IL PRESENTE DOCUMENTO NON DEVE ESSERE DIVULGATO, PUBBLICATO O DISTRIBUITO, IN TUTTO O IN PARTE, DIRETTAMENTE O INDIRETTAMENTE, NEGLI STATI UNITI D'AMERICA, IN AUSTRALIA, IN CANADA O IN GIAPPONE (O IN ALTRI PAESI IN CUI LA SUA DIVULGAZIONE, PUBBLICAZIONE O DISTRIBUZIONE COSTITUISCA UNA VIOLAZIONE DELLE LEGGI O REGOLAMENTAZIONI APPLICABILI IN TALE GIURISDIZIONE). LE INFORMAZIONI FORNITE IN QUESTO DOCUMENTO NON COSTITUISCONO UN'OFFERTA DI VENDITA DI STRUMENTI FINANZIARI O UNA SOLLECITAZIONE DI UN'OFFERTA DI ACQUISTO DI ALCUNO STRUMENTO FINANZIARIO NEGLI STATI UNITI D'AMERICA, NEGLI ALTRI PAESI O IN QUALSIASI ALTRA GIURISDIZIONE IN CUI TALE OFFERTA O SOLLECITAZIONE NON SIA AUTORIZZATA OVVERO AD ALCUNA PERSONA A CUI NON SIA CONSENTITO DALLA LEGGE FARE TALE OFFERTA O SOLLECITAZIONE.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN USA, AUSTRALIA, CANADA OR JAPAN (OR IN ANY OTHER COUNTRIES, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION). THE INFORMATION PROVIDED IN THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO SELL ANY SECURITIES OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN THE UNITED STATES OF AMERICA, ANY OTHER COUNTRY OR ANY OTHER JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED OR TO ANY PERSON TO WHOM IT IS NOT LAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION.

This is a courtesy translation from Italian to English of the Report titled *"Relazione ai sensi del[...] 2343 ter, comma 2, lettera b) del Codice Civile con riferimento a massime n. 1.515.182.12[...] ordinarie di Banco BPM S.p.A. oggetto di possibile conferimento in natura nell'ambito dell'offerta pubblica di scambio volontaria totalitaria promossa da UniCredit S.p.A. in data 25 novembre 2024, ai sensi e per gli effetti degli articoli 102 e 106, comma 4, del D.Lgs 24 febbraio 1998 n. 58 come successivamente modificato"* dated February 24th, 2025.

EY does not assume or accept any responsibility for the correctness of the translation of the Report. The Italian text will prevail in case any divergence with the English translation, or omissions in the same.

UniCredit S.p.A.

Report pursuant to Article 2343 ter, paragraph 2, letter b) of the Italian Civil Code with reference to a maximum of no. 1,515,182,126 ordinary shares of Banco BPM S.p.A. subject to possible contribution in kind within the framework of the voluntary total public exchange offer promoted by UniCredit S.p.A. on November 25th, 2024, pursuant to and for the purposes of Articles 102 and 106, paragraph 4, of Legislative Decree No. 58 of February 24th, 1998, as subsequently amended

Building a better working world

This is a courtesy translation from Italian to English of the Report titled "*Relazione ai sensi dell'art. 2343 ter, comma 2, lettera b) del Codice Civile con riferimento a massime n. 1.515.182.126 az. ordinarie di Banco BPM S.p.A. oggetto di possibile conferimento in natura nell'ambito dell'offerta pubblica di scambio volontaria totalitaria promossa da UniCredit S.p.A. in data 25 novembre 2024, ai sensi e per gli effetti degli articoli 102 e 106, comma 4, del D.Lgs 24 febbraio 1998 n. 58 come successivamente modificato*" dated February 24th, 2025.
EY does not assume or accept any responsibility for the correctness of the translation of the Report. The Italian text will prevail in case any divergence with the English translation, or omissions in the same.

Contents

1. Introduction

1.1 Context of reference

On November 25th, 2024, UniCredit S.p.A. ("**UniCredit**" or "**Offeror**") announced, pursuant to and for the purposes of Article 102, paragraph 1, of Legislative Decree No. 58 of February 24th, 1998, as subsequently amended ("**TUF**"), as well as Article 37 of the implementing regulation of the TUF adopted by Consob with resolution no. 11971 of May 14th, 1999, as subsequently amended ("**Issuers' Regulation**"), that on November 24th, 2024, it has decided to launch a voluntary total public exchange offer pursuant to and for the purposes of Articles 102 and 106, paragraph 4, of the TUF ("**Offer**"), concerning all the ordinary shares of Banco BPM S.p.A. ("**Issuer**" or "**Banco BPM**") admitted to trading on Euronext Milan, a regulated market organized and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**"), including the ordinary shares held by the Issuer (collectively the "**Notice**").

Therefore, as specified by the Offeror, the Offer concerns a maximum of no. 1,515,182,126 shares of the Issuer ("**Banco BPM Shares**") representing 100% of Banco BPM's share capital as of the date of the Offer submission.

As stated in the Draft of the Directors' Report (as defined below), for each Banco BPM share tendered in the Offer, UniCredit will offer a unit consideration equal to 0.175 newly issued ordinary shares of the Offeror ("**Consideration**"), subject to any permitted adjustments (as currently provided for with reference to any ordinary or extraordinary distribution of dividends taken from profits and/or other reserves or to the approval or execution by BPM of transactions on its share capital). Therefore, as already noted, pursuant to the Notice, for every 1,000 (one thousand) Banco BPM shares tendered to the Offer, 175 (one hundred seventy-five) UniCredit shares will be issued.

In this context, on November 24th, 2024, the Board of Directors of UniCredit resolved to submit to the extraordinary shareholders' meeting of the Offeror the proposal to grant the Board of Directors with the power, pursuant to Article 2443 of the Civil Code ("**Delegation**"), to resolve upon and carry out the increase of the share capital to serve the Offer, which can be carried out on one or more occasions and also in one or more tranches, to be executed through (and in compensation of) the contribution in kind of the Banco BPM Shares tendered in the Offer ("**Contribution**") - or otherwise contributed to UniCredit in execution of the purchase obligation and/or purchase right pursuant to Articles 108 and 111 of the TUF, where applicable - and thus with the exclusion of the option right pursuant to Article 2441, paragraph 4, of the Civil Code ("**Capital Increase**").

The Board of Directors of the Offeror also resolved, pursuant to Article 2440, paragraph 2, of the Civil Code, to avail itself of the provisions of Articles 2343-ter and 2343-quater of the Civil Code for the estimation of the value of the Issuer's shares subject to Contribution.

1.2 Nature and scope of our engagement

In the context described above, UniCredit has engaged EY Advisory S.p.A. ("EY") to issue the valuation report according to Article 2343-ter, letter b), of the Civil Code with reference to the value of a maximum of no. 1,515,182,126 Banco BPM Shares subject to possible Contribution within the framework of the Offer announced on November 25th, 2024.

The scope of this report ("**Report**") covers no. 1,515,182,126 ordinary shares of the Issuer (including treasury shares), which are the subject of the Offer and constitute, as of today, the entire share capital of Banco BPM.

Therefore, the scope of this Report is represented by the total number of shares that, collectively considered, constitute the entire share capital of Banco BPM and not by a single share.

Our valuation analyses were carried out exclusively based on information publicly available related to the economic and financial situation of Banco BPM as of December 31st, 2024, approved by the Board of Directors of the Issuer on February 11th, 2025, and communicated to the market on February 12th, 2025.

In the context of our work, we do not express any opinion on the value of UniCredit shares, on the fairness from a financial point of view of the Consideration offered and on the issue price of the Offeror's new shares.

Furthermore, any consideration regarding the strategic, economic, and financial convenience of the proposed transaction and its implementation methods is beyond the scope of our assignment. This Report cannot in any way constitute a recommendation to adhere to or not to the Offer.

1.3 Reasons and rationale for the Offer

As represented by the Offeror, the Offer aims to further strengthen UniCredit's role as a leading pan-European banking group, positioned among the top banks in Italy, Germany, Austria, and Central-Eastern Europe.

The operation provides UniCredit Group with an opportunity to merge with a solid player in the Italian banking and financial sector, allowing the full realization of the potential of both the Banco BPM Group and the UniCredit Group in Italy and in the European Union. The Offer will strengthen a solid pan-European operator that will have the size and resources suitable to more effectively support the Italian and European economy and create sustainable value for all stakeholders.

As represented by the Offeror, from a strategic point of view, the operation would allow UniCredit to significantly strengthen its franchise in Italy, expanding its territorial presence, particularly in the northern part of the country. This would consolidate the

Offeror's market share in terms of branches in northern Italy and increase in the overall national market share, both in terms of customer loans and deposits, improving the distribution network of services provided to customers. Additionally, the Offer would allow UniCredit to guarantee Banco BPM's approximately 4 million customers direct access to an international network and a wide range of advanced products and services, leveraging the expertise and resources of a solid pan-European bank.

