



Banca Popolare di Sondrio

Ordinary Shareholders' Meeting of 30 April 2022

- Approved the individual financial statements as at 31/12/2021, the directors' report on operations, the allocation of the profit for the year and the proposal to distribute a gross unit dividend of € 0.20;
- approved the document "Remuneration Policies of the Banca Popolare di Sondrio Banking Group";
- approved the "Report on remuneration policy and compensation paid" (Section I); approved the "Report on remuneration policy and compensation paid" (Section II);
- approved the Remuneration Plan implementing the Remuneration Policies of the Banca Popolare di Sondrio Banking Group for the year 2022;
- authorised the purchase and sale of own shares; authorised the use of shares already in the portfolio to service the remuneration plan implementing the Remuneration Policies;
- determined the annual remuneration in favour of the Board of Directors;
- appointed five directors for the three-year period 2022-2024: the Shareholders' Meeting appointed: Venosta prof.avv. Francesco, Falck dott. ing. Federico, Doro avv. Anna (independent director), Cordone dott. ing. Nicola (independent director), Rossi dott.ssa prof.ssa Serenella (independent director), drawn from "List no. 1" submitted by the Board of Directors.

Sondrio, 30 April 2022 - The Shareholders' Meeting of Banca Popolare di Sondrio Spa was duly held today in a single call, under the chairmanship of the Chairman of the Board of Directors, Prof. Avv. Francesco Venosta. Pursuant to art. 106, paragraph 4, of Legislative Decree no. 18 of March 17, 2020, as subsequently amended and supplemented, the Shareholders' Meeting was attended exclusively through the Appointed Representative pursuant to art. 135-undecies of Legislative Decree no. 58 of February 24, 1998, ("TUF"), as provided for in the notice of call. More than 6,100 Shareholders representing approximately 48% of the share capital participated. The Ordinary Shareholders' Meeting resolved on the items on the agenda set out in the notice of call published on 21 March 2022.

The Shareholders' Meeting approved the directors' report on operations, the financial statements as at 31 December 2021, which closed with a net profit of € 212.099 million, and the allocation of the profit itself, which provides for the distribution of a gross unit dividend of € 0.20, coupon no. 44. The payment of the dividend, considering that the ex-dividend date will be, according to current regulations, 23 May, will start on 25 May 2022. The net profit is therefore allocated as follows: dividend € 90.677 million; reserves € 121.122 million; charity fund € 0.3 million.

The 2021 consolidated financial statements of the Banca Popolare di Sondrio Banking Group show a net profit of € 268.634 million, +152.01%.

At consolidated level, direct customer deposits amounted to € 39,304 million, +10.53%. At market values, indirect deposits amounted to € 40,982 million, +17.77%; insurance deposits amounted to € 1,909 million, +11.19%. Total deposits from customers therefore stood at € 82,195 million, +14.04%. Loans to customers amounted to € 31,059 million, up 5.72%. Net bad loans amounted to 0.62% of loans to customers.

Consolidated shareholders' equity, including the profit for the year, amounted to € 3,270.494 million as at 31 December 2021, an increase on 31 December 2020 of € 272.923 million, +9.10%, due to the recognition of the profit for the year under review and the increase in reserves. With regard to capital requirements, the CET1 Capital Ratio was 15.78% and the Total Capital Ratio 18.88% as at 31 December 2021 (phased-in values). The Texas Ratio, calculated as the ratio of total net impaired loans to tangible equity, stood at 25.8%.

The Shareholders' Meeting approved the mandate to the Board of Directors to purchase and sell treasury shares pursuant to Article 8 of the Articles of Association, in accordance with the provisions of Articles 2357 and 2357-ter of the Italian Civil Code. The amount

available to the Board of Directors to make purchases of company shares, recorded in the financial statements under "Reserves", was determined to be € 30 million.

During the period from 11 May 2021 to 29 April 2022, no trading was carried out by the Bank. As a result, at both the beginning and end of the period, the bank's own securities portfolio contained 3,650,000 treasury shares with a value of € 25,321,549.

The Shareholders' Meeting also authorised the Board of Directors to use, in service of the 2022 Remuneration Plan based on financial instruments for the most relevant personnel, as identified in the Remuneration Policies approved by the Shareholders' Meeting, ordinary shares of Banca Popolare di Sondrio already held by the bank up to a maximum total value of € 490,000.

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

Pursuant to Article 22 of the Articles of Association, the Board of Directors, composed of fifteen members, is renewed for one third each financial year. For the election of five directors for the three-year period 2022/2024, two lists were duly deposited within the terms of the law: "List no. 1" - presented by the Board of Directors - and "List no. 2" - presented by 13 shareholders for a total shareholding in the capital of Banca Popolare di Sondrio of 6.36389% -.

Following the vote, the list that obtained the highest number of votes was List No. 1 with 115,910,090 votes. List 2 obtained 102,310,974 votes.

The following were therefore elected for the three-year period 2022-2024, in accordance with the Articles of Association: Venosta prof. avv. Francesco, Falck dott. ing. Federico, Doro avv. Anna (independent director), Cordone dott. ing. Nicola (independent director), Rossi dott.ssa prof.ssa Serenella (independent director), drawn from "List no. 1" submitted by the Board of Directors.

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, Dottor 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.

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

Attachment: dividend payment notice.

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 per azioni - Fondata nel 1871 - Iscritta all'Albo delle Banche al n. 842, all'Albo dei Gruppi bancari al n. 5696.0, al Registro delle Imprese di Sondrio al n. 00053810149
Capitale Sociale € 1.360.157.331 - Riserve € 1.380.852.212 (dati approvati dall'Assemblea dei soci del 30/04/2022)

PAGAMENTO DEL DIVIDENDO DELL'ESERCIZIO 2021 E DEPOSITO VERBALE ASSEMBLEARE

In attuazione della delibera assembleare del 30 aprile 2022, il dividendo dell'esercizio 2021, nella misura di € 0,20 lordi per azione, verrà messo in pagamento, considerato che la data di stacco sarà il 23 maggio prossimo, dal 25 maggio 2022. Il pagamento del dividendo (cedola n. 44) 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 del 30 aprile 2022 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.