

INTEGRATION EXCERPT OF NOTICE OF CALL**EXCERPT OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING**

With regard to the Ordinary Shareholders' Meeting of BPER Banca S.p.A. convened for 5 November 2022 at 9.00 a.m., by notice of call published on 24 September 2022 on the Company's website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting and on the authorised "1INFO" storage mechanism, as well as, by excerpt, in the daily newspaper "Il Sole 24 Ore", the Board of Directors of BPER Banca S.p.A. resolved to convene the Shareholders' Meeting also in **an Extraordinary session**, 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. and on certain amendments to the Articles of Association, and therefore **to supplement the aforementioned notice of call** as indicated herebelow.

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An Extraordinary and 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", in Modena, Via Aristotele 33, to discuss the following

AGENDA**Extraordinary Meeting**

1. Merger by incorporation of Banca Carige S.p.A. and Banca del Monte di Lucca S.p.A. into BPER Banca S.p.A.; related and consequent resolutions;
2. Amendments to the Articles of Association: amendments to Articles 1, 5, 10, 11, 13, 17, 20, 22, 25, 26, 27, 29, 31, 35, 38, 39; deletion of Articles 36 and 44 and renumbering of Articles 37 to 43; related and consequent resolutions.

Ordinary Meeting

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 to 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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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, as better specified in the full version of the Notice of Call);
- the right to ask 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.

With reference to the second item on the Agenda of the Extraordinary Shareholders’ Meeting, it

should be noted that the adoption of the relevant resolution by the Shareholders' Meeting is subject to the prior obtainment of the required authorisation by the European Central Bank, in relation to which information will be given, at the latest, at the Shareholders' Meeting.

This excerpt of the Notice of call will be published in the daily newspaper "*Il Sole 24 Ore*" on 6 October 2022.

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