



Shareholders' Meeting of 26 April 2023
Report of the Board of Directors
on the second item on the agenda

Integration of 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.

BPER Banca S.p.A.

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Shareholders,

with reference to the second point on the agenda, you have been called pursuant to art. 11, para. 2, of the Articles of Association and in compliance with the relevant current regulations - to resolve on a reasoned proposal by the Board of Statutory Auditors for integration of the fees paid to the company appointed to perform the legal audit of the accounts and consolidated financial statements of BPER Banca S.p.A. ("BPER" or the "Bank" or the "Company"), being Deloitte & Touche S.p.A. ("Deloitte" or the "Independent Auditors").

To this end, based on a reasoned proposal by the Board of Statutory Auditors, a resolution adopted at the Shareholders' Meeting of BPER held on 26 November 2016 appointed Deloitte to perform the legal audit of the separate and consolidated financial statements of BPER Banca S.p.A. for the years 2017-2025, on the terms and conditions specified in the offer presented by the Independent Auditors on 14 October 2016 and referenced as an attachment to the explanatory report published prior to the above Shareholders' Meeting held on 26 November 2016.

With regard to possible fee revisions, the above offer – as stated in the aforementioned explanatory report – envisaged that *"Should circumstances arise requiring the dedication of significant additional time with respect to that estimated in the proposal, such as changes in the structure and size of the Parent Company and/or Group companies, changes in regulations, changes in accounting and/or auditing standards, complex transactions carried out by the Parent Company and/or Group companies, additional auditing procedures or supplementary obligations involved in performance of the legal audit, including requests for meetings, information and documents from supervisory bodies, as well as any additional work carried out in relation to companies examined by other auditors, Deloitte & Touche S.p.A. will inform the Bank about those circumstances in order to agree any necessary integration of the fees and estimated hours. Similarly, should less time than expected be dedicated, not least in view of the foreseeable optimisation of processes, the fees and estimated hours will be reduced in proportion"*.

This clause was therefore included in the engagement letters signed with Deloitte in execution of the above shareholders' resolution.

Without prejudice to the above and based on a reasoned proposal of the Board of Statutory Auditors, a shareholders' resolution adopted on 17 April 2019 approved an integration of the fees for the legal audit of the separate and consolidated financial statements, as requested by Deloitte on 3 December 2018, as a consequence of (i) application of the new international accounting standards in force from 1 January 2018 and (ii) expansion of the scope of consolidation of the BPER Group.

Subsequently, again based on a reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting held on 22 April 2020 approved an integration of the fees for the legal audit of the separate and consolidated financial statements, as requested by Deloitte on 17 October 2019,

as a consequence of (i) the acquisition of Unipol Banca S.p.A. by BPER and (ii) the subsequent absorption of Unipol Banca S.p.A. by BPER.

Subsequently, based on a reasoned proposal of the Board of Statutory Auditors, a shareholders' resolution adopted on 22 April 2021 approved an integration of the fees for the legal audit of the separate and consolidated financial statements, as requested by Deloitte on 3 February 2021, as a consequence of (i) the absorption of Cassa di Risparmio di Bra S.p.A. and Cassa di Risparmio di Saluzzo S.p.A. by BPER, (ii) the application of IFRS 9 on Hedge Accounting, (iii) the acquisition of two lines of business, comprising a total of 486 Branches and 134 Points of Operation ("Gemini Business"), from the Intesa SanPaolo Group and (iv) the change in the measurement method for properties.

Lastly, again based on a reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting held on 22 April 2022 approved an integration of the fees for the legal audit of the separate and consolidated financial statements, as requested by Deloitte on 24 February 2022, as a consequence of: (i) the introduction of the European Single Electronic Format (ESEF) for financial reports; (ii) the assessments to be carried out to meet the request of the Single Resolution Board (SRB); (iii) the assessments to be carried out on the partial Macro Fair Value hedging of the "core-inelastic" portion of demand items.

Given the above, with a request made in November 2022 and later formalised on 1 February 2023 Deloitte presented a new instance for its fees to be supplemented in relation to the additional time dedicated to extra audit work with respect to that envisaged in (i) the initial offer submitted for approval to the Shareholders' Meeting held on 26 November 2016 and (ii) the subsequent integrations approved at the Shareholders' Meetings held on 17 April 2019, 22 April 2020 and 22 April 2021 and 20 April 2022.

