

**PRESS RELEASE****Ordinary Shareholders' Meeting of 23 June 2021**

- *Integration, for the rest of the three-year period 2021-2023, of the Board of Statutory Auditors by a) appointing the Chairman; b) appointing an Acting Auditor; c) appointing an Alternate Auditor*
- *Integration, for the rest of the three-year period 2021-2023, of the Board of Directors, by appointing a Director to replace a ceased Director*

\*\*\*

Modena – 23 June 2021. BPER Banca S.p.A. would like to announce that the Ordinary Shareholders' Meeting, held today in Modena at a single calling, resolved on the items on the agenda referred to in the notice of calling published on 13 May 2021 and subsequently integrated on 21 May 2021.

\*\*\*

The Shareholders' Meeting integrated, for the rest of the three-year period 2021-2023, the Board of Statutory Auditors by appointing the Chairman, an Acting Auditor, as well as an Alternate Auditor.

The results of the vote are shown below.

- Appointment of the Chairman of the Board of Statutory Auditors pursuant to art.33, paragraph 5, of the Articles of Association.

Sole candidature: Daniela Travella, as a result of the confirmation of its own candidature.

Total of expressed votes: 764,264,724 shares, equal to 54.08% of the total share capital, of which:

- In favor: 754,273,906 shares, equal to 98.69% of expressed votes
- Against: 395,875 shares, equal to 0.05% of expressed votes
- Abstained: 7,251,514 shares
- Non-voting: 2,343,429 shares.

- Appointment of an Acting Auditor pursuant to art.33, paragraph 4, of the Articles of Association.

Sole candidature: Patrizia Tettamanzi, presented by Studio Trevisan & Associati, on behalf of no.12 fund managers of no.19 UCITs.

Total of expressed votes: 497,257,329 shares, equal to 35.19% of the total share capital, of which:

- In favor: 497,159,545 shares, equal to 99.98% of expressed votes
- Against: 96,270 shares, equal to 0.02% of expressed votes
- Abstained: 1,514 shares
- Non-voting: none.

- Appointment of an Alternate Auditor pursuant to art.33, paragraphs 4, of the Articles of Association.

Sole candidature: Sonia Peron, presented by Studio Trevisan & Associati, on behalf of no.12 fund managers of no.19 UCITs.

Total of expressed votes: 497,257,329 shares, equal to 35.19% of the total share capital, of which:

- In favor: 497,159,545 shares, equal to 99.98% of expressed votes
- Against: 96,270 shares, equal to 0.02% of expressed votes
- Abstained: 1,514 shares
- Non-voting: none.

*This is a translation into English of the original in Italian. The Italian text shall prevail over the English version.*

Therefore, pursuant to art.33 of the Articles of Association, the following were elected for the remainder of the three-year period 2021-2023:

- a) as Chair of the Board of Statutory Auditors: Daniela Travella, to replace Nicola Bruni who resigned from office with effect from the date of the Shareholders' Meeting;
- b) as Acting Auditor: Patrizia Tettamanzi;
- c) as Alternate Auditor: Sonia Peron, to replace Patrizia Tettamanzi, resigning from office in function of the appointment as Acting Auditor.

\*\*\*

Pursuant to art.20 of the Articles of Association, the Shareholders' Meeting has also integrated, for the rest of the three-year period 2021-2023, the Board of Directors, by appointing a Director to replace the independent Director Alessandra Ruzzu, who has resigned, having been appointed by the Shareholders' Meeting on 21 April 2021.

The results of the vote are shown below.

Sole candidature: Elisa Valeriani<sup>1</sup> presented by the Shareholder Fondazione di Modena.

Total of expressed votes: 497,257,329 shares, equal to 35.19% of the total share capital, of which:

- In favor: 451,726,863 shares, equal to 90.84% of expressed votes
- Against: 12,398,197 shares, equal to 2.49% of expressed votes
- Abstained: 17,888,840 shares
- Non-voting: 15,243,429 shares.

Therefore, pursuant to art.20 of the Articles of Association, Elisa Valeriani was appointed as Director for the rest of the three-year period 2021-2023.

\*\*\*

Verification of the requirements of the newly-elected officers, pursuant to Legislative Decree no.58 of 24 February 1998 ("CFA"), Legislative Decree no.385 of 1 September 1993 and the Corporate Governance Code, will be carried out at next meetings of the Board of Directors and of the Board of Statutory Auditors, in compliance with current legislation.

Information on the personal and professional characteristics of those elected is available in the documents for the publication of the candidates on the Bank's website [www.bper.it](http://www.bper.it) – Sito Istituzionale > Governance > Shareholders' Meeting.

\*\*\*

For further information, please refer to the summary of the votes and the minutes of the Shareholders' Meeting which will be published within the terms and in the manner foreseen in applicable laws and regulations.

BPER Banca S.p.A.

Contacts:

**Investor Relations**  
[investor.relations@bper.it](mailto:investor.relations@bper.it)

**Corporate and Regulatory Affairs**  
[ufficiosegretreriabancaria@bper.it](mailto:ufficiosegretreriabancaria@bper.it)

**External Relations and CSR**  
[rel.est@bper.it](mailto:rel.est@bper.it)

[www.bper.it](http://www.bper.it) - <https://istituzionale.bper.it/>

This notice is also available in the 1INFO storage device.

<sup>1</sup> During the candidature, the candidate declared that she possesses the independence requirements referred to in art.148, paragraph 3, of the Legislative Decree no.58 of 24 February 1998 ("CFA").

*This is a translation into English of the original in Italian. The Italian text shall prevail over the English version.*