

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The ordinary and extraordinary Shareholders' Meeting of BPER Banca S.p.A. is convened for 19 April 2024 at 9.00 a.m., in one call, at the premises of the "*Centro Direzionale*" of BPER Banca, in Via Aristotele 195, Modena to discuss the following

AGENDA

ORDINARY SESSION

1. 2023 Financial Statements:
 - a) Approval of the separate financial statements as at 31 December 2023; presentation of the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, as well as of the Integrated Report and the consolidated financial statements as at 31 December 2023, containing the 2023 consolidated non-financial statement;
 - b) Allocation of profit for financial year 2023 and dividend payout.
2. Appointment of the Board of Directors for the 2024-2026 three-year period.
3. Determination of the remuneration of Directors for the 2024-2026 three-year period.
4. Appointment of the Board of Statutory Auditors for the 2024-2026 three-year period.
5. Determination of the remuneration of Statutory Auditors for the 2024-2026 three-year period.
6. Engagement of the independent auditors for financial years 2026-2034 and determination of their fees, in addition to any criteria for fee adjustments during their term of office.
7. Remuneration:
 - a) Report on Remuneration Policy and Compensation Paid, comprising:
 - a1) remuneration policies of the BPER Banca S.p.A. Group for 2024 (binding resolution);
 - a2) compensation paid in 2023 (non-binding resolution).
 - b) Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58 of 24 February 1998;
 - c) Authorisation to purchase and dispose of treasury shares to service the 2024 MBO incentive scheme, the 2022-2025 Long-Term Incentive (LTI) Plan, in addition to any severance payments due.

EXTRAORDINARY SESSION

1. Proposal for vesting the Board of Directors with the mandate to supplement, pursuant to art. 2420-ter of the Italian Civil Code, the share capital increase resolved upon in July 2019 to service the conversion of the Additional Tier 1 convertible bond loan issued on 25 July 2019, via the issuance, in one or more tranches, of maximum 30,000,000 additional ordinary shares to service the conversion of the afore-mentioned Additional Tier 1 convertible bond loan for the purpose of conversion price adjustments. Amendment to art. 5 of the Articles of Association. Related and ensuing resolutions.

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Procedures for holding the Shareholders' Meeting

In line with regulations in force concerning the procedures for holding the Shareholders' Meeting, attendance at the Shareholders' Meeting by those entitled to vote is only allowed via the Designated Representative (the "Designated Representative"), pursuant to art. 135-*undecies* of Legislative Decree no. 58/1998 (the "Consolidated Law on Finance"), in accordance with the instructions provided in the relevant section of this notice.

Without prejudice to the above regarding the possibility for those entitled to vote of participating solely via the Designated Representative, the Directors, Statutory Auditors, Meeting Secretary (including the Notary), Designated Representative and any other persons requested to attend will participate in compliance with the above legislation, including via the use of remote communication systems that guarantee their identification and, in any case, without it being necessary for the Chair, Secretary and Notary to be in the same place.

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 relating to the share capital and shares with voting rights

The share capital, fully subscribed and paid in, amounts to Euro 2,104,315,691.40 and consists of 1,415,850,518 registered ordinary shares with no par value. Each share carries the right to one vote. At the date of publication of this notice, the Company holds 638,744 treasury shares.

Entitlement to attend and vote at the Shareholders' Meeting

Pursuant to art. 83-*sexies* of the Consolidated Law on Finance those entitled to attend and vote at the Shareholders' Meeting, without access to the meeting rooms and exclusively through the Designated Representative, shall be persons from whom BPER Banca S.p.A. ("BPER", the "Bank" or the "Company") has received the communication from the authorised intermediary attesting their right to do so, based on the related supporting evidence, by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. by Wednesday, 10 April 2024 - the *record date*). Credit and debit records entered on the accounts after this deadline will be disregarded for the purpose of establishing the right to attend and vote at the Shareholders' Meeting. Accordingly, those found to have become shareholders after the above date will not be entitled to attend or vote at the Shareholders' Meeting.

The aforementioned communications from the authorised intermediary must be received by the end of the third trading day prior to the Shareholders' Meeting (i.e. by Tuesday, 16 April 2024), without prejudice in any case to the entitled parties' right to attend and vote even if the communications are received after that date, as long as prior to the beginning of the Shareholders' Meeting.

