

# BPER:

## REPORT ON REMUNERATION POLICY AND COMPENSATION PAID

Executive Summary

2025

The present document is the English translation of the Italian “Relazione 2025 sulla Politica in materia di remunerazione e sui compensi corrisposti - Executive Summary”, prepared and used in Italy, and has been translated only for the convenience of international readers. In case of any discrepancies between the English and the Italian version, the Italian version shall prevail.

# BPER:

## REPORT ON REMUNERATION POLICY AND COMPENSATION PAID

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# LETTER FROM THE CHAIRPERSON OF THE REMUNERATION COMMITTEE



On 10 October 2024, BPER presented the "B-Dynamic | Full Value 2027" Business Plan to the Financial Community, with the aim of unlocking the Group's extraordinary potential and charting a course to achieve new goals by leveraging the economic and financial strength and leadership it has achieved.

The Plan confirms the BPER Group's strong commitment to its shareholders, customers, employees and all stakeholders,

focusing on progressive and sustainable growth thanks to a strong position, a widespread national presence, a significant customer base and a strong and consolidated leadership, constantly reinforced by our talents and skills, able to understand the needs of customers and to innovate with them.

In an uncertain and complex macroeconomic scenario, the Group continues to grow, with excellent results in terms of both net interest income and growth in non-interest income, while continuing to provide tangible support to households and businesses as an advisor and financial partner, always with a strong focus on credit quality. Our capital profile further improved with the organic generation of capital. This year, the Bank is renewing its corporate social responsibility by pursuing its commitments on climate transition, social inclusion and good governance as structural components of its strategy.

The Remuneration policy we present supports "B-Dynamic | Full Value 2027" in driving this new cycle of growth, creating shared and long-lasting value and seizing the opportunities of an evolving market, thanks to our widespread presence and the ability to respond with agility to local customer needs. At the same time, it is a key element of our business strategy and a fundamental lever for attracting, motivating and retaining the talent that contributes to the growth and sustainable success of our organisation.

Our remuneration structure is designed to encourage responsible risk management and a constant focus on customer protection and loyalty. We firmly believe that a well-designed incentive system not only strengthens the sense of belonging and commitment of employees, but is also an effective tool for ensuring alignment with the long-term interests of the company and its stakeholders.

From this perspective, our Policy incorporates performance criteria based on sustainability parameters, with a particular focus on balanced and sustained growth. The tools adopted are designed to reward not only economic and financial results, but also adherence to company values and the ability to create value in a context of stability and continuity, based on the principles of inclusion and fairness.

The framework of the Remuneration Policy for 2025 reflects the commitments made in the Strategic Plan, which have been integrated into the new 2025-2027 Long-Term Incentive Plan, and is essentially in continuity with the Remuneration Policy updated by the Shareholders' Meeting of 3 July 2024, also taking into account the broad consensus reached with you, the shareholders, and the positive feedback received on transparency and pay for performance.

The remuneration Policy for 2025 remains based on the following principles:

- alignment between remuneration and sustainable performance, through a variable remuneration Policy structured into short and long-term incentives intended for a broad section of company staff and structured specifically across the different business segments;
- challenging economic and financial objectives with a clear aim: to make a positive impact on the environment and society; objectives that adequately take risk issues into account;
- entry gates to incentive schemes consistent with supervisory requirements, stringent deferral mechanisms, pay-mix involving a wide use of financial instruments;
- monitoring the gender neutrality of the remuneration Policy and the pay gap within a structured framework of Diversity & Inclusion initiatives;
- proactive alignment with the national and European legislative framework.

With this Report, we aim to provide full transparency on remuneration decisions, in the knowledge that constructive dialogue with shareholders and other stakeholders is essential to consolidate a sound and responsible governance model.

I would like to take this opportunity, on behalf of the Remuneration Committee, to express our great appreciation for the commitment and professional qualities of all the people, colleagues, who work with dedication and determination in the BPER Group, committed to concrete actions for the benefit of the Group, the shareholders, the customers and the communities in which we operate.

I would like to conclude by thanking you, our shareholders, for your support at the Shareholders' Meetings over the past years and for the valuable contributions we have taken into account in determining our remuneration Policy.

Finally, I would like to thank all the members of the Remuneration Committee, the Chair, the Chief Executive Officer and the entire Board of Directors, for their teamwork and active involvement in the execution of our mandate.

Maria Elena Cappello

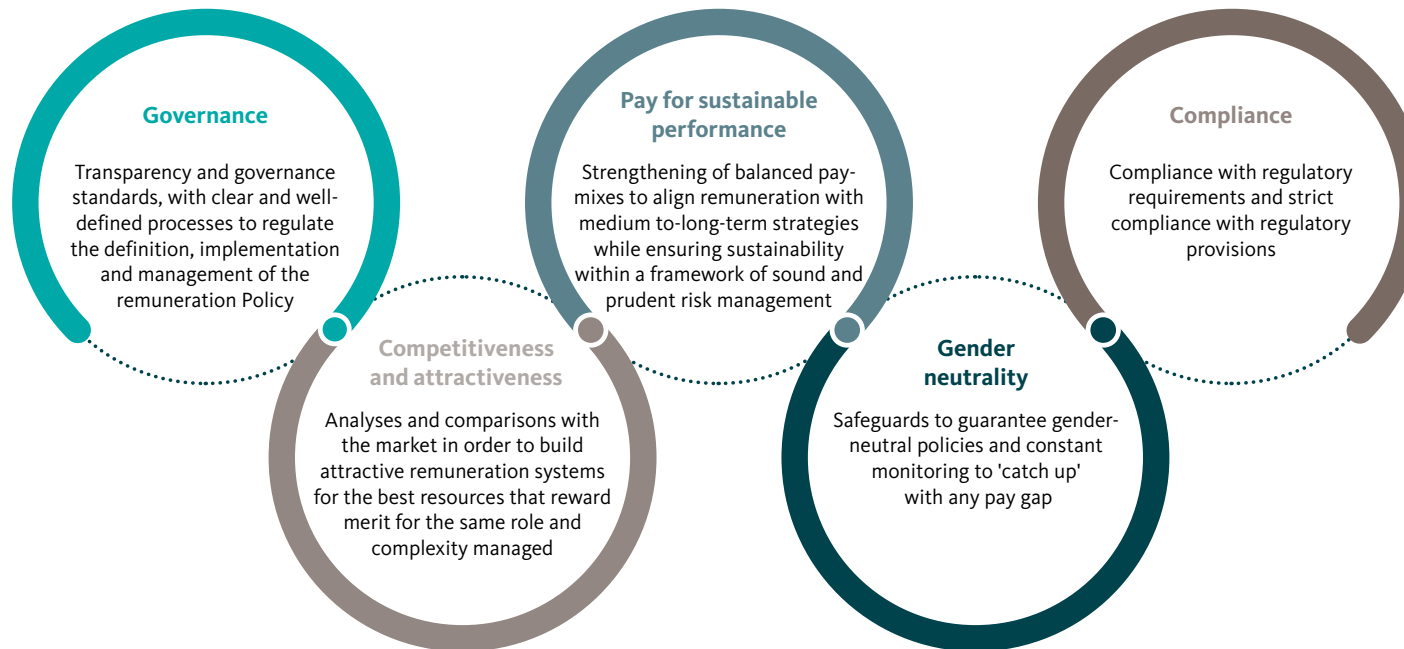


# 1. Principles and objectives of the Remuneration Policy

The 2025 Policy defines the guidelines for remuneration systems to pursue the economic and financial strategies and objectives of the 2024-2027 Strategic Plan "B:Dynamic | Full Value 2027" and to have a positive impact on the environment and society.

This Plan is based on three main pillars: enhancement of customers, operational optimisation and leveraging financial strength.

The 2025 Remuneration Policy is designed to ensure a close correlation and consistency between remuneration, results achieved, expected development guidelines, sustainable initiatives, sound and prudent risk management and compliance with the law. The performance and reward policies continue to be aligned with the Group's ESG strategies and with the pursuit of short and long-term results, also taking into account the working conditions of all employees.



## CHANGES IN THE 2025 REMUNERATION POLICY

- Rebalancing short- and long-term components to make the remuneration packages of top management roles even more competitive and attractive with particular reference to the Chief Executive Officer and Executives with strategic responsibilities (hereinafter 'ESRs') - including in view of supporting the implementation of the Business Plan in today's competitive environment. The variable remuneration remains mainly deferred/long-term as well as share-based (over the cash-based component) in order to support the Bank's results in the long term in line with investors' interests.
- Launch of the new 2025-2027 Long-term incentive Plan strictly related to the "B:Dynamic | Full Value 2027" Strategic Plan which, among others, provides for the relative Total Shareholder Return (rTSR) KPIs in order to strengthen the link with the creation of shareholder value over the Plan.
- Introduction of an additional structural liquidity Entry Gate (NSFR) for both the 2025 MBO Plan and the 2025-2027 LTI Long-Term incentive Plan to ensure that all aspects of liquidity risk are monitored; confirmation of the RORWA indicator by adopting a threshold corresponding to 50% of the risk tolerance level, taking into account the Group's high level of profitability and capital strength.
- Reduction of the cases that fall under the "pre-defined formula" of the severance policy.

