

<p>Informazione Regolamentata n. 1928-48-2023</p>	<p>Data/Ora Ricezione 26 Aprile 2023 17:50:34</p>	<p>Euronext Milan</p>
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Societa' : BANCO BPM

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Informazione
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Diffusione presunta

Oggetto : THE BOD: APPOINTS THE CEO AND
THE MEMBERS OF THE BOARD
COMMITTEES, ESTABLISHES THE NEW
SUSTAINABILITY COMMITTEE AND
VERIFIES INDEPENDENCE
REQUIREMENT

Testo del comunicato

Vedi allegato.



PRESS RELEASE

THE BOARD OF DIRECTORS:

- **APPOINTS THE CHIEF EXECUTIVE OFFICER: GIUSEPPE CASTAGNA**
- **APPOINTS THE MEMBERS OF THE BOARD COMMITTEES**
- **ESTABLISHES THE NEW SUSTAINABILITY COMMITTEE**
- **VERIFIES DIRECTORS' INDEPENDENCE REQUIREMENT**

Milan, 26 April 2023 - Following the news release of 20 April 2023, we announce that in today's meeting, chaired by the Chairman Massimo Tononi, the Board of Directors of Banco BPM has appointed the Chief Executive Officer, Giuseppe Castagna, and the members of the Board Committees, as specified below, providing for the establishment of an ad hoc committee in the ESG area called the Sustainability Committee, an activity that was previously carried out by the Audit, Risk and Sustainability Committee now renamed the Internal Control and Risk Committee:

Nominating Committee: Mario Anolli (Chairman), Marina Mantelli e Chiara Mio;

Remuneration Committee: Manuela Soffientini (Chairman), Paolo Bordogna e Mauro Paoloni;

Internal Control and Risk Committee: Eugenio Rossetti (Chairman), Mario Anolli, Paolo Bordogna, Maurizio Comoli e Nadine Faruque;

Related Parties Committee: Paolo Boccardelli (Chairman), Paola Ferretti e Luigia Tauro;

Sustainability Committee: Luigia Tauro (Chairman), Chiara Mio e Alberto Oliveti.

The Board of Directors has also assessed the independence requirement pursuant to Art. 20.1.6. of Banco BPM's Articles of Association - which conform to the provisions of Article 148, paragraph 3, TUF, Article 13 of Ministerial Decree 169/2020 as well as the recommendations contained in the Corporate Governance Code to which Banco BPM has adhered - for each of its members, coming to the following results:

- Massimo Tononi (Chairman) (*)
- Giuseppe Castagna (Chief Executive Officer)
- Maurizio Comoli (Deputy Chairman) (*)
- Mario Anolli (*)
- Paolo Boccardelli (*)
- Paolo Bordogna (*)
- Nadine Faruque (*)
- Paola Ferretti (*)
- Marina Mantelli (*)
- Chiara Mio (*)
- Alberto Oliveti (*)
- Mauro Paoloni (**)
- Eugenio Rossetti (*)
- Manuela Soffientini (*)
- Luigia Tauro (*)

(*) Independent Director pursuant to Art. 20.1.6. of the Articles of Association and therefore also pursuant to Art. 148, paragraph 3, T.U.F., Art. 13 of DM 169/2020 as well as the recommendations contained in the Corporate Governance Code.

(**) Independent Director pursuant to Art. 148, paragraph 3, T.U.F. and Art. 13 of DM 169/2020.

Therefore, the provisions of Article 20.1.5. of the Articles of Association, which stipulates that at least 8 (eight) of the members of the Board of Directors must be independent directors as defined in Article 20.1.6. of the Articles of Association, have been complied with. In addition, the Board of Directors has found that all its members are capable of performing their duties with independent judgment.

The Board of Directors assessed the independence of its members based on:

- information provided directly by the directors concerned (regarding each event covered by art. 20.1.6. of the Corporate Bylaws and the criteria identified through a specific board resolution);
- other information already available to Banco BPM;
- documentation supplied by the competent internal technical structures and made available to the Directors,

considering that – as required by the Corporate Governance Code:

- the events suggesting the absence of independence listed in the Corporate Bylaws should not be considered as binding, as substance prevails over mere form (i.e., upon occurrence of one or more assumptions indicating the presence/absence of independence);
- autonomy of judgment – as expressed in the exercise of one's functions – is considered a material assessment factor to verify their independence.

It should also be noted that the afore-mentioned assessment of the independence requirement have been conducted on the basis of the criteria identified by the Board of Directors, most recently at today's meeting, in order to determine the significance of the cases indicated in Article 20.1.6., paragraph 1, letters h) and i), of the Articles of Association. Specifically, significance thresholds were identified with regard to the following cases:

- additional compensation (including the participation in performance-linked incentive schemes, including stock option plans) received by the exponent with respect to the sum of the following items: i) "fixed" emolument for the office, including that awarded on account of the particular office held; ii) compensation, limited to directors, for participating in the Board committees of Banco BPM; (iii) any attendance fee; - in any case without prejudice to the decisions passed by way of General meeting resolutions regarding the remuneration and incentive scheme policies for the members of the Board of directors;
- direct/indirect professional and financial relationships, including commercial relationships (taking into account the economic and financial situation of the person concerned) and financial relationships (taking into account the value of the credit line granted/used, its weight in relation to the system data and the financial situation of the borrower).

Also, "indirect" relationships have been identified that may be relevant to the assessment (companies or agencies linked to the director, or to close relatives as defined in art. 20.1.6 of the Articles of Association).

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