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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 By-laws, the Ordinary Shareholders' Meeting of Banco BPM S.p.A. ("**Banco BPM**" or the "**Company**") is convened, in a single call, for **Wednesday 30 April 2025, at 9:00 a.m., in Milan**, at Allianz Convention Center – MICO Nuovo Nord, Viale Scarampo – entrance Gate 6, to discuss and resolve on the following

### AGENDA

- 1) Approval of the financial statements of Banco BPM S.p.A. as of 31 December 2024, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the External Auditor. 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 2025 (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 compensation paid in 2024 (section II) pursuant to the applicable regulations. Related and consequent resolutions.
- 4) Share-based compensation plans of Banco BPM S.p.A.:
  - 4.1) Short-term incentive plan (2025). Related and consequent resolutions.
  - 4.2) Long-term incentive plan (2025-2027). Related and consequent resolutions.
- 5) Adjustment, within the remuneration policy, of the maximum amount to be eventually granted in the event of early termination from employment relationship or early termination from the office, to the personnel remuneration. Related and consequent resolutions.
- 6) Request for authorisation to purchase and dispose of treasury shares for Banco BPM S.p.A.'s share-based compensation plans. Related and consequent resolutions.

The necessary information is provided below in accordance with the provisions of Article 125-bis of Legislative Decree no. 58 of 1998, as subsequently amended (Consolidated Finance Law).

### ATTENDANCE AT THE SHAREHOLDERS' MEETING AND REPRESENTATION

All the individuals with voting rights who, within **25 April 2025**, being the third trading day prior to the date of the Shareholders' Meeting, have duly sent to the Company the notice issued by the authorised intermediary certifying their entitlement to attend the Shareholders' Meeting and exercise their voting rights, have the right to attend the Shareholders' Meeting.

In compliance with article 83-sexies of the Consolidated Finance Law 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 trading day preceding the date of the Shareholders'



Meeting (**17 April 2025 - 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.

The right to participate and vote shall remain valid should the notifications be received by the Company after the aforementioned term of 25 April 2025 as long as they are received by the start of the works of the Shareholders' Meeting.

Shareholders, whose shares are already deposited in custody and administration, 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 25 April 2025**, 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 25 April 2025**, 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.

Individuals with voting rights are entitled to be represented by proxy at the Shareholders' Meeting, in accordance with the applicable law, and for this purpose may use the proxy form at the foot of the notification issued to the Shareholder by one of the Group banks or by another authorized intermediary, or the facsimile of the proxy form available on the Company's website ([www.gruppo.bancobpm.it](http://www.gruppo.bancobpm.it) – “Corporate Governance – Shareholders' Meetings” section) or at the registered office of Banco BPM S.p.A. (Group Corporate Affairs Piazza Filippo Meda, 4 – 20121 Milano, Italy).

The Chairman of the Board of Directors, in his capacity as Chairman of the Shareholders' Meeting, has full powers, also via staff appointed specifically for this task, to verify the validity of the proxies, and in general the shareholders' actual entitlement to attend the Shareholders' Meeting and to cast their vote, as well as to verify whether the meeting has been duly constituted, and if the relevant quorum has been reached.

Should the representative sent or deliver to the Company a copy of the proxy, upon registering to attend the Shareholders' Meeting, they will have to attest under their own responsibility the compliance of the copy to the original proxy form and the identity of the holder.

#### **REPRESENTATIVE APPOINTED BY THE COMPANY**

The proxy may also be granted free of charge – with voting instructions on all or some of the proposals on the agenda – to Computershare S.p.A. as “Designated Representative” in accordance with article 135-*undecies* of the Consolidated Finance Law, by the end of the second trading day prior to the Shareholders' Meeting (hence no later than **28 April 2025**). The proxy shall be valid exclusively for the proposals for which voting instructions have been given. The proxy and the voting instructions may be revoked by the above deadline.



