

## BANCA POPOLARE DI SONDRIO

Società per azioni (Joint-stock company) – Founded in 1871 – Registered in the Sondrio Companies Register under no. 00053810149, in the Register of Banks under no. 842, a company belonging to the BPER Banca S.p.A. banking group, registered in the Register of Banking Groups under no. 5387.6, a company subject to management and coordination by BPER Banca S.p.A. – Share capital €1,360,157,331 consisting of 453,385,777 ordinary shares – Reserves €1,740,955,502.

### CALL NOTICE TO THE SHAREHOLDERS' MEETING

The Shareholders' Meeting of Banca Popolare di Sondrio S.p.A. (the "Bank") is convened in extraordinary session at the Milan Office, located at Via Santa Maria Fulcorina 1, 20123 Milan (MI), at 12.30 pm on Thursday 12 March 2026 in a single call, to resolve on the following

#### AGENDA

- 1) Merger by incorporation of Banca Popolare di Sondrio S.p.A. into BPER Banca S.p.A.; related and consequent resolutions.

#### **Share capital**

The share capital, fully subscribed and paid up, amounts to 1,360,157,331 euro and comprises 453,385,777 ordinary shares. Each share confers the right to one vote. As of the date of this notice, the Bank holds 3,565,256 treasury shares.

#### **Attendance at the Meeting**

Pursuant to art. 83-sexies of Legislative Decree No. 58 of 24 February 1998, the Consolidated Finance Act, the persons entitled to participate in the Meeting, exclusively through the Designated Representative according to the procedures described below, are those who will hold the right to vote at the end of the accounting day of the seventh trading day prior to the date of the Meeting (03 March 2026 - "record date"), and for whom the Bank has received the relevant communication made by the authorised intermediary.

Therefore, those who will be holders of the Bank's shares only after that date will not be entitled to attend and vote at the Meeting.

The notice from the intermediary must be received by the Bank by the end of the third trading day preceding the date set for the Meeting (i.e. by 09 March 2026). In any case, art. 83-sexies, paragraph 4, of Legislative Decree No. 58 of 24 February 1998, the Consolidated Finance Act, applies, and therefore the legitimacy to intervene and vote remains in case the

communications are received by the Bank after the deadline of 09 March 2026 indicated above, provided that they are received before the start of the works.

It should be noted that Shareholders whose shares are deposited with the Bank or with Banca Popolare di Sondrio (SUISSE) SA must also request, pursuant to article 42 of the Bank of Italy-Consob Provision of 13 August 2018, the issuance of the notice attesting to the entitlement to exercise voting rights.

Pursuant to the provisions of Article 106, paragraphs 4 and 7 of Decree-Law no. 18 of 17 March 2020, as subsequently amended and supplemented (most recently by Decree-Law no. 200 of 31 December 2025, participation in the Meeting of the entitled parties will take place, without access to the meeting rooms, **exclusively through the Designated Representative pursuant to art. 135-undecies of Legislative Decree No. 58 of 24 February 1998, the Consolidated Finance Act**, in the manner described below.

Remote or postal voting procedures will not be used.

The participation of the Directors, the Statutory Auditors, the Secretary of the meeting (including the Notary), the Designated Representative and any other persons whose participation in the Shareholders' Meeting is required (other than those entitled to vote) may also take place, where appropriate, through the use of remote connection systems, in compliance with the applicable provisions in force.

#### **Participation through the Designated Representative**

In accordance with article 106, paragraph 4, Decree Law No. 18 of 17 March 2020, as subsequently amended and supplemented, participation in the Shareholders' Meeting of those who have the right to vote is permitted exclusively through the Designated Representative pursuant to art. 135-undecies of Legislative Decree No. 58 of 24 February 1998, the Consolidated Finance Act, (the «Designated Representative») by means of conferment, at no cost for the delegating party (except for any postage costs), of a specific proxy containing voting instructions on all or some of the proposals for resolutions on the items on the agenda.

The Designated Representative identified by the Bank is Computershare S.p.A., based in Milan, Via Mascheroni 19, and with offices at via Nizza 262/73, Turin.

The proxy must be granted to the Designated Representative, with voting

instructions, by the end of the second trading day prior to the date of the Meeting (i.e by 10 March 2026), using the specific form available from the Bank's website at the link, <https://istituzionale.popso.it/en/investor-relations/shareholders-meeting> , also stating how those entitled can grant the proxy and also revoke, by the same deadline, the proxy granted and the voting instructions given. Alternatively, the proxy can be sent, within the same deadline, using the specific web application available on the Bank's website at <https://istituzionale.popso.it/en/investor-relations/shareholders-meeting>, prepared and managed directly by Computershare S.p.A., through which it will be possible to proceed with the guided filling in of the proxy form and of the voting instructions.

The Designated Representative may also be granted delegations or sub-delegations in accordance with article 135-novies of Legislative Decree No. 58 of 24 February 1998, the Consolidated Finance Act, as an exception to art. 135-undecies of the same Decree, with voting instructions on all or some of the resolution proposals regarding the items on the agenda, by using the above mentioned form to be sent to Computershare S.p.A. according to the terms and methods indicated in the form. The proxies/sub-proxies may also be granted by means of an electronic document signed in electronic form pursuant to article 21, paragraph 2, of Legislative Decree 7 March 2005 no. 82 and notified to Computershare S.p.A. via e-mail at [popso@pecserviziitolitoli.it](mailto:popso@pecserviziitolitoli.it).

