

BPER BANCA S.p.A.
SHAREHOLDERS' MEETING OF 23 APRIL 2026

SUMMARY REPORT OF THE VOTES CAST ON THE ITEMS ON THE AGENDA

The Ordinary Shareholders' Meeting of BPER Banca S.p.A. was held in one call in Milan on 23 April 2026 and passed the following resolutions.

At the time of the constitution of the Shareholders' Meeting, as well as during the voting on each item on the agenda, a total of 1,937 shareholders with voting rights were present in the Shareholders' Meeting – exclusively through the Designated Representative – with a total of 1,269,555,893 ordinary shares (representing 64.628627% of the share capital).

1.a) 2025 Financial Statements: 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.

The Shareholders' Meeting approved the Financial Statements for 2025 referred to BPER Banca S.p.A. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,908	1,266,920,302	99.792401	99.792401	64.494458
Against	24	803,887	0.063320	0.063320	0.040923
Abstentions	5	1,831,704	0.144279	0.144279	0.093246
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

1.b) 2025 Financial Statements: approval of the Separate Financial Statements as at 31 December 2025 of Banca Popolare di Sondrio S.p.A. (already merged into BPER Banca S.p.A. as at 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.

The Shareholders' Meeting approved the Financial Statements for 2025 referred to Banca Popolare di Sondrio S.p.A., merged into BPER Banca S.p.A. on 20 April 2026. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,909	1,266,927,672	99.792981	99.792981	64.494833

Against	23	796,517	0.062740	0.062740	0.040548
Abstentions	5	1,831,704	0.144279	0.144279	0.093246
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

1.c) 2025 Financial Statements: allocation of profit for financial year 2025 and dividend payout.

The Shareholders' Meeting approved the allocation of profit for the year 2025 and dividend payout, in accordance with the terms proposed by the Board of Directors in the relevant Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,930	1,264,685,315	99.616356	99.616356	64.380683
Against	7	4,870,578	0.383644	0.383644	0.247944
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

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.

The Shareholders' Meeting approved the adjustment of the fees of Deloitte & Touche S.p.A., the company responsible for auditing the accounts for the 2017–2025 period, in accordance with the terms proposed by the Board of Statutory Auditors and included in the relevant Explanatory Report of the Board of Directors. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,925	1,262,763,957	99.465015	99.465015	64.282873
Against	12	6,791,936	0.534985	0.534985	0.345754
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

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.

The Shareholders' Meeting approved the adjustment of the fees of KPMG S.p.A., the company responsible for auditing the accounts for the 2026–2034 period, in accordance with the terms proposed by the Board of Statutory Auditors and included in the relevant Explanatory Report of the Board of Directors. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,934	1,268,962,584	99.953266	99.953266	64.598424
Against	3	593,309	0.046734	0.046734	0.030203
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

4.a.1) Remuneration: Report on Remuneration Policy and Compensation Paid, comprising remuneration policies of the BPER Banca S.p.A. Group for 2026 (binding resolution).

The Shareholders' Meeting approved the remuneration policies of the BPER Banca S.p.A. Group for the 2026 financial year, contained in the first section of the "2025 Report on Remuneration Policy and Compensation Paid". The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,761	1,236,552,984	97.400437	97.400437	62.948565
Against	173	31,926,211	2.514754	2.514754	1.625251
Abstentions	3	1,076,698	0.084809	0.084809	0.054811
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

4.a.2) Remuneration: Report on Remuneration Policy and Compensation Paid, comprising compensation paid in financial year 2025 (non-binding resolution).

The Shareholders' Meeting expressed a favourable (non-binding) vote regarding the second section of the "2025 Report on Remuneration Policy and Compensation Paid" related to the compensation paid in the 2025 financial year. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,851	1,254,095,740	98.782239	98.782239	63.841605
Against	85	15,160,153	1.194130	1.194130	0.771750

Abstentions	1	300,000	0.023630	0.023630	0.015272
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

4.b) Remuneration: Report on compensation paid in financial year 2025 by Banca Popolare di Sondrio S.p.A. (already merged into BPER Banca S.p.A. as at the date of the Ordinary Shareholders' Meeting - non-binding resolution).

The Shareholders' Meeting expressed a favourable (non-binding) vote regarding the Report on Remuneration Policy and Compensation Paid related to the compensation paid in the 2025 financial year by Banca Popolare di Sondrio S.p.A., merged into BPER Banca S.p.A. on 20 April 2026. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,871	1,258,683,974	99.143644	99.143644	64.075176
Against	66	10,871,919	0.856356	0.856356	0.553451
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

4.c) Remuneration: 2026 MBO incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree No. 58 of 24 February 1998.

The Shareholders' Meeting approved the 2026 MBO Incentive plan based on financial instruments. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,926	1,265,208,798	99.657589	99.657589	64.407332
Against	10	4,047,095	0.318780	0.318780	0.206023
Abstentions	1	300,000	0.023630	0.023630	0.015272
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

4.d) Remuneration: Amendment to the 2025–2027 Long-Term Incentive (LTI) Plan based on financial instruments pursuant to art. 114-bis of Legislative Decree No. 58 of 24 February 1998.

The Shareholders' Meeting approved the amendment to the 2025-2027 LTI Plan based on financial instruments. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,880	1,260,721,042	99.304099	99.304099	64.178876

Against	57	8,834,851	0.695901	0.695901	0.449751
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

4.e) Remuneration: 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.

The Shareholders' Meeting approved the request for authorization to purchase and dispose of treasury shares, to service the current and future remuneration system based on financial instruments, in accordance with the provisions of the Remuneration Policies, under the terms proposed by the Board of Directors in the related Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,926	1,268,458,949	99.913596	99.913596	64.572785
Against	11	1,096,944	0.086404	0.086404	0.055842
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627

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

The Shareholders' Meeting approved the request for authorization to purchase and dispose of treasury shares for strategic purpose and/or shareholder remuneration, under the terms proposed by the Board of Directors in the related Explanatory Report. The results of the vote are shown below:

	No. of shareholders entitled to vote	No. of Shares	% of ordinary shares represented at the Shareholders' Meeting	% of shares admitted to vote	% of ordinary share capital
For	1,913	1,266,665,382	99.772321	99.772321	64.481481
Against	24	2,890,511	0.227679	0.227679	0.147146
Abstentions	0	0	0.000000	0.000000	0.000000
Not voting	0	0	0.000000	0.000000	0.000000
Total	1,937	1,269,555,893	100.000000	100.000000	64.628627