



BPER Banca S.p.A.

SHAREHOLDERS' MEETING OF 21 APRIL 2021

**ANSWERS TO QUESTIONS SUBMITTED PRIOR TO THE SHAREHOLDERS' MEETING
BY THE SHAREHOLDER BLOCKCHAIN GOVERNANCE S.R.L.**

Question no. 1

The notice of calling to the Shareholders' Meeting indicates that the Directors and Statutory Auditors, as well as those entitled to attend by law, other than those who have the right to vote, will be able to attend the Shareholders' Meeting by means of telecommunication devices that allow them to be identified. What security measures have been taken to guarantee participation only by those indicated? Which audio/video conferencing technology will be used?

Response

The notice of calling to the Shareholders' Meeting indicates that participation in the meeting by the Directors, Statutory Auditors, Secretary of the Meeting and the Designated Representative as per art. 135-undecies of Legislative Decree 58 of 24 February 1998 will take place in compliance with the restrictions foreseen by law; also - where appropriate and only for company officers - through the use of remote connection systems in compliance with the applicable provisions currently in force.

This is consistent with the continuing need to stay cautious and avoid risk situations, given the persistent gravity of the Covid-19 pandemic; also in compliance with the fundamental principles of protecting the health of our shareholders, employees, officers and consultants.

Remote participation by company officers will be guaranteed by a proprietary platform with the highest security standards, including the possibility of enciphering and encrypting messages, as well as to prevent external attacks through the use of state-of-the-art technology that is constantly updated to ensure that maximum safety standards are always maintained.

Question no. 2.

For meetings of the Board of Directors called to approve the financial statements and interim reports, which usually require more and more documentation that needs to be

analysed, is this documentation sent to the directors earlier than for other board meetings or is the same advance notice given?

Response

All of the documentation for Board meetings, including that relating to the examination and approval of the annual and interim financial statements by the Board of Directors, is made available to the Directors and Statutory Auditors in compliance with the applicable provisions currently in force, usually five days prior to the meeting, though additional documentation authorised by the Chairman may be sent to them at latest on the day of the meeting.

The documentation is made available by filing it at the organisational unit appointed for this purpose, as well as by posting it on the IT platform specifically used by the Board, where it remains permanently.

Question no. 3.

Given the prolonged period of the pandemic, has the company evaluated the possibility of using remote participation tools to hold the Shareholders' Meeting? 1. If the answer is "Yes", why was this option not pursued? Was this decision taken as part of a specific discussion during a board meeting? 2. If the answer is No, given that the end of the state of emergency is not foreseeable at the moment, does the Board intend to consider this possibility for the meeting that will be called to approve the 2021 financial statements, which would guarantee a more direct form of shareholder participation?

Response

The decision to hold the Shareholders' Meeting on 21 April 2021, in accordance with what is indicated in the "*Schedule of corporate events - financial year 2021*", communicated to the market on 14 January 2021, instead of postponing it to a later date, was based on the requirement to submit the draft financial statements for 2020 for the Shareholders' approval before the expiry of the deadline for approval of the "additional periodic information" (what used to be called the "interim report on operations") as at 31 March 2020 by the Board of Directors, which in accordance with the above Schedule is expected to take place on 7 May 2021. In addition to this priority requirement, given how the epidemic was evolving, it was impossible to foresee with any certainty how long the emergency period would last, as evidenced by the measures introduced over time by the Authorities.

The decision to hold the Shareholders' Meeting making use of the option - envisaged by art. 106, paragraph 4, of Legislative Decree no. 18 of 17 March 2020 ("**D.L. 18/2020**") - of providing for participation in the Shareholders' Meeting taking place exclusively through the designated representative ("**Designated Representative**") pursuant to art. 135-undecies of Legislative Decree no. 58 of 24 February 1998 - Consolidated Finance Act ("**CFA**"), instead of arranging participation through the use of remote communication methods, was based on the absence of suitable technical tools with the necessary degree of reliability to ensure, for the entire audience of those entitled to vote, compliance with the conditions pursuant to paragraph 2, of article 106, of the DL 18/2020, in terms of identifying the participants, their participation and exercising their right to vote. In the

present circumstances, it would have been of no use, as was done on previous occasions, to use methods of holding the Shareholders' Meeting via a multiplicity of remotely-connected decentralised offices or voting centres, given the restrictions on mobility imposed by the regulatory measures to contain and manage the emergency.

Question no. 4.

From reading the notice of calling, it would seem that the only way for shareholders to ask questions at the Meeting is through "pre-meeting" questions. Is that so? The possibility of asking questions through the Delegated Representative was already included in last year's meetings of many listed companies (as part of the proxy pursuant to art. 135-novies). Is this option excluded for the Meeting in question, or not?

