

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

An Ordinary Shareholders' Meeting of BPER Banca S.p.A. has been convened for 5 November 2022 at 9.00 a.m., in one call, in the meeting rooms of the "Monzani BPER Forum", in Modena, Via Aristotele 33, to discuss the following

AGENDA

1. Integration of the Board of Directors, by appointing a Director pursuant to Art. 20 of the Articles of Association; related and consequent resolutions;
2. Amendment of the 2022 Remuneration Policy approved by the Shareholders' Meeting of 20 April 2022, in the part relating to the Long-Term Incentive Plan and consequent update of Section I of the "2022 Report on Remuneration Policy and Compensation Paid"; related and consequent resolutions;
3. Amendment to the Long-Term Incentive Plan (LTI) 2022-2024 based on financial instruments approved by the Shareholders' Meeting of 20 April 2022; related and consequent resolutions.

* * * * *

WARNING

The date and/or time of this Ordinary Shareholders' Meeting may be anticipated or postponed, in order to hold it jointly with the Extraordinary Shareholders' Meeting that the Company intends to convene, after obtaining the necessary authorisations from the competent Supervisory Authorities, in order to resolve on the merger by incorporation of Banca Carige S.p.A. and Banca del Monte di Lucca S.p.A. into BPER Banca S.p.A.

In such an event, the deadlines indicated in this notice (including, in particular, those relating to: record date, date for submitting additions to the agenda and/or new resolution proposals, date for asking questions before the Meeting, date for granting proxies, date for submitting candidatures) may be subject to change. **Any new deadlines will be indicated in the new notice of call that the Company will, in any case, publish and that will include both the ordinary and the extraordinary part.**

In any case, the Shareholders' Meeting will not be held on a date prior to 3 November 2022,

in order to ensure that this notice of call is published on the Company's website at least on the fortieth day prior to the date on which the Shareholders' Meeting called to resolve on the integration of the Board of Directors is actually held.

* * * * *

Without prejudice to the above, the Company reserves the right to supplement and/or modify the content of the notice of the Meeting if, prior to the Shareholders' Meeting, changes to the applicable regulations and/or new measures adopted by the competent Authorities make it necessary or advisable to revise and/or update the modalities in which the Meeting is to be held in connection with public-health or safety reasons. Any changes and/or additions will be promptly disclosed in the same manner as for the publication of the notice of call.

* * * * *

Information on the share capital

The share capital (fully subscribed and paid in) of BPER Banca S.p.A. (also "BPER Banca" or the "Company") 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 1,032,191 treasury shares.

Right to attend and vote at the Meeting

Pursuant to Art. 83-*sexies* of the Consolidated Law on Finance ("CLF"), those entitled to attend and vote at the Shareholders' Meeting shall be persons in relation to whom BPER Banca has received the communication from the authorised intermediary certifying their right to do so, based on the related supporting evidence, by the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e.* 27 October 2022 - the "record date"). Credit and debit records entered on the accounts after this deadline will be disregarded for the purposes 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 or 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 date of the Shareholders' Meeting, 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.

The use of remote or postal voting procedures is not envisaged.

Representation at the Meeting

Ordinary proxy

Those who are entitled to vote may be represented at the Shareholders' Meeting in accordance with the law, by means of a proxy conferred in writing or by an electronically signed document pursuant to Legislative Decree No. 82 of 7 March 2005, in compliance with the provisions of Articles 135-*novies* and 135-*decies* of the Consolidated Law on Finance.

To this purpose, it may be used the proxy form available in the section of the Company's website (www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting) dedicated to this Shareholders' Meeting.

The proxy may be sent to the Company, by mail or by hand delivery, to the Corporate and Regulatory Affairs Department at Via Aristotele 195 - 41126 Modena, from Monday to Friday, from 9:00 a.m. to 5:00 p.m., at least two trading days before the date of the Shareholders' Meeting (*i.e.* by 3 November 2022), or it may be delivered directly to the persons appointed for this purpose during the accreditation process for admission to the Shareholders' Meeting. Alternatively, pursuant to Article 11.6 of the Articles of Association, the proxy may be sent to the Company, up to the beginning of the Shareholders' Meeting proceedings, by e-mail to the address assembleabperbanca@pec.gruppobper.it, indicating in the subject line of the e-mail: "November 2022 Shareholders' Meeting - notification of proxy".