## 2. Governance

 pages 17-20

The BPER Group has established a governance process to regulate the definition, implementation and management of its remuneration policies. This process will involve various Bodies and Functions of the Parent Company and Subsidiaries, at different levels and according to their sphere of competence.

### REMUNERATION POLICY: MAIN TASKS OF THE BODIES AND FUNCTIONS

#### SHAREHOLDERS' MEETING

- Establishes the remuneration due to the bodies appointed by it.
- Approves the remuneration and incentive policies.
- Approves any remuneration plans based on the use of financial instruments
- Resolves on any proposal by the Board of Directors to set a limit on the ratio between the variable and fixed components of individual remuneration greater than 1:1
- Approves the criteria for determining any amounts to be granted in the event of early termination of office of all personnel

#### BOARD OF DIRECTORS

With reference to remuneration issues, the Board of Directors of BPER, in exercising its role as a body with strategic supervision functions, draws up the Group's remuneration policies, submits them to the Shareholders' Meeting of the Parent Company and reviews them at least once a year, and is responsible for their actual implementation.

In carrying out these activities, the Board relies in particular on the support of the Remuneration Committee and the relevant Corporate Functions, which are involved as appropriate in order to effectively contribute to defining the Policies.

#### REMUNERATION COMMITTEE

In compliance with the principles laid down by the Supervisory Provisions and the Corporate Governance Code, the Remuneration Committee performs advisory, preliminary analysis, proposal-making and support functions to the activities of the Board of Directors and, to the extent of its sphere of competence, of the Executive Committee (where established), without prejudice to the autonomy of decision-making and the responsibility of these bodies to pass motions within their respective spheres of competence.

#### CONTROL AND RISKS COMMITTEE

With regard to remuneration, the Control and Risk Committee performs certain tasks outlined at any given time in the relevant Rules of Operation approved by the Board of Directors. As at the date of this Report, these Rules provide that the Control and Risk Committee, without prejudice to the responsibilities of the Remuneration Committee and ensuring adequate coordination with the latter, ensures that the incentives underlying the Bank's and the Group's remuneration and incentive system are consistent with the RAF and verifies the consistency of the remuneration of the heads of the corporate control Functions with the remuneration Policy.

#### OTHER COMMITTEES INVOLVED

**Sustainability Committee:** performs functions in support of the Board's activities with reference to environmental, social and governance (ESG) issues and with an impact on all the processes through which BPER ensures the pursuit of sustainable development, including those relating to remuneration and incentive systems.

**Nominations and Corporate Governance Committee:** supports the Board of Directors, also by formulating opinions and proposals, in the adoption, updating, implementation and monitoring of diversity policies (also considering their possible impact on the remuneration and incentive system).

#### MAIN COMPANY FUNCTIONS INVOLVED

Human Resources - Audit - Compliance - Risk Management - Strategic Planning

### 3. Target audience of the Remuneration Policy

 page 24

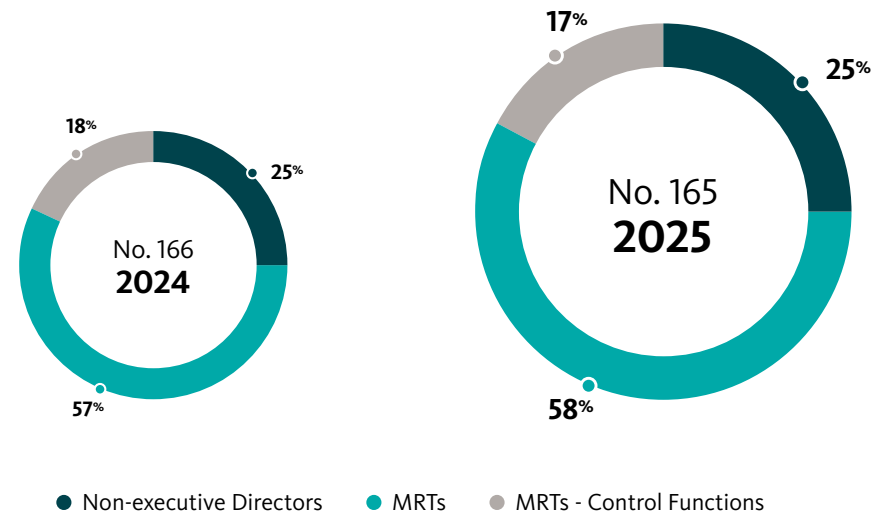
The Remuneration Policy is aimed at creating value for all Group personnel; it is also categorised and structured in order to ensure maximum effectiveness in line with the type and objectives of the relevant company function.

Staff Remuneration and Incentive Policies are intended for:

- Corporate bodies;
- Chief Executive Officer
- General Manager (where appointed)<sup>1</sup>;
- Material Risk Takers<sup>2</sup>;
- Material Risk Takers of the Corporate Control Functions<sup>3</sup>;
- Remaining personnel (not included in the MRT scope);
- Contract staff.

In addition, the Remuneration Policy includes details relating to certain Group entities; specifically, these are Arca Fondi SGR and BPER Bank Luxembourg S.A..

#### MRT SCOPE



## Focus



 pages 21-22

### IDENTIFICATION OF MATERIAL RISK TAKERS

BPER has identified the Group's Material Risk Takers ensuring the overall consistency of the identification process and coordination of the varying instructions that apply in the specific sectors served by each Group company, whether or not subject to banking regulations.

The objective of the process was to identify resources who professionally carry out activities with a substantial impact on the Group's risk profile based on an analysis that assesses the qualitative/quantitative criteria reported in Delegated Regulation (EU) 2021/923.

The process described for 2025 led to the identification of 165 individuals within the scope, representing 0.82% of the total BPER Group workforce.

1 The positions of Chief Executive Officer and of General Manager may be held by the same person or by different persons. At the date of this Report update, the General Manager has not been appointed.  
 2 Including ESRs, except for members of the Board of Statutory Auditors and non-executive members of the Board of Directors.  
 3 See previous note.





## Remuneration components

**Staff remuneration**<sup>4</sup> generally consists of a fixed component and a variable component.

**Fixed remuneration** is the stable non-performance-related remuneration component, envisaged for employees, and it is defined on the basis of predefined criteria such as contractual classification, individual responsibilities, professionalism and experience.

For the Company's Control Functions falling within the scope of MRTs, the fixed remuneration may be supplemented by a specific function allowance and by an additional allowance in lieu of the company bonus.

**Variable remuneration** is the performance-related component or the component determined by any other form of remuneration that does not qualify as fixed remuneration: for example, bonuses deriving from both short-term and long-term incentive systems.

Entry bonuses (entry bonus, welcome bonus, etc.) and buy-out mechanisms are also provided for the purpose of favouring the attraction of new resources and stability pacts, paid in accordance with the regulatory, legislative and labour law provisions applicable at any given time.

	2025 MRT MBO: KEY ELEMENTS	2025-2027 LTI: KEY ELEMENTS
<b>Duration</b>	Short-term incentive (1 year)	Long-term incentive (3 years)
<b>Recipients</b>	CEO and MRTs (including ESRs) approx. 117 resources	Resources deemed essential for the success of the strategic guidelines of the Business Plan (excluding the Corporate Control Functions), approx. 85 resources
<b>Trigger conditions</b>	Entry gates defined at Group level (capital strength, liquidity and risk-adjusted profitability*)	Entry gates defined at Group level (capital strength, liquidity and risk-adjusted profitability*)
<b>Performance indicators</b>	Economic and financial KPIs on risk-adjusted profitability*, risk management, sustainability, targets associated with specific projects	Specific KPIs with targets for profitability, operating efficiency, capitalisation and sustainability, in addition to a relative TSR target
<b>Ex-post adjustments</b>	RAF adjustments* (reduction in the bonus accrued up to 50%) Malus (bonus not paid out) and claw-back (bonus returned) mechanisms	Malus (bonus not paid out) and Claw-back (bonus returned) mechanisms
<b>Bonus opportunities</b>	CEO: max. 146.25% ESRs: max. range 104%-117%, MRTs: up to 80%	CEO: max. 45% (on an annual basis) ESRs and other strategic roles: max. 36% (on an annual basis)
<b>Bonus payout methods</b>	5/6 years with a 1-year retention (unavailability) paid out in monetary form and in BPER Banca ordinary shares according to specific deferral schemes	6 years with a 1-year retention (unavailability) paid out (at the end of the three-year period) exclusively in BPER Banca ordinary shares according to specific deferral schemes

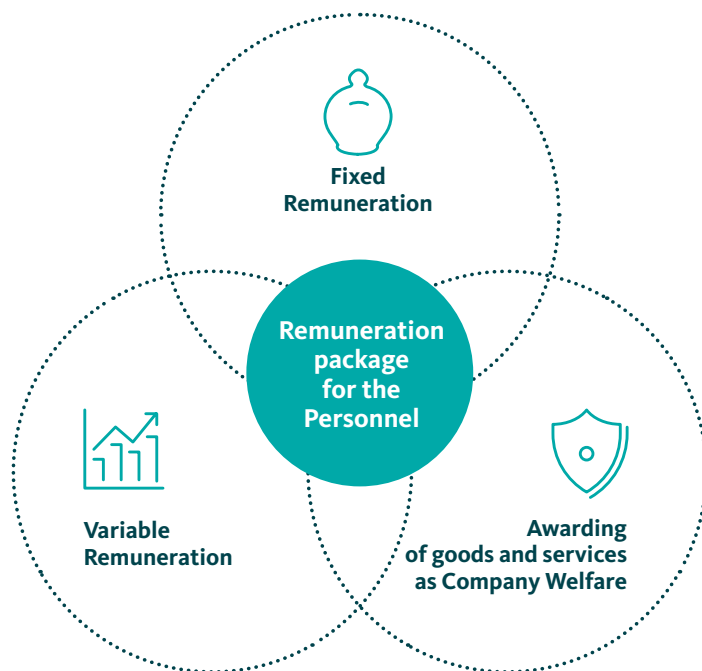
(\*) not applicable to Corporate Control Functions.