- If the answer is "Yes, it is excluded" I would also like to ask:

- *How does the company believe that it respects the shareholders' right to be represented in full by the Designated Representative if shareholders are not given an opportunity to ask the Designated Representative to pose questions during the Meeting (possibly as a reply or further clarification about issues that have already been posed in the pre-meeting questions)?*

- *Was this decision the subject of a resolution by the Board of Directors?*

- If the answer is "No, shareholders are allowed to ask questions through the Designated Representative", then the next question is:

- *What is the procedure for sending questions to the Designated Representative?*
- *Why was this option not mentioned in the notice of calling?*

Response

As indicated in the notice of Shareholders' Meeting approved by the Board of Directors, all parties entitled to vote have the right, to be exercised in the terms set out in art.127-ter of the CFA, to ask questions on matters on the agenda before the Shareholders' Meeting, obtaining a response at least 2 days before the meeting, also by publishing the questions and answers on the Company's website.

The purpose of asking questions is to obtain clarifications on the items on the agenda, so that you can exercise your right to vote on an informed basis. Publication of the responses allows all parties entitled to vote to benefit from the information and take account of it, if they so wish, in order to exercise their right to vote.

In the present exceptional circumstances, which see the Designated Representative operating as the only person entitled to attend the Shareholders' Meeting, it is not unreasonable to say that these information aids performed their function well during the pre-meeting phase. In fact, hypothetical questions asked directly in the Shareholders' Meeting through the Designated Representative would have been of little real use, given

that those entitled to vote could not benefit in any way from the responses provided at the Shareholders' Meeting.

Question no. 5.

What kind of employee support measures have been offered to deal with this particular phase of the health crisis?

Response

In order to safeguard the health of employees, customers, their families and the community in general, it is essential to minimise the presence of staff within branches and offices to reduce the chances and risks of contagion.

The Company has therefore taken steps to implement smart working systems (i.e. working from home) to reduce the flow of the general public to branches and to allow easier management of parental commitments. In particular, in addition to the use of smart working tools (see Question 18 to which reference is made) the initiatives taken include:

- a) Introduction of specific forms of absence from work during the different phases of the pandemic

The Company has allowed new possibilities for managing attendance and absence from work, divided into the following types

- VOLUNTARY LEAVE OF ABSENCE (at the request of the employee) for all employees:
 - PAID LEAVE (max. 5 days tied to the use of holidays/accumulated hours/suppressed public holidays in a 1:1 ratio).
 - UNPAID LEAVE
 - VOLUNTARY LEAVE OF ABSENCE (at the request of the employee) for parents with children <14 years/with disabled child/immunodepressed employees/pregnant women)
 - PAID LEAVE (paid and partially paid days that can be used for whole days or for a few hours)
 - LEAVE OF ABSENCE ON COMPANY ORDER: for leave resulting from rotation in organisational units and branch closures:
 - EMERGENCY REMOTE WORKING: for those who work from home and equipped with remote working equipment
 - EMERGENCY HUB WORKING: for those who work in another company facility close to their home
 - DISTANCE LEARNING: for those who carry out training activities from home
 - UNTAKEN HOLIDAYS: accrued before 31/12/2019
 - EMERGENCY PAID LEAVE: for those who are at home on rotation, but cannot take advantage of the above options.
- b) Taking advantage of distance learning through e-learning platforms.

In the first half of 2020, the ProFinanza e-learning platform (developed by ABIFormazione) was made available, which made it possible to take certain online courses from one's own PC connected to the internet. The total duration of the courses is 30 hours (branch users) and 31.5 hours (users in central offices). In the second half of the year, the BPER BLearning's e-Learning platform was released, which made the entire corporate offer of digital content available in distance learning mode.

- c) Creation of a dedicated area with FAQs and instructions, constantly updated.

A dedicated area has been created on the company intranet, where it is possible to find all the useful and updated information on the COVID-19 emergency, in particular FAQs, information and forms on the suspension of activity and on the funding limits, the operating instructions for branches.

The area is constantly updated. It is also possible to access the FAQs from outside our network, to ensure maximum usability even in case of absence.

- d) Rotation in the branches' opening times to the public, employee shifts and customer entry by appointment only.

Already since 11 March 2020, all branches are closed to the public in the afternoon and on Saturdays. Rotation is also planned for the opening of spoke branches to the public (on alternate days) and staff rotation has begun in the branches that are open.

