

BPER BANCA S.p.A.
ORDINARY SHAREHOLDERS' MEETING OF 26 APRIL 2023

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

The Ordinary Shareholders' Meeting of BPER Banca S.p.A. was held in one call in Modena on 26 April 2023 and passed the following resolutions.

The meeting was attended by proxy - exclusively via the Designated Representative - by a total of 566 Shareholders with voting rights, representing 831,920,870 ordinary shares (equal to 58.757677% of the share capital). These figures remained unchanged throughout the meeting and for each item on the agenda that was voted on.

1a) 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 2023 and of the 2022 consolidated non-financial statement.

On the proposal of the Board of Directors, the Shareholders' Meeting approved the financial statements for 2022. The results of the vote are shown below:

| | No. of shareholders entitled to vote (by proxy) | No. of Shares | % on ordinary shares represented at the Shareholders' Meeting | % on shares admitted to vote | % on ordinary share capital |
|--------------|---|--------------------|---|------------------------------|-----------------------------|
| In favour | 563 | 828,813,215 | 99.626448 | 99.626448 | 58.538186 |
| Against | 2 | 2,298,119 | 0.276242 | 0.276242 | 0.162314 |
| Abstentions | 1 | 809,536 | 0.097309 | 0.097309 | 0.057177 |
| Not voting | 0 | 0 | 0.000000 | 0.000000 | 0.000000 |
| Total | 566 | 831,920,870 | 100.000000 | 100.000000 | 58.757677 |

1b) Allocation of 2022 profit and dividend payout; related and ensuing resolutions.

The Shareholders' Meeting approved the allocation of profit for the year and dividend payout, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report. The results of the vote are shown below:

| | No. of shareholders entitled to vote (by proxy) | No. of Shares | % on ordinary shares represented at the Shareholders' Meeting | % on shares admitted to vote | % on ordinary share capital |
|--------------|---|--------------------|---|------------------------------|-----------------------------|
| In favour | 565 | 831,920,860 | 99.999999 | 99.999999 | 58.757676 |
| Against | 1 | 10 | 0.000001 | 0.000001 | 0.000001 |
| Abstentions | 0 | 0 | 0.000000 | 0.000000 | 0.000000 |
| Not voting | 0 | 0 | 0.000000 | 0.000000 | 0.000000 |
| Total | 566 | 831,920,870 | 100.000000 | 100.000000 | 58.757677 |

2) **Supplementary 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.**

The Shareholders' Meeting approved the integration of fees paid to the independent auditing firm Deloitte & Touche S.p.A., in accordance with the terms proposed by the Board of Statutory Auditors. The results of the vote are shown below:

| | No. of shareholders entitled to vote (by proxy) | No. of Shares | % on ordinary shares represented at the Shareholders' Meeting | % on shares admitted to vote | % on ordinary share capital |
|--------------|---|--------------------|---|------------------------------|-----------------------------|
| In favour | 557 | 826,273,206 | 99.321130 | 99.321130 | 58.358788 |
| Against | 8 | 5,626,664 | 0.676346 | 0.676346 | 0.397405 |
| Abstentions | 1 | 21,000 | 0.002524 | 0.002524 | 0.001483 |
| Not voting | 0 | 0 | 0.000000 | 0.000000 | 0.000000 |
| Total | 566 | 831,920,870 | 100.000000 | 100.000000 | 58.757677 |

3a - a1) **Remuneration policies of the BPER Banca S.p.A. Group for 2023; related and ensuing resolutions (binding).**

The Shareholders' Meeting approved the 2023 remuneration policies for the BPER Banca S.p.A. Group, as described in the first section of the "2023 Report on the Remuneration Policy and Compensation Paid". The results of the vote are shown below:

| | No. of shareholders entitled to vote (by proxy) | No. of Shares | % on ordinary shares represented at the Shareholders' Meeting | % on shares admitted to vote | % on ordinary share capital |
|--------------|---|--------------------|---|------------------------------|-----------------------------|
| In favour | 518 | 813,704,601 | 97.810336 | 97.810336 | 57.471081 |
| Against | 47 | 17,916,664 | 2.153650 | 2.153650 | 1.265435 |
| Abstentions | 1 | 299,605 | 0.036014 | 0.036014 | 0.021161 |
| Not voting | 0 | 0 | 0.000000 | 0.000000 | 0.000000 |
| Total | 566 | 831,920,870 | 100.000000 | 100.000000 | 58.757677 |

3a – a2) **Compensation paid in 2022; related and ensuing resolutions (not binding).**

The Shareholders' Meeting cast a favourable (non-binding) vote on the second section of the "2023 Report on the Remuneration Policy and Compensation Paid" relating to the compensation paid in 2022. The results of the vote are shown below:

| | No. of shareholders entitled to vote (by proxy) | No. of Shares | % on ordinary shares represented at the Shareholders' Meeting | % on shares admitted to vote | % on ordinary share capital |
|-------------|---|---------------|---|------------------------------|-----------------------------|
| In favour | 555 | 823,061,258 | 98.935042 | 98.935042 | 58.131932 |
| Against | 11 | 8,859,612 | 1.064958 | 1.064958 | 0.625745 |
| Abstentions | 0 | 0 | 0.000000 | 0.000000 | 0.000000 |
| Not voting | 0 | 0 | 0.000000 | 0.000000 | 0.000000 |

| | | | | | |
|--------------|------------|--------------------|-------------------|-------------------|------------------|
| Total | 566 | 831,920,870 | 100.000000 | 100.000000 | 58.757677 |
|--------------|------------|--------------------|-------------------|-------------------|------------------|

3b) Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58 of 24 February 1998; related ad ensuing resolutions.

The Shareholders' Meeting approved the Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58/1998, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report and Information Document. The results of the vote are shown below:

| | No. of shareholders entitled to vote (by proxy) | No. of Shares | % on ordinary shares represented at the Shareholders' Meeting | % on shares admitted to vote | % on ordinary share capital |
|--------------|--|----------------------|--|-------------------------------------|------------------------------------|
| In favour | 555 | 828,562,055 | 99.596258 | 99.596258 | 58.520447 |
| Against | 9 | 1,059,456 | 0.127351 | 0.127351 | 0.074828 |
| Abstentions | 2 | 2,299,359 | 0.276392 | 0.276392 | 0.162401 |
| Not voting | 0 | 0 | 0.000000 | 0.000000 | 0.000000 |
| Total | 566 | 831,920,870 | 100.000000 | 100.000000 | 58.757677 |

3c) 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.

The Shareholders' Meeting approved the request for authorisation to purchase and dispose of treasury shares to service the 2022-2025 Long-Term Incentive (LTI) Plan, the MBO incentive scheme for 2023 and subsequent years, and any severance payments in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report. The results of the vote are shown below:

| | No. of shareholders entitled to vote (by proxy) | No. of Shares | % on ordinary shares represented at the Shareholders' Meeting | % on shares admitted to vote | % on ordinary share capital |
|--------------|--|----------------------|--|-------------------------------------|------------------------------------|
| In favour | 557 | 831,159,769 | 99.908513 | 99.908513 | 58.703921 |
| Against | 8 | 740,101 | 0.088963 | 0.088963 | 0.052273 |
| Abstentions | 1 | 21,000 | 0.002524 | 0.002524 | 0.001483 |
| Not voting | 0 | 0 | 0.000000 | 0.000000 | 0.000000 |
| Total | 566 | 831,920,870 | 100.000000 | 100.000000 | 58.757677 |