No procedures are in place for remote or postal voting.

Attendance at the Shareholders' Meeting via the Designated Representative

As described above, in accordance with the afore-mentioned regulations, attendance at the Shareholders' Meeting by those entitled to vote is only allowed via the Designated Representative, Computershare S.p.A., with registered office at Via Mascheroni 19, Milan, and offices at Via Nizza 262/73, Turin ("Computershare"), holding a specific written proxy granted in accordance with either:

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(i) art. 135-*undecies* of the Consolidated Law on Finance; or (ii) art. 135-*novies* of the Consolidated Law on Finance, according to the terms and deadlines specified below.

(i) Proxies pursuant to art. 135-*undecies* of the Consolidated Law on Finance

Those entitled to vote that plan to attend the Shareholders' Meeting may be represented by the Designated Representative, pursuant to art. 135-*undecies* of the Consolidated Law on Finance, by granting a specific written proxy containing voting instructions on all or some of the motions on the agenda. The proxy granted to Computershare, as the Designated Representative pursuant to art. 135-*undecies* of the Consolidated Law on Finance, is only effective in relation to those motions for which voting instructions are given. The shares for which proxies have been granted, even if only in part, are counted for the purpose of establishing the quorum for the Shareholders' Meeting. With regard to the motions for which voting instructions are not given, the shares are not considered for the purpose of calculating the majority and the percentage of capital required for the adoption of resolutions.

The proxy granted to the Designated Representative, without charge for the represented person (except for any costs incurred to send the proxy), must be given by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by Wednesday, 17 April 2024), using the specific web application accessible via the link provided in the document containing the "Instructions for granting proxies to the Designated Representative" published on the Bank's website <https://istituzionale.bper.it/> in the section Governance > 2024 Shareholders' Meeting, or the specific printed form ("Proxy granted to the Designated Representative pursuant to art. 135-*undecies* of the Consolidated Law on Finance"), available on the Bank's website, in the same section. In both cases, the instructions accompanying the above web application or proxy form must be followed when completing the proxies and sending them (electronically or otherwise) to the Designated Representative.

A copy of an identity document must be sent together with the proxy and, in the case of legal persons, documentary evidence of the relevant signatory powers must be provided.

Proxies and voting instructions can be revoked at any time in the same manner as envisaged for granting them, by the above deadline (Wednesday, 17 April 2024).

(ii) Proxies pursuant to art. 135-*novies* of the Consolidated Law on Finance

Those entitled to vote that plan to attend the Shareholders' Meeting may be represented by the same Designated Representative, Computershare, by granting a written proxy or sub-proxy pursuant to art. 135-*novies* of the Consolidated Law on Finance, containing voting instructions on all or some of the motions on the agenda; the Designated Representative shall not cast votes on those motions for which precise voting instructions have not been granted.

The proxy must be granted to the Designated Representative using the specific printed form ("Ordinary proxy pursuant to art. 135-*novies* of the Consolidated Law on Finance") that can be found on the Bank's website <https://istituzionale.bper.it/> in the section Governance > 2024 Shareholders' Meeting. The instructions accompanying the relevant proxy form must be followed when completing the proxies/sub-proxies and sending them (electronically or otherwise). A copy of an identity document must be sent together with the proxy and, in the case of legal persons, documentary evidence of the relevant signatory powers must be provided.

In order to allow the Designated Representative and the Company to receive and check the proxies/sub-proxies prior to the beginning of the Shareholders' Meeting, entitled parties are advised to ensure delivery of their proxies/sub-proxies by 17:30 on Wednesday, 17 April 2024.

Proxies/sub-proxies and/or the related voting instructions can be revoked at any time, in the manner envisaged for granting them, prior to the beginning of the Shareholders' Meeting.

Additions to the agenda and 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, shareholders representing, individually or jointly, at least one fortieth of the share capital (2.5%) that have sent the Company a specific communication, via an intermediary authorised pursuant to current regulations, affirming their ownership of the required equity interest may, within ten days of publication of the Notice of Call of the Shareholders' Meeting, submit a written request to add items to the agenda, indicating in the request the additional matters proposed by them and/or presenting proposed resolutions on matters already on the agenda. Additions to the Agenda are not allowed for topics on which, by law, the Shareholders' Meeting must resolve on proposals made by the Board of Directors,

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or on the basis of a plan or a report prepared by the latter, other than those indicated in article 125-ter, para. 1 of the Consolidated Law on Finance.

