



NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Pursuant to Articles 12 and 13 of the Articles of Association, the ordinary and extraordinary Shareholders' Meeting of Banco BPM S.p.A. is hereby convened on single call on **Thursday, 7 April 2022, at 10:30 am, in Novara, at Banco BPM, Via Negroni no. 12**, to discuss and resolve on the following

AGENDA

Ordinary meeting

- 1) Approval of the financial statements as at 31 December 2021 of Banco BPM S.p.A. as well as of the companies incorporated in parent company Bipielle Real Estate S.p.A. and Release 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) Resolutions on the allocation and distribution of profits.
- 3) Supplementation, upon the motivated proposal of the Board of Statutory Auditors, of the compensation due to auditing company PricewaterhouseCoopers S.p.A., which has been entrusted with performing the statutory audit of the accounts for the 2017-2025 period. Pertinent and consequent resolutions.
- 4) Report on the remuneration policy and on compensation paid of the Banco BPM Group 2022 (section I and section II).
 - 4.1 Approval of the remuneration policy (section I) pursuant to the legislative provisions in force. Pertinent and consequent resolutions.
 - 4.2 Approval of the report on compensation paid in 2021 (section II) pursuant to legislative provisions in force. Pertinent and consequent resolutions.
- 5) 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. Pertinent and consequent resolutions.
- 6) Compensation Plans based on shares of Banco BPM S.p.A.:
 - 6.1 Approval of the *short-term incentive plan* (2022). Pertinent and consequent resolutions.
 - 6.2 Approval of the *long-term incentive plan* (2022-2024) and the raising of the levels of achievement of the performance objectives of the *long-term incentive plan* (2021-2023), in line with the most challenging 2023 objectives of the Strategic Plan. Pertinent and consequent resolutions.
- 7) Request for authorisation to purchase and dispose of own shares for the Banco BPM S.p.A. stock award plans. Relevant and consequent resolutions.

Extraordinary meeting

- 1) Proposal to amend Articles 12.1., 12.2., 20.1.2., 20.1.4., 20.1.6., 20.1.7., 20.3.1., 20.3.5., 20.4.2., 20.5.2., 20.6.1., 20.11.2., 23.5.1., 24.1., 24.2.2., 24.4.1, 33.1., 33.2., 33.3., 33.4., 33.5., 34.2., 34.3., 34.8., 35.2.,

35.3., 35.4., 35.8., 35.9., 35.10., 35.11., 35.12., 35.13., 36.7., 36.9., and 41.1. of the Articles of Association of Banco BPM S.p.A.

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 2020 and lastly amended by Law no. 15 of 25 February 2022 which converted **Decree Law no. 228 of 30 December 2021** 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.

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 4 April 2022, 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 August 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 (**29 March 2022** – "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 4 April 2022, 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 4 April 2022** 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 4 April 2022**, 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 "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 6 April 2022.**

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 **5 April 2022** 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@pecserviziotitoli.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 (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@pecserviziotitoli.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.

The participation in the Shareholders' Meeting and the exercise of the right to vote by those entitled to vote will take place exclusively through the Designated Representative, who must be given voting instructions on all or some of the proposed resolutions concerning the agenda items; in consideration of the deadline for the submission of any individual resolution proposals referred to below, the proxy forms will be available, in the manner indicated above, starting on **24 March 2022.**

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 17 March 2022** (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.bancobpmspa.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 (23 March 2022).

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 23 March 2022** via electronic communication to the certified email address soci@pec.bancobpmspa.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 24 March 2022 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 29 March 2022) by certified email to the address 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.

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. As of the date of this notice, the Company owns no. 8,152,151 treasury 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, "Corporate Governance – Shareholders' Meeting" section), as well as on the website of the authorised central storage mechanism 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.

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, "Corporate Governance" section), as well as on the website of the authorised central storage mechanism 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 sending a request to the certified email address 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, "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 Covid-19 emergency situation.

Milan-Verona, 1° March 2022

On behalf of the BOARD OF DIRECTORS

The Chairman

(Mr Massimo Tononi)