

PRESS RELEASE

Results of the Ordinary Shareholders' Meeting of 20 April 2022

- *Separate financial statements for 2021, proposed allocation of profit for 2021 and distribution of dividend approved.*
- *Short- and long-term compensation plans and 2022 Report on Remuneration Policy and Compensation Paid approved.*
- *Purchase and disposal of treasury shares authorised.*
- *Directors' remuneration for 2022-2023 established.*
- *Integration of fees paid to independent auditors Deloitte & Touche S.p.A. approved.*

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Modena – 20 April 2022. BPER Banca informs that, at its meeting in Modena today, the Ordinary Shareholders' Meeting approved the statutory financial statements for 2021 and the proposed distribution of a cash dividend of Euro 0.06 per share for each of the 1,413,263,512 shares representing the share capital (net of those which will be held in the portfolio on the ex-date), for a maximum total amount of Euro 84,795,810.72. The dividend will be paid as of 25 May 2022 (*payment date*), with date of detachment of coupon (*ex-date*) on Monday, 23 May 2022 and date of entitlement to payment under art. 83-terdecies of the Consolidated Law on Finance (*record date*) on Tuesday, 24 May 2022.

The Meeting additionally approved:

- Part I and II of the 2022 Report on the Remuneration Policy and compensation paid, respectively with a binding and non-binding resolution;
- the short- and long-term share-based compensation schemes under art. 114-bis of the Consolidated Law on Finance as described in the relevant information documents;
- the authorisation to purchase (for a period of eighteen months) and dispose of (without time limits) treasury shares to service the 2022-2024 Long-Term Incentive Plan, the MBO incentive scheme for 2022 and beyond, in addition to any severance payments due, requiring that portions of the variable component of remuneration be paid by the assignment of ordinary shares of BPER Banca S.p.A. on the terms and conditions specified in the Explanatory Report of the Board of Directors to the Shareholders' Meeting. The authorisation refers to a maximum number of 13,667,067 ordinary shares for a total amount of approximately Euro 26 million;
- compensation paid to the members of the Board of Directors for 2022 and 2023, in line with the proposal contained in the relevant Explanatory Report;
- integration of the fees paid to Deloitte & Touche S.p.A., appointed as independent auditors for the period 2017-2025, in accordance with the terms proposed by the Board of Statutory Auditors.

This is a translation into English of the original in Italian. The Italian text shall prevail over the English version.

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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.

This press release is also available in the 1INFO storage device.

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