders' Meeting for 5 November 2022, which appointed Director Monica Cacciapuoti to replace Gian Luca Santi.

Subsequently, on 1 June 2023, the Director Gianfranco Farre resigned from office.

In accordance with the applicable regulations, the Board of Directors of BPER has, from time to time, checked to ensure that the Directors meet the suitability requirements and criteria, as well as their compliance with the regulatory applicable provisions, verifying the adequacy of its composition at collective level and the correspondence of the actual composition with the optimal composition identified in the Guidelines to Shareholders published in 2021 in view of the renewal of the Administrative Body.

The Board of Directors therefore consists of Executive and Non-Executive Directors, all of whom meet the professionalism and expertise requirements to carry out the tasks assigned to them. The number of Non-Executive Directors, i.e. 13, is such as to ensure that they have a significant influence on Board resolutions and to ensure effective monitoring of management. It should be noted that the Bank deems "Non-Executive" those Directors who do not have mandates or perform functions, formally or in practice, relating to the Bank's operations.

A significant number of Non-Executive Directors (nine) also meet the independence requirements provided for by law and in the Articles of Association.

The profile of each appointed Director, identifying their professional experience and skills, is published on the website <https://istituzionale.bper.it>, in the section Governance - Board of Directors.

The appointments held by each member of the Board of Directors, as stated in the latest reports to the Bank, are listed in Table 5, attached to this Report.

Diversity criteria and policies in Board composition and in the corporate structure

As regards gender diversity, the Articles of Association require that, within the Board of Directors, the presence of a number of Directors of the less represented gender must be ensured to be at least equal to the minimum extent required by law. In this regard: (i) Article 147-ter, paragraph 1-ter, of the Consolidated Law on Finance provides that at least 2/5 of the members of the Board of Directors must belong to the less represented gender, with rounding up to the next highest number (in the case of a fractional number); (ii) Circular 285/2013 also establishes that the number of Directors of the less represented gender accounts for at least 33% of the members of the Body, if this ratio is not a whole number, approximates the lower integer if the first decimal is 5 or less; otherwise it approximates the higher integer; (iii) Recommendation 8 of the Corporate Governance Code establishes that at least one third of the management body are members of the less represented gender.

Compliance with this criteria is ensured by statutory provisions governing the composition of the lists of candidates and the election of officers, inclusive of the application of a sliding mechanism.

In compliance with the above provisions, at the end of financial year 2023 and at the date of approval of this Report, BPER's Board of Directors is made up of eight female and six male Directors.

In addition, the composition of BPER's Board of Directors is in line with the applicable legal and self-regulatory provisions, as well as the guidelines issued by national and European authorities on the subject of the diversity of management bodies, being sufficiently diversified, not only in terms of independence and gender, but also in terms of age, role, geographical origin, educational and professional background and skills.

In order to ensure full compliance with the principles of diversity and inclusion within the BPER Group and to ensure adequate diversification of the Corporate Bodies, the Board of Directors, with the favourable opinion of the Nominations and Corporate Governance Committee, approved the "Policy on diversity, equity and inclusion in the Corporate Bodies and in the company population of the BPER Banca Group". This Policy defines the principles and commitments that the Group intends to pursue in order to promote inclusion and equal opportunities within its organisation, which includes the Corporate Bodies, the Subsidiary Companies and all company personnel.

For more information, please refer to the Policy published on the website <https://istituzionale.bper.it/>, in the section Governance - Documents.



Policy on diversity, equity and inclusion in the Corporate Bodies and in the company population of the BPER Banca Group.

During 2023, BPER defined a Three-Year Operational Plan for the enhancement of gender diversity, broken down into four areas of intervention, which provides for specific initiatives and actions to support the gender objectives outlined in the 2022-2025 Business Plan.

To oversee the correct application of these initiatives, an inter-functional control room was activated as well as specific governance mechanisms for the reporting of results. For more details on the areas of intervention of the Three-Year Operational Plan for the enhancement of gender diversity, please refer to the Sustainability Report published on the website <https://istituzionale.bper.it/>, in the section Sustainability - Sustainability Report.

As regards the corporate bodies of the Subsidiaries, the Board of Directors of the Parent Company, at the proposal of the Chair and after consulting the Nominations and Corporate Governance Committee, approved a document containing the "General Guidelines for the Composition, Appointment and Remuneration of the Members of the Corporate Bodies of the Subsidiaries of BPER Banca S.p.A.", recently updated by the Board of Directors. This document includes provisions intended to ensure an adequate diversification in the above mentioned corporate bodies, also in terms of gender balance, establishing that, in any case and even in the absence of a specific regulatory provision in this regard, at least 20% of members must belong to the least represented gender (using arithmetical rounding).

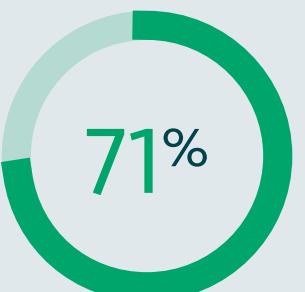
The following tables provide a graphical representation of the diversification of the current Board in terms of professional skills, gender and age. There is also an appropriate mix of first-term members (ten) and members already in office during the previous term (four).

CONTINUITY VS. NEW



Continuity

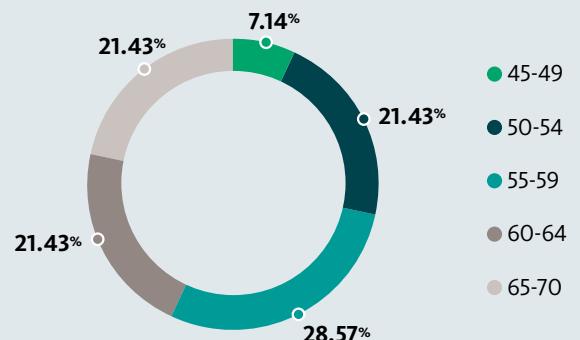
no. Members 4/14



New

no. Members 10/14

AGE BRACKET



COMPOSITION


 57%
female

 43%
male

Limits to the number of offices held in other companies and Interlocking Directorates

The Supervisory Instructions require, among the general principles for the proper performance of their function by Bodies with strategic supervision and management functions, members of the Board of Directors to dedicate an adequate amount of time to the performance of their duties in view of the complexity of such duties, without prejudice to compliance with the limits on the accumulation of offices provided for in the implementation of Article 91 of Directive 2013/36/EU on capital requirements – the so-called CRD IV Directive. These limits were transposed into national law by Italian Ministerial Decree No. 169/2020.

In particular, pursuant to Article 17 of Italian Ministerial Decree No. 169/2020, each officers of larger or more complex banks – such as BPER – cannot take on a total number of positions in banks or other commercial companies exceeding one of the following alternative combinations, in which the position held in BPER must include:

- 1 executive appointment and 2 non-executive appointments;
- 4 non-executive appointments.

For the purposes of calculating the limits to the accumulation of offices, the set of offices held by the Officer in the same group is considered as a single office, as envisaged by Art. 18 of Italian Ministerial Decree No. 169/2020.

For the purposes of the foregoing, at the time of their appointment and any time thereafter that there is a change, each Director must provide the Board of Directors with an updated list of their directorships, management and audit appointments. These data are also subject to checks on compliance with the provisions of Article 36 of Italian Law Decree No. 201 on the interlocking prohibition.

During the assessment of the suitability of the members of the Board of Directors carried out on 20 May 2021, 22 July 2021, 21 July 2022, 24 November 2022 and 20 July 2023, the Board of Directors verified compliance by the Directors in office with the aforementioned limits on the number of offices held, also with reference to the interlocking prohibition, (for further information on the number of offices held by the Directors at the date of approval of this Report, reference should be made to Table 5 attached to the Report).

On the basis of the declarations made by the representatives, when verifying the eligibility requirements, the Board also decided that the time each representative could devote to the position held in the Bank would be appropriate for the effective performance of that position.

With respect to the provisions of *Recommendation 15* of the Corporate Governance Code, the Board of Directors has not adopted its own guidelines on the maximum number of offices on the boards of directors or boards of statutory auditors in other listed companies or companies of significant size, deeming it appropriate to directly apply the limits provided for by the aforementioned sector regulations.

FOCUS



PROHIBITION ON INTERLOCKING DIRECTORATES

Article 36 of Italian Decree Law 201 of 6 December 2011 (converted into Italian Law No. 214 of 22 December 2011), introduced for office holders in management, monitoring and control bodies and for top officials of companies or groups operating in the credit, insurance and financial services markets, the prohibition on accepting or exercising similar positions in competitors' companies or groups.

The prohibition does not include companies, even if included in groups/conglomerates, which provide ancillary or instrumental services, such as – for example – back-office services, consultancy, financial information, debt collection, claims management and real estate.

The interlocking prohibition operates in cases of interlocking offices between companies large enough potentially to assume importance in terms of protecting competition. In particular, it operates when at least two intermediaries, among those in which the subject has interlocked offices, exceed the minimum turnover threshold (achieved at national level by the company or group to which it belongs) of Euro 30 million.

For the purposes of this rule, competitors are understood to be companies or groups of companies between which there are no control relationships pursuant to Article 7 of Italian Law of 10 October 1990, no. 287 and that operate in the same product and geographic markets under the assumption that the relationships within the group should not be considered. For the same reasons, the offices held within the groups (banking, insurance, financial) and financial conglomerates are in any case excluded from the prohibition.

In the event that incompatible offices are held, the Representative may opt to maintain only one of the offices within the term of ninety days from the appointment. Once this deadline has expired, both of them shall lapse and the forfeiture is declared by the competent bodies concerned within thirty days following the expiry of the deadline or knowledge of non-compliance with the prohibition. In the event of inaction, forfeiture is declared by the competent Supervisory Authority.

The competent corporate bodies check compliance with the regulations in question through their representatives on an annual basis.

Role of the Board of Directors

The Board of Directors of BPER guides the Company in the pursuit of sustainable success, in order to create long-term value for shareholders, taking into account the interests of other relevant stakeholders, and defines the Group's guidelines and strategies in line with the applicable external and internal regulations.

Pursuant to Article 25 of the Articles of Association, the Board of Directors exercises all powers of ordinary and extraordinary administration of the Company, except for those reserved for the Shareholders' Meeting, and performs the functions of strategic supervision and high-level administration.

FOCUS

RESPONSIBILITIES RESERVED TO THE BOARD OF DIRECTORS

The aforementioned Article 25 of the Articles of Association also provides for matters of exclusive decision-making competence of the Board. In particular, without prejudice to the powers that cannot be delegated by law, the Board of Directors has exclusive responsibility for decisions concerning:

- the determination of general operating guidelines and criteria for the coordination and management of Legal Entities, as well as for the implementation of instructions received from the Supervisory Authorities in the interests of the Group's stability;
- the definition of general guidelines, strategies, policies, processes, models, plans and programmes that the provisions of the Supervisory Authorities assign to the body that has the function of strategic supervision;
- the strategic direction, strategic transactions and financial and business plans;
- the purchase and disposal of equity investments that constitute a controlling and/or significant interest;
- the approval and amendment of its own Operational Rules as well as those of the Committees set up within it;
- the approval and amendment of the instrument governing the process of adopting and distributing internal regulations and other internal regulatory documents that this instrument qualifies as particularly important;
- the appointment and dismissal of the Chair and Deputy Chair/Chair;
- the appointment from among its number of the Executive Committee and the other Board Committees, determining the members, their duties and how they will operate;
- the appointment of the Chief Executive Officer, granting, modifying and/or revoking the relevant powers;
- the appointment and dismissal of the General Manager and of the Deputy General Manager/Managers;
- the appointment and dismissal of the heads of the functions that the provisions of Bank of Italy and the other Supervisory Authorities assign to the body that has the function of strategic supervision, and the appointment and dismissal of the Executive in charge of financial reporting;
- merger operations in the situations envisaged by articles 2505 and 2505-bis of the Italian Civil Code;
- any alignment of the articles of association with regulatory requirements.

The Board of Directors also defines the nature and level of risk compatible with the Bank's strategic objectives through the adoption and approval of a Risk Governance Policy.



The Company's governance structure

Within the scope of the autonomy offered by the legal system, as well as the powers reserved to it by the law and the Articles of Association, the Board of Directors, in its capacity as a body with strategic supervisory functions, defines, in compliance with the Supervisory Provisions in force, the corporate governance system that is best suited to the performance of the company's activities and the pursuit of its strategies, assessing and promoting appropriate changes, where necessary, and submitting them to the Shareholders' Meeting.

During the 2023 financial year and at the date of approval of this Report, neither the Nominations and Corporate Governance Committee nor the Board of Directors saw any need to propose to the Shareholders' Meeting the definition of a corporate governance system different from the current one.

With respect to the governance structure in place in 2022, the Board of Directors in office decided to review the organisational structure of BPER Banca S.p.A. (i) by assigning to the Chief Financial Officer - Deputy General Manager, the activities and areas of responsibility previously assigned to the Strategy, Finance & Innovation Area, the role of Chief Strategy Officer and the role of Chief Financial Officer, as well as (ii) establishing a Communication Department reporting directly to the Chief Executive Officer. Also in light of the aforementioned organisational changes, the aforementioned Board of Directors updated the Bank's delegated powers system in order to promote good corporate governance, through a more effective and widespread allocation of decision-making powers and a streamlining of the related internal processes.

As part of its duties, the Board of Directors assessed the following during the 2023 financial year among other things:

- the adequacy of the Bank's organisational, management and accounting structure, as well as of the Internal Control and Risk Management System, with regard to:
 - related-party transactions and, more in general, those involving conflicts of interest;
 - the outcome of the checks performed by the second and third level control functions;
 - the exercise of the mandates granted to the appointed persons;
 - the economic-financial results of the various business areas covering the entire operations of the Bank;
- the adequacy of the organisational, management and accounting structure, as well as of the Internal Control and Risk Management System, of subsidiaries with strategic significance, with regard to:
 - the outcome of the checks performed by the second and third level control functions;
 - the reports on the consents granted to Group companies by bodies appointed by the Parent Company;
 - the economic-financial results of the various companies and of the Group as a whole;

- on an ongoing basis, the general results of operations, via the periodic analysis of the principal economic and financial aggregates of the Bank and the Group supplied by the delegated bodies, comparing them with the budget objectives and the drafting of the Business Plan, as well as with the approved annual and interim reports.

Pursuant to Article 25, paragraph 4, of the Articles of Association, in 2023 the directors, at meetings of the Board of Directors and, in any case, at least every three months, reported to the Board of Statutory Auditors on the activities performed and on the principal economic, financial and capital transactions carried out by BPER and its subsidiaries.

Functioning of the Board of Directors

The functioning of the Board of Directors, without prejudice to the provisions of the law, is governed by the Articles of Association and the Operating Rules approved by the Board (the "Operating Rules") and periodically updated.

Pursuant to the aforementioned Operational Rules, meetings of the Board of Directors are convened on an ordinary basis, as a rule, once a month. Exceptionally, a Board meeting can be called every time considered necessary by the Chair, as well as when requested at least by one third of the Directors or by the Chief Executive Officer. The Board of Directors can also be convened by the Board of Statutory Auditors, or individually by one or more of the standing auditors, upon written communication to the Chair of the Board of Directors.

Except in case of urgency, the meeting notice will be sent at least five days prior to the date of the meeting.

With regard to supporting documentation and prior information, the Operational Rules provide that the Chair of the Board of Directors, with the cooperation of the Chief Executive Officer and assisted by the Secretary, must identify the documentation to be submitted in support of the resolutions within the competence of the Board, so that it is adequate, in terms of quantity and quality, with respect to the items on the agenda. To this end, the Chair is required to ensure – also by issuing appropriate instructions to the corporate functions – that the documentation appropriately highlights, for each topic on the agenda, the most significant and relevant items.

Pursuant to the Operational Rules, the aforesaid information documents are made available to the Directors, Statutory Auditors and the General Manager, subject to authorisation by the Chair, as a rule five days prior to each meeting. The documentation is made available by filing it with a specifically identified company organisational unit, as well as through the exclusive use of a specific IT procedure aimed at preserving the confidentiality of the data and information provided, which is also used for the management of the meetings of the Bank's Collective Bodies. If, for particular organisational reasons, the documentation made available within this

deadline is not exhaustive, subsequent additions shall in any case be provided, subject to authorisation by the Chair, no later than the day of the meeting. Furthermore, when, for the aforementioned organisational reasons or for reasons of confidentiality, it has not been possible to provide the necessary disclosure/documentation in accordance with the deadline or in an exhaustive manner, the Chair ensures that adequate and accurate in-depth analyses are conducted during the meeting. This is without prejudice to the Board of Directors' right to request the production of additional documentation during the meeting. If this is not possible, the Chair has the power, after consulting the Chief Executive Officer, to postpone discussion of the matter in question to a subsequent meeting, subject to completion of the information and documentation as requested by the Board.

Meetings are held at the Company's registered office or elsewhere in Italy. Meetings can be held using remote communications systems, on condition that the identity of the persons entitled to attend is assured and all participants are able to intervene in real time in discussions about the matters on the agenda, as well as being able to see, receive and transmit documents. At least the Chair and the Secretary shall be present in the place where the Board of Directors meeting is called, except in the case in which the meeting takes place using remote communication systems.

Resolutions are valid if the meeting is attended by a majority of its Directors in office. Resolutions are adopted by a majority of the votes cast by those present. In the event of a tie, the chair of the meeting has a casting vote. Voting shall be open.

The meetings of the Board of Directors are attended, without voting rights, by the General Manager and the Secretary. The Chair may, from time to time and in relation to specific items on the agenda and in agreement with the Chief Executive Officer, invite to the meetings of the Board of Directors the employees of the Bank and the Group Legal Entities, the heads of the competent corporate functions or other parties besides the latter, whose contribution may enrich the information available to the Directors. Invitees normally leave the meeting when the Board of Directors casts its vote.

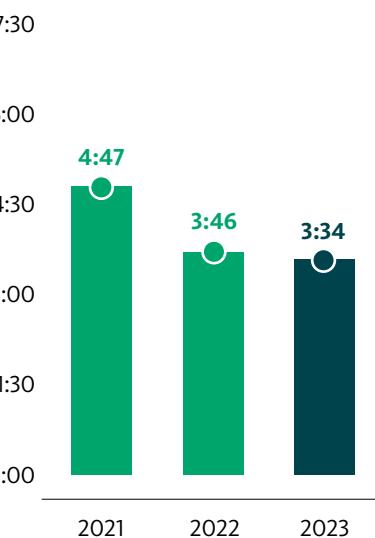
With regard to the taking of minutes of meetings, the Operating Rules provide that the Secretary must prepare the minutes of meetings and resolutions and make the draft minutes of each meeting available to the Directors, Statutory Auditors and the General Manager via a reserved platform. Directors are entitled to have the minutes of the meeting record the content of their speeches as well as the reasons for voting against or abstaining. Any reasoned comments must be submitted in writing to the Chair of the Board of Directors and to the Secretary no later than the day before the meeting called to approve it, which, as a rule, coincides with the first possible meeting of the Board of Directors.

During the 2023 financial year, the Board of Directors met 18 times, more than the minimum number of meetings envisaged by the Articles of Association and the

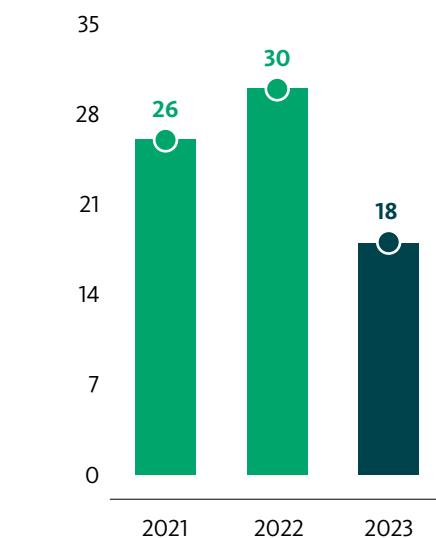
Operational Rules of the Body (at least once a month). The Directors' attendance level to the aforementioned meetings was 97%. The average meeting duration was three and a half hours.

Directors are not required to attend a minimum number of meetings of the Board of Directors.

AVERAGE DURATION OF MEETINGS



NUMBER OF MEETINGS



Board meetings were held in person, although in all cases remote participation was also permitted.

During 2023, the deadline for sending information to the Board of Directors on the items on the agenda was usually met. In cases where it was not possible to comply with the ordinary deadline of five days, the information was nevertheless provided well in advance of the meeting.

Only in very limited cases, for reasons essentially attributable to the proposing Functions' organisational or operational needs, was the report provided closer to the date of the meeting. On these occasions, adequate and punctual in-depth analyses were carried out during the meetings, also through the intervention of the heads of the competent corporate functions and, in some cases, of the advisors appointed by the Company.

The Company's governance structure

Without prejudice to the foregoing, in order to provide the necessary materials for an in-depth examination of the items on the agenda, the Chair of the Board of Directors usually also invited, in relation to their individual areas of competence, the Company's managers (e.g. Deputy General Managers, other managers of the main company functions, including the Control Functions, etc.).

In total, 17 meetings have been scheduled for 2024; as at the date of this Report, the Board of Directors has met five times, including the meeting for the approval of this document.

Chair's role

Pursuant to articles 21 and 26 of the Articles of Association, the Chair of the Board of Directors is appointed by the Board and performs the functions required by current regulations, facilitating the governance of the Bank and promoting the effective and balanced functioning of the powers allocated to the various corporate bodies, as well as acting as a point of reference for the Board of Statutory Auditors, for the managers of internal control functions and for internal committees. The Chair of the Board of Directors is replaced in case of absence or impediment by the Deputy Chair.

Furthermore, the Chair represents the Company to the third parties and in legal proceedings, both in the courts and in administrative matters, and has signing powers. In the event of his/her absence or impediment, even temporarily, these powers are exercised, even separately, by the Deputy Chair and the Chief Executive Officer and, in the event of their absence or impediment, even temporarily, by the oldest Director.

At the closing date of 2023 and at the date of approval of this Report, the position of Chair is held by Flavia Mazzarella, appointed by the Board of Directors at its meeting of 21 April 2021.

FOCUS



FUNCTIONS OF THE CHAIR OF THE BOARD OF DIRECTORS

The Chair does not hold managerial powers and therefore does not carry out any executive role.

In compliance with the provisions of current legislation and the internal regulations governing the operation of the Board, the Chair:

- promotes the effective functioning of the corporate governance system, ensuring to this end the effective and balanced functioning and balance of powers, as well as the efficient and constant connection between the functions of policy-making and strategic supervision and those of management;
- is the main interlocutor of the body with control functions and of the Committees within the Board of Directors, as well as of the heads of the company control functions;
- coordinates the activities of the Board, convenes meetings thereof and, with the cooperation of the Chief Executive Officer, sets the agenda, while working to ensure that the Directors receive proper and timely information;
- presides over meetings of the Board, directs and moderates discussions, guarantees the effectiveness of Board discussions and ensures that motions passed by the Board are the result of adequate argumentation and the informed, knowledgeable and reasoned contribution by all the members;
- promotes the holding of periodic meetings between the Directors, also outside the boardroom, aimed at deepening knowledge and encouraging mutual exchanges on issues of strategic importance, taking into account the applicable regulations and supervisory guidelines;

- proposes to the Board of Directors, in agreement with the Chief Executive Officer, a procedure for the internal management and external communication of documents and information concerning the Bank, with particular reference to inside information;
- plays a liaison role between the Executive and Non-Executive Directors;
- proposes to the Board of Directors, in agreement with the Chief Executive Officer, the adoption of a policy for the management of dialogue with all shareholders and other stakeholders considered relevant for the Bank, also taking into account the engagement policies adopted by institutional investors and active managers;
- when deemed appropriate for the purpose of improving the proceedings, shall ensure, with the assistance of the Secretary and in agreement with the Chief Executive Officer, that employees of the Bank and Group companies, responsible for the relevant corporate functions, attend Board meetings, including at the request of individual Directors, to provide the necessary in-depth information on the items on the agenda;
- ensures, with the help of the Secretary, that all members of the management and control bodies can participate, after their appointment and during their term of office, in initiatives aimed at providing them with adequate knowledge of the sectors of activity in which the Bank operates, of corporate dynamics and their evolution, also with a view to the sustainable success of the Bank, as well as of the principles of proper risk management and of the reference regulatory and self-regulatory framework;
- ensures, with the help of the Secretary, the adequacy and transparency of the Board of Directors' self-assessment process, with the support of the Nominations and Corporate Governance Committee;
- proposes to the Board of Directors the appointment and dismissal of the Secretary.

During 2023, the Chair carried out the tasks incumbent on her and, in particular, with the help of the Secretary:

- ensured that the pre-meeting information, as well as the additional information provided during board meetings, was adequate to enable directors to act in an

informed manner;

- placed herself as an interlocutor with the Board of Statutory Auditors and ensured the coordination of the work of the Board Committees with the work of the Board, in particular by liaising with the Chairs of the individual committees in order to coordinate the activities of the latter with those of the Board;
- in agreement with the Chief Executive Officer, she arranged for the managers of BPER and the Group Legal Entities, responsible for the relevant company functions including the Heads of the Control Functions, to attend board meetings in order to provide the necessary details on the items on the agenda;
- encouraged the participation of the members of the management and control Bodies, after their appointment and during their term of office, in initiatives aimed at providing them with an adequate knowledge of the sectors of activity in which the Bank operates, of corporate dynamics and their evolution also with a view to the sustainable success of the Bank itself, as well as of the principles of proper risk management and of the regulatory and self-regulatory framework of reference. As for training activities, on 25 November 2021, the Board of Directors, at the proposal of the Chair, therefore approved the 2021-2023 Training Plan for Directors, which envisaged, over the three-year term of office, training activity aimed at enabling all Directors in office to (i) consolidate their basic "hard skills" (e.g., risk & bank management, climate change, business financing, fintech, etc.); (ii) update their knowledge of new laws and regulations; (iii) examine in-depth individual issues of strategic importance. During 2022, five training meetings were held in collaboration with the Faculty of Banking and Insurance Sciences and the Centre for Training in the Financial Field (CFF) of the Cattolica del Sacro Cuore University of Milan. The option to participate in these meetings was also extended to all members of the Board of Statutory Auditors as well as to representatives of the Group Banks;
- with the support of the Nominations and Corporate Governance Committee, she supervised (i) the adequacy and transparency of the Board's self-assessment process for the year 2022; (ii) the launch of the Board's self-assessment process for the year 2023, with the help of a consultant.

Board Secretary

Pursuant to Article 21, paragraph 2 of the Articles of Association, the Board of Directors appoints a Secretary who meets the requirements of experience and professionalism, chosen from among its members or the managers of the Company.

In compliance with the provisions of the Board of Directors' Operational Rules, the Secretary supports the activities of the Chair and provides impartial assistance and advice to the Board of Directors on any aspect relevant to the proper functioning of the governance system. The Secretary is also in charge of drawing up the minutes of meetings and motions and keeps the relevant book.

At the end of 2023 and the date of approval of this Report, the Secretary of the Board of Directors is Paolo Mazza, Chief General Counsel of the Company, who was appointed Secretary on 22 July 2021.

Executive Directors

Bank Directors classified as "executive" by the Bank are those who, in BPER or in any legal entity:

- a) are members of the Executive Committee or have been granted individual executive powers or perform management functions (even *de facto*);
- b) hold managerial positions, that is, are assigned to supervise certain areas of the business's operations.

Those who do not fall under the above categories are defined as "Non-Executive Directors".

At the closing date of 2023 and at the date of approval of this Report, there are no other Executive Directors in BPER aside from the Chief Executive Officer (see below).

Chief Executive Officer

The Board of Directors appoints from among its members a Chief Executive Officer (CEO), who is main person in charge of managing the company.

The Chief Executive Officer is entitled to grant to members of General Management and to employees with specific duties, with the power for the latter to further sub-delegate general and special mandates for the conduct of business that falls within their sphere of competence, with the duty to set in advance the limits of the delegated powers and the reporting requirements, without prejudice to the right to take on the delegated functions personally.

Pursuant to the Articles of Association, in urgent cases, the Chief Executive Officer, after having consulted with the Chair of the Board, may make decisions on any transaction that usually falls within the scope of powers of the Management Body, except for those exclusively reserved by law or the Articles of Association for the collegial competence of the Board. The decisions taken under these circumstances shall be reported to the Board of Directors at the next meeting.

At the closing date of 2023 and at the date of approval of this Report, the position of Chief Executive Officer is held by Piero Luigi Montani, appointed by the Board at its meeting of 21 April 2021. Since 5 August 2021, the Chief Executive Officer, Mr. Montani, has also held the position of General Manager.

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Pursuant to Article 27 of the Articles of Association, the Board of Directors can appoint an Executive Committee made up of a minimum of three and a maximum of five Directors.

EXECUTIVE
COMMITTEE

The Board of Directors appointed by the Shareholders' Meeting of 21 April 2021 did not make use of this option.

FOCUS



FUNCTIONS OF THE CHIEF EXECUTIVE OFFICER

Pursuant to Article 29 of the Articles of Association, the Chief Executive Officer:

- supervises the management of the company, in accordance with the general planning and strategic guidelines determined by the Board;
- ensures the execution of the resolutions of the Board of Directors and, if established, of the Executive Committee;
- ensures that the organisational, administrative and accounting structure and the internal control system are adequate for the nature and size of the company and can accurately represent performance;
- has the power to make proposals, within the scope of the duties assigned to him, for resolutions of the Board of Directors and, if established, the Executive Committee to pass resolutions within their respective competence, without prejudice to the power granted to each member of the aforesaid Bodies, as governed by the relevant Operational Rules.

