

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

An Ordinary Shareholders' Meeting of BPER Banca S.p.A. has been convened for 27 July 2022 at 9.00 a.m., in one call, in the meeting rooms of the "Monzani BPER Forum" at Via Aristotele 33 in Modena to discuss the following

AGENDA

- 1) Integration of the Board of Statutory Auditors: appointment of one Standing Auditor.

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Procedures for holding the Shareholders' Meeting

Pursuant to art. 106, para. 4, of Decree No. 18 dated 17 March 2020, enacted by Law 27 dated 24 April 2020, as amended, and art. 3, para. 1, of Decree No. 228 dated 30 December 2021 enacted by Law No. 15 dated 25 February 2022, attendance at the Shareholders' Meeting and voting by those entitled will only be allowed via the designated representative (the "Designated Representative") pursuant to art. 135-*undecies* of Legislative Decree 58/1998 (the "Consolidated Law on Finance"), in accordance with the instructions provided in the relevant section of this notice.

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

Information relating to share capital and to shares with voting rights

The share capital (fully subscribed and paid in) amounts to Euro 2,100,435,182.40 and consists of 1,413,263,512 registered ordinary shares with no par value. Each share carries a right to one vote. At the date of publication of this notice, the Company holds 2,147,560 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, without access to the meeting rooms and exclusively through the

Designated Representative, shall be persons in relation to whom BPER Banca S.p.A. (“BPER”, the “Bank” or the “Company”) has received the communication from the authorised intermediary attesting their right to do so, based on the related supporting evidence, by the end of the seventh trading day prior to the date set for the Shareholders’ Meeting (*i.e.* **18 July 2022 - the “record date”**). Credit and debit records entered on the accounts after this deadline will be disregarded for the purpose 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 and 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 Shareholders’ Meeting (*i.e.* **by 22 July 2022**), 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.

There are no procedures for remote or postal voting.

Attendance at the Shareholders’ Meeting via the Designated Representative

Pursuant to art. 106, para. 4, of Decree No. 18 dated 17 March 2020 and art. 3, para. 1, of Decree No. 228 dated 30 December 2021, attendance at the Shareholders’ Meeting by those entitled to vote is only allowed via the Designated Representative, being Computershare S.p.A., with registered office at Via Mascheroni 19, Milan, and offices at Via Nizza 262/73, Turin (“Computershare”), holding a specific written proxy granted in accordance with either: (i) art. 135-*undecies* CFA; or (ii) art. 135-*Noviesnovies* of the Consolidated Law on Finance, according to the terms and deadlines specified below.

(i) Proxies pursuant to art. 135-*undecies* of the Consolidated Law on Finance

Those entitled to vote that plan to attend the Shareholders’ Meeting may be represented by the Designated Representative, pursuant to art. 135-*undecies* of the Consolidated Law on Finance, by granting a specific written proxy containing voting instructions. The proxy granted to Computershare, as the Designated Representative pursuant to art. 135-*undecies* of the Consolidated Law on Finance, is only effective in relation to those motions for which voting instructions are given. The shares for which proxies have been granted, even if only in part, are counted for the purpose of establishing the quorum for the Shareholders’ Meeting. With regard to the motions for which voting instructions are not given, the shares are not considered when calculating the majority and the percentage of capital required for the adoption of resolutions.

The proxy granted to the Designated Representative, without charge (except for any costs incurred to send the proxy), must be given by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. **by 25 July 2022**), using the specific web application accessible via the link provided in the document containing the "Instructions for granting proxies to the Designated Representative" published on the Bank's website www.bper.it – Sito Istituzionale -> Governance > Shareholders' Meeting, or the specific printed form that can also be found in the same section of the Bank's website (under "Proxy for Designated Representative pursuant to art. 135-undecies CFA"). In both cases, the instructions accompanying the above web application or proxy form must be followed when completing the proxies and sending them (electronically or otherwise) to the Designated Representative.

A copy of an identity document must be sent together with the proxy and, in the case of legal persons, documentary evidence of the relevant signatory powers must be provided.

Proxies and voting instructions can be revoked at any time, in the same manner, prior to the above deadline (25 July 2022).

