

PRESS RELEASE

Shareholders' meeting convened to approve integration of Board of Statutory Auditors Changes to the composition of Board committees

Modena, 16 June 2022 – Further to the announcement dated 7 June 2022 regarding the resignation of Standing Auditor Paolo De Mitri, BPER Banca S.p.A. informs that the Board of Directors held today resolved to convene the Ordinary Shareholders' Meeting of BPER Banca for the integration of the Board of Statutory Auditors. The Meeting will be held in one call by the end of July 2022. The notice of call, specifying the date of the Shareholders' Meeting, will be published in accordance with current regulations.

BPER Banca also informs that, at today's meeting, the Board of Directors acknowledged that, with BPER Banca's Director Gianni Franco Papa taking on the role of Chairman of the Board of Directors of the subsidiary Banca Carige S.p.A., Mr. Papa ceased to meet the independence requirements set forth in the Decree of the Ministry of Economy and Finance no. 169/2020.

As a result of the above, the Board of Directors has changed the composition of the Board Committees, appointing Monica Pilloni (i) already a Control and Risk Committee member, as Chair of the Control and Risk Committee, replacing Gianni Franco Papa, who retains the role of member of the Committee as a non-executive Director; (ii) as a member of the Related Parties Committee, replacing the outgoing member, Gianni Franco Papa.

The number of BPER Banca Directors who currently meet the requirements of independence, as set forth in Article 17, paragraph 4, of the Articles of Association, is therefore nine, significantly higher than the number required by the current legislation. At a later meeting, the Board of Directors will carry out the annual verification of the independence requirements of all members qualifying as independent.

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This is a translation into English of the original in Italian. The Italian text shall prevail over the English version.