

BPER:

PRESS RELEASE

RESULTS OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 19 DECEMBER 2024

- *Silvia Bocci appointed as Chair of the Board of Statutory Auditors*
- *Partial non-proportional demerger of the e-money part of Bibanca S.p.A. in favour of BPER Banca S.p.A. approved*
- *The amendment to article 40 of the Articles of Association with regard to the distribution of advances on dividends approved*

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Modena – 19 December 2024. BPER Banca informs that the Ordinary Shareholders' Meeting, held today, resolved to supplement the Board of Statutory Auditors pursuant to art. 2401 of the Italian Civil Code and in compliance with art. 33.5 of the Articles of Association, by appointing Silvia Bocci as Chair to replace the former Chair Angelo Mario Giudici, terminating his office as of today.

Silvia Bocci's candidacy as Standing Auditor was submitted as part of the list filed by Unipol Gruppo S.p.A. for the renewal of the Board of Statutory Auditors for the 2024-2026 three-year period, by the Ordinary Shareholders' Meeting of BPER Banca held on 19 April 2024, ranking second by the number of votes obtained without getting elected. Angelo Mario Giudici, the former Chair of the Board of Statutory Auditors, had been selected from the same list. In view of today's meeting, Silvia Bocci had thus confirmed her candidacy, in compliance with the provisions of the aforementioned art. 33.5 of the Articles of Association.

It should also be noted that the mandate of the new Chair of the Board of Statutory Auditors will expire on the same date as the mandate of the other Auditors in office, on the date of the Meeting called to approve the financial statements for the year 2026, and that she will receive the annual remuneration established for the role of Chair of the Board of Statutory Auditors during the Meeting of 19 April 2024.

A summarised profile of the newly-elected Chair of the Board of Statutory Auditors is available on the Bank's website www.group.bper.it > Governance > Corporate Bodies > Board of Statutory Auditors.

It should be noted that, to date, Silvia Bocci does not hold any shares in the Company.

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BPER:

Today, in its extraordinary session, the Shareholders' Meeting further resolved to:

- approve the partial, non-proportional Demerger Plan of the subsidiary Bibanca S.p.A. ("Bibanca" or "Demerged Company") in favour of BPER Banca S.p.A. ("BPER" or "Beneficiary Company"), according to the procedures indicated in the Demerger Plan and, in particular, (i) through the allocation by the Demerged Company to the Beneficiary Company of the going concern relating primarily to the e-money business; (ii) with no issuance nor allocation of shares of the Beneficiary Company nor of the Demerged Company; (iii) through the cancellation of 12,604,828 ordinary shares held by BPER in the Demerged Company, according to the allocation ratio set out in the Demerger Plan and with no cash contribution, subject to prior cancellation of the expressed par value of the shares of the Demerged Company and retention of the shares held in the Demerged Company by the Minority Shareholders. In this regard, the Meeting also resolved to give the Minority Shareholders of Bibanca the right to have BPER purchase the shares they hold in the Demerged Company for a price determined by Bibanca's Board of Directors on the basis of the criteria envisaged for withdrawal, pursuant to art. 2437-ter of the Italian Civil Code, already disclosed by Bibanca according to the procedures and the deadlines set forth by law. In this regard, please note that the deed of demerger is expected to be stipulated - after the expiry of the deadline for the minority shareholders of Bibanca to exercise their right to have BPER purchase the shares held by them in the Demerged Company, as well as of the deadline for creditors to exercise their right to object – in mid-January 2025, while the transaction is expected to become effective by the end of January 2025;
- approve the proposed amendment to article 40 of the Articles of Association by introducing a new paragraph three aimed at vesting the Board of Directors with the mandate to resolve upon the distribution of advances on dividends under the circumstances, the procedures and to the extent permitted by applicable laws and regulations. In this regard, it should also be noted that the positive outcome of the suitability assessment concerning the amendments to the Articles of Association pursuant to article 56 of the Consolidated Law on Banking, was received from the Supervisory Authority on 17 December 2024. In light of the above, the said Shareholders' Meeting resolution will therefore be filed with the Companies' Register by the deadlines provided for in the applicable regulations.

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BPER:

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

BPER Banca S.p.A.

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

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