



Banca Popolare di Sondrio

TITLE

Proposal to the Ordinary Shareholders' Meeting on the purchase and sale of treasury shares pursuant to Art. 8 of the Articles of Association and authorisation to use the shares already in the service of the Compensation Plans.

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Proposal of the Board of Directors to the Ordinary Shareholders' Meeting of 29 April 2023 regarding the authorisation of the Board of Directors to purchase and dispose of treasury shares pursuant to Art. 8 of the Articles of Association and to authorise the use of treasury shares already in the service of the Compensation Plan in implementation of the Remuneration Policies.

TEXT

At the next Shareholders' Meeting of Banca Popolare di Sondrio on 29 April 2023, the following agenda item will be submitted: **“Resolutions on treasury shares: a) Authorisation to purchase and sell treasury shares pursuant to art. 8 of the Articles of Association and articles 2357 and 2357-ter of the Italian Civil Code, art. 132 of Legislative Decree 58/98, Consolidated Finance Act, and article 144-bis of Regulation no. 11971 approved by Consob resolution of 14 May 1999; b) Authorisation to use the treasury shares already held in service of the 2023 Share-Based Compensation Plan pursuant to Article 114-bis of Legislative Decree 58/98, Consolidated Law on Finance, and/or to service the Long-term Compensation Plan based on financial instruments, pursuant to art. 114-bis of Legislative Decree 58/98, Consolidated Finance Act;”**.

In implementation of Article 8 of the Articles of Association, according to which:

“The Company may, within the limits and in the forms provided for by the provisions in force, purchase and sell treasury shares”.

following expiry of the previous authorisation, the Administration asks the Shareholders' Meeting to once again authorise the Board of Directors to purchase and/or dispose of ordinary treasury shares and/or to cancel them, pursuant to current legislation and the Articles of Association, for the period of time between the date of today's Shareholders' Meeting and the date of the Shareholders'

Meeting called to approve the 2023 financial statements, on the basis specified below, on condition that the start of the purchase programme, or its suspension and/or its termination is authorised by the Board of Directors, with the right to delegate to the Executive Committee, which will therefore publish the information required pursuant to art. 144-bis, paragraph 3, Issuers' Regulation on the programme start date;

Purchases of treasury shares

- purchases may be made up to a maximum amount of euro 30,000,000 (thirty million) without exceeding the available reserves, on condition in all cases that the number of shares held never exceeds 2% of the shares representing share capital;
- purchase transactions may be made at any time until the date of the Shareholders' Meeting called to approve the 2023 financial statements;
- the purchase price of the shares must not be more than 20% greater than the official price for Banca Popolare di Sondrio shares posted by Borsa Italiana spa at the end of the market day immediately prior to each transaction;
- purchases must be made in one of the ways specified in paragraph 1, letters a), b), c), d-bis), d-ter), or in paragraph 1-bis of art. 144-bis of Regulation 11971 approved by Consob on 14 May 1999, as subsequently amended.

Trading and sale of treasury shares

- the treasury shares purchased in execution of this Shareholders' resolution, as well as those purchased pursuant to previous Shareholders' resolutions, may be traded and disposed of and, therefore, assigned even prior to making the maximum purchase covered by this requested authorisation, on one or more occasions, in the manner deemed most appropriate for the reasons expressed in the directors' report and in the interests of the Bank;
- the disposals or dispositions may be made at any time prior to the Shareholders' Meeting called to approve the 2023 financial statements;
- the treasury shares purchased may be disposed of, on one or more occasions, even prior to making the maximum authorised purchase of treasury shares;
- the disposals may be made on the basis and with the timing deemed most appropriate in the interests of the Bank, in any manner considered suitable in relation to the objectives pursued, without prejudice in all cases to compliance with the authorisation conditions and the applicable regulations;
- the selling price of the shares – if sold in the market – must not be more than 20% lower than the official price for Banca Popolare di

Sondrio shares posted by Borsa Italiana spa at the end of the market day immediately prior to each transaction.

Maximum volume

- the purchases and sales – in the latter case if made in the market – must not exceed 25% of the average daily volume of the shares traded on the market run by Borsa Italiana spa, calculated with reference to the average daily volume of trades in the 20 trading days prior to the date of each transaction.

Cancellation of treasury shares

- the treasury shares purchased in execution of this Shareholders' resolution, as well as those purchased pursuant to previous Shareholders' resolutions, may be cancelled on one or more occasions, in the manner deemed most appropriate for the reasons expressed in the directors' report and in the interests of the Bank, without prejudice to compliance with the regulatory requirements and the Articles of Association, using the reserve for treasury shares held to cover any differences between their cancellation value and their purchase price.

The Administration also asks the Shareholders' Meeting to authorise the Board of Directors to use, up to a maximum total amount of 1,715,000 euro, the ordinary shares in Banca Popolare di Sondrio already held by the Bank to service the 2023 Shared-Based Compensation Plan and/or to service the Long-Term Share-Based Compensation Plan during the life of those plans. The number of shares used to service the above Plans shall be determined with reference to the closing price struck on the date on which the Board of Directors resolves to assign the variable remuneration.

The full text of the explanatory report of the Board of Directors containing the proposed resolutions is included in the document entitled "Reports on the Proposals on the Items on the Agenda" published on the company website at <https://istituzionale.popso.it/it/investor-relations/assemblea-dei-soci>

Sondrio, 17 March 2023

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