

BPER:

Shareholders' Meeting of 19 April 2024

Report of the Board of Directors

on item 4 on the agenda of the ordinary session

BPER Banca S.p.A.**Shareholders' Meeting of 19 April 2024*****Report of the Board of Directors
on item 4 on the agenda of the ordinary session******Appointment of the Board of Statutory Auditors for the 2024-2026 three-year period***

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Shareholders,

On occasion of the Shareholders' Meeting convened, in its ordinary session, for 19 April 2024 to approve the 2023 financial statements, the mandate of the Board of Statutory Auditors currently in office will expire.

At said Shareholders' Meeting, you will therefore be called upon to vote also on the appointment of the new Board of Statutory Auditors using the list voting system in compliance with the provisions of the law and the Articles of Association.

In this respect, we remind you that the Shareholders' Meeting is called upon to elect three Standing Auditors, including the Chair, and two Alternate Auditors. The Statutory Auditors remain in office for three years, their mandate expires on the date of the Meeting called to approve the financial statements for the last year of their term in office and can be re-elected.

All of the members must meet the statutory and regulatory requirements set for their position, including independence, must not be in a situation of ineligibility or incompatibility according to the provisions of the law and the Articles of Association.

With regard to the independence requirements, reference is made to those established by art. 148, paragraph 3, of the Consolidated Law on Finance and the implementing provisions of art. 26 of Legislative Decree no. 385 of 1 September 1993 (the "Consolidated Law on Banking"), contained in the Decree of the Ministry of Finance no. 169 of 23 November 2020 ("DM 169/2020"). It is also recommended that members of the Board of Statutory Auditors meet the requirements of independence set forth in Recommendation 7 and 9 of the Corporate Governance Code.

Additionally, pursuant to art. 30, paragraph 6, of the Articles of Association, the composition of the Board of Statutory Auditors must ensure gender balance in accordance with current regulations, whereby, if the Board of Statutory Auditors is made up of 3 members, at least one member should be of a different gender than the other members.

For any further suitability requirements and criteria to fill the position as members of the Board of Statutory Auditors, reference is made to the provisions of DM 169/2020 on reputation, integrity, professionalism and competence, independence of mind, time commitment to carry out the office and limits on the number of offices that can be held simultaneously. For the purposes of art. 148 of the Consolidated Law on Finance, likewise applicable to the members of the Board of Statutory Auditors are the provisions on professionalism and integrity contained in Decree no. 162 of 30 March 2000 of the Minister of Justice, in agreement with the Minister of the Treasury, Budget and Economic Planning.

Under art. 30, paragraph 3 of the Articles of Association, the limits on the accumulation of directorships and audit appointments laid down by current regulations apply to the Statutory Auditors. In this respect, the limits set by art. 148-bis of the Consolidated Law on Finance and art. 144-terdecies of the Issuers' Regulation are relevant, as are the afore-mentioned limits established by art. 17 of DM 169/2020. It is further noted that, pursuant to art. 30 paragraph 3 of the Articles of Association, the Statutory Auditors may not hold positions in bodies other than control bodies in other companies of the Group or in which the Company holds, directly or indirectly, a strategic investment, as defined by the Supervisory Authority.

Shareholders are also invited to consider the provisions of art. 36 of Legislative Decree no. 201 of 6 December 2011 (converted by Law no. 214 of 22 December 2011) regarding the prohibition to take on or exercise offices in companies or groups of competing companies operating in the credit, insurance or financial markets (the so-called "ban on interlocking directorships").

Finally, please note that, in accordance with the applicable Supervisory Provisions (Bank of Italy Circular no. 285 of 17 December 2013, First Part, Title IV, Chapter 2), the Board of Statutory Auditors, in view of the renewal of the Control Body, has expressed its Guidelines for Shareholders on the optimal qualitative and quantitative composition of the new Board of Statutory Auditors ("Guidelines"). The Guidelines – giving an indication, pursuant to art. 16, paragraph 2, of D.M. 169/2020, of the time commitment estimated by the Board of Directors as necessary to carry out the assignment properly – are available to the public on the Bank's website <https://istituzionale.bper.it/>, in the section *Governance* – 2024 Shareholders' Meeting and contain more detailed reference to the applicable legislation, as briefly referred to above.