In particular, the Chief Executive Officer, in compliance with the provisions of the Articles of Association and the internal regulations in force, within any limits established:

- oversees the identification of the main corporate risks, taking into account the characteristics of the activities carried out by the Company and its Subsidiaries, and periodically submits them for review by the Board of Directors;
- is responsible for taking all actions necessary to ensure the adherence of the organisation and the Internal Control System to the principles and requirements of the supervisory regulations, and for monitoring compliance on an ongoing basis;
- formulates proposals relating to the strategic guidelines, long-term plans and annual budgets of the Bank and the Group to be submitted to the Board of Directors and supervises their implementation;
- makes proposals relating to the general organisational structure of the Bank and the Group to be submitted to the Board of Directors;
- unless otherwise established, submits to the Board of Directors and/or the Executive Committee (where established), also through the competent functions, the proposals on the matters within their competence;
- he may represent the Bank in the Shareholders' Meetings of the Subsidiaries or Investee Companies, exercising the relative administrative and corporate rights, and grant, if necessary, proxies and voting instructions, in line with any resolutions passed by the Board of Directors;
- handles the external communication of information regarding the Bank and the other Group Legal Entities;
- performs the duties envisaged in the various regulations adopted by the Group, including those related to: (i) the Internal Control and Risk Management System; (ii) the ICT system; (iii) the outsourcing of corporate functions; (iv) the Recovery Plan; (v) internal reporting (whistleblowing) by employees; (vi) business continuity (vii) market abuse; (viii) Environmental, Social and Governance (ESG);
- supervises and oversees personal data protection obligations, also as Privacy Delegate, relying on the support of the Chief Compliance Officer for this purpose;
- exercises the additional powers delegated by the Board of Directors.

Disclosure to the Board by Directors/Delegated bodies

Pursuant to Article 29 of the Articles of Association, the Chief Executive Officer normally reports on a monthly basis to the Board of Directors, on the general operating performance and, on a quarterly basis, on the exercise of the powers assigned to him, as well as, during the first subsequent meeting, on the urgent assumption of resolutions within the competence of the board, with the exception of those reserved by the legislation in force or by the Articles of Association for the exclusive competence of the Board itself.

Pursuant to the Rules governing the functioning of the Board of Directors, furthermore, the Chief Executive Officer reports to the Board, promptly, and having previously consulted the Control and Risk Committee, on problems and critical issues pertaining to the internal control and risk management system which have arisen in the performance of the functions assigned to him/her by relevant legislation or have been notified to him/her.

Pursuant to the Articles of Association and internal regulations, the members of the General Management and senior Managers reporting directly to the Chief Executive Officer and the General Manager report to the Board of Directors at least quarterly on the exercise of the powers delegated to them.

Independent Directors and Lead Independent Director

INDEPENDENT DIRECTORS

As noted above, pursuant to Article 17, paragraph 4 of the Articles of Association, Directors who meet the independence requirements established by Article 148 paragraph 3 of the Consolidated Law on Finance, Italian Ministerial Decree No. 169/2020 and the Corporate Governance Code are considered independent.

The assessment as to whether the above-mentioned independence requirements are met is carried out by the Board of Directors on the basis of the parameters defined by the latter pursuant to Article 17 paragraph 4 of the Articles of Association.

In this regard, on 12 April 2016, the Board of Directors of BPER adopted its *"Rules for verifying the Independence Requirement of Directors"*. These Rules were most recently updated on 16 June 2022 in order to take into account the new regulations issued on the eligibility requirements of Directors.

FOCUS



"RULES FOR VERIFYING THE INDEPENDENCE REQUIREMENT OF DIRECTORS" ADOPTED BY BPER

Verification of the possession of the independence requirement is carried out on the basis of the principles, criteria and procedures set forth in the "Rules for verifying the Independence Requirement of Directors", pursuant to which:

- Verification as to whether independence requirements are met is carried out after the appointment of the Directors, within the time-scale prescribed by applicable regulations and is repeated, subsequently, should a change in circumstances arise that could impact independence and, at any rate, at least once a year.
- for the purposes (i) of Article 148, paragraph 3, lett. c) of the Consolidated Law on Finance; (ii) Article 13, paragraph 1, lett. h), of Italian Ministerial Decree 169/2020 and (iii) of Recommendation 7, lett. c), of the Corporate Governance Code, the commercial, financial, equity or professional relationships, direct or indirect², in place and/or carried out in the three previous years, which fall under the following assumptions are normally considered "significant" or, in any case, likely to compromise the independence of a Director:
 - a) with reference to loans and guarantees obtained from the BPER Group, regardless of their technical form if any one of the following conditions exist:
 - (i) when the absolute value of the total exposure granted by BPER or by a Subsidiary is equal to or greater than Euro 200,000. For the purposes of this calculation, residential loans are excluded (when they are performing, negotiated at arm's length and not contrary to any internal credit approval rules) if they are not of a commercial/investment nature;

² Relationships held indirectly, through: a) companies, businesses or entities controlled directly or indirectly by the Director (or by a close relative); b) companies in which the Director (or one of his/her close relatives) is an Executive Director or, for non-corporate entities, a significant representative; c) professional associations, professional firms or consultancy companies of which the Director (or a close relative) is a partner.

(ii) when loans of any value (including residential loans) granted by BPER or by a Subsidiary have not been negotiated at arm's length and/or are impaired or, for some reason, it is probable that they become so;

the above, it being understood that in the case of loans disbursed in a pool, only the portion attributable to the BPER Group is considered;

b) when the annual amount derived from relations held, for any reason, with (i) BPER and/or (ii) a Subsidiary Company and/or (iii) the related Executive Directors, Chair and/or members of Top Management; and/or (iv) the Holders of the share capital of BPER and/or (v) the relative Executive Directors, the Chair and/or the General Manager, also referring to only one of the last three financial years, is equal to:

(i) at least 30% of the total annual income of the person concerned, as a natural person, it being understood that the calculation of these amounts (but not annual income) excludes:

- all fees and reimbursements of expenses derived from the activity of a Director within the BPER Group;
- income from ordinary banking and/or corporate transactions held at conditions equivalent to market or standard conditions (for example: interest income on deposits and cash and cash equivalents, repurchase agreements, bond interest, share dividends, etc.);

(ii) at least 5% of the annual turnover of the companies, enterprises or entities over which the Director has control or is an Executive Director or, for entities not having a corporate form, a significant representative, as well as association or a professional firm or consultancy company where the Director concerned is a partner. If the Director is a partner in a professional firm or consulting firm, the significance of the professional relationships that may have an effect on his/her position within the firm or company is also assessed, also in relation to his/her role within the firm or the consulting firm or which in any case pertain to important transactions of the Company or the Group, regardless of quantitative parameters;

- for the purposes of Recommendation 7, lett. d), of the Corporate Governance Code, the additional remuneration of the Director is usually considered "significant" if it exceeds the threshold of 50% of the fixed remuneration received as a member of the Board of Directors and possibly of BPER Committees;
- the Board of Directors may adopt a reasoned resolution confirming, despite the existence of situations identified by the aforementioned Rules as potentially capable of compromising their independence, that a Director is still in possession of the relevant requirements when, having considered all relevant circumstances, the specific situations identified do not in practice compromise the independence of that person;
- in addition, the Board of Directors, by reasoned resolution, may consider that, even if there are no situations identified by the aforementioned Rules as potentially suitable to compromise his/her independence, a Director cannot be assessed as independent, when, in light of all the elements acquired, the Board deems the presence of further situations as a valid reason, concretely and specifically, for jeopardising the independence of that person.

The Company's governance structure

Given the above, it should be noted that the Board of Directors of BPER on 20 May 2021 classified the following Directors as independent: Flavia Mazzarella (Chair), Elena Beccalli, Silvia Elisabetta Candini, Maria Elena Cappello, Cristiano Cincotti, Gianfranco Farre, Alessandro Robin Foti, Gianni Franco Papa, Marisa Pappalardo and Monica Pilloni.

However, during the 2022 financial year, Gianfranco Farre and Gianni Franco Papa no longer met the independence requirements within the Board of BPER Banca pursuant to the provisions of Italian Ministerial Decree no. 169/2020, by virtue of the roles assumed as Chair of Banco di Sardegna S.p.A. and Banca Cesare Ponti S.p.A. respectively.

Subsequently, with effect from 1 June 2023, Gianfranco Farre resigned from the office of Director of BPER.

On 20 July 2023, the Board of Directors of BPER carried out the periodic annual assessment on the independence requirements of its Members, relying on the statements made by them (which provided the elements necessary or useful for the assessments by the Board) and the information available to the Company.

The Board of Directors therefore deemed the aforementioned independence requirements to be met by the following Directors:

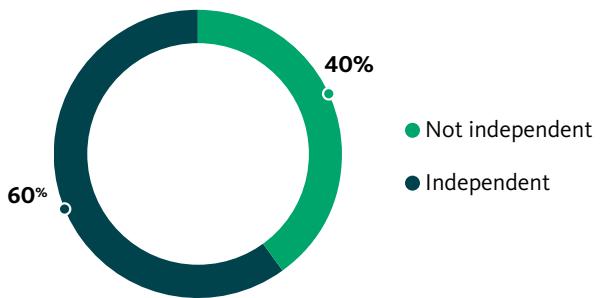
- Flavia Mazzarella (Chair);
- Elena Beccalli;
- Silvia Elisabetta Candini;
- Maria Elena Cappello;
- Cristiano Cincotti;
- Alessandro Robin Foti;
- Ms. Marisa Pappalardo;
- Monica Pilloni;
- Elisa Valeriani.

With particular regard to the Chair Flavia Mazzarella, it should be noted that the latter was considered to be independent, since none of the situations that, pursuant to Recommendation 7 of the aforementioned Code and the above-mentioned Rules for verifying Independence adopted by the Company, compromise or appear to compromise the independence of a Director were found to apply to the Chair.

The Board of Statutory Auditors attended the aforementioned Board meeting of 20 July 2023, without making any observations in relation to the correct application of the criteria and procedures for ascertaining independence adopted by the Board.

At the closing date of 2023 and at the date of approval of this Report, the number of Directors meeting the independence requirements was nine, and therefore significantly higher than the minimum required by regulations in force. The number of independent Directors and their skills are appropriate to the Bank's needs and the functioning of the Board, and the establishment of the relevant Committees, allowing for adequate diversification of the composition of each Committee, and avoiding concentration of offices.

In this regard, it should be noted that, pursuant to Art. 17, paragraph 8, of the Articles of Association, a Director shall not lose the independence requirements or forfeit office if the relevant statutory requirements are met by the minimum number of Directors established by current regulations. It should be noted at this regard that the Directors who were classified – at the time of submitting their candidacy – as independent, did not make a formal declaration undertaking to retain their independence during their mandate and, if necessary, to resign.



MEETINGS OF
INDEPENDENT
DIRECTORS

In 2023, the independent Directors had a meeting, without the other Directors, on 19 December 2023. The purpose of the meeting was the discussion of issues relating to information provided before Board meetings, information flows between the corporate bodies, organisational structures and corporate governance structures, also in relation to the upcoming renewal of the management and control bodies.

In accordance with the provisions of the Board of Directors' Operational Rules, the aforementioned meeting was coordinated by the oldest independent director, Monica Pappalardo. In line with what is indicated in the Q&A Functional to the application of the Corporate Governance Code - 2020 Edition.

The Chair of the Board of Directors – in agreement with the meeting coordinator – did not attend the meeting, since the topics under discussion also concerned her functions. The Chair and the entire Board of Directors were subsequently informed of the outcome of the above-mentioned meeting.

LEAD INDEPENDENT DIRECTOR

The appointment of an independent director as Lead Independent Director is recommended by the Corporate Governance Code: a) if the Chair of the Board of Directors is the Chief Executive Officer or holds significant management powers; b) if the office of Chair is held by the person who controls, even jointly, the company; c) in large companies, even in the absence of the conditions indicated in points a) and b), if the majority of independent directors so request.

Pursuant to the Operational Rules of the Board of Directors, the Board appoints the Lead Independent Director at the request of the majority of the independent directors.

In view of the foregoing, given that (i) none of the circumstances indicated in the Corporate Governance Code apply and (ii) none of the independent Directors made a request, BPER's Board of Directors did not appoint a Lead Independent Director.

Self-assessment and succession of Directors

SELF-ASSESSMENT PROCESS

The Board of Directors annually carries out a self-assessment process with the aim of:

- ensuring verification of proper and effective functioning of the Body and its adequate composition;
- guaranteeing essential compliance with the Supervisory Instructions and the objectives they intend to achieve;
- encouraging updates of the internal regulations governing the Body's functioning, in order to ensure their suitability, also in light of changes due to the evolution of activities and of the operating context;
- identifying the main points of weakness, promoting discussion within the Body and defining the corrective measures to be adopted;
- strengthening the relationships of collaboration and trust between the individual Members and, in particular, between the Non-Executive Members and the Executive Members;
- encouraging active participation by the individual Members, ensuring full awareness of the specific role covered by each of them and the related responsibilities.

At least once every three years, during the last year of the Board's term of office and before the start of the consequent renewal process, the self-assessment is also aimed at allowing the definition of the optimal qualitative and quantitative composition to be brought to the attention of the Shareholders so that the choice of candidates can take into account the required professionalism, as well as to verify its compliance with the actual composition resulting from the appointments.

Moreover, taking into account the recommendations contained in the Supervisory Instructions applicable to banks of greater size or operational complexity, the self-assessment process is normally conducted, in any event at least once every three

years, with the assistance of an external professional capable of ensuring independent judgement.

The self-assessment process with reference to 2023 (the "Self-Assessment Process") was carried out during the first few months of 2024, with the help of external, independent advisors, identified as the Company Spencer Stuart, with the support of the Nominations and Corporate Governance Committee, and under the responsibility and supervision of the Chair.

The 2023 Self-Assessment Process consisted of the following steps:

- submission to all members of the Board of a questionnaire or interview guide and carrying out individual interviews with the advisor. The questionnaire was structured according to the specific characteristics of BPER and organised with the aim of collecting opinions on the functioning of the Board itself and its Committees, also taking into account the need to prepare the Guidelines to Shareholders on the qualitative and quantitative composition of the Board of Directors, in view of its renewal;
- subsequent collection of the data obtained from the questionnaires and interviews, and processing of the results in an anonymous and aggregated form;
- preparation of a report analysing the results of the Self-assessment Process and summarising the main findings with particular reference to the results obtained, indicating the main strengths and weaknesses.

The main findings of the 2023 Self-Assessment Process underline how:

- during the three-year term of office, the Board has demonstrated a clear growth path in terms of role interpretation and operational functioning, a path that may usefully continue during the next mandate;
- the size reached and its growing complexity have brought to the attention of the Board new issues that have led Directors to express their utmost commitment to best guide this new phase of the Group.

The 2023 Self-Assessment Process shows the overall adequacy of the governance of the Bank in line with the Corporate Governance Code, the Supervisory Instructions for Banks and best practices.

Without prejudice to the aforementioned positive opinion, with a view towards ensuring continuous growth in the Bank's governance, the importance of pursuing the path undertaken was highlighted, with a view to: (i) further enhancing the strategic role of the Board of Directors, at the same time improving its effectiveness; (ii) further implementing the induction activities reserved for Directors and (iii) continuing the process of creating a shared and inclusive Group identity.

The Company's governance structure

On 7 February 2024, the Guidelines to Shareholders on the optimal qualitative and quantitative composition of the Board of Directors was made available to the public, well in advance of the date of publication of the notice to call the Shareholders' Meeting to decide upon the renewal of the Board of Directors. These Guidelines were prepared taking into account the aforementioned Self-Assessment Process and in compliance with the current legal, regulatory and self-regulatory provisions.

In particular, in accordance with the provisions of the Corporate Governance Code, as part of the aforementioned Guidelines to Shareholders, the Bank recommended that Shareholders submitting a list containing more than half the number of directors should provide adequate information on its compliance with the Guidelines, also with reference to diversity criteria.

SUCCESSION PLANS

BPER Banca has adopted a regulatory document that governs the succession plans of senior management (Chair of the Board of Directors, Chief Executive Officer and General Manager) and the Top Management of the Bank, also in compliance with the regulations, including Supervisory regulations, in force from time to time, the Corporate Governance Code and the provisions of the Articles of Association.

The existence of structured processes that ensure the orderly succession of the Bank's senior management and Top Management is in fact aimed at guaranteeing continuity and certainty in the company management, to avoid economic and reputational repercussions, as well as to ensure the selection of the best possible candidates for succession, both in the event of planned succession and replacement due to sudden and unexpected events. Therefore, the succession plans described in the Document aim to safeguard the Bank's stability, guaranteeing orderly corporate continuity and avoiding possible economic and reputational repercussions.

Remuneration of Directors

Information on remuneration policies can be found in the Report on Remuneration Policy and Remuneration Paid drawn up pursuant to Article 123-ter of the Consolidated Law on Finance (the "Remuneration Reports") and published on the website <https://istituzionale.bper.it/>, in the section Governance - Shareholders' Meeting, to which full reference is made.

In particular, the policy for the remuneration of Directors, Statutory Auditors and Top Management for financial year 2023 is described in Section I of the Remuneration Report published for the Shareholders' Meeting of 26 April 2023. This section provides information on, *inter alia*: (i) the governance of remuneration and incentive policies (indicating the functions and Bodies involved in this process); (ii) the identification of the material risk takers; (iii) the principles and objectives of the remuneration Policy, also with regard to the functionality of the Policy itself with respect to the pursuit of sustainable success and the ability to attract, retain and motivate persons with the necessary skills and professionalism; (iv) on market practices and the use of external consultants; (v) on the recipients of remuneration policies; (vi) on the remuneration of corporate bodies, distinguishing, *inter alia*, between members of the Board of Directors and Committees; between executive and non-executive members and (vii), more specifically, on the remuneration policy, concerning, *inter alia* the relationship between variable and fixed remuneration; the different components of variable remuneration (based on financial instruments); the remuneration of the Chief Executive Officer and General Manager; the short-term variable incentive system – MBO, the long-term variable incentive system – LTI Plan (and the related claw-back clauses); the remuneration of the key Personnel and the Remuneration of the control functions; (viii) non-compete agreements and severance pay.

Similar information is contained, with reference to the 2024 financial year, in the Remuneration Report submitted for approval to the Shareholders' Meeting called to approve the financial statements for 2023.

REMUNERATION
POLICIES

Remuneration for 2023 is outlined in Section II of the Remuneration Report submitted for approval to the Shareholders' Meeting convened to approve the financial statements for the year 2023, which also contains information on how the Remuneration Policies approved by the Shareholders' Meeting with reference to the year 2023 were implemented and the severance pay and/or other benefits paid during the year.

REMUNERATION FOR
2023

3.3. Board Committees

The following Committees (the "Committees") are present on the Board of Directors:

- Control and Risk Committee;
- Related Parties Committee;
- Nominations and Corporate Governance Committee
- Remuneration Committee;
- Sustainability Committee.

The composition of these Committees was determined by the Board, taking into account the competence and experience of its members and avoiding the concentration of offices.

The composition, powers and operating procedures (including the procedures for recording minutes of meetings and the procedures for managing information to the directors who are members of them) of each of these Committees are governed by specific internal regulations approved by the Board of Directors.

These regulations, which are essentially common to all the above-mentioned Committees, without prejudice to their respective tasks, provide that the Chair of the Committee, assisted by the Secretary of the Committee and the competent corporate functions, must verify that the documentation to be submitted in support of the activities falling within the competence of the Committees is adequate, in qualitative and quantitative terms, with respect to the matters to be discussed at each meeting. To this end, the Committee Chair ensures – also by issuing appropriate instructions to the corporate functions – that the documentation appropriately highlights, for each topic on the agenda, the most significant and relevant issues for the performance of the tasks and the adoption of the actions falling within the competence of the Committees.

As regards the deadlines for sending the information supporting the discussion of the items on the agenda, the internal regulations governing the operation of the Committees – in line with the provisions for the Board of Directors – provide that the

documentation must be made available as a rule five days prior to each meeting. If, for particular organisational reasons or for reasons of confidentiality, the documentation made available within this deadline is not exhaustive, subsequent additions shall be provided no later than the day of the meeting. Where, for the aforementioned organisational reasons or for reasons of confidentiality, it has not been possible to provide the necessary disclosure/documentation in accordance with the deadline or in an exhaustive manner, the Chair ensures that adequate and accurate in-depth analyses are conducted during the meeting. This is without prejudice to the Committee's right to request additional documentation to be produced during the meeting.

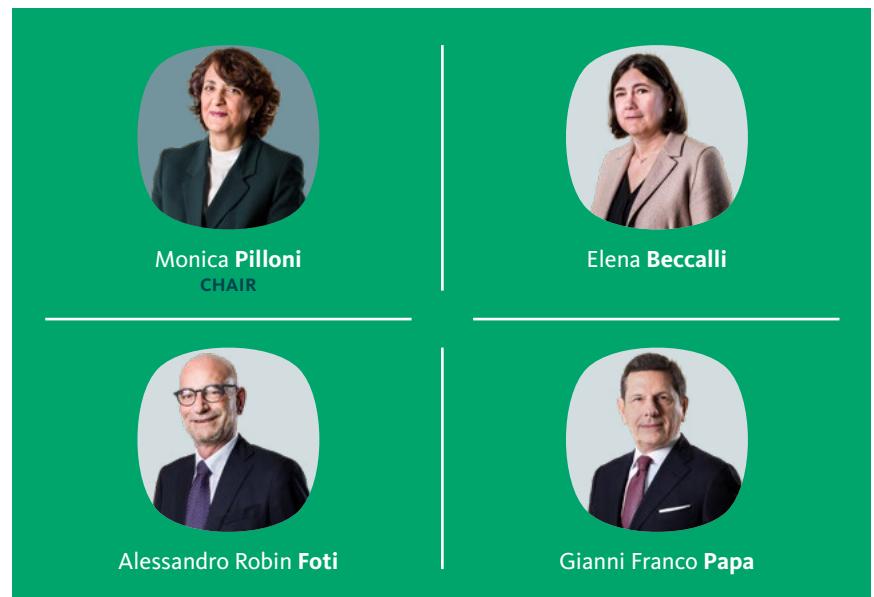
During 2023, the deadline for sending prior information to the Committees on the items on the agenda was usually met. In cases where it was not possible to comply with the ordinary deadline of five days, the information was nevertheless provided well in advance of the meeting. Only in very limited cases, for reasons essentially attributable to the proposing Functions' organisational or operational needs, was the report provided closer to the date of the meeting. On these occasions, adequate and punctual in-depth analyses were carried out during the meetings, also through the intervention of the heads of the competent corporate functions and, in some cases, of the advisors appointed by the Company.

As regards the manner of transmission of the above-mentioned information documents, the internal regulations governing the operation of the Committees provide that said documents shall be made available by filing them with the competent corporate organisational unit, as well as by means of a dedicated restricted platform used for the management of the meetings of the Bank's governing bodies, designed to preserve the confidentiality of the data and information provided.

With regard to the manner in which meetings are conducted and minutes taken, the internal regulations governing the operation of the Committees contain provisions that are substantially in line with the provisions of the Operational Rules of the Board of Directors.

The Company's governance structure

Control and Risk Committee



The Control and Risk Committee provides support functions to the Board of Directors regarding risks and the Internal Control System, as well as relating to the approval of periodic financial and non-financial reports. In particular, without prejudice to any further powers assigned to it by the applicable legislation, including self-regulation, the Committee is assigned the following tasks, as envisaged by the specific internal regulations approved by the Board of Directors, on the proposal of the Committee:

- supporting the Board of Directors in defining and approving strategic policies and risk governance policies; in particular, the Control and Risk Committee analyses strategic planning documents (for example, Business Plan, Budget, Funding plan, Capital plan, Dividend payout policy, NPE plan, ICT strategy), as well as extraordinary transactions, substantial changes and the Most Significant Transactions (MST), which are resolved upon the Board of Directors;
- supporting the Board of Directors in the assessment and definition of the risk appetite framework ("RAF") in terms of risk objectives ("Risk appetite"), tolerance thresholds ("Risk tolerance"), exposure limits ("Risk limits") and maximum assumable risk ("Risk capacity");
- it issues judgements and formulates opinions to the Board of Directors on compliance with the principles governing the internal control system and corporate structure

and brings to the attention of the Board any weaknesses and the consequent corrective action that needs to be taken;

- it supports the Board of Directors in the verification of the correct implementation of strategies, risk governance policies and the RAF;
- it issues judgements and formulates opinions to the Board of Directors in the assessment and monitoring of the requirements that must be met by the corporate control functions and brings to the attention of the Board any weaknesses and the consequent corrective actions that need to be taken;
- it verifies that the corporate control functions correctly comply with the indications and guidelines for the internal control system and risk management laid down by the Board of Directors;
- it supports the Board of Directors in the preparation of the Report on Corporate Governance with reference to information concerning the internal control and risk management system and the assessment of its overall adequacy;
- it identifies and proposes, assisted by the Nominations and Corporate Governance Committee, candidates to head up the corporate control functions to be appointed and provides instructions if they have to be removed;
- it expresses an opinion to the Board of Directors on the planning document of the activities of the corporate control functions, prepared at least once a year;
- it examines the final reports and the reports prepared by the company's control functions, as well as any reports by the Chief Executive Officer on problems and critical issues that have emerged in the performance of his duties or of which he has in any case been informed;
- it assesses, together with the Executive in charge of preparing the Company's financial reports and after having consulted the Board of Statutory Auditors and the auditors, the proper application of accounting standards and their consistency among Group companies for the purpose of preparing the consolidated financial statements;
- it supports the Board of Directors in assessing the results presented by the statutory auditors in their letter of suggestions, if any, and in their report on key issues arising from the statutory audit;
- it supports the Board of Directors, by means of an opinion, on the corporate policy regarding the outsourcing of corporate control functions;
- it ascertains, without prejudice to the sphere of competence of the Remuneration Committee, whether the incentives under the remuneration and incentive scheme of the Bank and of the Group are consistent with the RAF;
- it supports the Board of Directors in the definition of policies and processes for the measurement of the business's assets, including checking that the price and conditions of transactions with customers are consistent with the business model and risk strategies;

- p) it supports the Board of Directors in the approval of the coordination document of the company control functions envisaged by Bank of Italy Circular 285/201 and subsequent amendments;
- q) it provides support for the Board of Directors in its assessment, at least annually, of the adequacy of the internal control and risk management system with respect to the characteristics of the business and the risk profile assumed, as well as the effectiveness thereof;
- r) it supports, via appropriate preliminary activities, the assessments and decisions of the Board of Directors relating to the management of risks arising from detrimental facts that have come to the attention of the Board;
- s) it evaluates the suitability of periodic financial and non-financial information, in correctly representing the business model, the company's strategy, the impact of its activities and the performances recorded;
- t) it provides support to the Board of Directors in evaluating the capital and liquidity management strategies, as well as for all other risks pertaining to the Bank and the Group, such as market, credit, operating (including legal and IT risks) and reputational risks, in order to assess their suitability with respect to the Group's risk appetite and the risk strategy approved;
- u) it supports the Board of Directors in the periodic evaluation of a number of possible scenarios, including the stress scenarios adopted in the context of the internal risk forecasting and stress testing programme in order to determine how the risk profile of the Bank and of the Group would react to external and internal events;
- v) it supports the Board of Directors in assessing the autonomy, adequacy, effectiveness and efficiency of the corporate control functions. Furthermore, without prejudice to the role of the Remuneration Committee in defining the remuneration policy, the Committee verifies the consistency of the remuneration of the corporate control function heads with the aforementioned policy;
- w) it supports the Board of Directors in the analysis of the findings and recommendations of the Supervisory Authorities identified as part of the off-site and on-site supervision activities, as well as the measures of the various Authorities that have an impact on the risk profiles of the Bank and of the Group.

In order to carry out its functions, the Control and Risk Committee: (i) collaborates with the other internal committees of the Board of Directors, whose activities can have repercussions on the strategy in terms of risks, and with the person in charge of the audit and communicates directly with the company control functions and with the Executive responsible for financial reporting; (ii) is assisted by pertinent corporate functions; (iii) has the right to access, through its Chair, the necessary corporate information; (iv) has adequate resources at its disposal according to the decisions of the Board of Directors; (v) may retain experts, including external ones. The Committee also has an appropriate working relationship with the Board of Statutory Auditors and with the Supervisory

Authorities pursuant to Italian Legislative Decree 231/2001 for the coordination and exchange of information of mutual interest that falls within their spheres of competence. The Committee may ask the company control functions to carry out checks on specific operating areas, simultaneously informing the Chair of the Board of Statutory Auditors.

With regard to its composition, pursuant to the internal regulations, the Committee consists of a minimum of three and a maximum of five Directors (including, compatibly with the skills required to effectively hold the office, one identified among the directors elected by the minority, if any) who are non-executive, the majority of whom are independent. The Chair of the Committee is appointed from among the independent members. Committee members must possess, individually and collectively, adequate knowledge, skills and expertise to enable them to effectively monitor the Bank's control systems and practices, strategies and risk orientations. At least one member of the Committee must also have adequate experience in accounting and finance or risk management, to be assessed by the Board of Directors at the time of appointment. The Chair of the Board of Directors may not be a member of the Committee.

The Chair of the Board of Statutory Auditors or another member designated by him/her attends the Committee meetings. The Chief Risk Officer also participates in the work of the Committee, on invitation, or, in the presence of objective impediments, another member designated by him/her, in cases where matters falling within their competence are discussed and in the cases expressly provided for by the internal regulations governing the operation of the functioning of the aforementioned Committee. The Chief Risk Officer also participates in the remaining cases where the Committee requests his/her involvement.

The Chair of the Board of Directors, the Chief Executive Officer and members of the Board of Statutory Auditors may attend Committee meetings without voting rights.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

Minutes of Committee meetings are taken by the Secretary, in agreement with the President. The Committee reports to the Board of Directors on its overall activities and on the adequacy of the Internal Control and Risk Management System when approving the annual and half-yearly financial reports. Furthermore, the Chair informs the Board of Directors of the activities carried out at the first useful meeting.

The Company's governance structure

COMPOSITION

In 2023, the Control and Risk Committee consisted of the following non-executive, mostly independent, Directors: Monica Pilloni (Chair); Elena Beccalli; Gianfranco Farre; Alessandro Robin Foti; Gianni Franco Papa.

Subsequently, with effect from 1 June 2023, Gianfranco Farre resigned from the office of Director and as a member of the Control and Risk Committee.

Consequently, at the end of 2023 and at the date of approval of this Report, the Control and Risk Committee was composed of the following four non-executive Directors, the majority of whom were independent:

- Monica Pilloni (Chair);
- Elena Beccalli;
- Alessandro Robin Foti;
- Gianni Franco Papa.