The reasons for this new request for the integration of fees are detailed in the proposal of the Board of Statutory Auditors that is presented below and submitted for approval at the Shareholders' Meeting.

BPER Banca S.p.A.
The Chair
Flavia Mazzarella

Shareholders' Meeting of 26 April 2023

Reasoned proposal by the Board of Statutory Auditors of BPER Banca S.p.A. on supplementary fees to be paid to Deloitte & Touche S.p.A., the company responsible for auditing the accounts for the period 2017-2025

Shareholders,

Pursuant to art. 11, para. 2, of the Articles of Association, the Board of Statutory Auditors submits a proposal for supplementing the fees to be paid to the auditing firm Deloitte & Touche S.p.A (also the "Independent Auditing Firm" or "Deloitte & Touche") to the Ordinary Shareholders' Meeting for approval for the reasons explained below.

Shareholders are reminded that by resolution of 26 November 2016, the Shareholders' Meeting of BPER Banca S.p.A. ("BPER Banca") approved, based on a reasoned proposal by the Board of Statutory Auditors, the offer presented by the Independent Auditors on 14 October 2016, and appointed them to perform the legal audit of the separate and consolidated financial statements of BPER Banca S.p.A. for the years 2017-2025,

The mandate, entered into with Deloitte & Touche on 3 March 2017, under paragraph 5 "Fee revisions" envisages that *"Should circumstances arise requiring the dedication of significant additional time with respect to that estimated in the proposal, such as changes in the structure and size of the Parent Company and/or Group companies, changes in regulations, changes in accounting and/or auditing standards, complex transactions carried out by the Parent Company and/or Group companies, additional auditing procedures or supplementary obligations involved in performance of the legal audit, including requests for meetings, information and documents from supervisory bodies, as well as any additional work carried out in relation to companies examined by other auditors, Deloitte & Touche S.p.A. will inform the Bank about those circumstances in order to agree any necessary integration of the fees and estimated hours"*.

With the resolution of 17 April 2019 and based on a reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting approved an integration of the fees for the legal audit of the separate and consolidated financial statements, as requested by Deloitte & Touche on 3 December 2018, as a consequence of (i) application of the new international accounting standards in force from 1 January 2018 and (ii) expansion of the scope of consolidation of the BPER Group, i.e. factors which require and/or will require the fulfilment of more specific auditing tasks and controls on a broader scope.

Subsequently, again based on a reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting held on 22 April 2020 approved an integration of the fees for the legal audit of the separate and consolidated financial statements, as requested by Deloitte & Touche on 17 October 2019, as a consequence of (i) the acquisition of Unipol Banca S.p.A. by BPER Banca and (ii) the subsequent absorption of Unipol Banca S.p.A. by BPER Banca.

With the resolution dated 22 April 2021 and based on a reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting approved an integration of the fees for the legal audit of the separate and consolidated financial statements, as requested by Deloitte & Touche on 3 February 2021, as a consequence of: (i) the absorption of Cassa di Risparmio di Bra S.p.A. and Cassa di Risparmio di Saluzzo S.p.A. by BPER Banca, (ii) the application of IFRS 9 on Hedge Accounting, (iii) the acquisition of two lines of business, comprising a total of 486 Branches and 134 Points of Operation ("Gemini Business"), from the Intesa SanPaolo Group and (iv) the change in the measurement method for properties.

Lastly, with the resolution dated 20 April 2022 and based on a reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting approved an integration of the fees for the legal audit of the separate and consolidated financial statements, as requested by Deloitte & Touche on 24 February 2022, in connection with: (i) the introduction of the European Single Electronic Format (ESEF) for financial reports; (ii) the assessments to be carried out to meet the requests of the Single Resolution Board (SRB); (iii) the assessments to be carried out on the partial Macro Fair Value hedging of the "core-inelastic" part of demand items.

