

**ABSTRACT OF THE NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING**

An Ordinary Shareholders' Meeting of BPER Banca S.p.A. has been convened on 20 April 2022 at 9.00 a.m., in one call, in the meeting rooms of the " BPER Forum Monzani" in Via Aristotele 33, Modena to discuss the following

**AGENDA**

- 1) 2021 Financial Statements:
  - a) Financial Statements at 31 December 2021, Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditors; related and ensuing resolutions. Presentation of the consolidated financial statements at 31 December 2021 and the 2021 consolidated non-financial report;
  - b) Allocation of the 2021 profit and dividend payout; related and ensuing resolutions.
- 2) Compensation paid to the members of the Board of Directors for 2022 and 2023; related and ensuing resolutions.
- 3) Supplementary 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 and ensuing resolutions.
- 4) Remuneration:
  - a) Report on Remuneration Policy and Compensation Paid, comprising:
    - a1) remuneration policies of the BPER Banca S.p.A Group for 2022; related and ensuing resolutions (binding);
    - a2) compensation paid in 2021; related and ensuing resolutions (not binding);
  - b) Incentive plan based on financial instruments pursuant to art. 114-*bis* of Legislative Decree no. 58 of 24 February 1998; related and ensuing resolutions;
  - c) 2022-2024 Long-Term Incentive (LTI) Plan based on financial instruments pursuant to art. 114-*bis* of Legislative Decree no. 58 of 24 February 1998; related and ensuing

resolutions;

- d) Authorisation to purchase and dispose of treasury shares to service the 2022-2024 Long-Term Incentive (LTI) Plan, the MBO incentive scheme for 2022 and subsequent years, and any severance payments; related and ensuing resolutions.
- 5) Information on internal control policies for risk activities and conflicts of interest with associated persons, in compliance with the requirements of Bank of Italy Circular 285 dated 17 December 2013.

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### **Procedures for holding the Shareholders' Meeting**

Pursuant to art. 106, para. 4, of Decree 18 dated 17 March 2020, enacted by Law 27 dated 24 April 2020, as amended, and art. 3, para. 1, of Decree 228 dated 30 December 2021, enacted by Law 15 dated 25 February 2022, attendance at the Shareholders' Meeting and voting by those entitled will only be allowed via the designated representative (the “Designated Representative”) pursuant to art. 135-*undecies* of Decree no. 58/1998 (“CFA”), Computershare S.p.A., in the manner indicated in the complete version of the notice of call available on the Bank's website: [www.bper.it](http://www.bper.it) – Sito Istituzionale > Governance > Shareholders' Meeting.

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Details about the share capital and the other information regarding:

- entitlement to attend the Shareholders' Meeting and exercise voting rights solely via the Designated Representative, Computershare S.p.A. (record date: 7 April 2022);
- the grant of proxies/sub-proxies to the above Designated Representative, together with the related voting instructions;
- additions to the agenda and/or the presentation of motions on items already on the agenda by members holding at least 2.5% of share capital, pursuant to art. 126-*bis*, para. 1, first sentence CFA (within ten days of the publication of this notice on the Bank's website);
- the presentation of motions by the holders of voting rights pursuant to art. 126-*bis*, para. 1, third sentence CFA (by 5 April 2022);
- the right to ask questions before the Shareholders' Meeting about the items on the agenda (by 7 April 2022);

- the availability of documentation relating to the Shareholders' Meeting, including explanatory reports on the items on the agenda, the related proposed resolutions, the annual financial report and the consolidated non-financial statement, the report on remuneration policy and compensation paid, the explanatory documents on the incentive plans based on financial instruments and all other documents relating to the items on the agenda,

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

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The Company reserves the right to supplement and/or modify the contents of the notice of call and of this abstract if, prior to the Shareholders' Meeting, changes to the applicable regulatory instructions and/or new measures adopted by the competent Authorities make revisions and/or updates necessary. Any changes and/or additions will be promptly disclosed in accordance with the procedure for publishing the notice of call and related abstract.

Modena, 17 March 2022

BPER Banca S.p.A.  
The Chair  
Flavia Mazzarella

This abstract is published on 17 March 2022 in "Il Sole 24 Ore", a financial daily newspaper.

The complete notice of call is also available in the "1 Info" repository.

*Contacts:*

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