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Data/Ora Inizio : 08 Marzo 2023 16:57:23
Diffusione presunta
Oggetto : NOTICE OF CALL OF ORDINARY
SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato.



NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

Pursuant to articles 12 and 13 of the Articles of Association, the Ordinary Shareholders' Meeting of Banco BPM S.p.A. ("Banco BPM" or the "Company") is convened, in a single call, for **Thursday 20 April 2023, at 10 a.m., in Milan, at the registered office of Banco BPM, Piazza Meda No. 4**, to discuss and resolve on the following

AGENDA

- 1) Approval of the financial statements of Banco BPM S.p.A. as at 31 December 2022, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the consolidated financial statements of the Banco BPM Group.
- 2) Resolutions on the allocation and distribution of profits.
- 3) Report on the Remuneration Policy and Compensation Paid by the Banco BPM Group 2023 (Section I and Section II).
 - 3.1) Approval of the remuneration policy (Section I) pursuant to the applicable regulatory provisions. Related and consequent resolutions.
 - 3.2) Approval of the report on remuneration paid in 2022 (Section II) pursuant to the applicable regulations. Related and consequent resolutions.
- 4) Approval, within the framework of the remuneration policy, of the criteria for determining any amounts to be granted in the event of early termination of employment or early departure from office of all personnel, including the limits set on such amounts. Related and consequent resolutions.
- 5) Share-based compensation plan of Banco BPM S.p.A.; approval of the short-term incentive plan (2023). Related and consequent resolutions;
- 6) Request for authorisation to purchase and dispose of treasury shares to service Banco BPM S.p.A.'s share-based compensation plans. Related and consequent resolutions.
- 7) Appointment of the members of the Board of Directors for the financial years 2023-2024-2025, including the Chairperson and Vice-Chairperson.
- 8) Appointment of Statutory Auditors and the Chairperson of the Board of Statutory Auditors for the financial years 2023-2024-2025.
- 9) Determination of the remuneration of the members of the Board of Directors.
- 10) Determination of Auditors' Remuneration.

Shareholders are hereby informed that the Company has decided to avail itself of the option - in accordance with Article 106 of Decree-Law No. 18 of 17 March 2020, converted by Law no. 27 of 24 April 2020 (the effects of which were most recently extended by Decree-Law no. 198 of 29 December 2022, converted by Law no. 14 of 24 February 2023; the "Decree") - to envisage that **attendance at the Shareholders' Meeting and voting rights will be exercised by those entitled to do so exclusively through the representative designated pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998**, as amended ("TUF" or Consolidated Law on Finance) as indicated below, **without therefore the need for physical participation of shareholders in the proceedings of the Shareholders' Meeting**.

The participation of the directors, statutory auditors, secretary of the meeting, representatives of the auditing firm and the designated representative shall take place in compliance with the provisions in force, including, if necessary, through the use of remote connection systems.

The manner in which the Assembly will be conducted may be supplemented and/or modified and will be promptly announced.

The necessary information is provided below in accordance with the provisions of Article 125-bis of the

Consolidated Law on Finance.

PARTICIPATION IN THE SHAREHOLDERS' MEETING

Persons entitled to vote may attend the Shareholders' Meeting **exclusively** through the representative designated pursuant to Article 135-undecies of the Consolidated Law on Finance (the "Designated Representative"), as indicated below, for whom the Company has received, by the end of the third trading day prior to the date of the Shareholders' Meeting, i.e. **by 17 April 2023**, the notice issued by the authorised intermediary certifying their entitlement to attend the Shareholders' Meeting and exercise their voting rights.

In accordance with the provisions of Article 83-sexies of the TUF [Consolidated Law on Finance] and Article 42 of the Single Post-Trading Provision of Consob and the Bank of Italy of 13 August 2018, as subsequently amended (the "Joint Provision"), such disclosure shall be made to the Company by the authorised intermediary on the basis of the evidence relating to the end of the accounting day of the seventh open market day preceding the date of the Shareholders' Meeting (**11 April 2023 - the so-called "record date"**).

