

BPER:

Shareholders' Meeting of 19 April 2024

Report of the Board of Directors

on item 5 on the agenda of the ordinary session

BPER Banca S.p.A.**Shareholders' Meeting of 19 April 2024*****Report of the Board of Directors
on item 5 on the agenda of the ordinary session******Determination of the remuneration of
Statutory Auditors for the 2024-2026 three-year period***

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Shareholders,

with reference to item 5 on the agenda of the Ordinary Shareholders' Meeting, the Board of Directors has called you to resolve upon the remuneration payable to the Standing Auditors for the 2024-2026 three-year period.

Pursuant to Article 2402 of the Italian Civil Code and Article 11(2) of the Articles of Association, the Shareholders' Meeting determines the amount of remuneration to be paid to the Statutory Auditors for their entire term of office.

In light of the foregoing, the Board of Directors - in continuity with the resolution passed by the Shareholders' Meeting with reference to the 2021-2023 term of office - intends to propose, for the 2024-2026 three-year period and until the end of the next term of office, an annual remuneration to be paid to each of the standing members of the Board of Statutory Auditors in the amount of Euro 100,000 (one hundred thousand), with a 50% increase for the Chair of the Board of Statutory Auditors, who will therefore receive an annual remuneration of Euro 150,000 (one hundred fifty thousand).

In addition to the above, the Statutory Auditors, in line with the provisions of the Remuneration Policy submitted to the Shareholders' Meeting for approval, will benefit from the reimbursement of any expenses incurred in the performance of their duties (travel, accommodation, training initiatives, etc.) and will not be required to pay the premium for the D&O liability insurance policy, taken out by the Bank in their favour, all in compliance with the applicable legislation and taking current market practice into account. The Statutory Auditors will also have the right to underwrite the Group's health insurance policy at their own expense.

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Resolution proposed to the Shareholders' Meeting

In view of the foregoing, the Board of Directors submits the following proposed resolution to the Shareholders' Meeting for approval:

“The Shareholders' Meeting of BPER Banca S.p.A., having examined the explanatory Report of the Board of Directors and the proposal it contains, hereby

resolves

to determine, pursuant to article 11, para. 2, clause 3 of the Articles of Association, the annual remuneration payable to each of the Standing members of the Board of Statutory Auditors for the 2024-2026 three-year period, as follows:

- *Euro 150,000 (one hundred fifty thousand) to the Chair of the Board of Statutory Auditors;*
- *Euro 100,000 (one hundred thousand) to each of the other Standing Auditors,*

all of which in addition to the reimbursement of any expenses incurred in the performance of their duties, as well as for participation in training initiatives organised by the Company, the coverage offered by the D&O liability insurance policy taken out by the Bank in their favour and the right to underwrite the Group's health insurance policy at their own expense”.

Modena, 20 March 2024

BPER Banca S.p.A.

The Chair

Flavia Mazzarella