

## PRESS RELEASE

### Renewal of Bancassurance Agreements with the Unipol Group

Modena - 22 December 2022. BPER Banca S.p.A. (“BPER Banca”) announces that today it has renewed the Bancassurance Agreements with the Unipol Group and in particular with UnipolSai Assicurazioni S.p.A. (“UnipolSai”), for the distribution of “Arca Vita”, “Arca Assicurazioni” and “Arca Vita International” life and non-life insurance policies and of the so-called “health” products of UniSalute.

The renewal of the partnership – which, as in the existing relationship, also involves Banca Popolare di Sondrio S.p.A. (“Banca Popolare di Sondrio”) – will have a duration of five years from 1 January 2023 and is substantially in continuity with the agreements in place, with a view of consolidating the existing relationship between the BPER Group and the Unipol Group and in line with BPER’s announced strategic choice to grow in the insurance sector aimed at enhancing the value of Bancassurance.

As part of the transaction, the three main shareholders of “Arca Vita” (UnipolSai, holding 63.39% of the share capital, BPER Banca, holding 19.67%, and Banca Popolare di Sondrio, holding 14.84%) have renewed the shareholders’ agreements and the rules governing the circulation of the insurance company’s shares for the same period of the Bancassurance agreements.

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The renewal of the Bancassurance agreements, taking into account the significant investment held by Unipol Gruppo S.p.A. in BPER Banca, also through UnipolSai, qualifies as a significant related-party transaction pursuant to Consob Regulation no. 17221/2010 on related-party transactions and the Supervisory Provisions on “Risks and conflicts of interest with related parties” pursuant to Bank of Italy Circular no. 285, as well as the “Group Policy for the management of non-compliance risk on conflicts of interest with related parties and risk activities with related parties” adopted by BPER Banca.

Pursuant to these regulations, the transaction was approved by the Board of Directors of BPER Banca, following the favourable opinion released by the Related Parties Committee on the existence of the company’s interest in relation to the completion of the transaction and on the appropriateness and substantial correctness of the relevant conditions. The Committee – which was supported in its activities by independent advisors appointed by the same, both for legal and strategic-financial aspects – was promptly involved during the negotiation and preliminary phase by receiving a complete and updated set of information and had the right to request information and make comments to the delegated bodies and the persons in charge of the negotiations.

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

The information document on the transaction drafted pursuant to art. 5 of Consob Regulation no. 17221/2010 is available to the public at the registered office of BPER Banca, on the authorised storage mechanism ([www.1info.it](http://www.1info.it)) and on the website of BPER Banca S.p.A. (<https://istituzionale.bper.it/>).

BPER Banca S.p.A.

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

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