Those who hold shares in the Company after that date shall not be entitled to attend and vote at the Shareholders' Meeting.

Shareholders whose shares have already been deposited in custody and administration files, and as such already dematerialised, with the Parent Company Banco BPM S.p.A. or with Banca Aletti S.p.A., must in any case request **by 17 April 2023**, pursuant to Article 42 of the Joint Provision, the issuance of the notice, receiving at the same time a copy thereof, valid as an admission ticket to the Shareholders' Meeting.

For the benefit of Shareholders whose shares are deposited with other Authorised Intermediaries, it should be noted that, pursuant to the aforementioned Article 42 of the Joint Provision, the request for disclosure must always be made by 17 April 2023, taking care to obtain a copy.

Shareholders holding shares that have not yet been dematerialised must deliver them to Banco BPM S.p.A. or to another Banco BPM Group Bank or to another authorised intermediary to proceed with their dematerialisation and then request the issue of the notice for participation in the Shareholders' Meeting.

ASSIGNMENT OF PROXY AND/OR SUB-PROXY TO THE DESIGNATED PROXY

Pursuant to Article 106 of the Decree, those entitled to vote, should they wish to attend the Shareholders' Meeting, must alternatively

- (i) grant proxy free of charge (except for transmission expenses) - to Computershare S.p.A. - Via Nizza 262/73, 10126, Turin - as Designated Representative, together with voting instructions on all or some of the resolution proposals regarding the items on the agenda.

In this regard, in order to facilitate the submission of the proxy and voting instructions, from the section of Banco BPM's website dedicated to the Shareholders' Meeting, www.gruppo.bancobpm.it "Corporate Governance - Shareholders' Meeting" section, it will be possible to fill in and submit the specific form prepared by the Appointed Representative *online* and in guided mode until 12 p.m. on **19 April 2023**.

Members are recommended to use the *online* mode.

As an alternative to completing the form *online*, you may use the form downloadable from the same site to be submitted by **18 April 2023** to the addresses and in the manner indicated on the form.

The proxy to the Designated Representative, with voting instructions, together with an identity document - and in the case of a delegating legal entity a document proving the powers to issue the proxy - must be transmitted, in a copy reproduced electronically (PDF), to Computershare S.p.A. at the certified email address bancobpm@pecserviziottoli.it provided



that the delegating party, even if a legal entity, uses its own certified email address or, failing that, its own ordinary email address.

The original of the proxy, the voting instructions and a copy of the related documentation must be sent to Computershare S.p.A. (Ref. "Proxy Meeting Banco BPM S.p.A."), Via Nizza 262/73, 10126, Turin.

The proxy shall be effective only for those proposals in relation to which voting instructions have been given. The proxy and the voting instructions are revocable within the same term as above (by 18 April 2023) and in the same manner as for the conferment;

- (ii) be represented by Computershare S.p.A. as Appointed Representative pursuant to art. 135-novies TUF as an exception to art. 135-undecies, fourth paragraph, of the TUF, by means of proxy and/or sub-delegation, with voting instructions on all or some of the proposed resolutions on the items on the agenda, using the proxy/sub-delegation form available on Banco BPM's website www.gruppo.bancobpm.it (section "Corporate Governance - Shareholders' Meeting") to be sent to Computershare S.p.A, by the deadline indicated in the form itself, to the certified email address bancobpm@pecserviziotitoli.it provided that the delegating party, even if a legal entity, uses its own certified email address or, failing that, its own ordinary email address.

The Designated Proxy will be available for clarification or information on 011/0923200.

