

**BPER Banca S.p.A. – Ordinary Shareholders' Meeting 20 April 2022**

**Form to confer proxy with power of sub delegation to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98**

Pursuant to article 106, paragraph 4, of Law Decree no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020 as later amended, article 3, paragraph 1, of Law Decree no. 228 of 31 December 2021 converted by Law no. 15 of 25 February 2022, and as stated in the notice of call of **BPER Banca S.p.A. Ordinary Shareholders' Meeting to be held on 20 April 2022 (single call)**, the proxy with power of subdelegation can be conferred exclusively to **Computershare S.p.A.**, using the methods specified below in the section "Instructions for filling in and submitting the form".

**Computershare S.p.A. is available for any information by phone at +39 011 0923200 , +39 011 0923227, +39 011 0923228 from 9:00 a.m. to 6:00 p.m. Monday through Friday or by e-mail at [sedeto@computershare.it](mailto:sedeto@computershare.it).** (indicating in the subject line: "Bper Meeting").

**PROXY FORM**

*Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)*

**\* mandatory information**

The undersigned (only natural person) \* ..... Place of birth \* ..... Date of birth\* .....

Tax code \* .....

Resident in (town/city) \* ..... at (street / address) \* .....

telephone no \* ....., e-mail .....

**(2)** entitled to exercise the voting right at **7 April 2022 (Record Date)** as:  registered share holder -  legal representative –  attorney/proxy holder with authority to sub-delegate  
 pledgee –  Taker in -  beneficial interest holder -  official receiver–  manager –  other (specify) .....

for no\* ..... of ordinary shares **BPER BANCA** (ISIN IT0000066123)

**(3)** registered in the name of (natural or legal person) ..... Place of birth \* .....

Date of birth \* ..... TAX Code/LEI.....

Resident in (town/city) \* ..... at (street / address) \* .....

**(4)** Registered in the securities account no..... At..... Bank Code (ABI)..... Branch Code (CAB) .....

**(5)** as resulting from communication no. ... Made by (Bank).....

**DELEGATES**

**SUBDELEGATES**

**Computershare S.p.A.** to attend and vote at the abovementioned general meeting, with reference to the above shares, in accordance with the instructions provided and **DECLARES** that there are no grounds for incompatibility or suspension of the exercise of voting rights and is aware that:

- the proxy to Computershare S.p.A. may contain voting instructions even only on some of the proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been given;
- in case of amendment or integration of the resolution proposals submitted to the Shareholders' Meeting, voting instructions previously given may be revoked/modified or integrated; in case of no revocation/amendment or integration, the voting instructions previously given will remain valid and Computershare will cast votes in accordance with them;
- the proxy/subdelegation will be validly accepted at the Shareholders' Meeting only on condition that, prior to the start of the meeting, the Company has received a notice from the intermediary concerning the shares indicated in this proxy form.

DATE . Form of identification **(6)** (type)\* Issued by \* no. \* SIGNATURE

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**VOTING INSTRUCTIONS**

*(Tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)*

**WARNING**

*The voting instruction form may be subject to changes to include any additional resolution and/or voting proposals on the items on the agenda that may be submitted, pursuant to article 126-bis of Italian Legislative Decree no. 58/98 (TUF) by close of business on 5 April 2022; in such case, the form will be integrated with the new proposals and published on the website again. The Shareholder is recommended to verify whether any updated versions of the form are available on the Company’s institutional website dedicated to the Shareholders’ Meeting ([www.bper.it](http://www.bper.it) - Institutional Website > Governance > Shareholders’ Meeting). Otherwise, the voting instructions previously given on the items on the agenda will remain valid and effective.*

The undersigned (7)

**INSTRUCTS** the Appointed Representative to vote at the above indicated shareholders’ meeting as follows (8)

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS		
	For (F), Against (C), Abstain (A)		

1 - [Item 1.a of Agenda] 2021 financial statements: <i>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</i>	Voting instructions		
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF (10)	F	C	A

2 - [Item 1.b of Agenda] 2021 financial statements: <i>Allocation of the 2021 profit and dividend payout; related and ensuing resolutions</i>	Voting instructions		
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF (10)	F	C	A

3- [Item 2 of Agenda] Compensation paid to the members of the Board of Directors for 2022 and 2023; related and ensuing resolutions	Voting instructions		
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF (10)	F	C	A

