



## 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 December 2024 at 9:30, in one call, at the premises of BPER Banca, in Via Mike Bongiorno 13, Milan to discuss and resolve on the following

### AGENDA

#### ORDINARY SESSION

1. Integration of the Board of Statutory Auditors: appointment of the Chair of the Board of Statutory Auditors.

#### EXTRAORDINARY SESSION

1. Partial, non-proportional demerger of the e-money part of Bibanca S.p.A.'s assets in favour of BPER Banca S.p.A.; related and ensuing resolutions.
2. Proposed amendment to art. 40 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.

### **Information relating to the share capital and shares with voting rights**

The share capital, fully subscribed and paid in, amounts to Euro 2,121,637,109.40 and consists of 1,421,624,324 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 2,076,160 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 Tuesday, 10 December 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 Monday, 16 December 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: (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 Tuesday, 17 December 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://group.bper.it/> in the section Governance – Shareholders – Shareholders' Meetings – December 2024, 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 (Tuesday, 17 December 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://group.bper.it/> in the section Governance – Shareholders – Shareholders' Meetings – December 2024. 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 Tuesday, 17 December 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, 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](mailto:assembleabperbanca@pec.gruppobper.it), indicating in the subject line: "Shareholders' Meeting December 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](mailto:assembleabperbanca@pec.gruppobper.it), by Wednesday, 4 December 2024 indicating in the subject line: "Shareholders' Meeting December 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://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meeting – December 2024 as soon as possible or by no later than within the following two 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.

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 Tuesday, 10 December 2024), via e-mail to the address [assembleabperbanca@pec.gruppobper.it](mailto:assembleabperbanca@pec.gruppobper.it), indicating in the subject line: "Shareholders' Meeting December 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 3 days before the Meeting by publication on the Company's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – December 2024.

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://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – December 2024, at least three 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.

### **Integration of the Board of Statutory Auditors**

Pursuant to art. 33.5 of the Articles of Association, if it is necessary to replace an Auditor taken from the list other than the one that came first by number of votes, and that is not associated, not even indirectly, with the shareholders that presented or voted for the list that came first, as in the case at hand, the Meeting does so, choosing the candidate, where possible, from the unelected candidates indicated in both sections of the same list as the Auditor to be replaced, who confirm their candidature and file declarations at the Company's registered offices confirming that there are no reasons for which they cannot be elected or other incompatibilities, and that they meet the established requirements for appointment, as well as an up-to-date indication of the directorships and audit appointments held in other companies, within the terms prescribed by current regulations for the presentation of lists for the election of the Board of Statutory Auditors (i.e. by the twenty-fifth day prior to the date of the Shareholders' Meeting).

For filing purposes, the declarations of the unelected candidates may be submitted electronically to the address [assembleabperbanca@pec.gruppobper.it](mailto:assembleabperbanca@pec.gruppobper.it), indicating in the subject line "Shareholders' Meeting December 2024 - integration of the Board of Statutory Auditors", or by hand delivery to the registered office of the Bank, Corporate and Regulatory Affairs in Via Aristotele 195 – 41126 Modena from Monday to Friday, 9:00 a.m. to 5:00 p.m.

Declarations submitted without complying with the above terms and conditions will be considered as not submitted.

If no valid declaration is submitted by the unelected candidates and it is thus not possible to proceed according to the procedures set forth in the aforementioned art. 33.5 of the Articles of Association,

the Shareholders' Meeting - taking into account the manner in which it is conducted - votes on the substitution on the basis of candidates proposed by those entitled to vote pursuant to the previous paragraph "Individual motions", which are put to the vote individually. The candidate who receives the highest number of votes gets elected.

The candidatures submitted in this way must be accompanied by: (i) the declarations from each candidate accepting the candidature and confirming, under their own responsibility, the non-existence of reasons for which they cannot be elected or other incompatibilities, and that they meet the requirements for appointment established by law and by the Articles of Association; (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 with a commitment to ensuring that the information remains updated until the date of the Shareholders' Meeting, including for the purposes of Article 2400, paragraph 4, of the Italian Civil Code; and (iii) information on the identity of the shareholders presenting the candidate, indicating their overall percentage shareholding, to be confirmed according to the terms and methods established by current regulations.

Finally, it should be noted that, in relation to the integration of the Board of Statutory Auditors at issue, no restriction of gender applies, as the other Standing Auditors in office are one male and one female.

For further information about the integration of the Board of Statutory Auditors, Shareholders are advised to read the Explanatory Report of the Board of Directors on the item on the agenda.

## **Shareholders' Meeting documents**

The Shareholders' Meeting documentation, including the explanatory reports on the items on the agenda, the related proposed resolutions and other documents concerning the items on the agenda, 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://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – December 2024, and in 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://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – December 2024.

Modena, 8 November 2024

BPER Banca S.p.A.

The Chair

Fabio Cerchiai

This notice of call is also available in the "1Info" storage system.

*Contacts:*

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*Investor Relations*

[investor.relations@bper.it](mailto:investor.relations@bper.it)

*Corporate and Regulatory Affairs*

[governance.marketabuse@bper.it](mailto:governance.marketabuse@bper.it)

*Media Relations*

[relest@bper.it](mailto:relest@bper.it)

[bper.it - group.bper.it](http://bper.it - group.bper.it)

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