

Informazione Regolamentata n. 0043-16-2026	Data/Ora Inizio Diffusione 9 Febbraio 2026 17:40:10	Euronext Milan
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Societa' : BPER BANCA
Utenza - referente : BPERN04 - Anselmi
Tipologia : 3.1
Data/Ora Ricezione : 9 Febbraio 2026 17:40:10
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Oggetto : Excerpt of the notice of call of extraordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato

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EXCERPT OF THE 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 the notice of call.

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

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this notice of call. These circumstances, which allow full knowledge of the answers before the vote, 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.

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Information concerning the share capital and information regarding:

- entitlement to attend and vote at the Shareholders' Meeting (record date: 3 March 2026);
- assignment of proxies/sub-proxies with voting instructions to the Designated Representative;
- additions to the agenda and/or submission of proposed resolutions on matters already on the agenda by Shareholders holding at least 2.5% of the share capital pursuant to Art. 126-bis, paragraph 1, first indent, of the Consolidated Law on Finance (within ten days of publication of the Notice of Call on the Company's website, as better specified in the full version of the Notice of Call);
- submission of individual motions by those entitled to vote pursuant to art. 126-bis, para. 1, third indent of the Consolidated Law on Finance (by 25 February 2026);
- right to ask questions on items on the agenda prior to the Meeting (by 3 March 2026);
- availability of Shareholders' Meeting documents and organisational aspects of the Meeting,

is provided in the full version of the Notice of Call, which can be found on the Bank's corporate website <https://group.bper.it/>, in the section Governance – Shareholders – Shareholders' Meetings – 12 March 2026, to which reference should be made.

Modena, 9 February 2026

BPER:

BPER Banca S.p.A.

The Chair

Fabio Cerchiai

This excerpt of the Notice of Call will be published in the daily newspaper "Il Sole 24 Ore" on 10 February 2026.

This excerpt of the Notice of Call is also available in the *EmarketStorage* system.

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Fine Comunicato n.0043-16-2026

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