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<b>4 - [Item 3 of Agenda] Supplementary fees paid to Deloitte &amp; 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</b>	<i>Voting instructions</i>		
<b>Section A – vote for resolution proposed by the Board of Directors on a reasoned proposal by the Board of Statutory Auditors (9)</b>	F	C	A
<b>Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF (10)</b>	F	C	A
<b>5 - [Item 4.a of Agenda] Remuneration: 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).</b>	<i>Voting instructions</i>		
<b>Section A – vote for resolution proposed by the Board of Directors (9)</b>	F	C	A
<b>Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF (10)</b>	F	C	A
<b>6 - [Item 4.a of Agenda] Remuneration: Report on Remuneration Policy and Compensation Paid, comprising: a2) compensation paid in 2021; related and ensuing resolutions (not binding).</b>	<i>Voting instructions</i>		
<b>Section A – vote for resolution proposed by the Board of Directors (9)</b>	F	C	A
<b>Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF (10)</b>	F	C	A
<b>7 - [Item 4.b of Agenda] Remuneration: Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58 of 24 February 1998; related and ensuing resolutions</b>	<i>Voting instructions</i>		
<b>Section A – vote for resolution proposed by the Board of Directors (9)</b>	F	C	A
<b>Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF (10)</b>	F	C	A
<b>8 - [Item 4.c of Agenda] Remuneration: 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</b>	<i>Voting instructions</i>		
<b>Section A – vote for resolution proposed by the Board of Directors (9)</b>	F	C	A
<b>Section A2 – vote for possible proposal published pursuant to article 126-bis of TUF (10)</b>	F	C	A

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<b>9 - [Item 4.d of Agenda] Remuneration:</b> <i>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</i>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF (10)	F	C	A

<b>10 - [item 5 of Agenda] 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</b>	
This item is only an information and will not be voted at the shareholders' meeting	

<b>Proxy for possible liability action against Directors</b>				
Vote for proposed liability action pursuant art. 2393, para. 2, of the Italian civil code upon approval of the annual financial statements <b>(If no voting instructions are indicated, the Appointed Representative will vote C – against)</b>	<table border="1"> <tr> <td>F</td> <td>C</td> <td>A</td> </tr> </table>	F	C	A
F	C	A		

DATE

SIGNATURE

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**Instructions for filling in and submitting the form**

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1. **The Proxy form** must be notified to the Company together with a valid ID document and, in case, the documentation providing proof of the signatory power via the Appointed Representative together with the **Voting Instructions** reserved to him within **19 April 2022 h. 12:00 noon**, using one of the following methods:
- 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [bper@pecserviziottoli.it](mailto:bper@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [bper@pecserviziottoli.it](mailto:bper@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to [bper@pecserviziottoli.it](mailto:bper@pecserviziottoli.it). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262, 10126 Turin as soon as possible;
  - 4) **Via FAX**: number +39 011 0923202.

The proxy must be received by Computershare S.p.A. using the methods indicated above, **by 14 April 2022**.

In event of subsection 1), 3) and 4), original proxy, vote instructions and a copy of the related documentation shall also be sent to Computershare S.p.A.'s registered office at Via Nizza 262/73, postal code 10126, Turin, Italy.

**Transmission of the Proxy Form by methods other than those indicated above or only by regular mail, will not guarantee to the delegating party that the proxy has been correctly conferred to the Designated Representative..**

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders' Meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.bper.it](http://www.bper.it) – Sito istituzionale > Governance > Shareholders' Meeting". Computershare S.p.A., as Appointed Representative, has no personal or third-party interest in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Section A. The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. Section A2 refers to any **alternative, complementary or additional resolution** proposals compared to those made by the Board of Directors and indicated in Section A, which may be submitted by the entitled parties and published by the Company within the terms and in the cases permitted by the current legislation as indicated in the Notice of Call. It is the responsibility of the delegating party to verify whether alternative, complementary or additional resolution proposals have been submitted and, if necessary, to revoke/modify or integrate accordingly the voting instructions previously given. Otherwise, the voting instructions previously conferred will remain valid and Computershare S.p.A. will cast votes in accordance with them.

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**INFORMATION ON PERSONAL DATA PROCESSING**  
Pursuant to the Regulation (EU) 2016/679 (the "Regulation")

**Personal Data Controller**

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

**Object and methods of processing**

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according to his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

**Purpose and legal basis of the Processing**

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n. 18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

**Recipients, storage and transfer of Personal Data**

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing, and to the employees and collaborators of BPER Banca S.p.A..

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

**Rights of the Delegating party**

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.