The representative may, in lieu of the original, deliver or send to the Company a copy of the proxy, also in electronic format, certifying, under his/her own responsibility, the conformity of the copy of the proxy to the original and the identity of the proxy giver. The representative shall keep the original of the proxy and shall keep a record of any voting instructions received for one year from the conclusion of the Shareholders' Meeting.

In the event of prior notification of the proxy, the representative is requested to have the documentation proving the notification of the proxy available at the time of accreditation for access to the Shareholders' Meeting.

Proxy to the representative appointed by the Company

The proxy may also be given to Computershare S.p.A., with registered office in Milan, Via Mascheroni 19, and offices in Turin, Via Nizza 262/73, in its capacity as representative appointed for this purpose by the Company pursuant to Art. 135-*undecies* of the Consolidated Law on Finance (the "Designated Representative" or "Computershare"), by granting in writing a specific proxy containing voting instructions.

The proxy to the Designated Representative is effective only for the proposals in relation to which voting instructions are given. The shares, in relation to which a full or partial proxy is given, are taken into account for the duly constitution of the Shareholders' Meeting. With reference to the proposals in relation to which voting instructions are not given, the relevant shares are not taken into account for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.

The proxy to the Designated Representative shall not entail any expenses for the proxy-giver, except for any costs incurred to send the proxy.

Without prejudice to the foregoing, the granting of a proxy to the Company's Designated Representative has to take place by the end of the second market trading day prior to the date set for the Shareholders' Meeting (*i.e.* by 3 November 2022), using (i) the specific web application that may be accessed through the link indicated in the document containing the "Instructions for granting proxies to the Designated Representative" published on the Company's website www.bper.it - Sito Istituzionale > Governance > Shareholders' Meeting or (ii) the specific paper form available on the Company's website, in the same section indicated above (under "Proxy granted to the Designated Representative as per Art. 135-*undecies* CLF"). In both cases, the instructions on the aforesaid application or on the proxy form must be followed when filling out the proxies and when transmitting them (also electronically) to the Designated Representative.

Together with the proxy, a copy of an identity document and, in the case of a legal entity, documentation proving signatory powers must be transmitted.

By the same deadline (3 November 2022) and in the same manner, proxies and voting instructions may always be revoked.

Please note that the Designated Representative may not be granted proxies except in its capacity as the Company's designated representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance.

Additions to the agenda and submission of new proposed resolutions

Pursuant to Article 126-*bis*, paragraph 1, first sentence, of the Consolidated Law on Finance, Shareholders who represent, also on a jointly basis, at least one fortieth of the share capital (2.5%), and in favour of whom the Company has received a communication, issued by an authorised intermediary pursuant to current regulations, certifying the ownership of the required shareholding, may, within ten days from the publication of the notice of call of the Shareholders' Meeting (*i.e.* within 4 October 2022), submit a written request to add items on the agenda, indicating in the request the additional items proposed by them, and/or submit proposed resolutions on items already on the agenda. Additions to the agenda are not allowed for topics on which, by law, the Shareholders' Meeting must resolve upon proposals made by the Board of Directors, or on the basis of a project or a report prepared by the latter, other than those under Article 125-*ter*, paragraph 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 of the e-mail: "November 2022 Shareholders' Meeting – Additions to the agenda".

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

Those entitled to vote may also individually submit proposed resolution to the Shareholders' Meeting, pursuant to Article 126-*bis*, paragraph 1, third sentence, of the Consolidated Law on Finance.

Right to ask questions before the Meeting

According to Article 127-ter of the Consolidated Law on Finance, those who are entitled to vote and in relation to whom the Company has received a specific communication from an authorised intermediary pursuant to applicable laws, can ask questions about the items on the agenda prior to the Shareholders' Meeting.

For this purpose, the Company must receive the questions by the seventh trading day prior to the date of the Shareholders' Meeting (*i.e.* by 27 October 2022), at the following e-mail address assembleabperbanca@pec.gruppobper.it, indicating in the subject line of the e-mail: "November 2022 Shareholders' Meeting - questions/interventions on the items on the agenda".

The entitlement to vote may be certified even after submission of the questions, but no later than by the third day after the aforementioned 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 Shareholders' Meeting (*i.e.* by 3 November 2022), by means of publication on the Company's website www.bper.it - Sito Istituzionale > Governance > Shareholders' Meeting.

