

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of BPER Banca S.p.A. has been convened for 26 April 2023 at 9:00 a.m., in one call, in the meeting rooms of the "Centro Direzionale" of BPER Banca at Via Aristotele 195 in Modena to discuss the following

AGENDA

1. 2022 Financial Statements:
 - a) Financial Statements as at 31 December 2022, Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditors; related and ensuing resolutions. Presentation of the consolidated financial statements as at 31 December 2022 and of the 2022 consolidated non-financial statement;
 - b) Allocation of 2022 profit and dividend payout; related and ensuing resolutions.
2. Integration of the fees paid to Deloitte & Touche S.p.A., the company responsible for auditing the accounts for the period 2017-2025, based on a reasoned proposal by the Board of Statutory Auditors; related and ensuing resolutions.
3. Remuneration:
 - a) Report on Remuneration Policy and Compensation Paid, comprising:
 - a1) remuneration policies of the BPER Banca S.p.A. Group for 2023; related and ensuing resolutions (binding);
 - a2) compensation paid in 2022; related and ensuing resolutions (not binding).
 - b) Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58 of 24 February 1998; related and ensuing resolutions;
 - c) Authorisation to purchase and dispose of treasury shares to service the 2023 MBO incentive scheme and the 2022-2025 Long-Term Incentive (LTI) Plan (as recently approved by the Shareholders' Meeting of 5 November 2022), in addition to any severance payments due; related and ensuing resolutions.

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Procedures for holding the Shareholders' Meeting

Pursuant to Decree no. 198 dated 29 December 2022, enacted by Law no. 14 of 24 February 2023, extending until 31 July 2023 the provisions set forth in art. 106, para. 4, of Law Decree no.18 of 17 March 2020, as enacted by Law no. 27 of 24 April 2020, as later amended, and art. 3, para. 1, of Law Decree no. 228 of 30 December 2021 enacted by Law no. 15 of 25 February 2022, the Company has decided to make use of the option to establish that parties entitled to attend the Shareholders' Meeting and vote may participate exclusively via the designated representative (the "Designated Representative") pursuant to art. 135-*undecies* of Legislative Decree no. 58/1998 (the "Consolidated Law on Finance"), in accordance with the instructions provided in the relevant section of this notice.

Without prejudice to the above regarding the possibility for those entitled to vote of participating solely via the Designated Representative, the Directors, Statutory Auditors, Meeting Secretary (including the Notary), Designated Representative and any other persons requested to attend will participate in compliance with the above legislation, including via the use of remote communication systems that guarantee their identification and, in any case, without it being necessary for the Chair, Secretary and Notary to be in the same place.

Without prejudice to the above, the procedures for holding the Shareholders' Meeting may be supplemented and/or modified, if necessary, provided that public disclosure is made in due time and in the same manner as for the publication of this notice.

Information relating to share capital and to shares with voting rights

The share capital (fully subscribed and paid in) amounts to Euro 2,104,315,691.40 and consists of 1,415,850,518 registered ordinary shares with no nominal value. Each share carries a right to one vote. At the date of publication of this notice, the Company holds 1,641,506 treasury shares.

Entitlement to attend and vote at the Shareholders' Meeting

Pursuant to art. 83-*sexies* of the Consolidated Law on Finance those entitled to attend and vote at the Shareholders' Meeting, without access to the meeting rooms and exclusively through the Designated Representative, shall be persons from whom BPER Banca S.p.A. ("BPER", the "Bank" or the "Company") has received the communication from the authorised intermediary attesting their right to do so, based on the related supporting evidence, by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e.* by 17 April 2023 - the *record date*). Credit and debit records entered on the accounts after this deadline will be disregarded for the purpose of

establishing the right to attend and vote at the Shareholders' Meeting. Accordingly, those found to have become shareholders after the above date will not be entitled to attend and vote at the Shareholders' Meeting.

The above communications from the authorised intermediary must be received by the end of the third trading day prior to the Shareholders' Meeting (i.e. by 21 April 2023), without prejudice in any case to the right of those entitled to attend and vote if the communications are received after that date, as long as prior to the beginning of the Shareholders' Meeting.

There are no procedures for remote or postal voting.

