



EXCERPT OF NOTICE OF CALL

OF ORDINARY SHAREHOLDERS' MEETING

An Ordinary Shareholders' Meeting of BPER Banca S.p.A has been convened for 3 July 2024 at 9.00 a.m., in one call, at the premises of the "Centro Direzionale" of BPER Banca, in Via Aristotele 195, to discuss and resolve on the following

AGENDA

1. Amendments to the 2024 Remuneration Policies of the BPER Banca S.p.A. Group for 2024, approved by the Shareholders' Meeting on 19 April 2024; related and ensuing resolutions;
2. Amendments to the 2022-2025 Long-Term Incentive Plan (LTI) based on financial instruments approved by the Shareholders' Meeting on 20 April 2022 and later amended by the Shareholders' Meeting on 5 November 2022; related and ensuing resolutions.

* * * * *

Procedures for holding the Shareholders' Meeting

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

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



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

* * * * *

Information concerning the share capital and information regarding:

- entitlement to attend the Shareholders' Meeting and exercise the right to vote exclusively via the Designated Representative, Computershare S.p.A. (*record date*: 24 June 2024);
- assignment of proxies/sub-proxies with voting instructions to the Designated Representative;
- additions to the agenda and/or submission of proposed resolutions on matters already on the agenda by Shareholders holding at least 2.5% of the share capital pursuant to art. 126-*bis*, para. 1, first sentence of the Consolidated Law on Finance (within ten days of publication of the Notice of Call on the Company's website);
- submission of proposed resolutions by holders of voting rights pursuant to art. 126-*bis*, para. 1, third sentence of the Consolidated Law on Finance (by 18 June 2024);
- the right to raise questions on items on the agenda prior to the Meeting (by 24 June 2024),

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

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

Modena, 31 May 2024

BPER Banca S.p.A.

The Chair

Fabio Cerchiai



This excerpt of the notice of call will be published in the Italian financial daily "Il Sole 24 Ore" on 1 June 2024.

This excerpt of the notice of call is also available in the "1Info" storage system.

Contacts:

Investor Relations

investor.relations@bper.it

Corporate and Regulatory Affairs

governance.marketabuse@bper.it

Media Relations

relest@bper.it

bper.it - group.bper.it
