

**BPER BANCA S.p.A.**

**ORDINARY SHAREHOLDERS' MEETING OF 20 APRIL 2022**

**SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS OF THE SHAREHOLDERS' MEETING AGENDA**

The Ordinary Shareholders' Meeting of BPER Banca S.p.A. was held in one call in Modena on 20 April 2022 and passed the following resolutions.

The meeting was attended by proxy - exclusively via the Designated Representative, Computershare S.p.A. - by a total of 425 Shareholders with voting rights, representing 742,069,514 ordinary shares (equal to 52.507512% of the share capital). These figures remained unchanged throughout the meeting and for each item on the agenda that was voted on.

**1a) Financial Statements as 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 as at 31 December 2021 and of the 2021 consolidated non-financial statement.**

On the proposal of the Board of Directors, the Shareholders' Meeting approved the financial statements for 2021. The results of the vote are shown below:

	<b>No. of shareholders entitled to vote (by proxy)</b>	<b>No. of Shares</b>	<b>% on ordinary shares represented at the Shareholders' Meeting</b>	<b>% on shares admitted to vote</b>	<b>% on ordinary share capital</b>
In favour	422	739,931,225	99.711848	99.711848	52.356211
Against	1	1,391,314	0.187491	0.187491	0.098447
Abstentions	2	746,975	0.100661	0.100661	0.052855
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>425</b>	<b>742,069,514</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.507512</b>

**1b) Allocation of 2021 profit and dividend payout; related and ensuing resolutions.**

The Shareholders' Meeting approved the allocation of profit for the year and dividend payout, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote (by proxy)	No. of Shares	% on ordinary shares represented at the Shareholders' Meeting	% on shares admitted to vote	% on ordinary share capital
In favour	417	721,904,682	97.282622	97.282622	51.080685
Against	7	20,081,758	2.706183	2.706183	1.420949
Abstentions	1	83,074	0.011195	0.011195	0.005878
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>425</b>	<b>742,069,514</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.507512</b>

**2 Compensation paid to the members of the Board of Directors for 2022 and 2023; related and ensuing resolutions.**

The Shareholders' Meeting approved the compensation for the members of the Board of Directors for financial years 2022 and 2023, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote (by proxy)	No. of Shares	% on ordinary shares represented at the Shareholders' Meeting	% on shares admitted to vote	% on ordinary share capital
In favour	417	734,220,590	98.942293	98.942293	51.952137
Against	7	7,765,850	1.046512	1.046512	0.549498
Abstentions	1	83,074	0.011195	0.011195	0.005878
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>425</b>	<b>742,069,514</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.507512</b>

**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.**

The Shareholders' Meeting approved the integration of fees paid to the independent auditing firm Deloitte & Touche S.p.A., in accordance with the terms proposed by the Board of Statutory Auditors. The results of the vote are shown below:

	No. of shareholders entitled to vote (by proxy)	No. of Shares	% on ordinary shares represented at the Shareholders' Meeting	% on shares admitted to vote	% on ordinary share capital
In favour	319	656,789,062	88.507754	88.507754	46.473220
Against	105	85,197,378	11.481051	11.481051	6.028414
Abstentions	1	83,074	0.011195	0.011195	0.005878
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>425</b>	<b>742,069,514</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.507512</b>

**4a1) Remuneration policies of the BPER Banca S.p.A. Group for 2022; related and ensuing resolutions (binding).**

The Shareholders' Meeting approved the 2022 remuneration policies for the BPER Banca S.p.A. Group, as described in the first section of the "2022 Report on the Remuneration Policy and Compensation Paid". The results of the vote are shown below:

	No. of shareholders entitled to vote (by proxy)	No. of Shares	% on ordinary shares represented at the Shareholders' Meeting	% on shares admitted to vote	% on ordinary share capital
In favour	385	708,282,870	95.446970	95.446970	50.116830
Against	38	33,403,965	4.501460	4.501460	2.363605
Abstentions	2	382,679	0.051569	0.051569	0.027078
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>425</b>	<b>742,069,514</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.507512</b>

**4a2) Compensation paid in 2021; related and ensuing resolutions (not binding).**

The Shareholders' Meeting cast a favourable (non-binding) vote on the second section of the "2022 Report on the Remuneration Policy and Compensation Paid" relating to the compensation paid in 2021. The results of the vote are shown below:

	No. of shareholders entitled to vote (by proxy)	No. of Shares	% on ordinary shares represented at the Shareholders' Meeting	% on shares admitted to vote	% on ordinary share capital
In favour	388	712,635,428	96.033514	96.033514	50.424809
Against	35	29,051,407	3.914917	3.914917	2.055626
Abstentions	2	382,679	0.051569	0.051569	0.027078
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>425</b>	<b>742,069,514</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.507512</b>

**4b) Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58 of 24 February 1998; related ad ensuing resolutions.**

The Shareholders' Meeting approved the Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58/1998, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report and Information Document. The results of the vote are shown below:

	No. of shareholders entitled to vote (by proxy)	No. of Shares	% on ordinary shares represented at the Shareholders' Meeting	% on shares admitted to vote	% on ordinary share capital
In favour	405	725,208,398	97.727825	97.727825	51.314450
Against	20	16,861,116	2.272175	2.272175	1.193062
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>425</b>	<b>742,069,514</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.507512</b>

4c) **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.**

The Shareholders' Meeting approved the 2022-2024 Long-Term Incentive (LTI) Plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58/1998, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report and Information Document. The results of the vote are shown below:

	No. of shareholders entitled to vote (by proxy)	No. of Shares	% on ordinary shares represented at the Shareholders' Meeting	% on shares admitted to vote	% on ordinary share capital
In favour	226	626,384,249	84.410454	84.410454	44.321830
Against	199	115,685,265	15.589546	15.589546	8.185683
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>425</b>	<b>742,069,514</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.507512</b>

4d) **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.**

The Shareholders' Meeting approved the request for 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 in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote (by proxy)	No. of Shares	% on ordinary shares represented at the Shareholders' Meeting	% on shares admitted to vote	% on ordinary share capital
In favour	405	726,204,258	97.862026	97.862026	51.384915
Against	19	15,782,182	2.126779	2.126779	1.116719
Abstentions	1	83,074	0.011195	0.011195	0.005878
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>425</b>	<b>742,069,514</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.507512</b>

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Finally, the Shareholders' Meeting was presented with the "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" under item 5 on the agenda.

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