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

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

Integration of the Board of Directors

With regard to the item on the agenda concerning the integration of the Board of Directors, it should be recalled that, pursuant to Article 20 of the Articles of Association, if, during the term of office, a Director early terminates his/her office, the Shareholders' Meeting shall resolve on his/her replacement on the basis of candidatures submitted to it, provided that – as in the case at hand – no other non-elected candidate capable of replacing the outgoing Director remain within the list from which the latter was drawn.

For the purposes of the foregoing, please note the following:

- (a) candidatures, signed by those submitting them, must be filed at the Company's registered office by the deadline set by current legislation for the submission of lists of candidates for the election of the Board of Directors (i.e. by 11 October 2022, coinciding with the twenty-fifth day prior to the Shareholders' Meeting), accompanied by all documentation and declarations required by law, and in any case: (i) the declaration from each candidate accepting their 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 the Articles of Association and the applicable law as well as that they meet the independence requirements pursuant to Art. 17, paragraph 4, of the Articles of Association, i.e. the requirements established by Art. 148, paragraph 3, of the Consolidated Law on Finance and its implementing provisions, the requirements established by Art. 26 of the Consolidated Banking Act and its implementing provisions, and the requirements recommended by the Corporate Governance Code (hereinafter jointly referred to as the "Independence Requirements"); (ii) a full description of the personal and professional characteristics of each candidate, with an indication of the directorships and statutory audit offices held in other companies; and (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. Candidatures submitted without complying with the above terms and procedures will be considered as not submitted and will not be admitted to the vote.

For the purposes of the aforementioned filing, candidacies and related documents may be sent by e-mail to assembleabperbanca@pec.gruppobper.it, indicating in the subject line of the e-mail: "Ordinary Shareholders' Meeting November 2022 - Director Nominations", or by hand delivery to the Corporate and Regulatory Affairs Department at 195 Via Aristotele - 41126 Modena, Monday through Friday, from 9:00 a.m. to 5:00 p.m;

- (b) if no candidature is submitted within the term under point (a) above, the Shareholders' Meeting shall resolve on the replacement on the basis **of candidatures submitted directly at the Shareholders' Meeting**, each accompanied by the documentation and declaration specified in point (a) above. Candidatures submitted without complying with the above procedure will be considered as not submitted and will not be admitted to the vote.

Notwithstanding the foregoing, in the case referred to in this point (b), those who intend to exercise the aforementioned right are also invited to submit in advance the candidacy to the

Company, in the manner indicated in point (a) above and with the informative documentation indicated therein, **by the fifteenth day prior to the date of the Shareholders' Meeting**, in order to allow those entitled to vote to examine it and, should they decide so, to give relevant voting instructions. In any case, the candidacy must be formally re-submitted also during the Shareholders' Meeting;

- (c) the Shareholders' Meeting resolves on the replacement by voting on the individual candidatures: the candidate who receives the highest number of votes gets elected, without prejudice to applicable laws on gender balance and independence. In this regard, it should be noted that, based on the current composition of the Board of Directors: (i) 7 Directors out of 14 belong to the least represented gender (which to date is the female gender); (ii) 9 Directors out of 14 meet the Independence Requirements. Based on the foregoing, both gender balance and independence requirements are already met.

For further information on requirements of members of the Board of Directors and on the integration of the Board, those entitled to vote are invited to read the explanatory report of the Board of Directors on the relevant item on the agenda.

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 Company's registered office, on the corporate website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting, as well as on the "1Info" storage mechanism.

Other information

To facilitate the verification of entitlement, during accreditation procedures for admission to the Shareholders' Meeting, those entitled shall be invited to show copies of documents sent to the Company.

Financial analysts and credited journalists who wish to ask to attend the Meeting are kindly invited to submit their request to the Company by e-mail to the address accreditamento.assembleabper@bper.it, indicating in the subject line of the e-mail: "Request to attend the Meeting".

Those entitled to attend the Shareholders' Meeting are invited to arrive before the meeting

convocation time, in order to facilitate the registration procedures, which will start from 8:00 a.m.

Further information on the Shareholders' Meeting can be found on BPER Banca's website www.bper.it – Sito Istituzionale > Governance > Shareholders' Meeting.

* * * * *

Modena, 24 September 2022

BPER Banca S.p.A.

The Chair

Flavia Mazzarella

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

Contacts:

Investor Relations

investor.relations@bper.it

Corporate and Regulatory Affairs

corporategovernance@bper.it

Off. External Relations, Sponsorships & Events

rel.est@bper.it

www.bper.it - <https://istituzionale.bper.it/>
