

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 statement;
 - b) Allocation of 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 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 ad 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 related parties, 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 Legislative Decree no. 58/1998 (“CFA”), in accordance with the instructions provided in the relevant section of this notice.

Without prejudice to the above regarding the possibility for those entitled to vote of participating solely via the Designated Representative, the Directors, Statutory Auditors, Meeting Secretary (including the Notary), Designated Representative and any other persons requested to attend will participate in compliance with the above legislation, including via the use of remote communication systems that guarantee their identification and, in any case, without need for the chair, secretary and notary to be physically present in the same location.

Information relating to share capital and to shares with voting rights

The share capital (fully subscribed and paid in) amounts to Euro 2,100,435,182.40 and consists of 1,413,263,512 registered ordinary shares with no par value. Each share carries a right to one vote. At the date of publication of this notice, the Company holds 2,147,560 treasury shares.

Entitlement to attend and vote at the Shareholders' Meeting

Pursuant to art. 83-*sexies* of the Consolidated Finance Act, those entitled to attend and vote at

the Shareholders' Meeting, without access to the meeting rooms and exclusively through the Designated Representative, shall be persons from whom BPER Banca S.p.A. ("BPER", the "Bank" or the "Company") has received the communication from the authorised intermediary attesting their right to do so, based on the related supporting evidence, by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. **by 7 April 2022, being the "record date"**). Credit and debit records entered on the accounts after this deadline will be disregarded for the purpose of establishing the right to attend and vote at the Shareholders' Meeting. Accordingly, those found to have become shareholders after the above date will not be entitled to attend or vote at the Shareholders' Meeting.

The above communications from the authorised intermediary must be received by the end of the third trading day prior to the Shareholders' Meeting (*i.e.* **by 13 April 2022**), without prejudice in any case to the right of those entitled to attend and vote if the communications are received after that date, as long as prior to the beginning of the Shareholders' Meeting.

There are no procedures for remote or postal voting.

Attendance at the Shareholders' Meeting via the Designated Representative

Pursuant to art. 106, para. 4, of Decree 18 dated 17 March 2020 and art. 3, para. 1, of Decree 228 dated 30 December 2021, attendance at the Shareholders' Meeting by those entitled to vote is only allowed via the Designated Representative, being Computershare S.p.A., with registered office at Via Mascheroni 19, Milan, and offices at Via Nizza 262/73, Turin ("Computershare"), holding a specific written proxy granted in accordance with either: (i) art. 135-*undecies* CFA; or (ii) art. 135-*novies* CFA, according to the terms and deadlines specified below.

(i) Proxies pursuant to art. 135-undecies CFA

Those entitled to vote that plan to attend the Shareholders' Meeting may be represented by the Designated Representative, pursuant to art. 135-*undecies* CFA, by granting a specific written proxy containing voting instructions on all or some of the motions on the agenda. The proxy granted to Computershare, as the Designated Representative pursuant to art. 135-*undecies* CFA, is only effective in relation to those motions for which voting instructions are given. The shares for which proxies have been granted, even if only in part, are counted for the purpose of

establishing the quorum for the Shareholders' Meeting. With regard to the motions for which voting instructions are not given, the shares are not considered when calculating the majority and the percentage of capital required for the adoption of resolutions.

The proxy granted to the Designated Representative, without charge (except for any costs incurred to send the proxy), must be given by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. **by 14 April 2022**), using the specific web application accessible via the link provided in the document containing the "Instructions for granting proxies to the Designated Representative" published on the Bank's website (www.bper.it – Sito Istituzionale -> Governance > Shareholders' Meeting), or the specific printed form (entitled "Proxy for Designated Representative pursuant to art. 135-*undecies* CFA") that can also be found in the same section of the Bank's website. In both cases, the instructions accompanying the above web application or proxy form must be followed when completing the proxies and sending them (electronically or otherwise) to the Designated Representative.

A copy of an identity document must be sent together with the proxy and, in the case of legal persons, documentary evidence of the relevant signatory powers must be provided.

Proxies and voting instructions can be revoked at any time, in the same manner, prior to the above deadline (14 April 2022).

(ii) Proxies pursuant to art. 135-*novies* CFA

Those entitled to vote that plan to attend the Shareholders' Meeting may be represented by the same Designated Representative, Computershare, by granting a written proxy or sub-proxy pursuant to art. 135-*novies* CFA, containing voting instructions on all or some of the motions on the agenda; the Designated Representative does not cast votes on those motions for which precise voting instructions have not been granted.

The proxy must be granted to the Designated Representative using the specific printed form (entitled "Ordinary proxy pursuant to art. 135-*novies* CFA") that can be found on the Bank's website (www.bper.it – Sito Istituzionale -> Governance > Shareholders' Meeting). The instructions accompanying the relevant proxy form must be followed when completing the proxies/sub-proxies and sending them (electronically or otherwise) to the Designated Representative. A copy of an identity document must be sent together with the proxy and, in the

case of legal persons, documentary evidence of the relevant signatory powers must be provided. In order to allow the Designated Representative and the Company to receive and check the proxies/sub-proxies prior to the beginning of the Shareholders' Meeting, entitled parties are advised to ensure delivery of their proxies/sub-proxies **by 12:00 on 19 April 2022**.