Given the above, with a request made in November 2022 and later formalised on 1 February 2023, Deloitte & Touche, taking into consideration the clauses of its mandate, presented a new request for its fees to be supplemented in relation to the additional time dedicated to extra audit work with respect to that envisaged in the initial offer submitted for the years 2017-2025, and subsequent integrations approved on 17 April 2019, 22 April 2020, 22 April 2021 and 20 April 2022, as a result of the following circumstances and events:

- Acquisition of Banca CARIGE S.p.A. Following the acquisition by BPER Banca on 3 June 2022, of a controlling interest equal to 79.418% of Banca Carige S.p.A. (“Carige”) and the subsequent mandatory tender offer for the Carige shares, which led BPER Banca to hold the entire share capital of Carige and to the subsequent merger by absorption of Carige and its subsidiary Banca del Monte di Lucca S.p.A. into BPER Banca, completed at the end of November 2022, Deloitte & Touche were required to perform additional “one-off” auditing activities primarily related to the verification of merger deeds, migration of accounting entries and additional auditing activities qualifying as “recurring” due to the different scale of the company;
- New ISA 315 Revised auditing. By decision No. 219019 of the State Accountant General of 1 September 2022, new versions of some international auditing standards (ISA Italy) and certain auditing principles (SA Italy) were adopted. Among the new standards, one of the most significant changes concerns the entry into force of the new version of International Auditing Standard (ISA Italy) 315, which was amended to reflect the IAASB (Identifying and Assessing the Risk of Material Misstatement) project, which makes it necessary for Deloitte & Touche to perform additional auditing activities, already for the purpose of auditing the financial statements for the period ending 31 December 2022.

In view of the afore-mentioned additional activities, Deloitte & Touche has and will have to devote to such activities the estimated additional time and effort reported below:

BPER BANCA		One-off integration of audit work		Recurring integration of audit work	
		hours	Audit fees (one-off)	hours	Audit fees (running)
Acquisition of Banca Carige	2022	3,300	180,000	3,750	150,000
	2023-2025			4,750	190,000
New ISA 315 Revised	2022			625	25,000
	2023-2025			625	25,000

Given the above estimates, the total fees payable by BPER Banca would be updated as follows:

FEES FOR AUDITING SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS										
					SHAREHOLDERS' MEETING - April 2023					
Year of reference for the Audit Fees	Audit fees (original proposal)		Audit fees (with previously approved integrations - latest Shareholders' Meeting 20 April 2022)		One-off integration of audit work		Recurring integration of audit work		Total Audit Fees	
									with integration	
	hours	Audit fees	hours	Audit fees	hours	Audit fees (one-off)	hours	Audit fees (running)	hours	Audit fees
2017	16,800	588,000	19,400	728,000	-	-	-	-		
2018	16,800	588,000	19,430	733,500	-	-	-	-		
2019	16,800	588,000	20,760	756,500	-	-	-	-		
2020	16,800	588,000	21,800	807,500	-	-	-	-		
2021	16,800	588,000	28,065	1,035,000	-	-	-	-		
2022	16,800	588,000	27,220	989,000	3,300	180,000	4,375	175,000	34,895	1,344,000
2023-2025	16,800	588,000	26,970	979,000	-	-	5,375	215,000	32,345	1,194,000

Taking into consideration that the Shareholders' Meeting of 26 November 2016 did not determine any specific fee adjustment criteria for the independent auditing firm, in compliance with Art. No. 13, para. 1 of Legislative Decree No. 39/2010, according to which: *"the Shareholders' Meeting, on a reasoned proposal by the Board of Statutory Auditors, assigns the task of auditing the accounts and determines the fees due to the independent auditor or independent auditing firm for the entire duration of the assignment"*, the Board of Statutory Auditors examined the request for supplementary fees submitted by Deloitte & Touche in order to formulate this proposal to be submitted to the Shareholders' Meeting

For the preliminary inquiry that lies within its sphere of competence, the Board of Statutory Auditors:

- examined the proposal of Deloitte & Touche relating to the new audit work carried out and to be carried out and the quantification of the estimated work hours;
- acquired, on 5 December 2022, the positive assessment of the Head of Administration and Reporting, on the consistency and adequacy of the request for integration of the audit work with the independent audit process referred to in the current assignment and on the reasonableness of its content, having discussed the terms of the requested integrations, including financial terms, with the managers of the Independent Auditors;
- on 6 December 2022, met with the Head of Administration and Reporting to learn more about the reasonableness of the additional audit work estimated by Deloitte & Touche, in terms of a description of the activities and quantification of the hours and adequacy of related fees;
- requested additional information about the seniority of the Deloitte & Touche team involved in the additional audit work;
- received from Deloitte & Touche, on 28 March 2022, confirmation of their independence referred to in paragraph 6 of EU Regulation 537/2014, and, on the basis of recent declarations by the independent auditing firm, these prerequisites still apply;
- confirmed their positive assessment of the technical and professional eligibility of Deloitte & Touche, considering the adequacy of its organisation and level of knowledge of the Parent Company and of the BPER Group, as well as the specific features of the accounting system and the internal control system of the BPER Banca Group.

