



# Banca Popolare di Sondrio



## ANNUAL REPORT ON REMUNERATION PAID IN 2025



Prepared in accordance with the Bank of Italy Supervisory Provisions (Circular No. 285/2013, 37th update, Part One, Title IV, Chapter 2 “Remuneration and incentive policies and practices”), Article 450 of the CRR (EU Regulation No. 876/2019), Article 123-ter approved by Legislative Decree 58/1998 as subsequently amended, and Article 84-quater and Annex 3A of the Consob Issuers’ Regulation approved by Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented.

*The present Document is the English translation of the Italian version, prepared and used in Italy, and has been translated only for the convenience of international readers. In case of any discrepancies between the English and the Italian version, the Italian version shall prevail.*





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## DEFINITIONS

**Assets under management:** a volume indicator comprising due to customers, gross loans and the BPS Group's indirect deposits;

**Bank:** Banca Popolare di Sondrio S.p.a.;

**Board of Directors:** the body responsible for the strategic supervision of Banca Popolare di Sondrio and its subsidiaries;

**Bonus pool:** the financial resources provided for in the annual budget allocated to the payment of the variable component of remuneration;

**Bonus:** the variable component of remuneration defined in accordance with the BPS Group remuneration policies;

**BPS Banking Group (also referred to in this document as "BPS Group"):** Banca Popolare di Sondrio S.p.a., Factorit S.p.a., Banca Popolare di Sondrio (Suisse) SA and Banca della Nuova Terra S.p.a.;

**Common Equity Tier 1 Ratio (CET1 Ratio):** an indicator reflecting capital adequacy, calculated as the ratio between the highest quality capital and risk-weighted assets;

**Core profitability:** a profitability indicator derived from the BPS Group's core business, comprising net interest income and net commission income from services;

**Cost-income ratio:** an operational efficiency indicator calculated on the basis of the reclassified consolidated financial statements of the BPS Group: it is measured as the ratio between operating costs and operating income;

**Entry gates:** minimum capital adequacy and liquidity parameters, below which the bonus is not awarded;

**Gross NPL ratio:** a BPS Group indicator that compares non-performing loans to total loans;

**Heads of the Control Functions:** Head of Internal Audit, Compliance Officer, Head of Anti-Money Laundering Function, Risk Manager and, for the purposes of the remuneration policies, the Manager responsible for verifying accounting and financial data;

**Issuer:** the issuer of listed shares Banca Popolare di Sondrio S.p.a.;

**Liquidity coverage ratio (LCR):** a liquidity indicator for the BPS Group, calculated as the ratio of high-quality liquid assets to net outflows over the 30 calendar days following the reporting date;

**Managers with Strategic Responsibilities:** the persons defined as such in Annex 1 to CONSOB Regulation No. 17221 of 12 March 2010 containing provisions on transactions with related parties, as subsequently amended;

**Material Risk Takers:** BPS Group staff who, by virtue of their activities, have or may have a significant impact on the Group's risk profile, identified on the basis of the qualitative and quantitative criteria set out in Delegated Regulation (EU) No. 923/2021 of 25 March 2021 and supervisory provisions;

**Regulations issued by the Bank of Italy or the Supervisory Authority:** "Remuneration and incentive policies and practices" issued by the Bank of Italy in its 37th Update – Circular No. 285/2013;

**Remuneration and incentive schemes:** the set of rules, processes, mechanisms and tools for determining and allocating the various components of remuneration;

**Remuneration committee:** the Board Committee of Banca Popolare di Sondrio;

**Remuneration policies:** policies approved by the Shareholders' Meeting of Banca Popolare di Sondrio S.p.a. in accordance with the Bank of Italy's provisions;

**Risk adjustments:** additional performance adjustment mechanisms based on risk which, in the event of failure to meet the thresholds set out in the Risk Appetite Framework for CET1 Ratio and LCR, reduce, down to zero, the amount of variable remuneration to be paid;

**ROE (Return On Equity):** an indicator of the BPS Group's return on equity;

**RORAC (Return on Risk Adjusted Capital):** a risk-adjusted profitability indicator at BPS Group level;

**Subsidiaries belonging to the banking Group (also referred to in this document as "Subsidiary companies" or "Subsidiaries"):** Banca Popolare di Sondrio (SUISSE) SA, Factorit S.p.a. and Banca della Nuova Terra S.p.a.;

**TEXAS ratio:** a BPS Group indicator that compares net non-performing loans to net tangible equity.

**Top management:** a group of individuals comprising the General Manager, all members of General Management and the Heads of the governance areas of Banca Popolare di Sondrio;

## INTRODUCTION

### PUBLIC TENDER AND EXCHANGE OFFER AND MERGER PROCESS

In 2025 BPER Banca S.p.A. (hereinafter “BPER”) launched a public tender and exchange offer on Banca Popolare di Sondrio S.p.A. (hereinafter “BPSO”), as a result of which BPER came to hold a total of 365,843,545 BPSO shares, accounting for approximately 80.69% of its share capital

In line with the plans outlined by BPER in the Offer Document, this transaction was aimed at the merger by incorporation of Banca Popolare di Sondrio S.p.A. into BPER Banca S.p.A., resulting in the dissolution of the incorporated company.

On 5 November 2025, the Boards of Directors of BPSO and BPER Sondrio respectively approved the Merger Plan, resolving *inter alia* to grant the necessary powers to call the respective extraordinary Shareholders' Meetings for the approval of the Merger Plan. The Merger Plan was (a) filed on 28 November 2025 with the respective registered offices of the Companies Participating in the Merger, (b) entered in the Companies' Register of Modena on 4 February 2026 and in the Companies' Register of Sondrio on 5 February 2026 pursuant to Article 2501-ter, paragraph 3, of the Italian Civil Code.

Once the relevant authorities have granted the authorisations required under current legislation, extraordinary shareholders' meetings of BPSO and BPER will be held on 12 March 2026 to vote on the approval of the Merger Plan.

Taking into account the timelines associated with the completion of the integration process referred to above, only Section II of the Annual Report on the Remuneration Policy has been prepared.

## SECTION II – 2025 ANNUAL REMUNERATION REPORT

### INTRODUCTION AND BACKGROUND

This section of the document describes the implementation of the 2025 remuneration policies, approved by the Shareholders' Meeting on 30 April 2025, in accordance with the applicable regulatory and supervisory provisions.

In a challenging geopolitical and macroeconomic environment, the BPS Group confirmed in 2025 its ability to create value for its Shareholders and, more generally, for all stakeholders.

The financial statements show a record result for the BPS Group, with net profit increasing compared to the previous year, demonstrating the Group's ability to successfully adapt to changing environments by effectively leveraging the operational drivers identified in the Business Plan approved in 2025.

The Group increased lending to customers and deposit-taking, confirming its role as a driver of economic and social development in the areas in which it operates.

The BPS Group achieved these results while maintaining its characteristic prudent approach to risk. Capital adequacy and liquidity levels in 2025 remained well above the regulatory thresholds.

In particular, the entry gates set out in the Remuneration policies were met, enabling the recognition of variable remuneration for eligible recipients.

**Table 1: Compliance with entry gates in 2025**

ENTRY GATES – 2025	
Indicator	Compliance with entry gate
<i>CET1 Ratio</i>	✓
<i>Liquidity Coverage Ratio (LCR)</i>	✓

The remuneration paid, detailed later in this Section, therefore reflects the BPS Group's intention to reward its employees in relation to the work carried out during 2025, while maintaining prudence and compliance with supervisory provisions.

## **PART I**

### **1.1 COMPONENTS OF REMUNERATION AND THE WAYS IN WHICH REMUNERATION CONTRIBUTES TO THE COMPANY'S LONG-TERM RESULTS**

#### **1.1.1 COMPENSATION FOR THE MEMBERS OF THE BOARDS OF DIRECTORS AND STATUTORY AUDITORS**

In line with the Remuneration policies adopted in 2025, the compensation paid to members of the Boards of Directors and Statutory Auditors is based exclusively on fixed components.

This approach is consistent with the values and strategies of the BPS Group and contributes to the achievement of long-term objectives, avoiding incentives with distortive effects that could encourage regulatory breaches or excessive risk-taking.

Following the appointment of a new Managing Director and the powers assigned thereto, and making use of the derogation permitted by regulatory provisions and the 2025 Remuneration policies, a variable remuneration component was also defined for this position, based on economic-financial, ESG and project-related objectives.

No incentive-based remuneration linked to financial instruments or to the performance of the BPS Group is provided for other directors.

The compensation for the Board of Directors, in accordance with the regulations and the Articles of Association, is set annually by the Shareholders' Meeting, which also determines the amount of attendance fees and the reimbursement of expenses.

Remuneration is provided for directors holding specific positions as set out in the Articles of Association.

For the Board of Statutory Auditors, the Shareholders' Meeting determines the annual remuneration, valid for the entire term of office, the amount of attendance fees and the reimbursement of expenses incurred in the performance of their duties.

Details of the compensation paid are set out in the tables contained in the second part of this section.

### 1.1.2 COMPENSATION FOR THE GENERAL MANAGER, C-LEVEL EXECUTIVES AND THE MANAGING DIRECTOR

The remuneration structure for the General Manager and C-level executives, as established by the 2025 Remuneration policies, consists of a predominantly fixed component and a variable component.

The fixed component is divided into a “base” component provided for under contractual provisions, individual economic benefits (*ad personam*), and specific allowances related to the activities performed, which are paid on a monthly basis. The “base” component follows the increases provided for under national collective bargaining agreements. The “*ad personam*” component may only be increased following a resolution of the Board of Directors, upon proposal by the Remuneration Committee, through the allocation of new individual economic benefits.

As specified in the 2025 policies, the variable component of remuneration for the General Manager and other Top Management may not exceed 100% of the fixed component. This limit is set at 50% for the rest of the personnel, with the exception of Control functions, for which the limit is set at one-third of fixed remuneration.

Following the termination of the employment relationship on 15 September 2025, the General Manager of Banca Popolare di Sondrio did not receive any variable remuneration, except for that relating to the termination of office (indemnity in lieu of notice provided for under the applicable national collective labour agreement).

Since that date, no new General Manager has been appointed for Banca Popolare di Sondrio.

Within the aforementioned limits, the amount of variable remuneration is linked to performance results, with reference to: i) quantitative economic and financial indicators, ii) ESG indicators, and iii) qualitative indicators.

For the individuals concerned, with the exception of Control functions (for which assessment is carried out exclusively using qualitative functional indicators), the

following BPS Group metrics are considered: i) core profitability, ii) cost-income ratio, iii) RORAC, iv) Gross NPL ratio, and v) Texas ratio.

For Heads of governance areas, these are complemented by specific individual metrics, defined according to their role, in line with the 2025 Policies. These metrics have been selected in the following areas:

- for the Chief Financial Officer, management of financial activities;
- for the Chief Commercial Officer, development of indirect deposits and insurance, and development of fee-based services in general;
- for the Chief Lending Officer, credit development and implementation of Group credit policies;
- for the Chief Information and Operations Officer, the integration project;
- for the Head of the NPE Unit, metrics derived from the BPS Group NPE Plan.

Similarly to the economic and financial metrics, ESG indicators are also analysed at BPS Group level and include a summary assessment of the degree of achievement of the objectives set out in the 2025 Policies and referred to below:

- **ESG loans:** increase the volume of financing of new ESG products;
- **Insurance products:** increase new business premiums relating to ESG insurance products (e.g. catastrophe risk policies and corporate healthcare plans);
- **ESG training:** strengthen training on sustainability issues for employees;
- **Financial education:** introduce training offerings on financial education for the benefit of stakeholders;
- **Supply chain and operational objectives:** increase the consumption of electricity from certified renewable sources.

Lastly, qualitative indicators are analysed at an individual level and include assessments relating to:

- managerial capability and strategic vision;
- continuity in the role held;
- professional and business ethics;
- ability to interpret and implement corporate policies and values;
- execution of key processes for the long-term development of the BPS Group, in particular those relating to the implementation of development initiatives under the Business Plan and the management of risks and findings from Corporate Control Functions.

The criteria and parameters for allocating the variable component linked to the above indicators are established annually by the Board of Directors, upon proposal by the Remuneration Committee.

The amount of variable remuneration to be paid to individuals is determined by the Board of Directors, upon proposal by the Remuneration Committee, following verification of the full or partial achievement of the stated objectives, based on the established parameters.

