

PRESS RELEASE

Ordinary Shareholders' Meeting of 21 April 2021

- *Separate financial statements for 2020, proposed allocation of profit for the year and distribution of dividend approved.*
- *Board of Directors appointed for three-year period 2021-2023.*
- *Board of Statutory Auditors appointed for three-year period 2021-2023.*
- *Directors' remuneration for 2021 established.*
- *Board of Statutory Auditors' remuneration for 2021-2023 established.*
- *Approval of the integration, on the reasoned proposal of the Board of Statutory Auditors, of the fees of Deloitte & Touche S.p.A., appointed as independent auditors for the period 2017-2025.*
- *Approval of the Remuneration Report pursuant to art. 123-ter of Legislative Decree 58, dated 24 February 1998, comprising the remuneration policies for 2021 of the BPER Banca Group and the compensation paid in 2020.*
- *Approval of the remuneration plan pursuant to art. 114-bis of Legislative Decree 58 dated 24 February 1998, implementing the remuneration policies for 2021 of the BPER Banca Group.*
- *Authorisation given for the purchase and disposal of treasury shares for the "2019-2021 Long-Term Incentive Plan for Material Risk Takers", for the 2021 MBO incentive plan and for any severance payments.*

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Modena, 21 April 2021. BPER Banca S.p.A. would like to announce that the Ordinary Shareholders' Meeting took place today in Modena at a single calling and passed resolutions on the agenda contained in the notice of calling published on 11 March 2021.

It should be remembered that, given the exceptional emergency situation caused by the COVID-19 epidemic, participation in the Shareholders' Meeting took place, without access to the meeting rooms, exclusively through the designated representative pursuant to art.135-undecies of Legislative Decree 58 of 24 February 1998 (CFA), in accordance with the provisions of art.106.4 of Legislative Decree 18 of 17 March 2020, as foreseen in the notice of calling.

The participation of the directors, statutory auditors, secretary to the meeting and designated representative took place in compliance with the containment measures provided for by law; some of the participants were present by means of teleconferencing systems, in compliance with current regulations, where applicable.

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The Meeting approved:

- with 98.51% of the votes cast, corresponding to 52.78% of the total share capital, the separate financial statements for 2020;
- with 98.55% of the votes cast, corresponding to 52.80% of the total share capital, the allocation of the profit for the 2020, and as proposed by the Board of Directors, the distribution of a dividend of Euro 0.04 per share for each of the 1,413,263,512 shares representing the share capital (net of those held in portfolio on the ex-coupon date: 455,458 at 31 December 2020, the same as today), for a maximum total amount of Euro 56,530,540.48.

The dividend is subject to withholding tax or forms part of taxable income to a varying extent depending on the status of the recipient.

According to the calendar of Borsa Italiana S.p.A., payment of the proposed dividend will take place from 26 May 2021. As regards the market price, BPER's stock will go ex-coupon on Monday, 24 May 2021, while the record date is scheduled for Tuesday, 25 May 2021.

In this regard, reference should be made to the press release issued on 3 February 2021 following the resolution of the Board of Directors to approve the draft separate financial statements which included in an attachment of BPER Banca S.p.A.'s consolidated and separate balance sheets and income statements.

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The Shareholders' Meeting appointed the Board of Directors for the three-year period 2021-2023. The results of the vote are shown below.

List no.1, presented by Studio Legale Trevisan & Associati on behalf of 11 managers of 19 UCITS, obtained a total of 335,101,913 votes (44.26% of the votes cast and 23.71% of total share capital).

List no.2, presented by the shareholder Fondazione di Sardegna, obtained a total of 149,635,796 votes (19.76% of the votes cast and 10.59% of total share capital).

List no.3, presented by the shareholder Unipol Gruppo S.p.A., obtained a total of 267,239,667 votes (35.29% of the votes cast and 18.91% of total share capital).

Votes against all lists: none.

Votes that abstained on all lists: none.

Absent on all lists: 5,200,000 (0.69% of votes cast and 0.37% of total share capital).

The following Directors were appointed:

- 1) Ms. Silvia Elisabetta Candini (*independent**) - taken from List no.1 with a quotient of 335.101.913;
- 2) Ms. Flavia Mazzarella (*independent**) - taken from List no.3 with a quotient of 267,239,667;
- 3) Mr. Alessandro Robin Foti (*independent**) - taken from List no.1 with a quotient of 167.550.957;
- 4) Mr. Riccardo Barbieri - taken from List no.2 with a quotient of 149,635,796;
- 5) Mr. Piero Luigi Montani - taken from List no.3 with a quotient of 133,619,834;
- 6) Ms. Marisa Pappalardo (*independent**) - taken from List no.1 with a quotient of 111,700,638;
- 7) Mr. Gianni Franco Papa (*independent**) - taken from List no.3 with a quotient of 89,079,889;
- 8) Ms. Alessandra Ruzzu (*independent**) - taken from List no.2 with a quotient of 74,817,898;
- 9) Ms. Elena Beccalli (*independent**) - taken from List no.3 with a quotient of 66,809,917;
- 10) Ms. Maria Elena Cappello (*independent**) - taken from List no.3 with a quotient of 53,447,933;
- 11) Mr. Gianfranco Farre (*independent**) - taken from List no.2 with a quotient of 49,878,599;
- 12) Mr. Gian Luca Santi (*independent**) - taken from List no.3 with a quotient of 44,539,945;
- 13) Mr. Roberto Giay (*independent**) - taken from List no.3 with a quotient of 38,177,095;
- 14) Ms. Monica Pilloni (*independent**) - taken from List no.2 with a quotient of 37,408,949;
- 15) Mr. Cristiano Cincotti (*independent**) - taken from List no.2 with a quotient of 29,927,159.

