



Banca Popolare di Sondrio

Co-operative Society by shares - founded in 1871
Head office and general management: I - 23100 Sondrio So - Piazza Garibaldi 16
Registered in the Register of Companies of Sondrio at no. 00053810149
Registered in the Register of Banks under no. 842.
Parent Bank of the Banca Popolare di Sondrio Banking Group, registered in the Register of Banking Groups under no. 5696.0
Registered in the Register of Cooperative Societies under no. A160536
Member of the Interbank Deposit Protection Fund
Tax code and VAT number: 00053810149
Share Capital € 1,360,157,331 - Reserves € 1,253,388,214
(data approved by the Shareholders' Meeting of 11/5/2021)

Ordinary Shareholders' Meeting of 11 May 2021

- **Financial statements as at 31 December 2020, the directors' report on operations and the allocation of profit proposed approved:**

net income	€ 75,045,078.00
------------	-----------------

allocation:

dividend per share: € 0.06 gross	€ 27,203,146.62
reserves	€ 47,541,931.38
charity fund	€ 300,000.00
total	€ 75,045,078.00

- **approved the document "Remuneration Policies of the Banca Popolare di Sondrio Banking Group";**
- **approved the "Report on the remuneration policy and the remuneration paid";**
- **approved the Remuneration Plan implementing the remuneration policies of the Banca Popolare di Sondrio Banking Group for the year 2021;**
- **five directors appointed for the three-year period 2021-2023:** the Shareholders' Meeting appointed dott. prof. Alessandro Carretta (independent director), Mrs. Loretta Credaro, dott.ssa prof.ssa Donatella Depperu (independent director), dott. prof. Adriano Propersi, taken from "List n. 1", e il p. ind. Luca Frigerio (independent director), taken from "Lista n. 2".

- nomination of standing and alternate auditors and the chairman of the Board of Statutory Auditors for the three-year period 2021-2023: the Shareholders' Meeting appointed dott. Massimo De Buglio (standing auditor), dott.ssa. Laura Vitali (standing auditor) and dott. Paolo Vido (alternate auditor), taken from "List no. 1", and dott.ssa Serenella Rossano (who assumes the position of chairman of the Board of Statutory Auditors) and dott. Alessandro Mellarini (alternate auditor) taken from "List no. 2".

The Shareholders' Meeting of Banca Popolare di Sondrio was regularly held today on second call, under the chairmanship of the Chairman of the Board of Directors, Prof. Avv. Francesco Venosta. Pursuant to Article 106, paragraph 6, of the D.L. 18 March 17, 2020, as subsequently amended and supplemented, the participation of the Shareholders in the Shareholders' Meeting took place exclusively through the Designated Representative pursuant to art. 135-undecies of Legislative Decree 24 February 1998, 58 ("TUF"), as provided for in the notice of meeting. Over 2,650 members cast their votes overall.

The Ordinary Shareholders' Meeting resolved on the items on the agenda referred to in the notice published on March 31, 2021.

The Shareholders' Meeting approved, with a very large majority vote, the directors' report on operations, the financial statements as at 31 December 2020, closed with a net profit of € 75.045 million, and the distribution of the profit itself, which provides for the distribution of a dividend gross unit of € 0.06, coupon no. 42. The payment, considering that the detachment will take place, according to the current provisions, on May 24th, will start from May 26th 2021. The aforementioned net profit is therefore allocated as follows: dividend € 27.203 million; reserves € 47.542 million; charity fund € 0.3 million.

The consolidated financial statements for the 2020 financial year of the Banca Popolare di Sondrio banking group show a net profit of € 106.597 million, -22.44%.

On a consolidated level, direct customer deposits amounted to € 35,559 million, + 9.01%. Indirect deposits at market values amounted to € 34,797 million, + 3.06%; the insurance deposits summed € 1,717 million, + 6.82%. Total customer deposits therefore stood at € 72,074 million, + 6%. Loans to customers totalled € 29,380 million + 7.27%. Net bad debts are equal to 1.18% of loans to customers.

Consolidated shareholders' equity, including profit for the year, amounted to € 2,997.571 million at 31 December 2020, with an increase on 31 December 2019 of € 155.791 million, + 5.48%, determined by the accounting of the profit for the year under review, as well as from the increase in reserves. As for the capital requirements, as at 31 December 2020 the CET1 Capital Ratio was 16.32%, the Total Capital Ratio 18.55% (both in the phased in version). The Texas Ratio, calculated as the ratio between total net impaired loans and tangible equity, stands at 36.8%.

The Shareholders' Meeting approved the mandate to the Board of Directors for the purchase and sale of treasury shares pursuant to Article 21 of the Articles of Association, in accordance with the provisions of Articles 2529 and 2357 and following of the Civil Code. The amount available to the Board of Directors to make purchases of company shares, recorded in the balance sheet under "Reserves", was determined at € 30 million.

In the period from 12 June 2020 to 10 May 2021, no negotiations were carried out by the bank. The proprietary securities portfolio therefore contained, both at the beginning and at the end of the period, no. 3,650,000 company shares, for a value of € 25,321,549.

