

<p>Informazione Regolamentata n. 0043-33-2025</p>	<p>Data/Ora Inizio Diffusione 18 Marzo 2025 19:55:58</p>	<p>Euronext Milan</p>
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Societa' : BPER BANCA

Identificativo Informazione Regolamentata : 202602

Utenza - Referente : BPERN04 - Anselmi

Tipologia : REGEM

Data/Ora Ricezione : 18 Marzo 2025 19:55:58

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Oggetto : Additions and amendments to the Excerpt of the Notice of Call

Testo del comunicato

Vedi allegato

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ADDITIONS AND AMENDMENTS TO THE EXCERPT OF THE NOTICE OF CALL

CALLING OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

With reference to the extraordinary Shareholders' Meeting of BPER Banca S.p.A. convened for 18 April 2025 at 9:30 a.m. in one call, in Modena, Via Aristotele no. 33, via a notice published - also as an excerpt- on 6 February 2025 on the Bank's website and in the authorised *EmarketStorage* system, the Board of Directors of BPER Banca S.p.A. **also resolved to convene the ordinary Shareholders' Meeting on the same date, with both the ordinary and extraordinary sessions to be therefore held:**

- (i) in Modena, Via Aristotele no. 195;
- (ii) **exclusively through the Designated Representative** (the "Designated Representative") pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 (the "Consolidated Law on Finance"), in line with regulations in force. Therefore, **direct attendance at the Shareholders' Meeting by those entitled to vote is not allowed.**

In light of the above, **the supplemented and amended wording of the excerpt of notice of call for the extraordinary and ordinary Shareholders' Meeting of 18 April 2025** is provided below.

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The extraordinary and ordinary sessions of the Shareholders' Meeting of BPER Banca S.p.A. are convened for 18 April 2025 at 9.30 a.m., in one call, at the premises of BPER Banca's "Centro Direzionale", in Via Aristotele 195, Modena, to discuss and resolve on the following

AGENDA

EXTRAORDINARY SESSION

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

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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.

ORDINARY SESSION

1. 2024 Financial Statements:
 - a) Approval of the Separate Financial Statements as at 31 December 2024; presentation of the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, as well as of the Consolidated Financial Statements as at 31 December 2024, inclusive of the 2024 consolidated sustainability report;
 - b) Allocation of profit for financial year 2024 and dividend payout
2. Remuneration:
 - a) Report on Remuneration Policy and Compensation Paid, comprising:
 - a1) remuneration policies of the BPER Banca S.p.A. Group for 2025 (binding resolution);
 - a2) compensation paid in 2024 (non-binding resolution).
 - b) 2025 MBO Incentive plan based on financial instruments pursuant to art. 114-*bis* of Legislative Decree no. 58 of 24 February 1998;
 - c) 2025-2027 Long-Term Incentive (LTI) Plan based on financial instruments pursuant to art. 114-*bis* of Legislative Decree no. 58 of 24 February 1998;
 - d) Authorisation to purchase and dispose of treasury shares to service current and future remuneration systems based on financial instruments in compliance with the Remuneration policies.

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Procedures for holding the Shareholders' Meeting

As previously mentioned, in line with regulations in force concerning the procedures for holding the Shareholders' Meeting following the amendments made - upon its conversion - to Law Decree no. 202 of 27 December 2024, attendance at the Shareholders' Meeting by those entitled to vote is only allowed, both in the extraordinary and ordinary sessions, via the Designated Representative (the

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“Designated Representative”), pursuant to art. 135-*undecies* of Legislative Decree no. 58/1998 (the “Consolidated Law on Finance”), in accordance with the instructions provided in the relevant section of the notice of call.

For this purpose, the figures for the last few years were considered concerning both BPER Banca and other listed companies; evidence shows that, even with this approach, participation in the Shareholders’ Meetings by the entitled parties was very high, if not even higher than in the past.

Furthermore, the above procedures for holding the Shareholders’ Meeting ensure meeting attendance, pre-meeting interaction and disclosure transparency are fully complied with and achieved through timely disclosure of information, in addition to the shareholders’ right to submit proposals for resolutions on the items on the meeting agenda and to submit questions and receive answers before the Meeting, under the terms and by the deadlines set forth in the notice of call. These circumstances, which allow full knowledge of the answers before the vote, make the informed exercise of voting rights easier and facilitate the availability of symmetric information to all shareholders, whether or not attending the Meeting.

Without prejudice to the above regarding the possibility of participating solely via the Designated Representative, for those entitled to vote, the Directors, Statutory Auditors, Meeting Secretary (including the Notary), Designated Representative and any other persons requested to attend will participate in the Shareholders’ Meeting in compliance with the above legislation, including via the use of remote communication systems that guarantee their identification and, in any case, without it being necessary for the Chair, Secretary and Notary to be in the same place.

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Information concerning the share capital and information regarding:

- entitlement to attend the Shareholders’ Meeting and exercise the right to vote (record date: 9 April 2025);
- assignment of proxies/sub-proxies with voting instructions to the Designated Representative;
- additions to the agenda and/or submission of proposed resolutions on matters already on the agenda by Shareholders holding at least 2.5% of the share capital pursuant to Art. 126- *bis*, paragraph 1, first indent, of the Consolidated Law on Finance (within ten days of publication of

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the notice of call on the Company's website, as better specified in the full version of the Notice of Call);

- submission of proposed resolutions (in the ordinary and/or extraordinary sessions) by holders of voting rights pursuant to art. 126-*bis*, para. 1, third indent of the Consolidated Law on Finance (by 3 April 2025);
- the right to raise questions on items on the agenda prior to the Meeting (by 9 April 2025);
- availability of documents related to the Shareholders' Meeting and organisational aspects concerning the same Shareholders' Meeting,

is provided in the full version of the Notice of Call, which can be found on the Bank's corporate website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 18 April 2025, to which reference should be made.

Modena, 18 March 2025

BPER Banca S.p.A.

The Chair

Fabio Cerchiai

This excerpt of the Notice of call will be published in the Italian financial daily "Il Sole 24 Ore" on 19 March 2025.

The excerpt of the Notice of call is also available in the "EmarketStorage" system.

Contacts:

Investor Relations

investor.relations@bper.it

Corporate and Regulatory Affairs

governance.marketabuse@bper.it

Media Relations

relest@bper.it

bper.it - group.bper.it

Fine Comunicato n.0043-33-2025

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