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](http://www.gruppo.bancobpm.it) section "Corporate Governance - Shareholders' Meeting", it will be possible to fill in and **submit** the specific form prepared by the Designated Representative **also online and in guided mode until 12:00 on 29 April 2025**. Members are recommended to use the online mode.

As an alternative to filling in online, you may use the form downloadable from the same site to be submitted **by 28 April 2025** 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 sent, in a copy reproduced electronically (PDF), to Computershare S.p.A. at the certified email address [bancobpm@pecserviziotitoli.it](mailto: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 Representative will be available for clarification or information on phone number 011/0923200.

In consideration of the deadline for the submission by the Shareholders of any resolution proposals as set forth below, the proxy forms shall be made available, in the manner indicated above, as of 7 April 2025.

#### **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 **7 April 2025** (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 management body or on the basis of a project or a report prepared by the same, other than those indicated in Article 125-ter, paragraph 1, of the Consolidated Finance Law), indicating in the request the additional items proposed, pursuant to Article 13.3. of the By-laws and Article 126-bis of the Consolidated Finance Law. Individuals with voting rights may individually submit proposed resolutions in the Shareholders' Meeting.

The written application must be submitted to the Company by electronic communication to the certified mail address [soci@pec.bancobpm.it](mailto: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 shareholding 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 Provision.

Shareholders requesting the addition to the agenda or proposing new resolutions on subject matters already on the agenda shall prepare a report explaining the reasons for the proposed resolutions on new subject-matters they are submitting to the discussion or the reason for the additional resolution proposals on items already on the agenda. The report shall be sent to the Board of Directors within the deadline for the presentation of the request for additions, as described above. The Board of Directors shall make the report available to the public, together with any additional own assessment, upon publishing the notice of the



additions to the agenda or the presentation of new proposed resolutions, in the manner provided for by the regulations in force.

Notice on any additions to the agenda or the proposal of additional resolutions on items already on the agenda will be given in the same form prescribed for the publication of this notice **by 15 April 2025**.

### **THE RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA**

Those entitled to vote may ask questions on the items on the agenda even prior to the Shareholders' Meeting, by submitting them **by 23 April 2025**, by certified e-mail to [soci@pec.bancobpmspa.it](mailto: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 that are relevant to the item on the agenda shall be answered in accordance with applicable law during the Shareholders' Meeting at the latest. Please note that no answer will 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. The Company may provide a single comprehensive answer to questions covering the same content.

### **INFORMATION ON THE SHARE CAPITAL**

As of the date of this notice, the Company's subscribed and paid-up share capital is equal to Euro 7,100,000,000.00 divided into 1,515,182,126 shares with no express par value. As at the date of this notice, the Company holds 11,267,616 treasury shares.

### **DOCUMENTATION**

The reports of the directors on each item on the agenda, including the proposed resolutions, as well as the other 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](http://www.gruppo.bancobpm.it), section "Corporate Governance - Shareholders' Meeting") and on the website of the authorised storage mechanism [www.emarketstorage.it](http://www.emarketstorage.it), 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.bancobpmspa.it](mailto:soci@pec.bancobpmspa.it).

The Bank has also prepared the Report on Corporate Governance and Ownership Structure in accordance with Article 123-bis T.U.F., which 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](http://www.gruppo.bancobpm.it), "Corporate Governance" section) and on the website of the authorized storage mechanism [www.emarketstorage.it](http://www.emarketstorage.it) in accordance with the terms and procedures set forth in 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 Finance Law and Article 13.4. of the By-laws, in the daily newspapers "Il Sole 24 Ore" and "MF" as well as in the other ways indicated above.

Further information on how to participate 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](mailto: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](http://www.gruppo.bancobpm.it), section "Corporate Governance - Shareholders' Meetings".

Milan, 27 March 2025

For the BOARD OF DIRECTORS

The Chairman

(Mr. Massimo Tononi)

Fine Comunicato n.1928-61-2025

Numero di Pagine: 7