Variable remuneration determined in accordance with the rules described above, where it exceeds the materiality threshold set by supervisory regulations, both in terms of its absolute amount and its proportion relative to fixed remuneration, is, taking into account the limits placed on variable remuneration, subject to the following deferral and payment rules in financial instruments, which are considered suitable to ensure alignment with the Company's long-term objectives:

- an upfront portion, equal to 60% of the total, is awarded by June of the following year;
- five annual portions, totalling 40% of the overall amount and each of equal value, are deferred over a five-year period starting from the year following the allocation of the upfront portions;

The payment of 50% of the upfront portion and 55% of the deferred portion is made through the allocation of Banca Popolare di Sondrio spa shares. These shares are subject to a one-year retention period.

The payment of deferred remuneration portions is subject to *malus* rules that may reduce the amount to zero in the event that the entry gates for the financial year preceding the year of payment are not met, or in the event of disciplinary measures.

Provision is also made for the application of *malus* clauses to bonuses due and claw-back provisions to bonuses paid in the cases specified by the supervisory regulations.

In the event of termination of employment for reasons other than retirement or death, neither the upfront nor the deferred portions are paid.

No discretionary pension benefits were provided.

For the purposes of the Remuneration policies, the Chief Risk Officer is classified among the Heads of the Control Functions and therefore the variable component of remuneration is linked exclusively to qualitative and functional objectives.

Before examining the individual performance scorecards, the results achieved by the BPS Group in terms of economic-financial and ESG performance are set out below.

**Table 2, summary of the BPS Group's economic and financial performance indicators**

SHORT-TERM – BPS GROUP ECONOMIC-FINANCIAL VARIABLES			
Indicator	Target	Actual	Achievement
Core profitability (€ million)	1471.6	1572.4	106.9%
Cost/Income ratio (%)	42.0%	38.0%	109.5%
RORAC (%)	14.3%	18.4%	128.7%
GROSS NPL RATIO (%)	2.9%	2.7%	107.0%
TEXAS RATIO (%)	9.20%	9.4%	98.0%

**Table 3, summary of the BPS Group's ESG performance indicators**

SHORT-TERM – BPS GROUP ESG VARIABLES			
Indicator	Target	Actual	Achievement
ESG loans	1	2	120%
ESG Insurance Products	1	0	0%
ESG Training	1	1	100%

Financial education for stakeholders – adults	1	1	100%
Renewable electricity	1	1	100%

*(ESG performance scorecard; 0. Underperformance; 1 Target; 2. Overperformance)*

The short-term ESG objectives defined for the 2025 financial year were almost entirely achieved, demonstrating the BPS Group's commitment in this area. In particular:

- ESG loans: volume disbursed greater than or equal to Euro 705 million and less than Euro 846 million ;
- ESG insurance products: new business from distributed insurance products greater than or equal to Euro 0.56 million and less than Euro 0.67 million;
- ESG training: provision of 4 hours of compulsory annual training on ESG issues for employees and 4.5 hours for governing bodies;
- Financial education for stakeholders - adults: provision of 2 hours of new free training on Financial Education;
- Renewable electricity: proportion of electricity purchased from renewable sources equal to 98%.

As already noted, during 2025, following the appointment of a new Managing Director and the powers assigned thereto, and making use of the derogation permitted by regulatory provisions and the 2025 Remuneration policies, a variable remuneration component was also defined for this position, based on economic-financial, ESG and project-related objectives.

Set out below is a summary of the short-term objectives of Managing Director Elvio Sonnino, who took office on 15 September 2025. It should also be noted that the remuneration indicated is purely illustrative since, like the fixed compensation shown in the relevant tables, it was not received by the individual concerned but was repaid to Bper Banca, in accordance with the parent company's standard practice.

**Table 4, 2025 short-term scorecard and payouts for the Managing Director**

	Threshold	Target	AssetThres hold		Payout	Payout	Payout
	MIN		MAX		MIN		MAX
RORAC %	13.80%	14.30%	14.80%		50%	100%	130%
Cost/income ratio %	43.00%	42.00%	41.00%		50%	100%	130%
Core profitability (€ million)	1442	1471.6	1516		50%	100%	130%
Gross NPL Ratio %	3.10%	2.90%	2.70%		50%	100%	130%
Texas Ratio %	9.70%	9.20%	8.70%		50%	100%	130%
ESG 2025	50%	100%	120%		50%	100%	130%
AMLETO	0.8	0.9	1		50%	100%	130%

The target-based variable remuneration amount is 540k

The overall performance result for Managing Director Elvio Sonnino stands at 120.60%. The value of the short-term variable remuneration component, awarded for the term of office, is therefore Euro 189,945 .

**Table 5, short-term results for 2025 achieved by the Managing Director**

	% payout	Weighting	Result
RORAC %	130.00%	20.00%	26.00%
Cost/income ratio %	130.00%	20.00%	26.00%
Core profitability (€ million)	130.00%	20.00%	26.00%
Gross NPL Ratio %	130.00%	10.00%	13.00%
Texas Ratio %	82.00%	10.00%	8.20%
ESG 2025	84.00%	10.00%	8.40%
AMLETO process	130.00%	10.00%	13.00%
		100.00%	120.60%

**Table 6, short-term variable amount for 2025 received by the Managing Director and repaid to the company of origin.**

Variable Amount 2025	FULL YEAR	BASED ON THE PERIOD 3.5/12 (months)
	€ 651,240.00	€ 189,945.00

The results achieved in 2025 by the Bank's other Top Management under the short-term incentive scheme are set out below.

**Table 7, summary of short-term performance for 2025 for other Top Management**

SUMMARY OF SHORT-TERM SCORECARD – TOP MANAGEMENT		
Role	Performance level (%)	Bonus (% fixed remuneration)
Chief Financial Officer	107.6%	38%
Chief Financial Officer	110.8%	41%
Chief Lending Officer	110.5%	41%
Chief Information and Operations Officer	107.8%	38%
Head of the NPE Unit	110.9%	41%
Total variable remuneration paid		348,255

Figure 2, incentive curve for the Chief Financial Officer

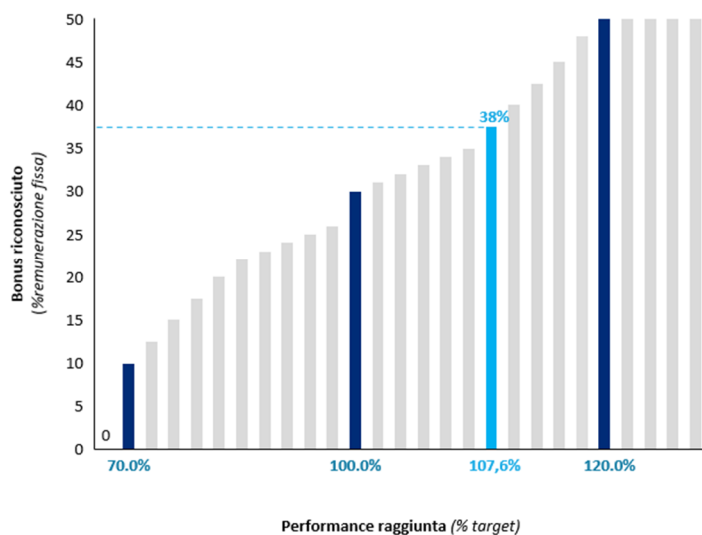


Figure 3, incentive curve for the Chief Commercial Officer

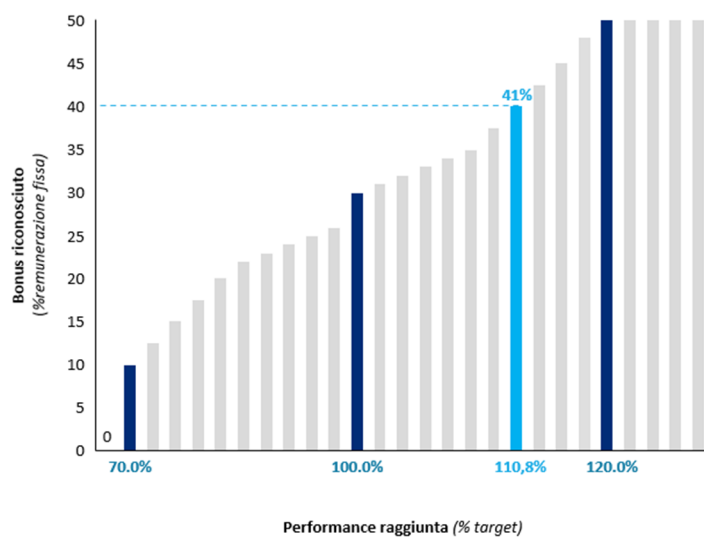


Figure 4, incentive curve for the Chief Lending Officer

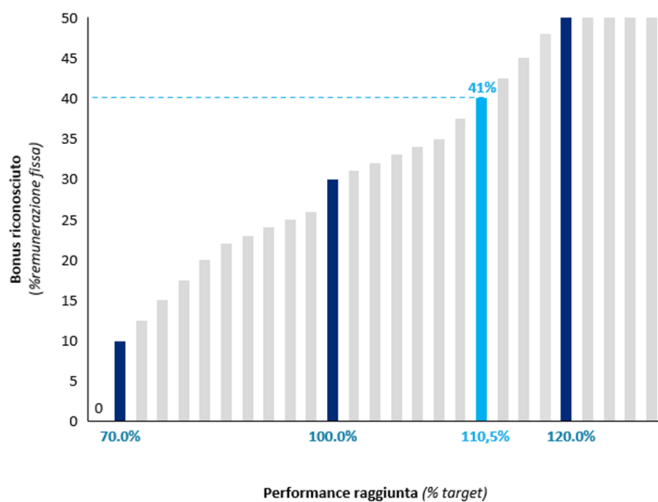
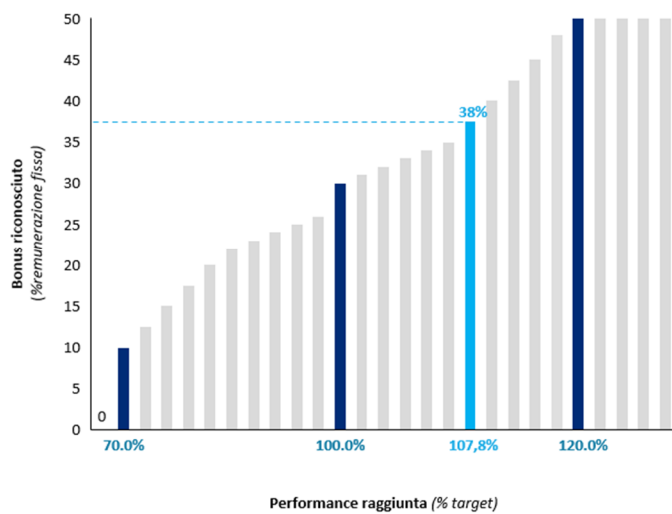
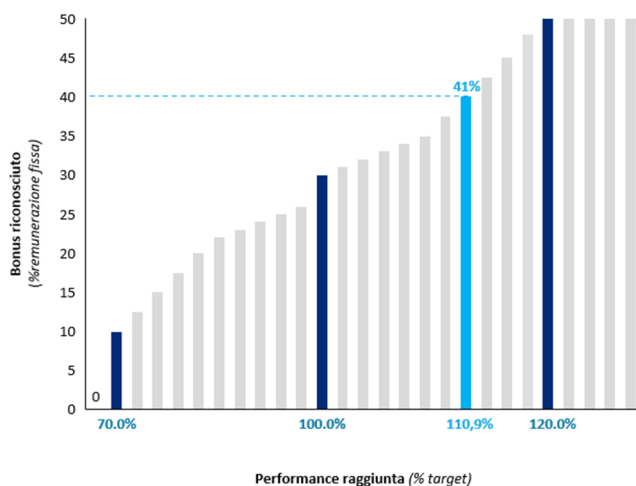


Figure 5, incentive curve for the Chief Information and Operations Officer



**Figure 6, incentive curve for the Head of the NPE Unit**



In 2025, the Corporate control functions achieved the qualitative objectives established by the Board of Directors. The total variable remuneration awarded to the Heads of the various control functions amounts to Euro 136,000.

For further details, reference is made to the figures set out in the tables contained in the second part of this section.

### 1.1.3 LONG-TERM INCENTIVE PLAN

The innovations introduced within the framework of the 2023 Policies have established, for Top Management, in addition to short-term variable remuneration mechanisms, a long-term incentive plan covering the period 2023–2025.

The payment of long-term variable remuneration depends on the level of performance achieved in the year marking the completion of the Plan period.