OTHER INCENTIVE SCHEMES			
	Branch Network	Private Banking	Corporate Investment Banking
<b>MBO 2025 - other staff</b>	BPER has established annual incentive schemes dedicated to specific business segments that award individual bonuses differentiated according to the level of achievement of the objectives assigned at function, team and/or individual level and taking into account the specifics of the activity carried out.		
<b>2025 Performance incentive</b>	Annual variable remuneration plan for personnel not included in the scope of recipients of the 2025 MBO scheme, of the Banks and Group companies to which this scheme applies.		
<b>Financial Advisers and Agents in financial activities</b>	Envisaged a non-recurring component as incentive and/or loyalty scheme		

<sup>4</sup> It should be noted that the members of the corporate bodies, with the exception of the Chief Executive Officer, receive only fixed remuneration.

The total remuneration package can be supplemented by fringe benefits, depending on the functions that the employees perform, the level in the organisation or specific limited attributions, also with the aim of increasing motivation and retention of resources. Personal and family benefits derive from national and/or second-level bargaining and/or derive from internal reference policies.

More specifically, there are specially regulated collective welfare, health and insurance plans, assistance and canteen services, as well as better conditions for access to the various products and services offered by the Company. Within the Group, provision is made for housing allocations, and company cars for mixed and shared use.

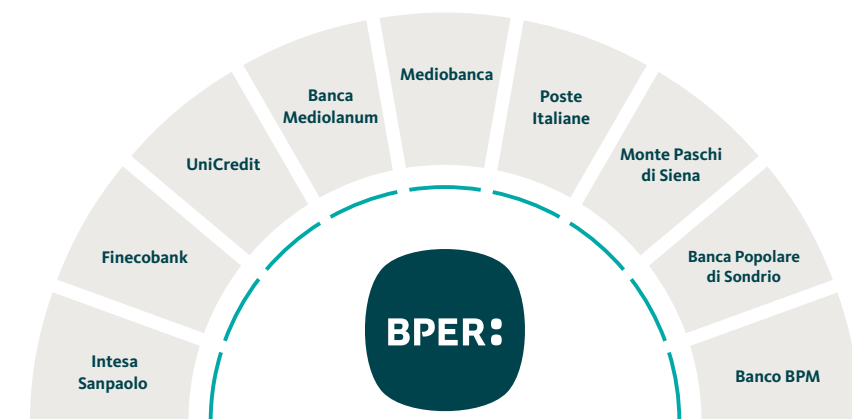


## Benchmarking

In order to ensure the competitiveness of its remuneration policies, which are essential to attract, motivate and retain the best resources, the Group constantly monitors general market trends and practices, so that it can establish levels of compensation that are both fair and competitive.

In defining its Remuneration policy, with particular reference to monitoring the main market practices, the Group has kept the benchmarking peer group it defined in 2024, which is made up of Italian Banking Groups listed on the FTSE-MIB).

### 2025 PEER GROUP



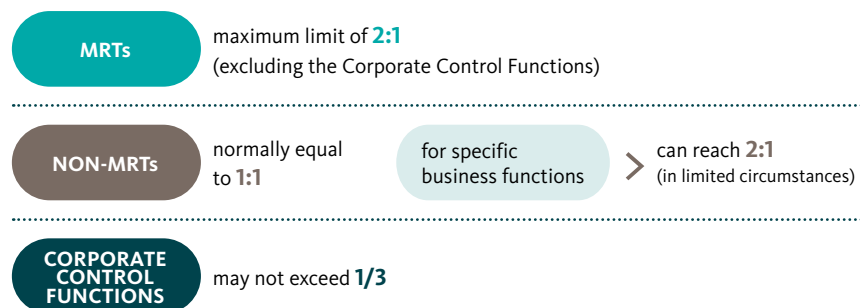
## Pay Mix

The maximum ratio between variable and fixed remuneration is set at 2:1 for all **Material Risk Takers**<sup>5</sup> (excluding the Company's Control Functions and the roles for which the regulations set a different **limit**<sup>6</sup>) in order to:

- apply operational levers in order to ensure the competitiveness of remuneration packages designed to attract strategic professional skills and ensure the availability of the human resources needed to achieve the established **business objectives**<sup>7</sup>;
- make payments ahead of or in the event of early termination of employment or term in office, within the maximum limits already established in this Policy.

The Group has established differentiated rules with respect to the maximum ratio between the components of remuneration, as shown below.

### RATIO OF VARIABLE TO FIXED REMUNERATION

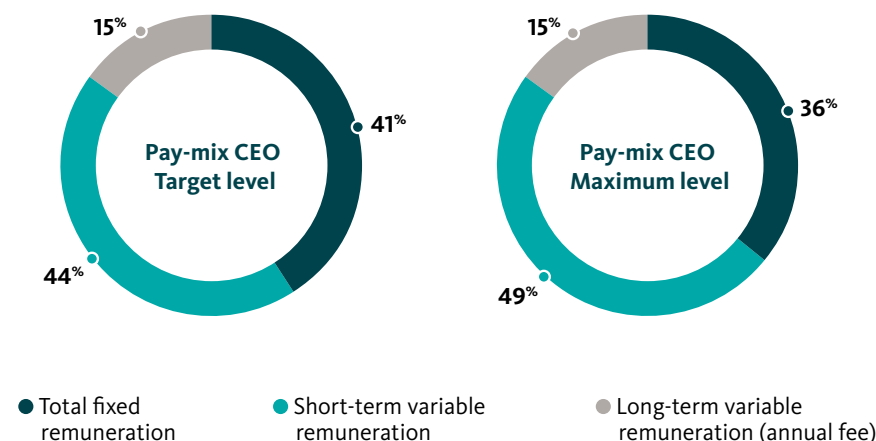


The remuneration package of the **Chief Executive Officer** has remained essentially unchanged compared to 2024 and stands in the average range with respect to the peer group adopted as part of the Remuneration Policy approved by the Shareholders' Meeting of 3 July 2024 (with regard to both the variable and fixed component).

The variable incentive levels (target and maximum) for the short- and long-term, defined for the current Chief Executive Officer, are as follows:

Chief Executive Officer	Short-term bonus (% fixed remuneration)		Long-term annual bonus (% fixed remuneration)	
	target	maximum	target	maximum
	112,5%	146,25%	37.5%	45%

The pay-mix considering both annual and long-term variable remuneration at the target level and at the maximum level is as follows (the basis for calculating variable remuneration does not include the Director's fee):



5 This ratio does not apply to personnel belonging to the Group SGR, for whom the regulations envisage the possibility of different limits. Further details can be found in section 7.11 of the 2025 Report on remuneration Policy and compensation paid.

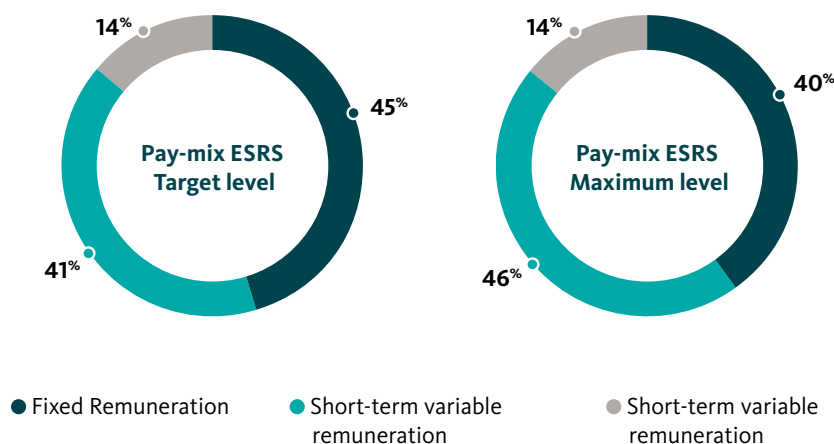
6 Reference is made to the Chief People Officer and the Manager responsible for preparing the Company's financial reports and the structures reporting to them.

7 Without prejudice to the objectives mentioned, the Group's intention is to maintain the proportion of variable to fixed remuneration well within the ordinary limits.

The maximum payout of the variable remuneration, in correspondence with the achievement of the maximum level of the assigned objectives, continues to be below the maximum limit of 2:1 with respect to the fixed remuneration.

With particular reference to Executives with Strategic Responsibilities (ERSs), in relation to the MBO plan, the target annual incentive is predominantly within the 80-90%<sup>8</sup> range (corporate functions tend to have a lower short-term component than business functions) while the maximum incentive is in the 104-117%<sup>9</sup> range.

