



## NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Pursuant to articles 13 and 41 of the Articles of Association, the Ordinary and Extraordinary Shareholders' Meeting of Banco BPM S.p.A. shall be convened on single call on **Thursday, 15 April 2021, at 10:30 a.m. in Lodi, at Banco BPM, Via Polenghi Lombardo no. 13** to discuss and resolve on the following

### AGENDA

#### Ordinary meeting

- 1) Approval of the financial statements as at 31 December 2020 of Banco BPM S.p.A., accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the consolidated financial statements of the Banco BPM Group.
- 2) Proposals regarding the result for the year 2020, in accordance with that set out in detail in the Directors' Report. Relevant and consequent resolutions.
- 3) Report on the remuneration policy and on compensation paid of the Banco BPM Group 2021 (section I and section II).
  - 3.1 Approval of the remuneration policy (section I) pursuant to legislative provisions in force. Relevant and consequent resolutions.
  - 3.2 Approval of the report on compensation paid in 2020 (section II) pursuant to legislative provisions in force. Relevant and consequent resolutions.
- 4) Approval, within the remuneration policy, of the criteria for calculating any amounts to be granted in the event of early termination of employment or early departure from office of all personnel, including the limits set on said amounts. Relevant and consequent resolutions.
- 5) Banco BPM S.p.A. Stock Award Plans:
  - 5.1 Approval of the short-term incentive plan (2021). Relevant and consequent resolutions.
  - 5.2 Approval of the long-term incentive plan (2021-2023). Relevant and consequent resolutions.
- 6) Request for authorisation to purchase and dispose of own shares for the Banco BPM S.p.A. stock award plans. Relevant and consequent resolutions.
- 7) Appointment of a Standing Auditor and an Alternate Auditor to the Board of Statutory Auditors. Relevant and consequent resolutions.

#### Extraordinary meeting

- 1) Proposed amendments to articles 11.3., 14.6., 20.1.5, 20.1.6., 23.2.1., 23.3.1., 24.4.1, 28.2. and 35.11. of the Banco BPM S.p.A. Articles of Association.

Please note that - considering the Covid-19 (coronavirus) epidemiological emergency - pursuant to what is set forth in article 106 "Rules concerning the shareholders' meetings of companies and entities" of Decree Law no. 18 of 17 March 2020 (so called "Cura Italia"), converted into Law no. 27 of 24 April

#### **BANCO BPM S.p.A.**

Capogruppo del Gruppo Bancario BANCO BPM  
Sede Legale: Piazza F. Meda, 4 - 20121 Milano - Tel. 02 77001  
Sede Amministrativa: Piazza Nogara, 2 - 37121 Verona - Tel. 045 8675111  
[www.bancobpm.it](http://www.bancobpm.it)

Capitale Sociale al 4.4.2020 Euro 7.100.000.000,00 int. vers. - ABI 05034  
C.F. e Iscr. al Registro delle Imprese di Milano n. 09722490969 - Rappresentante  
del Gruppo IVA Banco BPM Partita IVA 10537050964 - Aderente al Fondo  
Interbancario di Tutela dei Depositi e al Fondo Nazionale di Garanzia  
Iscritto all'Albo delle Banche della Banca d'Italia e all'Albo dei Gruppi Bancari

2020 and amended by Law no. 21 of 26 February 2021 which converted Decree Law no. 183 of 31 December 2020 into law, **participation in the Shareholders' Meeting and the voting right shall be exercised by those entitled exclusively through the proxy designated pursuant to article 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998** as subsequently amended ("TUF") according to what is specified below, therefore without the physical participation in the meeting of any other party entitled to vote.

Directors, statutory auditors, the meeting secretary, representatives of the Independent Auditors and the designated proxy shall take part in the meeting in compliance with the containment measures established by law, including, if applicable, using remote connection systems, in compliance with applicable legislative provisions in force.

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Please find below all necessary information in compliance with article 125-bis of the TUF.

### **PARTICIPATION IN THE SHAREHOLDERS' MEETING**

All shareholders with voting rights, for whom within the third trading day prior to the date of the Shareholders' Meeting, i.e., **by 12 April 2021**, the Company has duly received the authorised intermediary's notification certifying that they are entitled to participate in the Shareholders' Meeting and to exercise their voting rights, are entitled to participate in the Shareholders' Meeting exclusively through the designated proxy (the "Designated Proxy"), according to what is set forth below.

