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Oggetto : Notice of call of extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato

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NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

The extraordinary Shareholders' Meeting of BPER Banca S.p.A. is convened for 12 March 2026 at 9:30 a.m., in one call, at the premises of BPER Banca, in Via Mike Bongiorno 13, Milan, to discuss and resolve on the following

AGENDA

1. Approval of the plan for the merger by absorption of Banca Popolare di Sondrio S.p.A. into BPER Banca S.p.A.; ensuing amendments to the Articles of Association, including those relating to the capital increase to service the merger. Related and ensuing resolutions.

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Procedures for holding the Shareholders' Meeting

In line with regulations in force concerning the procedures for holding the Shareholders' Meeting following the approval of Law Decree No. 200/2025, which extended the effects of Article 106 of Law Decree No. 18 of 17 March 2020, converted, with amendments, by Law No. 27 of 24 April 2020, attendance at the Shareholders' Meeting by those entitled to vote is only allowed via the Designated Representative (the "Designated Representative"), pursuant to art. 135-*undecies* of Legislative Decree No. 58/1998 (the "Consolidated Law on Finance"), in accordance with the instructions provided in the relevant section of this notice.

For this purpose, the figures for the last few years were considered concerning both BPER Banca and other listed companies; evidence shows that, even with this approach, participation in the Shareholders' Meetings by the entitled parties was very high, if not even higher than in the past.

Furthermore, under the above procedures for holding the Shareholders' Meeting, meeting attendance, pre-meeting interaction and transparency of information are fully ensured and enhanced by the timely publication of the information and by the shareholders' right to submit proposals for resolutions on the items on the meeting agenda, as well as to submit questions and receive answers before the Meeting, under the terms and by the deadlines set forth in the following paragraphs of this notice of call. These circumstances, which allow full knowledge of the answers before the vote,

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make the informed exercise of voting rights easier and facilitate the availability of symmetric information to all shareholders, whether or not attending the Meeting.

Without prejudice to the above regarding the possibility of participating solely via the Designated Representative for those entitled to vote, the Directors, Statutory Auditors, Meeting Secretary (including the Notary), Designated Representative and any other persons requested to attend will participate in the Shareholders' Meeting in compliance with the above legislation, including via the use of remote communication systems that guarantee their identification and, in any case, without it being necessary for the Chair, Secretary and Notary to be in the same place.

Information relating to the share capital and shares with voting rights

The share capital of BPER Banca S.p.A. ("BPER Banca" or "BPER" or the "Company"), fully subscribed and paid in, amounts to Euro 2,953,571,914.57 and consists of 1,964,386,302 registered ordinary shares with no par value. Each share carries the right to one vote. At the date of publication of this notice, the Company holds 2,354,645 treasury shares.

Entitlement to attend and vote at the Shareholders' Meeting

Pursuant to art. 83-sexies of the Consolidated Law on Finance, those entitled to attend and vote at the Shareholders' Meeting, without access to the meeting rooms and exclusively through the Designated Representative, shall be persons from whom BPER Banca S.p.A. has received the communication from the authorised intermediary attesting their right to do so, based on the related supporting evidence, by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e.* by 3 March 2026 - the *record date*). Credit and debit records entered on the accounts after this deadline will be disregarded for the purpose of establishing the right to attend and vote at the Shareholders' Meeting. Accordingly, those found to have become shareholders after the above date will not be entitled to attend or vote at the Shareholders' Meeting.

The afore-mentioned communications from the authorised intermediary must be received by the end of the third trading day prior to the Shareholders' Meeting (*i.e.* by 9 March 2026), without prejudice in any case to the right of those entitled to attend and vote if the communications are received after that date, as long as prior to the beginning of the Shareholders' Meeting.

No procedures are in place for remote or postal voting.

Attendance at the Shareholders' Meeting via the Designated Representative

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As described above, in accordance with the applicable regulations, attendance at the Shareholders' Meeting by those entitled to vote is only allowed via the Designated Representative, Computershare S.p.A., with registered office at Via Mascheroni 19, Milan, and offices at Via Nizza 262/73, Turin ("Computershare"), holding a specific written proxy granted in accordance with either: (i) art. 135-*undecies* of the Consolidated Law on Finance; or (ii) art. 135-*novies* of the Consolidated Law on Finance, according to the terms and deadlines specified below.