At the time of their appointment, the Board of Directors verified that the members, individually and collectively, possessed adequate knowledge, skills and expertise to enable them to effectively monitor the Bank's control systems, practices, strategies and risk appetite. It also verified that all Committee members have adequate experience in accounting and finance.

MEETINGS

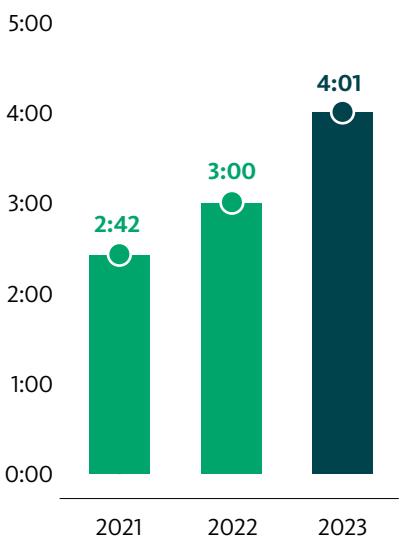
The Control and Risk Committee met 17 times in 2023 and the average duration of each meeting was four hours. Sixteen of these meetings were held partly in conjunction with the Board of Statutory Auditors and partly in conjunction with the Remuneration Committee.

Committee meetings were always attended by at least one member of the Board of Statutory Auditors. The Independent Auditors participated in the Committee meetings in which accounting issues were discussed, providing their support and input.

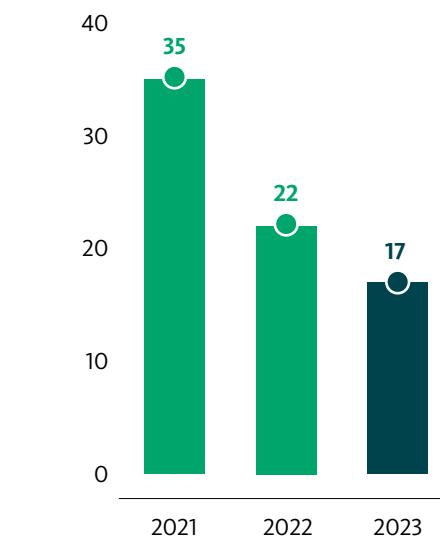
In addition, the Chair of the Committee invited the heads of the relevant corporate functions to attend the meetings in order to provide the appropriate in-depth analysis on specific topics on the agenda. The functions with the highest attendance were the company control functions, the Chief Risk Officer first of all, with the Chief Operating Officer (for organisation and ICT and security), the Chief Financial Officer (along with the Manager responsible for preparing the Company's financial reports and the structures reporting to them for accounting matters), and the Chief Human Resource Officer (mainly for remuneration matters). Additional functions took part in the meetings to illustrate relevant issues.

In 2024, the Committee held five meetings by the date of approval of this Report.

AVERAGE DURATION OF MEETINGS



NUMBER OF MEETINGS



FOCUS

ACTIVITIES OF THE CONTROL AND RISK COMMITTEE IN 2023

As regards its 2023 meetings, the Control and Risk Committee inter alia:

- carried out an analysis of periodic risk reporting;
- analysed the documentation relating to the RAF, ICAAP and ILAAP processes;
- examined requests for validation, revision, extension of the internal rating system;
- reviewed updates to the Resolution Plan and Recovery Plan;
- reviewed updates on the Risk Forecasting and Stress Testing Programme;
- analysed the results of the main verifications carried out by the Control Functions together with the periodic reports produced by them, and formulated opinions on the planning of the control functions' activities, and any rescheduling;
- received the disclosures on the Supervisory Review and Evaluation Process (SREP);
- with reference to the Legal Entities, analysed the results of the assessments conducted by the Supervisory Authority on Optima SIM, Sardaleasing, and received updates relating to the anti-money laundering inspection conducted by the CSSF with regard to Bper Bank Luxembourg;
- carried out assessments on the correct use of accounting standards and provided its support in relation to the approval of periodic financial reports;
- ascertained the overall consistency with the RAF of the remuneration and incentive system of the Bank and the Group;
- examined the periodic reports, strategic guidelines and evolutionary guidelines concerning ICT, data governance and logical security;
- provided its support in the definition and approval of strategic policies (in particular, strategic planning documents) and risk governance policies;
- examined the revision of the NPE Plan.

The Committee's activities also covered:

- the regular supervision of the activities of the Control Functions Coordination Committee through the Integrated Tableau de Bord including the monitoring of the corrective measures activated as part of the Process to remedy the findings raised by the control functions (Process to Remedy Findings - PRF), as well as the synoptic planning framework;

- the revision of its operational rules as a result, mainly, of the organisational change that placed the Chief Risk Officer reporting directly to the Board of Directors, in order to ensure full alignment of the same with regulatory provisions and market best practices;
- improving the efficiency of its oversight of the Most Significant Transactions (OMR) and those with a strategic impact;
- in-depth analysis and monitoring of project activities relating to the Evolution of the Wealth & Asset Management hub and the related risks, as well as updates regarding the Bridge Project;
- the monitoring of the activities carried out by the Bank following the emergency relating to the flood in Emilia Romagna in the spring of 2023;
- in-depth analysis of projects regarding Segment Reporting, Capital Allocation and Cost Allocation;
- monitoring the independence, adequacy, effectiveness and efficiency of the Internal Audit function, including by reviewing the Internal Audit Mandate and the Quality Assurance and Improvement Programme (QAIP) Report;
- the receipt of information regarding data breach notifications to the Privacy Guarantor;
- in the area of financial reporting, supervision regarding the updating of the regulatory framework and the project activities that have, in fact, extended the scope of audit activities by the Financial Reporting Monitoring and Control Office;
- supervision of the progress made on implementing the Action Plans prepared following the outcome of inspections by Supervisory Authorities, as well as any requests for data and news;
- the monitoring of the qualitative and quantitative adequacy of the workforce and the evolution of the organisational structures of the Company Control Functions as part of the support provided on the Internal Control System.

In accordance with the above Operational Rules, the Control and Risk Committee has prepared and approved half-yearly reports on the activities carried out thereby, and on the adequacy of the Internal Control and Risk Management System, which were then submitted to the Board of Directors. It also prepared regular reports on the activities carried out in the individual meetings, presented at the first relevant meeting of the Board of Directors.



The Company's governance structure

Related Parties Committee



Elena Beccalli
CHAIR



Marisa Pappalardo



Monica Pilloni

The Related Parties Committee fulfils the duties and exercises the powers delegated to independent Directors by the applicable legislation on related parties and connected persons, as envisaged by the internal regulations approved by the Board of Directors, at the proposal of the Committee.

In particular, with reference to minor transactions, the Committee:

- evaluates the Bank's interest in carrying out the proposed transaction;
- assesses the convenience and substantial fairness of the conditions of the proposed transaction;
- provides a motivated, non-binding opinion, that may also be conditional on the observations made, spelling out the results of the assessments mentioned in a) and b) above.

As regards more significant transactions, in addition to the steps that it has to take in the case of less significant transactions, the Committee also gets promptly involved in the negotiations and preliminary phase by receiving a complete and updated flow of information with the right to ask for information and to make observations to the delegated bodies and to those in charge of carrying out the negotiations and the preliminary phase. The opinion expressed for the purpose of the resolution regarding the transaction is binding; in the case of a conditional opinion, the transaction can only be completed or executed if all of the conditions mentioned in the opinion expressed by the Committee have been fulfilled.

Furthermore, on the occasion of the periodic three-yearly review of the Related Parties and Associated Persons Policy, or in the event of any regulatory and/or organisational changes, the Committee expresses an analytical, binding and prior opinion on the approval of amendments to the Policy by the Board of Directors, assessing their regulatory compliance and their adequacy to the complexity of the Bank's management, formulating any proposals for updating to the Board.

In order to carry out its functions, the Committee: is assisted by the competent corporate functions; has the right of access, through its Chair, to the necessary corporate information; has adequate resources at its disposal; may avail of the collaboration of independent experts, including external ones, within the spending limits assigned by the Board of Directors in compliance with current internal regulations. These cost limits are not valid in the case of major significance transactions.

With regard to its composition, pursuant to the internal regulations, the Related Parties Committee is made up of three non-executive, fully independent directors (at least one of whom must be one of the directors elected by the minority, if any).

The Chair of the Board of Directors, the Chief Executive Officer and the members of the Board of Statutory Auditors may attend Committee meetings without voting rights. The Chair of the Committee may also invite the other members of the Board of Directors, the General Manager and the representatives of the competent company departments or other persons whose presence may be useful for the best performance of the Committee's functions.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

Minutes of Committee meetings are taken by the Secretary of the Committee, in agreement with the President.

The Committee reports at least once a year to the Board of Directors on the overall activities carried out. The Chair informs the Board of Directors of the activities carried out at the first possible meeting.

At the end of 2023 and at the date of approval of this Report, the Related Parties Committee was composed of the following three non-executive and independent Directors:

- Elena Beccalli (Chair);
- Marisa Pappalardo;
- Monica Pilloni.

The Committee met 18 times during 2023 and the average duration of each meeting was about one hour. MEETINGS

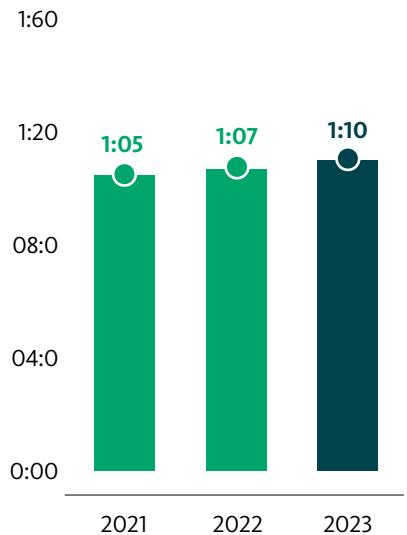
Committee meetings were always attended by at least one member of the Board of Statutory Auditors.

In addition, the Chair of the Committee invited the heads of the relevant corporate functions to attend the meetings in order to provide the appropriate in-depth analysis on specific topics on the agenda.

COMPOSITION

MEETINGS

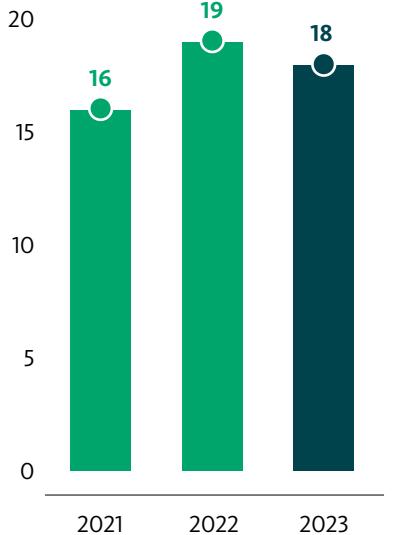
AVERAGE DURATION OF MEETINGS



In 2023, the following, among others, were invited to the Committee's meetings: the Chief Financial Officer - Deputy General Manager, the Chief Retail & Commercial Banking Officer, the Chief Corporate & Investment Banking Officer, the Chief General Counsel, the Chief Human Resource Officer, the Heads of the Credit, Marketing and Customer Governance, Insurance Strategies and Finance Departments, the Heads of the Corporate Development, Digital Business, Bancassurance Product & Services, Strategic Marketing and Product Governance, Legal Advisory and Structured Finance Services, and the Heads of the Financial Analysis Methodology, Reporting Pricing and Synergies, Monetics & Digital Payments and Lawsuits and Mediation Offices.

In 2024, five meetings had been held by the date of approval of this Report. The Committee meets whenever the need arises, usually in the days prior to the meetings of the Board of Directors.

NUMBER OF MEETINGS



FOCUS

THE ACTIVITIES OF THE RELATED PARTIES COMMITTEE IN 2023

In the context of the 2023 meetings, the Related Parties Committee inter alia:

- expressed a favourable opinion on a transaction of greater relevance concerning the merger between Sifà S.p.A., previously a fully-owned subsidiary of BPER Banca S.p.A. and UnipolRental S.p.A., previously a subsidiary of UnipolSai Assicurazioni S.p.A., with regard to which an agreement was signed for the launch of a strategic and commercial partnership between the BPER Group and the Unipol Group in the long-term rental sector;
- expressed 18 opinions on minor transactions, mainly involving overdraft transactions and trade agreements, and issued a favourable opinion in all cases;
- examined the periodic reporting on the transactions concluded with Related Parties and Associated Persons, on the risk activities of the Associated Persons and on the transactions in potential conflict of interest;
- expressed its opinion on the adoption of the "second level" internal regulation methodological manual on ordinary transactions concluded at market or standard conditions;
- expressed its opinion in relation to relevant transactions pursuant to the "Group Regulations on the Process of Managing Significant Interests of corporate representatives";



Nominations and Corporate Governance Committee



Silvia Elisabetta Candini
CHAIR



Roberto Giay



Elisa Valeriani

The Nominations and Corporate Governance Committee performs consultative, investigative and proposal-making functions in support of the activities of the Board of Directors. In particular, without prejudice to any further powers assigned to it by the applicable legislation, including self-regulation, the Committee is assigned the following tasks, as envisaged by the specific internal regulations approved by the Board of Directors, on the proposal of the Committee:

- a) support the Board of Directors in the prior identification of its qualitative and quantitative composition (and that of its Committees) considered optimal for the purposes of appointing Directors and in the subsequent phase of verifying the correspondence between this and the actual composition resulting from the appointment process;
- b) carry out preliminary activities for the purpose of verifying, by the Board of Directors, that the Company representatives meet the requirements of current regulations and supervisory provisions as well as support the Board in its adoption, and in the any updates, of the internal regulatory documentation relating to the verification of the requirements of the representatives, and of any other regulatory document adopted by the Bank pertaining to corporate governance, monitoring their actual implementation over time;
- c) provide a reasoned opinion to the Board of Directors on the removal of Directors who no longer meet the requirements laid down by current regulations and supervisory instructions;
- d) express an advisory opinion on proposals for the appointment of members of the Executive Committee (where established). For the purpose of the appointment or the integration of the Executive Committee, it provides support to the Board of Directors and, if needed, to the Executive Committee, in the prior identification of the optimal qualitative and quantitative composition of the latter and in the subsequent verification of the extent to which the optimal composition matches the actual composition resulting from the appointment process;

- e) express an advisory opinion on proposals for the appointment of the Chief Executive Officer, General Manager and the other members of General Management;
- f) support the Board of Directors in preparing, updating, approving and implementing plans aimed at ensuring the orderly succession in top management positions, in the event of termination of office or for any other reason, also verifying the existence of adequate procedures for the succession of top management;
- g) assist the Control and Risk Committee in the identification of candidates to be submitted to the Board of Directors for the appointment of heads of corporate control functions;
- h) support the Board of Directors in preparing the Corporate Governance Report and ownership structures;
- i) monitor the development of national and international regulations and best practices on corporate governance, updating the Board of Directors in the event of significant changes;
- j) verify the alignment of the Banking Group's corporate governance system with external regulations, with the recommendations of the codes of conduct to which the Bank declares its adherence and with national and international best practices, making proposals for the adjustment of said system to the Board of Directors, where it deems this necessary or appropriate;
- k) give an opinion to the Board of Directors on the proposal of the Chair of the Board of Directors in relation to the adoption and updating of the policy for the management of dialogue with the generality of shareholders, also taking into account the engagement policies adopted by institutional investors and asset managers;
- l) support the Board of Directors, also when expressing opinions and making proposals in the adoption, updating, implementation and monitoring of diversity policies, without prejudice to the obligations imposed by the laws and regulations, including secondary and self-regulatory provisions, in force from time to time.

With reference to banking and financial companies, pursuant to Article 106 of the CLB, asset management and investment securities belonging to the Banking group, the Committee expresses an opinion to the Board of Directors on proposals for the appointment of candidates to the offices of (i) Director, including in the event of co-option; (ii) member(s) of the Executive Committee, where this body is provided for by the respective Articles of Association; (iii) Chief Executive Officer or delegated Director, where these positions are provided for by the respective Articles of Association; (iv) General Manager, Deputy General Manager or similar positions provided for by the respective Articles of Association. In expressing this guidance, the Committee takes into account compliance with diversity objectives, without prejudice to the obligations imposed by the regulations, including secondary and self-regulatory provisions, in force from time to time.

In the framework of the self-assessment processes of the composition and functioning of the Board of Directors and of the Executive Committee (if established), the Committee is in particular called upon to (i) make a proposal to the Chair of the Board of Directors regarding the external professional to be entrusted with the self-assessment process, also providing assessments concerning the characteristics of neutrality, objectivity and independence it must have; (ii) make a proposal to the Chair of the Board of Directors regarding the corporate functions to be entrusted with running the process, supporting him/her in ensuring the adequacy and transparency of the self-assessment process; and (iii) assist the Board of Directors in the self-assessment process in accordance with the provisions of the internal regulations on the matter.

In order to carry out its functions, the Nominations and Corporate Governance Committee: cooperates with the other internal Committees of the Board of Directors, and in particular with the Remuneration Committee; is assisted by the competent corporate functions; has the right of access, through its Chair, to the necessary corporate information; has adequate resources at its disposal according to the decisions of the Board of Directors; may leverage the collaboration of experts, including external experts.

With regard to composition, pursuant to the internal regulations, the Committee consists of three non-executive Directors, most of whom are independent. The Chair of the Committee is appointed from among the independent members. The members of the Committee must possess, collectively, knowledge, skills and competences commensurate with the tasks of the Committee.

The Chair of the Board of Directors, the Chief Executive Officer and members of the Board of Statutory Auditors may attend Committee meetings without voting rights. From time to time, the Chair may invite other members of the Board of Directors, the General Manager or other persons whose presence may help to improve the performance of the Committee's functions.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

Minutes of Committee meetings are taken by the Secretary of the Committee, in agreement with the Chair.

The Committee reports annually to the Board of Directors on its overall activity. The Chair informs the Board of Directors of the activities carried out at the first possible meeting.

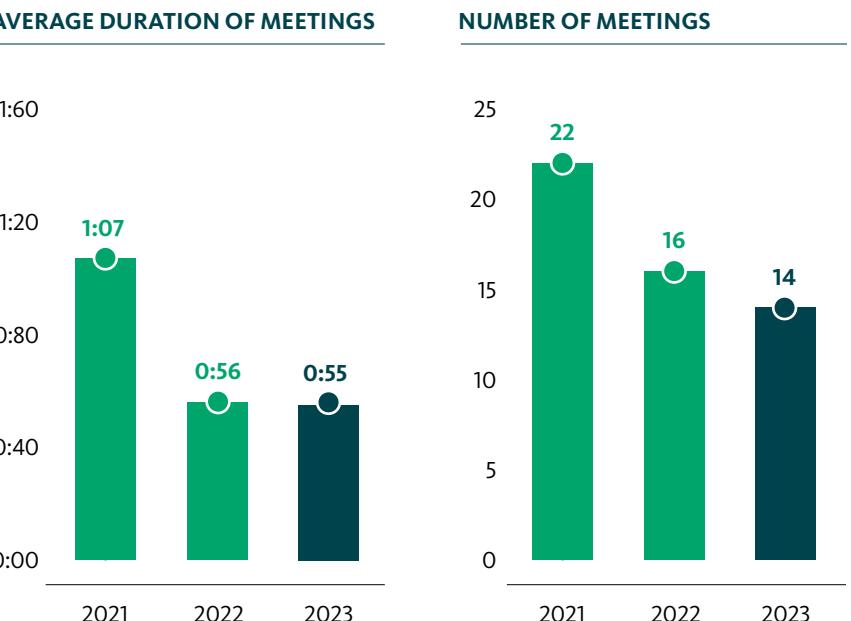
COMPOSITION

At the end of 2023 and at the date of approval of this Report, the Nominations and Corporate Government Committee was composed of the following three non-executive Directors, the majority of whom were independent:

- Silvia Elisabetta Candini (Chair of the Committee);
- Roberto Giay;
- Elisa Valeriani.

The Committee met 14 times in 2023 and the average duration of each meeting was slightly less than one hour. In 2023, one meeting was held jointly with the Sustainability Committee to examine topics of common interest.

MEETINGS



Committee meetings were always attended by at least one member of the Board of Statutory Auditors.

In addition, the Chair of the Committee also invited the heads of relevant corporate functions to attend, with regard to the specific items of their pertinence, in order to provide appropriate details about specific matters on the agenda. This occurred more frequently with the Chief General Counsel, the Chief Human Resource Officer and the Head of Corporate and Regulatory Affairs Service.

In 2024, the Committee held four meetings by the date of approval of this Report.

FOCUS



ACTIVITIES OF THE NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE IN 2023

In the context of the 2023 meetings, the Nominations and Corporate Governance Committee, among other things, took action as follows:

- carried out the activities related to the self-assessment processes conducted in 2022, as well as preparatory activities for the start-up of the self-assessment process with reference to the 2023 financial year, supporting the Chair of the Board of Directors on the adequacy and transparency of the process;
- examined the Recommendations of the Corporate Governance Committee of the Bank of Italy for the 2023 financial year, contained in the annex to the Letter from the Chair of the Committee dated 25 January 2023, formulating relevant proposals to the Board of Directors;
- supported the Board of Directors in preparing the Report on Corporate Governance and Ownership Structures;
- supported the Board of Directors in approving the three-year operational plan for the enhancement of gender diversity;
- supported the Board of Directors in the process of updating the internal regulations on succession plans;
- carried out the preliminary activities for the purposes of periodic verification, by the Board of Directors: (i) of the possession of the suitability requirements by the members of the Board and the General Manager; (ii) the adequacy of the collective composition of the management body; (iii) the non-existence of situations of incompatibility pursuant to interlocking regulations;
- supported the Board of Directors in the assessment of the renewal of the coordinated and continuous collaboration agreement of the Bank's General Manager and consequent alignment of the duration of their office;
- supported the Board of Directors in the process of appointing the Bank's Chief Financial Officer and in verification that the envisaged suitability requirements were met;
- carried out investigations and positioning activities relating to the appointment of members of the corporate bodies of certain Subsidiaries, on the occasion of the total or partial renewal of the aforesaid Bodies (both by resolution of the Shareholders' Meeting and by co-option), as well as members of General Management.



Remuneration Committee



Maria Elena Cappello
CHAIR



Monica Cacciapuoti



Cristiano Cincotti

The Remuneration Committee performs consultative, investigative and proposal-making functions in support of the activities of the Board of Directors. In particular, with reference to the Bank, and without prejudice to any further powers assigned to it by the applicable legislation, including secondary and self-regulation, the Committee is in particular responsible for following tasks, as envisaged by the specific internal regulations approved by the Board of Directors, on the proposal of the Committee:

- submit a proposal to the Board of Directors regarding the remuneration to be awarded to the Board itself and to the Board of Statutory Auditors to be submitted for the approval of the Shareholders' Meeting and how the remuneration approved thereby should be split among the various Directors;
- submit a proposal to the Board of Directors in relation to the remuneration to be paid to Directors holding particular offices, taking into account what is envisaged by the remuneration policy also with reference to the variable component;
- submit a proposal to the Board of Directors in relation to the remuneration to be paid to the members of General Management, as identified pursuant to the Company's Articles of Association, to the heads of the main business lines and corporate functions, as well as to those who report directly to the bodies responsible for strategic supervision, management and control;
- submit a proposal to the Board of Directors in relation to the remuneration to be paid to the managers and senior personnel of the company's control functions, as well as to the Executive responsible for financial reporting;
- express an opinion to the Board of Directors in relation to the determination of the remuneration of the "key personnel", as identified pursuant to the relevant provisions in force and on the basis of the internal regulations in effect, if the determination of the relative remuneration falls within the remit of the Board of Directors and has not been delegated by the latter to other Top Management bodies of the Bank;

- support the Board of Directors in drawing up the remuneration and incentive policies, including ensuring that: (i) they are consistent with the risk management framework; (ii) the treatment of non-recurring events is clearly defined; (iii) risk-sensitive indicators that take into account a sufficiently long period of time are also included; (iv) the remuneration of the heads of the corporate control functions is based on their relative control targets;
- express an opinion on the achievement of the performance targets to which the incentive plans are linked and on the verification of the other conditions set for the disbursement of the remuneration, also verifying that the application of any ex post adjustments is carried out in line with the remuneration policy and internal regulations. To this end, it makes use of the information received from the competent corporate functions;
- monitor the actual application of the remuneration policy;
- express an opinion to the Board of Directors, also making use of the information received from the competent corporate functions, on the results of the identification process of the "key personnel", including any exclusions pursuant to the regulations in force at the time;
- provide an opinion to the Board of Directors, for the purpose of approving any documents implementing the remuneration and incentive systems submitted for the approval of the Board of Directors;
- support the Board of Directors in the drafting of the Remuneration Report pursuant to Article 123-ter of the Consolidated Law on Finance to be approved by the Board and subsequently submitted to the Shareholders' Meeting;
- express an opinion, also using the information received from the competent corporate functions, on the adequacy, overall consistency and actual application of the remuneration and incentive policies approved by the Shareholders' Meeting;
- directly supervise, in close cooperation with the Board of Statutory Auditors, the compliance of the remuneration policy relating to the heads of the company's control functions with the applicable regulatory provisions, as well as on its correct application;
- prepare documentation on remuneration policies and practices to be submitted to the Board of Directors for decision;
- ensure the involvement of the relevant corporate functions in the process of drawing up and monitoring remuneration policies and practices;
- verify that the remuneration system takes into account sustainability issues, including those related to the gender pay gap.

With reference to banking and financial companies pursuant to Article 106 of the Consolidated Law on Banking, asset management and investment securities forming part of the Banking Group, the Committee expresses its guidelines to the Board of Directors on:

- remuneration to be awarded to members of the Board of Directors and the Board of Statutory Auditors, to members of the Executive Committee, where envisaged by the respective Articles of Association and to Directors with specific responsibilities;
- remuneration to be awarded to General Managers, to Deputy General Managers or to holders of similar positions, where envisaged by the respective Articles of Association.

In order to carry out its functions, the Committee:

- collaborates and coordinates with the other internal Committees of the Board of Directors, promptly informing them of the results of their assessments, if deemed relevant;
- is assisted by the competent corporate functions; has the right to access, through its Chair, the necessary company information; has adequate resources according to the determinations of the Board of Directors;
- may use the services of experts, inclusive of external experts, to ensure that the incentives under the remuneration and incentive scheme are consistent with the Bank's management of its risk, capital and liquidity profiles. In such a case, the Committee, with the support of the competent corporate functions, shall verify in advance that the external expert appointed is not in a situation such as to compromise his/her independence of judgement.

With regard to composition, pursuant to the internal regulations, the Committee consists of three non-executive Directors, most of whom are independent. The Chair of the Committee is appointed by the Board of Directors from among the independent members. Committee members must have, individually and collectively, adequate knowledge, skills and competence regarding remuneration policies and practices and risk management and control activities, in particular with regard to the mechanism for aligning the remuneration structure with risk, capital and liquidity profiles. At least one member of the Committee must have adequate knowledge of and experience in finance, to be assessed by the Board of Directors at the time of appointment.

None of the Committee members participate in the meetings with items on the agenda regarding individually the specific remuneration thereof.

The Chair of the Board of Directors and/or the Chief Executive Officer may attend, without voting rights, the Committee meetings (unless proposals relating to their remuneration are formulated at the meeting). Members of the Board of Statutory Auditors also attend. When it seems appropriate in view of the subject matter dealt with, and in particular when examining the incentives underlying the Bank's and

the Group's remuneration and incentive system, the Chair of the Control and Risk Committee (or another member of this Committee delegated by the Chair), with whom there is coordination in any case, may be invited to attend the Committee's meetings.

From time to time, the Chair may invite other members of the Board of Directors, the General Manager and the representatives of the competent company functions or other parties whose presence may help to improve the performance of the Committee's functions to the Committee meetings. In particular, the Chair invites the Chief Risk Officer to attend meetings where, with regard to the remuneration policy and the incentive systems, issues are discussed that require assessment and/or verification of the risks assumed by the Company, using methods that are consistent with those used by the Bank for the management of the risk profiles and capital and liquidity for regulatory or internal purposes.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

Minutes of Committee meetings are taken by the Secretary of the Committee, in agreement with the Chair.

The Committee reports to the Board of Directors, at least every year, on the activities carried out. The Chair informs the Board of Directors of the activities carried out at the first possible meeting. The Committee also responds to the Shareholders' Meeting in circumstances established by applicable law.

Following the appointment of the Director Monica Cacciapuoti by the Shareholders' Meeting of 5 November 2022, the Board of Directors of BPER on 24 November 2022 revised the composition of the Remuneration Committee.

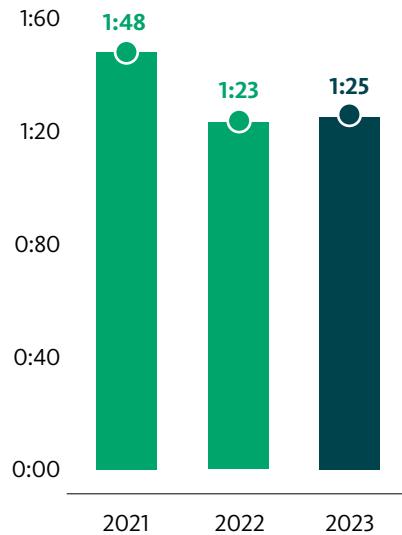
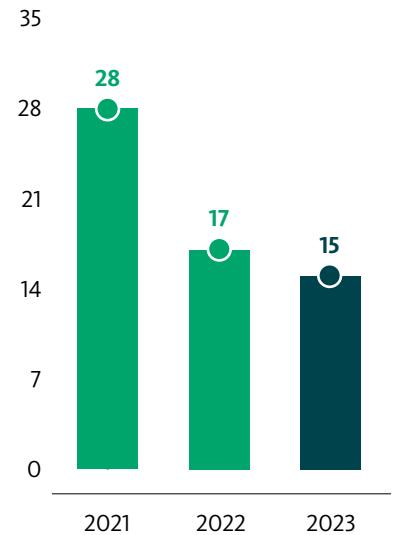
At the end of 2023 and at the date of approval of this Report, the Remunerations Committee was composed of the following three non-executive Directors, the majority of whom were independent:

- Maria Elena Cappello (Chair of the Committee);
- Monica Cacciapuoti;
- Cristiano Cincotti.

