BPER:

PRESS RELEASE

Communication of change in share capital of BPER Banca S.p.A. pursuant to article 85-*bis* of Issuers' Regulation

Modena – 8 September 2026. BPER Banca S.p.A. ("**BPER**") notifies, pursuant to article 85-*bis* of Consob Regulation no. 11971/1999 as subsequently amended ("**Issuers' Regulation**"), the new composition of its share capital following the partial voluntary conversion of the convertible bond loan "*€ 150,000,000 Convertible Additional Tier 1 Capital Notes*", issued by the Bank on 25 July 2019, as approved by BPER's Board of Directors on 11 July 2019 on the basis of the mandate granted by the Extraordinary Shareholders' Meeting of 4 July 2019, as well as by virtue of the resolution adopted by the Board of Directors of the Bank held on 5 August 2026, partially exercising the delegated power granted to the same Board of Directors by the Extraordinary Shareholders' Meeting of 19 April 2024.

More precisely, following the conversion requests received by 31 July 2026, on 14 August 2026 a partial voluntary conversion of the aforementioned convertible bond loan took place, involving the issuance of no. 17,054,262 BPER ordinary shares, with regular entitlement and the same characteristics as the shares outstanding as of the issuance date, ISIN IT0000066123.

The certification pursuant to Article 2444 of the Italian Civil Code regarding the new amount of the share capital was filed for registration with the Companies' Register of Modena on 7 September 2026.

The following tables show the current composition of BPER's share capital, fully subscribed and paid in, as of 14 August 2026, also highlighting the previous share capital and the change that occurred, as well as the residual amount of the aforementioned convertible bond loan as of 14 August 2026.

TABLE 1

	Current share capital			***Previous share capital***			***Change***	
	Euro	*no. of shares*	*Expressed unit nominal value*	*Euro*	*no. of shares*	*Expressed unit nominal value*	*Euro*	*no. of shares*
Total of which:	3,185,390,321.30	2,103,238,728	-	3,136,702,715.30	2,086,184,466	-	48,687,606.00	17,054,262
Ordinary shares (full rights:	3,185,390,321.30	2,103,238,728	-	3,136,702,715.30	2,086,184,466	-	48,687,606.00	17,054,262

01.01.2026) current coupon number: 45									

TABLE 2

	No. of converted/redeemed securities	No. of outstanding remaining securities	New overall nominal value
Convertible Bonds	264 (nominal value Euro 66,000,000.00)	7 (nominal value Euro 1,750,000.00)	Euro 1,750,000.00

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The Manager responsible for preparing the Company's financial reports, Giovanni Tincani, declares - in accordance with art. 154-*bis*, paragraph 2, of Legislative Decree no. 58/1998 (Italian Consolidated Law on Finance) - that the accounting information contained in this press release are consistent with the corporate documents, accounting books and entries.

Manager responsible for preparing the Company's financial reports

Giovanni Tincani

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Finally, we notify that the updated Articles of Association of BPER was filed with the Companies' Register of Modena on 7 September 2026 and will be made available to the public at the Company's registered office, on the Emarket Storage mechanism and on the Bank's website (https://group.bper.it/en, section Governance – Documents) in accordance with the law.

BPER Banca S.p.A.

This press release is also available in the storage mechanism *EmarketStorage.*

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