In compliance with article 83-sexies of the TUF and article 42 of the Joint Order on post-trading issued by Consob and the Bank of Italy on 13/08/2018 ("Joint Order"), the authorised intermediary's notification to the Company shall be based on the records at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting (**6 April 2021** – "record date").

Anyone whose shareholding has been recorded after the above date will not be entitled to attend and vote at the Shareholders' Meeting through the designated proxy.

The right to attend and vote at the meeting shall still be valid in the event that the notifications have reached the Company after the deadline of 12 April 2021, provided they are received before the opening of the meeting.

Shareholders - whose shares are already deposited in a custody and administration account with the Parent Company Banco BPM S.p.A. or with Banca Aletti & C. S.p.A., and as such have already been dematerialised - must in any case, under article 42 of the Joint Order, give specific instructions **by 12 April 2021** that the notification be issued, and obtain an immediate copy thereof, to be used as an admission ticket to the Shareholders' Meeting.

For Shareholders whose shares are deposited with other authorised intermediaries, note that, pursuant to the above-mentioned article 42 of the Joint Order, the notification instructions must still be submitted **no later than 12 April 2021**, making sure to obtain a copy of the notification.

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

Pursuant to article 106, paragraph 4 of the "Cura Italia" Decree, those entitled to vote who wish to participate in the Shareholders' Meeting will need to either:

- (i) grant proxy - free of charge (except for transmission expenses) - to Computershare S.p.A. - Via Nizza 262/73, 10126, Turin - in its capacity as "Designated Proxy" pursuant to article 135-

undecies of the TUF, with voting instructions on all or some of the proposed resolutions on the items on the agenda.

In this regard, to facilitate sending the proxy and the voting instructions, in the section of the Banco BPM website dedicated to this Shareholders' Meeting, [www.gruppo.bancobpm.it](http://www.gruppo.bancobpm.it) "Corporate Governance - Shareholders' Meeting", it will be possible to complete and transmit online via a guided procedure the dedicated form prepared by Computershare, **until 12:00 p.m. on 14 April 2021.**

**Shareholders are advised to make use of the online procedure.**

Instead of the online procedure, the form downloadable from the same website may also be used and transmitted by 13 April 2021 to the addresses and with the methods specified on such form.

The proxy to the Designated Proxy, with voting instructions, along with an ID - and if the delegating party is a legal entity, a document proving the powers for issuing the proxy - must be transmitted to Computershare S.p.A. at the certified email address [bancobpm@pecserviziottitoli.it](mailto:bancobpm@pecserviziottitoli.it) or via fax to no. 011/0923202, provided the delegating party, even if a legal entity, uses its own certified email account or, lacking this, its own ordinary email account.

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

The proxy shall be valid exclusively for the proposals for which voting instructions have been given. The proxy and the voting instructions be revoked by the above deadline;

- (ii) be represented by Computershare S.p.A., Designated Proxy pursuant to article 135-novies of the TUF in derogation of article 135-undecies, paragraph 4 of the TUF, via proxy and/or sub-proxy, with voting instructions on all or some of the proposed resolutions concerning the items on the agenda, with the possibility to that end to use the proxy/sub-proxy form available on the Banco BPM website [www.gruppo.bancobpm.it](http://www.gruppo.bancobpm.it) (Corporate Governance - Shareholders' Meeting section) and to send it to Computershare S.p.A., by the deadline specified on the form itself, at the certified email address [bancobpm@pecserviziottitoli.it](mailto:bancobpm@pecserviziottitoli.it) or via fax to no. 011/0923202, provided the delegating party, even if a legal entity, uses its own certified email account or, lacking this, its own ordinary email account.

The Designated Proxy will be available to provide clarifications or information at 011/0923200.

As participation in the Shareholders' Meeting and the exercise of voting rights by those entitled shall take place exclusively through the Designated Proxy, which must be provided with voting instructions on all or some of the proposed resolutions concerning the items on the agenda, and considering the deadline established for the submission by Shareholders of nominations for the role of member of the Board of Statutory Auditors, pursuant to Item 7 on the ordinary meeting agenda, as described below, as well as the deadline established for the submission of any individual resolution proposals referred to below, the proxy forms shall be made available, with the methods laid out above, starting on **1 April 2021.**

There is no electronic voting or voting by correspondence.

