

Ordinary Shareholders' Meeting - 26 April 2023

Instructions for granting proxies to the Designated Representative

As indicated in the notice of call, pursuant to Law Decree no. 198 of 29 December 2022, enacted by Law no. 14 of 24 February 2023, extending until 31 July 2023 the provisions set forth in art. 106, para. 4, of Law Decree no. 18 of 17 March 2020, as enacted by Law no. 27 of 24 April 2020, as later amended, and art. 3, para. 1, of Law Decree no. 228 of 30 December 2021, enacted by Law no. 15 of 25 February 2022, attendance and voting by those entitled at the Ordinary Shareholders' Meeting convened, in one call, for 26 April 2023, , will be allowed **exclusively via Computershare S.p.A.**, with registered office at Via Mascheroni 19, Milan, and offices at Via Nizza 262/73, Turin ("Computershare"), **as Designated Representative pursuant to art. 135-undecies of the Consolidated Law on Finance.**

Proxies may be granted, in written form, in accordance with either: (i) art. 135-undecies of the Consolidated Law on Finance; or (ii) art. 135-novies of the Consolidated Law on Finance, according to the terms and deadlines specified below.

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Proxies pursuant to art. 135-undecies of the Consolidated Law on Finance

Those entitled to vote may be represented at the Shareholders' Meeting 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 proxy granted to the Designated Representative, without charge for the represented person (except for any costs incurred to send the proxy), must be given **by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. 24 April 2023)**, using the [specific web application](#) prepared and managed by Computershare, which allows for guided completion of the form.

The web application and the proxy form will be active and available at the following link, as soon as all of the documentation relating to the proposed resolutions (“motions”) contained in the Reports prepared by the Company’s Board of Directors has been published.

[Facilitated completion of the proxy form for the Designated Representative](#)

Alternatively, the proxy may also be granted by using the specific printed form (entitled “Proxy granted to the Designated Representative pursuant to art. 135-*undecies* of the Consolidated Law on Finance”), available on the Bank’s website www.bper.it - Sito Istituzionale > Governance > Shareholders’ Meeting, following the instructions for filling in and submitting the form (even electronically), which are provided on the form itself.

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 as envisaged for granting them, prior to the above deadline (24 April 2023).

Proxies pursuant to art. 135-*novies* of the Consolidated Law on Finance

Those entitled to vote may be represented at the Shareholders’ Meeting 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/sub-proxy must be granted to the Designated Representative using the specific printed form (entitled “Ordinary proxy pursuant to art. 135-*novies* of the Consolidated Law on Finance”) that can be found on the Bank’s website www.bper.it – Sito Istituzionale > Governance > Shareholders’ Meeting.

In this regard, it should be noted that, in consideration of the fact that attendance at the Shareholders’ Meeting is only allowed via Computershare, in the event that the ordinary proxy pursuant to art. 135-*novies* of the Consolidated Law on Finance is not granted directly to the latter, the delegated party must necessarily grant a sub-proxy to Computershare.

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 17:30 on 24 April 2023**.

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

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Without prejudice to the foregoing, it is recalled that, in order to attend and vote at the Shareholders' Meeting, it is necessary to send BPER Banca S.p.A. ("BPER Banca"), via the intermediary where the shares are deposited, the appropriate **communication certifying ownership of the right** pursuant to art. 83-*sexies* of the Consolidated Law on Finance based on the related supporting evidence at the close of business on **17 April 2023** (the record date).

The release of this communication must be requested, by the person entitled, from the intermediary where the BPER Banca shares are deposited.

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

Please note that only for Shareholders who have submitted a specific permanent request to receive the afore-mentioned communication pursuant to art. 83-*novies*, para. 1, letter c) of the Consolidated Law on Finance due to their BPER Banca shares being registered on an account held with BPER Banca or other Italian banks of the Group, BPER Banca and the other Italian banks of the Group, as was done for previous Shareholders' Meetings, will, after the record date, send the necessary communication to BPER Banca pursuant to art. 83-*sexies* of the Consolidated Law on Finance.