With the introduction of different coloured zones, customers have to make an appointment for both cashier and consultancy services to go to the branches located in the red zone, while to go to the branches located in other areas, they have to make an appointment only for consultancy services. Access to cashier services is however restricted in compliance with the 1:1 ratio between customers and employees available for direct customer service.

- e) Psychological support for employees.

The possibility for each employee to request psychological support has also been activated.

- f) Preventive and protection measures.

The company has reiterated the importance of respecting the distance of one metre between colleagues and between colleagues and customers, as a preventive measure to combat contagion. It is essential to always follow the prophylaxis rules indicated in the Ministry of Health document published on our intranet.

In the event that an asymptomatic employee is put in quarantine by the health authorities, no prophylaxis measure is required for colleagues who have had direct contact with that person in the days prior to them going into quarantine. However, in such cases we would suggest reporting the circumstances to the employee's doctor and arranges an extraordinary cleaning with sanitisation of the premises. In the case of an employee found to be actually infected by the virus (following a swab carried out by the health authorities), the work spaces where the same employee provides services (branch and/or office and/or

building floor) must be sanitised. The health authorities will determine whether quarantine measures should be applied to colleagues who have had close contact with the infected employee. Unless ordered by the health authorities, there is no provision for the closure of the operating unit (notwithstanding the rooms having been sanitised).

The cleaning service has been reinforced across the whole network. Cleaning companies have been asked to use disinfectants with the characteristics expected by the Ministry of Health, useful for removing COVID-19. Where there are cases of colleagues subjected to preventive quarantine, extraordinary sanitisations and cleaning are provided, always with sanitising products.

Regarding safety devices:

- the provision of sanitising gel is planned across the whole network.
- although not an individual protection device recommended or required by the Ministry of Health, branches can proceed with the installation of Plexiglas screens on cash desks and/or on points of consultancy with the general public;
- the distribution of disposable masks and gloves is provided in the branches.

Question no. 6.

How many board meetings have been held by remote connection in 2020?"

Response

Participation in meetings of the Board of Directors by means of remote communication, expressly envisaged by the Company's Articles of Association, takes place with the aid of technical methods that, in addition to identifying participants, allow a constant monitoring of the connection's continuity and quality. The operations are done through the use of a proprietary video conferencing platform that has the highest security standards, including the ability to encipher and encrypt the audio and video elements of the meetings, as well as prevent external attacks through the use of a latest generation technological infrastructure that is constantly updated so that security levels are always at the maximum. This method of participation in meetings, which has been in use for some time at the Company, has seen an increased use in the year, in application of the containment measures adopted in connection with the Covid-19 epidemic.

Question no. 7.

Who was the external professional to whom the Board of Directors entrusted the 2021 self-assessment (for 2020) and what did this service cost? What is the total amount of appointments in BPER BANK entrusted to this external professional?

Response

The 2021 self-assessment of the Board of Directors was entrusted to Crisci & Partners. The consultancy fee was € 46,000 + VAT.

No other assignment has been entrusted to Crisci & Partners, apart from the self-assessment of the Board of Directors.

Question no. 8.

As regards sending out information prior to board meetings, on how many occasions in 2020 was the documentation not sent 5 days prior to the meeting in accordance with company practice?

Response

During the year, pre-meeting information was always sent out in compliance with the deadline set in the Board Rules, which - as we said in response to the previous question - is normally 5 days prior to the meeting.

In compliance with the provisions of these Board Rules, the Chairman has from time to time authorised additional documentation to be provided, also ensuring that all matters are adequately discussed during the meeting.

Question no. 9.

Compared with 2019, what was the percentage increase in women holding top management positions?

Response

There has been a 34.8% increase in the number of women holding top management positions (31 versus 23). The increase in the proportion of women to the total number of managers is lower than expected, mainly because the latest mergers led to the hiring of managers who were exclusively male.

The following figures are updated to 31/12/2020:

Managers		
2018	2019	2020
Women	Women	Women
20	23	31
9%	8.70%	11.74%

Source: Sustainability Report

Question no. 10.

During 2020 how many employees were able to take advantage of remote working? What percentage out of the total? For how many employees is the remote working option expected to remain once the Covid-19 emergency is over?

Response

Remote working agreements 2018:	0
Remote working agreements 2019:	0
Current remote working agreements:	600

Individual hub working agreements 2018:	0
Individual hub working agreements 2019:	250
Current individual hub working agreements:	0

During 2020, 8,643 employees were in Emergency Remote Working. The total number of people authorised to carry out remote work at 31.12.2020 were 8,555, again with reference to an emergency situation. In percentage terms, 65% of the staff was involved.