## **ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS**

Shareholders who even jointly represent no less than 1/40 of the share capital may ask, **by 25 March 2021** (within ten days of the publication of this notice calling the shareholders' meeting), to make additions to the list of items on the Meeting's agenda (with the exception of matters to be resolved by the Shareholders' Meeting, under the law, based on a proposal by the Board of Directors or based on a project or report submitted by the latter, other than those specified in article 125-ter, paragraph 1, TUF), specifying in the request the additional subject matters they propose, pursuant to art. 13.3 of the Articles of Association, or proposing additional resolutions on items already on the agenda, in compliance with article 126-bis of the TUF.

The written request must be sent to the Company by certified email to the certified email address [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it) or by registered mail (Affari Societari di Gruppo, Piazza Filippo Meda, 4 - 20121 Milan).

The entitlement to exercise the right (including ownership of the minimum portion of the share capital specified above) is attested by filing a copy of the notification issued by the authorised intermediary under article 43 of the Joint Order.

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 for discussion or the reason for the additional resolution proposals on matters already on the agenda. The report shall be sent to the Board of Directors by the final 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 assessment, when it publishes the notice of the additions to the agenda or presents the new proposed resolutions, along the procedures prescribed by current regulations.

Any additions to the agenda or the proposal of additional resolutions on items already on the agenda shall be disclosed using the same procedure prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the Shareholders' Meeting (31 March 2021 ~~ERH~~).

## **SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS**

As participation in the Shareholders' Meeting is permitted exclusively through the Designated Proxy, the shareholders entitled, even if not holding the portion of the share capital specified in the previous paragraph, which intend to make individual resolution proposals on the items on the agenda, must submit them by 31 March 2021 via electronic communication to the certified email address [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it).

Each resolution proposal must specify the agenda topic to which it refers and indicate the specific proposed resolution. Entitlement to make proposals must be certified by the communication set forth in article 83-sexies of the TUF provided by the intermediary for participation in the Shareholders' Meeting and exercising the voting right, along with a copy of a valid ID (for natural persons) or the documentation attesting to the relative powers (for legal entities).

Such proposals, when pertinent to items on the agenda, shall be published by 1 April 2021 on the Company's website in order to allow those entitled to vote to knowledgeably express themselves also taking into account such new proposals and enable the Designated Proxy to receive any voting instructions on them.

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

Shareholders with voting rights may ask questions on items on the agenda only before the Shareholders' Meeting, by sending them no later than the end of the seventh trading day prior to the date of the Shareholders' Meeting on single call (i.e., by 6 April 2021) by certified email to the address [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it).

The applicants must deliver to the Company – through their intermediaries – the notifications certifying their entitlement to exercise this right; in the event that they have instructed their intermediaries to issue the notification to attend the Shareholders' Meeting, it will be sufficient to specify the notification reference numbers or at least the name of the intermediary in the application.

Questions received prior to the Shareholders' Meeting shall be answered, at the latest, at least two trading days prior to the date of the Shareholders' Meeting, via publication on the Company's website.

The Company may provide a comprehensive answer to questions covering the same content. No response will be provided if the information requested is already available in "FAQ" format in the dedicated section of the Company's website or if the response has already been published in the same section.

## **APPOINTMENT OF MEMBERS OF THE BOARD OF STATUTORY AUDITORS**

With reference to the resolution concerning the appointment of members of the Board of Statutory Auditors set forth in Item 7 of the Ordinary Shareholders' Meeting agenda, please note that a Standing Auditor and an Alternative Auditor shall be appointed by resolution of the Shareholders' Meeting passed by the relative majority with no list restriction, pursuant to article 35.12 of Banco BPM Articles of Association, all in compliance with provisions of law and regulations in force, including legislative provisions on gender balance, pursuant to which for six consecutive terms of office at least two-fifths of the Standing Auditors elected must belong to the least represented gender. In this regard please note that in the specific situation, this rule requires both candidates to be female.

As described in more detail in the relative Explanatory Report which shall be made available to the public according to what is described below and to which reference is hereby made, Shareholders with a shareholding representing at least 1% (one percent) of the Bank's share capital at the date of submission of the nomination are invited to submit nominations, accompanied by the supporting documentation, by sending them to Banco BPM in due time, and in any event by 31 March 2021.

