

BPER Banca S.p.A. –Extraordinary and Ordinary Shareholders’ Meeting April 18th, 2025

Proxy form and Voting instructions to **Computershare S.p.A.** pursuant article 135-undecies Italian Legislative Decree no. 58/1998

BPER Banca S.p.A. (the Company) has appointed Computershare S.p.A., through its employee or duly entrusted staff member, acting as Appointed Representative pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 (CFA) and to article 106 of Law Decree on March 17th, 2020 No. 18, converted with amendments by Law of April 24th, 2020 No. 27, whose provisions have been extended, to collect proxies for the ordinary and extraordinary Shareholders’ Meeting convened on **April 18th, 2025 (in single call)**, in accordance with the terms and conditions stated in the Notice of the Meeting as subsequently supplemented and published on March 18th, 2025 on the company’s website [https://group.bper.it/en/- Governance – Shareholders – Shareholders' Meetings – April 2025](https://group.bper.it/en/-Governance–Shareholders–Shareholders' Meetings–April 2025) and at the end of this document in the section "Instructions for filling in and submitting the form".

The proxy and voting instructions, to be conferred by **April 16th, 2025**, may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.

Declaration pursuant to Art. 135-decies of CFA (Conflicts of interest of representative and substitute)

Computershare S.p.A., acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-decies of CFA. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned (only natural person)*..... Place of birth *..... Date of birth*.....

Tax code *.....

Resident in (town/city) *..... at (street / address) *.....

telephone no *....., e-mail

(2) entitled to exercise the voting right at **April 9th, 2025 (Record Date)** as: registered share holder - legal representative - attorney/proxy holder with authority to sub-delegate - pledgee Taker in - beneficiary interest holder - official receiver - manager - other (specify)

for no*..... of ordinary shares **BPER BANCA** (ISIN IT0000066123)

(3) registered in the name of (natural or legal person) Place of birth *..... Date of birth *.....

Tax Code /LEI.....

Resident in (town/city) *..... at (street / address) *.....

(4) Registered in the securities account no..... At..... Bank code (ABI) Branch code (CAB)

(5) as resulting from communication no. Made by (Bank).....

DELEGATES the above Appointed Representative to attend and vote at the abovementioned general meeting, with reference to the above shares, in accordance with the instructions provided and

DECLARES that there are no grounds for incompatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to Appointed Representative may contain voting instructions even only on some of the proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been given;
- in case of amendment or integration of the resolution proposals submitted to the Shareholders' Meeting, voting instructions previously given may be revoked/modified or integrated; in case of no revocation/amendment or integration, the voting instructions previously given will remain valid and Computershare will cast votes in accordance with them;
- the proxy/subdelegation will be validly accepted at the Shareholders' Meeting only on condition that, prior to the start of the meeting, the Company has received a notice from the intermediary concerning the shares indicated in this proxy form.

DATA Form of identification **(6)** *(type) Issued by *..... no. *..... SIGNATURE

NOTE: It is not possible to grant this proxy form without the voting instructions form to be completed online and downloaded from the BPER’s website. Voting instruction form can be requested by phone at nn. +39 011 0923200, +39 011 0923227.

VOTING INSTRUCTIONS

(Tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

WARNING

This voting instructions form could be amended to include any proposal of resolution and/or vote on the items on the agenda that were presented by shareholders until April 3rd, 2025, in line with the notice of call, as subsequently supplemented and published on March 18th, 2025. In that case, the voting instruction form will be supplemented and republished on the website with the new proposals to be voted on. The Shareholder is recommended to verify whether any updated versions of the form are available on the Company’s institutional website dedicated to the Shareholders’ Meeting (<https://group.bper.it/en/>> Governance – Shareholders – Shareholders’ Meetings – April 2025). Otherwise, the voting instructions previously given on the items on the agenda will remain valid and effective.

The undersigned **(7)**

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting as follow **(8)**

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS <i>For (F), Against (C), Abstain (A)</i>
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EXTRAORDINARY PART

0010	<p>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.</p>			
	Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
	Section A2 – vote for proposal published pursuant to articles 126-bis of CFA (10)	F	C	A

ORDINARY PART

0020	<p>1- 2024 Financial Statements: a) Approval of the Separate Financial Statements as at 31 December 2024; presentation of the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, as well as of the Consolidated Financial Statements as at 31 December 2024, inclusive of the 2024 consolidated sustainability report</p>			
	Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
	Section A2 – vote for proposal published pursuant to articles 126-bis of CFA (10)	F	C	A

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0030	1 -2024 Financial Statements: b) Allocation of profit for financial year 2024 and dividend payout			
	Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
	Section A2 – vote for proposal published pursuant to articles 126-bis of CFA (10)	F	C	A