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As regards the manner in which lists should be submitted, it is noted that the lists submitted by the Shareholders for the election of the members of the Board of Statutory Auditors must be filed, in accordance with the instructions provided in the Notice of Call within twenty-five days prior to the date of the Shareholders' Meeting and, therefore, by Monday, 25 March 2024.

In this regard, pursuant to art. 31 of the Articles of Association:

- a) the lists must be presented by shareholders who, individually or collectively, hold at least 0.50% of the share capital represented by ordinary shares. Ownership of the minimum shareholding is calculated with regard to the shares registered on the day when the list is filed with the Company;
- b) each shareholder cannot present or contribute to the presentation of more than one list; a similar requirement applies for members 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, signature is ignored in relation to all lists.
- c) the lists, divided into two sections one for candidates for the office of Standing Auditor and one for candidates for the office of Alternate Auditor, must indicate a number of candidates not higher than the number of Directors to be elected; in each section, candidates are listed with a sequential number; at least one candidates for the position of Standing Auditor and at least the first candidate for the position of Alternate Auditor have to be enrolled in the register of auditors and have practised the profession of auditing for no less than three years;
- d) under the terms set out in the Notice of Call, the lists for that, considering both sections, contain a number of candidates equal to or greater than three must include candidates of a different gender for the first two positions in the section of the list for Standing Auditors;

- e) Together with the lists, Shareholders submitting the lists must file with the registered office of the Company all of the documents and declarations required by law, and in any case: (i) declarations from each candidate accepting their candidature and confirming, under their own responsibility, that there are no reasons for which they cannot be elected or other incompatibilities, and that they meet the requirements for appointment established by law or in the Articles of Association; (ii) a full description of the personal and professional characteristics of each candidate, with an indication of the directorships and audit appointments held in other companies and all information useful for subsequent verification of the requirements by the relevant Bodies, in observance of the provisions of the relevant supervisory regulations; and (iii) information on the identity of the shareholders presenting the lists, indicating their percentage shareholding, to be certified according to the terms and procedures established by current regulations.
- f) Shareholders other than the ones who, separately or jointly, hold a relative majority interest in the Company, shall additionally submit, together with the lists, a statement attesting to the lack of any relationships of affiliation, even indirect, as defined by art. 148, para. 2 of the Consolidated Law on Finance, articles 144-*quinquies* and 144-*sexies*, para. 4 b) of the Issuers' Regulation, including in consideration of the recommendations provided by Consob in Communication no. DEM / 9017893 of 26 February 2009.
- g) in the event that, on expiry of the deadline for filing the lists (Monday, 25 March 2024), only one list has been filed or only lists presented by Shareholders who are connected to each other have been filed, the Company will announce this in the manner prescribed by current legislation; in this case, lists may be presented until the third day following the expiry of the aforementioned deadline for filing the list and the shareholding threshold for submission of the lists under letter a) will be reduced by half (and shall therefore be 0.25%).

It is noted that, pursuant to the same provisions:

- the lists submitted without complying with the above terms and conditions will be considered as not submitted and will not be admitted to the vote;
- any irregularities on the list that relate to individual candidates only entail the exclusion of the candidate(s) concerned.
- each candidate may only appear on one list or, otherwise, will be ineligible for election.
- candidates not meeting the requirements established by the law and the Articles of Association cannot be elected or, if elected, their appointment will lapse;
- persons entitled to vote cannot vote more than one list of candidates, even if through an intermediary or through trust companies.