On December 13th, 2024, UniCredit announced to the market that, on the same date, it has filed with the National Commission for Companies and the Stock Exchange ("**CONSOB**") pursuant to and for the purposes of Article 102, paragraph 3, of the TUF, as well as Article 37-ter of the Issuers' Regulation, the offer document ("**Offer Document**"), intended for publication.

As reported in the Notice, the Offer is subject to the main conditions summarized below:

◊ UniCredit holding, as a result of the Offer - through the acceptance of the same and/or purchases possibly made outside the Offer itself - a stake of at least 66.67%. The Offeror reserves the right to partially waive this condition provided that the stake held by the Offeror at the end of the Offer is at least equal to 50% of the share capital plus 1 (one) share of the Issuer.

◊ The non-modification by the Issuer's subsidiary - Banco BPM Vita S.p.A. ("**Banco BPM Vita**") - of the terms and conditions of the voluntary public purchase offer pursuant to Articles 102, paragraph 1, and 106, paragraph 4, of the TUF promoted on November 6th, 2024, in concert with Banco BPM, on all the ordinary shares of Anima Holding S.p.A. ("**Anima Offer**").

◊ During the period between the date of the Notice and the date of settlement of the Consideration, the Issuer does not resolve, carry out, whether previously resolved or not, nor commit to carry out acts or operations:

  - That may result in a significant variation - even prospective - of the capital, assets, economic, prudential and/or financial situation and/or the activity of Banco BPM.
  - That limit the operational freedom of the branches and the network for the placement of products to customers.
  - That are otherwise inconsistent with the Offer and the underlying industrial and commercial motivations.

◊ The Issuer and/or its directly or indirectly controlled and/or associated companies do not resolve and in any case do not carry out, whether previously resolved or not, nor commit to carry out, acts or operations that may hinder the achievement of the Offer's objectives, even if they have been authorized by the shareholders' meeting or are decided and implemented independently by the shareholders' meeting in ordinary or extraordinary session and/or by the management bodies of the Issuer's controlled and/or associated companies.

◊ The non-occurrence of facts, events or circumstances that prevent the Offeror from proceeding with the Offer in accordance with the authorizations received regarding the same Offer and the provisions contained therein.

◊ No extraordinary circumstances or events have occurred at the national and/or international level that cause or may cause significant negative changes in the political, health, financial, economic, currency, regulatory or market situation and that have substantially detrimental effects on the Offer and/or the financial, asset, economic or income situation of the Issuer (and/or of its controlled and/or associated companies) and/or of the Offeror (and/or of its controlled and/or associated companies); and no facts or situations related to the Issuer (and/or its controlled and/or associated companies), not known to the market as of the date of the Notice, have emerged that have the effect of adversely modifying the Issuer's activity (and/or of its controlled and/or associated companies) and/or its financial, asset, economic or income situation (and/or of its controlled and/or associated companies).

The Offer is also subject to obtaining the necessary authorizations from the competent Authorities, as illustrated by the Offeror in paragraphs 1.4 and 1.5 of the Notice.

1.4 Reference date

This Report refers to the economic and financial situation of Banco BPM as of December 31st, 2024, approved by the Board of Directors of the Issuer on February 11th, 2025, and communicated to the market on February 12th, 2025.

The market parameters – where applicable in relation to the specific valuation methodologies adopted – have been updated close to the date of issuance of this Report.

1.5 Sources of information

Our work was based exclusively on publicly available data, information, and documents, and specifically:

◊ The press release pursuant to Article 102, paragraph 1, of the TUF and Article 37 of the Issuers' Regulation disclosed to the financial community by Banco BPM Vita on November 6th, 2024, regarding the Anima Offer.

◊ The Notice pursuant to Article 102, paragraph 1, of the TUF and Article 37 of the Issuers' Regulation disclosed to the financial community by the Offeror on November 25th, 2024, regarding the UniCredit Offer.

◊ The press release disclosed to the financial community by the Issuer on November 26th, 2024, regarding the UniCredit Offer.

◊ The press release pursuant to Article 37-ter, paragraph 3, of the Issuers' Regulation disclosed to the financial community by the Offeror on December 13th, 2024.

- ◊ The press release pursuant to Article 41, paragraph 2, of the Issuers' Regulation disclosed to the financial community by the Offeror on December 24th, 2024.
- ◊ The press release disclosed to the financial community by the Issuer on December 11th, 2024, regarding the capital requirements set by the ECB for 2025.
- ◊ The press release at the request of CONSOB disclosed to the financial community by the Issuer on January 24th, 2025.
- ◊ The press release at the request of CONSOB disclosed to the financial community by the Offeror on January 27th, 2025.
- ◊ The press release disclosed to the financial community by the Issuer on January 27th, 2025.
- ◊ The consolidated and individual annual financial report of Banco BPM as of December 31st, 2023, subject to a full audit by PricewaterhouseCoopers S.p.A., which issued its report on March 19th, 2024.
- ◊ The consolidated half-year financial report of Banco BPM as of June 30th, 2024, subject to a limited audit by PricewaterhouseCoopers S.p.A., which issued its report on August 8th, 2024.
- ◊ The presentation of Banco BPM's consolidated results as of September 30th, 2024.
- ◊ The press release disclosed to the financial community by the Issuer on February 12th, 2025, including (i) the presentation of Banco BPM's 2024 results and the consolidated economic and financial statements as of December 31st, 2024, and (ii) the update of the strategic plan.
- ◊ The document entitled "*Group FY2024 Results and Strategic Plan update*" disclosed to the financial community by the Issuer on February 12th, 2025, presenting the 2024 results and the strategic plan update.
- ◊ The press release disclosed to the financial community by the Issuer on February 12th, 2025, regarding the Anima Offer.
- ◊ The notice of the shareholders' meeting of Banco BPM scheduled for February 28th, 2025, and the related explanatory report of the Board of Directors.
- ◊ The draft of the explanatory report of the Board of Directors of UniCredit ("**Draft of the Directors' Report**") concerning the Delegation to the Board of Directors to execute the capital increase in exchange for the Contribution.
- ◊ Other publicly available information related to Banco BPM and the relevant sector (market quotations, volatility index trends, multiples, interest rates, analyst reports, etc.).

1.6 Assumptions and limitations

Regarding the assumptions and limitations in carrying out our assignment, the following should be noted:

- The analyses and considerations presented in this Report are based exclusively on publicly available data, information, and documents regarding Banco BPM, without access to the management and private information of the Issuer. We assume no responsibility for the completeness, correctness, and accuracy of such data, information, and documents, which we have analyzed in terms of overall consistency within the application of the adopted valuation methodologies.
- The analyses were based on the economic and financial situation of Banco BPM as of December 31st, 2024, communicated to the market by the Issuer on February 12th, 2025. In the context of this assignment, it has been assumed that the independent auditors' report will express a positive opinion, without exceptions and remarks and in any case without any observation that may affect the Issuer's asset consistency and its economic and financial prospects.
- The activities covered by our assignment did not include verification, control, due diligence, or audit procedures as defined by generally accepted auditing standards, nor an examination of internal controls or other verification procedures. Consequently, no opinion or any other form of judgment or comment is expressed on the current and/or prospective economic and financial situation of Banco BPM or on any other publicly available information related to the Issuer adopted in the preparation of this Report.
- For the purposes of these analyses, Banco BPM has been considered in its current conditions and ordinary operation and from a going concern perspective. In line with the practice in similar operations, our valuation considerations have been carried out on a stand-alone basis, without considering the effects (synergies and/or integration costs and/or any other effects) resulting from the proposed transaction.
- The scope of this Report is the estimate of the value of the total number of shares that, collectively considered, constitute the entire share capital of Banco BPM rather than the value of a single share. The Offer promoted by UniCredit is indeed aimed at acquiring the entire Issuer's share capital. In this context, where applicable based on the specific valuation methodologies adopted, the stand-alone valuation perspective has been integrated with the consideration of a control premium on the basis of empirical evidence in similar transactions.
- As described, Banco BPM has been considered in its current conditions, and therefore our valuation analyses have assumed that Banco BPM does not approve or carry out any operation on its share capital (e.g., capital increases) and/or on the shares (e.g., share consolidation or cancellation).
- The activity covered by this assignment involves valuation considerations. By its nature, valuation work cannot be considered an exact science, and the conclusions it reaches are often subjective and depend on personal judgments and opinions. Therefore, the identified value cannot be considered unique and irrefutable. Although the considerations we express are based on methods and techniques that we deem appropriate for the purposes of the assignment, we cannot guarantee that these considerations will be acceptable to any other party.

◊ In applying the adopted valuation methodologies, where applicable, our work has also taken into account (i) the prospective data reported in the update of Banco BPM's strategic plan ("**Prospective Data**") approved by the Issuer's Board of Directors on February 11th, 2025, and disclosed to the financial community on February 12th, 2025, and (ii) the expectations expressed by the consensus in market analysts' studies on Banco BPM's stock. In the development of valuation considerations - in general - prospective information assumes particular relevance. Prospective data inherently carry unavoidable profiles of uncertainty and are based on a set of hypothetical assumptions regarding future events and managerial actions that may not necessarily occur. In our analyses, we have assumed that the observed prospective data represent a reasonable expectation regarding the Issuer's economic and financial performance. Should the actual results differ in measure and/or timing from those outlined in the prospective estimates, the results of the analyses reported in this Report could undergo substantial changes.

