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Oggetto : Renewal of bancassurance agreements with
the Unipol Group

Testo del comunicato

Vedi allegato



PRESS RELEASE

RENEWAL OF BANCASSURANCE AGREEMENTS WITH THE UNIPOL GROUP

Modena – 7 October 2026. BPER Banca S.p.A. ("**BPER**" or the "**Bank**") announces that it has today finalized the renewal of the *bancassurance* agreements with the Unipol Group for the distribution by the BPER Group of life and non-life insurance policies issued by Arca Vita S.p.A. ("**Arca Vita**"), Arca Assicurazioni S.p.A. ("**Arca Assicurazioni**") and UniSalute S.p.A.

The renewed *partnership* will have a ten-year duration from the date of execution until 31 December 2036 and is substantially consistent with the previous agreements as well as aligned with BPER's growth strategy in the *bancassurance* sector.

As part of the transaction, BPER and Unipol Assicurazioni S.p.A. ("**Unipol**") also renewed the shareholders' agreements relating to Arca Vita and its subsidiary Arca Assicurazioni, as well as the provisions governing transfers of shares in Arca Vita.

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Taking into account the relationships existing between the BPER Group companies and the Unipol Group companies and the value of the transaction, the transaction qualifies as a "significant" related-party transaction pursuant to Consob Regulation No. 17221/2010 on related-party transactions, the Supervisory Provisions on "Risk activities and conflicts of interest with connected persons" set out in Bank of Italy Circular No. 285, and the "Policy for managing non-compliance risk relating to conflicts of interest with Relevant Persons and risk activities with Connected Persons" adopted by BPER Banca.

Specifically, the transaction involves: (i) Unipol, which holds a qualifying shareholding equal to 19.9% of BPER's share capital and exercises significant influence over the Bank; (ii) Arca Vita, a company over which BPER exercises significant influence and which is controlled by Unipol; (iii) UniSalute and Arca Assicurazioni, companies controlled by related parties of the Bank (Unipol and, in the case of Arca Assicurazioni, also directly by Arca Vita); and (iv) the other distributing companies controlled by BPER, Banco di Sardegna S.p.A. and Banca Cesare Ponti S.p.A.

In light of the foregoing, the transaction was approved by the Board of Directors of BPER Banca, with the prior favorable opinion of the Related-Party Transactions Committee on the Bank's interest in completing the transaction and on the appropriateness and substantive fairness of the relevant terms. The Committee – which, for activities within its remit, was supported by independent experts appointed by the same Committee in relation to the legal, industrial and financial aspects – was promptly involved during the negotiations and the review process through the receipt of complete and up-to-date information, and was entitled to request information and

BPER:

submit comments to the delegated bodies and the persons responsible for conducting the negotiations.

The information document relating to the transaction, prepared pursuant to Article 5 of Consob Regulation No. 17221/2010, is available to the public at BPER's registered office, through the authorized storage mechanism (www.emarketstorage.it), and on BPER's website (<https://istituzionale.bper.it/>) in the "Governance – Transactions" section.

BPER Banca S.p.A.

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

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