In particular:

- for performance levels below 70%, no bonus is paid;

- upon achievement of 100% of the target, a bonus equal to 15% of fixed remuneration for Top Management is awarded;
- in the event of over performance, the bonus payable increases for all relevant individuals up to 50% of fixed remuneration, corresponding to performance equal to or above 120% of the target.

The objectives achieved and the amounts awarded are summarised below:

**Table 8, summary of the BPS Group's economic and financial performance indicators relating to the 2023–2025 LTI plan**

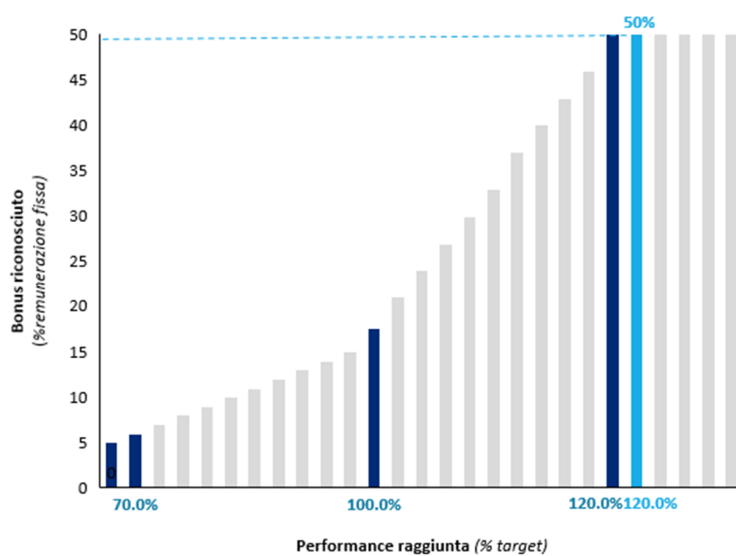
BPS GROUP KPIs – LTI 2023–2025			
	Target	Actual	% of target achieved
Assets under management € bn	117.00	128.81	110.09%
NPL Ratio %	3.80%	2.66%	130.00%
ROE %	9.20%	18.20%	197.83%

**Table 9, summary of the BPS Group's ESG performance indicators relating to the 2023 - 2025 LTI plan**

LTI 2023–2025 – BPS GROUP ESG VARIABLES				
Indicator	Target	Weight	Actual	Achievement
ESG rating	1	0.5%	2	120%
		0.5%	1	100%
ESG Loans and Finance	1	0.75%	0	0%
		0.75%	2	120%
ESG issuances	1	1.0%	0	0%
CO2 Emissions	1	0.5%	1	100%
ESG Initiatives	1	0.5%	1	100%
ESG Training	1	0.5%	0	0%

Table 10, summary of long-term performance for 2023- 2025 for Top Management

SUMMARY OF THE 2023-2025 LONG-TERM SCORECARD – TOP MANAGEMENT		
Role	Performance level (%)	Bonus (% fixed remuneration)
Chief Financial Officer	120.0%	50%
Chief Commercial Officer	120.0%	50%
Chief Lending Officer	120.0%	50%
Chief Information and Operations Officer	120.0%	50%
Head of the NPE Unit	120.0%	50%
Total remuneration paid in financial instruments		439,609



## 1.2 INDEMNITY FOR TERMINATION OF OFFICE OR TERMINATION OF EMPLOYMENT

The Remuneration Policy offers the possibility to grant indemnities linked to early termination of the employment relationship (in addition to what is envisaged in collective contracts) or of the office.

The Policy relative to such remuneration provides for maximum payouts and constraints on the manner and timing of payment (retention, types of instruments, etc.), in line with current regulations.

Following the termination of employment on 15 September 2025, the General Manager was paid Euro 627,619 as indemnity in lieu of notice, as provided for in the relevant national collective labour agreement.

Two employees belonging to Material Risk Takers, with whom mutual termination agreements were entered into in accordance with the relevant Remuneration policy, were paid amounts relating to non-compete agreements upon termination of their employment.

### **1.3 DEROGATIONS FROM THE REMUNERATION POLICY**

As provided for in Article 123-ter, paragraph 3-bis of the Consolidated Law on Finance (TUF) and the Issuers' Regulations, in exceptional circumstances, that is, where a derogation from the standard provisions of the remuneration policy is necessary to pursue the long-term interests and sustainability of the company as a whole or to ensure its ability to remain in the market, the Board of Directors, subject to the opinion of the Remuneration Committee, may temporarily derogate from the remuneration policy, provided that, in any event, compliance with the statutory and regulatory requirements regarding transactions with related parties and associated entities is maintained.

In accordance with the provisions of the relevant legislation, the Remuneration policies approved by the shareholders' meeting provide for the possibility of deviating from the established structure of remuneration for the CEO, the General Manager and C-level executives, and the resulting ratio between fixed and variable remuneration, as well as the economic parameters linked to short-term incentive schemes and LTI plans.

Following the appointment of a new Managing Director and the powers assigned thereto, and making use of the aforementioned derogation, a short-term variable remuneration component based on economic-financial, ESG and project-related objectives, was defined for this position, the results of which are reported in the preceding paragraphs.

#### **1.4 POSSIBLE APPLICATION OF *EX POST* CORRECTION MECHANISMS TO THE VARIABLE COMPONENT**

No *ex post* correction mechanism has been adopted, whether in the form of a malus or a claw-back.

#### **1.5 ANNUAL CHANGES**

The annual changes in total remuneration paid between 2024 and 2025 for the Board of Directors, the Board of Statutory Auditors and General Management are set out below.

Table 11, changes in the remuneration of members of the Board of Directors

Name and Surname	Position	TOTAL REMUNERATION 2021	TOTAL REMUNERATION 2022	TOTAL REMUNERATION 2023	TOTAL REMUNERATION 2024	TOTAL REMUNERATION 2025	2025/2024 % change
<b>Casini Andrea</b>	Chair					116,989	
<b>Molla Pierluigi</b>	Chair from 6/5/2025 to 15/09/2025 / Director	11,844	56,600	102,767	138,901	251,911	81.36%
<b>Venosta Francesco *</b>	Chair from 1/1/2025 to 05/05/2025 / Director	301,741	292,151	378,186	410,828	189,989	-53.75%
<b>Elvio Sonnino</b>	Managing Director since 15/09/2025**					433,130	
** Remuneration not received as it was repaid to the company of origin							
<b>Pedranzini Mario Alberto</b>	Managing Director since 15/09/2025**	339,227	362,974	396,547	358,965	309,419	-13.80%
** The amount shown as total remuneration for 2025 includes the payment of Euro 16,435, which was not received as it was repaid to Banca Popolare di Sondrio							
<b>Recchi Giuseppe</b>	Deputy Chair since 15/09/2025				78,133	153,348	96.27%
<b>Stoppani Lino</b>	Deputy Chair until 15/09/2025	182,220	181,516	225,693	231,910	177,356	-23.52%
<b>Cordone Nicola</b>	Director until 30/04/2025		35,529	92,733	129,267	47,400	-63.33%
<b>Credaro Loretta</b>	Director until 19/05/2025	52,900	59,600	90,900	111,450	96,663	-13.27%
<b>Doro Anna</b>	Director until 30/04/2025		38,229	107,900	144,450	47,850	-66.87%
<b>Falck Federico</b>	Director until 30/04/2025	47,000	57,214	87,200	112,953	41,300	-63.44%
<b>Giay Roberto</b>	Director**				57,800	97,400	68.51%
** Remuneration not received as it was repaid to the company of origin							
<b>Malaguti Maria Chiara</b>	Chief			69,667	121,667	132,276	8.72%
<b>Neervoort Severine Melissa Harmine</b>	Chief				80,383	120,731	50.19%
<b>Rossi Serenella</b>	Director until 30/04/2025	50,800	54,900	86,400	117,617	41,267	-64.91%
<b>Stefini Silvia</b>	Chief			74,600	114,883	123,019	7.08%
<b>Ermetes Maria Letizia</b>	Director until 15/09/2025					45,721	
<b>Montaudo Christian</b>	Director until 01/09/2025					44,688	
<b>Providenti Salvatore</b>	Director until 15/09/2025					50,453	
<b>Riva Franco Giuseppe</b>	Director until 15/09/2025					49,153	
<b>Beni Gabriele</b>	Chief					35,713	
<b>Cincotti Cristiano</b>	Chief					31,880	
<b>Conforti Elena</b>	Director**					23,199	
** Remuneration not received as it was repaid to the company of origin							
<b>Kuhn Stefano Vittorio</b>	Director**					23,076	
** Remuneration not received as it was repaid to the company of origin							
<b>Marcucci Simone</b>	Director**					22,076	
** Remuneration not received as it was repaid to the company of origin							
<b>Annamaria Massimetti</b>	Chief					26,800	
<b>Ruzzu Alessandra</b>	Chief					32,137	
<b>Zambelli Rossana</b>	Director until 15/09/2025			107,000	155,733	123,085	-20.96%

\* amount inclusive of other compensation received for professional services

**Table 12, changes in the remuneration of members of the Board of Statutory Auditors**

Name and Surname	Position	TOTAL REMUNERATION 2021	TOTAL REMUNERATION 2022	TOTAL REMUNERATION 2023	TOTAL REMUNERATION 2024	TOTAL REMUNERATION 2025	2025/2024 % change
<b>Vago Carlo Maria</b>	Chair of BoSA				103,910	158,500	52.54%
<b>Vitali Laura</b>	Standing Auditor	87,600	104,818	116,800	151,366	163,750	8.18%
<b>De Buglio Massimo</b>	Standing Auditor	55,649	86,000	87,400	111,116	112,200	0.98%
<b>Vido Paolo</b>	Alternate Auditor	22,752	19,240	19,560	19,560	32,353	65.40%

**Table 13, changes in the remuneration of members of General Management**

Name and Surname	Position	TOTAL REMUNERATION 2021	TOTAL REMUNERATION 2022	TOTAL REMUNERATION 2023	TOTAL REMUNERATION 2024	TOTAL REMUNERATION 2025	2025/2024 % change
<b>Pedranzini Mario Alberto</b>	General Manager	1,135,247	1,132,984	1,405,849	1,497,678	1,317,593	-12.02%
<b>Erba Mario</b>	Deputy General Manager	243,534	241,182	272,730	299,297	394,908	31.95%
<b>Gusmeroli Milo</b>	Deputy General Manager	271,586	271,323	288,474	304,307	384,520	26.36%
<b>Poletti Cesare</b>	Deputy General Manager	260,858	258,031	254,760	254,756	242,015	-5.00%
<b>Managers with Strategic Responsibilities</b>	N.3				899,619	1,136,300	26.31%

\* including the compensation provided for in the 2023-2025 LTI plan

\*\* 2025 total remuneration inclusive of indemnity in lieu of notice amounting to € 627,619

The annual changes in the BPS Group's results are set out below:

**Table 14, BPS Group net profit, 2024–25**

<b>BPS Group net profit</b>		
<b>(€) 2024</b>	<b>(€) 2025</b>	<b>Change % 2024-2025</b>
574,942	647,990	+12.71%

The annual changes in the average gross annual remuneration of employees of Banca Popolare di Sondrio are set out below:

**Table 14, average gross annual remuneration of Banca Popolare di Sondrio employees, 2024–25**

<b>Average gross annual remuneration of Banca Popolare di Sondrio employees</b>		
<b>(€) 2024</b>	<b>(€) 2025</b>	<b>Change % 2024-2025</b>
52,147	53,471	2.54%

## **1.6 VOTE EXPRESSED BY THE 2025 SHAREHOLDERS' MEETING**

In accordance with Article 123-ter of the Consolidated Law on Finance (TUF), the Shareholders' Meeting of 30 April 2025 expressed a favourable vote (97.48% of votes cast, corresponding to 52.99% of the total share capital), by means of a non-binding resolution, on the "Report on the remuneration policy and compensation paid (SECTION II)", included under item 2, letter a2) of the agenda.

