

EXCERPT OF NOTICE OF ORDINARY SHAREHOLDERS' MEETING

An Ordinary Shareholders' Meeting of BPER Banca S.p.A. has been convened for 5 November 2022 at 9.00 a.m., in one call, in the meeting rooms of the "Monzani BPER Forum", Via Aristotele 33, in Modena, to discuss the following

AGENDA

1. Integration of the Board of Directors, by appointing a Director pursuant to Art. 20 of Articles of Association; related and consequent resolutions;
2. Amendment of the 2022 Remuneration Policy approved by the Shareholders' Meeting of 20 April 2022, in the part relating to the Long-Term Incentive Plan and consequent update of Section I of the "2022 Report on Remuneration Policy and Compensation Paid"; related and consequent resolutions;
3. Amendment to the Long-Term Incentive Plan (LTI) 2022-2024 based on financial instruments approved by the Shareholders' Meeting of 20 April 2022; related and consequent resolutions;

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WARNING

The date and/or time of this Ordinary Shareholders' Meeting may be anticipated or postponed, in order to hold it jointly with the Extraordinary Shareholders' Meeting that the Company intends to convene, after obtaining the necessary authorisations from the competent Supervisory Authorities, in order to resolve on the merger by incorporation of Banca Carige S.p.A. and Banca del Monte di Lucca S.p.A. into BPER Banca S.p.A.

In such an event, the deadlines indicated in this notice (including, in particular, those relating to: record date, date for submitting additions to the agenda and/or new resolution proposals, date for asking questions before the Meeting, date for granting proxies, date for submitting candidatures) may be subject to change. Any new deadlines will be indicated in the new notice of call that the Company will, in any case, publish and that will include both the ordinary and the extraordinary part.

In any case, the Shareholders' Meeting will not be held on a date prior to 3 November 2022, in order to ensure that this notice of call is published on the Company's website at least on the fortieth day prior to the date on which the Shareholders' Meeting called to resolve on the integration of the Board of Directors is actually held.

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Without prejudice to the above, the Company reserves the right to supplement and/or modify the content of the notice of call of the Meeting if, prior to the Shareholders' Meeting, changes to the applicable regulations and/or new measures adopted by the competent Authorities make it necessary or advisable to revise and/or update the modalities in which the Meeting is to be held in connection with public-health or safety reasons. Any changes and/or additions will be promptly disclosed in the same manner as for the publication of the notice of call.

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Information concerning the share capital, as well as information concerning:

- entitlement to attend the Shareholders' Meeting and exercise the right to vote (record date: 27 October 2022);
- voting by proxy, including through the representative designated by the Company pursuant to Art. 135-*undecies* of the Consolidated Law on Finance (*i.e.* Computershare S.p.A.);
- additions to the agenda and/or 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*, paragraph 1, first sentence, of the Consolidated Law on Finance (within ten days of publication of the notice of call on the Company's website);
- the right to raise questions on items on the agenda prior to the Meeting (by 27 October 2022);
- the submission of candidates for the integration of the Board of Directors;
- availability of documents related to the Shareholders' Meeting and organizational aspects concerning the same Shareholders' Meeting,

is provided in the full version of the Notice of Call, which can be found on BPER Banca's corporate website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting, to which reference should be made.

This excerpt of the Notice of call was published in the daily newspaper "*Il Sole 24 Ore*" on 24 September 2022.

The notice is also available in the "1Info" storage mechanism.