

CERTIFICATE OF THE PROXY HOLDER

PURSUANT TO ART. 135-NOVIES OF THE CONSOLIDATED LAW ON FINANCE

(in case of delivery or transmission of copy of the proxy)

The undersigned _____¹, born in _____², on _____, resident in _____², street _____, tax code³ _____ [if applicable]⁴ legal representative of (company name) _____, with registered office in _____², tax identification number or VAT number³ _____ as (check whichever applies):

proxy holder

substitute of the proxy holder

to participate to the Extraordinary and Ordinary Shareholders' Meeting of BPER Banca S.p.A., to be held on 5 November 2022, in one call, at 9:00 a.m., in Modena, in the meeting rooms of the "Monzani BPER Forum" at Via Aristotele no. 33, to the effects and purposes of Article 135-*novies*, paragraph 5, of Legislative Decree No. 58/1998,

CERTIFY

- (i) that the copy of the proxy for participation in the aforesaid Meeting, delivered/transmitted to BPER Banca S.p.A, is a true copy of the original, and
- (ii) the identity of the delegating party _____⁵, and
- (iii) that the signatory to the proxy has full and valid signatory powers.

* * * * *

I acknowledge that pursuant to Article 135-*novies*, paragraph 5, of Legislative Decree no. 58/1998, the proxy holder must keep the original proxy and keep records of any voting instructions received for one year after the conclusion of the Meeting.

Date and place

Signature of the proxy holder/substitute

¹ Enter the details of the proxy holder/substitute of the proxy holder. If the proxy holder/substitute of the proxy holder is a legal person, enter the details of the legal representative.

² Indicate country (if different from Italy) and city.

³ Or, alternatively, equivalent international identification code.

⁴ Complete if the proxy holder/substitute of the the proxy holder is a legal person.

⁵ Indicate the details of the proxy holder (if natural person: name, surname, place and date of birth, tax code or equivalent international identification code; if legal person: company name, full address of registered office, tax code or equivalent international identification code), as they appear in the notice for participation in the Shareholders' Meeting pursuant to Article 83-*sexies* of the Consolidated Law on Finance.

PRIVACY STATEMENT

Foreword

This information notice is provided by BPER Banca S.p.A. ("**BPER**" or the "**Bank**" or the "**Company**" or the "**Data Controller**"), with registered office in Via San Carlo 8/20, Modena, Italy, pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("**GDPR**"), in order to inform the persons who intend to attend the Shareholders' Meeting of the Company, through the institution of proxy about the processing of their personal data.

Data Controller and Data Protection Officer

The Controller has designated a Data Protection Officer (DPO), who can be contacted at one of the following addresses

- by ordinary mail, at Via Ramelli 49, 41100, Modena;
- by e-mail at the following address: dpo.gruppobper@bper.it.

Subject matter, origins and method of processing

For the purposes set out in this statement, the Controller will process the personal data of the persons identified above (the "**Personal Data**"), such as name, surname, domicile and residence, date of birth, tax code, contact data, including e-mail address, identity document data, number of shares held and data acquired by video recording of the Shareholders' Meeting.

Processing of Personal Data in this statement means any operation or set of operations which is performed on Personal Data or on sets of Personal Data, whether or not by automatic means, such as collection, recording, organisation, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction.

The Personal Data will be processed, for the purposes below, manually and/or with the support of computerised or electronic systems, in any case in such a way to ensure their security and confidentiality in accordance with the GDPR and applicable regulations.

Purpose and legal basis of the Processing

Personal Data processing is intended to enable the:

- (a) participation and voting of the persons entitled to attend the Shareholders' Meeting, by proxy or sub-delegation, verification of their entitlement to attend, also for the purpose of making sure that the Shareholders' Meeting has been duly constituted and that the *quorum* requirements for its constitution and adoption of resolutions are met, in addition to the exercise - by the entitled persons - of any other right associated with the Shareholders' Meeting;
- (b) the fulfilment of any other legal obligation in any way associated with the proceedings of the Shareholders' Meeting.

For the above purposes, Personal Data are processed by virtue of the relationship between the Bank and its shareholders, as well as in fulfilment of the legal obligation to which the Controller is subject, namely to ensure that entitled parties can exercise the rights provided for by the applicable legislation in relation to the holding of the Meeting.

Transmission and processing of the Personal Data are necessary for the above-mentioned purposes. Failure to provide the Personal Data results in the impossibility to attend the Shareholders' Meeting.

Recipients of the Personal Data

Personal Data may be made accessible, for the purposes mentioned above, to the following categories of recipients

- (a) employees and collaborators of the Controller, duly authorised to process Personal Data;
- (b) third parties (companies and/or self-employed individuals) performing activities that are functional to those of the Bank, who - depending on circumstances - may qualify as independent controllers or data processors specifically bound by a contract pursuant to Article 28 of the GDPR;
- (c) Boards, Institutions and competent Authorities (European Central Bank, Bank of Italy, Consob, Judicial, Tax and Administrative Authorities; Chambers of Commerce, etc.), acting as independent data controllers.

Transfer of Personal Data

Personal Data will be processed and stored by the Controller within the European Union. If necessary, the Company reserves the right to transfer Personal Data to countries outside the European Union for technical or operational reasons, provided that an adequate level of protection is guaranteed based on the provisions of Chapter V of the GDPR.

Personal Data Retention Period

Personal Data will be stored, in accordance with the principles of data minimisation and storage limitation referred to in Article 5, para. 1 c) and e) of the GDPR, for the time strictly necessary to achieve the above-mentioned purposes and in any case for a period not exceeding 10 years from the date of the Shareholders' Meeting. This period takes into account both the regulatory provisions on appeals against Shareholders' Meeting resolutions and the requirements of the Issuers' Regulation approved by Consob under Resolution no. 11971 of 14 May 1999 concerning the disclosure of regulated information on the website of the issuers (see in particular Art. 65-*septies*, paragraph 5, Art. 77, paragraph 1-*bis*, Art. 84-*quater*, paragraph 1). The Controller reserves the right, however, to retain Personal Data for a longer period than specified above in the event that this becomes necessary to safeguard the defensive interests and/or comply with the regulatory obligations of the Controller.

Rights of data subjects

With reference to Personal Data processed, data subject can exercise at any time the rights provided for in Articles 15 *et seq.* of the GDPR and, in particular: (i) right of access; (ii) right of rectification; (iii) right to erasure; (iv) right of restriction; (v) right to object; (vi) right to data portability.

Requests should be sent to the Controller at one of the following contact details

- by regular mail, to: BPER Banca Spa - Privacy e Data Protection Office, Via Ramelli 49 - 41122 Modena;
- by e-mail to: presidio.privacy@bper.it.

For further information regarding Personal Data, please contact the Data Protection Officer of BPER, at the above address.

Please note that, pursuant to the applicable legislation, the data subject has the right to lodge a complaint with the Italian Data Protection Authority, with registered office in Rome, Piazza Venezia, 11; Tel. (+39) 06.696771, certified e-mail (PEC): protocollo@pec.gdpd.it, following the instructions on the website www.garanteprivacy.it.