The following graphs illustrate the pay-mix considering, for the business and company functions, the incidence of the "2025-2027 LTI Plan", expected up to 30% (as a target) and 36% (as a maximum), and, therefore, the highest reference points in the ranges described for the target (upper limit of the defined range) and the maximum MBO level, 90% and 117%, respectively. Total variable remuneration is below 200% of fixed remuneration<sup>10</sup>.



## 4. Short-term variable incentive plan – "2025 MBO" Plan

The payout of the Bonus Pool, whatever the amount, is subject to compliance with certain indicators, called *Entry gates*<sup>11</sup> based on indicators of capital strength, liquidity and risk-adjusted profitability to be achieved at the same time.

2025 Entry gates	Minimum threshold
Common Equity Tier 1 (CET1) ratio - consolidated	RAF Tolerance
Liquidity Coverage Ratio (LCR) - consolidated	RAF capacity
Net Stable Funding Ratio (NSFR) - consolidated	RAF Tolerance
Return On Risk Weighted Assets (RORWA) - consolidated	50% RAF Tolerance

In confirming the adoption of the indicators included in the RAF, we note that a structural liquidity indicator (NSFR) was introduced to ensure that all aspects related to liquidity risk are monitored and RORWA was confirmed by adopting a threshold corresponding to 50% of the risk tolerance level, taking into account the Group's high level of profitability and capital strength.

The incentive system provides for the identification of a Bonus Pool which represents the maximum amount of bonuses that can be paid. The bonus pool for the CEO and for MRTs is set at *Group level*<sup>12</sup>. The amount of the Bonus Pool for MRTs is correlated with the economic results achieved – measured in terms of the Group Gross Profit as a reference.

After checking that the Entry Gates have been exceeded, the bonus allocation and the extent of the variable remuneration are defined by evaluating individual performances using a process that includes the analysis of various qualitative and quantitative indicators.

Once the results are measured, the Board of Directors assesses a set of risk adjustment parameters, derived directly from the Risk Appetite Framework (RAF), which can reduce the vested bonus by up to 50%.

<sup>8</sup> With higher impacts in specific situations, in any case within the maximum limit.

<sup>9</sup> See previous note.

<sup>10</sup> With reference to the holders of positions for which the regulatory framework provides that the remuneration is mainly fixed, the total amount of variable remuneration at the maximum level, including the portion relating to long-term incentives, remains below 1 time the fixed remuneration.

<sup>11</sup> CET1, NSFR and LCR are binding for all MBO systems, RORWA does not apply to the Control Functions.

<sup>12</sup> Excluding Bonus pools for the Corporate control functions (for which bonuses are limited in amount and are not related to financial performance) and the SGR for which a specific pool is provided.



p. 34

## Performance targets for the Chief Executive Officer

The CEO's remuneration package has been put together in such a way as to ensure the balance between fixed and variable remuneration; it is also modulated with the aim of ensuring a variable remuneration in proportion to the results achieved, within the limits (the so-called "maximum cap") foreseen under the bonus scheme.

For 2025, the scorecard for the CEO comprises both quantitative and qualitative targets.

The objectives have a percentage weighting on the individual bonus and their evaluation is based on increasing thresholds from the minimum level to the target (between 50% and 100%), from the target to the maximum level (between 100% and 130%).

For ESG objectives, the achievement of each individual objective is on/off, based on precise, measurable quantitative targets. The minimum, target and maximum thresholds are represented, respectively, by the achievement of 4, 5 or 6 objectives. Therefore, the payout curve is 50%-100%-130%.

### 2025 MBO SCORECARD - CHIEF EXECUTIVE OFFICER

	Indicator	2025 MBO WEIGHTING	PAYOUT		
			Min	target	Max
INDIVIDUAL PERFORMANCE	Group Gross Profit <sup>(a)</sup>	30%	50%	100%	130%
	RORWA <sup>(b)</sup>	25%	50%	100%	130%
	Group Gross NPE Ratio	15%	50%	100%	130%
	Group Cost Income <sup>(c)</sup>	15%	50%	100%	130%
	ESG qualitative objectives	15%	50%	100%	130%
KPIs SUSTAINABILITY	<b>Composite metric including six objectives considered strategic in the short term as enabling factors to achieve the ESG targets attributable to project streams in the Business Plan:</b>				
	1. <b>Growth in the weight % of ESG products:</b> growth in the percentage weight of sustainable Assets under Management compared to total assets managed				
	2. <b>Green credit plafond:</b> loan originations specifically targeted at sustainability (ESG).				
	3. <b>Net Zero Banking Alliance:</b> definition of business strategies for the Aluminum, Iron & Steel and Commercial real estate sectors.				
	4. <b>Energy plan:</b> reduction of direct emissions (calculated based on the design phase assessment of the efficiency of the Energy Plan initiatives implemented in the year of analysis and starting from results obtained as at 31 December 2024).				
	5. <b>Progress in the diversity, equity and inclusion path:</b> percentage of women in positions of responsibility in the organization.				
	6. <b>ESG Rating<sup>d</sup>:</b> maintaining current evaluation <sup>e</sup> Moody's Analytics, CSA (Corporate Sustainability Assessment) S&P, Sustainalytics (Morningstar), Standard Ethics ratings.				

a Referred to the recurring component.

b Calculated as gross profit/RWA.

c Referred to the recurring component

d With data available at any given time and based on the same assessment methodology.

e Maintaining the level identified in the Business plan.



## Executive Summary

Upon achievement of the objectives set out in the Chief Executive Officer's personal scorecard, the RAF adjustments shown below can reduce the vested bonus by up to 50%.

RAF ADJUSTMENTS FOR 2025
PD PIT (Point in Time)
LCR (Liquidity Coverage Ratio)
Leverage ratio
ECAR (Economic Capital Adequacy Ratio)
MREL TREA subordination

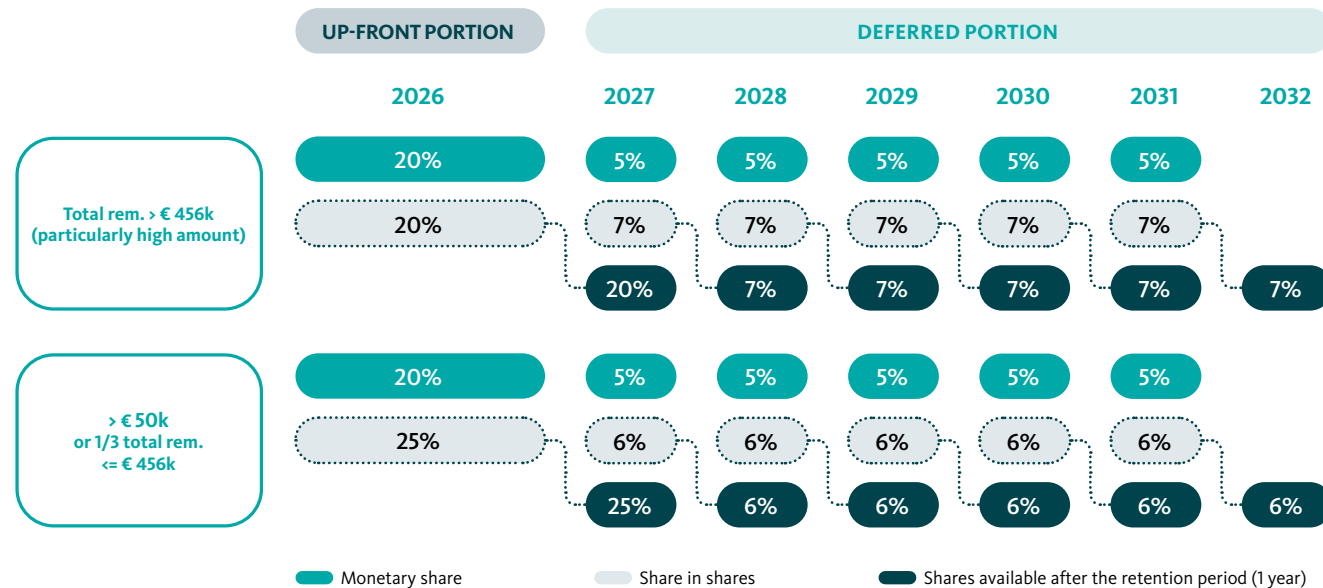
BPER Banca ordinary shares are used for the component in financial instruments.

The variable components are subjected to ex post correction mechanisms (malus and claw-back) in order to reflect the performance levels net of the risks actually undertaken, taking into account individual behaviour.

The up-front and deferred portions are subject to malus rules that can reduce the portion to zero in the event of failure to achieve the Entry Gates) envisaged for the year prior to the payout year of each deferred portion. The aforesaid malus mechanism also applies when the cases provided for the activation of claw-back clauses occur.

## 2025 MBO DEFERRAL SCHEME

Performance period: 2025



## 5. Material Risk Takers and Control Functions



### Remuneration of Material Risk Takers

The remuneration of Material Risk Takers consists of a fixed component and a short- and long-term variable component (for some selected key resources) With reference to the 2025 MBO variable incentive system, the individual scorecard is derived from the “strategic scorecard” assigned to the Chief Executive Officer, and is linked to results consistent with the role held and the responsibilities assumed. It is structured in quantitative and qualitative targets, among which ESG KPIs are of particular importance. The payment methods for vested bonuses differ according to the amount of the total variable remuneration and whether or not they fall within the scope of top MRTs.