(ii) Proxies pursuant to art. 135-novies CFA

Those entitled to vote that plan to attend the Shareholders' Meeting may be represented by the same Designated Representative, Computershare, by granting a written proxy or sub-proxy pursuant to art. 135-novies of the Consolidated Law on Finance, containing voting instructions. The Designated Representative shall not cast votes on those motions for which precise voting instructions have not been granted.

The proxy must be granted to the Designated Representative using the specific printed form that can be found on the Bank's website www.bper.it – Sito Istituzionale -> Governance > Shareholders' Meeting (under "Ordinary proxy as per art. 135-novies CFA"). The instructions accompanying the relevant proxy form must be followed when completing the proxies/sub-proxies and sending them (electronically or otherwise) to the Designated Representative. A copy of an identity document must be sent together with the proxy and, in the case of legal persons, documentary evidence of the relevant signatory powers must be provided.

In order to allow the Designated Representative and the Company to receive and check the proxies/sub-proxies prior to the beginning of the Shareholders' Meeting, entitled parties are advised to ensure delivery of their proxies/sub-proxies **by 12:00 on 26 July 2022**.

Proxies/sub-proxies and/or the related voting instructions can be revoked at any time, in the manner envisaged for granting them, prior to the beginning of the Shareholders' Meeting.

Additions to the agenda and 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*, para. 1, first sentence of the Consolidated Law on Finance, shareholders representing, individually or jointly, at least one fortieth of the share capital (2.5%) that have sent the Company a specific communication, via an intermediary authorised pursuant to current regulations, affirming their ownership of the required equity interest may, within ten days of publication of the Notice of Call of the Shareholders' Meeting, submit a written request to add items to the agenda, indicating in the request the additional matters proposed by them and/or presenting proposed resolutions on matters already on the agenda. Additions to the Agenda are not allowed for topics on which, by law, the Shareholders' Meeting must resolve on proposals made by the Board of Directors, or on the basis of a plan or a report prepared by the latter, other than those indicated in article 125-*ter*, para. 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 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: "Ordinary Shareholders' Meeting July 2022 - Items to be added to the agenda".

Shareholders that ask for additions must prepare a report explaining the reason for the motions on the new items they wish to address, or the reason for the additional motions presented 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.

Integration of the Board of Statutory Auditors. Submission of candidatures

Pursuant to art. 33 of the Articles of Association, if the Shareholders' Meeting – as in the case at hand – has to replace a Standing Auditor taken from the list that came first by number of votes, the Shareholders' Meeting shall vote without any list restriction, based on candidates who are put to the vote individually: the candidate who receives the most votes gets elected.

For the purposes of the foregoing, lists can be presented by shareholders who, individually or collectively, hold at least 0.50% of the share capital. Ownership of the minimum shareholding is calculated with regard to the shares registered on the day when the list is filed at the Company.

Each shareholder may not present or contribute to presenting more than one candidate for each substitution; a similar requirement applies for shareholders belonging to the same group –

meaning the parent company, its subsidiaries and the companies subject to joint control – or who are parties to a shareholders’ agreement regarding the shares of the Company. In the event of non-compliance, submission is ignored in relation to all candidatures.

The candidature, signed by the person or persons presenting the candidate, must indicate the name of the candidate and has to be filed at the Company’s registered offices by the deadline provided by law for the submission of lists of candidates for the election of the Board of Directors (*i.e.* by the twenty-fifth day prior to the date of the Shareholders’ Meeting – **2 July 2022**), together with any documentation and declaration required by law, and in any case: (i) the declarations from each candidate accepting the candidature and confirming, under their own responsibility, the non-existence of reasons for which they cannot be elected or other incompatibilities, and that they meet the requirements for appointment established by law and by the Articles of Association; (ii) a full description of the personal and professional characteristics of each candidate, with an indication of the directorships and statutory audit appointments held in other companies and with a commitment to ensuring that the information remains updated until the date of the Shareholders’ Meeting, including for the purposes of Article 2400, paragraph 4, of the Italian Civil Code (iii) information on the identity of the shareholders presenting the candidate, indicating their overall percentage shareholding, to be confirmed according to the terms and methods established by current regulations.

Belonging to the less represented gender (the male gender, in the case at hand) is a condition of eligibility for candidature.

