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Oggetto : Additions and amendments to the Notice of Call
of extraordinary and ordinary Shareholders'
Meeting

Testo del comunicato

Vedi allegato



ADDITIONS AND AMENDMENTS TO THE NOTICE OF CALL

CALLING OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

With reference to the extraordinary Shareholders' Meeting of BPER Banca S.p.A. convened for 18 April 2025 at 9:30 a.m. in one call, in Modena, Via Aristotele no. 33, via a notice published - also as an excerpt - on 6 February 2025 on the Bank's website and in the authorised EmarketStorage system, the Board of Directors of BPER Banca S.p.A. **also resolved to convene the ordinary Shareholders' Meeting on the same date, with both the ordinary and extraordinary sessions to be therefore held:**

- (i) in Modena, Via Aristotele no. 195;
- (ii) **exclusively through the Designated Representative** (the "Designated Representative") pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 (the "Consolidated Law on Finance"), in line with regulations in force. Therefore, **direct attendance at the Shareholders' Meeting by those entitled to vote is not allowed.**

In light of the above, **the supplemented and amended wording of the notice of call** for the **extraordinary and ordinary Shareholders' Meeting of 18 April 2025** is provided below.

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The extraordinary and ordinary sessions of the Shareholders' Meeting of BPER Banca S.p.A. are convened for 18 April 2025 at 9.30 a.m., in one call, at the premises of BPER Banca's "Centro Direzionale", in Via Aristotele 195, Modena, to discuss and resolve on the following

AGENDA

EXTRAORDINARY SESSION

1. Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, with the power, to be exercised by December 31, 2025, to increase the share capital in one or more tranches, in a divisible form, without pre-emption rights pursuant to Article 2441, fourth paragraph, first sentence, of the Italian Civil Code, and with the issuance of a maximum number of 657,409,377 ordinary shares with no par value, with regular entitlement and identical



characteristics to those of the outstanding shares, the issue price of which will be determined by the Board of Directors in accordance with applicable laws, to be paid up by contribution in kind as part of a voluntary public exchange offer concerning all the ordinary shares of Banca Popolare di Sondrio S.p.A., with the consequent amendment of Article 5 of the Articles of Association; related and consequent resolutions.

ORDINARY SESSION

1. 2024 Financial Report:

- a) Approval of the Separate Financial Statements as at 31 December 2024; presentation of the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, as well as of the Consolidated Financial Statements as at 31 December 2024, inclusive of the 2024 consolidated sustainability report;
- b) Allocation of profit for financial year 2024 and dividend payout.

2. Remuneration:

- a) Report on Remuneration Policy and Compensation Paid, comprising:
 - a1) remuneration policies of the BPER Banca S.p.A. Group for 2025 (binding resolution);
 - a2) compensation paid in 2024 (non-binding resolution).
- b) 2025 MBO Incentive plan based on financial instruments pursuant to art. 114-*bis* of Legislative Decree no. 58 of 24 February 1998;
- c) 2025-2027 Long-Term Incentive (LTI) Plan based on financial instruments pursuant to art. 114-*bis* of Legislative Decree no. 58 of 24 February 1998;
- d) Authorisation to purchase and dispose of treasury shares to service current and future remuneration systems based on financial instruments in compliance with the Remuneration policies.

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Procedures for holding the Shareholders' Meeting

As previously mentioned, in line with regulations in force concerning the procedures for holding the Shareholders' Meeting following the amendments made - upon its conversion - to Law Decree no. 202 of 27 December 2024, attendance at the Shareholders' Meeting by those entitled to vote is only allowed, both in the extraordinary and ordinary sessions, via the Designated Representative (the

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“Designated Representative”), pursuant to art. 135-*undecies* of Legislative Decree no. 58/1998 (the “Consolidated Law on Finance”), in accordance with the instructions provided in the relevant section of this notice.

For this purpose, the figures for the last few years were considered concerning both BPER Banca and other listed companies; evidence shows that, even with this approach, participation in the Shareholders’ Meetings by the entitled parties was very high, if not even higher than in the past.

Furthermore, under the above procedures for holding the Shareholders’ Meeting, meeting attendance, pre-meeting interaction and transparency of information are fully ensured and enhanced by the timely publication of the information and by the shareholders’ right to submit proposals for resolutions on the items on the meeting agenda as well as to submit questions and receive answers before the Meeting, under the terms and by the deadlines set forth in the following paragraphs of this notice of call. These circumstances, which allow full knowledge of the answers before the vote, make the informed exercise of voting rights easier and facilitate the availability of symmetric information to all shareholders, whether or not attending the Meeting.

