

PRESS RELEASE**Results of the Ordinary and Extraordinary Shareholders' Meeting of
19 April 2024**

- *BPER Banca S.p.A.'s 2023 separate financial statements approved, with net profit for the year of Euro 1,361,391,526.94. Integrated report and consolidated financial statements as at 31 December 2023 presented, containing the 2023 Consolidated Non-Financial Statement*
- *Distribution of a dividend of Euro 0.30*
- *Board of Directors appointed for the three-year period 2024-2026 and remuneration of Directors determined*
- *Board of Statutory Auditors appointed for the three-year period 2024-2026 and remuneration of Statutory Auditors determined*
- *Engagement of the independent auditing firm for financial years 2026-2034*
- *2024 BPER Group Remuneration Policies approved*
- *Remaining items on the agenda of the Ordinary and Extraordinary sessions of the Shareholders' Meeting approved*

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Modena – 19 April 2024. BPER Banca informs that the Ordinary Shareholders Meeting, held today, approved the 2023 separate financial statements and the proposal for the allocation of profit, resolving upon the distribution of a cash dividend of Euro 0.30 per share for each of the 1,415,850,518 ordinary shares representing the share capital, for a maximum total amount of Euro 424,755,155.40 (net of those which will be held in the portfolio on the ex-date, on which no dividend will be paid). The dividend will be paid as of 22 May 2024 (*payment date*), with date of detachment of coupon (*ex-date*) on Monday, 20 May 2024 and date of entitlement to payment under art. 83-*terdecies* of the Consolidated Law on Finance (*record date*) on Tuesday, 21 May 2024.

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The dividend is subject to withholding tax or forms part of taxable income to a varying extent depending on the status of the recipient. Shareholders may collect the dividend from their respective intermediaries.

The Ordinary Shareholders' Meeting also appointed the new Board of Directors for the three-year period 2024-2026, determining their compensation in line with the outgoing Board of Directors' proposal. In light of the voting results, the Board of Directors' composition is as follows:

1. Silvia Elisabetta Candini, drawn from List No. 1;
2. Gianni Franco Papa, drawn from List No. 2;
3. Andrea Mascetti, drawn from List No. 1;
4. Piercarlo Giuseppe Italo Gera, drawn from List No. 1;
5. Antonio Cabras, drawn from List No. 3;
6. Elena Beccalli, drawn from List No. 2;
7. Maria Elena Cappello, drawn from List No. 2;
8. Monica Pilloni, drawn from List No. 3;
9. Fabio Cerchiali, drawn from List No. 2;
10. Matteo Cordero di Montezemolo, drawn from List No. 2;
11. Fulvio Solari, drawn from List No. 3;
12. Angela Maria Cossellu, drawn from List No. 2;
13. Stefano Rangone, drawn from List No. 2;
14. Gianfranco Farre, drawn from List No. 3;
15. Elisa Valeriani, drawn from List No. 3.

When submitting their candidacies, the following Directors declared to be in possession of the requirements of independence set forth in Article 17(4) of the Articles of Association: Elena Beccalli, Silvia Elisabetta Candini, Maria Elena Cappello, Matteo Cordero di Montezemolo, Angela Maria Cossellu, Piercarlo Giuseppe Italo Gera, Andrea Mascetti, Monica Pilloni, Stefano Rangone, Fulvio Solari and Elisa Valeriani.

According to the terms and by the deadlines set by regulations in force, the Board of Directors will proceed to a thorough verification of the aforementioned requirements of independence and of the

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other fit and proper requirements and criteria that are necessary for the performance of the assignment.

The Ordinary Shareholders' Meeting likewise appointed the new Board of Statutory Auditors for the three-year period 2024-2026, determining their compensation in line with the outgoing Board of Directors' proposal.

In light of the voting results, the elected Statutory Auditors are:

1. Angelo Mario Giudici, drawn from List No. 2 that came second by number of votes, who - in compliance with the provisions of the law and the Articles of Association - takes on the role of Chair of the Board of Statutory Auditors;
2. Michele Rutigliano, drawn from List No. 1;
3. Patrizia Tettamanzi, drawn from List No. 1.

