

BPER BANCA S.p.A.

EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF 5 NOVEMBER 2022

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

The Extraordinary and Ordinary Shareholders' Meeting of BPER Banca S.p.A. was held in one call in Modena on 5 November 2022 and passed the following resolutions.

At the time of constitution of the Extraordinary Shareholders' Meeting, the latter was attended - in person or as representative - by a total of 497 shareholders with voting rights, representing 744,912,224 ordinary shares (equal to 52.708657% of the share capital).

At the time of constitution of the Ordinary Shareholders' Meeting, the latter was attended - in person or as representative - by a total of 502 shareholders with voting rights, representing 744,945,332 ordinary shares (equal to 52.711000% of the share capital).

Extraordinary session

1) Merger by absorption of Banca Carige S.p.A. and Banca del Monte di Lucca S.p.A. into BPER Banca S.p.A.; related and ensuing resolutions

Upon proposal of the Board of Directors, the Shareholders' Meeting approved the plan for the merger by absorption of Banca Carige S.p.A. – Cassa di Risparmio di Genova e Imperia and Banca del Monte di Lucca S.p.A. into BPER Banca S.p.A.. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	497	744,750,862	99.978805	99.978805	52.697240
Against	0	0	0.000000	0.000000	0.000000
Abstentions	5	157,880	0.021195	0.021195	0.011171
Not voting	0	0	0.000000	0.000000	0.000000
Total	502	744,908,742	100.000000	100.000000	52.708411

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 ensuing resolutions

Upon proposal of the Board of Directors, the Shareholders' Meeting approved the amendments to the Articles of Association. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	494	744,062,056	99.881431	99.881431	52.648501
Against	0	0	0.000000	0.000000	0.000000
Abstentions	7	846,651	0.113653	0.113653	0.059908
Not voting	1	36,625	0.004916	0.004916	0.002592
Total	502	744,945,332	100.000000	100.000000	52.711000

Ordinary session

1) Integration of the Board of Directors with the appointment of a Director pursuant to art. 20 of the Articles of Association; related and ensuing resolutions

Upon proposal of the shareholder Unipol Gruppo S.p.A., owning 10.552% of the Bank's share capital, the Shareholders' Meeting filled the vacancy in the Board of Directors, by appointing Monica Cacciapuoti as Director. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% on ordinary shares represented at the Shareholders' Meeting	% on shares admitted to vote	% on ordinary share capital
For	450	736,055,406	98.806776	98.806776	52.081965
Against	34	2,826,855	0.379472	0.379472	0.200023
Abstentions	16	6,062,000	0.813752	0.813752	0.428936
Not voting	0	0	0.000000	0.000000	0.000000
Total	500	744,944,261	100.000000	100.000000	52.710924

2) Amendment to the 2022 Remuneration Policy approved by the Shareholders Meeting on 20 April 2022, for the part concerning the Long-Term Incentive Plan and consequent update of Section I of the “2022 Report on Remuneration Policy and Compensation Paid”; related and ensuing resolutions

Upon proposal of the Board of Directors, the Shareholders’ Meeting approved the amendment to the 2022 Remuneration Policy approved by the Shareholders Meeting of 20 April 2022. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders’ Meeting	% of shares admitted to vote	% of ordinary share capital
For	438	686,270,622	92.850467	92.850467	48.559283
Against	51	52,529,213	7.107053	7.107053	3.716873
Abstentions	6	313,971	0.042479	0.042479	0.022216
Not voting	0	0	0.000000	0.000000	0.000000
Total	495	739,113,806	100.000000	100.000000	52.298372

3) Amendment to the 2022-2024 Long-Term Incentive Plan (LTI) based on financial instruments approved by the Shareholders’ Meeting on 20 April 2022; related and ensuing resolutions

Upon proposal of the Board of Directors, the Shareholders’ Meeting approved the amendment to the 2022-2024 Long-Term Incentive (LTI) Plan approved by the Shareholders Meeting of 20 April 2022. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders’ Meeting	% of shares admitted to vote	% of ordinary share capital
For	467	724,711,735	98.051441	98.051441	51.279307
Against	17	14,261,793	1.929580	1.929580	1.009139
Abstentions	7	39,601	0.005358	0.005358	0.002802
Not voting	4	100,677	0.013621	0.013621	0.007124
Total	495	739,113,806	100.000000	100.000000	52.298372