COMPOSITION

The Company's governance structure

MEETINGS The Committee met 15 times in 2023 and the average duration of each meeting was slightly less than one hour and a half.

AVERAGE DURATION OF MEETINGS**NUMBER OF MEETINGS**

Committee meetings were always attended by at least one member of the Board of Statutory Auditors.

The Chair of the Committee also invited the heads of relevant corporate functions to attend, with regard to the specific items of their pertinence, in order to provide appropriate details about specific matters on the agenda. This occurred more frequently with the Chief Financial Officer - Deputy General Manager, the Chief Human Resource Officer, the Chief Risk Officer, the Head of the Human Capital Strategy Service, the Head of the Planning and Control Department, the Head of the Risk Governance Service, the Head of the Strategic Monitoring Office, the Head of the ESG Strategy Service, the Head of the Total Reward Office and the Staff of the Chief Private & Wealth Management Officer.

In 2024, as of the date of approval of this Report by the Board, the Committee had held six meetings, one of which informally.

FOCUS

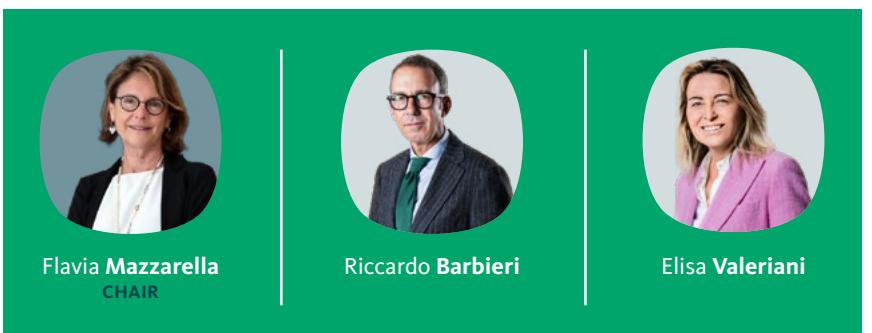


ACTIVITIES OF THE REMUNERATION COMMITTEE IN 2023

In the context of the 2023 meetings, the Remuneration Committee inter alia:

- issued opinions and indications regarding the definition of the overall framework of BPER Banca's "Remuneration Policies" for the 2023 financial year, summarised in the annual Report on remuneration policy and compensation paid, to be examined by the Shareholders' Meeting. In this context, the Committee also verified the adequacy of the above-mentioned Policies against the latest regulatory updates and oversaw the annual process of identifying the scope of the Material Risk Takers. The Committee also gave a favourable opinion on the proposal to authorise the purchase of treasury shares to service the remuneration plans for the year 2023;
- expressed a favourable opinion on the methods identified for the definition of the MBO Plan for 2023, whose approval pertains to the Management Body, in application of current Supervisory regulations;
- verified the correct application of the 2022 Remuneration Policies and their alignment with the practices adopted by the Group, also through continuous benchmarking against peers in the sector;
- expressed a favourable opinion on the overall remuneration to be allocated to members of Top Management in the company and in the Group and in particular to members of the General Management of the Parent Company and Subsidiaries;
- expressed its favourable opinion on the results of the annual salary review regarding the company's Top Management;
- expressed a favourable opinion on the determination of remuneration for resources falling within the deliberative competence of the Board of Directors, as well as on the methods proposed for the management of severance pay for members of the company's Top Management;
- analysed and expressed a favourable opinion on the acceptance of a proposal to adjust the targets used to calculate the Bonus Pool and the Strategy Scorecard to the findings of the 2023 Revised Budget, aimed at better aligning the relative results to the changed market dynamics and to the relevant changes that have taken place in the Group's structure;
- examined and expressed a favourable opinion on the final results of the application of the 2022 MBO Plans, while focusing on the impact of the final results on the determination of the 2022 Bonus Pools, both at an overall level and with reference to the individual clusters into which the corporate workforce receiving short-term incentive schemes is divided;
- analysed the results of surveys compiled by employees of the BPER Banca Group, with the aim of verifying whether there are any gender-related pay differentials among the workforce operating in Italy;
- expressed its favourable opinion on the amount of remuneration to be allocated to members of the corporate Bodies of the Group Banks and Legal Entities, to be submitted for decision to the competent corporate Bodies of the same;
- analysed and expressed a favourable opinion on a proposal concerning the remuneration system for the Company's Networks of Financial Consultants;
- formulated preliminary assessments regarding the structure of the Remuneration Policy for the year 2024.

Sustainability Committee



The Sustainability Committee has the role to support the Board's activities in the field of sustainability, with an impact on all the processes, structures and corporate controls through which the Bank ensures, in compliance with Principle I of the Corporate Governance Code and the principles drawn up by the competent international Bodies, the pursuit of sustainable development, with particular reference to environmental, social and governance issues.

In particular, pursuant to the relevant internal regulations, approved by the Board of Directors and without prejudice to any further powers assigned to it by the applicable legislation, including self-regulation, the Committee is tasked with the following:

- a) examining and assessing, at least once a year, the contents of the Group's Sustainability Policy as well as its ability to ensure, through constant dialogue with all stakeholders, the achievement of sustainable development objectives;
- b) examining and assessing other policies, final reports and reports – especially the Consolidated Non-Financial Statement – prepared by the corporate functions in charge of controlling and overseeing sustainability issues, in particular the (managerial) Sustainability Committee and the ESG Strategy Office, as well as any reports from the Chief Executive Officer concerning problems and critical issues that have emerged during the performance of his activities or of which he has become aware;
- c) assessing the Bank's positioning within sustainability metrics, indices and market benchmarks;
- d) monitoring relevant initiatives (forums, associations, study and analysis events) organised at international and domestic level in order to promote and strengthen awareness of sustainability issues, also assessing, on the basis of their relevance and effectiveness, the degree of involvement of the Bank in achieving sustainable development objectives;

- e) monitoring initiatives and programmes aimed at disseminating, throughout the Bank's organisational structure, the culture of sustainability and the awareness, on the part of its resources, of the need to pursue sustainable development;
- f) assessing technological, environmental, social, economic, political and geopolitical scenarios and macro-trends that are likely to have a significant impact on society as a whole in the long term and, consequently, on the Bank's corporate purpose and the way it relates to society;
- g) promoting and/or supporting initiatives aimed at analysing these scenarios.

In order to carry out its functions, the Committee: cooperates with the other internal Committees of the Board of Directors; is assisted by the competent corporate functions; has the right of access, through its Chair, to the necessary corporate information; has adequate resources at its disposal according to the decisions of the Board of Directors; may leverage the collaboration of experts, including external ones.

Pursuant to the internal regulations, the Committee consists of a minimum of three and a maximum of five non-executive Directors, the majority of whom are independent. The Chair of the Committee is appointed from among the independent members. At least one member of the Committee must have adequate experience and knowledge, to be assessed by the Board of Directors at the time of appointment, on the subject of sustainability.

The Chair of the Board of Directors (if he/she is not already a member), the Chief Executive Officer and the members of the Board of Statutory Auditors may also attend meetings without voting rights. The Committee Chair may also invite the other members of the Board of Directors, the General Manager and the representatives of the competent company departments or other persons whose presence may be useful for the best performance of the Committee's functions.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

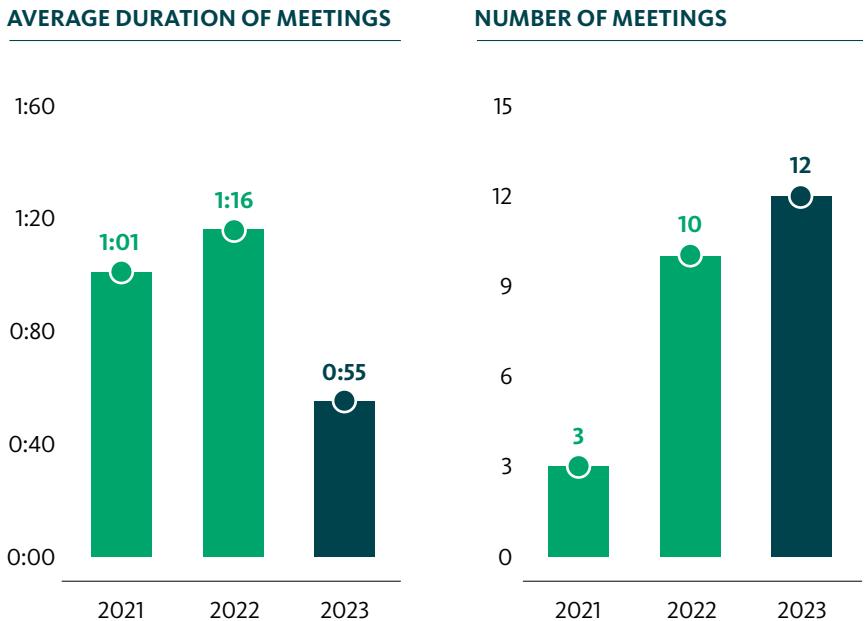
Minutes of Committee meetings are taken by the Secretary of the Committee, in agreement with the Chair.

The Committee reports annually to the Board of Directors on its overall activity. Furthermore, the Chair informs the Board of Directors of the activities carried out by the Committee at the first possible meeting.

COMPOSITION At the end of the 2023 financial year and at the date of approval of this Report, the Sustainability Committee was composed of the following three non-executive Directors, the majority of whom were independent:

- Flavia Mazzarella (Chair of the Committee);
- Riccardo Barbieri;
- Elisa Valeriani.

MEETING The Committee met 12 times in 2023 and the average duration of each meeting was slightly less than one hour.



In 2023, one meeting was held jointly with the Nominations and Corporate Governance Committee, to examine topics of common interest.

The Committee meeting was attended by at least one member of the Board of Statutory Auditors.

In addition, the Committee also invited the heads of relevant corporate functions to attend the meetings in order to provide appropriate details about specific matters on the agenda. This was most frequently the case with: the Chief Financial Officer - Deputy General Director, the Chief Human Resource Officer, the Chief Compliance Officer; the Chief Risk Officer, the Chief Lending Officer, the Head of the Planning and Control Department, the Head of the Investment Products Service and the Head of the ESG Strategy Service.

In 2024, three meetings had been held by the date of approval of this Report.

FOCUS



ACTIVITIES OF THE SUSTAINABILITY COMMITTEE IN 2023

During 2023, inter alia, the Committee examined and discussed:

- the 2023 incentive plans, with particular regard to the composition of the ESG metric contained in the Strategic Personnel Sheet;
- the unsolicited and solicited ESG ratings;
- the implementation of the sustainability targets related to ESG issues, based on the 2022-2025 Business Plan;
- the Consolidated Non-Financial Statement;
- the three-year Operational Plan for the enhancement of gender diversity;
- the information to the Sustainability Committee relating to the updating of the Group Company disclosures pursuant to Regulation No. 2088/2019 on transparency on the sustainability of financial services;
- periodic monitoring of exchanges with the Supervisory Authority in relation to ESG issues;
- proposals for the adaptation of internal regulations on sustainability;
- definition of the decarbonisation targets pursuant to the Net-Zero Banking Alliance;
- periodic monitoring of the ESG Compliance Program;
- methods for integration of ESG factors into the Bank's processes;
- Financial Inclusion objectives pursuant to the Report Principles for Responsible Banking;
- the materiality analysis relating to the year 2023.

3.4. Board of Statutory Auditors

Composition of the Board of Statutory Auditors at the date of approval of this Report

Until 1 February 2024, the Board of Statutory Auditors was composed of three standing members, in the persons of: Daniela Travella (Chair); Carlo Appetiti and Patrizia Tettamanzi (Standing Auditors). The Statutory Auditor Carlo Appetiti resigned from office with effect from 1 February 2024. The full composition of the Board of Statutory Auditors will be restored at the Ordinary Shareholders' Meeting for the approval of the 2023 financial statements, scheduled for 19 April 2024.



Daniela Travella
CHAIR



Nationality
Italian



In office since
23 June 2021
(date of first appointment)



Professional background
Freelance professional (Chartered Accountant and Auditor) and Academic

Daniela Travella graduated in Economics and Business from the L. Bocconi University in Milan. Currently the Chair of the Board of Statutory Auditors of BPER Banca S.p.A. She has been a member of the Association of Chartered Accountants since 1992 and a member of the Institute of Auditors since 1995. She was one of the founders of Pro. & Co. Studio Associato of Milan, specialised in business consulting. Since 1992, she has been a researcher and lecturer at Bocconi University and SDA Bocconi. She also holds the following positions: Chair of the Board of Statutory Auditors of RE_View Società tra Professionisti S.p.A.; Standing Auditor of Laboratorio Farmaceutico S.I.T. - Specialità Igienico Terapeutiche S.r.l.; Alternate Auditor of MC Prefabbricati S.p.A., Officina Meccanica Sestese S.p.A. and Brioschi Sviluppo Immobiliare S.p.A. Previously, she held positions in numerous Italian companies, listed and unlisted.



Patrizia Tettamanzi
STANDING AUDITOR



Nationality
Italian



In office since
21 April 2021
(date of first appointment)



Professional background
Freelance professional (Chartered Accountant and Auditor) and Academic

Patrizia Tettamanzi graduated in Business Administration from L. Bocconi University in Milan, and she obtained a Ph.D. at the same University. She has been a Standing Auditor of BPER Banca S.p.A. since 2021; from 2019 to 2021 she was an Alternate Auditor. She has been a Chartered Accountant and Auditor since 1998 and exercises this activity as a freelance professional. She is Full Professor of Business Economics at LIUC – Università Cattaneo and Adjunct Professor at Bocconi University for Financial Reporting and Analysis and Financial Accounting courses. Previously, she held various academic positions, as well as office as an external member of the Supervisory Board and effective member of the Supervisory Board of unlisted Italian companies operating in the banking and financial sectors. Since 2020 she has been an Alternate Auditor of A2A S.p.A. She also holds the position as a standing member of the supervisory board of some listed and unlisted joint-stock companies; she is a standing member of the Supervisory Board of some companies, including Giacomini S.p.A.

For details of the offices held, please refer to the profile published on the website <https://istituzionale.bper.it>, in the section Governance – Board of Statutory Auditors.

The Company's governance structure

Appointment and replacement of Auditors

APPOINTMENT

Pursuant to the applicable regulations and the provisions of the Articles of Association, the Shareholders' Meeting elects three Standing Auditors, including the Chair, and two Alternate Auditors.

The Statutory Auditors remain in office for three years and their mandate expires on the date of the Meeting called to approve the financial statements for the last year of their appointment, and they may be re-elected.

The Statutory Auditors must meet the requirements, also of independence, established by current law to perform their duties, otherwise they cannot be elected or, if they subsequently fail to meet the requirements, they will lose office. Furthermore, the members of the Board of Statutory Auditors must meet the requirements and eligibility criteria provided for in the Consolidated Law on Finance and its implementing provisions, in the sector regulations and, specifically, in Article 26 of the CLB and Italian Ministerial Decree No. 169/2020.

The limits on the accumulation of administration and control appointments laid down by current regulations also apply to the Statutory Auditors. In any case, pursuant to Article 30, paragraph 3, of the Articles of Association, the Statutory Auditors may not hold positions in bodies other than control bodies in other Legal Entities or in which the Company holds, directly or indirectly, a strategic investment, as defined by the Supervisory Authority.

Members of the Board of Statutory Auditors are appointed in compliance with the laws and regulations in force, on the basis of the list voting mechanism.

In particular, the elective system adopted by the Articles of Association of BPER (Articles 31 et seq.) is characterised by the following specific features:

- each list is split into two sections, one for the candidates for the position of Acting Auditor and one for the candidates for the position of Alternate Auditor, has to have a number of candidates not exceeding the number of Statutory Auditors that are to be elected;
- at least one of the candidates for the position of Acting Auditor and at least one of the candidates for the position of Alternate Auditor contained in the respective sections of the list must be enrolled in the register of auditors and have acted as an auditor for not less than three years;
- the lists that, considering both sections, contain a number of candidates equal to or greater than 3 must ensure compliance with the gender balance at least to the minimum extent required by current legislation, in accordance with the provisions of the meeting notice;
- the lists may be submitted by Shareholders who, individually or collectively, hold at least 0.50% of the share capital represented by ordinary shares, or a lower percentage established by current regulations;
- if only one list is filed by the deadline or only lists presented by shareholders who are

associated with each other are presented, lists can be submitted up to the third day subsequent to the deadline, and the required submission threshold is halved;

- at any rate, at least one Standing Auditor and one Alternate Auditor are elected by minority shareholders who are not associated, even indirectly, with the shareholders that submitted or voted for the list that obtained the highest number of votes;
- if several lists are validly submitted, the mechanism for the election of the statutory auditors is described in Article 32 of the Articles of Association;
- if only one valid list is submitted, all the Statutory Auditors to be elected are taken from that list. In this case, the first candidate for the office of standing Auditor in the relevant section of the list is elected Chair of the Board of Statutory Auditors.
- if no valid list is submitted, or the number of Statutory Auditors to be elected has not been reached, the missing Statutory Auditors are elected on the basis of candidates proposed by shareholders at the General Meeting pursuant to Article 32 of the Articles of Association;
- in the event of a tie between various candidates, the Meeting shall hold a second ballot among the candidates;
- the Chair of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from among the Statutory Auditors elected by the minority.

For more information on the appointment procedure for the Statutory Auditors of BPER, please refer to the Articles of Association, published on the website <https://istituzionale.bper.it>, in the section Governance - Documents.



**BPER Banca
Articles of
Association**

REPLACEMENT

Pursuant to Article 33 of the Articles of Association, if the Chair of the Board of Statutory Auditors ceases to serve, the Alternate Auditor taken from the same list as the former Chair takes office until the number of auditors on the Board has been completed pursuant to Article 2401 of the Italian Civil Code.

If, on the other hand, an Standing Auditor is no longer available, the Alternate Auditor from the same list takes over. The new Auditor remains in office until the next Shareholders' Meeting, which shall complete the number of members of the Board of Statutory Auditors.

If the Meeting is required to elect the Standing and/or Alternate Auditors required to complete the Board of Statutory Auditors, the Meeting shall proceed according to the provisions of Article 33 of the Articles of Association.

Also on the occasion of the replacement of an Auditor, the Bank shall ensure compliance with the regulatory provisions on gender balance.

For more information on how to replace BPER Auditors, please refer to the Articles of Association, published on the website <https://istituzionale.bper.it>, in the section Governance - Documents.

Composition of the Board of Statutory Auditors

The Board of Statutory Auditors in office at the end of the 2023 financial year and at the date of approval of this Report was appointed for the three-year period 2021-2023 by the Shareholders' Meeting of 21 April 2021 and subsequently supplemented by the Shareholders' Meetings of 23 June 2021 and 27 July 2022.

Please note that, on occasion of this appointment, at the time of submission of the lists and appointment, there were no reports of connection and/or significant relations pursuant to Article 147-ter of the Consolidated Law on Finance and CONSOB Communication no. DEM/9017893 of 26 February 2009. For further information, see the minutes of the Shareholders' Meeting filed at the register office of the Issuer, available on the 1INFO storage mechanism and on the website <https://istituzionale.bper.it/>, in the section Governance Section - Shareholders' Meeting:

LIST	SUBMITTING SHAREHOLDERS'	CANDIDATES	VOTES OBTAINED
List No. 1	Studio Legale on behalf of 11 managers ³ of 19 UCITS, with a 1.73% stake in the share capital of BPER	1. Paolo De Miti (standing)* 2. Patrizia Tettamanzi* ¹ (alternate)	votes 331,019,097 (43.72% of votes cast and 23.42% of total share capital)
List No. 2	Fondazione di Sardegna, with a 10.22% stake in BPER's share capital	1. Mario Salaris (standing) 2. Donatella Rotilio (alternate)	149,600,796 votes (19.76% of votes cast and 10.59% of total share capital)
List No. 3	Unipol Gruppo S.p.A., with a 9.56% stake in the share capital of BPER	1. Nicola Bruni* ² (standing) 2. Daniela Travella (standing) 3. Andrea Scianca* (alternate) 4. Rossella Porfido (alternate)	267,239,667 votes (35.29% of votes cast and 18.91% of total share capital)

*Candidates who were elected.

- Patrizia Tettamanzi, who was initially elected Alternate Auditor by the Shareholders' Meeting of 21 April 2021, took over as Standing Auditor on the same date until the Shareholders' Meeting of 23 June 2021, due to the need to complete the composition of the Board of Statutory Auditors pursuant to Article 33, paragraph 2 of the Articles of Association, since only two Standing Auditors were elected; subsequently, the aforementioned Shareholders' Meeting of 23 June appointed Patrizia Tettamanzi as Standing Auditor on the basis of the candidature submitted on behalf of 12 managers of 19 UCITS. To replace Patrizia Tettamanzi (as already stated, in the meantime appointed as Standing Auditor), the same Shareholders' Meeting of 23 June, again on the basis of a proposal submitted on behalf of 12 managers of 19 UCITS, appointed Sonia Peron as the new Alternate Auditor.
- As noted above, Nicola Bruni, who resigned with effect from the Shareholders' Meeting of 23 June 2021, was replaced by Daniela Travella appointed by the said Shareholders' Meeting of 23 June 2021 at the proposal of the shareholder Unipol Gruppo S.p.A.

³ Specifically: (i) Amundi Asset Management SGR S.p.A., manager of the Amundi Risparmio Italia and Amundi Sviluppo Italia funds; (ii) Bancoposta Fondi S.p.A. SGR, manager of the Bancoposta Rinascimento fund; (iii) Eurizon Capital SGR S.p.A., manager of the funds Eurizon PIR Italia Azioni; Eurizon Progetto Italia 40, Eurizon Azioni Italia and Eurizon Progetto Italia 70; (iv) Fideuram Asset Management Ireland, manager of the fund Fonditalia Equity Italy; (v) Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A., manager of the funds Fideuram Italia, Piano Azioni Italia and Piano Bilanciato Italia 50; (vi) Interfund Sicav - Interfund Equity Italy; (vii) Kairos Partners SGR S.p.A., in its capacity as Management Company of Kairos International Sicav - Italy section and Management Company of Kairos International Sicav - PIR section; (viii) Mediobanca SGR, manager of the fund Mediobanca Mid and Small Cap Italy; (ix) Mediolanum Gestione Fondi SGR S.p.A., manager of the funds Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; (x) Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; and (xi) Pramerica Sicav - Italian Equity section. Furthermore, at the subsequent Shareholders' Meeting of 23 June, Studio Legale acted on behalf of 12 managers. Specifically, in addition to those represented at the Shareholders' Meeting of 21 April, it also acted on behalf of Eurizon Capital SGR S.p.A., manager of the fund Eurizon Fund Italian Equity Opportunities.

The Company's governance structure

The Board of Statutory Auditors in office at the end of the 2023 financial year was composed of the following Statutory Auditors:

Members (name and surname)	OFFICE
Daniela Travella	Chair
Carlo Appetiti	Standing Auditor
Patrizia Tettamanzi	Standing Auditor
Sonia Peron	Alternate Auditor
Andrea Scianca	Alternate Auditor

Following the resignation of the Chair Nicola Bruni and the need to complete the Board of Statutory Auditors, the subsequent Shareholders' Meeting of 23 June 2021 appointed:

- Daniela Travella, as Chair of the Board of Statutory Auditors, to replace Nicola Bruni, who resigned from office at the same Shareholders' Meeting of 23 June 2021;
- Patrizia Tettamanzi, as Standing Auditor; and
- Sonia Peron, as Alternate Auditor to replace Patrizia Tettamanzi (due to the latter's appointment as Standing Auditor).

As a result of the resignation on 6 June 2022, effective immediately and for strictly personal reasons, by the Standing Auditor Paolo De Mitri, the Shareholders' Meeting of 27 July 2022 arranged for the relative replacement through the appointment of Carlo Appetiti as Standing Auditor.

In accordance with the applicable regulations, the Board of Statutory Auditors has, from time to time, verified that the Statutory Auditors meet the suitability requirements and criteria, as well as their compliance with the applicable regulatory and self-regulatory provisions, verifying the adequacy of its overall composition and the correspondence of the actual composition with the optimal composition identified in the Guidelines to Shareholders published in 2021 in view of the renewal of the Control Body.

On 18 January 2024, the Statutory Auditor Carlo Appetiti resigned from office, with effectiveness from 1 February 2024.

Following the above mentioned resignation, it was however not possible for one of the Alternate Auditors to take over, considering that: (i) pursuant to art. 33.2 of the Articles of Association, if the office of one of the Standing Auditors, other than that of the Chair, falls vacant, the Alternate Auditor drawn from the same list takes over, and remains in place until the first subsequent Shareholders' Meeting; (ii) in the case in question, however, the Statutory Auditor Carlo Appetiti was appointed by the Shareholders' Meeting of 27 July 2022 on the basis of a proposal submitted on behalf of the following shareholders, who jointly own a percentage equal to 1.71111% of the share capital: Amundi Asset Management SGR S.p.A., manager of the funds: Amundi Dividendo Italia, Amundi Accumulazione Italia PIR 2023, Amundi Risparmio Italia,

Amundi Sviluppo Italia; BancoPosta Fondi SGR S.p.A., manager of the Bancoposta Rinascimento fund; Eurizon Capital SGR S.p.A., manager of the funds: Eurizon Progetto Italia 70; Eurizon Azioni Italia, Eurizon PIR Italia Azioni, Eurizon Progetto Italia 40; Fideuram Asset Management Ireland, manager of the fund Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A., manager of the funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50, Piano Bilanciato Italia 30; Interfund SICAV - Interfund Equity Italy; Mediobanca SGR S.p.A., manager of the Mediobanca Mid & Small Cap Italy fund; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; Mediolanum Gestione Fondi SGR S.p.A., manager of the funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; (iii) moreover, the taking over by the Alternate Auditor appointed by the same Shareholders with reference to List no. 1 from which the Auditor De Mitri had been drawn (following whose resignation the Auditor Appetiti was appointed) - Sonia Peron - would not have allowed compliance with the regulatory and statutory provisions (see art. 31.6) on gender balance.

For the reasons set out and in line with what has already been done in 2022, the full composition of the Board of Statutory Auditors will be restored at the Ordinary Shareholders' Meeting to approve the 2023 financial statements, scheduled for 19 April 2024.

The summary of the personal and professional characteristics of each appointed Standing Auditor, identifying their professional experience and skills, is published on the website <https://istituzionale.bper.it>, in the section Governance - Board of Statutory Auditors.

The list of offices held by each member of the Board of Statutory Auditors, as stated in the latest reports to the Bank, is shown in Table 6, attached to this Report.

As noted above, the periodic assessment of the possession of the independence requirements of the Statutory Auditors was carried out by the Board of Statutory Auditors on 18 July 2023, which verified compliance with the provisions of Article 148, paragraph 3, of the Consolidated Law on Finance, Article 14 of Italian Ministerial Decree 169/2020, as well as Recommendations 7 and 9 of the Corporate Governance Code.

INDEPENDENCE

In particular, this verification was carried out taking into account the "Rules for verifying the independence requirement of the Directors", which the Board of Statutory Auditors adopted on 19 July 2022 (on this point, please refer to the preceding paragraph "Independent Directors and Lead Independent Director").

Without prejudice to the foregoing, it should be noted that during the term of office, the verification of independence shall be carried out by the Board of Statutory Auditors at least once a year and, in any case, upon the occurrence of any situation that may compromise the ongoing validity of the independence requirements.

Diversity criteria and policies in the composition of the Board of Statutory Auditors

With regard to gender diversity, the Articles of Association stipulate that the composition of the Board of Statutory Auditors must ensure a balance between genders in accordance with current regulations. In this regard, it should be noted that: (i) Article 148, paragraph 1-bis, of the Consolidated Law on Finance provides that at least 2/5 of the standing members of the Board of Statutory Auditors must belong to the less represented gender, with the specification that if, as in the case of BPER, the Control Body is composed of three members, the rounding takes place downwards to the lower unit (see Article 144-undecies.1, paragraph 3, of the Issuer Regulations); (ii) Circular 285/2013 also establishes that in the Bodies with strategic supervision and control functions, the number of members of the less represented gender is at least 33% of the members of the Body, approximating the lower integer if the first decimal is 5 or less (otherwise it approximates the higher integer); (iii) Recommendation 8 of the Corporate Governance Code establishes that at least one third of the management body and of the control body is made up of members of the less represented gender.

Compliance with this criteria is ensured by statutory provisions governing the composition of the lists of candidates and the election of Board members, including the application of a sliding mechanism.

In compliance with the above, at the end of the financial year 2023, one third of BPER's Board of Statutory Auditors was made up of male members and two thirds of female members.

In addition, the composition of the Board on that date was in line with the applicable legal and self-regulatory provisions as well as with the guidelines issued by national and European Authorities, which call for adequate diversification in terms of age, gender, length of stay in office and skills, in order, among other things, to encourage discussion and debate within the Body and encourage the emergence of a plurality of approaches and perspectives.

Given the above, as noted above in the paragraph of this Report on the Board of Directors, in order to ensure full compliance with the principles of diversity and inclusion within the BPER Group and to ensure adequate diversification of the Corporate Bodies, the Board of Directors of 28 April 2022, with the favourable opinion of the Nominations and Corporate Governance Committee, approved the "Policy on Diversity, Equity and Inclusion in the Corporate Bodies and in the company population of the BPER Banca Group", which defines the Principles and commitments that the Group intends to accept to promote inclusion and equal opportunities within its own organisation, including the Corporate Bodies, the Subsidiaries and all company personnel. For more information, please refer to the Policy published on the website <https://istituzionale.bper.it/>, in the section Governance - Documents.

With regard to the corporate bodies of the subsidiaries, the Bank has also adopted the General Guidelines for the Composition, Designation and Remuneration of the Members of the Corporate Bodies of the Subsidiaries of BPER Banca S.p.A. This document, most recently updated on 20 December 2023, includes provisions intended to ensure an adequate diversification in the above-mentioned corporate bodies, also in terms of gender balance, establishing that at least 20% of members must belong to the least represented gender (with arithmetic rounding).