When it is possible to return to normality, the number of employees working remotely will also depend on the number of requests that will be made or confirmed. At the moment the Group is able to equip 5,100 people with the necessary technology and it should be possible to reach up to 7,000 during the course of 2021.

Question no. 11.

How many requests for information pursuant to art. 115 Legislative Decree 58/1998 by Consob were received by the Company during the financial year? What were the subjects of these requests?

Response

During 2020, some requests for news, documentation and information regarding the Bank's performance were received. These requests fall within the scope of the normal communications requested by CONSOB in order to obtain useful information for the supervisory activity carried out by the Commission on the correctness of the information provided to the public.

Question no. 12.

Were the decisions taken by the Directors in 2020 always unanimous? If not, on what topics were there Directors voting against or who abstained?

Response

Leaving aside the situations when Directors do not participate in discussing topics or in voting on them (i.e. on matters relating to themselves or relevant pursuant to art. 2391 of the Italian Civil Code), considering this appropriate for the purposes of a better examination by the Administrative Body, Board resolutions were taken unanimously, except for:

- cases in which the Board, called upon periodically to rule on whether its members meet the requirements for the office, has resolved by a majority of those present, with the abstention of the Directors concerned on each occasion;
- the decisions regarding the "Assessment of the Financial Statements at 31 March 2020", adopted at the meeting of 29 April 2020, by a majority of those present, with the abstention of the Directors Foti, Marracino, Moro and Pappalardo.

Question 13.

Has the Bank made any donations for projects intended to deal with the Covid-19 emergency and if so, how much do they amount to? And which are they?

Response

In March 2020, at the onset of the pandemic and to cope with the first health emergency, the BPER Group made funds available mainly to healthcare facilities:

- | | |
|----------------|---|
| - BPER Bank | € 290,000 |
| - BdS approved | € 500,000 - raised to 680,000 (also for initiatives in support of the social emergency) |
| - CrBra | € 55,000 |
| - CrSaluzzo | € 50,000 |

In April 2020, a large fundraising project called "United Beyond Expectations" was launched among all the BPER Group's employees, top management and members of BPER Banca's Board of Directors. The sum raised was €1,205,303.59. This amount was subsequently doubled by BPER Banca, reaching the figure of € 2,410,607.18

These funds were used to support about 200 projects divided into different areas of intervention, which respond to needs identified locally, also thanks to the support of the Region and to which a percentage of the amount collected was assigned:

- | | |
|---|-----|
| • Support for scientific research | 20% |
| • Healthcare support | 14% |
| • Fight against new poverty | 25% |
| • Contributions for educational emergency and distance learning | 20% |
| • Fund for families of deceased health operators | 21% |

The aim of the project was to make a direct contribution, both nationally and locally, to the support of bodies, organizations and associations involved in various capacities in the management of the health, economic and social emergency.

€ 480,000 was received by scientific research projects involved in identifying a vaccine in the shortest possible time and drugs that would be useful in treating the sick, while € 340,000 was given to AUSL and associations involved in health care at local level, also providing care at home.

For the fight against new poverty, a quarter of funds collected, € 600,000, was allocated nationwide to 17 social solidarity shops for the purchase of goods to be distributed to destitute families and soup kitchens, to shelters to expand their services and to volunteer associations located throughout the nation.

€ 480,000 was allocated to the educational emergency. After the activation of a collaboration with the regional school offices aimed at receiving information on schools in need to help families without PCs, tablets and/or internet connections to guarantee distance learning, over 100 educational institutions have been identified in 19 regions as beneficiaries of funds for the purchase of technological equipment.

The other € 500,000, on the other hand, was allocated to setting up a Trust dedicated to emergencies in collaboration with BPER Trust Company and with FNOPI, the National Federation of Nursing Profession Orders. With the establishment of the Trust, it decided on a system of access to funds by the relatives of deceased health personnel due to Covid-19.

Question 14.

What is the impact on the business arising from the COVID-19 health crisis?

Response

The health emergency is having a highly negative impact on global growth because the restrictions, necessary to contain the spread of the virus, put pressure on both the supply and demand for goods and services.

Although it is difficult to quantify the impacts that depend on the duration of the restrictions, the phased nature of the exit phase and the interventions that will be put in place by the monetary and fiscal authorities in order to cushion the effects of the crisis on growth, it is possible to assume a rather long phase of recession with a strong contraction of GDP and a slow recovery phase.

Some sectors will be hit hard, both by restrictions and by new behaviour and consumption patterns, and this will lead to a deterioration in credit quality and an increase in the default rate for the banking system with consequent pressure on profitability.

* * * * *

Modena, 16 April 2021