◊ In carrying out our assignment, we have not prepared, assembled, formulated, developed, or elaborated the data or assumptions underlying the prospective data or used for their preparation. In our work, we have not identified, analyzed, considered, or commented on macroeconomic or geopolitical conditions, events, or circumstances that could impact the prospective data. Therefore, we assume no responsibility for achieving the expected results.

◊ The application of the adopted valuation methods also involved the use of market parameters (interest rates, stock prices, volatility coefficients, multiples, etc.). These elements, by their nature, are subject to fluctuations, even significant and speculative, due to changes - even over limited time horizons - in the reference macroeconomic scenario and financial markets. It cannot be excluded that uncertainties related to the ongoing conflicts and geopolitical tensions may have significant impacts on the reference scenario and the present valuation considerations.

◊ This Report is not intended to express any judgment on the value of UniCredit shares, the Consideration provided in the Offer, and the issue price of the Offeror's shares to serve the Contribution.

◊ We do not express any judgment, opinion, expectation, or comment regarding the outcome of the authorizations, conditions, and ongoing proceedings related to the Anima Offer and the UniCredit Offer.

◊ The results of this Report, notwithstanding their validity pursuant to Article 2343-ter, paragraph 2, letter b) of the Civil Code, cannot in any way be considered a promise or assurance on the Issuer's net asset consistency or future economic and financial prospects.

◊ We have obtained from UniCredit the attestation regarding the acknowledgment of the assumptions and limitations indicated herein, along with the confirmation that, to the best of the Offeror's knowledge, as of the date of issuance of this Report, no facts or circumstances have occurred that may significantly alter the information base provided.

- The tables and values presented in this document may contain rounding. Any inconsistencies and/or discrepancies between the data reported in various parts of this Report are a consequence of such rounding.

1.7 Activities performed

For the purposes of our assignment, we have performed the following main activities:

- Analysis of the reference context, statement of the estimation purposes, and definition of the value configuration sought.
- Collection of publicly available information.
- Analysis of the gathered information base.
- Development of the fundamental analysis of the Issuer: activities carried out, economic and asset structure, operating model and reference market context.
- Identification of the main value drivers based on the specific reference context.
- Definition of the valuation approach and methodologies designed to capture the identified value drivers, taking into account the purposes of our assignment, the indications of the prevailing doctrine on the matter, the practice in similar operations, and the available information base.
- Determination of the variables and parameters necessary for the application of the adopted valuation methods and construction and implementation of the valuation models.
- Development of sensitivity analyses to appreciate the variability of the results based on the main parameters.
- Analysis of the overall framework of the obtained results.
- Definition of a valuation summary.
- Preparation of this Report.

1.8 Restrictions to the use of the Report

This Report and its contents cannot be used for purposes other than those stated in paragraph 1.2 "Nature and scope of our engagement" and provided for by Article 2343-ter of the Civil Code.

EY accepts no responsibility for any damage or loss deriving from any unauthorized or improper use of this Report.

1.9 Difficulties encountered in the execution of this assignment

In performing our assignment, the following main difficulties have been encountered:

◊ The valuation considerations were developed exclusively based on publicly available information regarding Banco BPM, without access to the management of the Issuer. It cannot be excluded that access to non-publicly available information of the Issuer - assuming all other conditions remain equal - could have had a significant impact on the analyses and considerations presented in this Report.

◊ The valuation considerations - depending on the specific application methods of the adopted methodologies - were also developed based on forecasts regarding the Issuer's future economic and financial performance, stock market prices and market parameters that, by their nature, present profiles of uncertainty and variability, including speculative ones.

Furthermore, the current context is characterized, on one hand, by strong international tensions due to ongoing conflicts and geopolitical uncertainties, and on the other hand, by the announcement of significant consolidation and restructuring operations in the Italian banking sector. The evolution of this context is not predictable today, and the economic, financial, political, and social effects that could impact and significantly change the data and parameters adopted for these analyses, as well as the conclusions presented in this Report, cannot be estimated.

◊ Each valuation methodology adopted for these considerations is characterized by its own limitations based on its specific characteristics. Moreover, market methods - applied at specific observation moments - imply a different public information base compared to that made available subsequently. However, the adoption of an integrated valuation approach, in line with the indications of practice and the best doctrine, has allowed for a thorough verification of the results derived from the application of the individually considered methods and to form a value judgment based on the overall framework of the obtained results.

2. Description of the assets to be contributed

2.1 Identification of the offering company

The offering company, UniCredit S.p.A., is headquartered in Piazza Gae Aulenti, n. 3 - Tower A - 20154 Milan, registered with the Milan-Monza-Brianza-Lodi Companies Register, Tax Code and VAT number 00348170101, and listed in the Register of Banks under no. 5729.

2.2 Object of the contribution

Within the framework of the Offer under examination, the object of the Contribution is represented by a maximum of no. 1,515,182,126 Banco BPM shares - constituting the entire share capital of the Issuer, including ordinary shares held by the Issuer as treasury shares - traded on Euronext Milan, a regulated market organized and managed by Borsa Italiana.

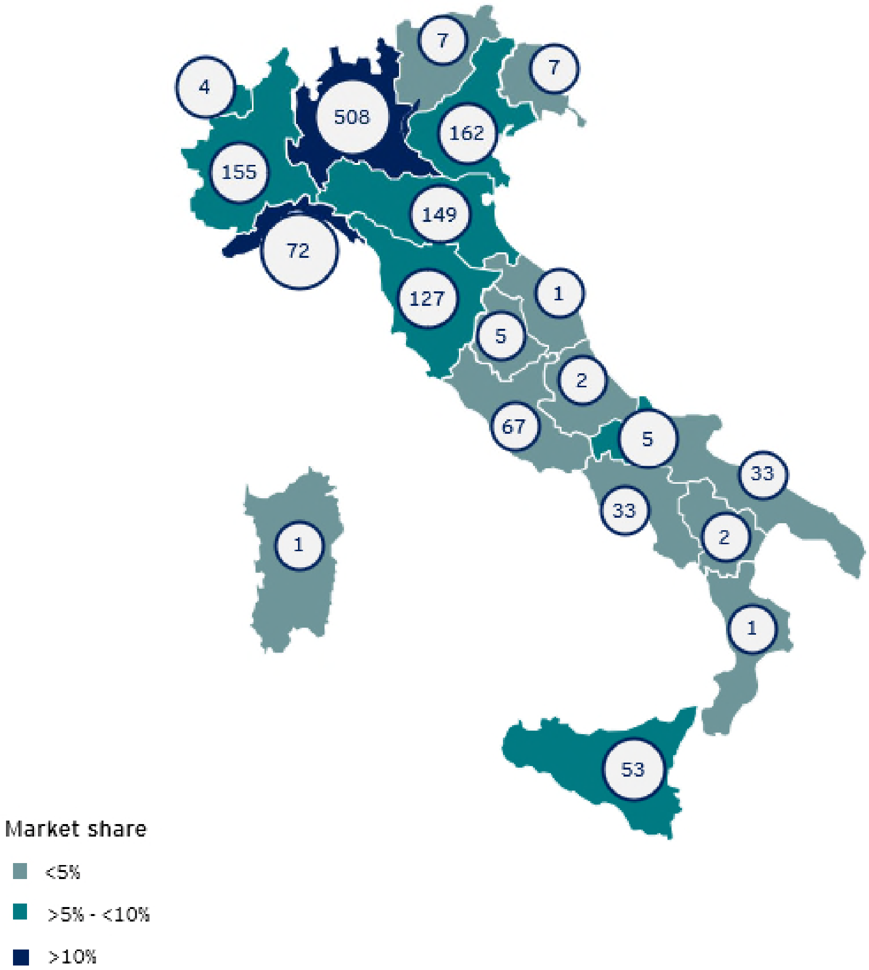
Banco BPM S.p.A. is headquartered in Piazza F. Meda, n. 4, with an administrative office in Verona, Piazza Nogara, n. 2, registered with the Milan-Monza-Brianza-Lodi Companies Register and Tax Code no. 09722490969, part of the Banco BPM VAT group with VAT number 10537050964, and listed in the Register of Banks under no. 8065.

3. Banco BPM

3.1 Profile

The Issuer is the parent company of the Banco BPM Group, established in 2017 following the merger of two cooperative banks, Banco Popolare and Banca Popolare di Milano, which were transformed into joint-stock companies.

The Issuer serves approximately 4 million customers and operates through over 20,000 employees and a network of about 1,400 branches, with a strong presence in the northern regions of Italy.



