

PRESS RELEASE

Notice of Ordinary Shareholders' Meeting

Modena, 24 September 2022 – BPER Banca informs that an Ordinary Shareholders' Meeting of the Company has been convened for 5 November 2022, at 9:00 a.m., to resolve on: (i) the integration of the Board of Directors, by appointing a new Director to replace Gian Luca Santi, who resigned on 8 September 2022; (ii) the 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 the consequent update of Section I of the "2022 Report on Remuneration Policy and Compensation Paid" as well as (iii) the amendment to the Long-Term Incentive Plan (LTI) 2022-2024 based on financial instruments approved by the Shareholders' Meeting of 20 April 2022. The aforesaid changes in remuneration are proposed exclusively in order to align the variable long-term incentive system with the new 2022-2025 Business Plan of the BPER Group disclosed to the market on 10 June 2022.

As indicated in the notice of call, the date and/or time of the aforesaid 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 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.

The notice of call and the explanatory report of the Board of Directors on the integration of the Board of Directors are available to the public at the Company's registered office, on the Company's website (www.bper.it - Sito Istituzionale > Governance > Shareholders' Meeting), as well as at the authorised storage mechanism "1Info" (www.1info.it).

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