The requests, accompanied by information on the identity of the shareholders submitting them, by an indication of their total percentage shareholding at the date of the request, by references to the communications attesting their ownership of the shares and, possibly, by a contact phone number can be submitted by e-mail to the address assembleabperbanca@pec.gruppobper.it, indicating in the subject line: "Ordinary Shareholders' Meeting April 2024 - Items to be added to the agenda".

Shareholders that ask for additions must prepare a report explaining the reason for the motions on the new items they wish to address, or the reason for the additional motions presented in relation to items already on the agenda. The report must be sent to the Company in the manner indicated above and by the same deadlines.

Individual motions

Given that the Shareholders' Meeting can only be attended via the Designated Representative, those entitled to vote can present individual motions on the items on the agenda, pursuant to art. 126-bis, para. 1, third sentence of the Consolidated Law on Finance. These must be sent to the following e-mail address of the Company, assembleabperbanca@pec.gruppobper.it, by 4 Thursday, April 2024 indicating in the subject line: "Ordinary Shareholders' Meeting April 2024 - individual motions proposed".

Motions must be worded clearly and completely and must contain the text of the resolution; motions must also be accompanied by information on the identity of the presenter and references to the communication of the authorised intermediary certifying their legitimacy.

The Company will make valid motions available to the public on the Bank's website <https://istituzionale.bper.it/>, in the section Governance > 2024 Shareholders' Meeting as soon as possible or by no later than within the following five days.

The above terms and deadlines have been established so that those entitled to vote can take into account any proposed resolutions submitted pursuant to the above when granting and/or revoking proxies/sub-proxies and/or the related voting instructions given to Computershare.

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The Company reserves the right to check the relevance of the motions with respect to the items on the agenda, as well as their completeness, their compliance with current legislation and the legitimacy of the proposers.

Right to ask questions before the Shareholders' Meeting

Those entitled to vote, that have sent the Company a specific communication, via an intermediary authorised pursuant to current regulations, can ask questions about the items on the agenda prior to the Shareholders' Meeting, pursuant to art. 127-*ter* of the Consolidated Law on Finance.

For this purpose, questions must be sent to the Company by the seventh trading day prior to the date of the Shareholders' Meeting (i.e. by Wednesday, 10 April 2024), via e-mail to the address assembleabperbanca@pec.gruppobper.it, indicating in the subject line: "Ordinary Shareholders' Meeting April 2024 - questions/statements on the items on the agenda".

The ownership of voting rights may be certified even after submission of the questions, but no later than by the third day after the above record date.

Questions received by the above deadlines will be answered by the Company as soon as possible and, at the latest, at least 2 days before the Meeting (i.e. by Wednesday, 17 April 2024) by publication on the Company's website <https://istituzionale.bper.it/>, in the section Governance > 2024 Shareholders' Meeting.

The Company can provide a joint answer to questions with the same content.

No answers will be given to questions raised beforehand, not even during the Meeting, when the information requested is already available in "Q&A" format in the specific section of the Company's website, or when the answer has already been published in the manner required by law.

Those entitled to vote can submit written statements on the items on the agenda to the Company, with the same methods and by the same deadline as for the submission of questions. The Company will make the statements available to the public on the Company's website (<https://istituzionale.bper.it/>, in the section Governance > 2024 Shareholders' Meeting, at least two days prior to the Shareholders' Meeting, and subsequently record them in the minutes of the Shareholders' Meeting.

Questions and statements can be presented together in the same document.

Procedures and terms for submitting lists for the election of the members of the Board of Directors and of the Board of Statutory Auditors

In relation to items 2) and 4) on the agenda, please note that Directors and Statutory Auditors are elected on the basis of lists presented by the Shareholders, according to the terms and procedures set out by regulations in force and in compliance with the Articles of Association.

