

**EXTRACT FROM NOTICE OF CALLING OF  
EXTRAORDINARY SHAREHOLDERS' MEETING**

Extraordinary Shareholders' Meeting is convened on Wednesday January 29, 2021 at 9:00 a.m., with a single notice of calling, at the meeting hall of "BPER Forum Monzani", in Via Aristotele no. 33, Modena to discuss the following

**AGENDA**

- 1) Proposal for the amendment of articles 5, 11, 14, 17, 18, 19, 20, 22, 24, 27, 28, 29, 31, 32, 33, 34, 36, 37, and 45; repeal of the articles 21 and 23, and insertion of new article 28, with consequent renumbering of the articles of the Articles of Association. Related and consequent resolutions.

It should be noted that, taking into account the continuing needs for caution related to the need to avoid situations of risk in the persistent gravity of the COVID-19 epidemic, and therefore in compliance with the fundamental principles of protection of the health of shareholders, employees, officers and consultants of the Company, in accordance with the provisions of article 106, paragraph 4, of Legislative Decree No. 18 of 17 March 2020, converted in to Law No. 27 of 24 April 2020, and having regard to the extension of the state of emergency approved by the Council of Ministers with resolution on 7 October 2020, participation in the Shareholders' Meeting will take place without access to the meeting rooms, **exclusively through the designated representative pursuant to art.135-undecies of Legislative Decree no. 58 of 24 February 1998.**

The participation of the directors, statutory auditors, secretary to the meeting and designated representative will take place in compliance with the containment measures provided for by law; some of the officers will participate by means of teleconferencing systems, in compliance with current regulations, where applicable.

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

Information relating to share capital as well as the methods, terms and procedures for:

- attending the Shareholders' Meeting and exercising voting rights **through the designated representative pursuant to art. 135-undecies of the CFA** (please note that the record date is January 20, 2021);
- conferring to the designated representative of proxies/sub-proxies pursuant to art. 135-novies of the CFA;
- exercising the right to add items to the agenda and the right to submit new proposed resolutions;
- exercising the right to raise questions on items on the agenda prior to the Meeting (please note that the questions must be received by the Company by the record date, therefore by January 20, 2021);
- obtaining the proposed resolutions, together with the related explanatory reports and the other documents concerning items on the agenda;

is included in the notice of calling available on BPER Banca's website [www.bper.it](http://www.bper.it) – Sito Istituzionale > Governance > Shareholders' Meeting, to which reference should be made.

The Company would like to thank the Shareholders for their collaboration in the proper implementation of the notice of calling and of the laws, including special laws, that have determined it.

The Company will communicate any possible variations or additions to previous information and consequently will adopt all requirements in line with any emerging legal and/or regulatory provisions, issued also after the publication of this notice or in any case in the interest of the Company and the Shareholders.

This extract was published on December 29, 2020 in the daily newspaper “Il Sole 24 Ore”.

Modena, December 29, 2020

BPER Banca S.p.A.

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

**Contacts:**

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BPER Banca S.p.A., head office in Modena, via San Carlo, 8/20 - Tax Code and Modena Companies Register no. 01153230360 – Company belonging to the BPER BANCA GROUP VAT, VAT no. 03830780361 – Share capital Euro 1,561,883,844 - ABI Code 5387.6 - Register of Banks no. 4932 - Member of the Interbank Deposit Guarantee Fund and of the National Guarantee Fund - Parent Company of the BPER Banca S.p.A. Banking Group - Register of Banking Groups no. 5387.6 - Tel. 059.2021111 - Telefax 059.2022033 - e-mail: [servizio.clienti@bper.it](mailto:servizio.clienti@bper.it) - Certified e-mail (PEC): [bper@pec.gruppobper.it](mailto:bper@pec.gruppobper.it) - [bper.it](http://bper.it) – [istituzionale.bper.it](http://istituzionale.bper.it)