¹ On the basis of the declaration made during the candidacy as to the possession of the independence requirements referred to in Article 17, paragraph 4, of the Articles of Association (ie, Article 148, paragraph 3, CFA; Article 26, Legislative Decree 385 of 1 September 1993 (CBA) and Ministerial Decree 169/2020; Corporate Governance Code).

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The Shareholders' Meeting appointed the Board of Statutory Auditors for the three-year period 2021-2023.

The results of the vote are shown below.

List no.1, presented by Studio Legale Trevisan & Associati on behalf of 11 managers of 19 UCITS, obtained a total of 331.019.097 votes (43.72% of the votes cast and 23.42% of total share capital).

List no.2, presented by the shareholder Fondazione di Sardegna, obtained a total of 149,600,796 votes (19.76% of the votes cast and 10.59% of total share capital).

List no.3, presented by the shareholder Unipol Gruppo S.p.A., obtained a total of 267,239,667 votes (35.29% of the votes cast and 18.91% of total share capital).

Votes against all lists: 4.117.816 (0.54% of votes cast and 0.29% of total share capital).

Votes that abstained on all lists: none.

Absent on all lists: 5,200,000 (0.69% of votes cast and 0.37% of total share capital).

The following were appointed as Acting Auditors:

- Mr. Paolo De Mitri - taken from List no.1;

- Mr. Nicola Bruni, who assumes the office of the Chairman of the Board of Statutory Auditors - taken from List no.3;

The following were appointed as Alternate Auditors:

- Ms. Patrizia Tettamanzi - taken from List no.1 and Mr. Andrea Scianca - taken from List no.3, with the clarification that Ms. Patrizia Tettamanzi assumes the role of Acting Auditor until the next Shareholders' Meeting, due to the need to complete the supervisory Body, in compliance with the will expressed by the Shareholders' Meeting, in application of Article 33, paragraph 2 of the Articles of Association.

Information on the personal and professional characteristics of those elected is available in the documents for the publication of the lists on the Bank's website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting.

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With regard to remuneration, the Shareholders' Meeting also passed the following resolutions.

With 97.79% of the votes cast, corresponding to 52.39% of the total share capital, the Meeting established the amount of compensation to be paid to the Directors for the year 2021, approving the proposal made by the Board of Directors.

With 98.14% of the votes cast, corresponding to 52.58% of the total share capital, the Meeting established the amount of compensation to be paid to the Statutory Auditors for the three-year period 2021, approving the proposal made by the Board of Directors.

With 96.73% of the votes cast, corresponding to 51.82% of the total share capital, the Meeting approved the integration, on the reasoned proposal of the Board of Statutory Auditors, of the fees of Deloitte & Touche S.p.A., appointed as independent auditors for the period 2017-2025.

With 94.33% of the votes cast corresponding to 50.54% of the total share capital, the Meeting approved the section of the Remuneration Report pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998 relating to the remuneration policies of the BPER Banca Group for 2021 and with 66.77% of the votes cast, corresponding to 35.77% of the total share capital, the section of the Report relating to the compensation paid in 2020.

With 97.90% of the votes cast corresponding to 52.45% of the total share capital, the Meeting approved the section of the Remuneration Report pursuant to art. 114-ter of Legislative Decree 58 of 24 February 1998 relating to the remuneration policies of the BPER Banca Group for 2021, as explained in the report

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that can be found on the Bank's website – www.bper.it – Sito Istituzionale > Governance > Shareholder Meeting. Subject to the conditions for its activation, the Plan envisages the free and personal assignment of a certain number of BPER Banca shares to Material Risk Takers.

The Meeting authorised, with 98.59% of the votes cast corresponding to 52.82% of the total share capital, the purchase and disposal of treasury shares for the "2019-2021 Long-Term Incentive (LTI) Plan for Material Risk Takers 2019-2021", of the 2021 MBO incentive plan and for any severance payments.

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For further information, please refer to the minutes of the Shareholders' Meeting which will be published within the terms and in the manner foreseen in applicable laws and regulations. The summary of the votes will also be made available to the public in the manner and timing foreseen in current legislation.

BPER Banca S.p.A.

The press release is also available in the 1INFO storage mechanism.

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