The lists and thereto attached documents shall be submitted electronically to the address **assembleabperbanca@pec.gruppobper.it**, indicating in the subject line “Shareholders’ Meeting April 2024 - filing of the lists”, or by hand delivery to the Corporate and Regulatory Affairs unit of the Bank, in Via Aristotele 195 – 41126 Modena from Monday to Friday, 9:00 a.m. to 5:00 p.m.

For the submission of the lists, the following is noted:

- 1) the lists must be filed with the Company's registered office within the twenty-fifth day prior to the date of the Shareholders' Meeting (therefore by Monday, 25 March 2024) according to the procedures set forth in current regulations;
- 2) the lists must be submitted by Shareholders who, individually or collectively, hold at least 1% of the share capital represented by ordinary shares for the Board of Directors and at least 0.50% of the share capital represented by ordinary shares for the Board of Statutory Auditors;
- 3) ownership of the minimum shareholding is calculated with regard to the shares registered on the day when the list is filed with the Company;
- 4) each list shall contain: (i) as regard the Board of Directors, a number of candidates not higher than the number of Directors to be elected, therefore maximum 15 names, listed with a sequential number and (ii) for the Board of Statutory Auditors, a number of candidates not higher than that of the Statutory Auditors to be elected, in two sections: one for candidates for the office of Standing Auditor (made up of a number of candidates not greater than 3) and one for candidates for the office of Alternate Auditor (made up of a number of candidates not greater than 2), listed with a sequential number in each section;
- 5) for the purpose of ensuring compliance with the applicable laws on gender balance: (i) the lists for the appointment of the members of the Board of Directors which contain a number of candidates equal to three, must present at least one candidate belonging to the less represented gender; (ii) the lists for the appointment of the members of the Board of Directors that contain a number of candidates higher than three, must present a number of candidates belonging to the

less represented gender that ensures that the list complies with gender balance at least to the minimum extent required by law, currently two fifths as a minimum (rounding up to the next unit in the event of a fractional number); (iii) the lists for the appointment of the members of the Board of Statutory Auditors that, considering both sections, contain a number of candidates equal to or greater than three must include candidates of a different gender for the first two positions in the section of the list for Standing Auditors.

- 6) the lists for the appointment of the members of the Board of Directors must present at least one third of candidates who meet the independence requirements established by art. 148, paragraph 3, of the Consolidated Law on Finance, by current regulations implementing art. 26 of Legislative Decree 385 of 1 September 1993 (i.e. Decree of the Ministry of Finance no. 169 of 23 November 2020), as well as by the ruling Corporate Governance Code for listed companies, rounding up to the next unit in the event of a fractional number; Shareholders are invited to expressly indicate on the list which candidates meet the independence requirements mentioned above;
- 7) the lists for the appointment of the members of the Board of Statutory Auditors, it being understood that all candidates must meet the independence requirements established by current regulations, must submit at least one of the candidates for the position of Standing Auditor and at least one candidate for the position of Alternate Auditor contained in the respective sections of the list, who must be enrolled in the register of auditors and have practised the profession of auditing for not less than 3 years.

Together with the lists, Shareholders must file with the registered office of the Company all of the documents and declarations required by law and by the Articles of Association, and in any case:

- (i) the declarations from each candidate accepting their candidature and confirming, under their own responsibility, the absence of reasons for which they cannot be elected or other incompatibilities, and that they meet the requirements for appointment established by the Articles of Association and by current regulations and whether they meet the afore-mentioned independence requirements (mandatory for all candidates for the position of Auditors);
- (ii) a full description of the personal and professional characteristics of each candidate, with an indication of the directorships and audit appointments held in other companies, and all information useful for subsequent verification of the requirements by the relevant Bodies, in observance of the provisions of the relevant supervisory regulations;
- (iii) information on the identity of the Shareholders presenting the lists, indicating their percentage

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shareholding, to be confirmed according to the terms and procedures established by current regulations.