Considering that attendance at the Shareholders' Meeting and the exercise of voting rights, by the persons entitled thereto, shall take place **exclusively** through the Appointed Representative, to whom voting instructions must be given on all or some of the resolution proposals regarding the items on the agenda, and in consideration of the deadline set forth for the submission by the Shareholders of the lists of candidates for the appointment of the Board of Directors and the Board of Statutory Auditors, as set forth in items 7 and 8 of the agenda, as described below, as well as the deadline envisaged for the submission of any individual resolution proposals as set forth *below*, the proxy forms shall be made available, in the manner indicated above, as of 31 March 2023.

Please note that there are no plans to vote electronically or by correspondence.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Shareholders who, also jointly, represent at least 1/40 of the share capital may request, **by 18 March 2023** (ten days from the publication of this notice of call), the integration of the list of items to be discussed at the Shareholders' Meeting (except for those items on which the Shareholders' Meeting resolves, pursuant to law, upon the proposal of the administrative body or on the basis of a project or a report prepared by it, other than those indicated in Article 125-ter, paragraph 1, TUF), indicating in the request the additional items proposed, pursuant to Article 13.3 of the Articles of Association and Article 126-bis TUF.

The written application must be submitted to the Company by electronic communication to the certified mail address soci@pec.bancobpm.it or by registered mail (Group Corporate Affairs, Piazza Filippo Meda, 4 - 20121 Milan).

The entitlement to exercise the right (including the ownership of the minimum share of share capital indicated above) is attested by the filing of a copy of the notice issued by the authorised intermediary pursuant to Article 43 of the Joint Measure.

Shareholders requesting an addition to the list of items to be dealt with must prepare a report stating the reasons for the proposed resolutions on the new items they propose to deal with. The report shall be submitted to the board of directors by the deadline for submitting the request for supplementation indicated above. The board of directors shall make the report, accompanied by its own evaluations, if any, available to the public at the same time as the publication of the announcement of the integration of the agenda, in the manner provided for by the regulations in force.

Notice of any additions to the agenda will be given, in the same form prescribed for the publication of this notice, at least fifteen days before the date set for the Shareholders' Meeting (**5 April 2023**).

Individual proposals for deliberation

In relation to the fact that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, those with voting rights may, by **5 April 2023**, individually submit resolution proposals on the items on the agenda, by sending them by electronic communication to the certified mail address soci@pec.bancobpmspa.it or by registered mail (Group Corporate Affairs, Piazza Filippo Meda, 4 - 20121 Milan). Proposals must indicate the item on the agenda to which they refer and contain the text of the resolution. The legitimacy to formulate the proposals must be certified by the communication sent by the intermediary to the Company pursuant to art. 43 of the Joint Measure. These proposals, where pertinent to the items on the agenda and validly presented, will be made available to the public, by the Company, in the manner provided for by the applicable regulations. The deadline for submitting such proposals, set at the same time as the deadline for the publication of requests for integration and proposals for resolutions pursuant to Article 126-bis, paragraph 1, first sentence, of the Consolidated Law on Finance, allows those interested in submitting individual proposals to consider what has been published by the Company in relation to the items on the agenda and, at the same time, the Appointed Representative to adjust, where necessary, the proxy forms pursuant to Article 135-undecies and Article 135-novies of the Consolidated Law on Finance, so that those entitled to vote may, for the purpose of issuing voting instructions, evaluate, at the same time and in a timely manner, all requests and proposals submitted.

RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Those entitled to vote may submit questions on the items on the agenda only prior to the Shareholders' Meeting, by submitting them by the end of the seventh trading day prior to the Shareholders' Meeting in single call (i.e., **by Tuesday, 11 April 2023**), by certified e-mail to soci@pec.bancobpmspa.it.

Applicants must send the Company - through their intermediary - the notices certifying their entitlement to exercise their right; if they have asked their intermediary for the notice to participate in the Shareholders' Meeting, it will be sufficient to include in the request the references of the notice or at least the name of the intermediary itself.

Questions will be answered, at the latest, at least two trading days before the date of the meeting, by publication on the Company's *website*.