Estimated market share based on the number of bank branches per region (Source: Bank of Italy - Registers and supervisory lists - February 2025)

Based on information published by CONSOB, the Issuer's share capital is held by the following major shareholders:

Building a better working world

- Credit Agricole SA with a 9.904% stake.
- JPMorgan Chase & Co. with a 3.057% stake.
- Blackrock Inc., including its controlled companies, with a total stake of 5.037%.

Additionally, there is a shareholders' agreement among the following shareholders: Fondazione Cassa di Risparmio di Lucca, Fondazione Cassa di Risparmio di Alessandria, Fondazione ENPAM, Fondazione Cassa di Risparmio di Carpi, Fondazione Cassa di Risparmio di Reggio Emilia Pietro Manodori, Inarcassa – Cassa Nazionale di Previdenza ed Assistenza per Ingegneri ed Architetti Liberi Professionisti, and Cassa Nazionale di Previdenza e Assistenza Forense. The agreement represents a consultation agreement concerning a total of no. 98,625,433 ordinary shares of Banco BPM, representing 6.50% of the share capital.

3.2 Anima Offer

On November 6th, 2024, Banco BPM Vita, in concert with its parent company Banco BPM, launched the Anima Offer, targeting all ordinary shares of Anima Holding S.p.A. ("Anima").

Anima, a company with shares admitted to trading on the Euronext Milan market, is the parent company of the largest independent asset management group in Italy in terms of managed volumes. Over the past two years, the perimeter of the Anima Group has expanded due to the acquisitions of Castello SGR S.p.A. and Kairos Partners SGR S.p.A..

Based on information published by CONSOB, Anima's share capital is held by the following major shareholders:

- Banco BPM with a 20.622% stake.
- Poste Italiane S.p.A. with a 10.324% stake.
- FSI SGR S.p.A. through FSI Holding 2 S.r.l., with a 9.0% stake.
- Francesco Gaetano Caltagirone, through companies controlled by him, with a total stake of 5.292%.

Based on the consolidated results as of December 31st, 2024 and communicated to the market on February 5th, 2025, the total assets under management and administration by Anima amounted to Euro 204.2 billion. During the fiscal year, the Anima Group recorded total operating revenues of Euro 544 million, total operating costs of Euro 221 million, and a net profit of Euro 228 million with an increase of approximately 53% compared to the previous fiscal year. In the communication of the results as of December 31st, 2024, the Board of Directors of Anima also announced its intention to propose the distribution of a dividend of Euro 0.45 per share to the shareholders' meeting.

As communicated by Banco BPM Vita, the Anima Offer aims to strengthen the business model of the offering company, which will be transformed into one of the leading integrated life insurance and asset management services factories in Italy.

In this context, the consideration (*cum dividend*) recognized by Banco BPM Vita is Euro 6.20 for each Anima share tendered.

As communicated by Banco BPM Vita, the Anima Offer is subject to the following main conditions:

◊ Achieving a threshold of acceptance that allows the offeror to hold a stake of at least 66.67%, including the shares currently held by Banco BPM.

◊ Obtaining the necessary authorizations.

◊ Positive feedback from the European Central Bank regarding the applicability of the prudential regime known as the "*Danish Compromise*" under Article 49 of Regulation (EU) 575/2013, and, specifically, the fact that Banco BPM may not deduct its stake in Anima and/or its subsidiaries, along with the related goodwill and other intangible assets generated within the framework of the offer from its individual and consolidated own funds.

◊ The non-completion or commitment to complete by Anima (also through directly or indirectly controlled or associated companies) of acts or operations that may result in a significant variation, even prospective, of the capital, assets, economic and financial situation, and/or of the activity of Anima or that are otherwise inconsistent with the offer and the underlying industrial and commercial motivations.

On February 12th, 2025, the Board of Directors of Banco BPM unanimously approved the convening of the shareholders' meeting for February 28th, 2025, to deliberate on the authorization: (i) to increase the consideration offered within the framework of the Anima Offer to Euro 7.00 per share (*cum dividend*) and (ii) the option to waive, in whole or in part, one or more of the effectiveness conditions of the offer not yet satisfied, including achieving the threshold of 66.67% of Anima's share capital and obtaining a positive feedback regarding the "*Danish Compromise*".

Building a better working world

This is a courtesy translation from Italian to English of the Report titled *"Relazione ai sensi dell'art 2343 ter, comma 2, lettera b) del Codice Civile con riferimento a massime n. 1.515.182.126 az. ordinarie di Banco BPM S.p.A. oggetto di possibile conferimento in natura nell'ambito dell'off. pubblica di scambio volontaria totalitaria promossa da UniCredit S.p.A. in data 25 novembre 2024, ai sensi e per gli effetti degli articoli 102 e 106, comma 4, del D.Lgs 24 febbraio 1998 n. 58 come successivamente modificato"* dated February 24th, 2025.
EY does not assume or accept any responsibility for the correctness of the translation of the Report. The Italian text will prevail in case any divergence with the English translation, or omissions in the same.

3.3 Balance sheet

Below is the consolidated balance sheet of Banco BPM as of December 31st, 2024, together with the comparable figures as of December 31st, 2023.

Euro mln	31-dic-23	31-dic-24	*Var. % 23 -24*
Cash and cash equivalents	18,297	12,125	*(33.7%)*
Loans measured at amortised cost	108,154	103,090	*(4.7%)*
- *loans to banks*	*4,142*	*3,362*	*(18.8%)*
- *loans to customers*	*104,013*	*99,727*	*(4.1%)*
Other financial assets	45,120	51,301	*13.7%*
- *at fair value through profit or loss*	*7,392*	*9,319*	*26.1%*
- *at fair value through other comprehensive income*	*10,693*	*13,280*	*24.2%*
- *at amortized cost*	*27,036*	*28,703*	*6.2%*
Financial assets pertaining to insurance companies	15,345	16,690	*8.8%*
Interests in associates and joint ventures	1,454	1,708	*17.5%*
Property, plant and equipment	2,858	2,514	*(12.0%)*
Intangible assets	1,253	1,257	*0.3%*
Tax assets	4,201	3,373	*(19.7%)*
Non-current assets and disposal groups held for sale	469	445	*(5.2%)*
Other assets	4,946	5,708	*15.4%*
Total assets	**202,099**	**198,209**	***(1.9%)***
Direct banking funding	120,770	126,149	*4.5%*
- *due to customers*	*101,862*	*102,757*	*0.9%*
- *securities and other financial liabilities*	*18,908*	*23,392*	*23.7%*
Direct funding from insurance business and insurance liabilities	15,041	16,215	*7.8%*
- *financial liabilities pertaining to insurance companies measured at fair value*	*2,800*	*3,332*	*19.0%*
- *insurance liabilities*	*12,241*	*12,883*	*5.2%*
Due to banks	21,691	6,333	*(70.8%)*
Lease payables	671	646	*(3.7%)*
Other financial liabilities designated at fair value	25,698	28,704	*11.7%*
Other financial liabilities pertaining to insurance companies	73	56	*(22.7%)*
Liability provisions	895	989	*10.5%*
Tax liabilities	454	472	*3.9%*
Liabilities associated with assets classified as held for sale	212	1	*(99.4%)*
Other liabilities	2,557	4,041	*58.0%*
Shareholders' equity	**14,038**	**14,604**	***4.0%***
Minority interests	0,1	0,1	*1.5%*
Group shareholders' equity	14,038	14,604	*4.0%*
Total liabilities and Shareholders' equity	**202,099**	**198,209**	***(1.9%)***

As of December 31st, 2024, the total assets of Banco BPM amounted to Euro 198.2 billion, showing a slight decrease compared to December 31, 2023 (Var. -1.9%). The total assets mainly consist of:

◊ Loans measured at amortized cost, amounting to Euro 103.1 billion, down 4.7% from the previous year, consisting of Euro 99.7 billion in loans to customers, down 4.1% from December 31st, 2023.

  With reference to asset quality, as of December 31st, 2024, Banco BPM recorded net non-performing exposures amounting to Euro 1.6 billion, down 15.1% from December 31st, 2023, corresponding to an incidence on total loans to customers of 1.6% (1.8% as of December 31st, 2023). Specifically, net bad loans amounted to Euro 491 million, with an incidence on net loans of 0.5%, substantially in line with December 31st, 2023.

  The overall coverage level of non-performing loans as of December 31st, 2024 stands at 44.6%, down from 50.4% at the end of 2023. For bad loans, coverage decreased from 60.9% to 57.6%. This trend is consistent with the derisking operations carried out by Banco BPM during the year.

◊ Financial assets increased from Euro 45.1 billion in 2023 to Euro 51.3 billion as of December 31st, 2024, with a 13.7% increase, mainly due to the increase in financial assets measured at fair value through profit or loss (Var. +26.1%) and financial assets measured at fair value through other comprehensive income (Var. +24.2%).

◊ Property, plant and equipment amounted to Euro 2.5 billion as of December 31st, 2024, down 12.0% from December 31, 2023, due to amortizations.

◊ Intangible assets amounted to Euro 1.3 billion, substantially in line with the end of 2023.