Policy on diversity, equity and inclusion in the Corporate Bodies and in the company population of the BPER Banca Group

The Company's governance structure

Functioning of the Board of Statutory Auditors

The operation of the Board of Statutory Auditors, without prejudice to the provisions of the law, is governed by the Articles of Association and the Operating Rules of the Board of Statutory Auditors, approved by the latter.

Pursuant to the aforementioned Operating Rules, a Board of Statutory Auditors meeting is usually convened prior to the meetings of the Board of Directors and, in any case, whenever it is necessary to deal with the matters for which it is responsible.

The meeting notice shall be sent, except in cases of urgency, at least five days prior to the date of the meeting.

With regard to support documentation and prior information, the Operating Rules provide that the Chair of the Board of Statutory Auditors, with the assistance of the competent corporate organisational unit, shall ensure that the documentation to be submitted in support of the activities falling within the competence of the Board of Statutory Auditors is adequate, in terms of quality and quantity, with respect to the matters to be discussed at each meeting.

Pursuant to the aforementioned Operating Rules, the above-mentioned documentation is made available to the members of the Board, as a rule, five days prior to each meeting. If, for particular organisational reasons, the documentation made available within this deadline is not exhaustive, subsequent additions shall in any case be provided, subject to authorisation by the Chair, no later than the day of the meeting.

With regard to the provision of the aforementioned documentation, the Operational Rules provide that such documentation be deposited with the competent corporate organisational unit, as well as through the special Confidential Platform used for the management of meetings of the Bank's governing bodies.

Meetings are held at the company's registered office or at other premises of the Bank's management or, exceptionally, elsewhere in Italy. Where required, meetings of the Board may be held using remote connection systems in accordance with the Articles of Association.

Resolutions are valid if the meeting is attended by a majority of its current Statutory Auditors. Resolutions are adopted by a majority of those present.

The Board of Statutory Auditors may, from time to time, and in relation to specific items on the agenda, invite to its meetings persons whose contribution may enhance the information available to the Statutory Auditors.

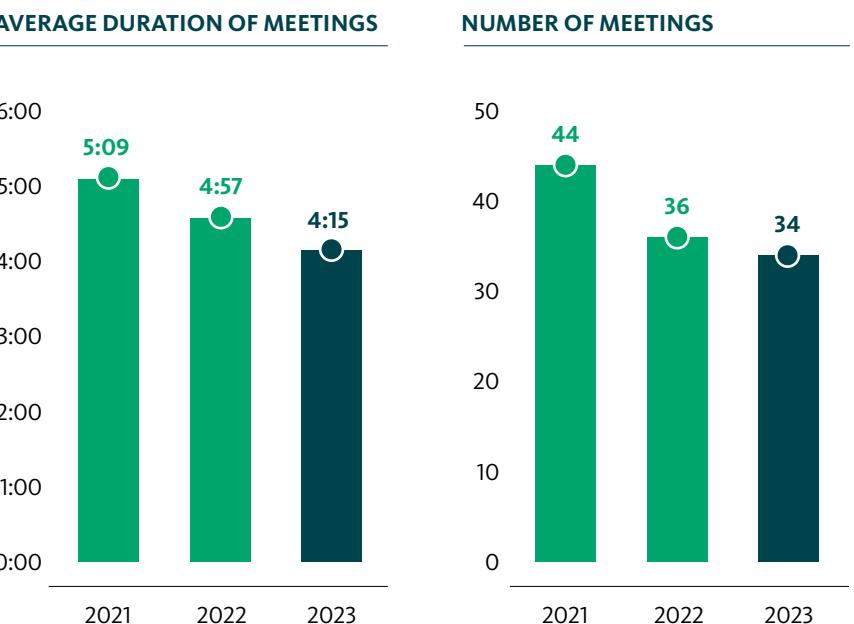
As regards the taking of minutes at meetings, the Operating Rules provide that the Chair, with the help of the organisational unit supporting the Board, is responsible for drafting the minutes and resolutions.

The aforementioned organisational unit makes the draft minutes of each meeting available to all the members of the Board for sharing and approval.

The Board usually operates on a collegial basis, without prejudice to the fact that activities may also be carried out individually and by means of direct audits, where deemed necessary and appropriate. The outcome of the activities carried out is recorded and transcribed in the Board's book of meetings and resolutions.

In 2023, the Board of Statutory Auditors held 34 meetings in total, each lasting an average of about four hours.

MEETINGS
OF THE BOARD
OF STATUTORY
AUDITORS DURING
2023



In the context of the aforementioned meetings, the Board of Statutory Auditors held 17 meetings jointly (or in part jointly) with the Control and Risk Committee.

In any case, at least one member of the Board of Statutory Auditors was present at all meetings of the Board of Directors and the other Board Committees.

In 2023, the Board of Statutory Auditors held special meetings with the corresponding bodies of the main Group companies, dedicated to the exchange of information and discussion of issues of common interest.

FOCUS



TASKS OF MEMBERS OF THE BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors monitors compliance with the law, regulations and the Articles of Association, compliance with the principles of correct administration of the Company, the adequacy of the organisational and accounting structures, and the functionality of the overall Internal Control System; it verifies that the personnel involved in the Control System operate effectively and are coordinated properly, reporting any weaknesses or irregularities and requesting suitable corrective action; it monitors the adequacy of the risk management and control system; it exercises such other functions and powers provided by law as well as the duties and functions that the provisions of Bank of Italy and the other Supervisory Authorities assign to the body that has the control function.

The Board of Statutory Auditors also: (i) informs the Board of Directors of the outcome of the statutory audit and transmits to the Board of Directors the additional report sent by the auditing firm, accompanied by any observations; (ii) monitors the financial reporting process and submits recommendations or proposals aimed at ensuring its integrity; (iii) checks the effectiveness of the company's internal quality control and risk management systems and internal audit, with regard to the Bank's financial reporting, without violating its independence; (iv) monitor the statutory audit of the annual and consolidated financial statements, including taking into account any findings and conclusions of quality audits of audit firms carried out by CONSOB, where available; (v) verifies and monitors the independence of auditing firms, in particular with regard to the adequacy of the provision to the Bank of non-audit services; (vi) be responsible for the procedure for the selection of audit firms and recommend to the Board of Directors the appointment of the audit firms to be designated.

The Board of Statutory Auditors shall notify the Supervisory Authorities, in accordance with current legislation, of all facts or events that it becomes aware of and which could constitute management irregularities or a breach of the rules that govern banking.

For the activities carried out by the Board of Statutory Auditors in 2023, please refer to the Report prepared by the same Board pursuant to Article 153 of the Consolidated Law on Finance, available on the website <https://istituzionale.bper.it>, in the section Governance - Shareholders' Meetings.

With reference to training activities, the members of the Board of Statutory Auditors took part, in 2023 and in the first months of 2024, in conferences, workshops and other initiatives for in-depth analysis and/or updating promoted and/or reported by the Bank. The Statutory Auditors also regularly participate in training initiatives organised for the benefit of the Board of Directors, referred to in Chapter 3 of this Report.

For 2024, 30 Board of Statutory Auditors meetings are scheduled, 10 of which had already been held at the date of approval of this Report.

Pursuant to the Articles of Association, in performing the necessary verification work and checks, the Board of Statutory Auditors makes use of the Company's internal control structures and functions. The Board of Statutory Auditors can carry out audits or inspections at any time, also individually. They can also ask the Directors for information on the Company and its subsidiaries regarding the results of operations or of specific transactions. Such information can also be requested directly from the subsidiaries' Directors and Statutory Auditors.

The Board of Statutory Auditors can also exchange information on the administration and control systems and on business trends in general with the corresponding boards at subsidiaries.

FOCUS



THE RELATIONSHIP BETWEEN THE BOARD OF STATUTORY AUDITORS AND INTERNAL CONTROL FUNCTIONS

Pursuant to the Operational Rules, in carrying out its duties, the Board of Statutory Auditors is responsible for establishing appropriate contacts with the other corporate bodies, with the Executive in charge of preparing the Company's financial reports, with the company appointed to perform the statutory audit and with the Supervisory Board pursuant to Legislative Decree No. 231/2001, for the coordination and exchange of information of mutual interest, in compliance with their respective competences and in line with the provisions of the Supervisory Provisions and the document on the coordination of control functions approved by the Board of Directors. The Board of Auditors may also make use of the internal control functions, and in particular of the Internal Audit function, to carry out the checks and inspections deemed necessary.

In performing its work, the Board of Statutory Auditors collaborates with the Internal Audit Function by:

- periodically inviting the Head of the above-mentioned Function to the meetings of the Board (in 2023, the Board held 13 meetings with the above-mentioned Function, usually attended by its head);
- examination of the documentation provided to the Board by the Internal Audit Function (e.g. "support" for analyses carried out, inspection reports) and other information relating to the system of controls, as well as the results of the checks carried out by that Function;
- the request for specific inspections.

The Board of Statutory Auditors also benefited from the contribution of the other Control Functions, with whom it met several times during the year (16 meetings with the Risk Function, 13 meetings with the Compliance Function, seven meetings with the Anti-Money Laundering Function, and 14 meetings with the Executive responsible for Financial Reporting/Financial Reporting Control Department).

The Board also met with the other company functions (Chief Human Resource Officer, Chief Lending Officer, Chief Operating Officer - Deputy General Manager, Chief Financial Officer - Deputy General Manager, Chief Audit Officer; Chief Risk Officer; Chief Compliance Officer, Chief AML Officer, Chief Retail & Commercial Banking Officer, Chief Private & Wealth Management Officer, Chief General Counsel, Manager responsible for preparing the Company's financial reports, ESG Strategy Service) according to the established planning, or for specific needs.

Self-Assessment of the Board of Statutory Auditors

The self-assessment process referring to the 2023 financial year (the "Self-Assessment Process") was carried out in the first few months of 2024, with the help of independent external advisors which was the Company Spencer Stuart, under the care and supervision of the Chair.

The 2023 Self-Assessment Process consisted of the following steps:

- submission to the standing members of the Board of a written interview guide and individual interviews carried out with the advisor. The questionnaire was structured according to the specific characteristics of BPER and articulated with the aim of collecting opinions on the functioning of the Board of Statutory Auditors, also taking into account the need to prepare the Guidelines to Shareholders on the qualitative and quantitative composition of the same Board, in view of its renewal;

- subsequent collection of the data obtained from the questionnaires and interviews, and processing of the results in an anonymous and aggregated form;
- preparation of a report analysing the results of the Self-assessment Process and summarising the main findings with particular reference to the results obtained, indicating the main strengths and weaknesses.

The main findings of the 2023 Self-Assessment Process underline how:

- the Statutory Auditors express ample satisfaction with regard to the activity they carried out during their mandate and for the level of synergy and sharing with which they acted;
- the size, composition and functioning of the Board of Statutory Auditors is adequate;
- during the three-year mandate, the Board was able to operate in a fluid and efficient manner, promptly responding to the considerable commitment required due to the important corporate transactions in which the Bank played a role.

Without prejudice to the aforementioned positive judgement, with a view to ensuring continuous growth of the Bank's governance, the importance was highlighted, also in the future, of (i) further enhancing the role of the Board of Statutory Auditors, at the same time improving the efficiency of their activities and (ii) further implementing induction and training activities for Statutory Auditors.

On 6 March 2024, the Guidelines to Shareholders on the optimal qualitative and quantitative composition of the Board of Statutory Auditors was made available to the public, well in advance of the date of publication of the notice to call the Shareholders' Meeting to resolve the renewal of the Board of Statutory Auditors. These Guidelines were prepared taking into account the aforementioned Self-Assessment Process and in compliance with the current legal, regulatory and self-regulatory provisions.

Remuneration

The remuneration of the members of the Board of Statutory Auditors, including that of the Chair, was determined by the Shareholders' Meeting, at the time of appointment, for the entire duration of the mandate, taking into account the role and responsibilities of this Body. Variable remuneration is forbidden for the members of the Board of Statutory Auditors. For more detailed information, please refer to the Report on Remuneration published on the website <https://istituzionale.bper.it>, in the section Governance - Shareholders' Meetings.

Management of interests

In accordance with the provisions of the Rules governing the functioning of the Board of Statutory Auditors, any Auditor who, on his/her own behalf or on behalf of third parties, has an interest in a given Bank transaction shall promptly and fully notify the other Auditors and the Chair of the Board of Directors of the nature, terms, origin and extent of his/her interest.

Statutory Auditors are also required to comply with company Regulations on related parties "Group Policy on the Governance of Compliance Risk Regarding Conflicts of Interest with Related Parties and Risk Activities Vis-à-Vis Associated Persons" and the Group Regulations "Group Regulation on the process of managing conflicts of interest by Corporate Representatives". For more information on the content of these documents, please refer to Chapter 5 of this Report.

Chapter 4

4. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

General context

The Internal Control System¹ consists of rules, functions, structures, resources, processes and procedures aimed at ensuring that the activities carried out by the Banks and Legal Entities of the BPER Group² and by the Group as a whole are in line with internal normal practices, industry standards and external regulations.

The Board of Directors of the Parent Company defines the criteria for the design, execution and assessment of the Internal Control System, as well as the roles of the Bodies and Organisational Structures involved.

The implementation of the Internal Control System complies with the criteria of: (i) proportionality; (ii) gradual transition to progressively more advanced methodologies and processes for measuring risks; (iii) consistency in the definition of the approaches used by the Group's Organisational Structures; (iv) effectiveness and efficiency in risk management.

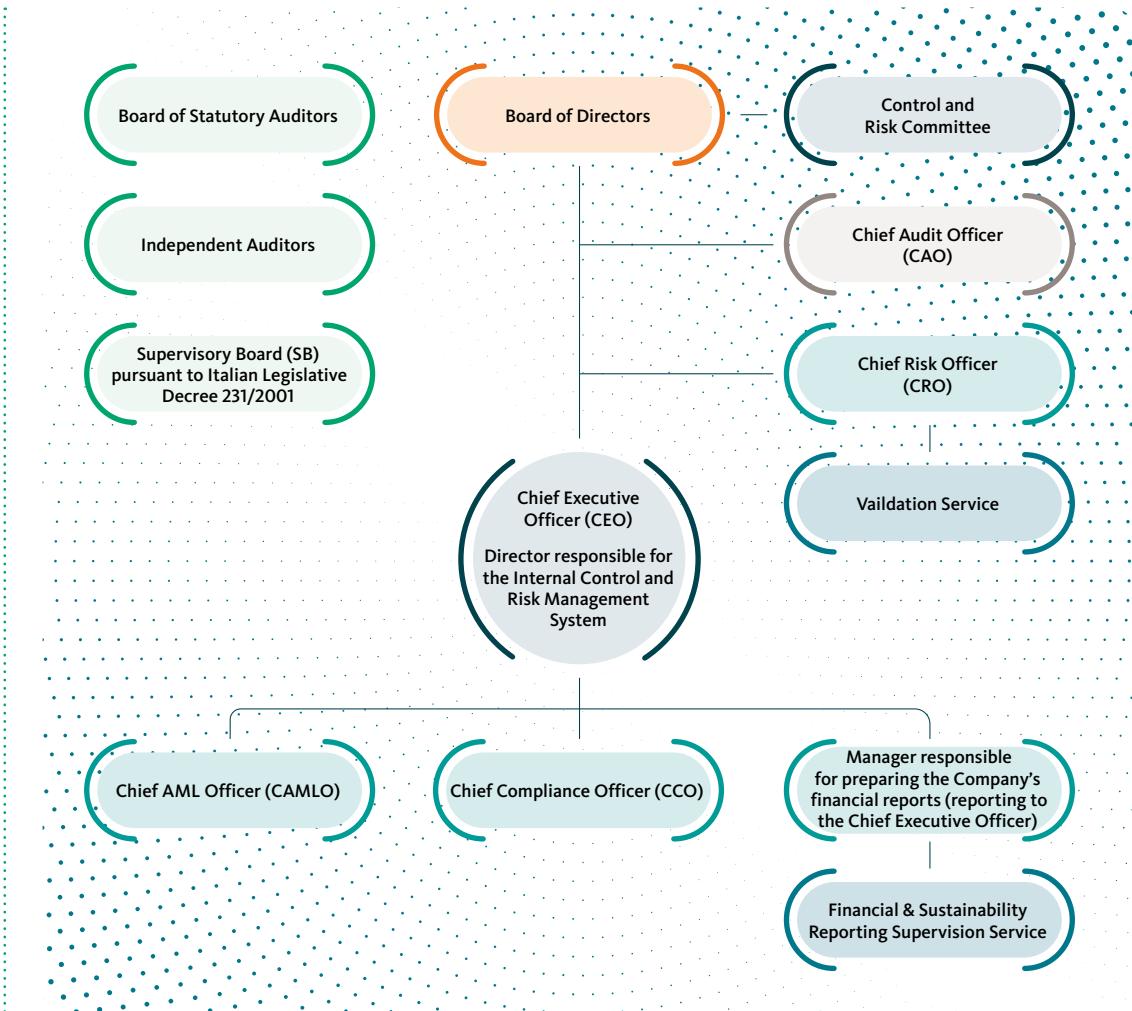
The Parent Company's Board of Directors periodically assesses, with the support of the Control and Risk Committee, the adequacy and efficiency of the Group's Internal Control System, identifying possible improvements and defining the steps needed to correct any weaknesses.

In this context, the Parent Company carries out management and coordination activities by exercising:

- control over the strategy applied by the Group's Banks and Legal Entities;
- management control, to ensure that economic, financial and economic balance is maintained;
- technical-operational control, to assess the contribution of the Subsidiaries in determining individual and Group risk profiles.

1 Hereinafter also referred to as System or SCI.

2 Banks and Companies of the BPER Group, hereinafter also Legal Entities or Banks and Subsidiaries. BPER Group or Group.



The Group Banks and Legal Entities structure their Internal Control System in accordance with the Group's strategies and policies on risks and controls determined by the Parent Company and in compliance with the rules applicable to each Legal Entity on an individual basis.

Each Legal Entity ensures the correct performance of typical operations also through the execution of line controls and the sending of Information Flows to its own Corporate Bodies and those of the Parent Company.

Board of Directors of individual Banks and Legal Entities;

- integrates the structure of its own Internal Control System, in line with the coordination and liaison procedures defined by the Parent Company;
- incorporates and approves the elements of the Risk Appetite Framework relating to its own Company in line with the Group Risk Appetite Framework.

The Banks and Legal Entities of the Group also annually evaluate the related Internal Control Systems; if deficiencies or anomalies emerge, they promote the prompt adoption of suitable corrective measures and verify their effectiveness, also over time, through appropriate follow-up procedures.

Control functions

In line with the regulatory provisions, the Group's Internal Control System is structured into three lines of defence:

- Level 1 controls: line controls based on processes and procedures and carried out by the operating and business units;
- Level 2 controls (Risk and Compliance Controls) assigned to the following Functions: i) Compliance (which includes the Data Protection Officer - DPO); ii) Risk Management; iii) Validation; iv) Anti-money laundering;
- Level 3 controls: Internal Audit Function.

Level 2 and Level 3 Control Functions are independent, separate from each other and distinct from the structures that assume the risks and are responsible for carrying out line controls.

The Internal Control System also includes:

- The Whistleblowing System to communicate, in a non-anonymous form, facts or behaviours that may constitute a breach of the rules governing banking/financial activities;
- Supervisory Board pursuant to Italian Legislative Decree no. 231/2001 (SB);
- the Manager responsible for preparing the Company's financial reports pursuant to Italian Law 262/2005, who uses the Financial & Sustainability Reporting Supervision Service to carry out his/her duties.

In the year 2023 and at the date of this Report, the following held and still hold positions in the Control Functions:

- Carla Gardani, Chief Compliance Officer – CCO;
- Emanuele Cristini, Chief Risk Officer – CRO;
- Dario Alessi, Head of the Internal Validation Function;
- Michele Pisani, Chief AML Officer – CAMLO;
- Roberto Rovere, Chief Audit Officer – CAO.

The following are also part of the Internal Control System with additional control tasks:

- Roberto Rovere, in the role of Whistleblowing Manager;
- the Supervisory Board, composed of Désirée Fondaroli (Chair - external member); Luca Bocci (member - external member); Roberto Rovere (member - internal member);
- Marco Bonfatti, Manager responsible for preparing the Company's financial reports and Gianvito Campanella, Head of Financial & Sustainability Reporting Supervision.

Centralisation of Control Functions and Contact Persons

The Group Internal Control System generally envisages the outsourcing of the Control Functions of the Italian Legal Entities to the Parent Company, without prejudice to responsibilities pertaining to the individual Companies according to the regulations.

The Banks and Legal Entities of the Banking Group that have outsourced the Control Functions to the Parent Company, in line with the provisions of the Internal Control System Group Policy, identify an internal "Contact Person" with the task of supporting the Control Functions by providing them with the information and data required to allow the exercise of management and coordination obligations.

ARCA Fondi SGR has retained Control Functions internally for reasons of efficiency and cost-effectiveness related to the specific nature of the business carried out.

BPER Bank Luxembourg is organised with its own Control Functions in compliance with national regulatory provisions. The Control Functions exercise their role of guidance and coordination with respect to BPER Bank Luxembourg, which has adopted, among other things, also the Group Anti-Money Laundering Policy and, therefore, observes the control objectives set annually by the Group Anti-Money Laundering Function and is included in the annual self-assessment of money laundering and terrorism financing risks carried out pursuant to Article 15 of Italian Legislative Decree 231/07.

Identification of risks

In line with prudential supervisory regulations³, the Parent Company periodically carries out an accurate identification of the risks to which the Group is or could be exposed, taking into account its operations and reference markets; this identification exercise is expressed by the Group Risk Map⁴, a document with operational and risk governance value, periodically updated by the Risk Management Function in line with the Group business model, operations and risk profile, as well as with the business and strategic objectives defined as part of the processes for the preparation of the Business Plan, Budget, NPE, Capital and Funding Plan.

The risk map represents one of the cornerstones of the Internal Control System and, in line with Supervisory regulations, illustrates the position of the individual Banks and Legal Entities of the Group with respect to the first and second pillar⁵ risks, both from a current and prospective point of view.

Risk Management and Risk Appetite Framework

The BPER Group uses the Risk Appetite Framework (RAF)⁶ as the Group's risk governance tool in the implementation of its company strategies.

The RAF is an essential tool for ensuring on-going compliance of the governance and risk management policy with the principles of sound and prudent company management.

The key principles of the RAF are formalised, approved and recalibrated⁷ by the Parent Company at least annually or more frequently to ensure that they are in line with the strategic guidelines, business model and regulatory requirements in force at the time.

The RAF formalises the risk targets (risk appetite), any Early Warning thresholds, the tolerance thresholds (risk tolerance) and the operating limits which the Group intends to comply with in the pursuit of its own strategic lines, defining their levels consistently with the maximum assumable risk (risk capacity), according to coordinated and representative set of metrics. To assure an effective and pervasive transmission of the risk targets, the Group articulates its own overall risk appetite by setting out the risk limits that regulate the operations of the recipient organisational structures ("risk takers") within a structural framework that is consistent with the policies for managing and controlling individual risks.

The Group periodically monitors compliance of the risk profile with the RAF metrics, in order to control on a timely basis any overruns of the tolerance thresholds identified (or of the Early Warning levels, when they have been defined) and/or risk limits assigned and, if appropriate, activates the envisaged escalation processes directing the necessary communications to the Corporate Bodies for the subsequent remedial actions.

The results of the quarterly monitoring of the RAF metrics, included in the quarterly risk reporting, are presented to the Corporate Bodies⁸.

Reporting and information flows

The Board of Directors:

- approves annually - after consulting with the Board of Statutory Auditors, the Control and Risk Committee and the Chief Executive Officer - the Audit Plan and level 2 Plans of the Control Functions and of the Manager responsible for preparing the Company's financial reports;
- receives, either directly or through the CEO, the information flows required to gain a full awareness of the various risk factors and the ability to govern them, in order to plan and implement interventions to ensure the compliance and adequacy of the Internal Control System;
- is the recipient, together with the Board of Statutory Auditors, the Control and Risk Committee and the Chief Executive Officer, of reports drawn up by the Control Functions, envisaged by the applicable regulations or requested by the Supervisory Authority on specific issues.

On an annual basis, the Parent Company sends the Internal Audit Report to the Supervisory Authority, which: (i) illustrates the audit carried out and the relative outcomes; (ii) summarises the monitoring activities carried out by the Internal Audit for the resolution of the findings formulated and recorded in the PRF (Process to Remedy Finding) procedure; (iii) highlights the relevant information on the qualitative and quantitative composition of the Function, on the training courses undertaken and on the certifications achieved by resources; (iv) shows the main Function projects and their related developments; (v) illustrates the activities carried out by the Internal Audit Department during the reference year relating to the provision of investment and ancillary services (Internal Audit Report pursuant to Consob Resolution 17297/2010);

³ Bank of Italy Circular 285/13 Title III, Chapter 1 (and subsequent updates).

⁴ The latest update of the Group Risk Map document was submitted to the Control and Risk Committee and to the Board of Statutory Auditors on 28 November 2023 and to the Board of Directors on 30 November 2023.

⁵ Bank of Italy Circular 285/13, Title III - Chapter 1 - Attachment D.

⁶ The "Risk Appetite Statement of the BPER Group" (hereinafter also RAS) and the policies for governing the individual risks together constitute the Group's Risk Appetite Framework (hereinafter also RAF).

⁷ During 2023, the Risk Appetite Statement (RAS) was calibrated at different times, in line with the objectives set out in the planning forecasts and the expectations/indications of the Supervisory Authority. The current RAS was reviewed by the Board of Statutory Auditors and the Control and Risk Committee on 26 September 2023 and approved by the Board of Directors on 28 September 2023.

⁸ Board of Directors supported by the Control and Risk Committee and the Board of Statutory Auditors.

(vi) illustrates the audits carried out during the year on the components of the Internal Rating System of the BPER Group (Annual Audit Report on the Internal Rating System). The reports prepared by the other Control Functions are also sent to the Supervisory Authority, in compliance with the provisions of current legislation.

The Internal Audit Function annually prepares the "Overall Assessment of the Internal Control System", which capitalises on the results of the activities carried out by the Control Functions and is presented to the Corporate Bodies.

Coordination between Control Functions

BPER has established the Control Functions Coordination Committee, which promotes the interaction and proper functioning of the Internal Control System and the continuous dissemination of the culture of risks and controls. The Control Function Coordination Committee is chaired by the Chief Executive Officer; all Control Functions and the structures of the Chief Operating Officer (COO)⁹ participate in the Committee and both Deputy General Managers are permanently invited.

Each Coordination Committee is preceded by a technical operating meeting in which the Control Functions and the COO structures participate.

The Secretary of the Control Functions Coordination Committee oversees the meetings planning, coordinates the drafting of documents in support of the meetings and prepares the minutes of the meetings; the current Secretary of the Coordination Committee is from the Internal Audit area.

The Committee issues - as a minimum - the following documents:

- *Tableau de bord*, which reports the most significant critical issues in terms of impacts on the achievement of the Group's corporate objectives, a comprehensive representation of the findings formulated by the Control Functions and the timing for their remediation, and the evidence, including planning, of the activities carried out by the Control Functions as part of the Coordination Committee;
- Control Functions Planning Synopsis Framework, which summarises the areas in which the Control Functions propose to overview of the planning of Control Functions. This document aims to trace and provide evidence to the Corporate Bodies of the constructive dialogue, collaboration and coordination between the Control Functions and facilitates an integrated monitoring of the Group's Internal Control System.

4.1. Chief Executive Officer – Director responsible for the Internal Control System

The Board of Directors has delegated to the Chief Executive Officer - supported by the competent Parent Company Structures, the responsibility for taking all actions necessary to ensure compliance of the organisation and the Internal Control System with the principles and requirements of the supervisory regulations, and for monitoring its compliance on an ongoing basis.

In this context, the Chief Executive Officer:

- is the Chair of the Control Functions Coordination Committee and convenes and chairs the meetings;
- carries out any initiatives and interventions needed to ensure on an ongoing basis the completeness, adequacy, functionality and reliability of the Internal Control System;
- defines and oversees implementation of risk management, establishing operating limits for the acceptance of various types of risk, in line with the risk appetite, explicitly taking account of the results of stress tests and developments in the economic situation;
- for Most Relevant Operations (MROs) falling within the scope of the decision-making powers, if deemed appropriate, makes decisions on them, also in event of a negative opinion on compliance with respect to the RAF by the Chief Risk Officer, informing the Board of Directors at the next appropriate meeting and the Board of Statutory Auditors. For the MROs under the responsibility of other Company Functions, subject to a negative opinion by the Chief Risk Officer, the Chief Executive Officer may authorise them by informing the Board of Directors and the Board of Statutory Auditors at their first available meeting;
- implements the ICAAP and ILAAP processes, ensuring their consistency with the RAF;
- defines internal information flow mechanisms to ensure that the Corporate Bodies and Control Functions are fully aware of the various risk factors and have the ability to govern them and the assessment of compliance with RAF;
- as part of the RAF, where a risk tolerance is defined, authorises overruns of risk appetite within the limit represented by the risk tolerance and gives notice to the Board of Directors, identifying the management actions needed to bring the risk back down to below the set target.

The Chief Executive Officer is supported by the Risk Committee of the Parent Company¹⁰ in the activities related to the definition and implementation of the Risk Appetite Framework, the risk management policies and the capital adequacy and liquidity

9 Organisational Department

profile assessment process of the Group and of the Group Companies. The Committee examines methodologies, tools, reporting and internal regulations attributable to the Risk Management, Compliance, Anti-Money Laundering and Model Validation Functions and the executive responsible for financial reporting.

The Chief Executive Officer is responsible for the setting up/operation of the Internal Risk Measurement Systems and for the execution and performance of the stress test program.

During 2023, and until the date of approval of this Report, the Chief Executive Officer, appropriately supported by the responsible Control Functions:

- contributed to the process of identifying the main corporate risks, taking into account the characteristics of the activities carried out by the individual Group companies: the updated Risk Map was then submitted for review by the Board of Directors;
- implemented the guidelines defined by the Board, set out in the Group Policy - Internal Control System, taking care of the design, implementation and management of the Internal Control and Risk Management System, constantly checking its adequacy and effectiveness, as well as adapting it to the dynamics of the operating conditions and the legislative and regulatory framework.

During 2023, the Chief Executive Officer did not exercise the power to request the Internal Audit Function to carry out checks on specific operational areas and on compliance with internal rules and procedures in the execution of corporate transactions.