In order to allow the Designated Representative and the Company to receive and verify the proxies/sub-proxies in advance of the start of the Meeting, it is recommended that the proxies/sub-proxies be received by 12.00 p.m. on 10 March 2026.

The proxies/sub-proxies will only be effective in relation to the proposed resolutions for which voting instructions were given.

#### **Additional agenda items and presentation of new proposed resolutions**

In accordance with article 13 of the Articles of Association, shareholders who, also jointly, represent a total of not less than 2.5% of the share capital, can request additional topics to be added to the agenda, or present proposed resolutions on matters already on the agenda, within 10 days of publication of the Notice of Meeting, on the basis and with the timing established in art. 126 bis of Legislative Decree No. 58 of 24 February 1998, the Consolidated Finance Act;

Requests must indicate the additional topics proposed, or the proposed

resolutions on matters already on the agenda and must be presented in writing to the head office of Banca Popolare di Sondrio S.p.A., at piazza Garibaldi 16, Sondrio, or sent by certified e-mail to [segreteria@postacertificata.popso.it](mailto:segreteria@postacertificata.popso.it), indicating in the subject line the wording "2026 Meeting – additional agenda items/proposed resolutions". Requesting parties must send to the Bank - through their intermediary - the communications certifying their entitlement to exercise the right pursuant to article 43 of the Bank of Italy-Consob Provision of 13 August 2018.

Within the same time limit and in the same manner, shareholders requesting the integration must prepare and send to the Board of Directors of the Bank a report outlining the reasons for the new topics that they would like to propose for discussion, or the reasons for additional motions that they would like to propose on matters already on the agenda.

Any additions to the agenda or the presentation of proposals for resolutions on items already on the agenda shall be notified, by the same means of publication of this notice, at least fifteen days before the date set for the Meeting (i.e. by 25 February 2026). At the same time, the reports prepared by the parties requesting the additions and/or the new proposed resolutions will be made available to the public, together with any considerations made by the Board of Directors, in the same ways as those envisaged for the Meeting documentation.

It is not permitted to add items to the agenda for those topics on which the Shareholders' Meeting has to vote, in accordance with the law, on the proposal of the Board of Directors or on the basis of a project or a report prepared by the Board, other than those mentioned in art. 125-ter, paragraph 1, of Legislative Decree No. 58 of 24 February 1998, the Consolidated Finance Act;

#### **Individual proposals for resolutions**

Even if persons entitled to vote represent less than one-fortieth of the share capital, they may still present proposed resolutions individually and/or make voting declarations on items on the agenda. Given that participation at the Meeting is only allowed via the Designated Representative, these proposals must be presented in the manner described above, by the fifteenth day prior to the date scheduled for the Meeting (i.e. by 25 February 2026). After checking their relevance with respect to the items on the agenda, as well as their proper and complete nature with respect to the applicable regulations, the proposals will be published on the Bank's

website within two days of the passing of the deadline for submission (i.e. by 27 February 2026), so that those entitled to vote can express themselves in an informed manner, taking account of the new proposals, and therefore allow the Designated Representative to collect any voting instructions in their regard as well.

The authority to put forward any proposals shall be certified by the notice provided for by Art. 83-sexies of Legislative Decree No. 58 of 24 February 1998, the Consolidated Finance Act, carried out by the intermediary for the purpose of attending the Shareholders' Meeting and exercising the right to vote.

### **Right to ask questions on agenda items before the Meeting**

Those who have the right to vote may propose questions on the items on the agenda only before the Meeting, by submitting them no later than the record date, i.e. by 03 March 2026, in writing, or by sending them by post to the registered office of Banca Popolare di Sondrio S.p.A. in Sondrio, Piazza Garibaldi 16, or by sending them by certified e-mail to [segreteria@postacertificata.popso.it](mailto:segreteria@postacertificata.popso.it), indicating in the subject line of the e-mail "Shareholders' Meeting March 2026 - questions on agenda items".

Requesting parties must send to the Bank - through their intermediary - the communications certifying their entitlement to exercise the right pursuant to article 43 of the Bank of Italy-Consob Provision of 13 August 2018 or the communication for intervention in the shareholders' Meeting pursuant to article 83-sexies of Legislative Decree No. 58 of 24 February 1998, the Consolidated Finance Act, even after the submission of applications, provided that it is no later than the third day following the record date (i.e. by 06 March 2026).

In view of the fact that participation in the Shareholders' Meeting is permitted exclusively through the Designated Representative, questions that are received in a timely manner and relevant to items on the agenda will be answered by 09 March 2026 in a specific section of the Bank's website. The Bank may provide a single response to questions with the same content.

The Bank will not answer questions that do not comply with the above terms, conditions and procedures.

### **Documentation**

The documentation relating to the Shareholders' Meeting – including the explanatory report on the sole item on the agenda, the merger plan and

the additional documentation set forth in Article 70 of the Issuers' Regulations adopted by Consob with resolution No. 11971 of 14 May 1999 – will be made available at the registered office, on the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and on the Company's website at <https://istituzionale.popsi.it/en/investor-relations/shareholders-meeting> within the timeframe provided for by current legislation. Shareholders have a right to look at this documentation and to obtain a copy of it at their own expense.

The financial statements for the last three financial years of the merging companies, together with the directors' reports of the respective management bodies and the reports of the persons responsible for the statutory audit, are available at the registered office and in the aforementioned section of the Company's website.

FOR THE BOARD OF DIRECTORS

Chair

(Andrea Casini)

Sondrio, 9th February 2026