◊ Other assets totaling Euro 40.0 billion, mainly consisting of:

  - Cash and cash equivalents amounting to Euro 12.1 billion, down from Euro 18.3 billion at the end of 2023.
  - Financial assets pertaining to insurance companies amounting to Euro 16.7 billion, up from Euro 15.3 billion at the end of 2023.
  - Interests in associates and joint ventures amounting to Euro 1.7 billion, up from Euro 1.5 billion at the end of 2023.
  - Tax assets amounting to Euro 3.4 billion, down from Euro 4.2 billion at the end of 2023.
  - Other assets amounting to Euro 5.7 billion, up from Euro 5.0 billion at the end of 2023.

As of December 31st, 2024, the total liabilities of Banco BPM amounted to Euro 183.6 billion, showing a slight decrease compared to December 31st, 2023 (Var. -2.4%). The total liabilities mainly consist of:

- ◊ Direct banking funding amounting to Euro 126.1 billion, up 4.5% from December 31, 2023, mainly consisting of funding due to customers amounting to Euro 102.8 billion, substantially in line with the previous year.
- ◊ Direct funding from insurance business and insurance liabilities amounting to Euro 16.2 billion, up 7.8% from the end of 2023.
- ◊ Other financial liabilities designed at fair value amounting to Euro 28.7 billion, up 11.7% from the end of 2023.
- ◊ Other liabilities totaling Euro 12.5 billion, mainly consisting of:
  - Due to banks amounting to Euro 6.3 billion, down from Euro 21.7 billion at the end of 2023.
  - Liability provisions amounting to Euro 989 million, up from Euro 895 million at the end of 2023.
  - Tax liabilities amounting to Euro 472 million, substantially in line with the end of 2023.
  - Other liabilities amounting to Euro 4.0 billion, up from Euro 2.6 billion at the end of 2023.

As of December 31st, 2024, shareholders' equity amounted to Euro 14.6 billion, up 4.0% from the end of 2023. During 2024, the Bank distributed dividends totaling Euro 849 million from the net income of fiscal year 2023, as along with an interim dividend of Euro 601 million based on the 2024 net profit distributed in November.

As of December 31st, 2024, the regulatory capital amounted to Euro 12.5 billion, up 3.3% from the end of 2023. In particular, Common Equity Tier 1 ("CET1") capital amounted to Euro 9.3 billion - including the period profit, net of the dividend of Euro 0.60 per share to be proposed to the shareholders' meeting - Additional Tier 1 ("AT1") capital amounted to Euro 1.4 billion, and Tier 2 ("T2") capital amounted to Euro 1.9 billion.

Risk-Weighted Assets ("RWA") amounted to Euro 61.6 billion as of December 31st, 2024, down 3.4% from the end of 2023. Consequently, the CET1 ratio was 15.0% compared to 14.2% at the end of the previous year.

As of December 31st, 2024, indirect deposits amounted to Euro 116.2 billion, up 9.4% from the end of 2023. This growth is attributable to both the dynamics of managed funds, amounting to Euro 66.1 billion compared to Euro 62.0 billion at the end of 2023 (Var. +6.6%) and representing 57% of total indirect funds, and the dynamics of administered funds, amounting to Euro 50.1 billion, up 13.3% from December 31st, 2023.

3.4 Income statement

Below is the consolidated income statement of Banco BPM as of December 31st, 2024, together with the comparable figures as of December 31st, 2023.

Euro mln	31-dic-23	31-dic-24	*Var. % 23 -24*
Net interest income	3,289	3,440	*4.6%*
Gains (losses) on interests in associates and joint ventures carried at equity	144	152	*5.3%*
Financial margin	**3,433**	**3,592**	***4.6%***
Net fee and commission income	1,920	2,004	*4.4%*
Other net operating income	22	23	*7.5%*
Net financial result	(79)	(9)	*(88.8%)*
Profit (loss) on insurance business	46	93	*n.s.*
Other operating income	1,908	2,112	*10.7%*
Operating income	**5,341**	**5,704**	***6.8%***
Personnel expenses	(1,672)	(1,745)	*4.4%*
Other administrative expenses	(652)	(645)	*(1.2%)*
Net value adjustments to property, plant and equipment and intangible assets	(247)	(266)	*7.7%*
Operating expenses	**(2,571)**	**(2,656)**	***3.3%***
Profit (loss) from operations	**2,770**	**3,048**	***10.0%***
Net adjustments to loans to customers	(559)	(461)	*(17.4%)*
Fair value gains (losses) on property, plant and equipment	(147)	(55)	*(62.8%)*
Net adjustments to securities and other financial assets	(2)	(9)	*n.s.*
Net provisions for risks and charges	(22)	(22)	*0.0%*
Gains (losses) on interests in associates and joint ventures and other investments	0	2	*n.s.*
Profit (loss) before tax from continuing operations	**2,041**	**2,503**	***22.7%***
Taxation charge related to profit or loss from continuing operations	(605)	(790)	*30.6%*
Profit (loss) after tax from continuing operations	**1,436**	**1,714**	***19.3%***
Charges related to the banking system, net of taxes	(127)	(71)	*(43.9%)*
Charges relating to retirement incentives	-	(142)	*n.a.*
Impacts from payment business, net of taxes	-	493	*n.a.*
Realignment of fiscal values to accounting values	9	-	*(100.0%)*
Bancassurance impacts net of taxes	(22)	2	*n.s.*
Impairment on equity investments	-	(42)	*n.a.*
Impact of the change in own credit risk on the issue of certificates (OCR) net of taxes	(3)	1	*n.s.*
Impact of the purchase price allocation (PPA) net of taxes	(28)	(35)	*23.1%*
Profit (loss) attributable to non-controlling interests	0	0	*(50.0%)*
Parent Company's profit (loss) for the period	**1,264**	**1,920**	***51.9%***

- The net interest income increased from Euro 3,289 million as of December 31st, 2023, to Euro 3,440 million at the end of 2024, with a 4.6% increase due to the rise in the commercial spread following the increase in reference interest rates.
- The gains (losses) on interests in associates and joint ventures carried at equity amounted to Euro 152 million as of December 31st, 2024, reflecting a 5.3% increase compared to the previous year. This item includes contributions from the associated company Agos Ducato, amounting to Euro 76.7 million, as well as from the associated company Anima Holding, amounting to Euro 48.5 million.
- Net fee and commission income amounted to Euro 2,004 million, showing a positive variation of 4.4% compared to the previous year. This increase is mainly attributable to the rise in investment product commissions, amounting to Euro 731 million at the end of 2024 (Var. +9.6%), while other commissions amounted to Euro 1,273 million, substantially in line with the end of 2023.
- As a result of the above dynamics, operating income amounted to Euro 5,704 million, with a 6.8% increase compared to the end of 2023.
- Personnel expenses amounted to Euro 1,745 million, with a 4.4% increase compared to the previous year, mainly due to the renewal of the national collective labor agreement (CCNL). Other administrative expenses amounted to Euro 645 million, substantially in line with the same period of the previous year.
- Net value adjustments to property, plant and equipment and intangible assets amounted to Euro 266 million, up 7.7% compared to the end of 2023.
- As a result of the above dynamics, operating expenses increased from Euro 2,571 million as of December 31st, 2023, to Euro 2,656 million at the end of 2024, with a 3.3% increase. Consequently, the cost-income ratio, calculated as the incidence of operating expenses on operating income, decreased from 48.1% to 46.6% at the end of 2024.
- Net adjustments on loans to customers decreased from Euro 559 million as of December 31st, 2023, to Euro 461 million, with a 17.4% decrease. Therefore, the cost of risk, represented by the ratio of net adjustments on loans to net loans, was 46bps as of December 31st, 2024, compared to 54bps at the end of 2023.
- As of December 31st, 2024, the profit from operations amounted to Euro 2,503 million, up 22.7% compared to the previous year. With taxes amounting to Euro 790 million, the consolidated net result of current operations amounted to Euro 1,714 million as of December 31st, 2024, up 19.3% compared to the end of 2023.
- As of December 31st, 2024, the following items were also recorded:
  - Net charges related to the banking system amounting to Euro 71 million (Euro 127 million in the previous period), representing the participation to the Voluntary Scheme of the FITD.
  - Charges relating to retirement incentives activated by the Issuer amounting

to Euro 142 million (not recorded in the previous period).

- Effects of the reorganization of the payment business, amounting to Euro 493 million. This impact derives from the capital gain on the stake held in Numia as part of the definition of a strategic partnership with Numia Group, Gruppo BCC Iccrea, and FSI.
- Impacts deriving from the reorganization of the bancassurance activity, as well as impacts related to the issued certificates, amounting to a total of Euro 3.7 million.
- Impacts deriving from impairment on equity investments amounting to Euro 42 million.
- Impacts deriving from purchase price allocation processes amounting to Euro 35 million.

◊ Based on the above, the consolidated net result for the period as of December 31st, 2024, amounted to Euro 1,920 million compared to Euro 1,264 million recorded at the end of 2023, corresponding to a ROE of 13.1% from 9.0% recorded at the end of 2023.

