

Ordinary Shareholders' Meeting 27 July 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 27 July 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 under 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.

* * * * *

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. 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 25 July 2022)**, using the specific web application prepared and managed by Computershare, which allows for guided completion of the form, to which access is granted through the following link:

<https://servizi.compuershare.it/eRD/index.aspx?nos=255873358>

Alternatively, the proxy may also be granted by using the specific paper form available on the Bank's website www.bper.it – Sito istituzionale > Governance > Shareholders' Meeting (under "Proxy granted to the Designated Representative as per art. 135-undecies CFA"), 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 (25 July 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. 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 that can be found on the Bank's website www.bper.it – Sito Istituzionale -> Governance > Shareholders' Meeting (under "Ordinary proxy as per art. 135-*novies* CFA").

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 (noon) on 26 July 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.

* * * * *

Without prejudice to the foregoing, it is recalled that, in order to attend and vote at the Shareholders' Meeting, it is necessary to send to 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 **18 July 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.