**VARIABLE REM. ≤ € 50.000 (and 1/3 total annual remuneration)  
100% PAID OUT UP-FRONT AND CASH**

**VARIABLE REM. > € 50.000  
(OR 1/3 TOTAL ANNUAL REM.) ≤ € 456.000\***

- Top MRTs:**
- Up-front Portion: 45% (20% cash and 25% shares\*\*)
  - Deferred Portion: 55% (25% cash and 30% shares\*\*)
  - Duration: 5 years

**MRTs not belonging to top management:**

- Up-front Portion: 60% (30% cash and 30% shares\*\*)
- Deferred Portion: 40% (20% cash and 20% shares\*\*)
- Duration: 4 years

**VARIABLE REM. > € 456,000\***

- Top MRTs:**
- Up-front Portion: 40% (20% cash and 20% shares\*\*)
  - Deferred Portion: 60% (25% cash and 35% shares\*\*)
  - Duration: 5 years

**MRTs not belonging to top management:**

- Up-front Portion: 40% (20% cash and 20% shares\*\*)
- Deferred Portion: 60% (30% cash and 30% shares\*\*)
- Duration: 4 years

(\*) Particularly large amount

(\*\*) Shares are subject to a one-year retention (unavailability) period

Once the results have been measured, a check is envisaged for the risk-adjusted parameters and those contained within the Risk Appetite Framework (RAF) that act as an adjustment with respect to the vested incentive. Some figures are also recipients of the long-term variable incentive system (2025-2027 LTI Plan).

Change of Control clauses or discretionary bonuses are not currently foreseen for any MRTs. All vested incentives are subject to malus and claw-back clauses.

### Focus



#### ESRs SCORECARD

The objectives scorecard for **Executives with Strategic Responsibilities** provides for a mix of indicators closely related to the Group's strategic objectives and traceable to the specific responsibilities assigned. In general, KPIs can be:

- economic and financial objectives such as gross profit or **trade volumes\***;
- risk-adjusted profitability objectives such as RORWA;
- risk management objectives such as credit quality or gross NPE ratio;
- ESG objectives, which may include all or some of the ESG objectives indicated above for the Chief Executive Officer, deemed strategic in the short term, as an enabling factor to achieve the ESG targets traceable to Business Plan project areas;
- objectives linked to specific projects attributable to the area of responsibility overseen.

(\*) For the Chief People Officer (CPO), this is without prejudice to the possibility of assigning function-specific economic objectives.

### Remuneration of Control Functions

The remuneration of Corporate control Functions within the scope of the MRTs is composed of a fixed component supplemented by a specific function indemnity and a variable component which can be up to a maximum of 33% of the fixed component. The latter does not depend on meeting financial targets, but is related to the specific objectives of the function, in order to safeguard the independence that is required of these functions. The size of the Bonus Pool, defined within the MBO incentive scheme, is not related to the economic and financial results achieved, but is set as a fixed amount. Unlike what applies for MRTs, the payment of bonuses for the Corporate control Functions is subject only to the entry gates based on capital and liquidity ratios.

People in this category have applied to them entry gates and the rules for deferment of the variable portion, use of financial instruments and the malus and claw-back clauses defined for the other Key personnel. The Corporate Control Functions are not recipients of the 2025-2027 LTI Plan.



## 6. Variable long-term incentive system – 2025-2027 LTI Plan

The Group has defined a long-term variable incentive system based on a long-term period of performance assessment (2025-2027), consistent with the objectives and duration of the Group's strategic Plan.

The Plan is aimed at people who are considered essential to the success of the strategic guidelines outlined in the "B:Dynamic | Full Value 2027"<sup>13</sup> Business Plan, up to approximately 85 resources. The bonus is awarded at the end of the performance evaluation period.




The long-term incentive system includes the definition of a bonus pool defined at Group level, whose amount is related to the results achieved and constitutes a maximum limit. Its distribution is subject, without any possible postponement, to compliance with certain Entry Gates, i.e. indicators of capital strength, liquidity and risk-adjusted profitability, to be achieved at the same time. If the Entry Gates are achieved, the LTI Plan provides for an assessment of the Group's key performance indicators (KPIs) at the end of the three-year vesting period.

The actual allocation of the bonus and the related amount, within the maximum limits set for the variable remuneration, are defined through a process of corporate performance assessment that includes an analysis of 5 KPIs.

For the 2025-2027 three-year period, the LTI Plan scorecard, which is the same for all beneficiaries, consists of profitability, operational efficiency, capitalisation and sustainability objectives, in addition to a relative Total Shareholder Return objective introduced in order to strengthen alignment with investors.

KPIs and related targets are directly derived from the "2024-2027 B-Dynamic" Business Plan and, therefore, they will remain aligned, if the Plan evolves. In this regard, the Board of Directors will align the "end-of-period targets" and, based on the opinion of the Remuneration Committee and in line with the Related Party Transactions Procedure, will adjust the "period" targets. At the same time, the relative minimum/maximum thresholds can be adjusted.

### 2025-2027 ILT SCORECARD

KPI	WEIGHTING	MIN	TARGET	MAX
ROTE (2025-2027 average)*	35%	14%	16%	18%
CET 1 ratio as at 31/12/2027	20%	13.5%	14.5%	15%
Cost/Income as at 31/12/2027	15%	52%	50%	48%
rTSR 9/10/24-29/02/2028**	10%	median	3 <sup>rd</sup> quartile	> 3 <sup>rd</sup> quartile
ESG	20%	-	100%	-
● AREA (WEIGHTING)	OBJECTIVE	MIN	TARGET	MAX
 Sustainable finance (1/3)	ESG loan plafond	€ 6 bn	€ 7 bn	€ 9 bn
 ESG AuM (1/3)	% of ESG products compared to total assets managed	43%	45%	47%
 Diversity and Inclusion (1/3)	% of women in positions of responsibility	28%	30%	32%

\* 2025-2027 average, with CET1 Ratio constraint > 13%.

\*\* Includes the assessment of shares and of all the dividends distributed during the reference period between 9/10/2024 and the last trading day of February 2028 (in line with the assumption that these dividends were re-invested in the same share). For further information, please refer to the "Information document on the compensation plan based on financial instruments – 2025-2027 LTI Plan".

13 To access the Plan it is necessary, at the end of it, to have held - and still hold - a position within the scope defined by the Board of Directors of the Parent Company as long as this has occurred by April 2027. Bonuses allocated to beneficiaries who have held positions within the scope for only part of the period of the Plan are calculated on a time-apportioned basis.

These objectives have a percentage weighting on the individual bonus and their evaluation is based on increasing thresholds, from minimum to target (between 70% and 100%) and from target to maximum (between 100% and 120%), with an associated linear progression mechanism in terms of payout (70%/100%/120%).

With specific reference to the rTSR indicator, the minimum level coincides with the median reference of the [peer group](#)<sup>14</sup> considered, while the maximum level is reached when the 75th percentile is exceeded. With reference to the ESG KPI, each objective is measured individually and accounts for one third of the total, with the constraint that at least 2 out of 3 objectives must meet the minimum activation threshold.

Bonuses are subject to ex-post correction, malus and claw back conditions, as for short-term incentive schemes.

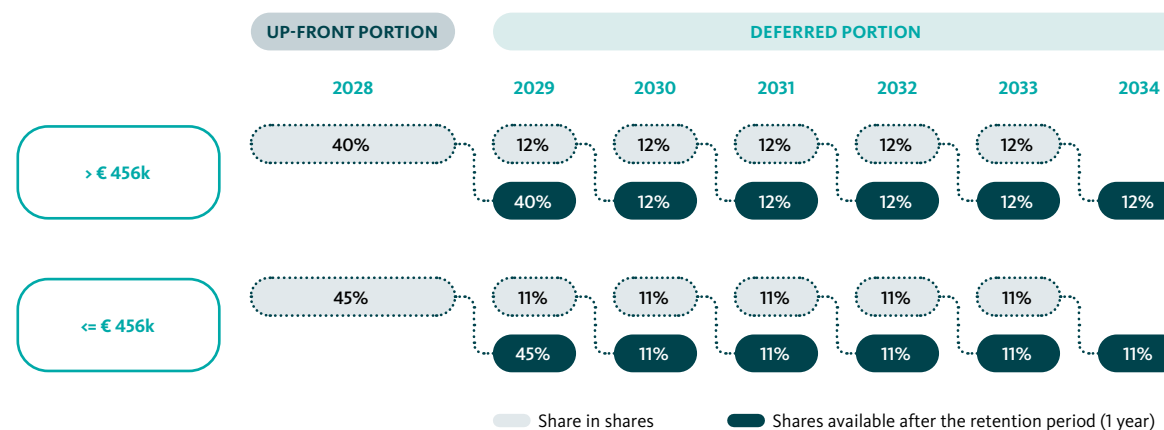
With a view to strengthening the “pay for sustainable performance” link, the extension of the obligations to maintain the financial instruments arising from the Plan was confirmed also for the 2025-2027 Long-Term Incentive Plan, through the introduction of Share Ownership Guidelines for the Chief Executive Officer and ESRs of BPER Banca.