The Shareholders' Meeting also authorized the Board of Directors to use Banca Popolare di Sondrio ordinary shares already in existence for the 2021 Remuneration Plan based on financial instruments for key personnel, as identified in the Remuneration Policies approved by the Shareholders' Meeting, charged to the bank up to a maximum total value of 490,000 euros.

The Shareholders' Meeting determined the annual remuneration for the Board of Directors in compliance with the current "Remuneration policies of the Banca Popolare di Sondrio Banking Group"

Pursuant to Article 34 of the Articles of Association, the Board of Directors, consisting of fifteen members, is renewed for a third each year. For the election of five directors for the three-year period 2021/2023 two lists had been duly filed within the terms of the law: "List no. 1 "- presented by n. 1,225 shareholders - and the "List no. 2 ", presented by n. 20 shareholders for a total interest held in the capital of Banca Popolare di Sondrio equal to 0.95775%.

Following the voting, the list that obtained the highest number of votes was List no. 1 with n. 1,959 votes. List no. 2 obtained n. 497 votes.

According to the statute, dott. prof. Alessandro Carretta (independent director), Mrs. Loretta Credaro, dott.ssa prof.ssa Donatella Depperu (independent director), dott. prof. Adriano Propersi, taken from "List no. 1 ", and p. ind. Luca Frigerio (independent director), taken from the "List no. 2" were therefore elected for the three-year period 2021-23.

For the election of the standing and alternate auditors and the chairman of the Board of Statutory Auditors for the three-year period 2021-2023, two lists had been duly filed within the terms of the law: "List no. 1 "- presented by n. 1,205 shareholders - and the "List no. 2 ", presented by n. 20 shareholders for a total interest held in the capital of Banca Popolare di Sondrio equal to 0.95775%.

Following the voting, the list that obtained the highest number of votes was List no. 1 with n. 2,076 votes. List no. 2 obtained n. 354 votes.

According to the statute, dott. Massimo De Buglio (standing auditor), dott.ssa Laura Vitali (standing auditor) and dott. Paolo Vido (alternate auditor), taken from "List no. 1", and dott.ssa Serenella Rossano (who assumes the position of chairman of the Board of Statutory Auditors) and dott. Alessandro Mellarini (alternate auditor) taken from "List no. 2" were therefore elected. The assembly finally determined the annual emolument for the Board of Statutory Auditors valid for the three-year period.

We remind you that the documentation relating to the items on the agenda of today's shareholders' meeting were filed in time and can be consulted on the company website at <https://istituzionale.popso.it/it/investor-relations/assemblea-dei-soci> and on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

Finally, the complete information relating to the conduct and results of today's meeting will be made available to the public in the manner set out above within the terms of the law through the "Summary report of the votes" and the minutes of the meeting.

DECLARATION

The manager in charge of preparing the corporate accounting documents, Dr. Maurizio Bertoletti, declares, pursuant to paragraph 2 of article 154 bis of the Consolidated Law on Finance (TUF), that the accounting information contained in this press release corresponds to the documentary results, books and accounting records.

Signed: Maurizio Bertoletti, executive in charge of drafting the corporate accounting documents.

COMPANY CONTACTS:

Investor Relations

Dott. Michele Minelli

0342-528.745

michele.minelli@popso.it

Relazioni esterne

Rag. Paolo Lorenzini

0342-528.212

paolo.lorenzini@popso.it

Company website: "<https://istituzionale.popso.it>".

Attachment: dividend payment notice.

Sondrio, 11 May 2021

The English translation is provided only for the benefit of the reader and in the case of discrepancies the Italian version shall prevail.



Banca Popolare di Sondrio

Società cooperativa per azioni – Fondata nel 1871 – Iscritta all'Albo delle Banche al n. 842, all'Albo delle Società Cooperative al n. A160536, all'Albo dei Gruppi bancari al n. 5696.0, al Registro delle Imprese di Sondrio al n. 00053810149
Capitale sociale € 1.360.157.331 costituito da n. 453.385.777 azioni ordinarie – Riserve € 1.253.388.214

PAGAMENTO DEL DIVIDENDO DELL'ESERCIZIO 2020 E DEPOSITO VERBALE ASSEMBLEARE

In attuazione della delibera assembleare dell'11 maggio 2021, il dividendo dell'esercizio 2020, nella misura di € 0,06 lordi per azione, verrà messo in pagamento, considerato che la data di stacco sarà il 24 maggio prossimo, dal 26 maggio 2021. Il pagamento del dividendo (cedola n. 42) verrà effettuato, nel rispetto delle vigenti disposizioni di legge, presso tutte le dipendenze della banca e presso Monte Titoli Spa.

Il verbale dell'Assemblea dei Soci dell'11 maggio 2021 sarà depositato a disposizione del pubblico presso la sede sociale, sul meccanismo di stoccaggio autorizzato "eMarket STORAGE" (www.emarketstorage.com) e sul sito internet aziendale all'indirizzo <https://istituzionale.popso.it/it/investor-relations/assemblea-dei-soci> nei termini di legge.