

**BPER BANCA S.p.A.**  
**EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF 18 APRIL 2025**  
**SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA**

The Extraordinary and Ordinary Shareholders' Meeting of BPER Banca S.p.A. was held in one call in Milan on 18 April 2025 and passed the following resolutions.

At the time of the constitution of the Shareholders' Meeting, both in extraordinary and ordinary sessions, as well as during the voting on each item on the agenda, a total of 1,490 shareholders with voting rights were present in the Shareholders' Meeting – exclusively through the Designated Representative – with a total of 883,778,998 ordinary shares (representing 62.166846% of the share capital).

**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**

The Shareholders' Meeting resolved to approve the delegation to the Board of Directors to increase the share capital to serve the voluntary public exchange offer concerning all the ordinary shares of Banca Popolare di Sondrio S.p.A. and the consequent amendment of Article 5 of the Articles of Association. The effectiveness of the resolution is, in any case, subject to the obtaining of the necessary regulatory authorizations. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,486	882,982,012	99.909821	99.909821	62.110784
Against	3	322,106	0.036446	0.036446	0.022658
Abstentions	1	474,880	0.053733	0.053733	0.033404
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,490</b>	<b>883,778,998</b>	<b>100.000000</b>	<b>100.000000</b>	<b>62.166846</b>

## Ordinary session

### 1.a) 2024 Financial Statements: 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

At the proposal of the Board of Directors, the Shareholders' Meeting approved the financial statements for 2024. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,467	869,057,761	98.334285	98.334285	61.131323
Against	20	688,152	0.077865	0.077865	0.048406
Abstentions	3	14,033,085	1.587850	1.587850	0.987116
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,490</b>	<b>883,778,998</b>	<b>100.000000</b>	<b>100.000000</b>	<b>62.166846</b>

### 1.b) 2024 Financial Statements: allocation of profit for financial year 2024 and dividend payout.

The Shareholders' Meeting approved the allocation of profit for the year and dividend payout, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,487	872,032,696	98.670901	98.670901	61.131323
Against	2	962,311	0.108886	0.108886	0.048406
Abstentions	1	10,783,991	1.220214	1.220214	0.987116
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,490</b>	<b>883,778,998</b>	<b>100.000000</b>	<b>100.000000</b>	<b>62.166846</b>

### 2.a.1) Remuneration: Report on Remuneration Policy and Compensation Paid, comprising remuneration policies of the BPER Banca S.p.A. Group for 2025 (binding resolution)

The Shareholders' Meeting has approved the remuneration policies of the BPER Banca S.p.A. Group for the 2025 financial year, contained in the first section of the "2025 Report on Remuneration Policy and Compensation Paid". The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
--	--------------------------------------	---------------	---	------------------------------	-----------------------------

For	1,364	840,994,018	95.158860	95.158860	59.157261
Against	123	31,297,876	3.541369	3.541369	2.201557
Abstentions	3	11,487,104	1.299771	1.299771	0.808027
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,490</b>	<b>883,778,998</b>	<b>100.000000</b>	<b>100.000000</b>	<b>62.166846</b>

## 2.a.2) Remuneration: Report on Remuneration Policy and Compensation Paid, comprising compensation paid in 2024 (non-binding resolution)..

The Shareholders' Meeting expressed a favorable (non-binding) vote regarding the second section of the "2025 Report on Remuneration Policy and Compensation Paid" related to the compensation paid in the 2024 financial year. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,424	862,651,467	97.609410	97.609410	60.680691
Against	65	10,343,540	1.170376	1.170376	0.727586
Abstentions	1	10,783,991	1.220214	1.220214	0.758568
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,490</b>	<b>883,778,998</b>	<b>100.000000</b>	<b>100.000000</b>	<b>62.166846</b>

## 2.b) 2025 MBO Incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree no. 58 of 24 February 1998

At the proposal of the Board of Directors, the Shareholders' Meeting has approved the 2025 MBO Incentive plan based on financial instruments. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,480	871,425,588	98.602206	98.602206	61.297881
Against	9	1,569,419	0.177580	0.177580	0.110396
Abstentions	1	10,783,991	1.220214	1.220214	0.758568
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,490</b>	<b>883,778,998</b>	<b>100.000000</b>	<b>100.000000</b>	<b>62.166846</b>

## 2.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

At the proposal of the Board of Directors, the Shareholders' Meeting has approved the 2025-2027 ILT Plan based on financial instruments. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,481	872,005,175	98.667787	98.667787	61.338650
Against	8	989,832	0.112000	0.112000	0.069627
Abstentions	1	10,783,991	1.220214	1.220214	0.758568
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,490</b>	<b>883,778,998</b>	<b>100.000000</b>	<b>100.000000</b>	<b>62.166846</b>

## 2.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.

The Shareholders' Meeting approved the request for authorization to purchase and dispose of own shares, to serve the current and future remuneration systems based on financial instruments, in accordance with the provisions of the Remuneration Policies, under the terms proposed by the Board of Directors in the related Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,484	871,701,980	98.633480	98.633480	61.317323
Against	5	1,293,027	0.146307	0.146307	0.090954
Abstentions	1	10,783,991	1.220214	1.220214	0.758568
Not voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>1,490</b>	<b>883,778,998</b>	<b>100.000000</b>	<b>100.000000</b>	<b>62.166846</b>