

## Ordinary Shareholders' Meeting - 20 April 2022

### Instructions for granting proxies to the Designated Representative

As indicated in the notice of call, on the occasion of the Ordinary Shareholders' Meeting convened, in one call, for 20 April 2022, attendance and voting by those entitled, pursuant to art. 106, paragraph 4, of Legislative Decree 17 March 2020, no. 18 (converted by Law no. 27 of 24 April 2020), and art. 3, paragraph 1, of Legislative Decree 30 December 2021, no. 228 (converted by Law no.15 of 25 February 2022), will be allowed **exclusively through Computershare S.p.A.**, with registered office in Via Mascheroni 19, Milan and offices in Via Nizza 262/73, Turin ("Computershare"), **as Designated Representative as per art. 135-undecies of the Consolidated Finance Act (CFA).**

Proxies may be granted, in writing, pursuant to: (i) art. 135-undecies of the CFA; or (ii) art. 135-novies of the CFA, according to the terms and deadlines specified below.

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#### **Proxies pursuant to art. 135-undecies CFA**

Those entitled to vote 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 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 of the **Shareholders' Meeting** (i.e. by **14 April 2022**), using the specific web application prepared and managed by Computershare, which allows for guided completion of the form.

The web application and the proxy form will be active and available at the following link, as soon as all of the documentation relating to the proposed resolutions ("motions") contained in the Reports prepared by the Company's Board of Directors has been published.

#### **[Facilitated completion of the proxy form for the Designated Representative](#)**

Alternatively, the proxy may also be granted by using the specific paper form (entitled "Proxy granted to the Designated Representative as per art. 135-undecies CFA") available on the Bank's website [www.bper.it](http://www.bper.it) - Institutional Site > Governance > Shareholders' Meeting, following the instructions for filling in and submitting the form (also electronically), which are provided on the form itself.

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).

**Proxies pursuant to art. 135-*novies* CFA**

Those entitled to vote may be represented at the Shareholders' Meeting by the same Designated Representative Computershare also 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 or sub-proxy must be granted to the Designated Representative using the specific printed form (entitled "Ordinary proxy as per art. 135-*novies* CFA") that can be found on the Bank's website [www.bper.it](http://www.bper.it) – Sito Istituzionale -> Governance > Shareholders' Meeting.

In this regard, it should be noted that, in consideration of the fact that attendance at the Shareholders' Meeting is only permitted through Computershare, in the event that the ordinary proxy as per art. 135-*novies* CFA is not granted directly to the latter, the delegated party must necessarily grant a sub-proxy to Computershare.

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 same manner for granting them, prior to the beginning of the Shareholders' Meeting.

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Without prejudice to the foregoing, it is recalled that, in order to attend and vote at the Shareholders' Meeting, it is necessary to send BPER Banca S.p.A. ("BPER Banca"), through the intermediary where the shares are deposited, the appropriate **communication certifying ownership of the right** as per art. 83-*sexies* CFA based on the related supporting evidence at the close of business on **7 April 2022** (the record date).

Issuance of this communication must be requested by the person entitled to the intermediary with which the shares of BPER Banca are deposited.

For shares held with intermediaries of the BPER Banca Group (including the Parent Company), the person entitled can contact their branch.



Please note that only for Shareholders who, having held the account in which the BPER Banca shares are registered with BPER Banca or the other Italian banks of the Group, have previously granted a specific permanent request to send this communication as per art. 83-*novies*, paragraph 1c) CFA, BPER Banca and the other Italian banks of the Group, as was done at previous Shareholders' Meetings, will send the necessary communication to BPER Banca as per art. 83-*sexies* CFA once the record date has passed.