With regard to the appointment of the Board of Statutory Auditors, Shareholders other than the ones who, separately or jointly, hold a relative majority interest in the Company, shall additionally submit, together with the lists, a statement attesting to the lack of any relationships of affiliation, even indirect, as defined by art. 148, para. 2, of the Consolidated Law on Finance, article 144-*quinquies* and 144-*sexies*, para. 4 b) of the Regulation adopted by Consob Resolution No. 11971 of 14 May 1999 (the "Issuers' Regulation"), including in consideration of the recommendations provided by Consob in Communication no. DEM / 9017893 of 26 February 2009. In line with the provisions of the above recommendation, Shareholders other than the ones who, separately or jointly, hold a relative majority interest in the Company, are likewise invited to submit a similar statement also with regard to the appointment of the Board of Directors, in consideration of the provisions on affiliation under art. 147, para. 3, of the Consolidated Law on Finance.

As regards the office of Director, the status of candidate belonging to the less represented gender and that of candidate that meets the independence requirements can be combined in the same person.

Each candidate may only appear on one list or, otherwise, will be ineligible for election.

No Shareholder can present or contribute to the presentation of more than one list of candidates, not even through a third party or trust company; a similar requirement applies for Shareholders belonging to the same group - meaning the parent company, its subsidiaries and the companies subject to joint control - or who are parties to a Shareholders' agreement regarding the shares of the Company. In the event of non-compliance, signature is ignored in relation to all lists.

Ownership of the minimum shareholding at the date the list is deposited, required for its submission, shall be certified, at the request of the person entitled to do so, by the intermediary that holds the accounts on which the Company's shares are registered. The certification, to be issued in the manner required by applicable legislation, may be delivered to BPER subsequent to the lists having been deposited, providing it is delivered at the very latest by the deadline established for publication of the lists by the Company, not more than 21 days prior to the date of the Shareholders' Meeting (*i.e.* by Friday, 29 March 2024).

Any irregularities on the list that relate to individual candidates only entail the exclusion of the candidate(s) concerned.

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The lists submitted without complying with the above terms and conditions will be considered as not submitted and will not be admitted to the vote.

As a reminder, please note that, pursuant to art. 31, paragraph 6, of the Articles of Association and art. 144-*sexies*, paragraph 5, of the Issuers' Regulation, in the event that, on expiry of the deadline for filing the lists (Monday, 25 March 2024), only one list has been filed for the appointment of the Board of Statutory Auditors or only lists presented by Shareholders who are connected to each other have been filed, the Company will announce this in the manner prescribed by current legislation. In this case, lists for the appointment of the Board of Statutory Auditors may be presented until the third day following the expiry of the aforementioned deadline (therefore, by Thursday, 28 March 2024) and the shareholding threshold for submission of the lists will be reduced by half (and shall therefore be 0.25%).

As a reminder, persons entitled to vote cannot vote more than one list of candidates, even if through an intermediary or through trust companies.

For further information on the appointment of the Board of Directors and the Board of Statutory Auditors, reference is made to the content of the relevant Explanatory Reports.

The lists will be made available to the public in accordance with the law and regulations at the registered office and on the Bank's website <https://istituzionale.bper.it/>, in the section Governance > 2024 Shareholders' Meeting, and in the "1Info" storage system.

Shareholders' Meeting documents

The Shareholders' Meeting documentation, including the explanatory reports on the items on the agenda, the related proposed resolutions, the 2023 Annual Reports (containing the Directors' Report and the draft separate financial statements of BPER Banca, the Integrated Report and the consolidated financial statements of the BPER Group, the relevant certifications by the CEO and the Manager responsible for preparing the company's financial reports under art. 154-*bis*, paragraph 5, of the Consolidated Law on Finance, the reports of the independent auditing firm Deloitte & Touche S.p.A., and the Statutory Auditors' report), the corporate governance and ownership structure report, the report on remuneration policy and compensation paid, the information document on the incentive plan based on financial instruments and other documents concerning the items on the agenda, will be made available according to the terms and deadlines set by regulations in force, at the registered

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office and on the Bank's website <https://istituzionale.bper.it/>, in the section Governance > 2024 Shareholders' Meeting and on the "1Info" storage system.

Website and further information

Further information about the Shareholders' Meeting, together with instructions and clarification on how to grant proxies/sub-proxies to the Designated Representative, Computershare, can be found on BPER Banca's website <https://istituzionale.bper.it/> in the section Governance > 2024 Shareholders' Meeting.

Modena, 8 March 2024

BPER Banca S.p.A.

The Chair

Flavia Mazzarella

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

Contacts:

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