**PART II: COMPENSATION PAID TO MEMBERS OF THE BOARDS OF DIRECTORS AND STATUTORY AUDITORS, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES**

**Table 1: Compensation paid to members of the Boards of Directors and Statutory Auditors, General Managers and other Executives with strategic responsibilities (€)**

Name and Surname	Position	Period in office	End of term of office	Fixed remuneration	Remuneration for participation in committee meetings	Variable non equity-based remuneration		Non monetary benefits	Other remuneration	TOTAL	Fair value of equity-based compensation	Compensation for termination of employment
						Bonuses and other incentives	Participation in profits					
<b>Casini Andrea</b>	Chair	2025	31/12/2026									
Remuneration in company preparing the financial statements				116,989		*				116,989		
Total				116,989						116,989		
<b>Molla Pierluigi</b>	Chair from 6/5/2025 to 15/09/2025 / Director	2025	31/12/2026									
Remuneration in company preparing the financial statements				203,518	45,276	*				248,794		
Remuneration from subsidiaries and associates				3,117						3,117		
Total				206,635	45,276					251,911		
*Note: Executive Committee Euro 15,184, Control and Risk Committee Euro 5,869, Nominations Committee Euro 6,732, Anti-Money Laundering Officer Euro 17,491												
<b>Venosta Francesco</b>	Chair from 1/1/2025 to 05/05/2025 / Director	2025	15/09/2025									
Remuneration in company preparing the financial statements				159,508	13,665	*			3,791	176,964		
Remuneration from subsidiaries and associates				13,025						13,025		
Total				172,533	13,665				3,791	189,989		
*Note: Nominations Committee Euro 7,533, Remuneration Committee Euro 6,132												
<b>Elvio Sonnino</b>	Managing Director	2025	31/12/2026									
Remuneration in company preparing the financial statements**				243,185			91,174			334,359	98,771	
Total				243,185						334,359	98,771	
**Note: Remuneration not received as it was repaid to the company of origin												
<b>Pedranzini Mario Alberto</b>	Managing Director	2025	15/09/2025									
Remuneration in company preparing the financial statements				159,935	18,600	*				178,535		
Remuneration from subsidiaries and associates				130,884		**				130,884		
Total				290,819	18,600					309,419		
*Note: Executive Committee: Euro 18,600** amount of Euro 16,345 repaid to Banca Popolare di Sondrio												
<b>Recchi Giuseppe</b>	Deputy Chair since 15/09/2025	2025	31/12/2026									
Remuneration in company preparing the financial statements				110,748	42,600	*				153,348		
Total				110,748	42,600					153,348		
*Note: Nominations Committee Euro 27,800, Related Parties Committee Euro 14,800												
<b>Stoppioni Lino</b>	Deputy Chair from 1/1/2025 to 15/09/2025	2025	15/09/2025									
Remuneration in company preparing the financial statements				134,026	23,450	*				157,476		
Remuneration from subsidiaries and associates				19,880						19,880		
Total				153,906	23,450					177,356		
*Note: Executive Committee Euro 23,450.												
<b>Cordone Nicola</b>	Chief	2025	30/04/2025	28,667	18,733					47,400		
Total				28,667	18,733					47,400		
*Note: Remuneration Committee Euro 13,600; Control and Risk Committee Euro 5,133												
<b>Credaro Loretta</b>	Chief	2025	15/09/2025									
Remuneration in company preparing the financial statements				63,423	31,709	*				95,132		
Remuneration from subsidiaries and associates				1,531						1,531		
Total				64,954	31,709					96,663		
*Note: Executive Committee Euro 20,833, Anti-Money Laundering Officer Euro 10,876												
<b>Doro Anna</b>	Chief	2025	30/04/2025	27,317	20,533	*				47,850		
Total				27,317	20,533					47,850		
*Note: Control and Risk Committee Euro 14,200, Related Parties and Associated Persons Committee Euro 6,333												
<b>Falck Federico</b>	Chief	2025	30/04/2025	31,650	9,650	*				41,300		
Total				31,650	9,650					41,300		
*Note: Executive Committee Euro 9,650												
<b>Giay Roberto</b>	Chief	2025	31/12/2027	83,800	13,600	*				97,400		
Total				83,800	13,600	**				97,400		
*Note: Remuneration Committee Euro 13,600. ** Remuneration not received as it was repaid to the company of origin												
<b>Malaguti Maria Chiara</b>	Chief	2025	31/12/2026	83,609	48,667	*				132,276		
Total				83,609	48,667					132,276		
*Note: Control and Risk Committee Euro 35,067, Remuneration Committee Euro 13,600.												
<b>Neervoort Severine Melissa Harmine</b>	Chief	2025	31/12/2026	81,131	39,600	*				120,731		
Total				81,131	39,600					120,731		
*Note: Control and Risk Committee Euro 10,867, Sustainability Committee Euro 19,666, Nominations Committee Euro 9,067.												
<b>Rossi Serenella</b>	Chief	2025	30/04/2025	27,067	14,200	*				41,267		
Total				27,067	14,200					41,267		
*Note: Related Parties Committee Euro 9,667; Sustainability Committee Euro 4,533.												
<b>Stefini Silvia</b>	Chief	2025	31/12/2025	84,220	38,799	*				123,019		
Total				84,220	38,799					123,019		
*Note: Nominations Committee Euro 6,732, Sustainability Committee Euro 16,333, Remuneration Committee Euro 15,734												
<b>Ermates Maria Letizia</b>	Chief	2025	15/09/2025	32,857	12,864	*				45,721		
Total				32,857	12,864					45,721		
*Note: Nominations Committee Euro 6,732; Remuneration Committee Euro 6,132												
<b>Montaudo Christian</b>	Chief	2025	01/09/2025	29,234	15,454	*				44,688		
Total				29,234	15,454					44,688		
*Note: Related Parties Committee Euro 9,703, Control and Risk Committee Euro 5,751.												
<b>Providenti Salvatore</b>	Chief	2025	15/09/2025	33,257	17,196	*				50,453		
Total				33,257	17,196					50,453		
*Note: Related Parties Committee Euro 6,132, Control and Risk Committee Euro 11,064.												
<b>Riva Franco Giuseppe</b>	Chief	2025	15/09/2025	32,557	16,596	*				49,153		
Total				32,557	16,596					49,153		
*Note: Sustainability Committee Euro 5,532, Control and Risk Committee Euro 11,064.												
<b>Beni Gabriele</b>	Chief	2025	31/12/2025	23,974	11,739	*				35,713		
Total				23,974	11,739					35,713		
*Note: Related Parties Committee Euro 5,869, Control and Risk Committee Euro 5,870.												
<b>Cincotti Cristiano</b>	Chief	2025	31/12/2025	23,076	8,804	*				31,880		
Total				23,076	8,804					31,880		
*Note: Related Parties Committee Euro 5,869, Control and Risk Committee Euro 2,935.												
<b>Conforti Elena</b>	Chief	2025	31/12/2027	23,199		**				23,199		
Total				23,199		**				23,199		
** Note: Remuneration not received as it was repaid to the company of origin												
<b>Kuhn Stefano Vittorio</b>	Chief	2025	31/12/2027	23,076		**				23,076		
Total				23,076		**				23,076		
** Note: Remuneration not received as it was repaid to the company of origin												

<b>Marcucci Simone</b>	Chief	2025	31/12/2025	22,076						22,076	
<b>Total</b>				22,076		**				22,076	
** Note: Remuneration not received as it was repaid to the company of origin											
<b>Annamaria Massimetti</b>	Chief	2025	31/12/2025	23,865	2,935	*				26,800	
<b>Total</b>				23,865	2,935					26,800	
*Note: Nominations Committee Euro 2,935;											
<b>Ruzzu Alessandra</b>	Chief	2025	31/12/2027	23,333	8,804	*				32,137	
<b>Total</b>				23,333	8,804					32,137	
*Note: Sustainability Committee Euro 2,935, Control and Risk Committee Euro 5,869.											
<b>Zambelli Rossana</b>	Chief	2025	15/09/2025								
Remuneration in company preparing the financial statements				64,324	41,128	*				105,452	
Remuneration from subsidiaries and associates				17,633						17,633	
<b>Total</b>				81,957	41,128					123,085	
*Note: Control and Risk Committee Euro 22,531, Nominations Committee Euro 8,133, Related Parties Committee Euro 10,464.											

Name and Surname	Position	Period in office	End of term of office	Fixed remuneration	Remuneration for participation in committee meetings	Variable non equity-based remuneration		Non monetary benefits	Other remuneration	TOTAL	Fair value of equity-based compensation	Compensation for termination of employment
						Bonuses and other incentives	Participation in profits					
<b>Vago Carlo Maria</b>	Chair of BoSA	2025	31/12/2026	134,900	23,600	*				158,500		
<b>Total</b>				134,900	23,600					158,500		
*Note: Executive Committee Euro 23,600.												
<b>Vitali Laura</b>	Standing Auditor	2025	31/12/2026			*						
Remuneration in company preparing the financial statements				93,550	15,000					108,550		
Remuneration from subsidiaries and associates				55,200						55,200		
<b>Total</b>				148,750	15,000					163,750		
*Note: Executive Committee Euro 15,000.												
<b>De Buglio Massimo</b>	Standing Auditor	2025	31/12/2026	93,600	18,600	*				112,200		
<b>Total</b>				93,600	18,600					112,200		
*Note: Executive Committee Euro 18,600.												
<b>Vido Paolo</b>	Alternate Auditor	2025										
Remuneration in company preparing the financial statements												
Remuneration from subsidiaries and associates				32,353						32,353		
<b>Total</b>				32,353						32,353		

Name and Surname	Position	Period in office	End of term of office	Fixed remuneration	Remuneration for participation in committee meetings	Variable non equity-based remuneration		Non monetary benefits	Other remuneration	TOTAL	Fair value of equity-based compensation**	Compensation for loss of office or termination of employment ***
						Bonuses and other incentives	Participation in profits					
<b>Pedranzini Mario Alberto</b>	General Manager	2025	15/09/2025	687,787				2,187		689,974		627,619
<b>Erba Mario</b>	Acting Deputy General Manager	2025		207,514		39,793		3,391		250,698	144,210	
<b>Gusmeroli Milo</b>	Deputy General Manager	2025		204,930		36,384		4,054		245,367	139,152	
<b>Poletti Cesare</b>	Deputy General Manager	2025		188,945		49,500		3,570		242,015		
<b>Managers with Strategic Responsibilities</b>	3	2025										
Remuneration in company preparing the financial statements				310,451		111,013		6,490		427,954	317,310	
Remuneration from subsidiaries and associates				380,084				10,952		391,036		
<b>Total</b>				690,535		111,013		17,442		818,990	600,673	

\*\*\* indemnity in lieu of notice

\*\* including the compensation provided for in the 2023-2025 LTI plan

The breakdown of "Fixed compensation" is set out below:

Name and Surname	Position	Period in office	End of term of office	Fixed remuneration	of which						
					SHAREHOLDERS' MEETING AMOUNT	ATTENDANCE FEES	EXPENSE REIMBURSEMENT	COMPENSATION FOR STATUTORY POSITIONS OR SERVICES	EMPLOYMENT		
<b>Casini Andrea</b>	Chair	2025	31/12/2026								
Remuneration in company preparing the financial statements				116,989	19,076	4,000		93,913			
<b>Total</b>				116,989	19,076	4,000		93,913			
<b>Molla Pierluigi</b>	Chair from 6/5/2025 to 15/09/2025 / Director	2025	31/12/2026								
Remuneration in company preparing the financial statements				203,518	65,000	17,200	6,000	115,318			
Remuneration from subsidiaries and associates				3,117	1,917	1,200					
<b>Total</b>				206,635	66,917	18,400	6,000	115,318			
<b>Venosta Francesco</b>	Chair from 1/1/2025 to 05/05/2025 / Director	2025	15/09/2025								
Remuneration in company preparing the financial statements				159,508	45,924	13,200		100,384			
Remuneration from subsidiaries and associates				13,025	10,625	2,400					
<b>Total</b>				172,533	56,549	15,600		100,384			
<b>Elvio Sonnino</b>	Managing Director	2025	31/12/2026								
Remuneration in company preparing the financial statements**				243,185	19,076	4,000		220,109			
<b>Total</b>				243,185	19,076	4,000		220,109			
** Remuneration not received as it was repaid to the company of origin											
<b>Pedranzini Mario Alberto</b>	Managing Director	2025	15/09/2025								
Remuneration in company preparing the financial statements				159,935	45,924	13,200		100,811			
Remuneration from subsidiaries and associates **				130,884	127,284	3,600					
<b>Total</b>				290,819	173,208	16,800		100,811			
** amount of Euro 16,345 repaid to Banca Popolare di Sondrio											
<b>Recchi Giuseppe</b>	Deputy Chair since 15/09/2025	2025	31/12/2026								
Remuneration in company preparing the financial statements				110,748	65,000	14,400	2,000	29,348			
<b>Total</b>				110,748	65,000	14,400	2,000	29,348			
<b>Stoppani Lino</b>	Deputy Chair from 1/1/2025 to 15/09/2025	2025	15/09/2025								
Remuneration in company preparing the financial statements				134,026	45,924	13,200	4,250	70,652			
Remuneration from subsidiaries and associates				19,880	15,480	4,400					
<b>Total</b>				153,906	61,404	17,600	4,250	70,652			
<b>Cordone Nicola</b>	Chief	2025	30/04/2025								
Remuneration in company preparing the financial statements				28,667	21,667	5,400	1,600				
<b>Total</b>				28,667	21,667	5,400	1,600				
<b>Credaro Loretta</b>	Chief	2025	15/09/2025								
Remuneration in company preparing the financial statements				63,423	45,924	12,600	1,300	3,599			
Remuneration from subsidiaries and associates				1,531	1,211	320					

