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Oggetto : Merger by absorption of Banca Popolare di Sondrio into BPER banca: information for U.S. Shareholders

*Testo del comunicato*

Vedi allegato

# BPER:



**Banca Popolare  
di Sondrio**

Gruppo BPER Banca

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## PRESS RELEASE

### MERGER BY ABSORPTION OF BANCA POPOLARE DI SONDRIO INTO BPER BANCA: INFORMATION FOR U.S. SHAREHOLDERS

**Modena/Sondrio – 13 March 2026** – Reference is made to the increase in share capital to service the exchange ratio in the context of the merger by absorption of Banca Popolare di Sondrio S.p.A. (“**BP Sondrio**”) into BPER Banca S.p.A. (“**BPER**” and, together with BP Sondrio, the “**Companies Participating in the Merger**”).

As indicated in paragraph 5.1 (“*Important information for US shareholders regarding eligibility to receive shares*”) of the reports, prepared by the Boards of Directors of the Companies Participating in the Merger pursuant to Article 2501-*quinquies* of the Italian Civil Code, Article 125-*ter* of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented, and Article 70, paragraph 2, of the regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (the “**Explanatory Reports**”), regarding the issuance of ordinary shares of BPER (the “**New Shares**”) to be allocated to shareholders of BP Sondrio who are resident in or located in the United States or otherwise subject to U.S. securities laws (“**U.S. Shareholders**”), the following information is hereby communicated.

The qualified shareholder status declaration (the “**Qualified Status Declaration**”) that may be submitted by U.S. Shareholders that are “qualified institutional buyers”, as defined in Rule 144A of the U.S. Securities Act of 1933, as amended (the “**Qualified Shareholders**”), to the Companies Participating in the Merger, in accordance with the terms and conditions set forth therein, is available on the website of BP Sondrio: <https://istituzionale.popso.it>.

Sodali & Co. has been appointed as information agent (the “**Information Agent**”) to receive the completed Qualified Status Declarations from the Qualified Shareholders on behalf of the Companies Participating in the Merger.

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All completed Qualified Status Declarations must be sent in electronic form to the Information Agent by April 13, 2026 (the “**Qualification Deadline**”) to the following e-mail address: [gjb.popso@investor.sodali.com](mailto:gjb.popso@investor.sodali.com).

A copy of the completed Qualified Status Declaration must also be delivered to the depositary intermediary, if any, of the U.S. Shareholder. Depositary intermediaries holding BP Sondrio ordinary shares on behalf of one or more U.S. Shareholders who receive a form of Qualified Status Declaration are required to complete and submit it to the Information Agent on behalf of each such U.S. Shareholder.

Any declaration that is incomplete or does not meet the above requirements shall be deemed to be void and will result in the sale of the corresponding ordinary shares on behalf of such U.S. Shareholders in accordance with the procedures set out below.

Any U.S. Shareholder or any person holding ordinary shares of BP Sondrio on behalf of a shareholder resident or located in or having its registered office in the United States who fails to submit a completed Qualified Status Declaration by the Qualification Deadline, together with any other information required by the Companies Participating in the Merger, will be deemed a Non-Qualified Shareholder. New Shares that would otherwise be allocated to Non-Qualified Shareholders but are unable to be issued to them without registration under the U.S. Securities Act due to their status as non-qualified shareholders (“**Non-Qualifying Shares**”) will be issued to the depositary intermediaries, for the benefit of the Non-Qualified Shareholders, and immediately transferred to a vendor agent (the “**Vendor Placement**”). For the purposes of carrying out the Vendor Placement, BPER has appointed Equita SIM S.p.A., as vendor agent (the “**Vendor Agent**”), to sell the Non-Qualifying Shares in the open market. The net proceeds of such sales, if any, will be distributed to the Non-Qualified Shareholders in accordance with their entitlement based on the exchange ratio of the merger, and will be divided by the number of New Shares sold and paid as soon as reasonably practicable to each Non-Qualified Shareholder on whose behalf such Non-Qualifying Shares were sold, less any applicable withholding taxes or other taxes.

For further information on the Vendor Placement, please refer to the Explanatory Reports, available on the websites of the Companies Participating in the Merger (for BPER: <https://group.bper.it>, and for BP Sondrio: <https://istituzionale.popso.it>), as well as through the authorised storage mechanism for regulated information, *EmarketStorage* (<https://www.emarketstorage.it/en>), in accordance with the terms and conditions of the applicable law and regulations.

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**Banca Popolare  
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Gruppo BPER Banca

**Any enquiries regarding procedures applicable to U.S. Shareholders and requests for any documents or materials relating to U.S. Shareholders should be directed to the Information Agent by phone at: +39 366 673 3351 | +39 069 480 9634 or by e-mail at: [qib.popso@investor.sodali.com](mailto:qib.popso@investor.sodali.com).**

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*This document does not constitute and is not intended to constitute an offer, sale or solicitation to purchase or otherwise acquire any securities in the United States of America. The shares of BPER Banca S.p.A. referred to herein have not been, and will not be, registered under the Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. None of the parties involved in the merger intend to register any portion of the securities referenced herein in the United States or conduct a public offering of the securities in the United States.*

BPER Banca S.p.A.

Banca Popolare di Sondrio S.p.A.

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

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