The lists filed and admitted will be made available to the public at the registered office and on the Bank's website <https://istituzionale.bper.it/>, in the section Governance – 2024 Shareholders' Meeting and in the 1Info storage system by the deadlines established by current legislation and the Articles of Association and, therefore, at least twenty-one days prior to the date set for the Shareholders' Meeting in one call, i.e. by Friday, 29 March 2024

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With regard to the election of the members of the Board of Statutory Auditors, they will be elected in accordance with Article 32 of the Articles of Association, whereby:

- a) If more than one list is validly presented:

- a.1) two Standing Auditors and one Alternate Auditor are taken from the list that came first by number of votes, in the order they are listed in each section.
 - a.2) the Chair of the Board of Statutory Auditors and one Alternate Statutory Auditor are taken from the list that obtained the second highest number of votes, providing this list is not related, directly or indirectly, with the shareholders who presented or voted the list with the highest number of votes, in the order they are listed in each section. Significant relationships are those identified by the applicable provisions of the Consolidated Law on Finance and the Issuers' Regulation;
 - a.3) in the event of a tie between lists, the Meeting holds a second ballot at the outcome of which two Standing Auditors and one Alternate Auditor are taken from the list that came first by number of votes, in the order they are listed in each section; the Chair of the Board of Statutory Auditors and one Alternate Auditor are taken from the list that obtained the second highest number of votes, providing this list is not related, directly or indirectly, with the shareholders who presented or voted the list that came first by number of votes, in the order they are listed in each section;
 - a.4) if, after voting has taken place, no one of the elected Auditors is enrolled in the register of auditors and has practised the profession of auditing for not less than three years, the Meeting has to exclude the elected candidate, that does not have the requirements, who has the highest number on the list that came first by number of votes, replacing that person with the non-elected candidate of the same list that meets the requirements;
 - a.5) if, after voting has taken place, the minimum number of Statutory Auditors belonging to the less represented gender has not been elected, the Meeting must exclude the elected candidate belonging to the overrepresented gender, who has the highest number on the list that came first by number of votes, replacing that person with the non-elected candidate belonging to the less represented gender on the same list;
 - a.6) if, even by applying this replacement mechanism, it is not possible to complete the minimum number of Statutory Auditors belonging to the less represented gender, the Meeting provides for the election of the missing Statutory Auditors on the basis of candidates proposed by Shareholders at the Meeting. To this end, the candidates are put to the vote individually and the candidates who receive the highest number of votes are elected, up to the total number of Statutory Auditors to be elected. Substitutions are made from the most voted list, and within the sections of the lists, from the candidates with the highest sequential number.
- b) If only one list is presented, all Auditors are taken from that list. In this case, the first candidate for the office of Standing Auditor listed in the relevant section of the list shall be elected Chair of the Board of Statutory Auditors.

- c) If no valid list is presented, or the number of Statutory Auditors to be elected has not been reached, the missing Statutory Auditors are elected on the basis of candidates proposed by the Shareholders at the Shareholders' Meeting. To this end, the candidates are put to the vote individually and the candidates who receive the highest number of votes are elected, up to the total number of Statutory Auditors to be elected, in accordance with the detailed provisions of paragraph 4 of art. 32 of the Articles of Association.
- d) the Meeting shall express the minimum number of Standing and Alternate Auditors belonging to the less represented gender also in the cases provided for under items b) and c).
- e) Without prejudice to the provisions of items b) and c), application of the above provisions must in all cases result in at least one Standing Auditor and one Alternate Auditor being elected by minority shareholders who are not associated, directly or indirectly, with the shareholders that presented or voted for the list that came first by number of votes.
- f) The candidates submitted by Shareholders at the Shareholders' Meeting must be accompanied by the documentation mentioned in art. 31 paragraph 5 of the Articles of Association.

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In relation to the foregoing, you are therefore called to vote for one of the lists presented by the Shareholders according to the provisions of the Articles of Association.

Modena, 8 March 2024

BPER Banca S.p.A.
The Chair
Flavia Mazzearella