Total					-	45,924	12,600	1,300	3,599	-
<b>Doro Anna</b>	Chief	2025	30/04/2025		27,317	21,667	5,400	250		
Total					27,317	21,667	5,400	250		
<b>Falck Federico</b>	Chief	2025	30/04/2025		31,650	21,667	5,400	1,250	3,333	
Total					31,650	21,667	5,400	1,250	3,333	
<b>Giay Roberto</b>	Chief	2025	31/12/2027		83,800	65,000	16,000	2,800		
Total **					83,800	65,000	16,000	2,800		
** Remuneration not received as it was repaid to the company of origin										
<b>Malaguti Maria Chiara</b>	Chief	2025	31/12/2026		83,609	65,000	15,400	3,209		
Total					83,609	65,000	15,400	3,209		
<b>Neervoort Severine Melissa Harmine</b>	Chief	2025	31/12/2026		81,131	65,000	16,000	131		
Total					81,131	65,000	16,000	131		
<b>Rossi Serenella</b>	Chief	2025	30/04/2025		27,067	21,667	5,400			
Total					27,067	21,667	5,400			
<b>Stefini Silvia</b>	Chief	2025	31/12/2025		84,220	65,000	17,200	2,020		
Total					84,220	65,000	17,200	2,020		
<b>Ermetes Maria Letizia</b>	Chief	2025	15/09/2025		32,857	24,257	7,800	800		
Total					32,857	24,257	7,800	800		
<b>Montaudo Christian</b>	Chief	2025	01/09/2025		29,234	21,784	7,200	250		
Total					29,234	21,784	7,200	250		
<b>Providenti Salvatore</b>	Chief	2025	15/09/2025		33,257	24,257	7,800	1,200		
Total					33,257	24,257	7,800	1,200		
<b>Riva Franco Giuseppe</b>	Chief	2025	15/09/2025		32,557	24,257	7,800	500		
Total					32,557	24,257	7,800	500		
<b>Beni Gabriele</b>	Chief	2025	31/12/2025		23,974	19,076	4,000	898		
Total					23,974	19,076	4,000	898		
<b>Cincotti Cristiano</b>	Chief	2025	31/12/2025		23,076	19,076	4,000			
Total					23,076	19,076	4,000			
<b>Conforti Elena</b>	Chief	2025	31/12/2027		23,199	19,076	4,000	123		
Total **					23,199	19,076	4,000	123		
** Remuneration not received as it was repaid to the company of origin										
<b>Kuhn Stefano Vittorio</b>	Chief	2025	31/12/2027		23,076	19,076	4,000			
Total **					23,076	19,076	4,000			
** Remuneration not received as it was repaid to the company of origin										
<b>Marcucci Simone</b>	Chief	2025	31/12/2025		22,076	19,076	3,000			
Total **					22,076	19,076	3,000			
** Remuneration not received as it was repaid to the company of origin										
<b>Annamaria Massimetti</b>	Chief	2025	31/12/2025		23,865	19,076	4,000	789		
Total					23,865	19,076	4,000	789		
<b>Ruzzu Alessandra</b>	Chief	2025	31/12/2027		23,333	19,076	4,000	257		
Total					23,333	19,076	4,000	257		
<b>Zambelli Rossana</b>	Chief	2025	15/09/2025							
Remuneration in company preparing the financial statements					64,324	45,924	13,200	5,200		
Remuneration from subsidiaries and associates					17,633	13,233	4,400			
Total					81,957	59,157	17,600	5,200		

Name and Surname	Position	Period in office	End of term of office	Fixed remuneration	of which				
					SHAREHOLDERS' MEETING AMOUNT	ATTENDANCE FEES	EXPENSE REIMBURSEMENT	COMPENSATION FOR STATUTORY POSITIONS OR SERVICES	EMPLOYMENT
<b>Vago Carlo Maria</b>	Chair of BoSA	2025	31/12/2026	134,900	100,000	27,650	7,250		
Total				134,900	100,000	27,650	7,250		
<b>Vitali Laura</b>	Standing Auditor	2025	31/12/2026						
Remuneration in company preparing the financial statements				93,550	67,500	26,050			
Remuneration from subsidiaries and associates				55,200	40,000	15,200			
Total				148,750	107,500	41,250			
<b>De Buglio Massimo</b>	Standing Auditor	2025	31/12/2026	93,600	67,500	26,100			
Total				93,600	67,500	26,100			
<b>Vido Paolo</b>	Alternate Auditor	2025							
Remuneration in company preparing the financial statements									
Remuneration from subsidiaries and associates				32,353	22,353	10,000			
Total				32,353	22,353	10,000			

Name and Surname	Position	Period in office	End of term of office	Fixed remuneration	of which				
					SHAREHOLDERS' MEETING AMOUNT	ATTENDANCE FEES	EXPENSES REIMBURSEMENTS	COMPENSATION FOR STATUTORY POSITIONS OR SERVICES	EMPLOYMENT
<b>Pedranzini Mario Alberto</b>	General Manager	2025	15/09/2025	687,787					687,787
<b>Erba Mario</b>	Acting Deputy General Manager	2025		207,514					207,514
<b>Gusmeroli Milo</b>	Deputy General Manager	2025		204,930					204,930
<b>Poletti Cesare</b>	Deputy General Manager	2025		188,945					188,945
<b>Managers with Strategic Responsibilities</b>	3	2025							
Remuneration in company preparing the financial statements				310,451					310,451
Remuneration from subsidiaries and associates				380,084	15,000	5,200			359,884
Total				690,535					670,335

**Table 2: Stock options allocated to members of the Board of Directors, General Managers and other Executives with strategic responsibilities**

There are no stock option schemes in place.

**Table 3: Incentive plans for members of the Board of Directors, General Managers and other Executives with strategic responsibilities**

**Table 3A: Incentive plans based on financial instruments, other than stock options, for members of the Board of Directors, General Managers and other Executives with strategic responsibilities**

			Financial instruments awarded in previous years not vested during the year		Financial instruments awarded in the year					Financial instruments vested during the year and not allocated	Financial instruments vested during the year and attributable		Financial instruments for the year
A	B	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Name and Surname	Position	Business Plan	No. and type of financial instruments	Vesting period	No. and type of financial instruments	Fair value at allocation date	Vesting period	Allocation date	Market price at time of allocation	No. and type of financial instruments	No. and type of financial instruments	Value at vesting date	Fair value
<b>Elvio Sonnino *</b>	Managing Director												
Remuneration in company preparing the financial statements		30/04/2025			6,042 Shares of Banca Popolare di Sondrio	98,771	Bonus allocated in equal annual portions over the five years following the year of allocation.	10/03/2026	16.345		6,042 Shares of Banca Popolare di Sondrio	n.a.	98,771
** Remuneration not received as it was repaid to the company of origin													
<b>Erba Mario</b>	Acting Deputy General Manager												
Remuneration in company preparing the financial statements		30/04/2025			2,637 Shares of Banca Popolare di Sondrio	43,109	Bonus allocated in equal annual instalments over the five years following the year of allocation.	10/03/2026	16.345		2,637 Shares of Banca Popolare di Sondrio	n.a.	43,109
Remuneration in company preparing the financial statements		30/04/2025 LTI 2023 - 2025			6,185 Shares of Banca Popolare di Sondrio	101,101	Bonus allocated in equal annual instalments over the five years following the year of allocation.	10/03/2026	16.345		6,185 Shares of Banca Popolare di Sondrio	n.a.	101,101
Remuneration from subsidiaries and associates													
Remuneration in company preparing the financial statements		27/04/2024	1,473 Shares of Banca Popolare di Sondrio								368 Shares of Banca Popolare di Sondrio	n.a.	-
Remuneration from subsidiaries and associates													
Remuneration in company preparing the financial statements		29/04/2023	1,594 Shares of Banca Popolare di Sondrio	Bonus allocated in equal annual tranches over the subsequent four years							532 Shares of Banca Popolare di Sondrio	n.a.	-
Remuneration from subsidiaries and associates													
<b>Total</b>													
<b>Gusmeroli Milo</b>	Deputy General Manager												
Remuneration in company preparing the financial statements		30/04/2025			2,411 Shares of Banca Popolare di Sondrio	39,416	Bonus allocated in equal annual instalments over the five years following the year of allocation.	10/03/2026			2,411 Shares of Banca Popolare di Sondrio	n.a.	39,416
Remuneration in company preparing the financial statements		30/04/2025 LTI 2023 - 2025			6,101 Shares of Banca Popolare di Sondrio	99,736	Bonus allocated in equal annual instalments over the five years following the year of allocation.	10/03/2026			6,101 Shares of Banca Popolare di Sondrio	n.a.	99,736
Remuneration from subsidiaries and associates													
Remuneration in company preparing the financial statements		27/04/2024	9,87 Shares of Banca Popolare di Sondrio	Bonus allocated in equal annual tranches over the subsequent four years							329 Shares of Banca Popolare di Sondrio	n.a.	-
Remuneration from subsidiaries and associates													
Remuneration in company preparing the financial statements		29/04/2023	1,376 Shares of Banca Popolare di Sondrio	Bonus allocated in equal annual tranches over the subsequent four years							458 Shares of Banca Popolare di Sondrio	n.a.	-
Remuneration from subsidiaries and associates													
<b>Total</b>													
<b>Managers with Strategic Responsibilities</b>	3												
Remuneration in company preparing the financial statements		30/04/2025			4,805 Shares of Banca Popolare di Sondrio	78,539	Bonus allocated in equal annual instalments over the five years following the year of allocation.	10/03/2026			4,805 Shares of Banca Popolare di Sondrio	n.a.	78,539
Remuneration in company preparing the financial statements		30/04/2025 LTI 2023 - 2025			14,608 Shares of Banca Popolare di Sondrio	238,771	Bonus allocated in equal annual instalments over the five years following the year of allocation.	10/03/2026			14,608 Shares of Banca Popolare di Sondrio	n.a.	238,771
Remuneration in company preparing the financial statements		27/04/2024	2,067 Shares of Banca Popolare di Sondrio	Bonus allocated in equal annual tranches over the subsequent four years							689 Shares of Banca Popolare di Sondrio	n.a.	-
Remuneration from subsidiaries and associates													
Remuneration in company preparing the financial statements		29/04/2023	3,024 Shares of Banca Popolare di Sondrio	Bonus allocated in equal annual tranches over the subsequent four years							1,007 Shares of Banca Popolare di Sondrio	n.a.	-
Remuneration from subsidiaries and associates													
<b>Total</b>													

Table 3B: Monetary incentive plans for members of the Board of Directors, General Managers and other Executives with strategic responsibilities

A Name and Surname	B Position	(1) Business Plan	-2			(3)			(4) Other bonuses
			Bonus for the year		(C) Deferral period	Bonus for previous years			
			(A) Payable/Paid	(B) Deferred		(A) No longer payable	(B) Payable/Paid	(C) Still deferred	
<b>Elvio Sonnino **</b>	Managing Director								
Remuneration in company preparing the financial statements		30/04/2025	56,984	34,190					
** Remuneration not received as it was repaid to the company of origin									
<b>Erba Mario</b>	Acting Deputy General Manager								
Remuneration in company preparing the financial statements		30/04/2025	24,870	14,923					
Remuneration from subsidiaries and associates									
Remuneration in company preparing the financial statements		27/04/2024					3,458	13,831	
Remuneration from subsidiaries and associates									
Remuneration in company preparing the financial statements		29/04/2023					2,915	8,744	
Remuneration from subsidiaries and associates									
<b>Total</b>			<b>24,870</b>	<b>14,923</b>	<b>-</b>	<b>-</b>	<b>6,373</b>	<b>22,575</b>	
<b>Gusmeroli Milo</b>	Deputy General Manager								
Remuneration in company preparing the financial statements		30/04/2025	22,740	13,644					
Remuneration from subsidiaries and associates									
Remuneration in company preparing the financial statements		27/04/2024					3,088	12,351	
Remuneration from subsidiaries and associates									
Remuneration in company preparing the financial statements		29/04/2023					2,513	7,540	
Remuneration from subsidiaries and associates									
<b>Total</b>			<b>22,740</b>	<b>13,644</b>	<b>-</b>	<b>-</b>	<b>5,601</b>	<b>19,891</b>	
<b>Poletti Cesare</b>	Deputy General Manager								
Remuneration in company preparing the financial statements		30/04/2025	49,500						
Remuneration from subsidiaries and associates									
<b>Total</b>			<b>49,500</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Managers with Strategic Responsibilities</b>	3								
Remuneration in company preparing the financial statements		30/04/2025	84,968	26,045					
Remuneration from subsidiaries and associates									
Remuneration in company preparing the financial statements		27/04/2024					6,462	25,759	
Remuneration from subsidiaries and associates									
Remuneration in company preparing the financial statements		29/04/2023					5,524	22,095	
Remuneration from subsidiaries and associates									
<b>Total</b>			<b>84,968</b>	<b>26,045</b>	<b>-</b>	<b>-</b>	<b>11,986</b>	<b>47,854</b>	

**PART III INFORMATION ON THE SHAREHOLDINGS OF MEMBERS OF THE BOARDS OF DIRECTORS AND STATUTORY AUDITORS, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES.**

**SCHEDULE No.7-ter:** Schedule relating to information on shareholdings of members of the Boards of Directors and Statutory Auditors, general managers and other executives with strategic responsibilities.