Proxies/sub-proxies and/or the related voting instructions can be revoked at any time, in the manner envisaged for granting them, prior to the beginning of the Shareholders' Meeting.

Additions to the agenda and submission of proposed resolutions on matters already on the agenda by Shareholders holding at least 2.5% of the share capital

Pursuant to art. 126-*bis*, para. 1, first sentence CFA, shareholders representing, individually or jointly, at least one fortieth of the share capital (2.5%) that have sent the Company a specific communication, via an intermediary authorised pursuant to current regulations, affirming their ownership of the required equity interest may, within ten days of publication of the Notice of Call of the Shareholders' Meeting, submit a written request to add items to the agenda, indicating in the request the additional matters proposed by them and/or presenting proposed resolutions on matters already on the agenda. Additions to the Agenda are not allowed for topics on which, by law, the Shareholders' Meeting must resolve on proposals made by the Board of Directors, or on the basis of a plan or a report prepared by the latter, other than those indicated in article 125-*ter*, para. 1 CFA.

The requests, accompanied by information on the identity of the shareholders submitting them, by an indication of their total percentage shareholding at the date of the request, by references to the communications attesting their ownership of the shares and, ideally, by a contact phone number can be submitted by e-mail to the address assembleabperbanca@pec.gruppobper.it, indicating in the subject line: "Ordinary Shareholders' Meeting April 2022 - Items to be added to the agenda".

Shareholders that ask for additions must prepare a report explaining the reason for the motions on the new items they wish to address, or the reason for the additional motions presented in relation to items already on the agenda. The report must be sent to the Company in the manner indicated above and by the same deadlines.

Individual motions

Given that the Shareholders' Meeting can only be attended via the Designated Representative, those entitled to vote can present individual motions on the items on the agenda, pursuant to art. 126-*bis*, para. 1, third sentence CFA. These must be sent to the following e-mail address of the Company, assembleabperbanca@pec.gruppobper.it, **by 5 April 2022** indicating in the subject line: "Ordinary Shareholders' Meeting April 2022 - individual motions proposed".

Proposals must be worded clearly and completely and must contain the text of the resolution; motions must also be accompanied by information on the identity of the presenter and references to the communication of the authorised intermediary certifying the related legitimacy.

The Company will make valid motions available to the public on the Bank's website (www.bper.it - Sito Istituzionale > Governance > Shareholders' Meeting) by 10 April 2022.

The above deadlines have been established so that those entitled to vote can take into account any proposed resolutions submitted pursuant to the above when granting and/or revoking proxies/sub-proxies and/or the related voting instructions given to Computershare.

The Company reserves the right to check the relevance of the motions with respect to the items on the agenda, as well as their completeness, their compliance with current legislation and the legitimacy of the proposers.

Right to ask questions before the Shareholders' Meeting

Those entitled to vote, that have sent the Company a specific communication, via an intermediary authorised pursuant to current regulations, can ask questions about the items on the agenda prior to the Shareholders' Meeting, pursuant to art. 127-*ter* CFA.

For this purpose, questions must be sent to the Company, by the seventh trading day prior to the date of the Shareholders' Meeting (i.e. **by 7 April 2022**), at the following e-mail address assembleabperbanca@pec.gruppobper.it, indicating in the subject line: "Ordinary Shareholders' Meeting April 2022 - questions/statements on the items on the agenda".

The ownership of voting rights may be certified even after submission of the questions, but no later than by the third day after the above record date.

Questions received by the above deadlines will be answered by the Company as soon as possible and, in any case, at least two days before the Meeting (i.e. by 18 April 2022), by

publication on the Company's website: www.bper.it - Sito Istituzionale > Governance > Shareholders' Meeting.

The Company can provide a joint answer to questions with the same content.

No answers will be given to questions raised beforehand, not even during the Meeting, when the information requested is already available in "Q&A" format in the specific section of the Company's website, or when the answer has already been published in the manner required by law.

Those entitled to vote can submit written statements on the items on the agenda to the Company, with the same methods and by the same deadline as for the submission of questions. The Company will make the statements available to the public on the Company's website (www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting) at least two days prior to the Shareholders' Meeting, and subsequently record them in the minutes of the Shareholders' Meeting.

Questions and statements can be presented together in the same document.

Resolutions proposed by the Board of Directors, explanatory reports, documents

The Meeting documentation, including the reports explaining the items on the agenda, the related proposed resolutions, the annual financial report and the consolidated non-financial statement, the report on remuneration policies and compensation paid, the documents describing the incentive plans based on financial instruments, and other documents concerning items on the agenda, will be made available by the legal and regulatory deadlines at the registered offices and on the Company's website (www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting), as well as on the “1Info” repository.

Shareholders are entitled to examine and obtain a copy of these documents at their own expense.

Website and further information

Further information about the Shareholders' Meeting, together with instructions and clarification on how to grant proxies/sub-proxies to the Designated Representative, Computershare, can be found on the BPER Banca website (www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting).

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The Company reserves the right to supplement and/or modify the contents of this notice of call 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 the same manner as for the publication of this notice.

Modena, 17 March 2022

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

This notice is also available in the "1Info" repository.

Contacts:

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