(i) Proxies pursuant to art. 135-*undecies* of the Consolidated Law on Finance

Those entitled to vote that plan to attend the Shareholders' Meeting may be represented by the Designated Representative, pursuant to art. 135-*undecies* of the Consolidated Law on Finance, by granting a specific written proxy containing voting instructions on all or some of the motions on the agenda. The proxy granted to Computershare, as the Designated Representative pursuant to art. 135-*undecies* of the Consolidated Law on Finance, is only effective in relation to those motions for which voting instructions are given. The shares for which proxies have been granted, even if only in part, are counted for the purpose of establishing the quorum for the Shareholders' Meeting. With regard to the motions for which voting instructions are not given, the shares are not considered for the purpose of calculating the majority and the percentage of capital required for the adoption of resolutions.

The proxy granted to the Designated Representative, without any charges for the represented person (except for any costs incurred to send the proxy), must be given by the end of the second trading day prior to the date set for the Shareholders' Meeting (*i.e.* by 10 March 2026), using the specific web application accessible via the link provided in the document containing the "Instructions for granting proxies to the Designated Representative" published on the Bank's website <https://group.bper.it/> in the section Governance – Shareholders – Shareholders' Meetings – 12 March 2026, or the specific printed form ("Proxy granted to the Designated Representative pursuant to art. 135-*undecies* of the Consolidated Law on Finance"), available on the Bank's website, in the same section. In both cases, the instructions accompanying the above web application or proxy form must be followed when completing the proxies and sending them (electronically or otherwise) to the Designated Representative.

A copy of an identity document must be sent together with the proxy and, in the case of legal persons, documentary evidence of the relevant signatory powers must be provided.

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By the same deadline (*i.e.* 10 March 2026) and in the same manner, proxies and voting instructions can be revoked at any time.

(ii) **Proxies pursuant to art. 135-novies of the Consolidated Law on Finance**

Those entitled to vote that plan to attend the Shareholders' Meeting may be represented by the same Designated Representative, Computershare, by granting a written proxy or sub-proxy pursuant to art. 135-novies of the Consolidated Law on Finance, containing voting instructions on all or some of the motions on the agenda; the Designated Representative shall not cast votes on those motions for which no precise voting instructions have been granted.

The proxy must be granted to the Designated Representative using the specific printed form ("Ordinary proxy pursuant to art. 135-novies of the Consolidated Law on Finance") that can be found on the Bank's website <https://group.bper.it/> in the section Governance – Shareholders – Shareholders' Meetings – 12 March 2026. The instructions accompanying the relevant proxy form must be followed when the proxies/sub-proxies are completed and sent (electronically or otherwise). A copy of an identity document must be sent together with the proxy and, in the case of legal persons, documentary evidence of the relevant signatory powers must be provided.

In order to allow the Designated Representative and the Company to receive and check the proxies/sub-proxies prior to the beginning of the Shareholders' Meeting, entitled parties are advised to ensure delivery of their proxies/sub-proxies by 10 March 2026.

Additions to the agenda and submission of additional proposed resolutions on matters already on the agenda

Pursuant to art. 126-bis, para. 1, first indent of the Consolidated Law on Finance, shareholders representing, individually or jointly, at least one fortieth of the share capital (2.5%) that have sent the Company a specific communication, via an intermediary authorised pursuant to current regulations, affirming their ownership of the required equity interest may, within ten days of publication of the Notice of Call of the Shareholders' Meeting (*i.e.* by 19 February 2026) submit a written request to add items to the agenda, indicating in the request the additional matters proposed by them and/or presenting proposed resolutions on matters already on the agenda. Additions to the Agenda are not allowed for topics on which, by law, the Shareholders' Meeting must resolve on proposals made by the Board of Directors, or on the basis of a plan or a report prepared by the latter, other than those indicated in article 125-ter, para. 1 of the Consolidated Law on Finance.

