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Societa' : BPER BANCA

Identificativo Informazione Regolamentata : 201174

Utenza - Referente : BPERN03 - Eleonora Anselmi

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Data/Ora Ricezione : 6 Febbraio 2025 21:17:18

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Oggetto : NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato



NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

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

AGENDA

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

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

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Information relating to the share capital and shares with voting rights

The share capital of BPER Banca S.p.A. (“BPER Banca” or “BPER” or the “Company”), fully subscribed and paid in, amounts to Euro 2,121,637,109.40 and consists of 1,421,624,324 registered ordinary shares with no par value. Each share carries the right to one vote. At the date of publication of this notice, the Company holds 6,047,625 treasury shares.

Entitlement to attend and vote at the Shareholders’ Meeting

Pursuant to art. 83-*sexies* of the Consolidated Law on Finance those entitled to attend and vote at the Shareholders’ Meeting shall be persons in relation to whom BPER Banca has received the communication from the authorised intermediary certifying their right to do so, based on the related supporting evidence, by the end of the accounting day of the seventh trading day prior to the date set for the Shareholders’ Meeting (*i.e.* by 9 April 2025 - the “record date”). Credit and debit records entered on the accounts after this deadline will be disregarded for the purposes of establishing the right to attend and vote at the Shareholders’ Meeting. Accordingly, those found to have become shareholders after the above date will not be entitled to attend or vote at the Shareholders’ Meeting.

The above communications from the authorised intermediary must be received by the end of the third trading day prior to the date of the Shareholders’ Meeting (*i.e.* by 15 April 2025), without prejudice in any case to the right of those entitled to attend and vote if the communications are received after that date, as long as prior to the beginning of the Shareholders’ Meeting.

The use of remote or postal voting procedures is not envisaged.

Representation at the Meeting

Ordinary proxy

Those who are entitled to vote may be represented at the Shareholders’ Meeting in accordance with the law, by means of a proxy conferred in writing or by an electronically signed document pursuant to Legislative Decree No. 82 of 7 March 2005, in compliance with the provisions of Articles 135-*novies* and 135-*decies* of the Consolidated Law on Finance. To this purpose, it may be used the proxy form (“Ordinary proxy”) that will be made available in the section of the Company’s website (<https://group.bper.it/en>, in the section *Governance* – Shareholders – Shareholders’ Meetings – 18 April 2025) dedicated to this Shareholders’ Meeting.

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The proxy may be sent to the Company, by mail or by hand delivery, to the “Governance, Consulenza Societaria e Market Abuse” Office at Via Aristotele 195 - 41126 Modena, during working days from Monday to Friday, from 9:00 a.m. to 5:00 p.m., at least two trading days before the date of the Shareholders’ Meeting (i.e. by 16 April 2025), or it may be delivered directly to the persons appointed for this purpose during the accreditation process for admission to the Shareholders’ Meeting. Alternatively, the proxy may be sent to the Company, up to the beginning of the Shareholders’ Meeting proceedings, by e-mail to the address assembleabperbanca@pec.gruppobper.it, indicating in the subject line of the e-mail: “April 2025 Shareholders’ Meeting - notification of proxy”.

Together with the proxy, a copy of an identity document and, in the case of a legal entity, documentation proving signatory powers must be transmitted.

The representative may, in lieu of the original, deliver or send to the Company a copy of the proxy, also in electronic format, certifying, under his/her own responsibility, the conformity of the copy of the proxy to the original and the identity of the proxy giver. The representative shall keep the original of the proxy and shall keep a record of any voting instructions received for one year from the conclusion of the Shareholders’ Meeting.

In the event of prior notification of the proxy, the representative is requested to have the documentation proving the notification of the proxy available at the time of accreditation for access to the Shareholders’ Meeting.

Proxies and voting instructions may always be revoked until the beginning of the Shareholders’ Meeting, with the same modalities provided hereabove for their conferment.

Proxy to the representative appointed by the Company

The proxy may also be given to Computershare S.p.A., with registered office in Milan, Via Mascheroni 19, and offices in Turin, Via Nizza 262/73, in its capacity as representative appointed for this purpose by the Company pursuant to Art. 135-*undecies* of the Consolidated Law on Finance (the “Designated Representative” or “Computershare”), by granting in writing a specific proxy containing voting instructions.

The proxy to the Designated Representative is effective only for the proposals in relation to which voting instructions are given. The shares, in relation to which a full or partial proxy is given, are taken into account for the duly constitution of the Shareholders’ Meeting. With reference to the proposals in relation to which voting instructions are not given, the relevant shares are not taken into account

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for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.