◊ As communicated to the market on February 12th, 2025, the Board of Directors resolved to propose to the shareholders' meeting the distribution of a dividend of Euro 0.6 per share. During fiscal year 2024, Banco BPM has already distributed an interim dividend of Euro 0.4 per share.

3.5 Prospective Data

Below are the Prospective Data of Banco BPM disclosed to the financial community on February 12th, 2025.

In particular, the main expected economic and financial targets for the years 2026-2027 are compared with the same figures as of December 31st, 2024.

Euro bln	2024 A	2026 E	2027 E	CAGR (%) 24-27
Gross "core" performing loans to customers	95.3	n.d.	100.3	1.7%
Current accounts and deposits	100.3	n.d.	101.8	0.5%
Indirect funds	116.2	n.d.	137.0	5.7%
Operating income	5.70	6,07	6.36	3.7%
o/w net interest income	*3.44*	*3,01*	*3.15*	(2.9%)
o/w net fee and commission income	*2.00*	*2,65*	*2.78*	11.6%
"Core" Revenues	5.69	5,93	6.24	3.1%
Operating expenses	2.66	2,79	2.79	1.6%
Net income	**1.69**	**1,95**	**2.15**	8.3%
Cost income ratio	47%	46%	44%	
Cost of risk (bps)	46	43	40	
Gross NPE ratio	2.8%	n.d.	3.0%	
RoTE	16%	>20%	>24%	
ROE	14.5%	>15%	>18%	
CET1 ratio	15.0%	n.a.	14.4%	

The Prospective Data assume:

- A growth in gross performing loans to customers at a CAGR 24/27 of 1.7%, expected to reach Euro 100.3 billion at the end of the forecast period.
- A substantially stable trend in the direct banking funding component represented by current accounts and deposits, expected to reach Euro 101.8 billion at the end of the forecast period.
- An increase in indirect funding at a CAGR 24/27 of 5.7%, expected to reach Euro 137 billion at the end of the forecast period.
- An increase in operating income from Euro 5.70 billion in 2024 to Euro 6.36 billion at the end of the forecast period, driven by a growth in net commissions, expected to reach Euro 2.78 billion at the end of 2027 from Euro 2.0 billion at the end of

2024, partially offset by a reduction in the net interest income from Euro 3.44 billion in 2024 to Euro 3.15 billion at the end of 2027.

◊ A substantially stable trend in operating expenses, expected to be Euro 2.79 billion at the end of the forecast period from Euro 2.66 billion in 2024. Therefore, the cost income ratio is expected to decrease to 44% at the end of the forecast period from 47% in 2024.

◊ Based on the above, net income - estimated based on a 100% contribution from Anima starting from the second half of 2025 - is expected to increase to Euro 2.15 billion at the end of 2027 compared to a period result - net of non-recurring items - of Euro 1.69 billion in 2024. Therefore, ROE is expected to be over 18% at the end of the forecast period. Excluding the effects of a possible positive outcome of the Anima Offer, the result at the end of 2027 is expected to be Euro 1.95 billion.

◊ The CET1 ratio is expected to be around 14% at the end of the forecast period, estimated considering a positive feedback from regulators regarding the *Danish Compromise*.

4. Valuation approach and description of valuation methods

4.1 Valuation methodologies

The academic literature and professional practice have developed different valuation methods that emphasize different aspects of the company or business being valued. These methods have distinctive features in their practical application, deriving from the correct identification of the essential variables of the underlying formulas.

In general, the reference is made to analytical net asset-based, financial-based or income-based methods (simple and complex), mixed net asset-income methods, and empirical or market methods, such as stock market quotations, target prices, stock market multiples, or comparable transactions.

The best academic literature and professional practice assume that, in estimating the value of a company, no method has absolute preference. The valuation methodology adopted should be defined based on the nature and characteristics of the business to be valued, the respective sector, the purpose of the valuation, as well as the set of available information.

A brief description of the main valuation methodologies provided by the academic literature and adopted in professional practice is given below.

<u>Analytical criteria</u>

Financial Methods

Financial methods identify the company's ability to generate cash flows as the fundamental element for determining its value. Specifically, based on these methodologies, the value is estimated according to the present value of expected cash flows, determined by applying a discount rate consistent with the risk level of the flows being discounted.

Income Methods

Income methods estimate the value based on the income-generating capacity of the entity to be valued. These methodologies identify expected net income flows as the main driver for value estimation.

Net Asset-Based Methods

Net asset-based methods estimate the company's value based on the current values of each asset and liability item recorded in the reference balance sheet. Within these methodologies, there are (i) simple net asset-based methods, which focus only on the items recorded in the balance sheet, and (ii) complex net asset-based methods, which also include the specific valuation of intangible assets, not recorded in the balance sheet, but present and contributing to value generation.

Mixed Methods

Mixed methods combine the distinctive elements of the income and net asset-based methods described above.

Market criteria

Market criteria estimate value based on observed market prices.

Stock market prices

This methodology estimates value based on specific stock market prices directly observable for the entity to be valued.

Target prices

The target price method estimates value based on the expectations reported in market analysts' studies for the specific security being valued.

Market multiples

The market multiples method estimates the company's value based on market multipliers - implicit in stock prices with respect to fundamental variables (economic or financial) - recognized for publicly traded companies deemed comparable to the object of the valuation.

These multipliers can be applied directly or through regression analysis (so-called *value map*), depending on the correlation of the multipliers themselves with certain fundamental variables.

Comparable transaction multiples

The comparable transaction multiples method estimates value based on the multipliers implicit in the prices of transactions involving companies considered comparable to the object being valued.

4.2 Definition of the valuation approach

The definition of the valuation approach adopted in the present assignment is based on the following considerations.

◊ Pursuant to the second paragraph, letter b) of Article 2343-ter of the Civil Code, the purpose of these valuation considerations is to prevent that the value of the net equity of the transferee company (UniCredit) is artificially increased due to an overestimation of the contributed assets (Banco BPM Shares). Consequently, the valuation considerations developed in accordance with the aforementioned legal provision must be inspired by a general principle of prudence, taking into account the economic substance of the transaction.

In particular, in the case of public exchange offers, prudence must consider that the contribution occurs only if the price is deemed fair by both parties (the transferee company and the contributing shareholders). Therefore, prudence takes on the significance of verifying that the consideration recognized in the offer is recoverable for any market participant, regardless of the specific benefits for the transferee company that may arise from the transaction.

◊ The scope of this Report is the entirety of Banco BPM's Shares constituting the entire share capital of the Issuer and not the single share. For the purposes of these analyses, in light of the above and in line with market practice in similar transactions, Banco BPM has been considered in its current configuration and from a "*stand-alone*" perspective, without taking into account the effects of the proposed transaction.

◊ As described, the context of our analyses is a voluntary total public exchange offer promoted on the market. The value configuration to be adopted is therefore represented by the normal market value from the perspective of a market participant with reference to the entirety of Banco BPM's share capital. In this perspective - where consistent with the value basis obtained from the specific valuation methodologies adopted - it is necessary to take into account the control premium typically recognized by the market based on empirical evidence in similar transactions.

◊ Banco BPM Shares are traded on the Euronext Milan market. In this regard, it is possible to observe the following: (i) the reference market is regulated, supervised, active, and liquid; (ii) the traded volumes are significant; (iii) in terms of average bid-ask spread and historical volatility, the Issuer's shares appear liquid and characterized by significant quotation values; (iv) the security is normally covered by national and international analysts of investment firms that continuously express estimates and expectations on the price and future economic and financial performance of the Issuer.

◊ In general, in a liquid, transparent, and efficient market, following the announcement of a transaction, the market quickly appreciates - through the meeting of bid and ask on the traded securities - the expectations regarding the conditions and outcome of the announced transaction itself. Therefore, from the moment the transaction is announced on the market, the stock price no longer expresses an "*as is*" and "*stand-alone*" perspective of the securities under examination. This circumstance must be appropriately considered in the application of valuation methodologies based on market prices.

◊ On February 12th, 2025, the Board of Directors of Banco BPM communicated to the market the economic and financial results as of December 31st, 2024, and the update of the strategic plan. These elements represent public information to be taken into account consistently with the assumptions underlying the assignment, the adopted valuation perspective, and the specificities of the valuation methodologies developed.

◊ The outcomes of the Anima Offer - subject to the occurrence of a series of conditions subject to possible changes - are not currently known. Given the nature and purposes of our assignment, this element of uncertainty has been considered in the development of these valuation analyses.

In light of these considerations, it was deemed appropriate and consistent with the specific circumstances to adopt an integrated valuation approach, based on the development of the following valuation methodologies:

◊ The stock market prices method.

◊ The target prices method.

◊ The market multiples method.

◊ The regression analysis method.

◊ The dividend discount model method in the excess capital version.

These methodologies have consolidated doctrinal bases, are commonly adopted in professional practice in the reference sector and in similar transactions and take into consideration the distinctive elements of the Issuer, in the specific context of the Offer and for the specific purposes of the valuation. Furthermore, the integrated valuation approach considered allows for the formation of a value judgment based on the overall framework of the obtained results.