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The requests, accompanied by information on the identity of the shareholders submitting them, by an indication of their total percentage shareholding at the date of the request, by references to the communications attesting their ownership of the shares and, possibly, by a contact phone number can be submitted by e-mail to the address assembleabperbanca@pec.gruppobper.it indicating in the subject line: "Shareholders' Meeting March 2026 - Items to be added to the agenda".

Shareholders that ask for additions must prepare a report explaining the reason for the motions on the new items they wish to address, or the reason for the additional motions presented in relation to items already on the agenda. The report must be sent to the Company in the manner indicated above and by the same deadlines.

Individual motions

Given that the Shareholders' Meeting can only be attended via the Designated Representative, those entitled to vote can present individual motions on the items on the agenda, pursuant to art. 126-bis, para. 1, third indent of the Consolidated Law on Finance. These must be sent to the following e-mail address of the Company, assembleabperbanca@pec.gruppobper.it, by 25 February 2026 indicating in the subject line: "Shareholders' Meeting March 2026 - individual motions proposed".

Motions must be worded clearly and completely and must contain the text of the resolution; motions must also be accompanied by information on the identity of the presenter and references to the communication of the authorised intermediary certifying their legitimacy.

The Company will make valid motions available to the public on the Bank's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 12 March 2026 as soon as possible or by no later than within the following two days after the deadline (i.e. by 27 February 2026).

The above terms and deadlines have been established so that those entitled to vote can take into account any proposed resolutions submitted pursuant to the above when granting and/or revoking proxies/sub-proxies and/or the related voting instructions given to Computershare.

The Company reserves the right to check the relevance of the motions with respect to the items on the agenda, as well as their completeness, their compliance with current legislation and the legitimacy of the proposers.

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Right to ask questions prior to the Shareholders' Meeting

Those entitled to vote, that have sent the Company a specific communication via an intermediary authorised pursuant to current regulations, can ask questions about the items on the agenda prior to the Shareholders' Meeting, pursuant to art. 127-ter of the Consolidated Law on Finance.

For this purpose, questions must be sent to the Company by the seventh trading day prior to the date of the Shareholders' Meeting (*i.e.* by 3 March 2026), via e-mail to the address assembleabperbanca@pec.gruppobper.it indicating in the subject line: "Shareholders' Meeting March 2026 - questions/statements on the items on the agenda".

The ownership of voting rights may be certified even after submission of the questions, but no later than by the third day after the above record date.

Questions received by the above deadlines will be answered by the Company as soon as possible and, at the latest, at least 3 days before the Meeting by having them published on the Company's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 12 March 2026.

The Company can provide a joint answer to questions with the same content.

No answers will be given to questions raised beforehand, not even during the Meeting, when the information requested is already available in "Q&A" format in the specific section of the Company's website, or when the answer has already been published in the manner required by law.

Those entitled to vote can submit written statements on the items on the agenda to the Company, with the same methods and by the same deadline as for the submission of questions. The Company will make the statements available to the public on the Company's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 12 March 2026, at least three days prior to the Shareholders' Meeting, and subsequently record them in the minutes of the Shareholders' Meeting.

Questions and statements can be presented together in the same document.

Shareholders' Meeting documents

The Shareholders' Meeting documentation - including the explanatory report on the sole item on the agenda and the related draft resolutions, the merger plan, and the additional documentation referred to in Article 70 of the Issuers' Regulation adopted by Consob with Resolution No. 11971 of 14 May

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1999 – will be made available to the public in accordance with the law and regulations at the registered office and on the Bank's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 12 March 2026, and in the authorised *EmarketStorage* system. The financial statements for the last three financial years of the companies involved in the merger, together with the reports of their respective management bodies and of the persons responsible for the statutory audit, are available at the Company's registered office and in the aforementioned section of the Company's website.

Website and further information

Further information about the Shareholders' Meeting, together with instructions and clarification on how to grant proxies/sub-proxies to the Designated Representative, Computershare, can be found on BPER Banca's website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 12 March 2026.

This Notice of Call will also be published as an excerpt in an Italian daily newspaper in accordance with current regulations.

Modena, 9 February 2026

BPER Banca S.p.A.

The Chair

Fabio Cerchiai

This notice is also available in the *EmarketStorage* system.

Contacts:

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Fine Comunicato n.0043-14-2026

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