

Informazione Regolamentata n. 0043-121-2025	Data/Ora Inizio Diffusione 4 Agosto 2025 17:55:25	Euronext Milan
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Societa' : BPER BANCA

Identificativo Informazione : 208850
Regolamentata

Utenza - referente : BPERN03 - Anselmi

Tipologia : REGEM

Data/Ora Ricezione : 4 Agosto 2025 17:55:25

Data/Ora Inizio Diffusione : 4 Agosto 2025 17:55:24

Oggetto : Communication of change in share capital of
BPER Banca S.p.A.

Testo del comunicato

Vedi allegato



PRESS RELEASE

Communication of change in share capital of BPER Banca S.p.A. pursuant to article 85-bis of Issuers' Regulation

Modena – 4 August 2025. BPER Banca S.p.A. (“**BPER**”) notifies, pursuant to article 85-bis of Consob Regulation no. 11971/1999 as subsequently amended (“**Issuers' Regulation**”), the new composition of its share capital following the execution of the paid-in share capital increase in a divisible form (*in via scindibile*) and with exclusion of the option right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code reserved to the voluntary public tender and exchange offer (the “**Offer**”) launched by BPER on all the ordinary shares of Banca Popolare di Sondrio S.p.A. (“**BP Sondrio**”) pursuant to Articles 102 and 106, paragraph 4, of the CFA, resolved by BPER’s Board of Directors on 29 May 2025 in the exercise of the delegated power granted by the Extraordinary Shareholders’ Meeting of 18 April 2025.

More precisely, considering that at the end of the acceptance period (*i.e.* 11 July 2025) no. 263,633,476 ordinary shares of BP Sondrio were tendered to the Offer – as disclosed on 15 July 2025 pursuant to Article 41, paragraph 6, of the Issuer’s Regulation – on 18 July 2025 BPER issued no. 382,268,540 BPER ordinary shares with no par value, with regular entitlement (coupon number 43) and the same characteristics as the shares outstanding as of the issuance date. Furthermore, considering that during the reopening of terms period ended on 25 July 2025 no. 100,660,069 ordinary shares of BP Sondrio were tendered to the Offer – as disclosed on 28 July 2025 pursuant to Article 41, paragraph 6, of the Issuer’s Regulation – on 1 August 2025 BPER issued no. 145,957,100 BPER ordinary shares with no par value, with regular entitlement (coupon number 43) and the same characteristics as the shares outstanding as of the issuance date. The newly issued shares of BPER were allocated to the BP Sondrio shareholders tendering to the Offer as share component of the Offer consideration.

The certification pursuant to Article 2444 of the Italian Civil Code regarding the new amount of the share capital was registered with the Companies’ Register of Modena on 4 August 2025.

The following table shows the current composition of BPER’s share capital, fully subscribed and paid in, as of 1 August 2025, also highlighting the previous share capital and the change that occurred.

TABLE 1

	Current share capital			Previous share capital			Change	
	Euro	no. of shares	Espresso unit nominal value	Euro	no. of shares	Espresso unit nominal value	Euro	no. of shares
Total of which:	2,909,962,900.57	1,949,849,964	-	2,121,637,109.40	1,421,624,324	-	788,325,791.17	528,225,640

BPER:

Ordinary shares (full rights: 01.01.2025) current coupon number: 43	2,909,962,900.57	1,949,849,964	-	2,121,637,109.40	1,421,624,324	-	788,325,791.17	528,225,640
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The Manager responsible for preparing the Company's financial reports, Giovanni Tincani, declares - in accordance with art. 154-*bis*, paragraph 2, of Legislative Decree no. 58/1998 (Italian Consolidated Law on Finance) - that the accounting information contained in this press release are consistent with the corporate documents, accounting books and entries.

Manager responsible for
preparing the Company's
financial reports

Giovanni Tincani

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Finally, we notify that the updated Articles of Association of BPER was registered with the Companies' Register of Modena on 4 August 2025 and is available to the public at the Company's registered office, on the Emarket Storage mechanism and on the Bank's website (<https://group.bper.it/en>, section Governance – Documents).

BPER Banca S.p.A.

This press release is also available in the storage mechanism *EmarketStorage*.

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