### SHARE OWNERSHIP GUIDELINES



### LTI PLAN DEFERRAL SCHEME

Performance period: 2025-2027



<sup>14</sup> The peer group consists of FTSE listed banking groups, including Poste Italiane. In the event that data and/or information of one or more peer group members is not available due to an extraordinary transaction or similar event, the Board of Directors of the Parent Company has the right to determine any substitutions.

## 7. Compensation granted on termination of employment of MRTs (or in the absence thereof)

 pages 52-54

If there are, or are expected to be, cases of termination of employment on the initiative and/or in the interests of the Group, whether in a unilateral or an agreed form, additional compensation may also be awarded as a pre-retirement leaving incentive or in order to avoid the risks associated with legal proceedings and court rulings (assuming that said compensation is designed to settle a current or potential dispute).

The amount of such additional remuneration cannot exceed two years' fixed remuneration - arising from the executive employment relationship and any directorships - and will be subject to a maximum limit of **Euro 3 million**<sup>15</sup> (gross).

In any case, without prejudice to the foregoing, with reference to the Chief Executive Officer and the Managers with Strategic Responsibilities, the total amount of additional remuneration, of any no-competition agreements and amounts paid in lieu of notice cannot exceed 2 years of **total remuneration**<sup>16</sup>.

The remuneration in question takes account of the performance achieved over time and the risks taken on by the person concerned and by the Company.

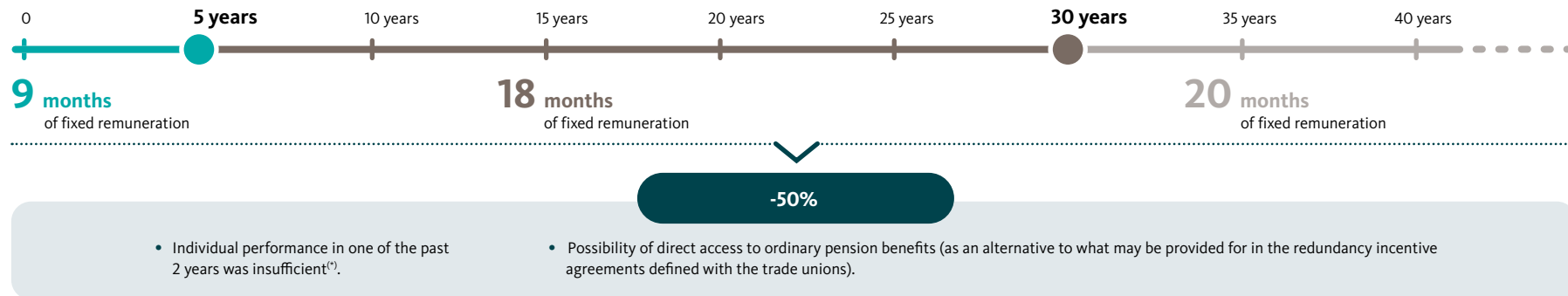
These additional amounts of remuneration must therefore be defined taking into account, in addition to the purposes set out above, an overall assessment of the person's work in the various positions held, the presence or otherwise of individual sanctions imposed by the Supervisory Authority, having particular regard to the levels of capitalisation and liquidity of the Group (specifically, reference is made to the fact that at the time of signing the agreement on compensation, the Bank's liquidity and capital exceed the minimum requirements laid down by the [Supervisory Authorities](#))<sup>17</sup>.

These additional amounts of remuneration are subject to the deferral mechanisms and use of financial instruments envisaged for the payment of variable remuneration to MRTs and are subject to the same claw-back and related *malus* clauses, to the extent that they are applicable. Any deferred portions will be subject, by way of further *malus* clauses, to passing the capital and liquidity gates defined for the [annual incentive plans](#)<sup>18</sup>.

In the appropriate circumstances, for personnel in the scope of MRTs, the Group may apply the following predetermined formula:

### DEFAULT FORMULA FOR MATERIAL RISK TAKERS

#### Years of seniority in the Group



(\*) Annual "Performance Management" target score at minimum level or negative rating.

<sup>15</sup> The maximum amount is adjusted in light of the highest fixed remuneration at BPER. The maximum limits in terms of years of remuneration remain unchanged.

<sup>16</sup> The amount of one year's salary used to calculate this total is determined by considering the current fixed remuneration plus the average of the variable remuneration actually awarded in the last three years prior to termination, including the portion of incentives paid in shares. Variable remuneration derived from long-term incentive plans is excluded.

<sup>17</sup> This requirement also applies to all other personnel.

<sup>18</sup> See previous note.



All personnel belonging to the category of MRTs, including Corporate Control Functions, can adhere to early retirement incentive agreements defined with the Trade Unions, including those for access to the banking sector's Solidarity Fund. In this case, quantification of the incentive is considered a "predefined formula" pursuant to the [Supervisory Provisions](#)<sup>19</sup>.

The Incentive Plans (MBO and LTI) envisage good and bad leaver clauses that apply on termination of the employment relationship and/or position before the end of the Vesting Period and during the subsequent deferral and/or retention period. In line with widespread practices among competitors and major Italian listed companies, an agreement was signed with the Chief Executive Officer containing a specific conventional arrangement on the termination of Office and/or Delegation of powers before the natural expiration of the mandate, on the Bank's initiative, in the absence of just cause (construed according to the law), or as a direct consequence of extraordinary transactions.



pages 60-62

## 8. Pay-for-performance

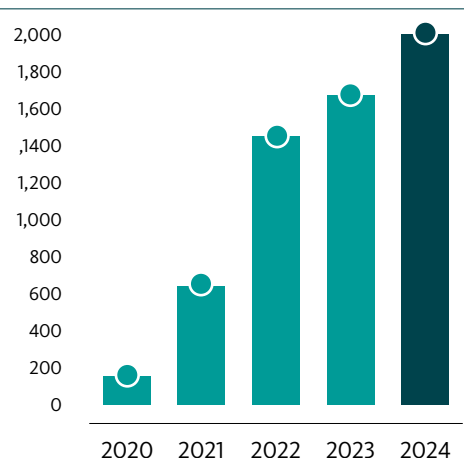
Remuneration policies are designed with the aim of ensuring an alignment between the results actually achieved and the remuneration paid.

In 2024, the Bank achieved [highly positive](#)<sup>20</sup> results, particularly thanks to the contribution of the net interest income and net commissions. As at 31 December 2024, the consolidated net profit amounted to Euro 1,406.9 million, up 4.1% year on year (net profit for the year was Euro 1,402.6 million), after having expensed Euro 111.7 million relating to contributions to the banking system funds.

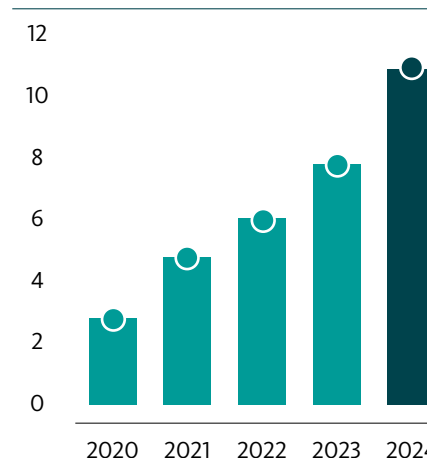
In light of the early achievement of the Bank's main economic, financial and sustainability goals, the Board of Directors approved in May 2024 the early closure of the "BPER e-volution" 2022-2025 Business Plan (which consequently became the 2022-2024 Business Plan) on 31 December 2024 and the preparation of a new "B:Dynamic | Full Value 2027" 2024-2027 Business Plan which was submitted to the Board of Directors for approval on 9 October 2024 and consequently presented to the market.

As in prior years, implementation of the 2024 remuneration policy confirmed the consistency of the incentives earned with respect to the results achieved. The results of the Long-Term Incentive Plan also reflect this correlation with the three-year performance of the company.

**TOTAL ASSETS (€/BILLION)**



**SHORT TERM BONUS PAID TO MRTS (€/MILLION)**



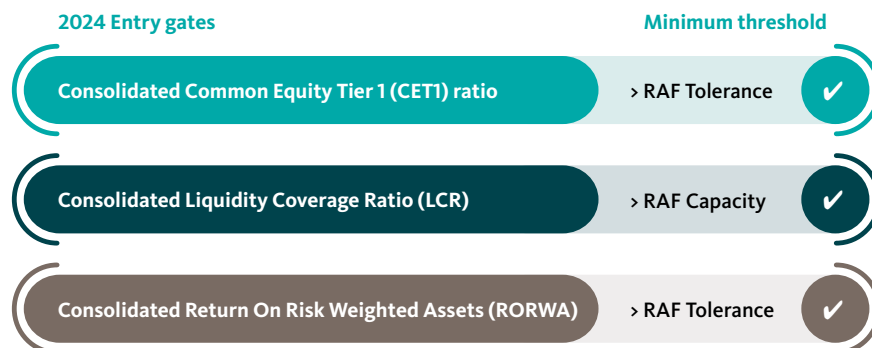
<sup>19</sup> This requirement also applies to all other personnel.

<sup>20</sup> See Press release on BPER's consolidated results as at 31 December 2024 of 6 February 2025. For further details and information on the calculation of each item, please refer to the official financial statements.

