

EXCERPT OF THE NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

The extraordinary Shareholders' Meeting of BPER Banca S.p.A. is convened for 18 April 2025 at 9:30, in one call, in Via Aristotele n. 33, Modena, to discuss and resolve on the following

AGENDA

1. Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, with the power, to be exercised by December 31, 2025, to increase the share capital in one or more tranches, in a divisible form, without pre-emption rights pursuant to Article 2441, fourth paragraph, first sentence, of the Italian Civil Code, and with the issuance of a maximum number of 657,409,377 ordinary shares with no par value, with regular entitlement and identical characteristics to those of the outstanding shares, the issue price of which will be determined by the Board of Directors in accordance with applicable laws, to be paid up by contribution in kind as part of a voluntary public exchange offer concerning all the ordinary shares of Banca Popolare di Sondrio S.p.A., with the consequent amendment of Article 5 of the Articles of Association; related and consequent resolutions.

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The Company reserves the right to supplement and/or amend the content of this notice of call, in particular with regard to the modalities in which the Meeting is to be held and the related provisions, should changes in the applicable regulations and/or measures by the competent Authorities occur at least thirty days before the Meeting, making it possible, necessary, or appropriate to revise and/or update the aforementioned modalities. Any changes and/or additions will be promptly communicated in the same manner as provided for the publication of the notice of the Meeting.

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Information concerning the share capital, as well as information concerning:

- entitlement to attend the Shareholders' Meeting and exercise the right to vote (record date: 9 April 2025);
- voting by proxy, including through the representative designated by the Company pursuant to Art. 135-*undecies* of the Consolidated Law on Finance (*i.e.* Computershare S.p.A.);
- additions to the agenda and/or 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*, paragraph 1, first sentence, of the Consolidated Law on Finance (within ten days of publication of the notice of call on the Company's website);
- the right to raise questions on items on the agenda prior to the Meeting (by 9 April 2025);
- availability of documents related to the Shareholders' Meeting and organizational aspects concerning the same Shareholders' Meeting,

is provided in the full version of the Notice of Call, which can be found on BPER Banca's corporate website <https://group.bper.it/en>, in the section *Governance* – Shareholders, to which reference should be made.

This excerpt of the Notice of call shall also be published in a national newspaper, pursuant to applicable laws.

Modena, 6 February 2025

BPER Banca S.p.A.
The Chair
Fabio Cerchiai

The excerpt of the notice of call is also available on "*EmarketStorage*" storage mechanism.

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