Candidatures submitted without complying with the above terms and conditions will be considered as not submitted and will not be admitted to the vote.

If no valid candidate is submitted, the Shareholders’ Meeting – taking into account the manner in which it will be conducted – shall vote on the basis of candidates proposed by those entitled to vote pursuant to the following paragraph “Individual motions”, who are put to the vote individually. The candidate who receives the highest number of votes gets elected, making sure that the person chosen belongs to the less represented gender. The candidatures have to be accompanied by the afore-mentioned documentation.

For further information about the integration of the Board of Statutory Auditors, Shareholders are advised to read the Explanatory Report of the Board of Directors on the item on the agenda.

Individual motions

Given that the Shareholders’ Meeting can only be attended via the Designated Representative,

those entitled to vote can present individual motions on the items on the agenda, pursuant to art. 126-*bis*, para. 1, third sentence of the Consolidated Law on Finance. These must be sent to the following e-mail address of the Company, assembleabperbanca@pec.gruppobper.it, **by 12 July 2022** indicating in the subject line: “Ordinary Shareholders’ Meeting July 2022 - individual motions proposed”.

Motions must be worded clearly and completely and must contain the text of the resolution; motions must also be accompanied by information on the identity of the presenter, references to the communication of the authorised intermediary certifying the related legitimacy and any additional information required under the foregoing paragraph “Integration of the Board of Statutory Auditors. Submission of candidatures” (where applicable).

The Company will make valid motions available to the public on the Bank’s website www.bper.it - Sito Istituzionale > Governance > Shareholders’ Meeting by 17 July 2022.

The above deadlines have been established so that those entitled to vote can take into account any proposed resolutions submitted pursuant to the above when granting and/or revoking proxies/sub-proxies and/or the related voting instructions given to Computershare.

The Company reserves the right to check the relevance of the motions with respect to the items on the agenda, as well as their completeness, their compliance with current legislation and the legitimacy of the proposers.

Right to ask questions before the Shareholders’ Meeting

Those entitled to vote, that have sent the Company a specific communication, via an intermediary authorised pursuant to current regulations, can ask questions about the items on the agenda prior to the Shareholders’ Meeting, pursuant to art. 127-*ter* Consolidated Law on Finance.

For this purpose, questions must be sent to the Company, by the seventh trading day prior to the date of the Shareholders’ Meeting (*i.e.* **by 18 July 2022**), at the following e-mail address assembleabperbanca@pec.gruppobper.it, indicating in the subject line: “Ordinary Shareholders’ Meeting April 2022 - questions/statements on the items on the agenda”.

The ownership of voting rights may be certified even after submission of the questions, but no later than by the third day after the above 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 Meeting (*i.e.* **by 25 July 2022**), by

publication on the Company's website: www.bper.it - Sito Istituzionale > Governance > Shareholders' Meeting.

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

No answers will be given to questions raised beforehand, not even during the Meeting, when the information requested is already available in "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.

Those entitled to vote can submit written statements on the items on the agenda to the Company, with the same methods and by the same deadline as for the submission of questions. The Company will make the statements available to the public on the Company's website (www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting) at least two days prior to the Shareholders' Meeting, and subsequently record them in the minutes of the Shareholders' Meeting.

Questions and statements can be presented together in the same document.

Shareholders' Meeting documents

The Board of Directors Report and other documents for the Shareholders' Meeting will be made available under the terms and through the means set out by regulations in force and the Articles of Association at the Bank's registered office, on the corporate website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting, as well as on the "1Info" storage mechanism.

Shareholders are entitled to examine and obtain a copy of these documents at their own expense.

Website and further information

Further information about the Shareholders' Meeting, together with instructions and clarification on how to grant proxies/sub-proxies to the Designated Representative, Computershare, can be found on the BPER Banca website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting.

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The Company reserves the right to supplement and/or modify the content of this notice of call if, prior to the Shareholders' Meeting, should any changes to the applicable regulatory instructions

and/or new measures adopted by the competent Authorities make revisions and/or updates necessary. Any changes and/or additions will be promptly disclosed in the same manner as for the publication of this notice.

Modena, 17 July 2022

BPER Banca S.p.A.

The Chair

Flavia Mazzarella

This notice is also available in the “1Info” storage mechanism.

Contacts:

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