**Table 1: Shareholdings of members of the Boards of Directors and Statutory Auditors and general managers (Direct and indirect shareholdings).**

Name	Role	Investee company	NUMBER OF SHARES HELD AS AT 31/12/24 or on the date of appointment	NUMBER OF SHARES ALLOCATED, SUBSCRIBED TO OR PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AS AT 31/12/2025
CASINI ANDREA (4)	Chair	Banca Popolare di Sondrio	0	0	0	0
RECCHI GIUSEPPE (6)	Deputy Chair	Banca Popolare di Sondrio	0	0	0	0
STOPPANI LINO ENRICO (3)	Deputy Chair	Banca Popolare di Sondrio	220,000	0	0	220,000
SONNINO ELVIO (4)	Managing Director	Banca Popolare di Sondrio	0	0	0	0
PEDRANZINI MARIO ALBERTO (3)	Managing Director	Banca Popolare di Sondrio	141658	16712	80000	78370
BENI GABRIELE (4)	Director	Banca Popolare di Sondrio	0	0	0	0
CINCOTTI CRISTIANO (4)	Director	Banca Popolare di Sondrio	0	0	0	0
CONFORTI ELENA (4)	Director	Banca Popolare di Sondrio	0	0	0	0
CORDONE NICOLA (1)	Director	Banca Popolare di Sondrio	0	0	0	0
CREDARO LORETTA (3)	Director	Banca Popolare di Sondrio	10,880	0	10869	11
DORO ANNA (1)	Director	Banca Popolare di Sondrio	0	0	0	0
ERMETES MARIA LETIZIA (2)	Director	Banca Popolare di Sondrio	0	0	0	0
FALCK FEDERICO (1)	Director	Banca Popolare di Sondrio	10000	0	0	10,000
GIAY ROBERTO	Director	Banca Popolare di Sondrio	0	0	0	0
KUHN STEFANO VITTORIO (4)	Director	Banca Popolare di Sondrio	0	0	0	0
MALAGUTI MARIA CHIARA	Director	Banca Popolare di Sondrio	0	0	0	0
MARCUCCI SIMONE (4)	Director	Banca Popolare di Sondrio	0	0	0	0
MASSIMETTI ANNAMARIA (4)	Director	Banca Popolare di Sondrio	0	0	0	0
MOLLA PIERLUIGI (7)	Director	Banca Popolare di Sondrio	15625	0	15625	0
MONTAUDO CHRISTIAN (5)	Director	Banca Popolare di Sondrio	0	0	0	0
NEERVOORT SEVERINE MELISSA HARMINE	Director	Banca Popolare di Sondrio	0	0	0	0
PROVIDENTI SALVATORE (2)	Director	Banca Popolare di Sondrio	0	0	0	0
RIVA FRANCO GIUSEPPE (2)	Director	Banca Popolare di Sondrio	0	0	0	0
ROSSI SERENELLA (1)	Director	Banca Popolare di Sondrio	1000	0	0	1000
RUZZU ALESSANDRA (4)	Director	Banca Popolare di Sondrio	0	0	0	0
STEFINI SILVIA	Director	Banca Popolare di Sondrio	0	0	0	0
VENOSTA FRANCESCO (3) (8)	Director	Banca Popolare di Sondrio	164743	0	164743	0
ZAMBELLI ROSSANA (3)	Director	Banca Popolare di Sondrio	16500	0	16500	0
VAGO CARLO MARIA	Chair of BoSA	Banca Popolare di Sondrio	0	0	0	0
DE BUGLIO MASSIMO	Standing Auditor	Banca Popolare di Sondrio	1500	0	1500	0
VITALI LAURA	Standing Auditor	Banca Popolare di Sondrio	0	0	0	0
PEDRANZINI MARIO ALBERTO (3)	General Manager	Banca Popolare di Sondrio	141,658	16712	80000	78,370

(1) in office until 30/04/2025

(2) in office from 30/04/2025 to 15/09/2025

(3) in office until 15/09/2025

(4) in office since 15/09/2025

(5) in office from 30/04/2025 to 01/09/2025

(6) Director until 15/09/2025

(7) Chair from 06/05/2025 to 15/09/2025

(8) Chair until 30/04/2025

**Table 2: shareholdings of other Executives with strategic responsibilities (Direct and indirect shareholdings)**

Number of Executives	Investee company	NUMBER OF SHARES HELD AT 31/12/2024	NUMBER OF SHARES ALLOCATED, SUBSCRIBED TO OR PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT 31/12/2025
6	Banca Popolare di Sondrio	99,588	11,447	68624	42,411

## ANNEX – QUALITATIVE AND QUANTITATIVE INFORMATION PURSUANT TO ART. 450 of the CRR – EBA

### INTRODUCTION

This annex has been drawn up in accordance with the current provisions of the Bank of Italy on remuneration policies and practices – Circular No. 285/2013, 37th update – which, amongst other things, establish disclosure requirements regarding remuneration policies and practices for staff whose professional activities have a significant impact on the bank's risk profile, to be met through publication on the company's website. The same information must be provided to the Shareholders' Meeting each year.

The accompanying information required under Article 450, paragraph 1, letters a), b), c), d), e), f), j) and k) and paragraph 2 of the CRR is set out below.

### REMA table

**a) Information relating to the bodies that oversee remuneration. Disclosures include:**

- **name, composition and mandate of the main body (management body or remuneration committee as applicable) overseeing the remuneration policy and the number of meetings held by that main body during the financial year;**
- **external consultants whose advice has been sought, the body by which they were commissioned, and in which areas of the remuneration framework;**
- **a description of the scope of the institution's remuneration policy (e.g. by regions, business lines), including the extent to which it is applicable to subsidiaries and branches located in third countries;**
- **a description of the staff or categories of staff whose professional activities have a material impact on institutions' risk profile.**

The Board of Directors appoints the Remuneration Committee from among its own members. During 2025, this body met ten times and, in the course of its work, performed advisory and consultative functions for the Board of Directors and oversaw the correct application of the rules governing the remuneration of those responsible for internal control functions.

During the 2025 financial year, the Remuneration Committee carried out the following main activities:

- reported on its activities to the Board of Directors and the Shareholders' Meeting via the report approved by the Board at its meeting on 7 March 2025;

- having carried out, with the assistance of the relevant corporate functions, an in-depth analysis of the remuneration policies of the Banca Popolare di Sondrio Banking Group, aimed at introducing improvements to ensure full compliance with the evolving regulatory framework, and with the expectations of the supervisory authorities and shareholders, it played a proactive role in the Board of Directors' adoption of both the Report on the remuneration policy and compensation paid, as required by Article 123-ter of Legislative Decree 58/98, Consolidated Law on Finance, which was subsequently approved by the Shareholders' Meeting, and of the 2025 Compensation Plan and the 2025–2027 LTI Plan based on financial instruments, which were also subsequently approved by the Shareholders' Meeting;
- acted in an advisory capacity to the Board of Directors regarding the formulation of the proposal to the Shareholders' Meeting concerning the annual compensation of the Board of Directors itself;
- examined and reviewed the analysis prepared by the relevant corporate functions regarding the gender neutrality of the Remuneration policies and verified the gender pay gap and its evolution over time. This analysis was then submitted to the Board of Directors;
- following the Shareholders' Meeting's approval of the Remuneration policies, the Remuneration Committee formulated proposals regarding the remuneration of directors holding specific positions;
- proposed to the Board of Directors the criteria and parameters for the allocation of variable remuneration to Material Risk Takers;
- submitted proposals to the Board of Directors regarding adjustments to the fixed compensation of certain MRTs, executives and key personnel in control functions, in line with the provisions of the Remuneration policies for the year 2025;
- submitted proposals to the Board of Directors regarding the remuneration of Material Risk Takers, key personnel in control functions and those reporting directly to the Board of Directors and the Board of Statutory Auditors, and assessed the achievement of the objectives to which the payment of the variable portion of remuneration is linked;
- submitted to the Board of Directors a proposal regarding the compensation of the Director responsible for anti-money laundering at corporate level and at BPS Group level;
- provided support and preparatory services to the Board of Directors regarding the remedial measures required following the OSI inspection – Finding No. 1, in particular

- by proposing to the Board that the firm Mercer Advisors be appointed to verify the compliance of the existing remuneration policies with the requirements of the ECB's On-site Inspections on Credit Risk;
- provided advisory and support services to the Board of Directors regarding restrictions on trading in Banca Popolare di Sondrio spa shares in conjunction with the public tender and exchange offer launched by Bper Banca spa on all BPS shares.

In the course of carrying out its duties, the Remuneration Committee did not identify any irregularities in the application of the Remuneration policies.

The Committee is made up of three (3) non-executive directors, the majority of whom meet the independence requirements envisaged by the Articles of Association and in primary and secondary legislation, as well as in self-regulatory standards. Committee members must have, individually and collectively, adequate knowledge, skills and competence regarding remuneration policies and practices and risk management and control activities, in particular with regard to the mechanism for aligning the remuneration structure with risk, capital and liquidity profiles. At least one member of the Committee must also have adequate knowledge of and experience in finance, to be assessed by the Board of Directors at the time of appointment.

The Chair and the members of the Committee are appointed and removed by the Board of Directors.

The main functions performed by the Committee are as follows:

- a) submit a proposal to the Board of Directors regarding the compensation to be paid to the Board itself and to the Board of Statutory Auditors, to be submitted for approval by the Shareholders' Meeting, in accordance with the Group Remuneration Policies;
- b) submit a proposal to the Board of Directors in relation to the remuneration to be paid to Directors holding particular positions, taking into account the provisions of the remuneration policy, including with regard to the variable component, in accordance with the Group's remuneration policies;
- c) submit a proposal to the Board of Directors in relation to the remuneration to be paid to the members of General Management, as identified pursuant to the Company's Articles of Association, to the heads of the main business lines and corporate functions, as well as to those who report directly to the bodies responsible for strategic supervision, management and control in accordance with the Group's remuneration policies;

- d) submit a proposal to the Board of Directors in relation to the remuneration to be paid to the managers and senior personnel of the company's control functions, as well as to the Manager Responsible for preparing the Company's financial reports, in accordance with the Group's remuneration policies;
- e) expressing an opinion to the Board of Directors in relation to the remuneration to be paid to the "Material Risk Takers" identified pursuant to the relevant provisions in force and on the basis of the internal regulations in effect, if the determination of the relative remuneration falls within the remit of the Board of Directors and has not been delegated by the latter to other Top Management bodies of the Bank;
- f) express an opinion to the Board of Directors, also making use of the information received from the competent corporate functions of the Bank and/or the Parent Company, regarding the outcome of the process to identify "Material Risk Takers", including any exclusions in accordance with the legislation in force at the time;
- g) provide an opinion to the Board of Directors, for the purpose of approving any documents implementing the remuneration and incentive systems submitted for the approval of the Board of Directors;
- h) assist the Board of Directors in reviewing and approving, within the scope of its remit, the Remuneration Policies drawn up by the Parent Company, to be submitted for subsequent approval by the Shareholders' Meeting;
- i) express an opinion, also using the information received from the competent corporate functions, on the adequacy, overall consistency and actual application of the remuneration and incentive policies approved by the Shareholders' Meeting;
- j) directly supervise, in close cooperation with the Board of Statutory Auditors, the compliance of the remuneration policy relating to the heads of the company's control functions with the applicable regulatory provisions, as well as on its correct application;
- k) prepare documentation on remuneration policies and practices to be submitted to the Board of Directors for decision;
- l) ensure the involvement of the relevant corporate functions in the process of drawing up and monitoring remuneration policies and practices;
- m) ensure that the remuneration system set out in the BPER Group's remuneration and incentive policies takes sustainability issues into account, including those relating to the gender pay gap.

