

## Banco BPM S.p.A. – Shareholders’ Meeting April 7<sup>th</sup>, 2022

Proxy form and Voting instructions to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98 which is the only subject legitimately entitled to attend the Meeting

Pursuant to article 106, paragraph 4, of Law Decree on March 17<sup>th</sup>, 2020 no. 18, converted with amendments by Law no. 27 of April 24<sup>th</sup>, 2020 and subsequent amendments, extended to article no. 3, paragraph 1, of Law Decree December 31<sup>st</sup>, 2021 no. 228 and converted by Law of February 25<sup>th</sup>, 2022 no. 15, and as stated in the notice of call of Banco BPM S.p.A. Shareholders’ Meeting on April 7<sup>th</sup>, 2022, in single call, the proxy can be conferred to Computershare S.p.A. through its employee or duty entrusted staff member, acting as **Appointed Representative exclusively** according art. 135-undecies of Legislative Decree n. 58/1998 (TUF).

### PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

#### \* mandatory information

The undersigned \* ..... Place of birth \* ..... Date of birth\* .....

Tax code \* .....

Resident in (town/city) \* ..... at (street / address) \* .....

telephone no \* ....., e-mail .....

(2) entitled to exercise the voting right as:  registered share holder -  legal representative –  attorney/proxy holder with authority to sub-delegate  pledgee –  Taker in –

beneficiary interest holder -  official receiver–  manager –  other (specify) .....

for no\* ..... of ordinary shares **Banco BPM (ISIN IT0005218380)**

(3) registered in the name of ..... Place of birth \* ..... Date of birth \* .....

C. F./ Partita IVA (o altro codice equivalente) .....

Resident in (town/city) \* ..... at (street / address) \* .....

(4) Registered in the securities account no..... At..... Bank code (ABI)..... Branch code..... (CAB).....

(5) as resulting from communication no. .... Made by (Bank).....

**DELEGATES/SUBDELEGATES Computershare S.p.A.** with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **Banco BPM S.p.A.** Ordinary and Extraordinary called for **April 7<sup>th</sup> 2022**, with reference to the above mentioned shares, in accordance with the instructions provided and

**DECLARES** that he/she is aware that

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out;
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by Banco BPM S.p.A. before the start of the works of the meeting works

DATE ..... Form of identification (6) \*(type) ..... Issued by \* ..... no. \* ..... SIGNATURE .....

**NOTE: It is not possible to grant this proxy form without the voting instructions form to be downloaded from the company's website [www.gruppo.bancobpm.it/en](http://www.gruppo.bancobpm.it/en). Voting instruction form can be requested by phone at no. +39 0110923200.**

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### VOTING INSTRUCTIONS

(Tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

#### WARNING

The voting instructions form may require changes to include any additional proposals for the items on the agenda or proposals submitted individually by the shareholders by 24 March 24<sup>th</sup>, 2022, therefore, according the provisions of the meeting notice, this form will be integrated and republished on the website with the new proposals. In the event of submission of proposals that imply the issue of new voting instructions, the instructions already conferred on the only topic subject to integration lose their validity and will regain it only after issuing voting instructions also on the new proposals. However, the voting instructions on the other topics remain valid and effective.

The undersigned (7)

**INSTRUCTS** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b> F (for), C (against), A (abstain)
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#### ORDINARY MEETING

<b>1. [item 1 of agenda] 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.</b>	Voting Instructions			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis, paragraph 1, second to last, of TUF (10)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
<b>2. [item 2 of agenda] Resolutions on the allocation and distribution of profits.</b>	Voting Instructions			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis, paragraph 1, second to last, of TUF (10)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
<b>3. [item 3 of agenda] 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.</b>	Voting Instructions			
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors on justified proposal by Board of Statutory (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
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F	C	A		

## Banco BPM S.p.A. – Shareholders’ Meeting April 7<sup>th</sup>, 2022

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<b>4. [item 4.1 of agenda] Report on the remuneration policy and on compensation paid of the Banco BPM Group 2022:</b> - Approval of the remuneration policy (section I) pursuant to the legislative provisions in force. Pertinent and consequent resolutions.	<i>Voting Instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis, paragraph 1, second to last, of TUF <b>(10)</b>	F	C	A

<b>5. [item 4.2 of agenda] Report on the remuneration policy and on compensation paid of the Banco BPM Group 2022:</b> -Approval of the report on compensation paid in 2021 (section II) pursuant to legislative provisions in force. Pertinent and consequent resolutions.	<i>Voting Instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis, paragraph 1, second to last, of TUF <b>(10)</b>	F	C	A

<b>6. [item 5 agenda] 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.</b>	<i>Voting Instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis, paragraph 1, second to last, of TUF <b>(10)</b>	F	C	A

<b>7. [item 6.1 of agenda] Compensation Plans based on shares of Banco BPM S.p.A.:</b> - Approval of the short-term incentive plan (2022). Pertinent and consequent resolutions.	<i>Voting Instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis, paragraph 1, second to last, of TUF <b>(10)</b>	F	C	A

<b>8. [item 6.2 of agenda] Compensation Plans based on shares of Banco BPM S.p.A.:</b> - Approval of the <i>long-term incentive plan</i> (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.	<i>Voting Instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis, paragraph 1, second to last, of TUF <b>(10)</b>	F	C	A

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<b>9. [item 7 of agenda] Request for authorisation to purchase and dispose of own shares for the Banco BPM S.p.A. stock award plans. Relevant and consequent resolutions.</b>	<i>Voting Instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis, paragraph 1, second to last, of TUF <b>(10)</b>	F	C	A

### EXTRAORDINARY MEETING

<b>10. [item 1 of agenda] 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.</b>	<i>Voting Instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A

### **Possible derivative action against Directors**

Vote for proposed derivative action pursuant art. 2393, sub. 2, of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote C – against)</i>	F	C	A
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DATE

SIGNATURE

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### Instructions for filling in and submitting the form

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1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **12 noon of April 6<sup>th</sup>, 2022**, using one of the following methods:
  - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [bancobpm@pecserviziottoli.it](mailto:bancobpm@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [bancobpm@pecserviziottoli.it](mailto:bancobpm@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to [bancobpm@pecserviziottoli.it](mailto:bancobpm@pecserviziottoli.it). In this case the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73, 10126 Torino.
  - 4) **Via FAX**: number +39 0110923202.

**The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.gruppo.bancobpm.it/en](http://www.gruppo.bancobpm.it/en) – corporate website – Governance – Shareholders’ meeting”. Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Section A and/or A2. The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. If the Section A2 is on the form, it collects instructions when an **alternative, complementary** or **additional** resolution to the motion proposed by the Board of Directors had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

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**INFORMATION ON PERSONAL DATA PROCESSING**  
Pursuant to the Regulation (EU) 2016/679 (the “Regulation”)

**Personal Data Controller**

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation).

**Object and methods of processing**

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter “**Personal Data**”) are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

**Purpose and legal basis of the Processing**

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n.18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

**Recipients, storage and transfer of Personal Data**

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders’ meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

**Rights of the Delegating party**

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.