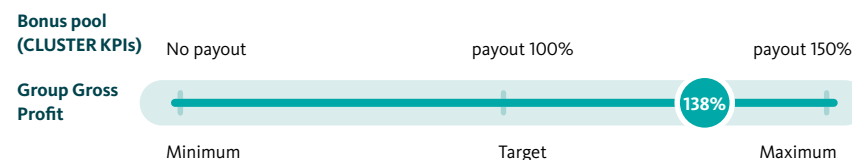
## 2024 MBO Plan Reporting

pages 63-65

On 12 March 2025, the Board of Directors verified that the **Group Entry Gates**<sup>21</sup>, recorded on 31 December 2024, had been exceeded and that the MRT portion of the Bonus Pool was fully available in relation to the amounts calculated.



With a Group Gross Profit equal to 119% of the target, the Bonus Pool generated is equal to 138% of the target pool.



With reference to the acting Chief Executive Officer, the 2024 variable remuneration is commensurate with the achievement of financial quantitative and sustainability performance indicators contained in an individual scorecard. In particular, with regard to the individual performance section, the 2024 MBO Scheme is based on 5 specific indicators that exceeded the levels envisaged to contribute to the incentive system and are positioned at the maximum level achievable.







### 2024 MBO: CEO SCORECARD SUMMARY

	Indicator	Weighting	Performance vs target	MBO scorecard level			MBO scorecard result
				Min	target	Max	
PERFORMANCE KPIs 80% Economic and financial KPIs	Group Gross Profit (euro/000)	30%	2,162 target 1,815				130%
	RORWA	20%	4% target 3.30%				130%
	Group Gross NPE ratio	20%	2.40% target 2.80%				130%
	Group Cost Income	10%	51% target 53.9%				130%
20% ESG KPIs	ESG qualitative objectives	20%	6 targets 5 objectives				130%
TOTAL LEVEL OF ACHIEVEMENT							130%

<sup>21</sup> For the personnel belonging to the Corporate Control Functions, only the first two Entry Gates are applied in order to avoid, in line with the provisions of current legislation, the connection between the measurement of the respective performance and the Bank's operating results.

Sustainability KPIs  
Metric consisting of 6 strategic objectives (on/off)

Composite metric including 6 objectives considered strategic in the short term as an enabling factor for achieving the ESG targets attributable to areas of the Business Plan:

Indicator	Result	ON/OFF
<b>Sustainable Assets under Management</b>	Growth target exceeded for the percentage weight of sustainable Assets under Management with respect to total assets under management. As against a target of 36.38%, a result of 41.17% was reached (target achieved)	
<b>Green Credit Plafond</b>	Target exceeded for originations specifically dedicated to sustainability (ESG), considering CIB, Corporate and Green Mortgage Loans. As against a target of € 2 bn a result € 2,489 bn was reached (target achieved)	
<b>Net Zero Banking Alliance</b>	3 new targets (Iron & Steel, Aluminium, Commercial Real Estate) and first Decarbonisation Plan published; definition of strategies for Oil & Gas and Power Generation (target achieved)	
<b>Implementation of BEMS (Building Energy Management System) technology</b>	BEMS coverage in the Bank's branches and Management Centres increased; pilot project of a centralised platform for BEMS management with an AI algorithm completed (target achieved)	
<b>Progress in diversity, equity and inclusion</b>	Achievement of incremental targets to the Gender Plan for the categories of Executives and Managers (as against a 33.3% target for Middle Managers + Executives, 33.85% was achieved. As against a 27% target for Managers, 27.46% was achieved)	
<b>ESG Ratings</b>	Ratings upgraded by Moody's Analytics, CSA (Corporate Sustainability Assessment) S&P, Sustainalytics (Morningstar); C.D.P not applicable due to change in methodology*	

(\*) During 2024, the CDP methodologies and questionnaires underwent significant updates that affected both the structure and the logic behind data collection and scoring. The analyses show that the revisions made to the scoring method for the 2024 questionnaire have made it impossible to compare the performances recorded in the two financial years (score for 2023 referring to 31/12/2022 vs. score for 2024 referring to 31/12/2023).


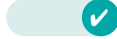
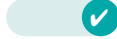

**LEVEL OF ACHIEVEMENT OF ESG OBJECTIVES 6/6 (130%)**



For the objectives, the minimum, target and maximum thresholds are respectively represented by the achievement of 4 (of the first 5), 5 and 6 objectives. Each individual objective is on/off. Therefore, the payout curve is 50% (4) – 100% (5) – 130% (6).

## Executive Summary

The adjustment measures linked to the RAF did not result in any reduction in the vested bonus. The total bonus assigned to the acting Chief Executive Officer, pro rated for the actual period of service, amounts to Euro 1,229,939.

2024 MBO Adjustment Factors	Achievement level (on/off)
PD PIT (Point in time)	
LCR (Liquidity Coverage Ratio)	
Leverage ratio	
ECAR (Economic Capital Adequacy Ratio)	
MREL TREA subordination	

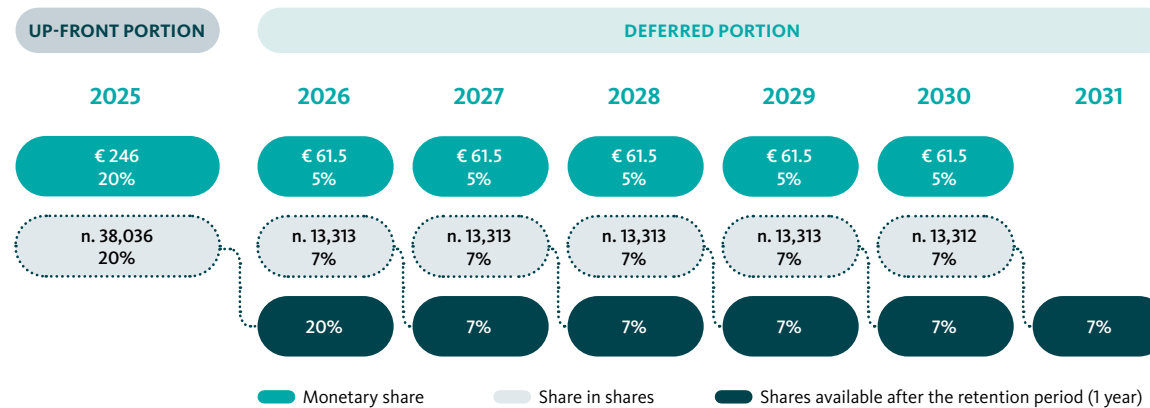
As part of the 2024 MBO Plan, the method for allocating the bonus is structured in an up-front portion, or paid immediately and in a deferred portion in annual instalments in 5 financial years following the year of allocation, subject to a retention period of 1 year from the vesting date of each deferred portion.

The deferred portions (both in monetary form and in financial instruments) are subject to malus rules that lead to the zeroing out of the portion in the event of failure to reach the Entry Gates envisaged for the year prior to the payout year of each deferred portion. The vested bonuses are also subject to the application of claw-back clauses in the same manner and circumstances as were detailed.

## 2024 MBO PLAN PAYOUT SCHEME CHIEF EXECUTIVE OFFICER

(Amounts in €/thousands)

