

**ORDINARY SHAREHOLDERS' MEETING  
HELD ON 21 APRIL 2021**

**SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS OF THE AGENDA OF THE SHAREHOLDERS' MEETING  
PURSUANT TO ART. 125-QUATER OF THE CONSOLIDATED FINANCE ACT (CFA)**

Through the Designated Representative, a total of 394 Shareholders attended the Shareholders' Meeting representing no. 757,177,376 ordinary shares equal to 53.576518% of the total share capital.

On the date of the Shareholder's Meeting, the share capital of BPER Banca, fully subscribed and paid, amounts to Euro 2,100,435,182.40 and consists of 1,413,263,512 registered ordinary shares with no nominal value. Each share gives entitlement to one vote.

**1a) – Presentation of the draft 2020 financial statements, the 2020 consolidated financial statements, the consolidated non-financial statement and explanatory reports**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	381	745,879,065	98.507838	98.507838	52.777069
Against	0	0	0.000000	0.000000	0.000000
Abstentions	3	7,895,882	1.042805	1.042805	0.558698
Not voting	10	3,402,429	0.449357	0.449357	0.240750
<b>Total</b>	<b>394</b>	<b>757,177,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576518</b>

**1b) – Allocation of profit for the year and distribution of dividend**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	381	746,225,342	98.553571	98.553571	52.801571
Against	0	0	0.000000	0.000000	0.000000
Abstentions	3	7,549,605	0.997072	0.997072	0.534197
Not voting	10	3,402,429	0.449357	0.449357	0.240750
<b>Total</b>	<b>394</b>	<b>757,177,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576518</b>

**(CONTINUED) SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CFA**

**2 – Appointment of the Board of Directors for the three-year period 2021-2023**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
List 1	374	335,101,913	44.256726	44.256726	23.711212
List 2	9	149,635,796	19.762317	19.762317	10.587961
List 3	10	267,239,667	35.294196	35.294196	18.909401
Against	0	0	0.000000	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	1	5,200,000	0.686761	0.686761	0.367943
<b>Total</b>	<b>394</b>	<b>757,177,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576518</b>

**3 – Appointment of the Board of Statutory Auditors for the three-year period 2021-2023**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
List 1	374	331,019,097	43.717510	43.717510	23.422320
List 2	8	149,600,796	19.757695	19.757695	10.585485
List 3	10	267,239,667	35.294196	35.294196	18.909401
Against	1	4,117,816	0.543838	0.543838	0.291369
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	1	5,200,000	0.686761	0.686761	0.367943
<b>Total</b>	<b>394</b>	<b>757,177,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576518</b>

**4 – Proposal of the Directors' remuneration for 2021**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	375	740,463,597	97.792620	97.792620	52.393881
Against	6	6,059,350	0.800255	0.800255	0.428749
Abstentions	3	7,252,000	0.957768	0.957768	0.513139
Not voting	10	3,402,429	0.449357	0.449357	0.240750
<b>Total</b>	<b>394</b>	<b>757,177,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576518</b>

**(CONTINUED) SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CFA**

**5 – Proposal of the Board of Statutory Auditors' remuneration for the three-year period 2021-2023**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	383	743,128,026	98.144510	98.144510	52.582411
Against	3	58,350	0.007706	0.007706	0.004129
Abstentions	3	12,450,000	1.644265	1.644265	0.880940
Not voting	5	1,541,000	0.203519	0.203519	0.109038
<b>Total</b>	<b>394</b>	<b>757,177,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576518</b>

**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**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	356	732,385,714	96.726073	96.726073	51.822304
Against	23	8,913,233	1.177169	1.177169	0.630684
Abstentions	4	12,473,700	1.647400	1.647400	0.882617
Not voting	10	3,402,429	0.449358	0.449358	0.240750
<b>Total</b>	<b>393</b>	<b>757,175,076</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576355</b>

The figures indicated are net of no. 2,300 shares, 0.000304% on shares represented to the Shareholders' Meeting, referred to proxies granted pursuant to art. 135-undecies of the CFA to the Designated Representative without voting instructions (shares not counted for the purposes of calculating the majority and the capital required for approval of the resolution).

**7a1) – Report on remuneration policies and remuneration paid made up of a1) Remuneration policies of the BPER Banca Group for 2021**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	364	714,214,301	94.325890	94.325890	50.536527
Against	11	31,950,053	4.219626	4.219626	2.260729
Abstentions	9	7,610,593	1.005127	1.005127	0.538512
Not voting	10	3,402,429	0.449357	0.449357	0.240750
<b>Total</b>	<b>394</b>	<b>757,177,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576518</b>

**(CONTINUED) SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING PURSUANT TO ART. 125-QUATER OF THE CFA**

**7a2) – Report on remuneration policies and remuneration paid made up of a2) Remuneration paid in 2020**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	140	505,589,864	66.773152	66.773152	35.774635
Against	233	235,372,490	31.085598	31.085598	16.654537
Abstentions	10	12,810,593	1.691892	1.691892	0.906455
Not voting	10	3,402,429	0.449358	0.449358	0.240750
<b>Total</b>	<b>393</b>	<b>757,175,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576376</b>

The figures indicated are net of no. 2,000 shares, 0.000264% on shares represented to the Shareholders' Meeting, referred to proxies granted pursuant to art. 135-undecies of the CFA to the Designated Representative without voting instructions (shares not counted for the purposes of calculating the majority and the capital required for approval of the resolution).

**7b) – 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**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	378	741,267,576	97.898801	97.898801	52.450769
Against	1	35,000	0.004622	0.004622	0.002477
Abstentions	5	12,472,371	1.647219	1.647219	0.882523
Not voting	10	3,402,429	0.449357	0.449357	0.240750
<b>Total</b>	<b>394</b>	<b>757,177,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576518</b>

**7c) – 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**

VOTING CHOICE	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON TOTAL SHARE CAPITAL
In favour	379	746,467,576	98.585563	98.585563	52.818711
Against	2	35,621	0.004704	0.004704	0.002520
Abstentions	3	7,271,750	0.960376	0.960376	0.514536
Not voting	10	3,402,429	0.449357	0.449357	0.240750
<b>Total</b>	<b>394</b>	<b>757,177,376</b>	<b>100.000000</b>	<b>100.000000</b>	<b>53.576518</b>

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This report is available at the registered offices of the Bank, in the IINFO storage device and on the Bank's website ([www.bper.it](http://www.bper.it) – Sito Istituzionale > Governance > Shareholders' Meeting).

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