4.3 Stock market prices method

The stock market price method estimates the value of the securities under analysis as the value attributed to them by the market in which they are traded.

The underlying logic of this valuation methodology is that no rational operator would recognize a value different from that at which they could buy or sell the securities themselves on the market.

According to this method, the stock prices of a company's liquid securities listed on efficient markets represent a reliable indicator of the value of the company, since they tend to reflect all the existing public information related to the company itself. The level of stock prices expresses the result of a systematic negotiation process between market operators and, thus, reflects their vision regarding the profitability, financial strength, risk and expected growth of the company being valued.

As observed in the previous paragraph 4.2, once the significance of the stock prices for Banco BPM securities has been verified, within the application of the method under examination:

- ◊ Different reference dates have been observed and analyzed.
- ◊ In line with valuation practice, different time horizons for the observation of stock prices have been observed and analyzed: point data, one month, three months, and six months.
- ◊ For these time horizons, different reference averages have been observed and analyzed: simple and volume-weighted averages.

The valuation basis of the stock market prices method is represented by the single share. Conversely, as previously described, the object of the estimation is the entirety of the shares constituting Banco BPM's share capital.

For the purposes of these analyses and consistently with the reference context, it is therefore necessary to take into account a control premium, not expressed by the stock prices before the announcement of the Offer.

Considering the "*market participant*" valuation perspective adopted, this control premium has been quantified based on empirical evidence observed in similar market transactions.

4.4 Target prices method

Based on this methodology, the value attributable to the entity being valued derives from the stock price expectations developed by market analysts and operators, as reported in public research and studies.

In applying this method, equity researches published by equity analysts of investment firms at different reference dates were considered.

In applying the target prices method, the control premium, not expressed in the analysts' indications prior to the Offer announcement, was also considered.

4.5 Market multiples method

This methodology determines the economic value of a company based on the market multipliers – implicit in stock prices with respect to fundamental variables – recognized for publicly traded companies deemed comparable to the object of the valuation.

For the identification of multipliers, a sample of companies listed on regulated stock markets was considered. In particular, banks deemed comparable in operational terms to the Issuer were considered. For the banks in the sample that were potentially affected by transactions announced to the market, the relevant data was appropriately sterilized from expectations regarding the conditions and outcomes of the announced transactions themselves.

In line with valuation practice, the Price/Earnings ("P/E") multiple was observed, considering (i) the point and average market capitalizations over one, three, and six months observed relative to a date close to the issuance of this Report and (ii) the earnings expected for 2025, 2026, and 2027 from the consensus of market analysts regarding the companies in the sample.

The average multiples identified were then applied to the expected data related to Banco BPM (i) reported in the Prospective Data and (ii) derived from the consensus reported in equity analysts' studies.

In applying the market multiples method, the control premium, not expressed in the identified market multiples, was considered.

4.6 Linear regression analysis

Linear regression analysis (*value map*) is a market methodology that determines value based on the correlation between two variables, an independent variable and a dependent variable.

Based on the sample of banks adopted for the market multiples method, the linear regression analysis was developed taking into account exclusively those companies that exhibited a good statistical significance of the observed correlation.

Specifically, the correlation between the latest available Price/Tangible Book Value multiple ("P/TBV", dependent variable) and the expected profitability, expressed in terms of Return on Average Tangible Equity ("ROATE", independent variable), was analyzed. The method is based on the following basic formulation:

$$\frac{P}{TBV} = \alpha + \beta_1 \cdot ROATE$$

where:

P/TBV	=	multiple implied in the regression line.
ROATE	=	profitability index.
α	=	intercept resulting from the regression analysis.
β_1	=	slope coefficient of the regression line.

In applying the method:

◊ The correlation was observed with reference to the same time horizons adopted for the market multiples method.

◊ The equation of the determined regression line was then applied to the ROATE of Banco BPM observed with reference to (i) the Prospective Data and (ii) the consensus expectations of market analysts.

◊ The resulting P/TBV multiple from the equation solution was then applied to the TBV of Banco BPM as of December 31st, 2024.

Consistent with the value perspective adopted in these analyses, the control premium was also considered in the linear regression method.

4.7 Dividend Discount Model

The dividend discount model method, in the *excess capital* version, is a methodology commonly adopted in the financial sector.

This methodology determines the value of a bank based on the future potential dividends it is estimated to be able to distribute, while maintaining an adequate level of own funds in accordance with regulatory provisions and consistent with the risk profile of the activity carried out.

The dividend discount model adopted is based on the following formula:

$$W = \sum_{i=1}^{n} \frac{D_i}{(1+K_e)^i} + \frac{TV}{(1+K_e)^n}$$

where:

W	=	Value.
D_i	=	Potentially distributable dividend in the i-th period of explicit projection period.
ke	=	Discount rate represented by the cost of equity.
n	=	Explicit projection period (expressed in number of years).
TV	=	Terminal Value at the end of the explicit projection period.

Potentially distributable dividends

The potentially distributable dividend flows were defined based on (i) the Issuer's expectations as reported in the Prospective Data and (ii) the consensus expectations reported in market analysts' studies.

An own funds requirement - in terms of CET1 ratio - consistent with the average level recorded by the sample of banks adopted for the application of the market multiples method, equal to 16.0%, was considered.

Cost of equity

The cost of equity was determined using the Capital Asset Pricing Model (CAPM) method and considering the parameters observed close to the issuance date of this Report, based on the following formulation:

$$Ke = Rf + \beta \cdot (Rm - Rf)$$

where:

Rf = Risk-free rate, assumed to be 3.6%, corresponding to the one-month average of the 10-year Italian government bonds yield.

β = Correlation coefficient between the actual return of a stock and the overall market return. The beta measures the volatility of a stock in comparison to a market portfolio. For these analyses, the average coefficient observed with reference to the same sample adopted for the market multiples and linear regression methods was used. The Beta coefficient was therefore estimated at 1.224.

Rm – Rf = Represents the return that an investor requires for investing in the stock market compared to the risk-free rate (market risk premium). This risk premium was estimated at 6.0%, in line with current valuation practice in the Italian market.

Based on the elements of the adopted formulation and the parameters described above, the cost of equity obtained is equal to 10.94%.

Terminal Value

The formula for determining the residual value, commonly used in valuation practice, is represented as follows:

$$TV = \frac{D_{TV}}{Ke - g}$$

where:

D_{TV} = Potentially distributable and sustainable dividend at the end of the explicit projection period.

g = Expected growth rate beyond the explicit projection period, assumed for these analyses to be equal to 2.0%, in line with the average long-term expected inflation.

Ke = Cost of equity.

Sensitivity analysis

In line with valuation practice, to appreciate the variability of the results obtained with changes in the main valuation parameters adopted, the following sensitivity analyses were carried out: (i) variations of +/-0.5% in the cost of equity, (ii) variations of +/-0.5% in the long-term growth rate, and (iii) variations of +/-5% in the expected result at the end of the explicit projection period.

Building a better working world

5. Conclusions

Taking into account the scope of our assignment as outlined in paragraph 1.2, the assumptions and limitations described in paragraph 1.6, the valuation difficulties highlighted in paragraph 1.9, and considering the results achieved through the application of the overall integrated valuation approach illustrated, we believe that, as of February 24th, 2025, and based on the financial position as of December 31st, 2024, the *cum dividend* value, including the control premium, of each share of the Issuer subject to possible Contribution within the framework of the Capital Increase connected to the Offer, is not less than Euro 8.393, corresponding to an *ex-dividend* valuation, including the control premium, of not less than Euro 7.793.

Milan, February 24th, 2025

Francesco Pau
EY Advisory S.p.A.
(Partner)

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO OR FROM THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN, OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

THIS DOCUMENT DOES NOT CONSTITUTE THE EXTENSION OF AN OFFER TO ACQUIRE, PURCHASE, SUBSCRIBE FOR, SELL OR EXCHANGE (OR THE SOLICITATION OF AN OFFER TO ACQUIRE, PURCHASE, SUBSCRIBE FOR, SELL OR EXCHANGE), ANY SECURITIES IN ANY JURISDICTION, INCLUDING THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN, OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE LAWS OF SUCH JURISDICTION AND ANY SUCH OFFER (OR SOLICITATION) MAY NOT BE EXTENDED IN ANY SUCH JURISDICTION.

The public voluntary exchange offer described in this document (the "Offer") will be promoted by UniCredit S.p.A. (the "Offeror" or "UniCredit") over the totality of the ordinary shares of Banco BPM S.p.A. ("BPM").

This document does not constitute an offer to buy or sell BPM's shares.

The Offer will be launched in Italy and will be made on a non-discriminatory basis and on equal terms to all shareholders of Banco BPM S.p.A.. The Offer will be promoted in Italy as BPM's shares are listed on the Euronext Milan organised and managed by Borsa Italiana S.p.A. and, except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law.

