

BPER:



**Banca Popolare
di Sondrio**

Gruppo BPER Banca

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PRESS RELEASE

RESULTS OF THE SHAREHOLDERS' MEETINGS OF BPER BANCA AND OF BANCA POPOLARE DI SONDRIO OF 12 MARCH 2026

- *Approved the merger plan for the absorption of Banca Popolare di Sondrio S.p.A. into BPER Banca S.p.A. and the related amendments to the Articles of Association of BPER Banca S.p.A.*

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Modena/Sondrio – 12 March 2026 – Notice is hereby given that the Shareholders' Meeting of BPER Banca S.p.A. ("**BPER Banca**" or "**BPER**") and of Banca Popolare di Sondrio S.p.A. ("**BP Sondrio**" and, together with BPER, the "**Companies Participating in the Merger**"), held today - in extraordinary session - in Milan, approved the project relating to the merger by absorption of BP Sondrio into BPER Banca (the "**Merger**"), including the related exchange ratio, set at 1.45 ordinary BPER shares (the "**Exchange Ratio**"), with regular dividend rights, for each ordinary BPSO share.

As part of the Merger, the share exchange will take place by means of the: (i) cancellation of the treasury shares held by BP Sondrio on the effective date of the Merger; (ii) cancellation of the shares of BP Sondrio owned by BPER on the date of completion of the Merger; (iii) cancellation of the remaining ordinary shares of BP Sondrio and allocation of the ordinary shares of BPER in exchange for them based on the Exchange Ratio.

Subject to fulfilment of the conditions precedent (or waiver, where permitted) indicated in the Merger plan, the Merger will be effective for statutory purposes from the date reported in the deed of Merger.

Also in extraordinary session, BPER Shareholders' Meeting also approved the amendment of Article 5 of the Articles of Association to reflect the share capital increase of BPER serving the Exchange Ratio, as further detailed in the explanatory report of the Board of Directors made available to the public prior to the Shareholders' Meeting.

BPER Banca S.p.A. with head office in Via San Carlo 8/20, Modena, Italy – Tax Code and Modena Companies Register no. 01153230360 – Company belonging to the BPER BANCA GROUP VAT no. 03830780361 – Share capital Euro 2,953,571,914.57 - ABI code 5387.6 - Register of Banks no. 4932 - Member of the Interbank Deposit Protection Fund and of the National Guarantee Fund - Parent Company of the BPER Banca S.p.A. Banking Group registered in the Register of Banking Group no. 5387.6 - PEC: bper@pec.gruppobper.it - bper.it – group.bper.it

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For further information on the Merger, please refer to the merger plan and the additional documentation relating to the transaction made available to the public on the Companies Participating in the Merger's websites (for BPER: <https://group.bper.it> and for BP Sondrio: <https://istituzionale.popso.it>).

The summary accounts of the voting procedures and the minutes of the Shareholders' Meetings of BPER and of BP Sondrio will be published by the deadlines and according to the procedures set out by regulations in force on the aforementioned Companies Participating in the Merger's websites.

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BPER Banca S.p.A.

Banca Popolare di Sondrio S.p.A.

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

Contact information:

Investor Relations

Corporate and Regulatory Affairs

Media Relations

investor.relations@bper.it

governance.marketabuse@bper.it

mediarelations@bper.it

www.bper.it - <https://group.bper.it/>

Investor Relations

Michele Minelli

0342-528.745

michele.minelli@popso.it

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