4.2. Company Control Functions

Internal Audit Function

The Internal Audit Function carries out an independent and objective assurance and consulting activity aimed at increasing and protecting the value of the Group's Banks and Legal Entities to promote, through a systematic and structured professional approach, the effectiveness and efficiency of processes and controls. On the basis of the results of its controls, it:

- identifies possible improvements, bringing them to the attention of the Corporate Bodies;
- formulates specific recommendations to be submitted to a formal monitoring procedure in order to guarantee (and report about) their effectiveness and timely implementation.

Internal Audit contributes to the dissemination of risk & control awareness and the key principles on which the Group bases and carries out its activities:

¹⁰ The Risk Committee of BPER is composed of: Chief Executive Officer, General Manager, Deputy General Managers if appointed, Chief Risk Officer (CRO), Chief Financial Officer (CFO), Chief Lending Officer (CLO), Chief Operating Officer (COO), Executive responsible for financial reporting, Head of the Planning and Control Department. The Chief Audit Officer (CAO) and the Chief Compliance Officer (CCO) also attend the meetings of the Risk Committee.

- under the management and coordination of the Parent Company, vis-a-vis Banks and Group Legal Entities;
- by virtue of specific outsourcing contracts, for the Companies that have outsourced Internal Audit to the Parent Company.

The Chief Audit Officer (CAO), appointed by the Parent Company's Board of Directors, after consulting the Control and Risk Control Committee and the Board of Statutory Auditors, as well as with the involvement of the Nominations and Corporate Governance Committee and the Remuneration Committee:

- reports directly to the Board of Directors, through the Chair;
- is not responsible for any operational area under control;
- has direct access to all information useful for carrying out the tasks assigned;
- has at its disposal, upon approval by the Board of Directors, the resources and a specific budget necessary to carry out its tasks;
- defines, at least annually and in line with its own audit strategy, the multi-annual risk-based and process-oriented plan of activities (i.e. Audit Plan), which - after obtaining the opinion of the Control and Risk Committee and consulting the Board of Statutory Auditors - is submitted to the Board of Directors for approval.

With reference to the 2023 financial year, the Board of Directors approved:

- the 2023–2025 Audit Plan at the meeting of 23 February 2023, subject to the opinion of the Control and Risk Committee issued on 21 February 2023 and having consulted the Board of Statutory Auditors on the same date;
- the 2024 Audit Planning Guidelines at the meeting of 20 December 2023, subject to the opinion of the Control and Risk Committee issued on 18 December 2023 and having consulted the Board of Statutory Auditors on the same date. This step is preparatory to the approval of the 2024–2026 Audit Plan.

During 2023, the main areas of intervention were consistent with the Audit Plan approved by the Board of Directors or of an extraordinary nature to monitor emerging risks and requests from the Regulator.

In addition to the "Report on the activity carried out by the Internal Audit Function" and the periodic assessment of the completeness, adequacy, functionality and reliability of the Internal Control System, the Chief Audit Officer presents the results of the assessment activities of the Quality Assurance and Improvement Program (QAIP) to the Corporate Bodies through a dedicated annual report, in compliance with international standards for the professional practice of Internal Auditing of the Institute of Internal Auditors (IIA).

Anti-money laundering Function

In line with the Bank of Italy Provisions of 26 March 2019¹¹, the Anti-Money Laundering Function is responsible for ensuring the adequacy, functionality and reliability of the anti-money laundering controls, in addition to the Level-2 monitoring activities on anti-money laundering and anti-terrorism, for the Parent Company and for the Banks and Legal Entities of the Group falling within the scope of application of the reference regulations.

The Head of the Anti-Money Laundering Function (Chief AML Officer), appointed by the Board of Directors of the Parent Company - after consultation with the Risk Control Committee and the Board of Statutory Auditors, as well as with the involvement of the Nominations and Corporate Governance Committee and the Remuneration Committee - reports hierarchically to the Chief Executive Officer of the Parent Company. The following roles are also assigned to CAMLO:

- Head of the anti-laundering function pursuant to the Provisions on the organisation, procedures and internal controls adopted by the Bank of Italy on 26 March 2019, for BPER and for the Banks and non-banking Companies of the Italian Group that have outsourced the Anti-Money Laundering Function to the Parent Company;
- Group Anti-Money Laundering Head;
- Responsible Officer for BPER pursuant to Article 36, paragraph 6, of Italian Legislative Decree 231/2007;
- Responsible Officer for Italian Group Companies, that have delegated the role envisaged in Article 36, paragraph 6, of Italian Legislative Decree No. 231/2007 (Group Responsible Officer);
- Head of Group SOS (report of suspicious transactions);
- Senior Executive within the terms defined by the Bank of Italy measure on customer due diligence of 30 July 2019, for BPER and the other Italian Group Banks, with reference to relationships attributable to the following types of customers: (i) Italian and foreign politically exposed persons; (ii) residents or entity based in high-risk third party countries; (iii) "Russian" and "Belarusian" parties and entities.

The Anti-Money Laundering Function:

- adopts an organisational model that complies with the principle of proportionality, as well as with the specificity of the definition of the risk that it is required to monitor, maintaining a separate and distinct structure from the other company Control Functions;

- complies with the regulatory principle of independence, as it is organisationally distinct from those involved in the assumption of risk and in line monitoring;
- is provided with suitable resources, in terms of quality and quantity, to perform the tasks required with regard to staff numbers, composition and technical-professional knowledge;
- reports directly, i.e. through the Anti-Money Laundering Representative, to the Corporate Bodies and has access to all relevant data and information for the complete and timely performance of its duties.
- submits for the approval of the Board of Directors as well as to the Board of Statutory Auditors of the Parent Company, annually, through the Anti-Money Laundering Representative, the plan for its activities, on the basis of the assessment carried out on the Group's actual exposure to the risk of money laundering and terrorism financing and taking into account, at least, the outcome of the risk identification and assessment activities carried out, the regulatory changes that have taken place or that will occur and the projects in progress or to be launched. This plan is submitted for the approval of the Board of Directors of the Italian Banks and Legal Entities of the Group and is also transmitted to the relative Boards of Statutory Auditors, through the Anti-Money Laundering Representative;
- submits to the approval of the Board of Directors as well as to the Board of Statutory Auditors of the Parent Company, again on an annual basis, through the Anti-Money Laundering Representative, the "Report of the Group Anti-Money Laundering Function", which is also submitted, to the extent of its pertinence, to the Boards of Directors and the Boards of Statutory Auditors of the subsidiaries within the scope, as well as to the Supervisory Bodies pursuant to Italian Legislative Decree 231/2001 of the Group Banks.

The responsibilities and duties of the Anti-Money Laundering Function of BPER Banca, or of its Head (CAMLO) and of the organisational units that report to it, are defined in the "Anti-Money Laundering Function Regulations".

The money laundering risk governance model adopted by the Parent Company is formalised in the "Group Policy for the Management of Money Laundering Risk and terrorist financing", which outlines the general standards in terms of procedures and controls defined by the Parent Company in order to guarantee, at Group level, compliance with current regulations on AML/CFT, with regard to the main areas of reference of said regulations, and ensure the consistency and sharing of information at the consolidated level.

¹¹ Provisions governing the organisation, procedures and internal controls aimed at preventing the use of intermediaries for the purposes of money laundering and terrorist financing.

Compliance Function

The Compliance Function is responsible for monitoring the risk of non-compliance with the regulations with regard to all company activities.

In order to ensure effective management of the risk of non-compliance, the Head of the Compliance Function (Chief Compliance Officer), appointed by the Board of Directors of the Parent Company, after consulting the Control and Risk Committee and the Board of Statutory Auditors, as well as with the involvement of the Nominations and Corporate Governance Committee and of the Remuneration Committee:

- meets the requirements of professionalism, independence and authority required by law;
- plays a role within the Group that gives authority to the Function: it has adequate resources in quantitative and qualitative terms for professional skills and operational tools for carrying out the tasks envisaged in order to oversee all regulatory areas/contexts;
- reports directly to the body with management functions; has direct access to the body with strategic supervision function and to the body with control function and communicates with them without restrictions or intermediaries;
- has high and transversal skills, knowledge of external and internal regulations as well as in-depth knowledge of business processes and of current and future banking and Group operations, as well as of the methodologies to be applied in order to assess the risk of non-compliance.

According to a risk based approach, the Compliance Function supervises the management of the risk of non-compliance with regard to all corporate activities, verifying that the internal procedures are adequate to prevent this risk and identifies the compliance risks that affect the processes and initiatives adopted by the Group Legal Entities. Identifies corrective measures in case of non-compliant application of internal and external regulations. Taking into account the principle of proportionality, this function performs at least the following tasks:

- assists top management in the preparation of procedures and internal codes of conduct and guidelines for the correct application of the relevant rules for the performance of banking activity;
- continuously identifies the Compliance risks associated with this activity, including the development of new products and business areas; prepares a plan of its activities.

The method for managing the risk of non-compliance with the regulations adopted by the Group is conventionally defined as the Compliance Model and envisages:

- the direct supervision of the core regulatory areas by the Compliance Function. To this end, the Company workforce has a high level of specialisation and knowledge of the legislation with regard to the areas for which the Regulator requires a direct approach;
- according to a risk-based approach, cooperation between the Compliance Function and the Presidio Specialistico Function¹², which ensure the supervision of Compliance Risk within the spheres of their competence;
- the functional reporting of the Presidio Specialistico to the Chief Compliance Officer in relation to the performance of the activities defined for the oversight and management of compliance risk.

The Compliance Function also performs an advisory role, assisting the corporate bodies and functions of the Parent Company and the other Legal Entities in all matters in which compliance risk is relevant, collaborating in the training of personnel with regard to the provisions applicable to activities carried out.

With reference to the corporate scope, in line with its mission, the Compliance Function extends the scope of its guidance, control and coordination activities to all Legal Entities.

For Companies not subject to the obligation to set up a Compliance Function (special purpose and service companies), the monitoring of the compliance risk is guaranteed, for regulatory areas that have an impact on the same companies, through the provision of compliance activities carried out by the Parent Company.

Within the Compliance Function there is the Data Protection Officer (DPO), an office with expert knowledge of the legislation and practices on the protection of personal data, envisaged by Regulation (EU) 2016/679 to which the legislation assigns the primary tasks of verifying compliance and monitoring compliance with privacy provisions.

¹² The Presidio Specialistico Functions are Organisational Units of the Parent Company, appropriately identified and functionally dependent on the Chief Compliance Officer, which carry out activities related to the management of the compliance risk with respect to the "non-Core" scope of regulations and which operate in these areas with methodologies, tools, reporting and processes defined by the Compliance Function.

Risk Management Function

The Risk Management Function aims to collaborate in the definition and implementation of the RAF and the related risk governance policies, through an adequate risk management process.

The Chief Risk Officer is appointed by the Board of Directors of the Parent Company, after consulting the Control and Risk Committee and the Board of Statutory Auditors, as well as with the involvement of the Nominations and Corporate Governance Committee and the Remuneration Committee.

The Chief Risk Officer:

- meets the professionalism requirements appropriate to the duties and responsibilities of the function, as well as the size and operational complexity of the Group;
- starting from 22 June 2023, reports directly to the Board of Directors of the Parent Company; this organisational solution strengthens the CRO's support to the Corporate Bodies in defining the strategy and in the preliminary assessment of the most relevant operations of the Group before their approval;
- for the purposes envisaged by current Supervisory regulations, covers the following roles:
 - responsible for the risk control function with reference to Bank of Italy Circular No. 285 of 2013 (Supervisory provisions for banks) and Bank of Italy Circular No. 288 of 2015 (Supervisory provisions for financial intermediaries);
 - head of the risk control function pursuant to Art. 23 of EU Regulation no. 565/2017;
- does not have direct responsibility for operating areas subject to control, nor is he/she hierarchically subordinate to the managers of these areas;
- reports directly to the Corporate Bodies and reports to these Bodies for the performance of his/her duties and responsibilities.

The Chief Risk Officer and the structures hierarchically dependent on his/her:

- has full autonomy, complete independence and final decision-making power with regard to the choices regarding risk classifications and provisions on credit exposures;
- authorises the approval of the rating within the terms envisaged by the macro process of assignment and monitoring of the official rating.

The Validation Function, placed within the Chief Risk Officer structure, is responsible for the internal validation of the risk measurement systems. This organisational positioning guarantees independence from the structures responsible for the development and use of internal risk models subjected to validation. The conclusions and recommendations of the internal validation activities are reported to the Corporate Bodies of the Parent Company. In compliance with the Parent Company's tasks where the internal risk measurement systems are developed and applied, the Internal Validation Function:

- defines the methodologies, processes, tools and reporting that must be used in the execution of the validation activity;
- coordinates the validation activities carried out by the structures hierarchically dependent on the Internal Rating System (used to determine capital requirements), on the risk measurement systems used for the calculation of internal capital and on the other models analysed on the basis of the disclosures of the Model Management activities;
- coordinates reporting to the Corporate Bodies of the Parent Company on the results of the validation of the Internal Rating System aimed at supporting the relative decisions regarding compliance with the requirements for the use of this system;
- coordinates reporting to the Corporate Bodies of the Parent Company on the results of the validation of the risk measurement systems used to calculate the internal capital and the other models analysed on the basis of the disclosures of the Model Management activity.

4.3. Manager responsible for preparing the Company's financial reports – Financial & Sustainability Reporting Supervision

The Manager responsible for preparing the Company's financial reports is responsible for overseeing the management and accounting procedures for the preparation of the separate financial statements for the year, the consolidated financial statements as well as any other communication of a financial nature.

Appointed by the Board of Directors of the Parent Company, after consulting the Control and Risk Committee, with the opinion of the Board of Statutory Auditors, as well as with the involvement of the Nominations and Corporate Governance Committee and the Remuneration Committee, the Manager responsible for preparing the Company's financial reports:

- meets the requirements envisaged by current legislation and by the Articles of Association;
- for the performance of his/her duties, relies on the Financial & Sustainability Reporting Supervision Service, which reports directly to him/her;
- with particular reference to the obligations arising under Article 154-bis of the Consolidated Law on Finance, certifies, in accordance with the obligations assigned by law, jointly with the competent corporate bodies:
 - the suitability and effective application of the administrative and accounting procedures to the accounting records in the reporting period;
 - the compliance of the accounting records with international accounting standards;
 - the consistency of the accounting records and financial reports with internal evidence, the books and accounting entries;

- the suitability of documents to present a true and fair view of the financial position and results of operations of the issuer and the companies included within the scope of consolidation;
- with respect to the separate financial statements and the consolidated financial statements, whether the report on operations includes a reliable analysis of performance and the results of operations, as well as of the financial position of the issuer and the companies included within the scope of consolidation, together with a description of the principal risks and uncertainties to which they are exposed;
- for the condensed half-year financial statements, the existence in the interim report on operations of a reliable analysis of at least the information relating to the important events that occurred in the first six months of the year and their impact on the condensed half-year financial statements, together with a description of the main risks and uncertainties for the other six months of the year, as well as information on significant transactions with related parties;
- has unrestricted access to all corporate functions, records, property and personnel of the Parent Company and consolidated banks and companies, in order to acquire data/information pertaining to administrative and accounting processes, including information appropriate for carrying out controls/assessments on outsourced corporate processes;
- is empowered to obtain from the Parent Company and consolidated banks and companies, internal information about events, risk indicators and proposed technical-organisational changes to the administrative-accounting processes;
- in the context of line controls over accounting reconciliation, identifies the organisational units of the companies in the scope of consolidation responsible for accounting reconciliation of specific accounting records and charts of accounts;
- has the power of information pursuant to Art. 43 of Italian Legislative Decree 127/1991, in order to acquire from subsidiaries the data and information for the certification envisaged by law on the consolidated financial statements.

With regard to the resources conferred by the Board of Directors of the Parent Company, the Manager responsible for preparing the Company's financial reports: (i) in the performance of his/her duties, makes use of specialist resources pertaining to the Parent Company or to Group banks and legal entities or to parties outside the Group; (ii) has appropriate financial independence; (iii) has adequate personnel in terms of number and technical and professional skills.

The Board of Directors, with the support of the Control and Risk Committee, supervises on a half-yearly basis, through the examination of the report on the activities carried out by the Financial & Sustainability Reporting Supervision Service, that the Executive responsible for preparing the Company's financial reports has adequate powers and

means to perform the assigned tasks, including the power to access, without restrictions, to all corporate functions, as well as the possibility of having financial autonomy and adequate personnel in terms of numbers and technical and professional skills.

The Financial & Sustainability Reporting Supervision Service:

- designs, implements and maintains the Financial Reporting Control Model to be applied to the Parent Company and, with reference to the procedures for the preparation of consolidated financial statements, to subsidiary banks and companies, whether or not they fall within the scope of consolidation of the Banking Group;
- constantly strengthens the methodological tools to be adopted for the supervision and control of financial reporting at Group level, also taking into account the various regulatory changes and the governance and operational structure of the Group over time;
- defines the methods, processes and reports to be used in carrying out the activities concerning the management of the "Financial Reporting Control Model", ensuring its application;
- ensures the preparation of adequate administrative and accounting procedures and the related assessment of adequacy and effective application, as well as the checks the effective application thereof in the reporting processes under his/her responsibility, in the public disclosure and in the sustainability report;
- manages the process of assigning tasks to the independent auditors and their network¹³;
- manages the reporting activities to the Top Bodies and other Functions involved in risk management, as well as, where required, to the Supervisory Authorities.

Further information on the risk management system related to financial reporting and the Function of the Manager responsible for preparing the Company's financial reports and the Financial & Sustainability Reporting Supervision Service is contained in the section "Main features of the existing risk management and Internal Control Systems in relation to the process of financial disclosure, pursuant to Article 123-bis, paragraph 2, letter b), of the Consolidated Law on Finance, of this Report.

13 Regulation (EU) 537/2014.

4.4. Financial reporting process – Existing Risk Management and Internal Control Systems

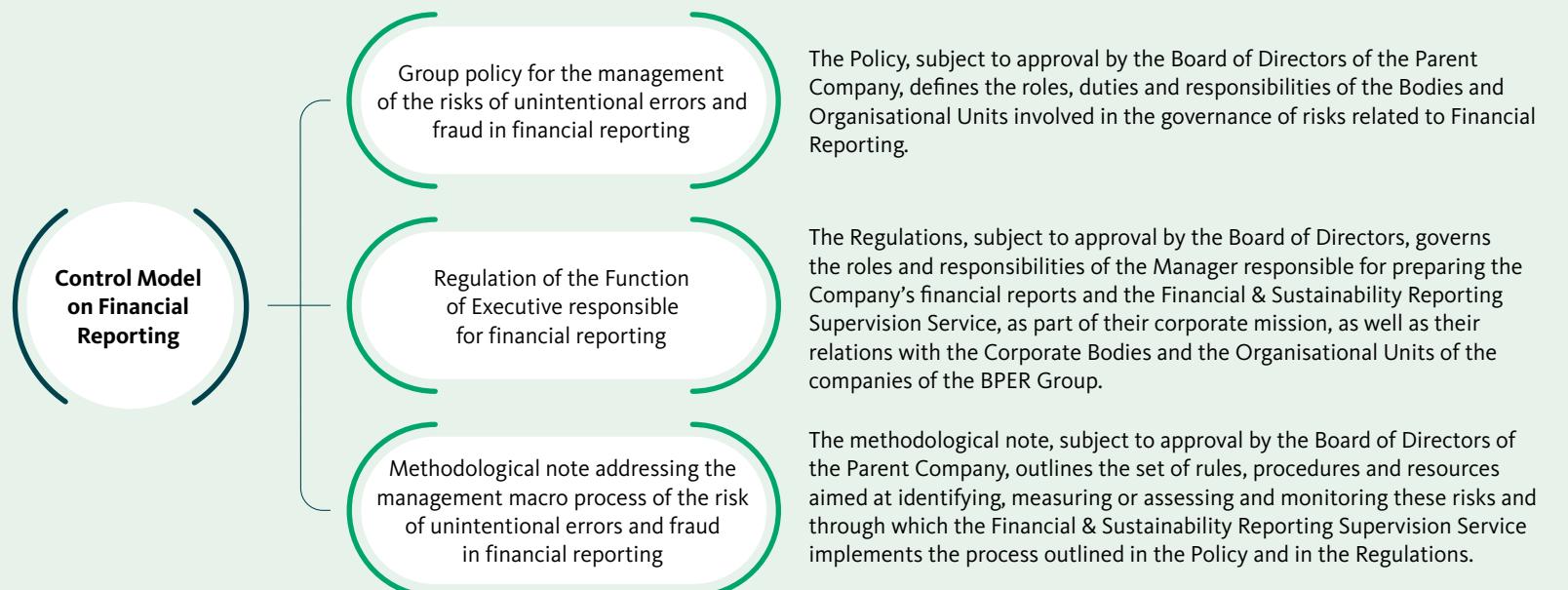
In BPER, the financial report process¹⁴ is supervised by:

- the Manager responsible for preparing the Company's financial reports, who supervises and manages the "Financial Reporting Control Model"¹⁵ (Control Model), regulated by internal regulations approved by the Parent Company, which constitute of a set of requirements to be met for proper management and control of the risks of unintentional errors and fraud in financial reporting, and
- the "Financial & Sustainability Reporting Supervision" Service, which designs, implements and maintains the Control Model to be applied to the Parent Company and, for the preparation of consolidated financial statements, to subsidiary banks and Companies, whether or not they fall within the scope of consolidation of the banking Group.

FOCUS



THE FINANCIAL REPORTING CONTROL MODEL⁶



14 Pursuant to Art. 123-bis, paragraph 2, letter b), Consolidated Law on Finance

15 Regulated by the following internal regulations approved by the Parent Company: (i) Group Policy for the governance of the risk of unintentional errors and fraud in financial reports; (ii) Regulation of the Function of the Executive responsible for financial reporting; (iii) Methodological note relating to the macro-process for managing the risk of unintentional errors and fraud in financial reporting.

The components of the management of risk of unintentional errors and fraud in financial reports are reported below.

Risk appetite

The risk of unintentional errors and fraud in financial reports has the features of a pure risk that is difficult to measure. As a result, the risk appetite is zero. The Group adopts specific governance arrangements that require this risk to be identified, assessed, monitored on an ongoing basis, mitigated and reported at the appropriate company levels.

Accordingly, based on the Risk Appetite Statement, the overall risk tolerance related to the risk of unintentional errors and fraud in the Group's financial reporting is not nil and is categorised within the first two levels of the grading scale of the overall model for the adequacy and effective application of the accounting and administrative procedures (graded as positive or partially positive).

If the tolerance threshold is exceeded, the Chief Executive Officer: (i) promptly notifies the Control and Risk Committee, the Board of Directors and the Board of Statutory Auditors; (ii) also with the support of the Control and Risk Committee and in cooperation with the Organisation Department, undertakes the necessary actions, to an increasing extent if the situation deteriorates, to quickly restore the risk level to the established tolerance level.

Risk assumption and mitigation

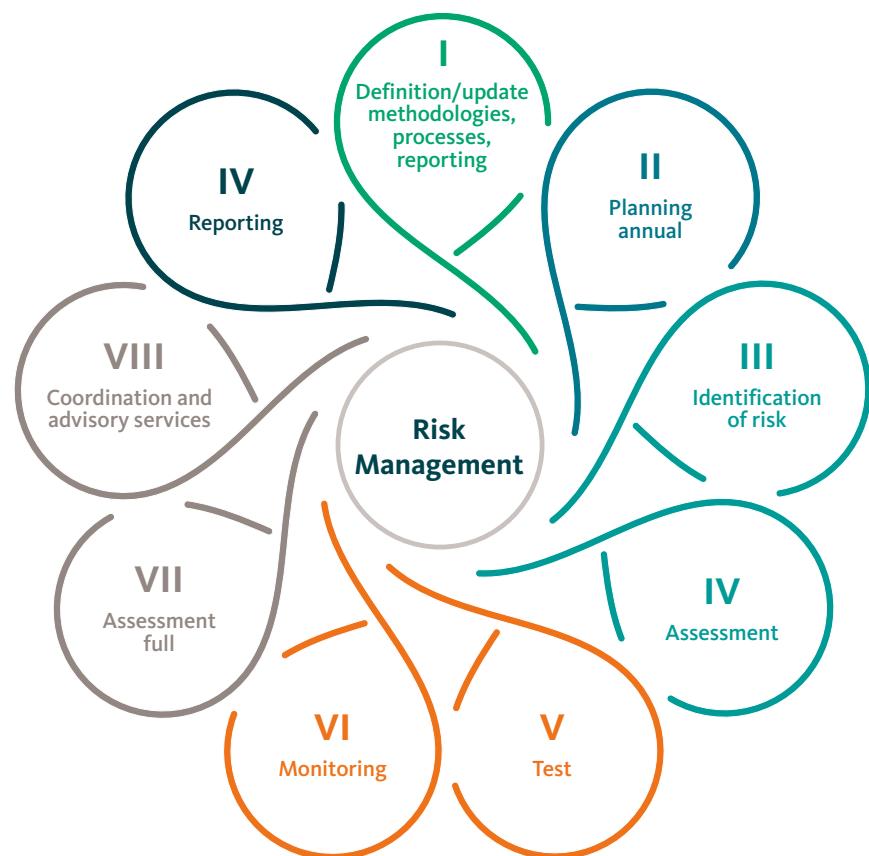
Process whereby decisions are made that affect the level of the Group's exposure to current (Risk profile) and desired (Risk Appetite) risks, in compliance with the established risk appetite framework. The risk of unintentional errors and fraud in financial reports is not deliberately taken on by the Bank, but is a consequence of decisions made in relation thereto, to which it is intrinsically linked.

Risk management

Set of rules, procedures and resources to identify, measure or assess, monitor, mitigate and communicate this risk to the appropriate levels.

This Management is structured into a specific Operating Model divided into a cycle of activities aimed at:

- achieving a complete plan of the administrative and accounting processes;
- assessing the adequacy and functionality of the related controls, through executing tests of controls;
- certifying/declaring the company accounting information in accordance with legislative and regulatory provisions with awareness of the existence/adequacy of the processes and the actual execution of accounting controls.



4.5. Independent Auditors

The Shareholders' Meeting of 26 November 2016¹⁶, appointed Deloitte & Touche S.p.A., with registered office at Via Tortona 25, 20144, Milan, to audit the accounts and consolidated accounts of BPER for the period 2017-2025.

Through ongoing communication and exchange of information, the Auditors hold discussions with the Executive responsible for financial reporting and the Financial & Sustainability Reporting Supervision Service about the evaluation of the administrative-accounting procedures and the "Control Model", as well as with the Corporate Bodies¹⁷.

The Board of Directors, having consulted the Board of Statutory Auditors, takes annual note of the letter of suggestions received from the external auditors on the annual financial statements and the consolidated financial statements (Management letter), as well as the related replies formulated by the Bank (managed by the Financial & Sustainability Reporting Supervision Service), giving the Chief Executive Officer the mandate to forward them to the Independent Auditors. In this regard, the response to the Management Letter on the financial statements and the consolidated financial statements at 31 December 2022, dated 31 March 2023, was examined by the Board of Statutory Auditors at its meeting of 5 May 2023 and subsequently assessed by the Board of Directors at its meeting of 9 May 2023, and was submitted on the same date to the independent auditors signed by the Chief Executive Officer.

The Management Letter is one of the sources of information that the Internal Audit Function considers as part of the Risk Assessment and Planning process for the definition of the Audit Plan.

4.6. Organisation model pursuant to Italian Legislative Decree 231/2001 and Supervisory Board

BPER has adopted an Organisation and Management Model pursuant to Italian Legislative Decree 231/2001 (hereafter OMM or Model) to prevent the commission or attempted commission of the offences envisaged in this Decree. The document – last updated in June 2023 – consists of two parts:

- "General Section", which defines the administrative liability regime of entities pursuant to the relevant regulation Italian Legislative Decree 231/2001 and illustrates the basic components of the Model (purpose, structure, guiding principles and recipients), with reference to the Code of Ethics and Disciplinary System.
- Special Part, which identifies, for each category of presumed offences - considered by the Bank to be associated with specific Organisational Units - "sensitive" business areas and, within each area, the business activities that may underlie the risk of commission of the offences ("sensitive activities"); for each sensitive activity, controls and behaviours are subsequently defined.

The activities for supervising the observance, functioning and regular updating of the OMM are assigned to the Supervisory Board, which carries out these tasks also through the performance of regular verification activities. The SB, which avails itself of the support of a Secretary, consists of three members: (i) two external professionals with the necessary skills, including the Chair of the Board itself; (ii) an employee of the Bank, with suitable specialist skills, who does not hold management positions in the Bank itself.

Timely information flows are required from the Corporate Bodies, Organisational Units and personnel of the Bank, necessary for the performance of the supervisory task, as well as those required periodically and on request.

The Supervisory Board of the Parent Company coordinates with the Supervisory Boards of those Companies that are the recipients of Group Instructions regarding Italian Legislative Decree 231/2001 (specifically Banco di Sardegna, Bibanca, BPER Real Estate, BPER Factor, Finitalia, BPER Leasing, Banca Cesare Ponti and BPER Reoco), thus facilitating the mutual exchange of information, knowledge and methodologies.

Except for any particularly serious cases, the SB reports on the results of its activities to the Corporate Bodies in a dedicated half-yearly report which includes – where necessary – proposals for corrective actions.

16 Pursuant to Italian Legislative Decree no. 39 of 27 January 2010.

17 Including the related internal Board Committees.

During 2023, the SB held 13 meetings. The Chair also participated in one meeting with the Board of Statutory Auditors and the Control and Risk Committee for more effective coordination and mutual information exchange.

With reference to 2023, the following activities were carried out, among others:

- throughout the company, identification, mapping and monitoring of the risks of committing significant offences pursuant to Italian Legislative Decree 231/2001, requesting constant updates on the matter;
- in the context of the risk areas and sensitive processes identified, checking the adequacy of the protocols adopted to prevent and impede unlawful conduct;
- in the context of the risk areas and sensitive processes identified, checking compliance with the protocols adopted to prevent and impede unlawful conduct;
- checks on the efficiency of the organisational/managerial changes following the update of the Model;
- monitoring the evolution of regulations governing the administrative liability of entities pursuant to Italian Legislative Decree 231/2001;
- incorporating amendments to the internal organisation and business activities;
- interviewing parties able to provide useful indications or information about the matters subject to supervision and control.