For the Committee's meetings to be valid, a majority of the current members must be present. In the performance of its duties, the Committee makes decisions by a majority of the members present at the meeting. In the event of a tie, the Chair has the casting vote.

Minutes of the meetings are drafted and the resolutions adopted; these are entered in the relevant register and must be signed by the Chair and the Secretary.

In carrying out its activities, the Committee has engaged external consultants to conduct analyses and assessments of the Remuneration policies.

The 2025 remuneration policies have been applied to all personnel of Banca Popolare di Sondrio and its subsidiaries (Banca Popolare di Sondrio (SUISSE) SA, Factorit Spa and Banca della Nuova Terra Spa).

Particular attention is paid to identifying and/or excluding Material Risk Takers, namely individuals whose professional activities have a significant impact on the Group's risk profile. This activity is carried out by the individual companies comprising the Group and, consequently, by the Parent Company BPS, with specific reference to supervisory provisions and Delegated Regulation (EU) No. 923/2021 of 25 March 2021.

For the year 2025, in implementation of the provisions set out in Delegated Regulation (EU) No. 923/2021 of 25 March 2021, the following individuals were identified as Material Risk Takers in relation to the Group's risk profile:

- Directors of Banca Popolare di Sondrio, Factorit Spa, Banca della Nuova Terra Spa and Banca Popolare di Sondrio (SUISSE) SA;
- Managing Director and General Manager of Banca Popolare di Sondrio;
- Deputy General Managers of Banca Popolare di Sondrio, Heads of governance areas and executives with equivalent signing powers;
- General Management of Banca Popolare di Sondrio (SUISSE) SA;
- General Manager of Factorit Spa;
- Deputy General Manager of Factorit Spa;
- Head of the Logistics and Operations Support Service at Banca Popolare di Sondrio;
- Managing Director and Executive of Banca della Nuova Terra Spa;
- Head of the Network Division at Banca Popolare di Sondrio;

- Head of the Lending Service at Banca Popolare di Sondrio;
- Head of the Corporate Finance Service at Banca Popolare di Sondrio;
- Head of the Accounting and Markets Division at Banca Popolare di Sondrio (SUISSE) SA;
- Head of the Finance Service at Banca Popolare di Sondrio;
- Head of the Retail and Products Sales Service at Banca Popolare di Sondrio;
- Head of the Bancassurance Service at Banca Popolare di Sondrio;
- Head of the PopsoFarma Service at Banca Popolare di Sondrio;
- Head of the Planning, Investor Relations and Management Control Service at Banca Popolare di Sondrio;
- Head of the Capital & Liquidity Management Service at Banca Popolare di Sondrio;
- Head of the Monaco branch of Banca Popolare di Sondrio (SUISSE) SA;
- Head of the Legal and Regulatory Affairs Office at Banca Popolare di Sondrio;
- Head of the Legal, Debt Recovery and Litigation Service at Factorit Spa;
- Head of the Commercial Division at Banca Popolare di Sondrio and Director of Banca della Nuova Terra;
- CRO of the Parent Company and Banca della Nuova Terra;
- Head of the Risk Control Service at Banca Popolare di Sondrio;
- Head of Risk Control Office at Banca Popolare di Sondrio (SUISSE) SA;
- Head of the Human Resources and Organisational Models Service at Banca Popolare di Sondrio;
- Manager responsible for the preparation of financial and corporate documents at Banca Popolare di Sondrio;
- Head of the Internal Audit Service of the Parent Company, Banca della Nuova Terra and Factorit;
- Head of the Internal Audit Office at Banca Popolare di Sondrio (SUISSE) SA;

- Head of Compliance and DPO, Anti-Money Laundering Office of Banca Popolare di Sondrio and of the Compliance and Anti-Money Laundering Functions of Banca della Nuova Terra;
- Head of the Anti-Money Laundering Function of Factorit;
- Head of the Legal and Compliance Office at Banca Popolare di Sondrio (SUISSE) SA.

**b) Information relating to the design and structure of the remuneration system for Material Risk Takers. Disclosures include:**

- **an overview of the key features and objectives of remuneration policy, and information about the decision-making process used for determining the remuneration policy and the role of the relevant stakeholders;**
- **information on the criteria used for performance measurement and ex ante and ex post risk adjustment;**
- **whether the management body or the remuneration committee where established reviewed the institution's remuneration policy during the past year, and if so, an overview of any changes that were made, the reasons for those changes and their impact on remuneration;**
- **information of how the institution ensures that staff in internal control functions are remunerated independently of the businesses they oversee;**
- **policies and criteria applied for the award of guaranteed variable remuneration and severance payments.**

The BPS Group's remuneration policies have evolved to reflect and support the Group's development. It is therefore essential to motivate personnel, helping to unlock the potential inherent in each individual and supporting their growth in terms of skills and roles. Whilst taking due account of general market trends and with the aim of attracting, retaining and motivating the best human resources possessing the professional skills necessary to ensure the positive development of the BPS Group companies, the bank has adhered to certain fundamental principles: a focus on the medium- and long-term sustainability of Remuneration policies, overall balance, meritocracy, gradualism and a commitment to establishing long-lasting relationships.

The key features of the remuneration and incentive scheme applied to the various categories of personnel in 2025 are summarised below.

In line with our institution's established prudent management approach, no incentive-based remuneration linked to financial instruments or company performance is provided

for Directors – with the exception of the Managing Director – or for members of the Board of Statutory Auditors.

For other Material Risk Takers, the remuneration structure comprises a fixed component and a variable component, organised as described in the following points. Variable remuneration for the 2025 financial year is capped at a maximum of 100% of the fixed remuneration received by Top Management, and 50% for other staff.

The 2025 remuneration and incentive scheme is based on the principle that the variable components of remuneration must be compatible with the capital and liquidity levels required by regulation and must be sustainable in relation to the financial situation, without limiting the ability to maintain or achieve a level of capitalisation appropriate to the risks assumed.

Various governing bodies and corporate functions were involved in the process of determining the 2025 Remuneration Policies.

The Managing Director ensures the preparation of the Policies. The Secretariat and General Affairs Service coordinates various corporate functions that contribute to the process of determining Remuneration policies. These corporate functions are:

- Human Resources and Organisational Models Service;
- Organisational units within the CFO area, including the Planning, Investor Relations and Management Control Service;
- Internal Audit Service;
- Organisational units within the CRO division, including the Risk Control Service;
- Legal and Regulatory Affairs Service;
- Compliance Officer Service.

The document thus prepared was submitted to the Remuneration Committee for review. The annual report on the remuneration policy and compensation paid, once approved by the Board of Directors, was submitted to the Shareholders' Meeting for approval. The Remuneration Policy of the Banca Popolare di Sondrio Banking Group has been adopted by the Subsidiary Companies.

Annual performance is measured on the basis of quantitative targets at corporate level, Group ESG targets and qualitative, organisational and functional targets.

For all Material Risk Takers, the quantitative assessment takes into account:

- a risk-adjusted profitability indicator at corporate level, the Return on Risk-Adjusted Capital (RORAC), determined in line with the development plan;
- an operational efficiency indicator, the Cost-Income Ratio;
- a 'top-line' performance indicator through the measurement of core profitability;
- two indicators measuring credit risk and asset quality: the Texas Ratio and the Gross NPL Ratio.

For the Head of the NPE Unit, metrics relating to the Group's NPE Plan were also taken into account.

The qualitative component of variable remuneration is linked to indicators highlighting the Group's ESG results and the quality of individual performance.

The indicators used to verify the achievement of ESG objectives reflect the cross-cutting nature of sustainability issues within the Group's operations. The short-term objectives are as follows

- ESG Rating: improvement of the Standard Ethics EE corporate rating;
- ESG Products and Services: expansion of the range of ESG products (next) in accordance with the Business Plan;
- ESG loans: counterparty assessment: completion of ESG due diligence on corporate counterparties; expansion of the scope covered by the C&E Score assessment.
- ESG Finance: Increase in the 'ESG percentage' of the bond component of the proprietary portfolio;
- International initiatives: development of a set of targets to be shared with the Net-Zero Banking Alliance (NZBA) by June 2025 for the definition of decarbonisation objectives;
- ESG governance: Completion and approval of the D&I operational plan by December 2025.

The qualitative objectives used as a reference are:

- managerial capability and strategic vision;
- continuity in the role held;
- professional and business ethics;

- ability to interpret and implement corporate policies and values;
- execution of key processes for the Group's long-term development, in particular those relating to the implementation of the development initiatives set out in the Business Plan;
- risk management and the findings of the Corporate Control Functions.

Specific process objectives were also assessed for the Managing Director.

The parameters for the allocation of variable remuneration linked to the above objectives are established annually by the Board of Directors, upon proposal by the Remuneration Committee. The amount of variable remuneration to be paid to individuals is determined following verification of the full or partial achievement of the stated objectives, based on the established parameters.

For Top Management, in addition to the short-term variable remuneration schemes described above, a long-term incentive scheme covering the period 2023–2025 has been introduced.

The payment of long-term variable remuneration is linked to the performance recorded in the year marking the completion of the plan period.

In particular:

- for performance levels below 70%, no bonus would be paid;
- upon achievement of 100% of the target, a bonus equal to 15% of fixed remuneration for Top Management would be awarded;
- in the event of over performance, the bonus payable would increase for all relevant individuals up to 50% of fixed remuneration, corresponding to performance equal to or above 120% of the target.

The remuneration policy is subject to annual review. The remuneration policies for 2025, drawn up by the Board of Directors with the support of the Remuneration Committee and approved by the shareholders' meeting on 30 April 2025, in line with the strategy already in place, introduced further innovations aimed at refining the performance measurement and incentive system. The main developments concerned the refinement of the metrics for assessing objectives, the expansion of risk adjustments to ensure increasingly prudent and responsible behaviour, and a greater focus on environmental, social and governance (ESG) issues.

For Heads of the Control Functions, the fixed remuneration, which constitutes the main component, has the same structure as that outlined above for Material Risk Takers, whilst variable remuneration, which may not exceed one-third of the fixed remuneration, is measured exclusively on the basis of the individual and functional qualitative objectives indicated above.

The policies and criteria relating to compensation granted in anticipation of or upon termination of employment are detailed in paragraph 8.5 of the 2025 Remuneration Report.

**c) Description of the ways in which current and future risks are taken into account in the remuneration processes. Disclosures include an overview of the key risks, their measurement and how these measures affect remuneration.**

The 2025 remuneration and incentive scheme is based on the principle that the variable components of remuneration must be compatible with the capital and liquidity levels required by regulation and must be sustainable in relation to the financial situation, without limiting the ability to maintain or achieve a level of capitalisation appropriate to the risks assumed.

To this end, the payment of variable remuneration is subject to compliance with certain prudential criteria, in particular the Group's capital adequacy and liquidity. In practice, the activation of the short-term incentive scheme is subject to compliance with two entry gates defined in line with the 'Maximum risk-taking capacity/Regulatory minimum' levels of the Group's RAF.

In particular, reference is made to:

- sustainability indicators: Common Equity Tier 1 (CET1);
- Liquidity indicators (LCR).

The Board of Directors has also defined specific risk-adjusted factors linked to the RAF which, if triggered, reduce the expected variable remuneration down to zero.

**d) The ratios between fixed and variable remuneration set in accordance with point (g) of Article 94(1) CRD.**

In 2025, the proportion of variable remuneration compared with fixed remuneration was maintained at 100% for Top Management and at 50% for the rest of the staff. An exception

is made for Heads of control functions, for whom variable remuneration may not exceed one third of their fixed remuneration.

Within the BPS Group, for members of General Management of Banca Popolare di Sondrio (SUISSE) SA only, this limit is set at 50%.