0040	2 - Remuneration: a.1) Report on Remuneration Policy and Compensation Paid, comprising: remuneration policies of the BPER Banca S.p.A. Group for 2025 (binding resolution)			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A
	Section A2 – vote for proposal published pursuant to articles 126-bis of CFA (10)	F	C	A

0050	2 - Remuneration: a.2) Report on Remuneration Policy and Compensation Paid, comprising: compensation paid in 2024 (non-binding resolution)			
	Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
	Section A2 – vote for proposal published pursuant to articles 126-bis of CFA (10)	F	C	A

0060	2 – Remuneration: b) 2025 MBO Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58 of 24 February 1998			
	Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
	Section A2 – vote for proposal published pursuant to articles 126-bis of CFA (10)	F	C	A

0070	2 – Remuneration: c) 2025-2027 Long-Term Incentive (LTI) Plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58 of 24 February 1998			
	Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
	Section A2 – vote for proposal published pursuant to articles 126-bis of CFA (10)	F	C	A

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0080	2– Remuneration:			
	d) Authorisation to purchase and dispose of treasury shares to service current and future remuneration systems based on financial instruments in compliance with the Remuneration policies			
	Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
	Section A2 – vote for proposal published pursuant to articles 126-bis of CFA (10)	F	C	A

Proxy for possible liability action against Directors				
Vote for proposed liability action pursuant art. 2393, para. 2, of the Italian civil code upon approval of the annual financial statements <i>(If no voting instructions are indicated, the Appointed Representative will vote C – against)</i>		F	C	A

DATE

SIGNATURE

Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company together with a valid ID document and, in case, the documentation providing proof of the signatory power via the Appointed Representative together with the **Voting Instructions** reserved to him **within April 16th, 2025**, using one of the following methods:

 - 1) **Online**: completing the online form available on the Company’s website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;
 - 2) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to bper@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 3) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to bper@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 4) **Common Email address Holders**: as an attachment document (PDF format) sent to bper@pecserviziotitoli.it. In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262, 10126 Turin as soon as possible;
 - 5) **Via FAX**: number +39 011 0923202.

In event of subsection 2), 4) and 5), original proxy, vote instruction and the copy of related documentation must be sent to Computershare S.p.A. site address, Via Nizza 262/73, postal code 10126, Turin, Italy.

Transmission of the Proxy Form by methods other than those indicated above or only by regular mail, will not guarantee to the delegating party that the proxy has been correctly conferred to the Designated Representative.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.
9. The resolutions proposed to the shareholders’ Meeting, which are briefly referred to herein, are reported in the Reports published on the company website <https://group.bper.it/en>.
Computershare S.p.A., as Appointed Representative, has no personal or third-party interest in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received. The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. Section A2 refers to any **alternative, complementary or additional** resolution proposals compared to those made by the Board of Directors and indicated in Section A, which may be submitted by the entitled parties and published by the Company within the terms and in the cases permitted by the current legislation as indicated in the Notice of Call. It is the responsibility of the delegating party to verify whether alternative, complementary or additional resolution proposals have been submitted and, if necessary, to revoke/modify or integrate accordingly the voting instructions previously given. Otherwise, the voting instructions previously conferred will remain valid and Computershare S.p.A. will cast votes in accordance with them.

Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135. (omissis par. 2, 3, 4 5).

Law-Decree nr. 18 on March 17th, 2020 Art. 106

(Rules relating to the conduct of Company Shareholders' meetings)

- [...] 2. With the notice of ordinary or extraordinary general meetings, companies limited by shares, limited partnerships with a limited partnership limited by shares, limited liability companies, and cooperative and mutual insurance companies may provide, also by way of derogation from the different provisions of the articles of association, for the expression of the vote by by electronic means or by correspondence and participation in the shareholders' meeting by means of telecommunications; the the aforesaid companies may also provide that the shareholders' meeting be conducted, also exclusively, by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of voting rights, pursuant to and for the purposes of Articles 2370, fourth paragraph, 2479-bis, fourth paragraph, and 2538, sixth paragraph, of the Italian Civil Code without, in any case, the need for the chairman, secretary or secretary to be in the same place, where provided for provided for, the chairman, the secretary or the notary.
4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of

Italian Civil Code
Art. 2393
(Derivative action)

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director's term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favour. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-*bis*.

INFORMATION ON PERSONAL DATA PROCESSING
Pursuant to the Regulation (EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), Appointed Representative of the company pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 (CFA) and art. 106 DL 17 March 2020 n. 18, as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter “**Personal Data**”) are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papyery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-undecies of CFA and art. 106 DL 17 March 2020 n.18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders’ meeting - to the employees and collaborators of the Controller who are in charge of Processing, and to the employees and collaborators of BPER Banca S.p.A..

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy>.

Computershare S.p.A.