

**PRESS RELEASE****Verification of the requirements of the Director appointed  
by the Shareholders' Meeting of 5 November 2022****Review of the composition of the Board committees**

*Modena – 24 November 2022.* Notice is hereby given that, at today's meeting, the Board of Directors of BPER Banca S.p.A. ("**BPER Banca**" or "**BPER**" or the "**Company**"), on the basis of the statements made and information available to the Company, ascertained that Director Monica Cacciapuoti, appointed by the Shareholders' Meeting of 5 November 2022, meets the requirements for directorship under current regulations and the Company's Articles of Association.

With reference in particular to the independence requirements, the Board of Directors ascertained that Director Cacciapuoti meets the independence requirements set forth in Legislative Decree No. 58/1998. However, as declared by the same Director when she submitted her candidacy, Director Cacciapuoti does not meet the independence requirements set forth in Decree No. 169 of 23 November 2020 of the Ministry of Economy and Finance and in the Corporate Governance Code, and is hence not independent pursuant to Article 17, paragraph 4, of the Articles of Association.

In light of the foregoing, the number of BPER Banca Directors who currently meet the independence requirements, as defined in the Articles of Association, is confirmed to be nine, broadly in excess of the minimum number set by the applicable regulations in force.

As a result of the above evaluations, BPER's Board of Directors has additionally once again verified the adequacy of its overall composition, which - even after the number of Directors was supplemented - continues to be in line with the composition identified as optimal in the Guidelines for Shareholders on the qualitative and quantitative composition of the Board of Directors published in view of the Shareholders' Meeting for the renewal of the Board of Directors on 21 April 2021.

It is further noted that, at today's meeting, the Board of Directors also reviewed the composition of the Board committees, appointing (i) Monica Cacciapuoti and Cristiano Cincotti (former member of the Nominations and Corporate Governance Committee) as members of the Remuneration Committee; (ii) Roberto Giay and Elisa Valeriani (former members of the Remuneration Committee) as members of the Nominations and Corporate Governance Committee. In light of the foregoing, the above Board committees are currently composed as follows:

- Nominations and Corporate Governance Committee: Silvia Elisabetta Candini (Chair), Roberto Giay and Elisa Valeriani;
- Remuneration Committee: Maria Elena Cappello (Chair), Monica Cacciapuoti and Cristiano Cincotti.

The composition of the other Board committees remains unchanged.

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In addition to the above, it should be noted that today's Board of Directors also reviewed the progress of negotiations regarding the conclusion of a strategic transaction related to the management of the BPER

Group's impaired loans, which had been announced in a press release on 4 August 2022, and in relation to which the Board will be called upon to decide at a forthcoming meeting.

BPER Banca S.p.A.

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

*Contacts:*

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