Performance period: 2024



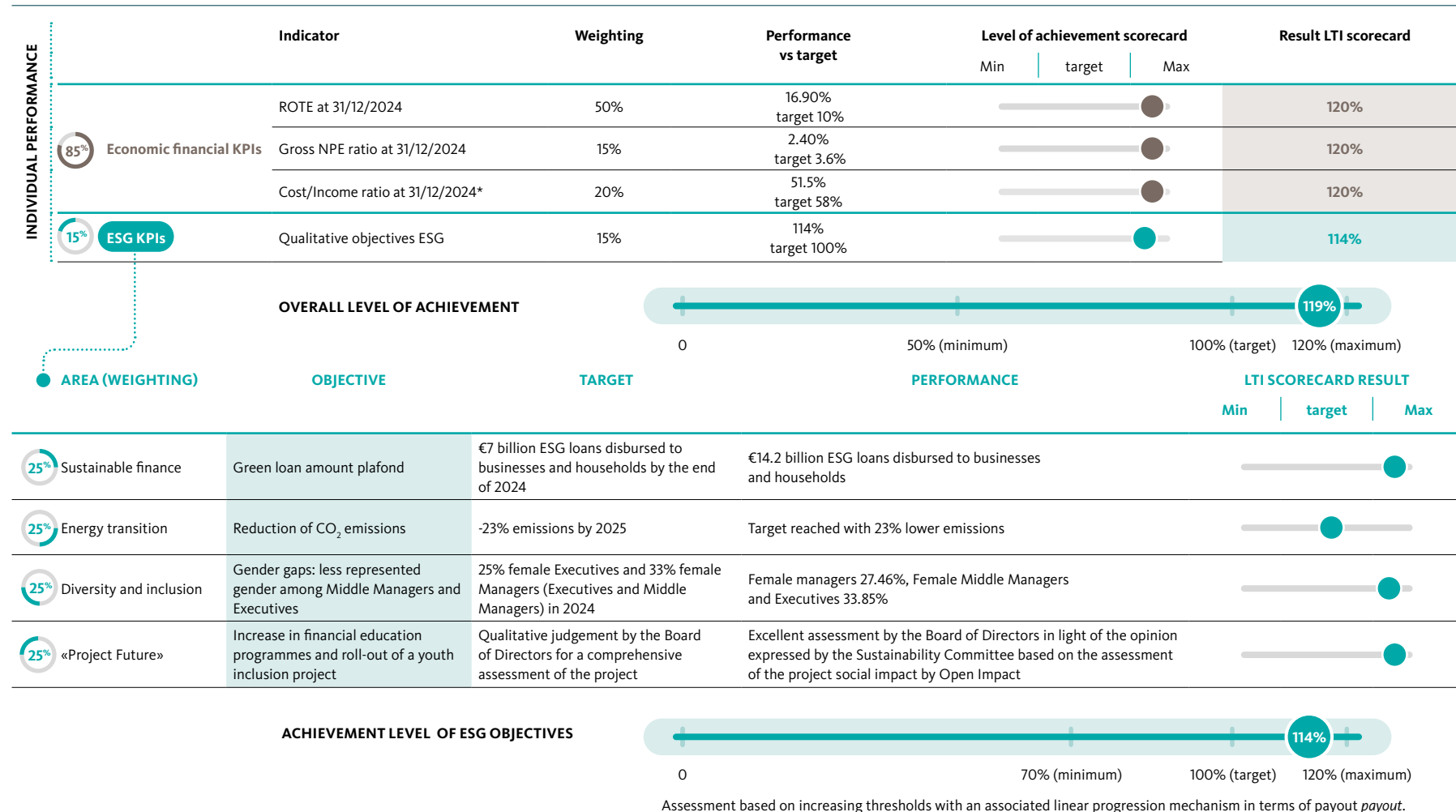
## 2022-2024 LTI Plan Reporting

pages 66-68

The 2022-2024 Long-Term Incentive Plan, approved by the Shareholders' Meeting of 05 November 2022 and originally applying for four-years, was modified by the Board of Directors Meeting on 30 May 2024 which, due to the early closure on 31 December 2024 of the Strategic Plan to which it was closely linked, but leaving the targets unchanged. On 12 March 2025, the Board of Directors verified:

that the Entry Gates recorded on 31 December 2024 had been exceeded. Once the indicators had been exceeded, the company results were evaluated at the end of the three-year vesting period (2024). All the Plan participants shared the same scorecards, consisting of 4 indicators, whose targets were consistent with the Strategic Plan. Following the evaluation process, the bonus accrued by the Chief Executive Officer is equal to 172,807 BPER shares. The bonus is actually granted in accordance with the envisaged deferral schemes, without prejudice to the provisions of the Share Ownership Guidelines, which may extend the retention period if the conditions provided for are met on 31 December of each year from 2025 onwards.

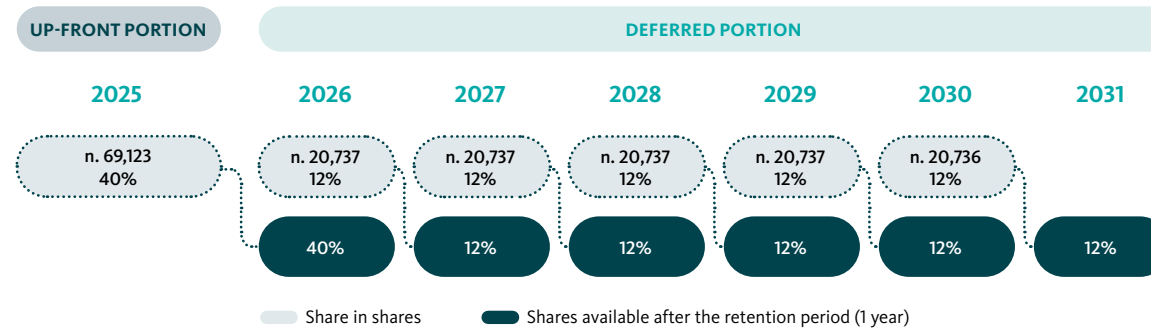
### 2022-2024 LTI SCORECARD SUMMARY





**2022-2024 LTI PLAN PAYOUT SCHEME CHIEF EXECUTIVE OFFICER**

(Amounts in €/thousands)

**Performance period: 2022-2024**

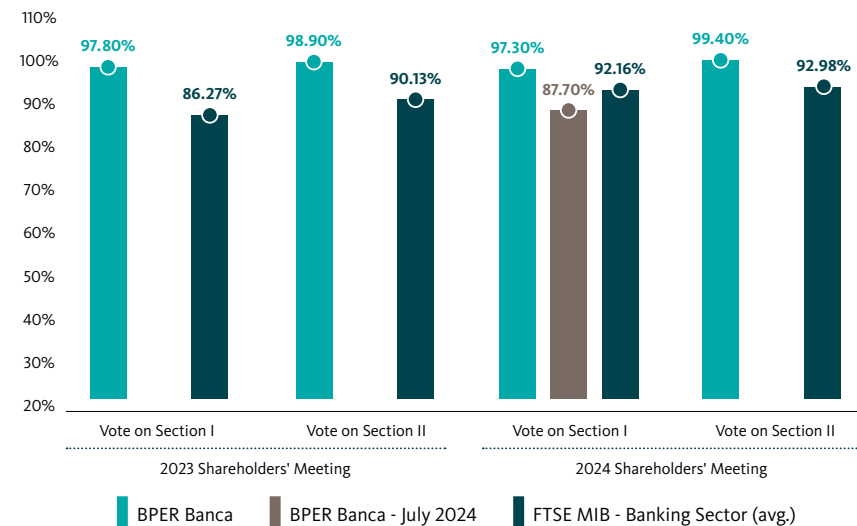
page 70

## 9. Vote expressed by the 2024 Shareholders' Meeting

Also in 2024, BPER initiated a constructive and continuous dialogue with investors and proxy advisors with the aim of providing adequate information on the Remuneration Policies and achieving maximum alignment with the interests of all stakeholders.

This approach, alongside continuous alignment with best practices and the connection with company strategies, made it possible to achieve the high rate of consensus expressed last year.

In defining the Remuneration Policy for 2025, the BPER Group took into account the outcome of the vote cast by the Shareholders' Meeting in 2024 on the first and second sections.



Source: WTW processing

## 10. Neutrality of remuneration policies with respect to gender



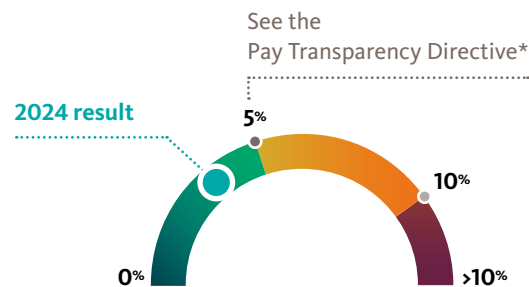
pages 72-73

In 2024 the Group pursued the objective of guaranteeing equal career opportunities and remuneration, using criteria based on the recognition of skills, experience, performance and professional qualities. The Board of Directors, assisted by the Remuneration Committee, monitored the gender pay gap and verified, as part of the annual review, the effective application of the gender neutrality principle. In this regard, BPER has also started a process to move closer to the principles of the “Pay Transparency” Directive aimed at strengthening, also through the instrument of transparency, the application of the principle of equal pay for equal work, regardless of gender.

The analysis of pay gaps for equal roles or roles of equal value (so-called **Equal pay gap**<sup>22</sup>), confirms the positive contribution to improving the pay review processes. The analysis subsequently finetuned by removing the objective factors that may motivate any gaps (such as role, professional field, performance, etc.) and defined as an “**Equal pay gap adjusted**”<sup>23</sup> analysis of the pay gaps showed a statistically limited residual gap and confirmed the pay neutrality of the Remuneration policy.

The differences recorded in terms of the **pay gap**<sup>24</sup>, given the neutrality of the remuneration policies, arise mainly from the different gender composition present in the managerial brackets and/or from the individual professional career often outside the Group.

### EQUAL PAY GAP ADJUSTED



\* The 5% threshold is the pay gap highlighted by the European Directive on Pay Transparency, above which the rationale behind the pay gap is required to be provided.

“ BPER monitors pay equity and gender representativeness with the goal of supporting a society that is increasingly fair, inclusive and able to guarantee equal opportunities. BPER’s methodological approach to improving gender balance and pay equity is reinforced by the adoption of objective, gender-neutral factors in the analyses, in line with international market best practices and the recent EU directive on equal pay. The effectiveness of the process implemented is confirmed by the structural reduction in the Adjusted Equal Pay Gap.”

WTW

22 The “Equal pay gap” was calculated as the ratio of the difference in the average male gender remuneration and the average female gender remuneration to the average male gender remuneration at banking Group level for “roles of equal value”. Foreign companies, companies with special regulations and other financial companies, special purpose vehicles and real estate companies with a very small number of employees are excluded.

23 Developed according to the models and with the support of the consulting company WTW, which uses a Pay Analytics (regression) adjustment analysis model certified by Fair Pay Certification.

24 Calculated considering the average fixed remuneration of men and women, regardless of the role held.

This document is a summary of the 2025 Report on the Remuneration Policy and Compensation paid by the BPER Group.

For more information, please refer to this document published on the website [www.bper.it](http://www.bper.it).

In the event of discrepancies between the two documents, the 2025 Report on the Remuneration Policy and Compensation paid by the BPER Group prevails.