Attendance at the Shareholders' Meeting via the Designated Representative

Pursuant to Law Decree no. 198 of 29 December 2022, enacted by Law no. 14 of 24 February 2023, extending until 31 July 2023 the provisions set forth in art. 106 para. 4 of Law Decree no. 18 of 17 March 2020 and art. 3, para. 1, of Law Decree no. 228 of 30 December 2021, attendance at the Shareholders' Meeting by those entitled to vote is only allowed via the Designated Representative, being Computershare S.p.A., with registered office at Via Mascheroni 19, Milan, and offices at Via Nizza 262/73, Turin ("Computershare"), holding a specific written proxy granted in accordance with either: (i) art. 135-*undecies* of the Consolidated Law on Finance; or (ii) art. 135-*novies* of the Consolidated Law on Finance, according to the terms and deadlines specified below.

(i) Proxies pursuant to art. 135-undecies of the Consolidated Law on Finance

Those entitled to vote that plan to attend the Shareholders' Meeting may be represented by the Designated Representative, pursuant to art. 135-*undecies* of the Consolidated Law on Finance, by granting a specific written proxy containing voting instructions on all or some of the motions on the agenda. The proxy granted to Computershare, as the Designated Representative pursuant to art. 135-*undecies* of the Consolidated Law on Finance, is only effective in relation to those motions for which voting instructions are given. The shares for which proxies have been granted, even if only in part, are counted for the purpose of establishing the quorum for the Shareholders' Meeting. With regard to the motions for which voting instructions are not given, the shares are not considered when calculating the majority and the percentage of capital required for the adoption of resolutions.

The proxy granted to the Designated Representative, without charge (except for any costs incurred to send the proxy), must be given by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by 24 April 2023), using the specific web application accessible via the

link provided in the document containing the “Instructions for granting proxies to the Designated Representative” published on the Bank’s website (www.bper.it – Sito Istituzionale -> Governance > Shareholders’ Meeting), or the specific printed form that can also be found in the same section of the Bank’s website (under “Proxy for Designated Representative pursuant to art. 135-*undecies* of the Consolidated Law on Finance”). In both cases, the instructions accompanying the above web application or proxy form must be followed when completing the proxies and sending them (electronically or otherwise) to the Designated Representative.

A copy of an identity document must be sent together with the proxy and, in the case of legal persons, documentary evidence of the relevant signatory powers must be provided.

Proxies and voting instructions can be revoked at any time, in the same manner, prior to the above deadline (24 April 2023).

(ii) Proxies pursuant to art. 135-*novies* of the Consolidated Law on Finance

Those entitled to vote that plan to attend the Shareholders’ Meeting may be represented by the same Designated Representative, Computershare, by granting a written proxy or sub-proxy pursuant to art. 135-*novies* of the Consolidated Law on Finance, containing voting instructions on all or some of the motions on the agenda; the Designated Representative shall not cast votes on those motions for which precise voting instructions have not been granted.

The proxy must be granted to the Designated Representative using the specific printed form (entitled “Ordinary proxy pursuant to art. 135-*novies* of the Consolidated Law on Finance”) that can be found on the Bank’s website (www.bper.it – Sito Istituzionale -> Governance > Shareholders’ Meeting). The instructions accompanying the relevant proxy form must be followed when completing the proxies/sub-proxies and sending them (electronically or otherwise) to the Designated Representative. A copy of an identity document must be sent together with the proxy and, in the case of legal persons –, documentary evidence of the relevant signatory powers must be provided.

In order to allow the Designated Representative and the Company to receive and check the proxies/sub-proxies prior to the beginning of the Shareholders’ Meeting, entitled parties are advised to ensure delivery of their proxies/sub-proxies by 17:30 on 24 April 2023.

Proxies/sub-proxies and/or the related voting instructions can be revoked at any time, in the manner envisaged for granting them, prior to the beginning of the Shareholders’ Meeting.

Additions to the agenda and submission of proposed resolutions on matters already on the agenda by Shareholders holding at least 2.5% of the share capital

Pursuant to art. 126-*bis*, para. 1, first sentence of the Consolidated Law on Finance, shareholders representing, individually or jointly, at least one fortieth of the share capital (2.5%) that have sent the Company a specific communication, via an authorised intermediary pursuant to current regulations, affirming their ownership of the required equity interest may, within ten days of publication of the Notice of Call of the Shareholders' Meeting (*i.e.* 3 April 2023), submit a written request to add items to the agenda, indicating in the request the additional matters proposed by them and/or presenting proposed resolutions on matters already on the agenda. Additions to the Agenda are not allowed for topics on which, by law, the Shareholders' Meeting must resolve on proposals made by the Board of Directors, or on the basis of a plan or a report prepared by the latter, other than those indicated in article 125-*ter*, para. 1 of the Consolidated Law on Finance.