The proxy to the Designated Representative, that shall not entail any expenses for the proxy-giver (except for any costs incurred to send the proxy), shall be granted by the end of the second market trading day prior to the date set for the Shareholders' Meeting (*i.e.* by 16 April 2025), using (i) the specific web application that may be accessed through the link indicated in the document containing the "Instructions for granting proxies to the Designated Representative" published on the Company's website <https://group.bper.it/en>, in the section *Governance* – Shareholders – Shareholders' Meetings – 18 April 2025 or (ii) the specific paper form available on the Company's website, in the same section indicated above (under "Proxy granted to the Designated Representative"). In both cases, the instructions on the aforesaid application or on the proxy form must be followed when filling out the proxies and when transmitting them (also electronically) to the Designated Representative.

Together with the proxy, a copy of an identity document and, in the case of a legal entity, documentation proving signatory powers must be transmitted.

By the same deadline (16 April 2025) and in the same manner, proxies and voting instructions may always be revoked.

Addition to the agenda and submission of new proposed resolutions on items already on the agenda

Pursuant to Article 126-bis, paragraph 1, first sentence, of the Consolidated Law on Finance, Shareholders who represent, also on a jointly basis, at least one fortieth of the share capital (2.5%), and in favour of whom the Company has received a communication, issued by an authorised intermediary pursuant to current regulations, certifying the ownership of the required shareholding, may, within ten days from the publication of the notice of call of the Shareholders' Meeting, submit a written request to add items on the agenda, indicating in the request the additional items proposed by them, and/or submit proposed resolutions on items already on the agenda. Additions to the agenda are not allowed for topics on which, by law, the Shareholders' Meeting must resolve upon proposals made by the Board of Directors, or on the basis of a project or a report prepared by the latter, other than those under Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

The requests, accompanied by information on the identity of the shareholders submitting them, by an indication of their total percentage shareholding at the date of the request, by references to the

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communications attesting their ownership of the shares and by a contact phone number (where possible), can be submitted by e-mail to the address assembleabperbanca@pec.gruppobper.it, indicating in the subject line of the e-mail: “April 2025 Shareholders’ Meeting – Additions to the agenda”.

Shareholders that ask for additions must prepare a report explaining the reasons for the motions on the new items they wish to address, or the reason for the additional motions submitted in relation to items already on the agenda. The report must be sent to the Company in the manner indicated above and by the same deadlines.

Those entitled to vote may also individually submit proposed resolution to the Shareholders’ Meeting, pursuant to Article 126-bis, paragraph 1, third sentence, of the Consolidated Law on Finance.

Right to ask questions before the Meeting

According to Article 127-ter of the Consolidated Law on Finance, those who are entitled to vote and in relation to whom the Company has received a specific communication from an authorised intermediary pursuant to applicable laws, can ask questions about the items on the agenda prior to the Shareholders’ Meeting.

For this purpose, the Company must receive the questions by the seventh trading day prior to the date of the Shareholders’ Meeting (*i.e.* by 9 April 2025), at the following e-mail address assembleabperbanca@pec.gruppobper.it, indicating in the subject line of the e-mail: “April 2025 Shareholders’ Meeting - questions/interventions on the items on the agenda”.

The entitlement to vote may be certified even after submission of the questions, but no later than by the third day after the aforementioned record date.

Questions received by the above deadlines will be answered by the Company as soon as possible and, in any case, at least two days before the Shareholders’ Meeting, by means of publication on the Company’s website <https://group.bper.it/en>, in the section *Governance* – Shareholders – Shareholders’ Meetings – 18 April 2025.

The Company may provide a joint answer to questions with the same content.

No answers will be given to questions raised before the Meeting, not even during the same Meeting, when the information requested is already available in a “Q&A” format in the specific section of the Company’s website, or when the answer has already been published in the manner required by law.

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Shareholders' Meeting documents

The documents for the Shareholders' Meeting, including the explanatory report and the proposed resolution on the item on the agenda, will be made available under the terms and through the means set out by regulations in force, at the Company's registered office, on the corporate website <https://group.bper.it/en>, in the section *Governance* – Shareholders – Shareholders' Meetings – 18 April 2025, as well as on the “*EmarketStorage*” storage mechanism.

Other information

To facilitate the verification of entitlement, during accreditation procedures for admission to the Shareholders' Meeting, those entitled shall be invited to show copies of documents sent to the Company.

Financial analysts and credited journalists who wish to ask to attend the Meeting are kindly invited to submit their request to the Company by e-mail to the address accreditamento.assembleabper@bper.it, indicating in the subject line of the e-mail: “Request to attend the Meeting”.

Those entitled to attend the Shareholders' Meeting are invited to arrive before the meeting convocation time, in order to facilitate the registration procedures, which will start from 8:30 a.m.

Further information on the Shareholders' Meeting can be found on BPER Banca's website <https://group.bper.it/>, in the section *Governance* – Shareholders.

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This excerpt of this notice of call will also be published in a national newspaper, pursuant to applicable laws.

Modena, 6 February 2025

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

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The notice of call is also available on “*EmarketStorage*” storage mechanism.

Contacts:

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