**e) Description of the ways in which the institution seeks to link performance during a performance measurement period with levels of remuneration.**

**Disclosures include:**

- **an overview of main performance criteria and metrics for institution, business lines and individuals;**
- **an overview of how amounts of individual variable remuneration are linked to institution-wide and individual performance;**
- **information on the criteria used to determine the balance between different types of instruments awarded including shares, equivalent ownership interest, options and other instruments;**
- **information of the measures the institution will implement to adjust variable remuneration in the event that performance metrics are weak, including the institution's criteria for determining "weak" performance metrics.**

In line with the bank's prudent management approach, remuneration for Directors, with the exception of the Managing Director, and for members of the Board of Statutory Auditors consists exclusively of a fixed component.

The remuneration structure for other Material Risk Takers comprises a fixed component and a variable component. The fixed component, which is the predominant portion, remunerates the skills and responsibilities associated with the role held, prioritising professional abilities and experience, as well as the commitment shown. The variable component represents the portion of remuneration linked to performance, both corporate and individual, and is intended to reward significant and qualifying professional performance in achieving sustainable corporate results.

Entry gates have been defined, the fulfilment of which is a prerequisite for the payment of variable remuneration. This is explained in the preceding points.

In 2025, the proportion of variable remuneration compared with fixed remuneration was maintained at 100% for Top Management and at 50% for the rest of the staff. Variable remuneration consists of a portion linked to the achievement of quantitative

corporate targets, a portion linked to the achievement of the Group's qualitative ESG targets, and a portion linked to the achievement of individual qualitative targets. The quantitative targets capture both 'top-line' results, i.e. core profitability, and operational efficiency, via the cost-income ratio, as well as 'bottom-line' results, using RORAC and two indicators measuring credit risk and asset quality: the Texas Ratio and the Gross NPL Ratio. The ESG objectives cut across the Group's various areas of operation, assessing the level of implementation of the Group's Operational Sustainability Plan and the management of sustainability risks. The qualitative objectives are determined on the basis of the individual's role and function, and include, amongst other things, an assessment of the level of responsibility associated with the role, managerial and resource development capabilities, compliance with and implementation of BPS Group policies and values, and the ethics demonstrated in the performance of the role.

Performance linked to the 2023–2025 LTI plan for Top Management is determined on the basis of three quantitative indicators that measure volume via assets under management, asset quality via the NPL ratio, and profitability via ROE. ESG objectives consistent with the implementation of the BPS Group's Operational Sustainability Plan are also set out.

**f) Description of the ways in which the institution seeks to adjust remuneration to take account of long-term performance. Disclosures include:**

- **n overview of the institution's policy on deferral, payout in instrument, retention periods and vesting of variable remuneration including where it is different among staff or categories of staff;**
- **information of the institution' criteria for ex-post adjustments (malus during deferral and clawback after vesting, if permitted by national law);**
- **where applicable, shareholding requirements that may be imposed on Material Risk Takers;**

Variable remuneration – where it exceeds the materiality threshold set out in the regulations, in terms of both the amount involved and its proportion of fixed remuneration – is subject to the following rules regarding deferral and payment through financial instruments, designed to ensure compliance with the company's long-term objectives:

- an up-front portion, equal to 60% of the total, is awarded by June of the following year;
- five annual portions, totalling 40% of the overall amount and each of equal value, are deferred over a five-year period starting from the year following the allocation of the upfront portion;
- The payment of 50% of the upfront portion and 55% of the deferred portion is made through the allocation of Banca Popolare di Sondrio Spa shares. These shares are subject to a one-year retention period.

In accordance with the requirements of supervisory regulations, the determination of the deferral periods took into account the small size of the variable component of remuneration and the suitability of the aforementioned periods for safeguarding the long-term interests pursued.

The variable remuneration linked to the 2023–2025 LTI plan, paid entirely in financial instruments (Banca Popolare di Sondrio Spa shares), is subject to the following deferral rules:

- an up-front portion, equal to 40% of the total, is awarded by June of the following year;
- five annual portions, totalling 60% of the overall amount and each of equal value, are deferred over a five-year period starting from the year following the allocation of the upfront portion.

The deferred portions are subject to *malus* rules that can reduce the portion to zero in the event of failure to achieve the entry gates for the financial year preceding the year of payment of each deferred portion. Provision is also made for the application of *malus* clauses to bonuses due and claw-back provisions to bonuses paid in the cases specified by the supervisory regulations. There are no discretionary pension benefits, nor agreed compensation in the event of early termination of the employment relationship.

No Material Risk Takers shall make use of personal hedging strategies or insurance policies covering remuneration or other aspects that may alter or undermine the risk alignment effects inherent in the remuneration mechanisms provided for in the current remuneration policies of the Banca Popolare di Sondrio Group.

**g) The description of the main parameters and rationale for any variable components scheme and any other non-cash benefit in accordance with point (f) of Article 450(1) CRR. Disclosures include:**

- **information on the specific performance indicators used to determine the variable components of remuneration and the criteria used to determine the balance between different types of instruments awarded, including shares, equivalent ownership interests, share-linked instruments, equivalent non cash-instruments, options and other instruments.**

The specific performance indicators are summarised in point e) of this table.

For Material Risk Takers, where variable remuneration exceeds the materiality threshold set out in the regulations, part of the same is granted in the form of financial instruments (Banca Popolare di Sondrio Spa shares).

**h) Upon demand from the relevant Member State or competent authority, the total remuneration for each member of the management body or senior management.**

See the tables in Section II – Part II of this document.

**i) Information on whether the institution benefits from a derogation laid down in Article 94(3) CRD in accordance with point (k) of Article 450(1) CRR.**

- **For the purposes of this point, institutions that benefit from such a derogation shall indicate whether this is on the basis of point (a) and/or point (b) of Article 94(3) CRD. They shall also indicate for which of the remuneration principles they apply the derogation(s), the number of staff members that benefit from the derogation(s) and their total remuneration, split into fixed and variable remuneration.**

The Bank applies the exemption provided for in Article 94, paragraph 3, letter b) of Directive No. 2013/36/EU to Material Risk Takers. In particular, the exemption provides that Material Risk Takers who receive variable remuneration not exceeding Euro 50,000 and which does not represent more than one-third of their total annual remuneration, are not subject to the provisions relating to payment in financial instruments (Article 94, paragraph 1, letter l) of Directive No. 2013/36/EU) and deferral (Article 94, paragraph 1, letter m) of Directive No. 2013/36/EU). The following table sets out the figures relating to the Bank's Material Risk Takers who receive variable remuneration and to whom the exemption applies:

FTE number	Total remuneration (€)	Fixed remuneration (€)	Variable remuneration (€)*
30	8,774,507	6,297,393	2,477,115

\*including amounts paid as indemnity in lieu of notice and non-compete agreements agreed upon termination of employment.

***j) Large institutions shall disclose the quantitative information on the remuneration of their collective management body, differentiating between executive and non-executive members in accordance with Article 450(2) CRR.***

See the tables pursuant to Article 450 of the CRR and those in Section II – Part II of this document.

## REMI Table: Remuneration awarded for the financial year

			a	b	c	d
			Management Body - Supervisory function	Management Body - Management function	Other senior management	Other MRTs
1	Fixed Remuneration	Number of MRTs	22	4	11	22
2		Total fixed remuneration	2,959,447	1,865,981	2,820,167	3,177,002
3		Of which: cash-based	2,959,447	1,865,981	2,820,167	3,177,002
4						
EU-4a		Of which: shares or equivalent ownership interests				
5		Of which: share-linked instruments or equivalent non-cash instruments				
EU-5x		Of which: other instruments				
6						
7		Of which: other forms				
8						
9	Variable remuneration	Number of MRTs		4	11	22
10		Total variable remuneration		1,150,390	1,584,303	777,980
11		Of which: cash-based		915,730	983,631	747,949
12		Of which: deferred		112,588	55,753	10,395
EU-13a		Of which: shares or equivalent ownership interests		234,661	600,673	30,030
EU-14a		Of which: deferred		99,280	331,908	12,705
EU-13b		Of which: share-linked instruments or equivalent non-cash instruments				
EU-14b		Of which: deferred				
EU-14x		Of which: other instruments				
EU-14y		Of which: deferred				
15	Of which: other forms					
16	Of which: deferred					
17	Total remuneration (2+10)		2,959,447	3,016,371	4,404,470	3,954,982

## REM2 Table: Special payments to staff whose professional activities have a material impact on institutions' risk profile

### (Material Risk Takers)

		a	b	c	d
		Management Body - Supervisory function	Management Body - Management function	Other senior management	Other identified staff
<b>Guaranteed variable remuneration awards</b>					
1	Guaranteed variable remuneration awards - Number of Material Risk Takers				
2	Guaranteed variable remuneration awards -Total amount				
3	Of which guaranteed variable remuneration awards paid during the financial year, that are not taken into account in the bonus cap				
<b>Severance payments awarded in previous periods, that have been paid out during the financial year</b>					
4	Severance payments awarded in previous periods, that have been paid out during the financial year - Number of Material Risk Takers				
5	Severance payments awarded in previous periods, that have been paid out during the financial year - Total amount				
<b>Severance payments awarded during the financial year</b>					
6	Severance payments awarded during the financial year - Number of Material Risk Takers		3		
7	Severance payments awarded during the financial year - Total amount		987,619		
8	Of which paid during the financial year		987,619		
9	Of which deferred				
10	Of which severance payments paid during the financial year, that are not taken into account in the bonus cap		987,619		
11	Of which highest payment that has been awarded to a single person		627,619		

## REM3 Table: Deferred remuneration

Deferred and retained remuneration		a	b	c	d	e	f	EU-g	EU-h
		Total amount of deferred remuneration awarded for previous performance periods	of which due to vest in the financial year	Of which vesting in subsequent financial years	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest in the financial year	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest in future performance years	Total amount of adjustment during the financial year due to ex post implicit adjustments (i.e.changes of value of deferred remuneration due to the changes of prices of instruments)	Total amount of deferred remuneration awarded before the financial year actually paid out in the financial year	Total amount of deferred remuneration awarded for previous performance period that has vested but is subject to retention periods
1	Management Body - Supervisory function								
2	Cash-based								
3	Shares or equivalent ownership interests								
4	Share-linked instruments or equivalent non-cash instruments								
5	Other instruments								
6	Other forms								
7	Management Body - Management function	280,053	89,608	190,445				89,608	49,284
8	Cash-based	126,024	40,324	85,700				40,324	
9	Shares or equivalent ownership interests	154,029	49,284	104,745				49,284	49,284
10	Share-linked instruments or equivalent non-cash instruments								
11	Other instruments								
12	Other forms								
13	Other senior management	312,302	68,224	244,078				68,224	37,523
14	Cash-based	140,536	30,701	109,835				30,701	
15	Shares or equivalent ownership interests	171,766	37,523	134,243				37,523	37,523
16	Share-linked instruments or								

	equivalent non-cash instruments								
17	Other instruments								
18	Other forms								
19	Other MRTs								
20	Cash-based								
21	Shares or equivalent ownership interests								
22	Share-linked instruments or equivalent non-cash instruments								
23	Other instruments								
24	Other forms								
25	Total amount	592,355	157,832	434,523				157,832	86,807

**REM4 Table: Remuneration of Euro 1 million or more per year**

		a
	EUR	Material Risk Takers that are high earners as set out in Article 450(i) CRR
1	1,000,000 to below 1,500,000	1

Only the Managing Director and General Manager received compensation in excess of one million euro, including the indemnity in lieu of notice of Euro 627,619.

**REM5 Table: Information on remuneration of staff whose professional activities have a material impact on institutions' risk profile (Material Risk Takers)**

		a	b	c	d	e	f	g	h	i	j
		Management body remuneration			Business areas						
		Management Body - Supervisory function	Management Body - Management function	Total Management Body	Investment banking	Retail banking	Asset management	Corporate functions	Independent control functions	All other	Total
1	Number of MRTs										59
2	Of which: members of the MB	22	4	26							
3	Of which: senior management					5		5	1		
4	Of which: other MRTs					5		10	7		
5	Total remuneration of MRTs	2,959,447	3,016,371	5,975,818	40,679	2,791,478		3,828,327	1,698,968		
6	Of which: variable remuneration		1,150,390	1,150,390	11,000	690,143		1,345,992	315,147		
7	Of which: fixed remuneration	2,959,447	1,865,981	4,825,428	29,679	2,101,335		2,482,335	1,383,820		