For further information, please refer to the footer on the BPER website – (www.bper.it/footer/informative-normative/dleg-231-01 – Institutional Site, Information & Regulations, Italian Legislative Decree 231/2001 section), which contains the extract from the OMM of BPER Banca and its Code of Ethics.



Italian Legislative
Decree 231/2001

Chapter 5

DIRECTORS' INTERESTS IN TRANSACTIONS WITH RELATED PARTIES AND ASSOCIATED PERSONS

In compliance with the overall regulations on related parties and associated persons pursuant to Consob Related Party Regulation no. 17221/2010 and Bank of Italy Circular no. 285/2013, BPER Banca has set up a Related Parties Committee (described in more detail in the paragraph "Board committees" in Chapter 3 of this Report) and has adopted an appropriate "Group policy for governing the compliance risk concerning conflicts of interest with related parties and risk activities with associated persons" (hereinafter "Related Parties and Associated Persons Policy" or "Policy").

The Related Parties and Associated Persons Policy

The Related Parties and Associated Persons Policy determines for the entire BPER Group, *inter alia*:

- the criteria for the identification and classification of related parties and associated persons as well as of most or least significant transactions;
- cases of exception and exemption from the application of the Policy, without prejudice to any disclosure requirements. These cases of exemption concern in particular: intra-group transactions, in the absence of significant interests of other related parties or associates; ordinary transactions concluded at market or standard conditions; transactions involving minor amounts, meaning transactions whose value is less than or equal to Euro 200,000, if the counterparty is a natural person (including professional associations to which the related party belongs), or less than or equal to Euro 500,000, if the counterparty is an entity other than a natural person;
- the regulation of transactions relating to the remuneration of corporate representatives, *i.e.* of the transactions with Significant Persons pursuant to the CONSOB Regulation No. 17221/2010 concerning remuneration due to members of the Board of Directors, the Executive Committee, (if appointed) Directors vested with special powers, and Executives with Strategic Responsibilities, for which, without prejudice to disclosure requirements, the decision-making process provided for in the Policy may not apply, provided that they comply with the Remuneration Policy approved by the Shareholders' Meeting and the policy does not involve discretionary assessments with respect to the criteria defined in said policy;
- the rules and procedures concerning the investigation, negotiation, decision-making and approval stages of transactions, distinguishing between: (i) Most significant transaction (MST), the approval of which is the exclusive responsibility of the Board of Directors, subject to the favourable opinion of the Related Parties Committee, which is involved in advance in the negotiation and preliminary stages of the transaction; and (ii) Least significant transaction, in respect of which the prior, non-binding opinion of the Related Parties Committee is required. In line with the new provisions of CONSOB Regulation No. 17221/2010, in transactions falling within the competence of the Board

of Directors, the Board must decide with the abstention of any Directors involved in the transaction, *i.e.* any Directors who have an interest in the transaction, on their own behalf or on behalf of third parties, that conflicts with that of the Company;

- the regulation of Transactions of Major Significance under the responsibility of the Shareholders' Meeting, for which it is envisaged that the Board of Directors may approve the proposed resolution to be submitted to the Shareholders' Meeting even when the Related Parties Committee has expressed a negative opinion, in the manner and within the terms specified by the Policy;
- the regulation of Transactions falling within the scope of Article 136 of the CLB, providing that in cases where, with reference to the same party, both the provisions pursuant to Article 136 of the CLB and transactions involving related parties and/or associated persons, the special resolution formalities pursuant to Article 136 of the CLB shall apply, without prejudice to the additional disclosure requirements provided for in this regard by the Related Parties and Associated Persons Policy;
- the oversights to be applied to transactions, if these give rise to losses, transfers to bad loans, and in court or out-of-court settlements;
- the criteria for verifying the independence of any experts used by the Related Parties Committee;
- the information flows to be provided to the Related Parties Committee and to the other Corporate Bodies on related party transactions, also with reference to transactions eligible for exemptions;
- the information to be provided to CONSOB and the market, including in the context of periodic financial reporting;
- rules with regard to cases whereby the Parent Company reviews or approves transactions of its Italian or foreign banks and subsidiaries and suitable controls for Italian non-banking companies and foreign banks.



The Related
Parties
and Associated
Persons Policy

Directors' interests in transactions with Related Parties and Associated Persons

In support of the aforementioned Related Parties and Associated Persons Policy, other internal regulation documents have been introduced, which contain specific provisions addressing organisational and procedural issues, to provide detailed instructions on how to manage the process in the various operational areas.

In compliance with the aforementioned Supervisory Instructions, the Policy and the aforementioned internal provisions also regulate the regulatory, organisational and procedural controls suitable for ensuring compliance with the prudential limits set by the Bank of Italy for risk activities in relation to associated persons.

The Related Parties and Associated Persons Policy and the information documents published in accordance with the CONSOB Related Parties Regulations are available on the BPER Banca institutional website, in the section Governance - Related Party transactions

In addition to the foregoing, the Bank operates in compliance with the regulatory requirements concerning the interests of Directors.

In this regard, the Bank has also adopted a specific internal regulatory document called "Group Regulations for the Management of Significant Interests by corporate representatives".

Group Regulations for the Management of significant interests by corporate representatives

The Significant Interest Regulations apply, according to the proportionality principle and taking into account the relevant specific features, to all the companies of the BPER Group and, in particular, to the relevant corporate representatives, a concept which, pursuant to the aforementioned Regulations, includes the parties that perform administrative, management and control functions at each company belonging to the Group.

The Document regulates, *inter alia*:

- the process for recognising Significant Interests pursuant to the Regulations (a notion aimed at encompassing the personal interests and conflicts of interest of company representatives), through an identification check and line controls;
- the process of managing significant interests, aimed at managing any transactions in which one or more Corporate Representatives have a personal interest or are in a situation involving a conflict of interest;
- monitoring of significant interests and the related periodic information flows.
- the roles and responsibilities, as well as the duties of the Corporate Bodies and Organisational Units of the Parent Company and the Group Companies involved.



TABLES

Table No. 1: Information on the Ownership Structure

STRUCTURE OF SHARE CAPITAL				
Type of shares	Number of shares	% of share capital	Listed (indicate the markets)/unlisted	Rights and obligations
Ordinary shares	1,415,850,518	100%	Euronext Milan	"Voting right Equity rights"
Multiple voting shares	/	/	/	/
Shares with limited voting right	/	/	/	/
Shares with no voting right	/	/	/	/
Other	/	/	/	/

OTHER FINANCIAL INSTRUMENTS (assigning the right to subscribe newly issued shares)				
Types of financial instruments	Listed (indicate the markets)/unlisted	Number of instruments issued	Class of shares to service conversion/capital increase exercise	Number of shares to service conversion/capital increase exercise
Convertible bonds	unlisted	600 ⁽¹⁾	Ordinary shares	35,714,286
Warrants	/	/	/	/

SIGNIFICANT HOLDINGS OF SHARE CAPITAL ⁽²⁾				
Declarant		Direct shareholders	% portion of ordinary share capital	% portion of voting capital
Unipol Gruppo S.p.A.		Unipol Gruppo S.p.A.	10.50%	10.50%
		UnipolSai Assicurazioni S.p.A.	9.40%	9.40%
		Fondazione di Sardegna	19.90%	19.90%
Fondazione di Sardegna		Fondazione di Sardegna	10.20%	10.20%
Norges Bank		Norges Bank	5.20%	5.20%

(1) "Additional Tier 1" convertible bond issued on 25 July 2019 for a total nominal amount of Euro 150,000,000, initially subscribed in full by Fondazione di Sardegna for a total price of Euro 180,000,000 (the bond conditions allow their conversion into BPER Banca shares with a maximum nominal value of Euro 150,000,000 including a premium of Euro 42,857,142, via the issue of up to 35,714,286 ordinary shares at a unit price of Euro 4.2, of which Euro 3 allocated to capital and Euro 1.2 to share premium). The number of instruments issued is 600 (unit nominal value of Euro 250,000).

(2) Data updated based on the communications received pursuant to the legislation in force and other information available to the Issuer.

The composition of the shareholding structure reported above is the result of analyses conducted by using mixed sources of data, such as entries in the Shareholders' Register, communications issued to CONSOB, communications and documentation relating to the attendance of the company's Shareholders' Meeting and the exercise of company rights. The mixed sources, the different dates when they were updated and the transactions regarding the company's shares ensure that the representation provided constitutes the best estimate of the composition of the shareholding structure, but are not as such to ensure they match the actual situation at the time of consultation.

Table 2: Structure of the Board of Directors at 31/12/2023

BOARD OF DIRECTORS														
Office	Members (name and surname)	Year of birth	Date of first appointment ^(*)	In office since	In office until the approval of the financial statements at	List (submitters) (**)	List (***)	Exec.	Non-Exec.	Indep. (Code)	Indep. Consolidated Law on Finance	Indep. CLB ⁽⁵⁾	No. of other directorships (****)	Attendance at meetings (*****)
Chair	Flavia Mazzarella	24/12/58	21/04/21	21/04/21	31/12/23	Shareholders	3		x	x	x	x	4	18/18
Chief Executive Officer^(*)	Piero Luigi Montani	12/04/54	21/04/21	21/04/21	31/12/23	Shareholders	3	x					1	18/18
Deputy Chair	Riccardo Barbieri	31/01/64	14/04/18	21/04/21	31/12/23	Shareholders	2		x		x ⁽⁴⁾		1	18/18
Director	Elena Beccalli	25/07/73	21/04/21	21/04/21	31/12/23	Shareholders	3		x	x	x	x	0	17/18
Director	Monica Cacciapuoti ⁽¹⁾	28/09/68	05/11/22	05/11/22	31/12/23	Shareholders	-		x		x ⁽⁴⁾		0	17/18
Director	Silvia Elisabetta Candini	02/07/70	06/07/20	21/04/21	31/12/23	Shareholders	1		x	x	x	x	0	18/18
Director	Maria Elena Cappello	24/07/68	21/04/21	21/04/21	31/12/23	Shareholders	3		x	x	x	x	4	17/18
Director	Cristiano Cincotti	30/03/75	21/04/21	21/04/21	31/12/23	Shareholders	2		x	x	x	x	0	18/18
Director	Alessandro Robin Foti	26/03/63	14/04/18	21/04/21	31/12/23	Shareholders	1		x	x	x	x	1	18/18
Director	Roberto Giay	10/11/65	21/04/21	21/04/21	31/12/23	Shareholders	3		x		x ⁽⁴⁾		8	13/18
Director	Gianni Franco Papa	06/04/56	21/04/21	21/04/21	31/12/23	Shareholders	3		x		x ⁽⁴⁾		7	18/18
Director	Marisa Pappalardo	25/01/60	14/04/18	21/04/21	31/12/23	Shareholders	1		x	x	x	x	1	17/18
Director	Monica Pilloni	20/02/63	21/04/21	21/04/21	31/12/23	Shareholders	2		x	x	x	x	6	18/18
Director	Elisa Valeriani ⁽²⁾	22/08/72	23/06/21	23/06/21	31/12/23	Shareholders	-		x	x	x	x	0	18/18
DIRECTORS LEAVING DURING THE YEAR														
Office	Members (name and surname)	Year of birth	Date of first appointment ^(*)	In office since	Date of termination of office	List (submitters) (**)	List (***)	Exec.	Non-Exec.	Indep. (Code)	Indep. Consolidated Law on Finance	Indep. CLB ⁽⁵⁾	No. of other directorships (****)	Attendance at meetings (*****)
Director	Gianfranco Farre ⁽³⁾	06/03/58	21/04/21	21/04/21	01/06/23	Shareholders	2		x		x ⁽⁴⁾		1	9/9
Number of meetings held during the reference year:													18	

Quorum required for lists submitted at the latest renewal: 1% of share capital

NOTES:

- (*) The Chief Executive Officer is also the Director in charge of Internal Control and Risk Management.
- (*) Date of first appointment of each Director means the date on which the Director was appointed for the first time (ever) to the Company's Board of Directors.
- (**) This column indicates that the list from which each Director was drawn was submitted by shareholders.
- (***) With regard to the Directors appointed during the Meeting held on 21 April 2021, the number of the list from which each Director was drawn is shown in this column. It should be noted in this regard that following the voting: (i) List No. 1 came first in terms of number of votes; (ii) List No. 3 came second in terms of number of votes; (iii) List No. 2 came third in terms of number of votes. Elisa Valeriani was elected on the basis of an individual candidacy submitted by a minority shareholder, replacing Alessandra Ruzzu, who resigned and was removed from List No. 2.
- (****) This column shows the total number of directorships or audit appointments as detailed in Table 5.
- (*****) This column illustrates the participation of each Director in the meetings of the Board of Directors with respect to the total number of meetings.
- (1) Monica Cacciapuoti was appointed as a Director by the Shareholders' Meeting of 5 November 2022 following the resignation with immediate effect, on 8 September 2022, of the Director Gian Luca Santi, who also held the position Member of the Nominations and Corporate Governance Committee.
- (2) On 23 June 2021, the Shareholders' Meeting appointed Elisa Valeriani as Director to replace Alessandra Ruzzu, who was previously appointed by the Shareholders' Meeting on 21 April 2021 and resigned from office on 20 May 2021.
- (3) Gianfranco Farre, Non-Executive Director of the Company and member of the Control and Risk Committee, resigned from office on 1 June 2023. During the period in which the Representative was in office, the Board of Directors met 9 times.
- (4) Pursuant to Article 17 paragraph 4 of the Articles of Association, Directors who meet the independence requirements established by Article 148 paragraph 3 of the Consolidated Law on Finance, Italian Ministerial Decree No. 169/2020 (implementing Article 26 of the CLB) and the 2020 Corporate Governance Code, are considered independent.
- (5) Independence pursuant to Italian Ministerial Decree No. 169/2020.

Table 3: Structure of Board Committees at 31/12/2023

BOARD OF DIRECTORS		RELATED PARTIES COMMITTEE		CONTROL AND RISK COMMITTEE		NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE		REMUNERATION COMMITTEE		SUSTAINABILITY COMMITTEE	
Office	Members (name and surname)	Attendance at meetings(*)	C/M(**)	Attendance at meetings(*)	C/M(**)	Attendance at meetings(*)	C/M(**)	Attendance at meetings(*)	C/M(**)	Attendance at meetings(*)	C/M(**)
Chair of the Board of Directors - Non-Executive Independent Director	Flavia Mazzarella									12/12	C
Chief Executive Officer	Piero Luigi Montani										
Deputy Chair Non-Executive Director	Riccardo Barbieri									12/12	M
Non-Executive Director - Independent⁽¹⁾	Elena Beccalli	18/18	C	17/17	M						
Non-Executive Director	Monica Cacciapuoti ⁽²⁾							15/15	M		
Non-Executive director - Independent⁽¹⁾	Silvia Elisabetta Candini					14/14	C				
Non-Executive Director - Independent⁽¹⁾	Maria Elena Cappello							15/15	C		
Non-Executive Director - Independent⁽¹⁾	Cristiano Cincotti							14/15	M		
Non-Executive Director - Independent⁽¹⁾	Alessandro Robin Foti			17/17	M						
Non-Executive Director	Roberto Giay					13/14	M				
Non-Executive Director	Gianni Franco Papa			17/17	M						
Non-Executive Director - Independent⁽¹⁾	Marisa Pappalardo	18/18	M								
Non-Executive Director - Independent⁽¹⁾	Monica Pilloni	18/18	M	17/17	C						
Non-Executive Director - Independent⁽¹⁾	Elisa Valeriani					14/14	M			12/12	M
DIRECTORS LEAVING DURING THE YEAR											
Non-Executive Director	Gianfranco Farre			8/8 ⁽²⁾	M						
Number of meetings held during the reference year:		RPC: 18		CRC: 17		ACPC: 14		RC: 15		SB: 12	

(1) It should be noted that pursuant to Article 17 par. 4 of the Articles of Association, Directors who meet the independence requirements established by Article 148 par.3 of the Consolidated Law on Finance, Ministerial Decree No. 169/2020 (implementing Article 26 of the Consolidated Law on Banking), and the 2020 Corporate Governance Code, are considered independent.

(2) Gianfranco Farre, Non-Executive Director of the Company and member of the Control and Risk Committee, tendered his resignation from office on 1 June 2023, with immediate effect. During the period he was in office as a member of the Control and Risk Committee, the Committee met 8 times.

(*) This column refers to the participation of each Director in the Committee meetings with respect to the total number of meetings.

(**) This column indicates the title of the Director within the Committee: "C": Chair; "M": Member.

Table 4: Structure of the Board of Statutory Auditors at 31/12/2023

BOARD OF STATUTORY AUDITORS									
Office	Members (name and surname)	Year of birth	Date of first appointment ^(*)	In office since	In office until the approval of the financial statements at	List ^(**)	Indep. Code	Participation in Board meetings ^(***)	Number of other directorships ^(****)
Chair	Daniela Travella	05/09/67	23/06/21	23/06/21	31/12/23	3 ⁽¹⁾	X	34/34	5
Standing Auditor	Carlo Appetiti	12/05/66	27/07/22	27/07/22	01/02/24 ⁽²⁾	-	X	34/34	1
Standing Auditor	Patrizia Tettamanzi	11/12/69	17/04/19 ⁽³⁾	21/04/21	31/12/23	1 ⁽⁴⁾	X	34/34	1
Alternate Auditor	Sonia Peron	26/12/70	23/06/21	23/06/21	31/12/23	- ⁽⁵⁾	X	-	-
Alternate Auditor	Andrea Scianca	24/07/69	21/04/21	21/04/21	31/12/23	3	X	-	-
Number of meetings held during the reference year:								34	

Quorum required for the submission of lists by minority interests for the election of the Board of Statutory Auditors: 0.50% of the share capital.

NOTES:

- (*) Date of first appointment of each Statutory Auditor means the date on which the Auditor was appointed for the first time (ever) to the Company's Board of Statutory Auditors.
- (**) This column indicates the number of the list from which each Auditor was taken. It should be noted that at the Shareholders' Meeting of 21 April 2021: (i) list no. 1 came first in terms of number of votes; (ii) list no. 3 came second in terms of number of votes; (iii) list no. 2 came third in terms of number of votes (no Auditor was therefore taken from this list).
- (***) This column indicates the participation of the Statutory Auditors in Board of Statutory Auditors' meetings out of the total number of meetings that could have been attended.
- (****) This column shows for the Auditors the total number of administration or control positions detailed in Table 6
- (1) Daniela Travella was appointed by the Shareholders' Meeting of 23 June 2021, called for the purpose of reconstituting the Board of Statutory Auditors and appointing the new Chair of the Board of Statutory Auditors to replace Nicola Bruni, appointed by the Shareholders' Meeting of 21 April 2021 (taken from List No. 3, ranked second in terms of the number of votes) and resigned with effect from the aforementioned Shareholders' Meeting of 23 June 2021. It should be noted that, in view of the Shareholders' Meeting of 21 April 2021, Daniela Travella was placed in second position in the Standing Auditors section of List No. 3 (behind Nicola Bruni). Following this Shareholders' Meeting, she was not elected. Article 33, paragraph 5, of the Articles of Association provides that, "if it is necessary to replace an Auditor drawn from a list other than the one that came first in terms of the number of votes obtained and that is not connected, even indirectly, with the shareholders who submitted or voted for the list that came first, the Shareholders' Meeting shall select them, where possible, from among the unelected candidates indicated in both sections of the list to which the Auditor to be replaced belonged [...]" On the basis of this provision, at the Shareholders' Meeting of 23 June 2021, Daniela Travella was appointed Chair of the Board of Statutory Auditors at the proposal of the shareholder Unipol Gruppo S.p.A. (which had submitted the aforementioned List No. 3).
- (2) The Standing Auditor Carlo Appetiti resigned from office on 18 January 2024, with effect from 1 February 2024. The full composition of the Board of Statutory Auditors will be restored at the Ordinary Shareholders' Meeting for the approval of the 2023 financial statements, scheduled for 19 April 2024.
- (3) Patrizia Tettamanzi was appointed, for the first time, as Alternate Auditor by the Shareholders' Meeting of 17 April 2019, replacing Paolo De Mitri, who in the meantime was appointed Chair of the Board of Statutory Auditors.
- (4) Patrizia Tettamanzi - taken from List no. 1 - was elected Alternate Auditor by the Shareholders' Meeting of 21 April 2021; from the same date and until the next Shareholders' Meeting, she assumed the role of Standing Auditor to fulfill the need for completing the Control Body. She was subsequently elected Standing Auditor by the Shareholders' Meeting of 23 June 2021.
- (5) Sonia Peron was appointed as Alternate Auditor by the Shareholders' Meeting of 23 June 2021, called to reconstitute the Board of Statutory Auditors. Sonia Peron's candidacy was submitted on behalf of a group of institutional investors holding an overall stake of 1.70% of the share capital.

Table 5: List of offices held by the members of the Board of Directors

The information shown here reflects what is known by the Bank as at 31 December 2023 and at the date of this Report.

MEMBER OF THE BOARD OF DIRECTORS	OFFICE	COMPANY
Flavia Mazzarella	Director	WEBUILD S.p.A.
	Deputy Chair of the Board of Directors and Management Committee	FITD - Fondo Interbancario di Tutela dei Depositi
	Deputy Chair of the Board of Directors	Schema Volontario di Intervento del FITD - Fondo Interbancario di Tutela dei Depositi
	Director	ABI - Associazione Bancaria Italiana
Piero Luigi Montani	Director	ABI - Associazione Bancaria Italiana
Riccardo Barbieri	General Manager	Fidicoop Sardegna Società Cooperativa di Garanzia Collettiva Fidi
Elena Beccalli	-	-
Monica Cacciapuoti	-	-
Silvia Elisabetta Candini	-	-
Maria Elena Cappello	Member of the Supervisory Council	Luminor Bank SA (Estonia)
	Member of the Management Committee	Fondazione Artistica Poldi Pezzoli Onlus 2020
	Director	Fibonacci Bidco S.p.A.
	Director	Fibonacci Holdco S.p.A.
Cristiano Cincotti	-	-
Alessandro Robin Foti	Chief Executive Officer	AS.CAR.I S.r.l.
Roberto Giay	Chair of the Board of Directors	UnipolSai Finance S.p.A.
	Chair of the Board of Directors	Unipol Finance S.r.l.
	Chair of the Board of Directors	Unipol Investment S.p.A.
	Chair of the Board of Directors	UnipolPart I S.p.A.
	Deputy Chair of Board of Directors	Tenute del Cerro S.p.A.
	Deputy Chair of Board of Directors	Gruppo Una S.p.A.
	Deputy Chair of Board of Directors	Società e Salute S.p.A.
	Director	Nomisma S.p.A.
Gianni Franco Papa	Chair of the Board of Directors	Banca Cesare Ponti S.p.A.
	Deputy Chair	Relatech S.p.A.
	Chair of the Board of Directors	Casa di Cura La Madonnina S.p.A.
	Director	Istituti Clinici Zucchi S.p.A.
	Director	H San Raffaele Resnati S.r.l.
	Director	Ospedale Galeazzi S.p.A.
	Sole Director	FIN.SE S.r.l.
Marisa Pappalardo	Director	Pirelli & C. S.p.A.
Monica Pilloni	Chair of the Board of Directors	Società Gestione Aeroporto S.p.A. (SO.G.AER.)
	Chair of the Board of Statutory Auditors	Auto Vendita Veicoli e Meccaniche S.p.A. (AUTOVAMM S.p.A.)
	Standing Auditor	Sardeolica S.r.l.
	Standing Auditor	Sarlux S.r.l.
	Alternate Auditor	Pressteck S.p.A.
	Alternate Auditor	Pressteck Service S.p.A.
	-	-
Elisa Valeriani	-	-

Table 6: List of offices held by the members of the Board of Statutory Auditors

The information shown here reflects what is known by the Bank at 31 December 2023.

MEMBER OF THE BOARD OF STATUTORY AUDITORS	OFFICE	COMPANY
Daniela Travella	Chair of the Board of Statutory Auditors	RE_View Società tra Professionisti S.p.A.
	Standing Auditor	Laboratorio Farmaceutico S.I.T. - Specialità Igienico Terapeutiche S.r.l.
	Alternate Auditor	MC Prefabbricati S.p.A.
	Alternate Auditor	Officina Meccanica Sestese S.p.A.
	Alternate Auditor	Brioschi Sviluppo Immobiliare S.p.A.
Carlo Appetiti^(*)	Independent member of the Supervisory Board	Deutsche Bank Ukraine JSC
Patrizia Tettamanzi	Limited Partner	Idea S.a.s. di Enrico Vergani

(*) The Standing auditor Carlo Appetiti resigned from office on 18 January 2024, with effect from 1 February 2024. The full composition of the Board of Statutory Auditors will be restored at the Ordinary Shareholders' Meeting for the approval of the 2023 financial statements, scheduled for 19 April 2024.

Public disclosures pursuant to the Supervisory Provisions for Banks, Bank of Italy Circular 285/2013, Part I, Title IV, Chapter 1, Section VII⁽¹⁾

INFORMATION REQUESTED BY THE SUPERVISORY PROVISIONS FOR BANKS	CHAPTERS/SECTIONS OF THE REPORT IN WHICH THE INFORMATION IS PROVIDED
Disclosure on the general lines of the organisational structures and of corporate governance adopted in implementation of the provisions of Chapter 1, Title IV, Part I, Banca d'Italia Circular 285/2013.	Chapter 1 (Company Profile)
Justified indication of the category in which the Bank is included following the valuation process pursuant to Paragraph 4.I, Section I, Chapter 1, Title IV, Part I, Banca d'Italia Circular 285/2013.	Chapter 1 (Company Profile)
Overall number of members of the joint Bodies and reasons, represented in detail, for any situations where the limits set in the application guidelines of Section IV, Chapter 1, Title IV, Part I, Banca d'Italia Circular 285/2013, were exceeded. Composition of members at least by age, gender and length of term in office.	Chapter 3 (Governance structure of the Company) - Section 3.2 (Board of Directors: appointment and replacement - composition), Table 2 and Section 3.4. (Board of Statutory Auditors: Appointment and replacement of Statutory Auditors - Composition of the Board of Statutory Auditors) and Table 4.
Number of directors who meet the independence requirements.	Chapter 3 (Corporate Governance Structure) - Paragraph 3.2. (Board of Directors - Independent Directors and Lead Independent Director), Table 2
Number of directors expressed in minority lists.	Chapter 3 (Corporate Governance Structure) - Paragraph 3.2. (Board of Directors: appointment and replacement), Table 2.
Number and type of engagements held by each company representative in other companies or entities.	Table 5 (Board of Directors) and Table 6 (Board of Statutory Auditors).
Number and name of Board Committees established, their functions and duties.	Chapter 3 (Corporate Governance Structure) - Paragraph 3.2. (Board of Directors); Paragraph 3.3. (Board Committees) - (Control and Risk Committee); (Related Parties Committee); (Remuneration Committee); (Nominations and Corporate Governance Committee); (Sustainability Committee), Table 3 (Structure of Board Committees).
Any succession policies prepared, number and types of offices concerned.	Chapter 3 (Corporate Governance Structure) - Paragraph 3.2. (Board of Directors - Self-assessment and succession of Directors)

(1) Bank of Italy Circular No. 285/2013, Part I, Title IV, Chapter 1, Section VII, Public disclosure obligations: "The banks, in addition to the disclosure requirements arising from the European Union's regulatory provisions and from Bank of Italy's supervisory provisions, shall make public in a clear and detailed manner and shall constantly update the following information: [Editor's note: see list on the left-hand side of the table]. The banks shall publish the above information on their website. The information to be published on the bank's website, inclusive of disclosure of an outline of the organisational structure and corporate governance, may also be provided via reference to other documents available on the website itself, comprising the Articles of Association, as long as the relevant information is easily viewable and accessible via a clear, working link."

