PRESS RELEASE

EXTRAORDINARY SHAREHOLDERS' MEETING OF BANCO BPM S.p.A.

approved by a very large majority the sole item on the agenda

Approved with 95,38% of votes the proposed amendments to the by-laws of Banco BPM S.p.A.

Milan, 23 February 2026 – The Extraordinary Shareholders' Meeting of Banco BPM S.p.A., attended by over 2,000 Shareholders, exclusively through Computershare S.p.A., Designated Representative of Banco BPM pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 ("Consolidated Financial Act"), representing over 65% of the relevant share capital, examined the Explanatory Report made available to the public in accordance with the applicable law, approved the sole item on the agenda with a very large majority.

«*We would like to thank once again our shareholders for the trust they have placed in us by approving the amendments to the by-laws with a large majority* – said **Massimo Tononi, Chairman of Banco BPM** – *A necessary step that allows us to align Banco BPM's by-laws with the new regulatory framework introduced by Capital Markets Law.*»

Giuseppe Castagna, Chief Executive Officer of Banco BPM, added: «*I would like to express, together with my thanks to our shareholders, my satisfaction with the outcome of today's meeting, which defined the criteria for the renewal of the Board of Directors: an essential prerequisite in view of the next meeting in April, when shareholders will be called to choose the Bank's leadership for the next three years.*»

APPROVAL OF PROPOSED AMENDMENTS TO THE BY-LAWS

The Shareholders' Meeting – following the authorizations obtained from the competent Supervisory Authorities on 17 February 2026 – approved, with 95.38% of votes, the proposal to amend Articles 20.4, 20.5, 20.6, 20.7., 20.8. and 24.4. of Banco BPM's by-laws.

The aforementioned amendments to the by-laws are aimed at aligning the latter with the new legal framework on governance provisions introduced by Capital Markets Law (Article 147-*ter*.1 of the Consolidated Financial Act) and with the new Article 144-*quater*.1 of Issuers' Regulations.

More in detail, in line with Capital Markets Law, these amendments are essentially aimed at: (i) revising procedures and terms for the submission of the slate by the outgoing Board of Directors, increasing the number of candidates included in such slate from 15 to 20 and bringing forward the deadline for filing the Board's slate to 40 days prior to the Shareholders' Meeting; (ii) introducing the individual voting system on candidates included in the Board slate, should the latter obtains the highest number of votes at the Shareholders' Meeting; (iii) redefining the number of offices allocated to minorities from a minimum of 3 to a maximum of 6, based on the percentage of votes obtained by the first two minority slates according to proportional criteria; (iv) introducing the obligation to appoint the Chairman of the Internal Control and Risk Committee among the independent directors not included in the Board's slate, should the latter obtains the highest number of votes at the Shareholders' Meeting.

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For further details, please refer to the press releases dated 20 and 21 January 2026, 2 and 17 February 2026, as well as the supporting documentation available to the public at the registered office of Banco BPM and on the website www.gruppo.bancobpm.it (sections "Corporate Governance – Shareholders' Meetings – Extraordinary Shareholders' Meeting of 23rd February 2026"), as well as at Borsa Italiana S.p.A. and on the website of the authorized storage mechanism www.emarketstorage.it, in accordance with the terms and conditions set out in the applicable regulations.

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