The requests, accompanied by information on the identity of the shareholders submitting them, by an indication of their total percentage shareholding at the date of the request, by references to the communications attesting their ownership of the shares and, possibly, by a contact phone number can be submitted by e-mail to the address assembleabperbanca@pec.gruppobper.it, indicating in the subject line: "Ordinary Shareholders' Meeting April 2023 - Items to be added to the agenda".

Shareholders that ask for additions must prepare a report explaining the reason for the motions on the new items they wish to address, or the reason for the additional motions presented in relation to items already on the agenda. The report must be sent to the Company in the manner indicated above and by the same deadlines.

Individual motions

Given that the Shareholders' Meeting can only be attended via the Designated Representative, those entitled to vote can present individual motions on the items on the agenda, pursuant to art. 126-*bis*, para. 1, third sentence of the Consolidated Law on Finance. These must be sent to the following e-mail address of the Company, assembleabperbanca@pec.gruppobper.it, by 11 April 2023 indicating in the subject line: "Ordinary Shareholders' Meeting April 2023 - individual motions proposed".

Motions must be worded clearly and completely and must contain the text of the resolution; motions must also be accompanied by information on the identity of the presenter and references to the communication of the authorised intermediary certifying the related legitimacy.

The Company will make valid motions available to the public on the Bank's website (www.bper.it - Sito Istituzionale > Governance > Shareholders' Meeting) as soon as possible or by no later than within the following five days.

The above deadlines have been established so that those entitled to vote can take into account any proposed resolutions submitted pursuant to the above when granting and/or revoking proxies/sub-proxies and/or the related voting instructions given to Computershare.

The Company reserves the right to check the relevance of the motions with respect to the items on the agenda, as well as their completeness, their compliance with current legislation and the legitimacy of the proposers.

Right to ask questions before the Shareholders' Meeting

Those entitled to vote, that have sent the Company a specific communication, via an intermediary authorised pursuant to current regulations, can ask questions about the items on the agenda prior to the Shareholders' Meeting, pursuant to art. 127-ter of the Consolidated Law on Finance.

For this purpose, questions must be sent to the Company by the seventh trading day prior to the date of the Shareholders' Meeting (*i.e.* by 17 April 2023), via e-mail to the address assembleabperbanca@pec.gruppobper.it, indicating in the subject line: "Ordinary Shareholders' Meeting April 2023 - questions/statements on the items on the agenda".

The ownership of voting rights may be certified even after submission of the questions, but no later than by the third day after the above record date.

Questions received by the above deadlines will be answered by the Company as soon as possible and, at the latest, at least 2 days before the Meeting (*i.e.* by 24 April 2023) by publication on the Company's website www.bper.it - Institutional Site > Governance > Shareholders' Meeting.

The Company can provide a joint answer to questions with the same content.

No answers will be given to questions raised beforehand, not even during the Meeting, when the information requested is already available in "Q&A" format in the specific section of the Company's website, or when the answer has already been published in the manner required by law.

Those entitled to vote can submit written statements on the items on the agenda to the Company, with the same methods and by the same deadline as for the submission of questions. The Company will make the statements available to the public on the Company's website (www.bper.it – Sito

Istituzionale > Governance > Shareholders' Meeting) at least two days prior to the Shareholders' Meeting, and subsequently record them in the minutes of the Shareholders' Meeting.

Questions and statements can be presented together in the same document.

Shareholders' Meeting documents

The Shareholders' Meeting documentation, including the explanatory reports on the items on the agenda, the related proposed resolutions, the annual financial report and the consolidated non-financial statement, the report on remuneration policy and compensation paid, the information document describing the incentive plan based on financial instruments, and other documents concerning the items on the agenda, will be made available by the legal and regulatory deadlines at the registered office and on the Company's website (www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting), as well as on the "1Info" storage system.

Website and further information

Further information about the Shareholders' Meeting, together with instructions and clarification on how to grant proxies/sub-proxies to the Designated Representative, Computershare, can be found on the BPER Banca website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting.

Modena, 24 March 2023

BPER Banca S.p.A.

The Chair

Flavia Mazzarella

This notice is also available in the "1Info" storage system

Contacts:

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