Correspondence table with respect to the Corporate Governance Code

Principles and Recommendations of the Corporate Governance Code		Applied/applied with possible improvements	Not applied	Report page
Article 1 - Role of the management body				
Pr. I	The management body guides the company by pursuing its sustainable success.	●		pages 23 - 29
Pr. II	The management body defines the strategies of the company and the group it heads in line with principle I and monitors their implementation.	●		pages 23 - 29
Pr. III	The management body sets forth the most functional corporate governance system for the performance of the Company's activities and the pursuit of its strategies, taking into account the room for autonomy offered by the legal system. If necessary, it assesses and promotes the appropriate changes, submitting them, when applicable, to the Shareholders' Meeting.	●		page 57
Pr. IV	The management body promotes, in the most appropriate forms, dialogue with shareholders and other stakeholders relevant to the company.	●		pages 35 - 37
Rec. 1	<p>Management Body:</p> <p>a) examines and approves the business plan of the company and the group it heads, also on the basis of the analysis of the relevant issues for the generation of long-term value carried out with the possible support of a committee of which the management body determines the composition and functions;</p> <p>b) periodically monitors the implementation of the business plan and assesses the general operating performance, periodically comparing results achieved with those planned;</p> <p>c) defines the nature and level of risk compatible with the strategic objectives of the company, including in its assessments of all the issues that may be relevant with a view to the sustainable success of the company;</p> <p>d) defines the corporate governance system of the company and the structure of the group it heads and assesses the adequacy of the organisational, administrative and accounting structure of the company and of the subsidiaries with strategic relevance, with particular reference to the Internal Control and Risk Management System;</p> <p>e) resolves on the transactions of the company and its subsidiaries that have significant strategic, economic, equity or financial importance for the company itself. To this end, it establishes the general criteria for identifying significant transactions;</p> <p>f) in order to ensure the correct management of corporate information, adopts, on the proposal of the Chair in agreement with the Chief Executive Officer, a procedure for the internal management and external communication of documents and information concerning the company, with particular reference to inside information.</p>	●		pages 57 - 58
Rec. 2	<p>If deemed necessary to define a corporate governance system more capable of meeting the Company's needs, the management body draws up justified proposals to be submitted to the Shareholders' Meeting on the following topics:</p> <p>a) choice and characteristics of the corporate model (traditional, "one-tier", "two-tier");</p> <p>b) size, composition and appointment of the management body and term of office of its members;</p> <p>c) composition of the administrative and equity rights of the shares;</p> <p>d) percentages established for the exercise of the prerogatives designed to protect minorities.</p> <p>In particular, if the management body intends to propose to the Shareholders' Meeting the introduction of increased voting rights, it shall provide - in the explanatory report to the Shareholders' Meeting - adequate reasons behind the purpose of this choice and indicate the expected effects on the ownership structure and control of the company and its future strategies, explaining the decision-making process followed and any contrary opinions expressed by board members.</p>	●		page 57

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Rec. 3	The management body, at the proposal of the Chair, formulated in agreement with the Chief Executive Officer, adopts and describes in the corporate governance report a policy for the management of dialogue with shareholders, also taking into account the engagement policies adopted by institutional investors and asset managers. The Chair ensures that the management body is in any case informed, at the first relevant meeting, about the development and significant content of the dialogue that has taken place with all the shareholders.	●		pages 35 - 37
Article 2 – Composition of the Corporate Bodies				
Pr. V	The management body is composed of Executive Directors and Non-Executive Directors, all with the professionalism and skills appropriate to the tasks assigned to them.	●		page 53
Pr. VI	The number and competence of Non-Executive Directors is such as to make sure that they have a significant influence on Board resolutions, to guarantee a significant weight in the adoption of board resolutions, and to ensure effective monitoring of management. A significant component of the Non-Executive Directors is independent.	●		page 53
Pr. VII	The company applies diversity criteria, including for gender, for the composition of the management body, in compliance with the priority objective of ensuring adequate competence and professionalism of its members.	●		pages 54 - 55
Pr. VIII	The control body has an adequate composition to ensure the independence and professionalism of its function.	●		pages 89 - 91
Rec. 4	The management body defines the assignment of management powers and identifies who among the executive directors holds the position of Chief Executive Officer. If the Chair is assigned the position of Chief Executive Officer or is assigned significant management powers, the Board of Directors explains the reasons for this choice.	●		pages 62 - 63
Rec. 5	The number and skills of the independent directors are commensurate with the needs of the company and the functioning of the management body, as well as the establishment of the respective committees. The management body includes at least two independent directors, other than the Chair. In large companies with concentrated ownership, independent directors make up at least one third of the management body. In the other large companies, the independent directors make up at least half of the management body. In large companies, the independent directors meet, in the absence of the other directors, on a regular basis and in any case at least once a year to assess the issues deemed of interest with respect to the operations of the management body and Company management.	●		pages 64 - 67
Rec. 6	The management body assesses the independence of each Non-Executive Director immediately after their appointment as well as during the course of their mandate in the event of circumstances relevant to independence and in any case at least once a year. For this purpose, each Non-Executive Director provides all the information necessary or useful for the assessment of the management body which considers, on the basis of all the information available, every circumstance that affects or may appear to be suitable to affect the independence of the director.	●		pages 64 - 65

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Rec. 7	<p>The circumstances that compromise, or appear to compromise, the independence of a director are at least the following:</p> <ul style="list-style-type: none"> a) if he/she is a significant shareholder of the company; b) if he/she is, or has been in the previous three financial years, an executive director or an employee: <ul style="list-style-type: none"> - of the company, of a subsidiary of strategic importance or of a company subject to joint control; - of a significant shareholder of the Company; c) if, directly or indirectly (for example through subsidiaries or of which he/she is an executive director, or as a partner of a professional firm or consulting company), has, or has had in the three previous years, a significant commercial, financial or professional relationship: <ul style="list-style-type: none"> - with the company or its subsidiaries, or with the related executive directors or top management; - with a party who, also together with others through a shareholders' agreement, controls the company; or, if the parent company is a company or entity, with the relative executive directors or top management; d) if he/she receives, or has received in the previous three financial years, from the company, its subsidiary or the parent company, significant additional remuneration with respect to the fixed remuneration for the office and that envisaged for participation in the committees recommended by the Code or required by current legislation; e) if he/she has been a director of the company for more than nine financial years, even if not consecutive, in the last twelve financial years; f) if he/she holds the office of executive director in another company in which an executive director of the company holds the office of director; g) if he/she is a shareholder or director of a company or an entity belonging to the network of the company appointed to audit the company; h) if he/she is a close relative of a person who is in one of the situations referred to in the previous points. <p>The management body pre-defines, at least at the beginning of its mandate, the quantitative and qualitative criteria for assessing the significance referred to in letters c) and d) above.</p> <p>In the case of the director who is also a partner in a professional firm or consultancy company, the management body assesses the significance of the professional relationships that may have an effect on his/her position and role within the firm or the consulting firms or companies that in any case pertain to important transactions of the company and the group it heads, even regardless of the quantitative parameters.</p> <p>The chair of the management body, who has been indicated as a candidate for this role in accordance with recommendation 23, may be assessed as independent if none of the above circumstances occur. If the independent chair participates in the committees recommended by the Code, the majority of the members of the committee is composed of other independent directors. The independent chair does not chair the Remuneration Committee and the Control and Risk Committee.</p>	●		pages 64 - 65
Rec. 8	<p>The company defines the diversity criteria for the composition of the administration and control bodies and identifies, also taking into account its own ownership structures, the most suitable instrument for their implementation.</p> <p>At least one third of the management body and the control body, where autonomous, is made up of members of the less represented gender.</p> <p>The companies adopt measures to promote equal treatment and opportunities between genders within the entire company organisation, monitoring their concrete implementation.</p>	●		pages 54 - 55 page 91
Rec. 9	<p>All members of the control body meet the independence requirements set forth in Recommendation 7 for directors.</p> <p>The assessment of independence is carried out, with the timing and methods envisaged by Recommendation 6, by the management body or the control body, based on the information provided by each member of the control body.</p>	●		pages 90 - 91
Rec. 10	<p>The outcome of the independence assessments of the directors and members of the control body, pursuant to recommendations 6 and 9, is made known to the market immediately after their appointment by means of a specific press release and, subsequently, in the Corporate Governance Report. On these occasions, the criteria used to assess the significance of the relationships in question are indicated and, if a director or a member of the control body has been deemed independent despite the occurrence of one of the situations indicated in Recommendation 7, a clear indication is provided and reasoned justification for this choice in relation to the position and individual characteristics of the assessed entity.</p>	●		pages 64 - 67 pages 90 - 91

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Article 3 – Operations of the management body and role of the chair				
Pr. IX	The Board of Directors sets the rules and procedures for its operations, in particular in order to ensure effective management of the disclosures made by the Board.	●		pages 59 - 60
Pr. X	The Chair of the Board of Directors plays a liaison role between the Executive Directors and the Non-Executive Directors and oversees the effective operation of the Board's work.	●		pages 60 - 61
Pr. XI	The management body ensures an adequate internal distribution of its functions and establishes board committees with preliminary, proposal-making and advisory functions.	●		page 69
Pr. XII	Each director ensures adequate time availability for the diligent fulfilment of the tasks assigned to him/her.	●		pages 55 - 56
Rec. 11	<p>The management body adopts a regulation that defines the rules for the operations of the body itself and its committees, including the methods for recording the minutes of the meetings and the procedures for the management of information to the directors. These procedures identify the terms for the prior submission of information and the methods for protecting the confidentiality of the data and information provided so as not to jeopardise the timeliness and completeness of the information flows.</p> <p>The Corporate Governance Report provides adequate information on the main contents of the regulations of the management body and on compliance with the procedures relating to the timeliness and adequacy of the information provided to the directors.</p>	●		pages 57 - 58
Rec. 12	<p>The Chair of the management body, with the help of the body's secretary, is responsible for:</p> <ul style="list-style-type: none"> a) ensuring that the pre-meeting information, and the additional information provided during the meetings, is adequate to enable directors to act in an informed manner in performing their roles; b) ensuring that the activity of the board committees with preliminary, proposal-making and advisory functions is coordinated with the activities of the management body; c) ensuring, in agreement with the Chief Executive Officer, that the executives of the company and those of the Legal Entities, responsible for the competent corporate functions according to the matter, attend board meetings, also at the request of individual directors, to provide the necessary in-depth information on the items on the agenda; d) ensuring, with the help of the Secretary, that all members of the management and control bodies can participate, after their appointment and during their term of office, in initiatives aimed at providing them with adequate knowledge of the sectors of activity in which the Bank operates, of corporate dynamics and their evolution, also with a view to the sustainable success of the Bank, as well as of the principles of proper risk management and of the reference regulatory and self-regulatory framework; e) ensuring the adequacy and transparency of the self-assessment process of the management body, with the support of the Nominations Committee. 	●		pages 60 - 61
Rec. 13	<p>The management body appoints an independent director as Lead Independent Director:</p> <ul style="list-style-type: none"> a) if the Chair of the management body is the Chief Executive Officer or holds significant managerial powers; b) if the office of Chair is held by the person who controls, even jointly, the Company; c) in large companies, even in the absence of the terms and conditions specified in letters a) and b), if required by the majority of Independent Directors 	●		page 67
Rec. 14	<p>The Lead Independent Director</p> <ul style="list-style-type: none"> a) represents a point of reference and coordination of the requests and contributions of Non-Executive Directors and, in particular, of Independent Directors; b) coordinates the meetings of the Independent Directors only. 	●		page 67
Rec. 15	In large companies, the management body expresses its opinion on the maximum number of offices in the management or control bodies in other listed or large companies that can be considered compatible with the effective performance of the office of director of the company, taking into account the commitment arising from the role held.	●		page 55

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Rec. 16	<p>The Board of Directors establishes internal committees with preliminary, propositional and advisory functions on appointments, remuneration and control and risks. The functions that the Code assigns to the committees may be distributed differently or even merged into a single committee, provided that adequate information is provided on the tasks and activities carried out for each of the functions assigned and the recommendations of the Code for the composition of the relative committees are observed.</p> <p>The functions of one or more committees may be assigned to the entire management body, under the coordination of the Chair, provided that:</p> <ul style="list-style-type: none"> a) the Independent Directors represent at least half of the management body; b) the Board of Directors dedicates adequate space within the Board meetings to the performance of the functions typically assigned to said committees. <p>In the event that the functions of the Remuneration Committee are reserved to the management body, the last sentence of recommendation 26 applies.</p> <p>Companies other than large companies may assign to the management body the functions of the Control and Risk Committee, even in the absence of the condition referred to above in letter a).</p> <p>Concentrated ownership companies, including large companies, may assign the functions of the Nominations Committee to the Board of Directors, even in the absence of the condition referred to in letter a) above.</p>	●		page 69
Rec. 17	<p>The Board of Directors defines the duties of the committees and determines their composition, favouring the expertise and experience of the relative members and avoiding, in large companies, an excessive concentration of offices in this area. Each committee is coordinated by a Chair who informs the management body about the activities carried out at the first relevant meeting.</p> <p>The Chair of the committee may invite the Chair of the management body, the Chief Executive Officer, the other directors and, informing the Chief Executive Officer, the representatives of the company functions competent for the matter to individual meetings. Members of the control body may attend the meetings of each committee.</p> <p>The committees have the right to access the information and company functions necessary for the performance of their duties, have financial resources and make use of external consultants, within the terms established by the management body.</p>	●		page 69
Rec. 18	<p>The Board of Directors resolves, on the proposal of the Chair, on the appointment and dismissal of the Secretary of the Board and defines the professional requirements and powers in its own regulations.</p> <p>The Secretary supports the activities of the Chair and provides impartial assistance and advice to the management body on any issue relevant to the proper functioning of the company governance system.</p>	●		page 62
Article 4 – Appointment of Directors and self-assessment of the management body				
Pr. XIII	The management body shall ensure, to the extent of its competence, that the process of appointment and succession of the Directors is transparent and designed to achieve the optimal composition of the management body according to the principles of Article 2.	●		pages 48 - 50 pages 67 - 68
Pr. XIV	The management body periodically assesses the effectiveness of its activities and the contribution made by its individual members, through formalised procedures, the implementation of which it oversees.	●		page 67
Rec. 19	<p>The Board of Directors assigns the Nominations Committee the task of assisting it in the activities of:</p> <ul style="list-style-type: none"> a) self-assessment of the management body and its committees; b) defining the optimal composition of the management body and its committees; c) identifying candidates for the office of director in the event of co-option; d) submitting, if necessary, a list from the outgoing management body to be implemented in a manner that ensures its formation and transparent submission; e) preparing, updating and implementing any plan for the succession of the Chief Executive Officer and the other Executive Directors. 	●		pages 76 - 78
Rec. 20	The Nominations Committee is composed primarily of Independent Directors.	●		page 77
Rec. 21	Self-assessment concerns the size, composition and actual operations of the management body and its committees, also considering the role it played in defining the strategies and monitoring the performance of the management and the adequacy of the Internal Control and Risk Management System.	●		pages 67 - 68

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Rec. 22	Self-assessment is conducted at least every three years, in view of the renewal of the management body. In large companies other than those with concentrated ownership, the self-assessment is conducted on an annual basis and can also be carried out by different methods during the mandate of the body, evaluating the opportunity to make use of an independent consultant at least every three years.	●		pages 67 - 68
Rec. 23	In companies other than those with concentrated ownership, the management body: - expresses, for each upcoming renewal, a position on its quantitative and qualitative composition considered optimal, taking into account the results of the self-assessment; - requires those submitting a list that contains more than half the number of candidates to be elected to provide adequate information, in the documentation submitted for the filing of the list, on the compliance of the list with the guidelines expressed by the management body, also with reference to the diversity criteria envisaged by Principle VII and Recommendation 8, and to indicate their candidate for the office of Chair of the management body, whose appointment takes place according to the procedures identified in the articles of association. The guidelines of the outgoing management body are published on the company's website well in advance of the publication of the notice of call of the Shareholders' Meeting relating to its renewal. The guidance identifies the managerial and professional profiles and skills deemed necessary, also in light of the company's sectoral characteristics, considering the diversity criteria indicated by Principle VII and Recommendation 8 and the position expressed on the maximum number of positions in application of Recommendation 15.	●		pages 51 - 52; 68
Rec. 24	In large companies, the management body: - defines, with the support of the Nominations Committee, a plan for the succession of the Chief Executive Officer and executive directors that identifies at least the procedures to be followed in the event of early termination of office; - ascertains the existence of adequate procedures for the succession of top management.	●		pages 67 - 68
Article 5 – Remuneration				
Pr. XV	The Remuneration Policy for directors, members of the Control Body and Top Management is designed to achieve the sustainable success of the Company and takes into account the need to employ, retain and motivate people with the expertise and professionalism required by the role held in society.	●		page 68
Pr. XVI	The Remuneration Policy is drawn up by the management body through a transparent procedure.	●		page 68
Pr. XVII	The management body ensures that the remuneration paid and vested is consistent with the principles and criteria defined in the Policy, in view of the results achieved and other circumstances relevant to its implementation.	●		page 68
Rec. 25	The Board of Directors assigns the Remuneration Committee the task of: a) assisting it in drawing up the Remuneration Policy; b) submitting proposals or expressing opinions on the remuneration of Executive Directors and other Directors who hold special offices as well as on setting performance objectives related to the variable component of that remuneration; c) monitoring the concrete application of the Remuneration Policy, verifying, in particular, the effective achievement of performance targets; d) assessing periodically the adequacy and overall consistency of the Remuneration Policy for directors and top management. In order to have people with proper expertise and professionalism, the remuneration of both Executive and Non-Executive Directors and members of the Control Body is defined taking into account the remuneration practices widespread in the reference sectors and for companies of similar size, also considering comparable experiences abroad and making use of an independent consultant if necessary.	●		pages 80 - 82
Rec. 26	The Remuneration Committee is composed only of Non-Executive Directors, the majority of whom are independent and is chaired by an Independent Director. At least one member of the Committee must have adequate knowledge of and experience in finance or remuneration policies, to be assessed by the management body at the time of appointment. No director takes part in the meetings of the Remuneration Committee in which proposals relating to their remuneration are put forward.	●		page 81

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Rec. 27	The Remuneration Policy for Executive Directors and top management defines: a) a balance between the fixed component and the variable component adequate and consistent with the Company's strategic objectives and the risk management policy, taking into account the features of the business and the sector in which it operates, providing for in any event that the variable part represents a significant part of the total remuneration; b) maximum limits on the disbursement of variable components; c) performance targets, to which the payment of variable components is linked, predetermined, measurable and linked in a significant part to a long-term horizon. They are consistent with the Company's strategic objectives and are aimed at promoting its sustainable success, including, where relevant, also non-financial parameters; d) an adequate period of deferral – with respect to the time of vesting – for the payment of a significant part of the variable component, in line with the characteristics of the business activity and the related risk profiles; e) the contractual agreements that allow the company to request the return, in whole or in part, of variable components of the remuneration paid (or to withhold amounts subject to deferral), determined on the basis of data that subsequently proved to be manifestly incorrect or of any other circumstances identified by the Company; f) clear and predetermined rules for the possible payout of compensation at the termination of the directorship, which define the maximum limit of the total amount payable, linking it to a certain amount or a certain number of years of remuneration. This compensation is not paid if the termination of the relationship is due to the achievement of objectively inadequate results.	●		page 68
Rec. 28	The share-based remuneration plans for Executive Directors and Top Management encourage alignment with the interests of shareholders over the long term, providing that a predominant part of the plan has an overall vesting period for rights and maintenance of the shares allocated equal to at least five years.	●		page 68
Rec. 29	The Remuneration Policy for Non-Executive Directors provides for remuneration adequate to the competence, professionalism and commitment required by the tasks assigned to them within the management body and in the board committees. This remuneration is not linked, except for an insignificant part, to financial performance objectives.	●		page 68
Rec. 30	The remuneration of the members of the Control Body provides for a remuneration adequate to the competence, professionalism and commitment required by the relevance of the role held and the size and sectoral characteristics of the company and its situation.	●		page 95
Rec. 31	Upon termination of office and/or dissolution of the relationship with an executive director or general manager, the management body makes known, by means of a press release, disseminated to the market as a result of the internal processes that lead to the assignment or recognition of any compensation and/or other benefits, detailed information on: a) the allocation or awarding of compensation and/or other benefits, the case in point that justifies their vesting (e.g. due to expiry of the office, dismissal or settlement agreement) and the decision-making procedures followed for this purpose within the company; b) the total amount of the compensation and/or other benefits, the related components (including non-monetary benefits, the maintenance of rights related to incentive plans, the consideration for non-competition commitments or any other remuneration) attributed for any reason and in any form) and the timing of their payout (distinguishing the part paid up-front from that subject to vesting mechanisms); c) the application of any claw-back or malus clauses of a part of the sum; d) compliance of the elements referred to in letters a), b) and c) above with respect to what is laid down in the Remuneration Policy, with a clear indication of the reasons and the decision-making procedures followed in the event of discrepancy, even if only partial, by said Policy; e) information about the procedures that have been or will be followed for the replacement of the Executive Director or General Manager who has left office.	--	--	During 2023, there were no cases of termination of office and/or dissolution of the relationship with an executive director or general manager.
Article 6 – Internal Control and Risk Management System				
Pr. XVIII	The Internal Control and Risk Management System consists of the set of rules, procedures and organisational structures aimed at an effective and effective identification, measurement, management and monitoring of the main risks, in order to contribute to the sustainable success of the Company.	●		page 99
Pr. XIX	The management body defines the guidelines of the Internal Control and Risk Management System in line with the company's strategies and annually assesses its adequacy and effectiveness.	●		pages 57 - 58 page 99

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Pr. XX	The management body defines the principles concerning the coordination and information flows between the various parties involved in the Internal Control and Risk Management System in order to maximise the efficiency of the system, reduce the overlapping of activities and ensure effective performance of the duties of the control body.	●		pages 101 - 102
Rec. 32	<p>The organisation of the Internal Control and Risk Management System involves, each in accordance with its own responsibilities:</p> <p>a) the management body, which carries out a role of guidance and assessment of the adequacy of the system;</p> <p>b) the Chief Executive Officer, who is responsible for the establishment and maintenance of the Internal Control and Risk Management System;</p> <p>c) the Control and Risk Committee, set up within the management body, with the task of supporting the assessments and decisions of the management body relating to the internal control and risk management system and the approval of the periodic financial and non-financial reports. In companies that adopt the one-tier or two-tier corporate model, the functions of the Control and Risk Committee can be assigned to the control body;</p> <p>d) the head of the Internal Audit Function, responsible for verifying that the Internal Control and Risk Management System is functioning, adequate and consistent with the guidelines defined by the management body;</p> <p>e) the other company functions involved in the controls (such as the risk management and legal and non-compliance risk monitoring functions), broken down in relation to the size, sector, complexity and risk profile of the Company;</p> <p>f) the Control Body that supervises the effectiveness of the Internal Control and Risk Management System.</p>	●		pages 99 - 106
Rec. 33	<p>The management body, with the support of the Control and Risk Committee:</p> <p>a) defines the guidelines of the Internal Control and Risk Management System in line with the company's strategies and evaluates, at least annually, the adequacy of said System with respect to the characteristics of the Company and the risk profile assumed, as well as its effectiveness;</p> <p>b) appoints and dismisses the Head of the Internal Audit Function, defining his/her remuneration in line with company policies, and ensuring that he/she has adequate resources to carry out his/her duties. If it decides to assign the Internal Audit Function, as a whole or by operating segment, to a party outside the company, it ensures that the latter meets the appropriate requirements of professionalism, independence and organisation and provides adequate justification for this choice in the Corporate Governance Report;</p> <p>c) approves, at least once a year, the work plan prepared by the Head of the Internal Audit Function, after consulting the Control Body and the Chief Executive Officer;</p> <p>d) assesses the opportunity to adopt measures to ensure the effectiveness and impartiality of judgement of the other corporate functions indicated in Recommendation 32, lett. e), verifying that they are equipped with adequate professionalism and resources;</p> <p>e) assigns the supervisory functions pursuant to Article 6, paragraph 1, lett. b) of Italian Legislative Decree No. 231/2001. If the body is not the control body, the management body assesses the opportunity to appoint within the body at least one Non-Executive Director and/or a member of the control body and/or the holder of legal or control functions of the Company, in order to ensure coordination between the various parties involved in the Internal Control and Risk Management System;</p> <p>f) assesses, after consulting the control body, the results reported by the auditor in any letter of suggestions and in the additional report addressed to the control body;</p> <p>g) describes, in the Corporate Governance Report, the main characteristics of the Internal Control and Risk Management System and the methods of coordination between the parties involved, indicating the reference models and national and international best practices, expresses its overall assessment of the adequacy of the system itself and gives an account of the choices made regarding the composition of the Supervisory Board referred to in letter e) above.</p>	●		pages 57 - 58 pages 70 - 73 pages 99 - 111

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Rec. 34	<p>Chief Executive Officer</p> <p>a) oversees the identification of the main corporate risks, taking into account the characteristics of the activities carried out by the Company and its subsidiaries, and periodically submits them for review by the management body;</p> <p>b) implements the guidelines defined by the management body, overseeing the design, implementation and management of the Internal Control and Risk Management System, constantly checking its adequacy and effectiveness, as well as adapting it to the dynamics of the operating conditions and the legislative and regulatory framework.</p> <p>c) may assign the internal audit function to carry out checks on specific operating areas and on compliance with internal rules and procedures in the execution of company transactions, simultaneously notifying the Chair of the Board of Directors, the Chair of the Control and Risk Committee and the Chair of the control body;</p> <p>d) promptly reports to the Control and Risk Committee on problems and critical issues that have emerged in the performance of its activities or of which it has become aware, so that the committee can take the appropriate initiatives.</p>	●		pages 102 - 103
Rec. 35	<p>The Control and Risk Committee is composed only of Non-Executive Directors, the majority of whom are independent and is chaired by an Independent Director.</p> <p>As a whole, the committee has adequate expertise in the business sector in which the company operates, and is capable of assessing the related risks. At least one member of the committee has adequate knowledge and experience in accounting and financial matters or risk management.</p> <p>The Control and Risk Committee, in assisting the management body:</p> <p>a) assesses, after consulting the Executive responsible for financial reporting, the Statutory Auditor and the Control Body, the correct use of the accounting principles and, in the case of groups, their homogeneity for the purposes of preparing the Consolidated Financial Statements;</p> <p>b) evaluates the suitability of periodic financial and non-financial information, in correctly representing the business model, the company's strategy, the impact of its activities and the performances recorded, coordinating with any committee envisaged by Recommendation 1, lett. a);</p> <p>c) examines the content of periodic non-financial information relevant to the Internal Control and Risk Management System;</p> <p>d) expresses opinions on specific aspects relating to the identification of the main corporate risks and supports the assessments and decisions of the management body relating to the management of risks deriving from prejudicial events of which the latter has become aware;</p> <p>e) examines the periodic reports and those of particular relevance prepared by the Internal Audit Function;</p> <p>f) monitors the autonomy, adequacy, effectiveness and efficiency of the Internal Audit Function;</p> <p>g) may task the Internal Audit Function with performing audits in specific operating areas, while concurrently informing the Chair of the control body;</p> <p>h) reports to the management body, at least when approving the annual and half-yearly financial report, on the activity carried out and on the adequacy of the Internal Control and Risk Management System.</p>	●		pages 70 - 73
Rec. 36	<p>The Head of the Internal Audit Function is not responsible for any operational area and reports hierarchically to the management body. He/she has direct access to all information useful for carrying out the assignment;</p> <p>The head of the internal audit function:</p> <p>a) verifies, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the operation and suitability of the Internal Control and Risk Management System, through an audit plan approved by the management body, based on a structured process of analysis and prioritisation of the main risks;</p> <p>b) prepares periodic reports containing adequate information on its activities, on the methods with which risk management is carried out as well as on compliance with the plans defined for their containment. The periodic reports contain an assessment of the suitability of the Internal Control and Risk Management System;</p> <p>c) also at the request of the control body, promptly prepares reports on events of particular importance;</p> <p>d) sends the reports referred to in letters b) and c) to the chairs of the Control Body, the Control and Risk Committee and the management body, as well as to the Chief Executive Officer, except in cases where the subject of such reports specifically concerns the activities of these parties;</p> <p>e) verifies, as part of the audit plan, the reliability of the information systems including the accounting systems.</p>	●		pages 103 - 104
Rec. 37	<p>The member of the Control Body who, on his/her own behalf or on behalf of third parties, has an interest in a specific transaction of the Company shall promptly and exhaustively inform the other Statutory Auditors of the same body and the Chair of the management body about the nature, terms, origin and scope of the relevant interest.</p> <p>The control body and the Control and Risk Committee promptly exchange relevant information for the performance of their respective duties. The Chair of the Control Body, or another member designated by him/her, participates in the work of the Control and Risk Committee.</p>	●		pages 94 - 95 page 71

GLOSSARY

A

Articles of Association or Articles

BPER Banca's Articles of Association, in force at the date of this Report (published on the website www.bper.it – Sito Istituzionale > Governance > Documents).

B

BPER Banca Group or BPER Group or Group

The Banking Group headed by BPER Banca.

BPER Banca or BPER or Issuer or Bank or Parent Company or Company

BPER Banca S.p.A., with registered office in Modena (Italy), via San Carlo 8/20, Parent Company of the Banking Group of the same name.

Board of Directors or Board or BoD

The Board of Directors of BPER Banca.

Board of Statutory Auditors or Statutory Auditors

The Board of Statutory Auditors of BPER Banca.

Borsa Italiana or Borsa

Borsa Italiana S.p.A.

C

Concentrated ownership companies

Pursuant to the Corporate Governance Code, companies in which one or more shareholders participating in a shareholders' agreement hold, directly or indirectly (through subsidiaries, trustees or intermediaries), the majority of the votes exercisable at the ordinary shareholders' meeting.

Consob

National Commission for Companies and the Stock Exchange.

Consob Related Parties Regulation

The Regulations issued by CONSOB under Resolution No. 17221 of 12 March 2010 on related party transactions (as subsequently amended and supplemented).

Consolidated Law on Banking (CLB)

Italian Legislative Decree No. 385 (Consolidated law on banking and lending matters) with subsequent amendments and additions.

Consolidated Law on Finance

Italian Legislative Decree No. 58 of 24 February 1998 (Consolidated Law on Financial Intermediation) with subsequent amendments and additions.

Corporate Governance/CG Code

The Corporate Governance Code for listed companies approved in January 2020 by the Corporate Governance Committee.

Corporate Governance Committee/CG Committee

The Italian Committee for the Corporate Governance of listed companies, promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria.

Corporate Governance Report or Report

This Report on Corporate Governance and Ownership Structure was prepared pursuant to Article 123-bis of the Consolidated Law on Finance.

E

EBA

European Banking Authority.

ECB

European Central Bank.

ESG

Environmental, Social, Governance.

ESMA

European Securities and Markets Authority.

Euronext Milan

The regulated market for medium and large capitalisation companies organised and managed by Borsa Italiana (formerly Mercato Telematico Azionario - MTA).

F**Financial reporting officer**

The Executive responsible for financial reporting pursuant to Article 154-bis of the Consolidated Law on Finance.

I**Issuers' Regulation**

The Regulations issued by CONSOB under Resolution No. 11971 of 1999 on issuers (as subsequently amended and supplemented).

L**Large company**

Under the Corporate Governance Code, companies whose capitalisation exceeded Euro 1 billion on the last trading day of each of the three preceding calendar years.

Letter of the Chair of the Committee

The letter dated 25 January 2023 from the Chair of the Corporate Governance Committee, Prof. Lucia Calvosa, addressed to the Chairs of the Boards of Directors of listed companies and containing the Corporate Governance Committee's Recommendations for 2023 attached as an Annex.

R**Recommendations of the Corporate Governance Committee for 2023**

The recommendations of the Corporate Governance Committee are attached as the Letter from the Committee Chair.

Report on remuneration

The Report on Remuneration Policy and Compensation Paid, which companies are required to draw up and publish pursuant to Article 123-ter of the Consolidated Law on Finance.

S**Supervisory Provisions**

Supervisory Provisions for Banks issued by the Bank of Italy in Circular No. 285 of 17 December 2013 and subsequent amendments and additions.

Sustainable success

Pursuant to the Corporate Governance Code, objective guiding the action of the Board of Directors and consisting in the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company.