BPER:
Banca

Ordinary Shareholders' Meeting – 23 June 2021

Proxies to the Designated Representative

Taking into account the continuing needs for caution related to the need to avoid situations of risk in the persistent gravity of the COVID-19 epidemic, as indicated in the notice of calling **participation in the Shareholders' Meeting will take place, without access to the meeting rooms, exclusively through Computershare S.p.A.**, based in Milan, Via Mascheroni 19 and with offices in Turin, Via Nizza 262/73 ("Computershare"), **as the Designated Representative pursuant to art. 135-undecies of the Consolidated Finance Act (CFA).**

The proxy to intervene through the Designated Representative pursuant to art. 135-undecies of the CFA - which will only take effect for the proposals for which voting instructions have been given - must be conferred and transmitted to Computershare by the end of the 2nd open market day prior to the date of the Shareholders' Meeting, i.e. **by 21 June 2021**.

In order to fill in and send the specific **proxy form,** Shareholders are invited to make use of the specific web application prepared by Computershare, which allows you to do so online in guided mode.

The web application and the proxy form will be active and available at the following link, after the legal deadline for publication of the proposals formulated by the Shareholders pursuant to art. 126-bis, paragraph 1 of the CFA, i.e. by **9 June 2021**. The same link will give instructions for revoking the proxy and voting instructions by the same deadline.

Facilitated completion of the proxy form to the Designated Representative

Those who do not intend to intervene in the way foreseen by art. 135-undecies of the CFA can alternatively intervene by conferring on the same Designated Representative a proxy or sub-proxy pursuant to art. 135-novies of the CFA, necessarily with voting instructions for the proposals on the agenda.

The proxy/sub-proxy must be issued by sending the appropriate forms to Computershare, by e-mail at bper@pecserviziotitoli.it, **by 12:00 a.m. on 22 June 2021**, if possible signed electronically pursuant to art. 21, paragraph 2, of Legislative Decree no. 82/05, which can also be found from **9 June 2021** onwards at www.bper.it - Institutional Site> Governance> Shareholders' Meeting.

In the same way, those entitled can revoke their proxy/sub-proxy and voting instructions by the same deadline.

Without affecting the above matters, please note that to intervene and vote it is necessary to send to BPER through the intermediary where your shares are deposited a **communication certifying your entitlement** as per art. 83-sexies of the CFA based on the evidence as of the record date, 14 June 2021.

This communication has to be requested by the person entitled from the intermediary where their BPER shares are held on deposit.

For shares deposited with intermediaries of the BPER Banca Group (including the Parent Company), the person entitled can contact their own branch.

BPER Banca and the other Italian banks of the Group will send this communication pursuant to art. 83-novies, para. 1, letter c) of the CFA, as already done at previous Shareholders' Meetings, after the record date, but only for those Shareholders who hold their BPER Banca shares on an account with BPER Banca or the other Italian banks of the Group and who previously signed a permanent request to send the necessary communication pursuant to art. 83-sexies of the CFA to the issuer BPER Banca.

Lastly, please note that pursuant to art. 53, paragraph 4, of the CFA *"shareholders and directors [….] abstain from resolutions in which they are in conflict of interest on their own behalf or on behalf of third parties".*

In alternative to the facilitated completion of the proxy form to be sent to the Designated Representative, as above, choose one of the following two forms to print, fill in and send:

- *Proxy granted to the Designated Representative as per art. 135 undecies of the CFA*   click here

- *Proxy/sub-proxy granted to the Designated Representative as per art. 135 novies of the CFA*   click here