Informazione Regolamentata n. 0043-138-2025	Data/Ora Inizio Diffusione 16 Ottobre 2025 18:09:21	Euronext Milan

Societa'	:	BPER BANCA
Identificativo Informazione Regolamentata	:	211001
Utenza - referente	:	BPERN04 - Anselmi
Tipologia	:	REGEM
Data/Ora Ricezione	:	16 Ottobre 2025 18:09:21
Data/Ora Inizio Diffusione	:	16 Ottobre 2025 18:09:21
Oggetto	:	Decisions concerning the process for the merger by absorption of Banca Popolare di Sondrio S.p.A. into BPER Banca S.p.A.

Testo del comunicato

Vedi allegato

Teleborsa: distribution and commercial use strictly prohibited

PRESS RELEASE

DECISIONS CONCERNING THE PROCESS FOR THE MERGER BY ABSORPTION OF BANCA POPOLARE DI SONDRIO S.P.A. INTO BPER BANCA S.P.A.

Modena/Sondrio, 16 October 2025 – BPER Banca S.p.A. ("**BPER**") and Banca Popolare di Sondrio S.p.A. ("**BP Sondrio**" and, together with BPER, the "**Banks**") announce that, in line with prior indications given by BPER in the context of its voluntary public tender and exchange offer on all the ordinary shares of BP Sondrio, the preparatory activities for the transaction consisting in the merger by absorption of BP Sondrio into BPER (the "**Merger**") are underway and the approval of the merger plan is expected to be submitted to the Boards of Directors of the Banks – without prejudice to the application of the controls required under the related-party transactions' framework – at their meetings scheduled for 5 November 2025 (date on which the Consolidated Interim Report as at 30 September 2025 is expected to be approved by BPER e BP Sondrio, respectively).

The Merger is a strategic lever to accelerate growth and maximise value creation for all stakeholders, including due to cost and revenue synergies that may result from the full-scale corporate integration of the two entities.

The completion of the Merger – which is subject, *inter alia*, to the approval of the merger plan by the respective extraordinary Shareholders' Meetings and the release of the authorisations required under the applicable regulations by the competent Supervisory Authorities – is expected to take place within the first half of 2026.

In light of the above, BPER's Board of Directors, at its meeting today, approved the new organisational model on a combined basis, which will enter into force on the Merger effective date. As part of the new model, also defined with a view to enhancing the contribution that will come from the entities involved in the integration, new organisational structures will be set up, including a new Regional Department dedicated to the district of upper Lombardy, and a series of branch network reorganisations functional for obtaining the estimated synergies will be carried out, with consolidation of approximately 90 branches located in the Central-Northern regions of Italy, with the exclusion of the *Province* of Sondrio.

BPER's Board of Directors concurrently approved the implementation of a pathway aimed at promoting generational turnover through the voluntary exit of 800 Group employees, including through access to the extraordinary benefits of the Solidarity Fund for the banking sector, to be largely accomplished in the course of 2026. This process, which must be agreed with the Trade Unions, will be carried out in accordance with regulations in force. Likewise, at its meeting today, BP Sondrio's Board of Directors approved the implementation of the voluntary exit pathway to the extent of its remit.

Teleborsa: distribution and commercial use strictly prohibited

BPER Banca S.p.A. | Banca Popolare di Sondrio S.p.A.

This press release is also available in the storage mechanism *EmarketStorage*.

Contact information:

Investor Relations	*Corporate and Regulatory Affairs*	*Media Relations*	
investor.relations@bper.it	governance.marketabuse@bper.it	mediarelations@bper.it	www.bper.it - https://group.bper.it/

Investor Relations	*Image Building*
Michele Minelli 0342-528.745 michele.minelli@popso.it	Cristina Fossati, Denise Recchiuto 02-890.11.300 popso@imagebuilding.it

Fine Comunicato n.0043-138-2025	Numero di Pagine: 4