



**Banca Popolare  
di Sondrio**

FONDATA NEL 1871

Gruppo BPER Banca

## Ordinary Shareholders' Meeting of 15 September 2025

- **New Board of Directors appointed**
- **Consensual resolution approved for the statutory audit assignments conferred to EY spa and KPMG spa; Deloitte & Touche spa appointed to perform the statutory audit for the financial years 2025-2033**

Sondrio, 15 September 2025 - The Ordinary Shareholders' Meeting of Banca Popolare di Sondrio spa was held today, chaired by Pierluigi Molla. A total of 260 shareholders representing approximately 85,933568% of the share capital attended.

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Today's Shareholders' Meeting, following the revocation of Director Enrico Stoppani, proceeded with the complete renewal of the Board of Directors, for which BPER Banca spa - holder of an 80.69% stake in the share capital - had duly filed:

- 'List No. 1' for the appointment of five directors, whose term of office will expire upon approval of the financial statements at 31 December 2025;
- "List No. 2" for the appointment of five directors, whose term of office will expire upon approval of the financial statements at 31 December 2026;
- "List No. 3" for the appointment of five directors whose term of office will expire upon approval of the financial statements at 31 December 2027.

Following the vote, List No. 1 obtained 389.275.415 votes, equal to 99,913976% of the capital present at the meeting, List No. 2 obtained 389.147.308 votes, equal to 99,881095% of the capital present at the meeting, and List No. 3 obtained 389.060.101 votes, equal to 99,858712% of the capital present at the meeting.

The following Directors were therefore elected, in accordance with the Articles of Association:

1. Gabriele Beni, from 'List No. 1';
2. Annamaria Massimetti, from 'List No. 1';
3. Silvia Stefini, from 'List No. 1';

4. Cristiano Cincotti, from 'List No. 1';
5. Simone Marcucci, from "List No. 1";
6. Andrea Casini, taken from "List No. 2";
7. Elvio Sonnino, taken from "List No. 2";
8. Séverine Mélissa Harmine Neervoort, from 'List No. 2';
9. Maria Chiara Malaguti, taken from 'List No. 2';
10. Pierluigi Molla, taken from "List No. 2";
11. Giuseppe Recchi, taken from "List No. 3";
12. Alessandra Ruzzu, from "List No. 3";
13. Elena Conforti, from "List No. 3";
14. Roberto Giay, taken from "List No. 3";
15. Stefano Vittorio Kuhn, taken from "List no. 3".

When submitting their candidacies, the following directors declared that they met the independence requirements pursuant to current legislation, the Articles of Association and the *Corporate Governance* Code: Gabriele Beni, Silvia Stefini, Cristiano Cincotti, Andrea Casini, Séverine Mélissa Harmine Neervoort, Maria Chiara Malaguti, Giuseppe Recchi and Alessandra Ruzzu.

In accordance with the procedures and timelines set forth in current legislation, the Board of Directors will proceed to verify the aforementioned independence requirements as well as the other requirements and eligibility criteria required for the performance of the role.

The Shareholders' Meeting also determined the annual remuneration for the Board of Directors, as indicated in the relevant resolution proposal.

Finally, the Shareholders' Meeting approved the consensual termination of the statutory audit engagements assigned to EY spa for the financial years 2017-2025 and to KPMG spa for the financial years 2026-2034 and the related engagements for the limited audit of the Sustainability Report, and conferred the statutory audit engagement for the financial years 2025-2033 and the limited audit of the Sustainability Report for the financial years 2025-2027 to Deloitte & Touche spa, determining the fee as indicated in the relevant proposed resolution.

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Please note that the documentation relating to the items on the agenda of today's Shareholders' Meeting has been filed in a timely manner and is available for consultation on the company's website at <https://istituzionale.popso.it/it/investor->

[relations/assemblea-dei-soci](#) and on the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

Finally, complete information on the proceedings and results of today's Meeting will be made available to the public in the manner described above, in accordance with the law, through the "Summary Report of Votes" and the minutes of the Meeting.

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