During this process, the Board of Statutory Auditors carried out an analysis of the request from Deloitte & Touche and, in particular, of the estimated hours, also by comparison with those envisaged for the current audit of the separate and consolidated financial statements of BPER Banca for the years 2017-2025, including the integrations approved by the Shareholders' Meetings of 17 April 2019, 22 April 2020 and 20 April 2022.

As a result of these assessments and the checks that we have carried out, we as the Board of Statutory Auditors believe, *inter alia* in light of the attestations made by the relevant corporate functions, that the request for integration of the audit work and related economic conditions is consistent with the independent audit process referred to in the current assignment, adequate in consideration of the additional, more extensive audit work imposed by the change in the scope of operations of the BPER Group and by the additional circumstances and events described above, and fair in relation to the professional commitment required and the workload originally estimated and already integrated with the Shareholders' Resolutions of 17 April 2019, 22 April 2020, 22 April 2021 and 20 April 2022 previously referred to.

Resolution proposed to the Shareholders' Meeting

Now therefore, the Board of Statutory Auditors submits the following proposal to the Shareholders' Meeting for approval:

"The Ordinary Shareholders' Meeting of BPER Banca S.p.A.,

- *taking into account the resolution passed by the Shareholders' Meeting of 26 November 2016, which appointed Deloitte & Touche S.p.A. to perform the legal audit of the separate and consolidated financial statements of BPER Banca S.p.A. for the years 2017-2025, on the terms and conditions specified in the afore-mentioned resolution;*
- *taking into account the subsequent resolutions adopted by the Shareholders' Meetings of 17 April 2019, 22 April 2020, 21 April 2021 and 20 April 2022;*
- *having taken note that, with a request formalised on 1 February 2023, Deloitte & Touche S.p.A. requested the integration of the estimated audit hours and fees for the additional work required compared with the initial audit proposal and subsequent integrations already approved by the afore-mentioned Shareholders' Meetings;*
- *having examined the reasoned proposal of the Board of Statutory Auditors containing the terms of the requests of the Independent Auditors, formulated as a result of the analyses and verifications of competency carried out partly in collaboration with the corporate functions of BPER Banca S.p.A. and with the Independent Auditors, from which it emerges that, in the opinion of the Board of Statutory Auditors, the requests made are deemed to be comprehensively adequate in relation to the workload originally estimated and already integrated by previous resolutions of the Shareholders*

resolves

1. *to update, in line with the terms and integration requests formulated by Deloitte & Touche S.p.A. on 1 February 2023, the fees for the engagement for the independent auditing of the separate and consolidated financial statements of BPER Banca S.p.A. conferred on it by the Shareholders' Meeting of BPER Banca S.p.A. on 26 November 2016 for the years 2017-2025, as follows:*
 - *integration of fees for work that refers to 2022: Euro 355,000, of which Euro 180,000 for one-off audit work and Euro 175,000 for recurring audit work;*
 - *integration of fees for each year from 2023 to 2025: Euro 215,000, exclusively for recurring audit work.*

with the following consequent integration of the fees for 2022 and for each year from 2023 to 2025, with respect to the amounts previously approved:

- *for financial year 2022, from € 989,000 to € 1,344,000;*

- *for each financial year from 2023 to 2025, from € 979,000 to € 1,194,000.*
- 2. *to authorise the Chair of the Board of Directors and the Chief Executive Officer, severally, to carry out including through designated representatives any action that may be required, necessary or useful to execute the above resolution, as well as to fulfil the relevant and necessary formalities at the competent bodies and/or offices, with the power to introduce any non-substantial changes that may be required for the purpose, and in general everything that is necessary for their full implementation, with any and all necessary and appropriate powers, in compliance with current regulatory provisions”.*

Modena, 7 March 2023

The Board of Statutory Auditors

Daniela Travella

Patrizia Tettamanzi

Carlo Appetiti