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

Information relating to the share capital and shares with voting rights

The share capital of BPER Banca S.p.A. (“BPER Banca” or “BPER” or the “Company”), fully subscribed and paid in, amounts to Euro 2,121,637,109.40 and consists of 1,421,624,324 registered ordinary shares with no par value. Each share carries the right to one vote. At the date of publication of this notice, the Company holds 6,047,625 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 from whom BPER Banca S.p.A. 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.* by 9 April 2025 - 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 or vote at the Shareholders' Meeting.

The afore-mentioned communications from the authorised intermediary must be received by the end of the third trading day prior to the Shareholders' Meeting (*i.e.* by 15 April 2025), 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.

No procedures are in place for remote or postal voting.

Attendance at the Shareholders' Meeting via the Designated Representative

As described above, in accordance with the applicable regulations, attendance at the Shareholders' Meeting by those entitled to vote is only allowed, both in the extraordinary and ordinary sessions, via the Designated Representative, 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* 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.

(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 on all or some of the motions on the agenda. 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 for the purpose of calculating the majority and the percentage of capital required for the adoption of resolutions.

The proxy granted to the Designated Representative, without any charges 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 set for the Shareholders' Meeting (*i.e.* by 16 April 2025), 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 <https://group.bper.it/> in the section Governance – Shareholders – Shareholders' Meetings – 18 April 2025, or the specific printed form ("Proxy granted to the Designated Representative pursuant to art. 135-*undecies* of the Consolidated Law on Finance"), available on the Bank's website, in the same section. 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.

By the same deadline (*i.e.* 16 April 2025) and in the same manner proxies and voting instructions can be revoked at any time.

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

Those entitled to vote that plan to attend the Shareholders' Meeting (both the extraordinary and ordinary sessions), 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 on all or some of the motions on the agenda; the Designated Representative shall not cast votes on those motions for which no precise voting instructions have been granted.

The proxy must be granted to the Designated Representative using the specific printed form ("Ordinary proxy pursuant to art. 135-*novies* of the Consolidated Law on Finance") that can be found on the Bank's website <https://group.bper.it/> in the section Governance – Shareholders – Shareholders' Meetings – 18 April 2025. The instructions accompanying the relevant proxy form must be followed when the proxies/sub-proxies are completed and sent (electronically or otherwise). 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 16 April 2025.

Additions to the agenda and submission of additional proposed resolutions on matters already on the agenda

Pursuant to art. 126-*bis*, para. 1, first indent 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 in its ordinary session (*i.e.* by 28 March 2025) 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. It should be noted that, with regard to the extraordinary session, the above deadline was 16 February 2025 (tenth day after the Notice of Call of the Shareholders' Meeting in its extraordinary session was published).

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, possibly, by a contact phone number can be submitted by e-mail to the address assembleabperbanca@pec.gruppobper.it indicating in the subject line: "Shareholders' Meeting December 2025 - 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.

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 (of the ordinary and/or extraordinary sessions), pursuant to art. 126-*bis*, para. 1, third indent of the Consolidated Law on Finance. These must be sent to the following e-mail address of the Company, assembleabperbanca@pec.gruppobper.it, by 3 April 2025 indicating in the subject line: "Ordinary Shareholders' Meeting April 2025 - 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 and references to the communication of the authorised intermediary certifying their legitimacy.

The Company will make valid motions available to the public on the Bank's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 18 April 2025 as soon as possible or by no later than within the following two days.

The above terms and 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* of the 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 9 April 2025), via e-mail to the address assembleabperbanca@pec.gruppobper.it indicating in the subject line: "Ordinary Shareholders' Meeting April 2025 - 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.

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Questions received by the above deadlines will be answered by the Company as soon as possible and, at the latest, at least 3 days before the Meeting by publication on the Company's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 18 April 2025.

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 <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 18 April 2025, at least three 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 Shareholders' Meeting documentation, including the explanatory reports on the items on the agenda (for both the extraordinary and ordinary sessions) and the related proposed resolutions will be made available to the public in accordance with the law and regulations at the registered office and on the Bank's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 18 April 2025, and in the "*EmarketStorage*" system.

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 BPER Banca's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 18 April 2025.



This notice of call, as supplemented and amended will also be published as an excerpt in an Italian daily newspaper in accordance with current regulations.

Modena, 18 March 2025

BPER Banca S.p.A.

The Chair

Fabio Cerchiai

The notice is also available in the “EmarketStorage” system.

Contacts:

Investor Relations

investor.relations@bper.it

Corporate and Regulatory Affairs

governance.marketabuse@bper.it

Media Relations

relest@bper.it

bper.it - group.bper.it