The following were elected as Alternate Auditors:

1. Sonia Peron, drawn from List No. 1;
2. Andrea Scianca, drawn from List No. 2.

In addition to the above, today's Shareholders' Meeting further approved:

in the ordinary session:

- the engagement of KPMG S.p.A. as the independent auditing firm for the period 2026-2034, determining their fees and the criteria for any fee adjustment during the period of their engagement, in line with the Board of Statutory Auditors' proposal;
- Section I and II of the 2024 Report on Remuneration Policy and compensation paid, respectively with a binding and non-binding resolution;
- the short-term incentive plan based on financial instruments pursuant to art. 114-*bis* of the Consolidated Law on Finance, as described in the relevant Information Document;
- authorisation to purchase and dispose of up to 17,400,000 BPER Banca S.p.A. ordinary shares (not exceeding a total value of Euro 53.070 million), with no par value, to service the 2024 MBO Incentive Scheme and the 2022-2025 Long-Term Incentive (LTI) Plan, in addition to any severance payments due, on the terms and conditions specified in the Explanatory Report of the Board of Directors to the Shareholders' Meeting;

in the extraordinary session:

- vesting the Board of Directors with the power to supplement, pursuant to Article 2420-ter of the Italian Civil Code, the share capital increase resolved upon by the Board in July 2019 to service the conversion of the *Additional Tier 1* bond loan issued by the Bank on 25 July 2019, through the issue, in one or more tranches, of maximum 30,000,000 additional ordinary shares to service the conversion of the aforementioned *Additional Tier 1* bond loan, for the purpose of conversion price adjustments, in line with the proposal contained in the Explanatory Report of the Board of Directors to the Shareholders' Meeting. The effect of this resolution remains subject to obtaining the respective approvals from the relevant Supervisory Authorities.

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The summary account of the voting procedure and the minutes of the Shareholders' Meeting will be published by the deadlines and according to the procedures set out by regulations in force.

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At the Shareholders' Meeting, the Consolidated Non-Financial Statement, included from this year in the management report, the TCFD (Task Force on Climate Related Disclosure) Report and the Principles for Responsible Banking Report were presented, in which the Bank highlights the initiatives it has put in place to promote responsible and sustainable banking and to assess and manage environmental, social and governance risks.

Below are some of the highlights of the Group's performance in 2023:

- Euro 5.3 billion in wealth was generated by the BPER Group as against Euro 3.2 billion in the previous year; Euro 6.5 billion worth of ESG loans were granted to businesses;
- reduction in CO2 emissions of over 47 thousand tonnes, not least as a result of 100% of the demand for electricity being covered with renewable energy;
- over 144 thousand young people involved in training initiatives, mainly in financial education projects.

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BPER Banca additionally informs that, as a result of the non-renewal of Piero Luigi Montani as a member of the Board of Directors by the Shareholders' Meeting held today and the consequent, concurrent termination of his employment as General Manager, the treatment owed to Mr. Montani in relation to the Incentive Plans he is a recipient of has been defined.

In particular, at its meeting on 28 March 2024, the Board of Directors of BPER Banca, availing itself of the power provided for in the regulations governing the incentive plans adopted by the Company, resolved, by unanimous vote, with the abstention of the person concerned and the favourable vote of the members of the Board of Statutory Auditors, as well as after the favourable opinion of the Remuneration Committee and involvement of the Related Parties Committee, to confirm the rights of the outgoing CEO and General Manager Piero Luigi Montani, as a "good leaver", to the bonuses and incentives he is a recipient of on the terms and conditions applying to the short-term and long-term incentive schemes adopted by the Company (MBO Plans for 2021, 2022, 2023, 2024; 2022/2025 LTI Plan).

As for the 2024 MBO short-term incentive plan, rights and incentives are retained pro-rata to the period of service (1 January - 19 April, compared to the 12-month duration of the Plan).

Similarly, having regard to the 2022-2025 LTI long-term incentive plan, rights and incentives are retained pro-rata to the period of service (1 January 2022 - 19 April 2024, compared to the 48-month duration of the Plan).

With reference to both plans mentioned, their vesting, quantification and payment remain subject to the assessment of the level of achievement of the assigned scorecard KPIs (which will be carried out on the basis of the results achieved at the end of the vesting period of each plan, *i.e.* at 31/12/2024¹ and 31/12/2025² respectively), in application of the specific rules of each plan.

The above incentives remain subject to the malus and claw back clauses laid down in the terms and conditions of the plans and – having regard, *inter alia*, to their deferral schemes, partial disbursement in financial instruments and lock-up periods – they will be granted in accordance with the terms and conditions set forth in the applicable remuneration policies, in compliance with regulatory provisions.

No severance is due.

¹ As regards the MBO 2024 plan.

² As regards the ILT 2022/2025 plan.

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Following today's Shareholders' Meeting, the determinations regarding the appointment of the new CEO will be made by the newly elected Board of Directors at a meeting to be held later today.

BPER Banca S.p.A.

This press release is also available in the 1INFO storage system.

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