The Company may provide a single answer to questions with the same content. Please note that an answer will not be provided if the requested information is already available in a "question and answer" format in a specific section of the Company's website or when the answer is already published in the same section.

SHARE CAPITAL INFORMATION

As of the date of this notice, the Company's subscribed and paid-up share capital amounts to Euro 7,100,000,000.00 divided into 1,515,182,126 shares with no indication of par value. As at the date of this notice, the Company holds 8,578,335 treasury shares.

APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS

Resolutions concerning the appointment of the members of the Board of Directors and the Board of Statutory Auditors, as set out in **items 7 and 8 of the agenda** of the Ordinary Shareholders' Meeting, shall be passed in accordance with the laws and regulations in force, as well as the provisions contained in Banco BPM's Articles of Association (article 20 for appointments to the Board of Directors and articles 33, 34 and 35 for appointments to the Board of Statutory Auditors).

The election shall be carried out on the basis of lists of candidates presented in the manner indicated below; the Shareholders' Meeting is called upon to elect 15 (fifteen) Board members, who may or may not be shareholders, including a Chairperson and a Vice-Chairperson, as well as 5 (five) Standing



Auditors and 3 (three) Alternate Auditors.

The term of office of the Board of Directors and the Board of Statutory Auditors is three financial years and expires on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2025.

Entitlement to submit lists

The election of the members of the Board of Directors for the financial years 2023 - 2025 shall be carried out on the basis of lists - in which the candidates are assigned a progressive numbering - that may be submitted (i) by the Board of Directors (**the "Board List"**); (ii) by one or more shareholders who collectively hold a shareholding equal to at least 1% (one per cent) of the Company's share capital with voting rights at the Ordinary Shareholders' Meeting (**the "Shareholders' List of the Board"**) (iii) by one or more shareholders who are at the same time employees of the Company or of its subsidiaries and who collectively hold a shareholding equal to at least 0.12% (zero point twelve per cent) of the Company's share capital (**the "List of Shareholders-Employees"**).

The election of the members of the Board of Statutory Auditors for the financial years 2023 - 2025 shall be carried out on the basis of lists - in which the candidates shall be assigned a sequential numbering - submitted by one or more shareholders with voting rights who, individually or collectively, hold stakes of at least 1% (one per cent) of the Bank's share capital (**the "Shareholders' List of the Board of Statutory Auditors"** and, together with the Shareholders' List of the Board, the **"Shareholders' List"**).

Those entitled to submit the List of Shareholders and the List of Shareholders-Employees, with the above-mentioned requirements, are those who obtain the release of the notice pursuant to Article 43 of the Joint Provision and Article 83-sexies of the Consolidated Law on Finance and its implementing rules (**the "Notice"**).

As indicated above, the share capital - updated to the date of this document - is equal to Euro 7,100,000,000.00 divided into 1,515,182,126 ordinary shares with no par value. Therefore, the minimum quota for the submission of the Shareholders' List is 15,151,822 shares and for the Shareholders-Employees' List is 1,818,219 shares.

Composition of the lists

Appointment of the Board of Directors

The composition of the Board of Directors must ensure a gender balance in accordance with the provisions of the relevant legislation. Pursuant to current legislation, at least two-fifths of the elected directors must be reserved for the less represented gender for six consecutive terms.

The Council List must meet the following requirements:

- must contain a number of 15 (fifteen) candidates;
- the first two places shall be filled by the candidate for the office of Chairperson of the Board of Directors, first on the list, and the person who is to be proposed to the Board of Directors for the office of Managing Director, second on the list;
- in third place is the candidate for the position of Vice - Chairperson of the Board of Directors.

