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Societa' : BPER BANCA

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Oggetto : Results of the Shareholders' Meeting of 23 April 2026

*Testo del comunicato*

Vedi allegato

## PRESS RELEASE

### RESULTS OF THE SHAREHOLDERS' MEETING OF 23 APRIL 2026

- *The Shareholders' Meeting approved the Separate Financial Report of BPER Banca S.p.A. ("BPER") for the year 2025, which shows a net profit of Euro 1,464,744,643.29. BPER's Consolidated Financial Report as at 31 December 2025 was also presented, including the 2025 Consolidated Sustainability Statement.*
- *In addition to the interim dividend paid in November 2025, a final dividend of Euro 0.56 per share was allocated to shareholders.*
- *The proposals to adjust the fees of Deloitte & Touche S.p.A., the statutory audit firm for the period 2017–2025, and of KPMG S.p.A., the statutory audit firm for the period 2026–2034, were approved.*
- *The 2026 remuneration policies of the BPER Group were approved.*
- *The 2026 MBO Incentive Plan and the amendments to the 2025–2027 Long-Term Incentive (LTI) Plan, both based on financial instruments pursuant to Article 114-bis of the Italian Consolidated Law on Finance (CLF), were approved.*
- *The purchase and disposal of treasury shares to service current and future remuneration systems based on financial instruments, in compliance with the Remuneration Policies, were authorised, as were the purchase and disposal of treasury shares for strategic purposes and/or for the purpose of shareholder remuneration (subject to obtaining the required regulatory authorisations).*

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Modena – 23 April 2026. BPER Banca S.p.A. announces that the ordinary Shareholders' Meeting, held today, approved the 2025 Financial Report of BPER Banca S.p.A. and the proposal for the allocation of profit, resolving to distribute a final cash dividend (in addition to the interim

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dividend paid in November 2025) of Euro 0.56 per share for each of the 2,086,184,466 ordinary shares representing the share capital, for a maximum total amount, including both the interim and the final dividend, of Euro 1,364,695,665.56 (net of those which will be held in the portfolio on the ex-date, on which no dividend will be paid).

The final dividend, amounting to Euro 1,168,263,300.96, will be paid as of Wednesday, 20 May 2026 (payment date), with date of coupon detachment (ex-date) on Monday, 18 May 2026, and date of entitlement to payment under Article 83-*terdecies* of the Consolidated Law on Finance (record date) on Tuesday, 19 May 2026. The dividend is subject to withholding tax or forms part of taxable income to a varying extent depending on the status of the recipient.

By virtue of the merger by absorption of Banca Popolare di Sondrio into BPER Banca, which became effective on 20 April, the Shareholders' Meeting additionally approved the 2025 Separate Financial Report of Banca Popolare di Sondrio and the following proposal for profit allocation:

(i) allocation of Euro 21,629,484.16 to the non-distributable reserve pursuant to Legislative Decree No. 38/2005 (Article 6, paragraph 1, letter a), for unrealised gains, net of related tax effects; and (ii) allocation of the remaining amount of Euro 578,665,602.09 to the extraordinary reserve.

In addition to the above, the Shareholders' Meeting further approved:

- the adjustment, upon a reasoned proposal by the Board of Statutory Auditors, of the fees of Deloitte & Touche S.p.A., the statutory audit firm for the period 2017–2025, and of KPMG S.p.A., the statutory audit firm for the period 2026–2034, on the terms proposed to the Shareholders' Meeting;
- Part I and II of the BPER's 2026 Report on the remuneration policy and compensation paid, respectively with a binding and non-binding resolution;
- Banca Popolare di Sondrio's Report on remuneration paid in 2025, with a non-binding resolution;

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- the 2026 MBO Incentive Plan based on financial instruments pursuant to Article 114-*bis* of the Consolidated Law on Finance, as described in the relevant Information Document;
- certain amendments to the 2025–2027 Long-Term Incentive (LTI) Plan based on financial instruments, pursuant to Article 114-*bis* of the Consolidated Law on Finance, as described in the relevant Information Document;
- the authorisation to purchase and dispose of treasury shares, as is functional for vesting the Board of Directors with the power to proceed, in one or more tranches, with the purchase of up to 3,000,000 ordinary shares, representing approximately 0.15% of the Company's share capital, and in any case for a total amount not exceeding approximately Euro 30 million, to service current and future remuneration systems based on financial instruments, in compliance with the Remuneration Policies in force at any given time, and to meet the demand of the recipients of the incentive systems of Banca Popolare di Sondrio;
- the authorisation, subject to obtaining the required approval from the Supervisory Authority, to purchase and dispose of treasury shares, as is functional for vesting the Board of Directors with the power to proceed, in one or more tranches, with the purchase of ordinary shares representing a percentage of up to 3% of the Company's share capital and in any case for a total amount not exceeding Euro 750 million. This request is intended to:  
(a) increase the efficiency of invested capital by improving key indicators such as earnings per share and return on equity, without altering either BPER's business model or its prudential profile; (b) implement shareholder remuneration strategies; and (c) provide BPER with a portfolio of treasury shares to be used for any future one-off transactions.

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# BPER:

The summary account of the voting procedure and the minutes of the Shareholders' Meeting will be published by the deadlines and according to the procedures set out by regulations in force.

BPER Banca S.p.A.

The press release is also available in the "EMarketStorage" system.

*Contacts:*

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