

<p>Informazione Regolamentata n. 0043-36-2026</p>	<p>Data/Ora Inizio Diffusione 19 Marzo 2026 18:45:21</p>	<p>Euronext Milan</p>
---	--	-----------------------

Societa' : BPER BANCA

Utenza - referente : BPERN04 - Anselmi

Tipologia : REGEM

Data/Ora Ricezione : 19 Marzo 2026 18:45:21

Data/Ora Inizio Diffusione : 19 Marzo 2026 18:45:21

Oggetto : Excerpt of Notice of Call of Ordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato

EXCERPT OF THE NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

The ordinary Shareholders' Meeting of BPER Banca S.p.A. is convened for 23 April 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. 2025 Financial Statements:
 - a) approval of the Separate Financial Statements as at 31 December 2025 of BPER Banca S.p.A.; presentation of the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, as well as of the Consolidated Financial Statements as at 31 December 2025, containing the 2025 Consolidated Sustainability Statement;
 - b) approval of the separate financial statements as at 31 December 2025 of Banca Popolare di Sondrio S.p.A. (which will have already been merged into BPER Banca S.p.A. by the date of the Ordinary Shareholders' Meeting); presentation of the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, as well as of the Consolidated Financial Statements as at 31 December 2025, containing the 2025 Consolidated Sustainability Statement;
 - c) allocation of profit for financial year 2025 and dividend payout.
2. Adjustment, upon a reasoned proposal by the Board of Statutory Auditors, of the fees of Deloitte & Touche S.p.A., the company responsible for auditing the accounts for the 2017-2025 period; related and ensuing resolutions.
3. Adjustment, upon a reasoned proposal by the Board of Statutory Auditors, of the fees of KPMG S.p.A., the company responsible for auditing the accounts for the 2026-2034 period; related and ensuing resolutions.
4. Remuneration:
 - a) Report on the Remuneration Policy and Compensation Paid, comprising:
 - a1) remuneration policies of the BPER Banca S.p.A. Group for 2026 (binding resolution);
 - a2) compensation paid in financial year 2025 (non-binding resolution);
 - b) Report on compensation paid in financial year 2025 by Banca Popolare di Sondrio S.p.A. (which will have already been merged into BPER Banca S.p.A. by the date of the Ordinary Shareholders' Meeting - non-binding resolution);
 - c) 2026 MBO incentive plan based on financial instruments pursuant to art. 114-*bis* of Legislative Decree No. 58 of 24 February 1998;
 - d) Amendment to the 2025–2027 Long-Term Incentive (LTI) Plan based on financial

BPER:

instruments pursuant to art. 114-*bis* of Legislative Decree No. 58 of 24 February 1998;

- e) Authorisation to purchase and dispose of treasury shares to service current and future remuneration systems based on financial instruments, in accordance with the Remuneration Policies.

- 5. Authorisation to purchase and dispose of treasury shares for strategic purposes and/or shareholder remuneration.

* * * * *

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 of 31 December 2025, converted, with amendments, by Law No. 26 of 27 February 2026, which extended the effects of art. 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.

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 concerning the share capital and information regarding:

- entitlement to attend and vote at the Shareholders' Meeting (record date: 14 April 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*, para. 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 8 April 2026);
- right to ask questions on items on the agenda prior to the Meeting (by 14 April 2026);
- availability of Shareholders' Meeting documents and organisational aspects of the Meeting,

BPER:

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/en>, in the section Governance – Shareholders – Shareholders' Meetings – 23 April 2026, to which reference should be made.

Modena, 19 March 2026

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 20 March 2026.

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

Contacts:

Investor Relations

investor.relations@bper.it

Corporate and Regulatory Affairs

governance.marketabuse@bper.it

External Relations

relest@bper.it

[bper.it - group.bper.it](https://group.bper.it)