The composition of the Lists of Shareholders for the Board and the Lists of Members-Employees, on the other hand, does not have to comply with the requirements for the Board List. Therefore, the submission of Shareholders' Lists for the Board and Members-Employees' Lists with fewer than 15 (fifteen) candidates is permitted, provided that:

- Lists of Shareholders for the Board and Lists of Shareholders-Employees that provide for a number of candidates equal to or greater than 3 (three) must include candidates of different genders, in order to ensure that the composition of the Board of Directors respects the balance between genders as provided for by the regulations in force;
- must also contain a number of candidates meeting the independence requirements set forth

in Article 20.1.6. of the Articles of Association equal to at least 8 (eight) if the List of Shareholders or the List of Employee-shareholders is made up of 15 (fifteen) candidates or at least half (approximating to the lower integer if the first decimal is equal to or less than 5 and to the upper integer in other cases) if the Lists of Shareholders for the Board or the List of Employee-shareholders is made up of fewer than 15 (fifteen) candidates.

Appointment of the Board of Auditors

The composition of the Board of Statutory Auditors must ensure a balance between genders in accordance with the provisions of the relevant legislation in force. Pursuant to current legislation, at least two-fifths of the standing auditors elected must be reserved for the less represented gender for six consecutive terms. In addition, taking into account Article 9 of Ministerial Decree 169/2020, at least two of the candidates for the office of Standing Auditor and at least one of the candidates for the office of Alternate Auditor listed in the respective sections of the Shareholders' List for the Board of Auditors must be enrolled in the register of statutory auditors and have exercised the activity of statutory auditing for a period of no less than three years.

Pursuant to the relevant provisions of the Articles of Association, the list must meet the following requirements:

- the list divided into two sections, one for candidates for the office of Standing Auditor and one for candidates for the office of Alternate Auditor, must indicate a number of candidates not exceeding the number of Auditors to be elected. In each section, the candidates shall be listed with a progressive number;
- the list that, considering both sections, presents a number of candidates equal to or greater than 3 (three), must include, both in the section of the Shareholders' List relating to standing auditors and in the section relating to alternate auditors, candidates of different gender, so as to ensure a composition of the Board of Statutory Auditors that complies with the provisions of the laws in force from time to time on gender balance.

Procedure for submitting lists and documents to be deposited

For the election of the Board of Directors, each shareholder may submit or concur to submit only one Shareholders' List for the Board or Shareholders-Employees' List and vote for only one list of candidates, even if through a third party. Shareholders belonging to the same corporate group - meaning the parent company, subsidiaries and companies subject to joint control - and shareholders who are party to a shareholders' agreement pursuant to Article 122 of the Consolidated Law on Finance concerning Banco BPM shares may not submit or vote for more than one list, even if through a third party or trust company.

Each candidate may only be present on one list, under penalty of ineligibility.

Ownership of the minimum shareholding in the share capital required for submission of the List of Shareholders for the Board and the List of Shareholders-Employees is determined by taking into account the shares registered in favour of the individual shareholder, or several shareholders jointly, on the day the lists are filed with the Company.

Proof of ownership of the number of shares necessary to present the Lists of Shareholders for the Board and Lists of Members-Employees may be received by the Bank even after the Lists of Shareholders for the Board and Lists of Members-Employees have been filed, provided that it is received **by the deadline for publication of the lists themselves, which shall be made by Banco BPM by 30 March 2023** (at least 21 (twenty-one) days before the date of the Shareholders' Meeting).

The following documents must also be filed together with each list:

- an indication of the identity of the shareholders who submitted the Shareholders' List for the Board or the Shareholders-Employees' List and the total percentage of shares held;
- comprehensive information on the personal and professional characteristics of the candidates

on the list (by way of example but not limited to: *curriculum vitae*, copy of an identity document, certificate of residence or equivalent document);

