

**EXCERPT OF NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting of BPER Banca S.p.A. has been convened for 26 April 2023 at 9:00 a.m., in one call, in the meeting rooms of the "Centro Direzionale" of BPER Banca at Via Aristotele 195 in Modena to discuss the following

**AGENDA**

1. 2022 Financial Statements:
  - a) Financial Statements as at 31 December 2022, Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditors; related and ensuing resolutions. Presentation of the consolidated financial statements as at 31 December 2022 and the 2022 consolidated non-financial statement;
  - b) Allocation of 2022 profit and dividend payout; related and ensuing resolutions.
2. Integration of the fees paid to Deloitte & Touche S.p.A., the company responsible for auditing the accounts for the period 2017-2025, based on a reasoned proposal by the Board of Statutory Auditors; related and ensuing resolutions.
3. Remuneration:
  - a) Report on Remuneration Policy and Compensation Paid, comprising:
    - a1) remuneration policies of the BPER Banca S.p.A. Group for 2023; related and ensuing resolutions (binding);
    - a2) compensation paid in 2022; related and ensuing resolutions (not binding).
  - b) Incentive plan based on financial instruments pursuant to art. 114-*bis* of Legislative Decree no. 58 of 24 February 1998; related and ensuing resolutions;
  - c) Authorisation to purchase and dispose of treasury shares to service the 2023 MBO incentive scheme and the 2022-2025 Long-Term Incentive (LTI) Plan (as last approved by the Shareholders' Meeting of 5 November 2022), in addition to any severance payments due; related and ensuing resolutions.

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## Procedures for holding the Shareholders' Meeting

Pursuant to Law Decree no. 198 of 29 December 2022, enacted by Law no. 14 of 24 February 2023, extending until 31 July 2023 the provisions set forth in art. 106, para. 4, of Law Decree no. 18 of 17 March 2020, as enacted by Law 27 of 24 April 2020, as later amended, and art. 3, para. 1, of Law Decree 228 of 30 December 2021 enacted by Law no. 15 of 25 February 2022, attendance at the Shareholders' Meeting and voting by those entitled will only be allowed via the designated representative (the "Designated Representative") pursuant to art. 135-*undecies* of Legislative Decree 58/1998 (the "Consolidated Law on Finance"), Computershare S.p.A., in accordance with the instructions provided in the full version of the Notice of Call published on the Bank's website [www.bper.it](http://www.bper.it) – Sito Istituzionale > Governance > Shareholders' Meeting.

Without prejudice to the above, the procedures for holding the Shareholders' Meeting may be supplemented and/or modified, if necessary, provided that public disclosure is made in due time and in the same manner as for the publication of this notice.

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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 exclusively via the Designated Representative, Computershare S.p.A. (*record date*: 17 April 2023);
- assignment of proxies/sub-proxies with voting instructions to the Designated Representative;
- 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*, para. 1, first sentence of the Consolidated Law on Finance (within ten days of publication of the Notice of Call on the Company's website);
- submission of proposed resolutions by holders of voting rights pursuant to art. 126-*bis*, para. 1, third sentence of the Consolidated Law on Finance (by 11 April 2023).
- the right to raise questions on items on the agenda prior to the Meeting (by 17 April 2023);
- availability of documents related to the Shareholders' Meeting, including the explanatory reports on the items on the agenda, the related proposed resolutions, the annual financial report and the consolidated non-financial statement, the report on remuneration policy and compensation

paid, the information document describing the incentive plan based on financial instruments, and other documents concerning the items on the agenda

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

Modena, 24 March 2023

BPER Banca S.p.A.

The Chair  
Flavia Mazzarella

This excerpt of the Notice of call is published in the daily newspaper "Il Sole 24 Ore" on 25 March 2023.

This notice is also available in the "1Info" storage system.

*Contacts:*

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