

EXTRACT FROM NOTICE OF CALLING OF ORDINARY SHAREHOLDERS' MEETING

An Ordinary Shareholders' Meeting of BPER Banca S.p.A. has been convened on 21 April 2021, at 09:00 a.m., at a single calling, in the meeting rooms of the "BPER Forum Monzani" in Via Aristotele 33, Modena to discuss the following

AGENDA

- 1) 2020 financial statements:
 - a) presentation of the draft 2020 financial statements, the 2020 consolidated financial statements, the consolidated non-financial statement and explanatory reports; related resolutions;
 - b) allocation of profit for the year and distribution of dividend; related resolutions;
- 2) appointment of the Board of Directors for the three-year period 2021-2023;
- 3) appointment of the Board of Statutory Auditors for the three-year period 2021-2023;
- 4) proposal of the Directors' remuneration for 2021; related resolutions;
- 5) proposal of the Board of Statutory Auditors' remuneration for the three-year period 2021-2023; related resolutions;
- 6) 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 resolutions;
- 7) remuneration:
 - a) report on remuneration policies and remuneration paid, made up of:
 - a1) remuneration policies of the BPER Banca Group for 2021; related resolutions;
 - a2) remuneration paid in 2020; related resolutions;
 - b) proposal of the remuneration plan pursuant to art. 114-bis of Legislative Decree no. 58 of the 24 February 1998, implementing the remuneration policies of the BPER Banca Group for 2021; related resolutions;

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- c) authorisation for the purchase and disposal of treasury shares for the "2019-2021 Long-Term Incentive Plan aimed at key personnel", for the 2021 MBO incentive plan and for any severance payments; related resolutions.

It should be noted that, taking into account the continuing necessity for caution to avoid risk situations because of the persistent severity of the COVID-19 epidemic, and therefore in compliance with the fundamental principles of protecting the health of the Company's shareholders, employees, representatives and consultants, pursuant to the provisions of article 106, paragraph 4, of Legislative Decree no. 18, converted by Law no. 27, as last amended by Decree Law no. 183 of 31 December 2020, converted with amendments by Law no. 21 of 26 February 2021, participation at the Shareholders' Meeting of those entitled to attend 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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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 12 April 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 12 April 2021);

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- obtaining the proposed resolutions, together with the related explanatory reports and the other documents concerning items on the agenda;
- submitting lists for the election of members of the Board of Directors and of the Statutory Auditors;

is included in the notice of calling available on BPER Banca's website 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 11 March 2021 in the daily newspaper “Il Sole 24 Ore”.

Modena, 11 March 2021

BPER Banca S.p.A.
The Chairman
Pietro Ferrari

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

Contacts:

Investor Relations

investor.relations@bper.it

Corporate and Regulatory Affairs

ufficiosegreteriabancaria@bper.it

External Relations and Corporate Social Responsibility

rel.est@bper.it

www.bper.it - <https://istituzionale.bper.it/>

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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 2.100.435.182,40 - 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 - Certified e-mail (PEC): bper@pec.gruppobper.it - bper.it – istituzionale.bper.it