- the declarations with which the individual candidates accept the candidature and confirm, under their own responsibility, the non-existence of causes of ineligibility or incompatibility (also pursuant to art. 36 of Law 214/2011, known as the prohibition of *interlocking*), the existence of the requirements prescribed by law, regulations and the Bylaws to hold the office of Director (professionalism, competence, honourableness, correctness, *time commitment*, accumulation of offices and, where applicable, independence, as well as communicate the list of administration and control offices held in other companies, bearing in mind the limit on the accumulation of offices provided for by current legislation);
- a declaration of the Shareholders who submitted the List of Shareholders for the Board or the List of Shareholders-Employees - and other than those who hold, even jointly, a controlling or relative majority interest - certifying the absence (or the presence) with the latter of the relations of connection envisaged by Article 144 - *quinquies*, first paragraph, of the Issuers' Regulations and by the legislation *in force* at the *time*;
- a copy of the Communication or a declaration of commitment to transmit the aforesaid Communication **by the deadline for the publication of the Lists of Members for the Board and the Lists of Members-Employees, which will be made by Banco BPM by 30 March 2023** (at least 21 (twenty-one) days before the date of the Shareholders' Meeting).

In addition to this documentation, shareholders-employees submitting the List of Shareholders-Employees must file documentation proving their *status* as employees of the Company or companies controlled by it.

Lists submitted without complying with the above procedures shall be considered as not submitted. However, the lack of documentation relating to individual candidates on a list does not automatically entail the exclusion of the entire list, but only of the candidates to whom the irregularities refer.

When submitting lists, Shareholders are also invited to take into account the document "Qualitative and Quantitative Composition of the Board of Directors" - prepared also pursuant to the Bank of Italy's provisions on corporate governance, contained in Circular no. 285/2013 - which contains indications and suggestions available to shareholders, with a view to helping them formulate proposals for the composition of Banco BPM's Board of Directors, as well as the document containing the "*Operating procedures for the submission of lists for the appointment of Banco BPM S.p.A.'s corporate bodies*", which contains indications on the procedure for the appointment of Banco BPM's Directors and Statutory Auditors and on the method of presenting lists for the appointment of Banco BPM's Board of Directors and Board of Statutory Auditors. The documents are available on Banco BPM's website www.gruppobancobpm.it (Corporate governance > Shareholders' Meeting).

For the election of the Board of Statutory Auditors, the following documents must also be submitted together with each list:

- information on the identity of the shareholders who submitted the lists, with an indication of the total percentage of shares held;
- detailed information on the personal and professional characteristics of the candidates (by way of example but not limited to: *curriculum vitae*, copy of an identity document, certificate of residence or equivalent document and certificate of enrolment in the Register of Statutory Auditors, if any), with an indication of the administration and control positions held in other companies (also for the purposes of disclosure pursuant to Article 2400, paragraph 4, of the Italian Civil Code, and bearing in mind the limit on the number of positions held as provided for by current legislation);
- the declarations with which the individual candidates accept the candidature and confirm, under their own responsibility, the non-existence of causes of ineligibility or incompatibility (also pursuant to the prohibition of *interlocking*), the existence of the requirements prescribed by law or by the Articles of Association for the office (professionalism, competence, *time commitment*,

accumulation of offices, honourableness, correctness and independence);

- a declaration by the Shareholders who submitted the list - and other than those who hold, even jointly, a controlling or relative majority interest - certifying the absence (or presence) with the latter of the relations of connection provided for by Article 144 - *quinquies*, first paragraph, of the Issuers' Regulations and by the laws and regulations *in force* at the *time*;
- a copy of the Communication or a declaration of commitment to transmit the Communication **by the deadline for publication of the lists, which will be made by Banco BPM by 30 March 2023** (at least 21 (twenty-one) days before the date of the Shareholders' Meeting).