The Offer is not as of today being made in the United States (or will not be directed at U.S. Persons, as defined in Regulation S under the U.S. Securities Act of 1933, as subsequently amended (the "U.S. Securities Act")), Canada, Japan, Australia or any other jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and any such offer (or solicitation) may not be extended in any such jurisdiction ("Other Countries"). The Offeror reserves the right to extend the Offer in the United States exclusively to certain professional investors who qualify as Qualified Institutional Buyers, as defined in Rule 144A under the U.S. Securities Act, by way of a private placement in compliance with United States federal laws and regulations concerning the offer of financial instruments and with United States laws concerning tender offers, insofar as applicable. Such potential extension of the Offer in the United States would occur by way of a separate offer document restricted to Qualified Institutional Buyers.

A copy of any document that the Offeror will issue in relation to the Offer, or portions thereof, is not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Other Countries.

Any tender in the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted.

This document and any other document issued by the Offeror in relation to the Offer do not constitute and are not part neither of an offer to buy or exchange, nor of a solicitation to offer to sell or exchange financial instruments in the United States or in the Other Countries. Financial instruments cannot be offered or sold in the United States unless they have been registered pursuant to the U.S. Securities Act, or are exempt from registration. Financial instruments offered in the context of the transaction described in this document will not be registered pursuant to the U.S. Securities Act, and UniCredit does not intend to carry out a public offer of such financial instruments in the United States. No financial instrument can be offered or transferred in the Other Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions.

This document may only be accessed in or from the United Kingdom who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as forming part of United Kingdom law by virtue of 'European Union (Withdrawal) Act 2018, as amended, and who (i) have professional experience in investment matters under section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Decree"); or (ii) are persons who have a high net worth and who fall within article 49(2)(a) - (d) of the Decree (the aforementioned subjects, jointly, the "Relevant Persons"). Any investment activity to which this document refers is available only to Relevant Persons.

Financial Instruments described in this document are made available only to Relevant Persons (and any solicitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments will be directed exclusively at such persons). Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

Tendering in the Offer by persons residing in jurisdictions other than Italy may be subject to specific obligations or restrictions imposed by applicable legal or regulatory provisions of such jurisdictions. Recipients of the Offer are solely responsible for complying with such laws and, therefore, before tendering in the Offer, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.

*****

IL PRESENTE DOCUMENTO NON DEVE ESSERE DIVULGATO, PUBBLICATO O DISTRIBUITO, IN TUTTO O IN PARTE, DIRETTAMENTE O INDIRETTAMENTE, NEGLI STATI UNITI D'AMERICA, IN AUSTRALIA, IN CANADA O IN GIAPPONE O IN QUALSIASI PAESE IN CUI LA SUA DIVULGAZIONE, PUBBLICAZIONE O DISTRIBUZIONE COSTITUISCA UNA VIOLAZIONE DELLE LEGGI O REGOLAMENTAZIONI APPLICABILI IN TALE GIURISDIZIONE.

QUESTO DOCUMENTO NON COSTITUISCE UN'OFFERTA DI ACQUISTO, SOTTOSCRIZIONE, VENDITA O SCAMBIO (O LA SOLLECITAZIONE DI UN'OFFERTA DI ACQUISTO, SOTTOSCRIZIONE, VENDITA O SCAMBIO) DI TITOLI IN QUALSIASI GIURISDIZIONE, INCLUSI GLI STATI UNITI D'AMERICA, L'AUSTRALIA, IL CANADA, IL GIAPPONE, IN CUI CIÒ COSTITUIREBBE UNA VIOLAZIONE DELLE LEGGI DI TALE GIURISDIZIONE E NESSUNA OFFERTA (O SOLLECITAZIONE) PUÒ ESSERE ESTESA IN ALCUNA DI TALI GIURISDIZIONI.

L'Offerta pubblica di scambio volontaria (l'"Offerta") di cui al presente documento sarà promossa da UniCredit S.p.A. (l'"Offerente" o "UniCredit") sulla totalità delle azioni ordinarie di Banco BPM S.p.A. ("BPM"). Il presente documento non costituisce un'offerta di acquisto o di vendita delle azioni di BPM.

L'Offerta sarà promossa in Italia e sarà rivolta, a parità di condizioni, a tutti i detentori di azioni di Banco BPM S.p.A.. L'Offerta sarà promossa in Italia in quanto le azioni di Banco BPM S.p.A. sono quotate su Euronext Milano organizzato e gestito da Borsa Italiana S.p.A. e, fatto salvo quanto segue, la stessa è soggetta agli obblighi e ai requisiti procedurali previsti dalla legge italiana.

L’Offerta non è ad oggi promossa né diffusa negli Stati Uniti (o diretta nei confronti di U.S. Persons come definite nella Regulation S ai sensi del U.S. Securities Act del 1933, come successivamente modificato (lo “U.S. Securities Act”)), in Canada, Giappone e Australia, nonché in qualsiasi altro Paese in cui la sua promozione o diffusione costituita una violazione di legge in tale giurisdizione e in cui qualsiasi offerta (o sollecitazione) non possa essere estesa (“Altri Paesi”). L'Offerente si riserva il diritto di estendere l'Offerta negli Stati Uniti esclusivamente a determinati investitori professionali che si qualificano come Qualified Institutional Buyers, come definiti nella Rule 144A ai sensi dello U.S. Securities Act, mediante un private placement in conformità alle leggi e alle regolamentazioni federali statunitensi in materia di offerta di strumenti finanziari e alle leggi statunitensi in materia di offerte pubbliche di acquisto, nella misura in cui ciò sia applicabile. L'eventuale estensione dell'Offerta negli Stati Uniti avverrebbe tramite un documento d'offerta separato riservato ai Qualified Institutional Buyers.

Copia parziale o integrale di qualsiasi documento che l’Offerente emetterà in relazione all’Offerta, non è e non dovrà essere inviata, né in qualsiasi modo trasmessa, o comunque distribuita, direttamente o indirettamente, negli Altri Paesi. Chiunque riceva i suddetti documenti non dovrà distribuirli, inviarli o spedirli (né a mezzo di posta né attraverso alcun altro mezzo o strumento di comunicazione o commercio) negli Altri Paesi.

Non saranno accettate eventuali adesioni all’Offerta conseguenti ad attività di sollecitazione poste in essere in violazione delle limitazioni di cui sopra.

Il presente documento, così come qualsiasi altro documento emesso dall’Offerente in relazione all’Offerta, non costituiscono né fanno parte di alcuna offerta di acquisto o scambio, né di alcuna sollecitazione di offerte per vendere o scambiare, strumenti finanziari negli Stati Uniti o in nessuno degli Altri Paesi. Gli strumenti finanziari non possono essere offerti o venduti negli Stati Uniti a meno che non siano stati registrati ai sensi dello U.S. Securities Act o siano esenti dagli obblighi di registrazione. Gli strumenti finanziari offerti nel contesto dell’operazione di cui al presente documento non saranno registrati ai sensi dello U.S. Securities Act e UniCredit non intende effettuare un’offerta pubblica di tali strumenti finanziari negli Stati Uniti. Nessuno strumento finanziario può essere offerto o trasferito negli Altri Paesi senza specifica autorizzazione in conformità alle disposizioni rilevanti applicabili in tali Paesi ovvero senza esenzione da tali disposizioni.

Questo documento è accessibile nel o dal Regno Unito che sono qualified investors ai sensi dell'articolo 2(e) del Regolamento (UE) 2017/1129 come facente parte del diritto del Regno Unito in virtù dello European Union (Withdrawal) Act 2018, come modificato, e che (i) hanno esperienza professionale in materia di investimenti ai sensi dell'articolo 19(5) del Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (come modificato, il “Decreto”); o (ii) sono persone che hanno un patrimonio netto elevato e che rientrano nell'articolo 49, paragrafo 2, lettere a) - d) del Decreto (i suddetti soggetti, congiuntamente, i “Soggetti Rilevanti”). Qualsiasi attività di investimento a cui si riferisce il presente documento è disponibile solo per i Soggetti Rilevanti.

Gli strumenti finanziari di cui al presente documento sono disponibili solamente ai Soggetti Rilevanti e qualsiasi invito, offerta, accordo a sottoscrivere, acquistare o altrimenti acquisire tali strumenti finanziari sarà rivolta solo a questi ultimi. Qualsiasi soggetto che non sia un Soggetto Rilevante non dovrà agire o fare affidamento su questo documento o sui suoi contenuti.

L’adesione all’Offerta da parte di soggetti residenti in paesi diversi dall’Italia potrebbe essere soggetta a specifici obblighi o restrizioni previsti da disposizioni di legge o regolamentari. È esclusiva responsabilità dei destinatari dell’Offerta conformarsi a tali norme e, pertanto, prima di aderire all’Offerta, verificarne l’esistenza e l’applicabilità, rivolgendosi ai propri consulenti. L’Offerente non potrà essere ritenuto responsabile della violazione da parte di qualsiasi soggetto di qualunque delle predette limitazioni.