

Informazione Regolamentata n. 0043-178-2025	Data/Ora Inizio Diffusione 16 Dicembre 2025 18:12:19	Euronext Milan
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Societa' : BPER BANCA

Utenza - referente : BPERN04 - Gianelli

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Oggetto : Communication of change in share capital of
BPER Banca S.p.A. pursuant to article 85-bis of
Issuers' Regulation

Testo del comunicato

Vedi allegato



PRESS RELEASE

Communication of change in share capital of BPER Banca S.p.A. pursuant to article 85-bis of Issuers' Regulation

Modena – 16 December 2025. BPER Banca S.p.A. ("BPER") notifies, pursuant to article 85-bis of Consob Regulation no. 11971/1999 as subsequently amended ("Issuers' Regulation"), the new composition of its share capital following the partial voluntary conversion of the convertible bond loan "€ 150,000,000 Convertible Additional Tier 1 Capital Notes", issued by the Bank on 25 July 2019, as approved by BPER's Board of Directors on 11 July 2019 on the basis of the mandate granted by the Extraordinary Shareholders' Meeting of 4 July 2019.

More precisely, following the conversion requests received by 14 November 2025, on 28 November 2025 a partial voluntary conversion of the aforementioned convertible bond loan took place, involving the issuance of no. 62,656 BPER ordinary shares, with regular entitlement and the same characteristics as the shares outstanding as of the issuance date, ISIN IT0000066123.

The certification pursuant to Article 2444 of the Italian Civil Code regarding the new amount of the share capital was filed with the Companies' Register of Modena on 15 December 2025 and registered with the same Companies' Register today.

The following tables show the current composition of BPER's share capital, fully subscribed and paid in, as of 28 November 2025, also highlighting the previous share capital and the change that occurred, as well as the residual amount of the aforementioned convertible bond loan as of 28 November 2025.

TABLE 1

	Current share capital			Previous share capital			Change	
	Euro	no. of shares	Expressed unit nominal value	Euro	no. of shares	Expressed unit nominal value	Euro	no. of shares
Total of which:	2,953,571,914.57	1,964,386,302	-	2,953,383,946.57	1,964,323,646	-	187,968.00	62,656
Ordinary shares (full rights: 01.01.2025) current coupon	2,953,571,914.57	1,964,386,302	-	2,953,383,946.57	1,964,323,646	-	187,968.00	62,656

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TABLE 2

	No. of converted/redeemed securities	No. of outstanding remaining securities	New overall nominal value
Convertible Bonds	1 (nominal value Euro 250,000.00)	271 (nominal value Euro 67,750,000.00)	Euro 67,750,000.00

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The Manager responsible for preparing the Company's financial reports, Giovanni Tincani, declares - in accordance with art. 154-*bis*, paragraph 2, of Legislative Decree no. 58/1998 (Italian Consolidated Law on Finance) - that the accounting information contained in this press release are consistent with the corporate documents, accounting books and entries.

Manager responsible for
preparing the Company's
financial reports

Giovanni Tincani

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Finally, we notify that the updated Articles of Association of BPER – filed with the Companies' Register of Modena on 15 December 2025 and registered with the same Companies' Register today – is available to the public at the Company's registered office, on the Emarket Storage mechanism and on the Bank's website (<https://group.bper.it/en>, section Governance – Documents).

BPER Banca S.p.A.

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

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