Deadlines and procedures for filing and publishing lists

The lists for the appointment of the Board of Directors and for the appointment of the Board of Statutory Auditors, together with the relative documentation required by current legislation and by the Articles of Association, must be signed by the shareholders and deposited, under penalty of forfeiture, **by 24:00 hours on 27 March 2023** (by the 25th (twenty-fifth) day prior to the date scheduled for the Shareholders' Meeting) in the following ways (among them, alternative):

- deposit at Banco BPM's registered office (Group Corporate Affairs Department), Piazza Filippo Meda, 4, Milan on working days from 8:15 a.m. to 5:00 p.m.; or
- transmission by certified e-mail, to the following address soci@pec.bancobpm.it, attaching the documents in pdf format.

The Group's Corporate Affairs function, as a dedicated structure, will be available to provide members who request it with the necessary documentation and indications for the formation and presentation of the Shareholder Lists and the Shareholder-Employee Lists.

In relation to the election of the Board of Statutory Auditors, if only one list or only lists submitted by shareholders who, according to the regulations in force, are associated with each other, have been filed by the above deadline, Banco BPM shall promptly give notice thereof in the manner provided for by the applicable regulations, and then proceed within the legal deadlines.

Lists that have been duly presented will be made available to the public at least 21 (twenty-one) days before the date of the Shareholders' Meeting (and therefore by **30 March 2023**). The lists must be made available to the public by the Bank at Banco BPM's registered office, on the Bank's website www.bancobpm.it - *Corporate Governance > Shareholders' Meeting* and on the website of the authorised storage mechanism "eMarket Storage" www.emarketstorage.com and in the other ways indicated in this notice of call of the Shareholders' Meeting.

DOCUMENTATION

The illustrative reports of the Directors on each of the items on the agenda, including the proposed resolutions, as well as the remaining documentation for which publication is required prior to the Shareholders' Meeting, will be made available to the public at the registered office of Banco BPM S.p.A. and at Borsa Italiana S.p.A., as well as published on the Bank's website (www.gruppo.bancobpm.it, section "*Corporate Governance - Shareholders' Meeting*") and on the website of the authorised storage mechanism www.emarketstorage.com, in accordance with the terms and procedures provided for by the regulations in force.

Once the deposit has been made, Shareholders are entitled to obtain a copy of the above documentation by sending a specific request to Banco BPM S.p.A. at the certified e-mail address soci@pec.bancobpm.it.

The Bank has also prepared (i) the Report on Corporate Governance and Ownership Structure pursuant to Article 123-bis of Legislative Decree No. 58/1998 (ii) the Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254/2016 and Consob Resolution No. 20267 of 18 January 2018. The documents will be available to the public at the registered office of Banco BPM S.p.A. and at the offices of Borsa Italiana S.p.A., as well as published on the Bank's website (www.gruppo.bancobpm.it, "*Corporate Governance*" section) and on the website of the authorised



storage mechanism www.emarketstorage.com in accordance with the terms and procedures provided for by current regulations.

This notice - also made for the purposes of Article 84 of the Issuers' Regulations - is published, pursuant to Article 125-bis of the Consolidated Law on Finance and Article 13.4 of the Articles of Association, in the daily newspapers "**Il Sole 24 Ore**" and "**MF**" as well as in the other ways indicated above.

Further information on how to take part in the Shareholders' Meeting may be requested from Banco BPM S.p.A. (Affari Societari di Gruppo, Piazza Filippo Meda n. 4 - 20121 Milan) by sending a communication to the certified e-mail address soci@pec.bancobpm.it.

In compliance with the legislation on the protection of personal data (EU Regulation 2016/679 - GDPR), we inform you that the Data Controller is Banco BPM S.p.A.; the data will be processed for the sole purpose of executing the corporate contract to which the Member is a party and performing obligations or responding to requests arising from the role of Member of the Bank.

The complete information is available at www.gruppo.bancobpm.it, section '*Corporate Governance - Shareholders' Meetings*'.

Milan-Verona, 7 March 2023

For the BOARD OF DIRECTORS

The Chairperson

(Dr. Massimo Tononi)

Fine Comunicato n.1928-29

Numero di Pagine: 11