

Informazione Regolamentata n. 0043-44-2025	Data/Ora Inizio Diffusione 18 Aprile 2025 13:19:54	Euronext Milan
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Societa' : BPER BANCA

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Oggetto : Results of the Shareholders' Meeting of 18 april
2025

Testo del comunicato

Vedi allegato

PRESS RELEASE

RESULTS OF THE SHAREHOLDERS' MEETING OF 18 APRIL 2025

- *BPER Banca S.p.A.'s 2024 separate Financial Report approved, with net profit for the year of Euro1,249,548,502.53. Consolidated Financial Report as at 31 December 2024 submitted, inclusive of the 2024 Consolidated Sustainability Statement.*
- *Dividend payout of Euro 0.60 allocated to Shareholders.*
- *2025 BPER Group Remuneration Policies approved.*
- *2025 MBO Incentive Plan and 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 approved.*
- *Purchase and disposal of treasury shares authorised to service current and future remuneration systems based on financial instruments, in compliance with the Remuneration policies.*
- *Delegation of power to the Board of Directors approved for the purpose of increasing the share capital to service the voluntary public exchange offer over all the shares of Banca Popolare di Sondrio S.p.A., with subsequent amendment to art. 5 of the Articles of Association.*

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Modena – 18 April 2025. BPER Banca informs that the Ordinary Shareholders' Meeting, held today, approved the 2024 Financial Report and the proposal for the allocation of profit, resolving upon the distribution of a cash dividend of Euro 0.60 per share for each of the 1,421,624,324 ordinary shares representing the share capital, for a maximum total amount of Euro 852,974,594.40 (net of those which will be held in the portfolio on the ex-date, on which no dividend will be paid). The dividend will be paid as of 21 May 2025 (*payment date*), with date of detachment of coupon (*ex-date*) on Monday, 19 May 2025 and date of entitlement to payment under art. 83-*terdecies* of the Consolidated Law on Finance (*record date*) on Tuesday, 20 May 2025.

BPER Banca S.p.A., Head Office in Via San Carlo 8/20, Modena - Tax Code and Modena Companies Register No. 01153230360 – Company belonging to the BPER BANCA VAT GROUP, VAT No. 03830780361 – Share capital Euro 2,121,637,109.40 - ABI Code 5387.6 - Register of Banks No. 4932 - Member of the Interbank Deposit Guarantee Fund and of the National Guarantee Fund - Parent Company of the BPER Banca S.p.A. Banking Group - Register of Banking Groups No. 5387.6 - Tel. +39 059.2021111 - Telefax +39 059.2022033 - e-mail: servizio.clienti@gruppopper.it - Certified e-mail (PEC): bper@pec.gruppopper.it - bper.it – group.bper.it

BPER:

The dividend is subject to withholding tax or forms part of taxable income to a varying extent depending on the status of the recipient.

In addition to the above, today's Shareholders' Meeting further approved:

in the ordinary session:

- Part I and II of the 2025 Report on the Remuneration Policy and compensation paid, respectively with a binding and non-binding resolution;
- the 2025 MBO incentive plan based on financial instruments, pursuant to art. 114-*bis* of the Consolidated Law on Finance, as described in the relevant Information Document;
- the 2025-2027 Long-Term Incentive Plan (LTI) based on financial instruments, pursuant to art. 114-*bis* of the Consolidated Law on Finance, as described in the relevant Information Document;
- the purchase and disposal of up to 3,000,000 BPER Banca S.p.A. ordinary shares (for a total value not exceeding Euro 18 million), with no par value, to service the 2025 MBO Incentive scheme and any prior shares in existing short- and long-term incentive plans, as well as any other compensation to be paid through financial instruments in implementation of the remuneration policies in force at any given time, on the terms and conditions specified in the Explanatory Report of the Board of Directors to the Shareholders' Meeting;

in the extraordinary session:

- vesting the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, with the power, to be exercised by 31 December 2025, to increase the share capital in one or more tranches, in divisible form, with the exclusion of the pre-emption right pursuant to art. 2441, paragraph 4, first indent, of the Italian Civil Code, for a total maximum amount of Euro 981,120,051.74, in addition to a share premium, by issuing a maximum number of 657,409,377 ordinary shares, with no par value, with regular dividend entitlement and the same characteristics as the shares outstanding, whose issuance price will be determined by the Board of Directors in line with the provisions of the law, to be paid by contribution in kind to service the voluntary public exchange offer over all the shares of Banca Popolare di Sondrio S.p.A., with subsequent amendment to art. 5 of the Articles of Association, in line with the proposal contained in the Explanatory Report of the Board of Directors to the Shareholders' Meeting. The effect of this resolution remains subject to obtaining the assessment measure on the aforementioned



amendment to the Articles of Association from the relevant Supervisory Authorities, pursuant to art. 56 of the Consolidated Law on Banking.

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The summary account of the voting procedure and the minutes of the Shareholders' Meeting will be published by the deadlines and according to the procedures set out by regulations in force.

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In addition to the foregoing, BPER Banca informs that, in line with prior resolutions by the Board of Directors, after consulting the Board of Statutory Auditors and following the positive conclusion of the relevant Supervisory Authority's assessment of the fit and proper requirements, formalisation was given to the appointment of Giovanni Tincani, former Head of the Bank's Financial and Supervisory Reporting Department, as the Manager responsible for preparing the Company's Financial Reports pursuant to art. 154-bis of the Consolidated Law on Finance, effective as of 1 May 2025. Giovanni Tincani will replace the current Manager responsible for preparing the Company's Financial Reports, Marco Bonfatti, who is nearing the attainment of the retirement eligibility requirements.

BPER Banca S.p.A.

This press release is also available in the *eMarketStorage* system.

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