In this regard and without prejudice to what is set forth in the Explanatory Report on Item 7 of the Ordinary Shareholders' Meeting agenda, the Shareholders are invited to submit the following supporting documentation: *(i)* identification of the Shareholder(s) submitting the nomination with an indication of the shareholding held in the share capital of the Bank, along with a notification from the custodian intermediary attesting to such shareholding; *(ii)* declaration of the candidate accepting the office and attesting, under her own responsibility, that she meets the requirements of suitability set forth by legislation and regulations in force for the Statutory Auditors of listed banks; *(iii)* exhaustive information concerning the personal and professional characteristics of the candidates (e.g., CV), with an indication of the management and control offices held in other companies (also for the purposes of the disclosure pursuant to article 2400, paragraph 4 of the Italian Civil Code, and keeping in mind the limit on the accumulation of offices established by legislation and regulations in force).

For the purposes of the foregoing, Banco BPM shall make available on its website ([www.gruppo.bancobpm.it](http://www.gruppo.bancobpm.it), "Corporate Governance" section) the documentation and/or forms required for the submission of Statutory Auditor nominations, with legal methods and in due time to enable Shareholders to submit their nominations.

The above-mentioned documentation must be submitted by [(i) sending it via registered mail to the Segreteria Affari Societari of Banco BPM in Milan, at Piazza Filippo Meda, 4, 20121; or (ii)] electronic communication to the certified email address [segreteria@pec.bancobpm.it](mailto:segreteria@pec.bancobpm.it).

The Company shall make the proposals submitted by Shareholders available to the public with the methods set forth by applicable regulations.

## SHARE CAPITAL INFORMATION

The share capital subscribed and paid in by the Company at the date of this notice totals Euro 7,100,000,000.00 subdivided into no. 1,515,182,126 shares with no nominal value. At the date of this notice, the Company holds 6,125,659 own shares.

## DOCUMENTATION

The Directors' explanatory reports on each of the items on the agenda, including resolution proposals, together with all the other documentation to be published before the Shareholders' Meeting, shall be made available to the public at the registered office of Banco BPM S.p.A. and at Borsa Italiana S.p.A., and also published on the Bank's website ([www.gruppo.bancobpm.it](http://www.gruppo.bancobpm.it), "Corporate Governance – Shareholders' Meeting" section), as well as on the website of the authorised central storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), in compliance with the terms and procedures under the law.

Shareholders are entitled to receive a copy of the documentation once it has been duly filed by sending a request to Banco BPM S.p.A. at the certified email address [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it).

The Bank has also prepared (i) the Corporate governance and shareholding structure report pursuant to article 123-bis of Italian Legislative Decree no. 58/1998; (ii) the Consolidated non-financial statement in compliance with Italian Legislative Decree no. 254/2016 and Consob Resolution no. 20267 of 18 January 2018. The documents shall be made available to the public at the registered office of Banco BPM S.p.A. and at Borsa Italiana S.p.A., and also published on the Bank's website ([www.gruppo.bancobpm.it](http://www.gruppo.bancobpm.it), "Corporate Governance" section), as well as on the website of the authorised central storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), in compliance with the terms and procedures under the law.

This notice to convene – prepared inter alia pursuant to article 84 of Consob Regulation no. 11971/99 and following amendments (Issuers Regulation) – shall be published in compliance with articles 125-bis of the TUF and 13.4 of the Articles of Association, in the daily newspapers "**Il Sole 24 Ore**" and "**MF**", as well as with the other methods described above.

To receive additional information on the procedure to attend the Shareholders' Meeting, please contact Banco BPM S.p.A. (Affari Societari di Gruppo, Piazza Filippo Meda no. 4 – 20121 Milan) by calling the toll-free number 800.013.090 dedicated to shareholders, during working days from 9 a.m. to 5 p.m. or by sending a request to the certified email address [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it).

In compliance with Privacy regulations (EU Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016), the Data Controller is Banco BPM S.p.A.. For full disclosure on data processing



with respect to the exercise of rights related to the Shareholders' Meeting, please visit the website [www.gruppo.bancobpm.it](http://www.gruppo.bancobpm.it), "Corporate Governance – Shareholders' Meeting" section.

Lastly, the Bank reserves the right to add to and/or amend the content of this notice if necessary as a result of the evolution of the current Covid-19 emergency situation.

Milan-Verona, 9 March 2021

On behalf of the BOARD OF DIRECTORS

The Chairman

(Mr Massimo Tononi)