

EXTRACT FROM NOTICE OF CALLING OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of BPER Banca S.p.A. has been convened on Thursday 23 June 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) Integration, for the rest of the three-year period 2021-2023, of the Board of Statutory Auditors by a) appointing the Chairman of the Board of Statutory Auditors; b) appointing an Acting Auditor; c) appointing, if necessary, an Alternate Auditor; related resolutions.

With regard to point 1 (a) of the agenda (appointment of the Chairman of the Board of Statutory Auditors) it should be noted that, pursuant to art. 33, paragraph 5, of the Articles of Association, the Shareholders' Meeting shall, where possible, choose the new Auditor from among the unelected candidates indicated in the list of which the Auditor to be replaced was part.

It should also 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 Legislative Decree 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 "Consolidated Finance Act" or "CFA"), in the manner described below.

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

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 14 June 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 14 June 2021);
- obtaining the proposed resolutions, together with the related explanatory reports and the other documents concerning items on the agenda;
- the presentation of candidatures for the integration of the Board of the Statutory Auditors;

please refer to 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.

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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

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Modena, 13 May 2021

BPER Banca S.p.A.

The Chairman

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