

Annex “B” to the Prospectus of Solicitation

PROXY FORM

FOR THE SOLICITATION OF PROXIES PROMOTED BY

BANCO BPM S.p.A.

in relation to the Prospectus for the solicitation published on 26 March 2026

BANCO BPM S.p.A. (“**Banco BPM**”, the “**Bank**”, the “**Issuer**” or the “**Promoter**”), a company incorporated under Italian law, with registered office in Milan, Piazza Filippo Meda, No. 4, tax code and registration number with the Companies’ Register of Milano Monza Brianza Lodi 09722490969, VAT No. 10537050964, registered with the bank register under No. 8065, and registered with the Register of the Banking Group under serial number 237, parent company of the Banco BPM Banking Group, through **Georgeson S.r.l.** (“**Georgeson**” or the “**Delegated Entity**”), intends to promote a proxy solicitation (the “**Solicitation**”) with reference to the ordinary shareholders’ meeting of Banco BPM, convened on a single call on 16 April 2026, in Milan, at Allianz MiCo – Ala Sud, Viale Scarampo – ingresso Gate 3, by the means and under the terms set forth in the notice of call published, *inter alia*, on the Company’s website www.bancobpm.it – *Corporate Governance > Shareholders’ Meetings*, on 5 March 2026 (the “**Shareholders’ Meeting**”).

The proxy must be submitted to the Promoter, through the Delegated Entity, **by and no later than 11:59 p.m. of 14 April 2026**, by one of the following means

- by **email**, in pdf format, to the following address: sollecitazione-bancobpm@georgeson.com;

- **by post**, by **registered letter**, by **courier** or by **hand delivery** to the following address: **Georgeson S.r.l., via Nizza, No. 128, 00187 – Rome, to the kind attention of Ms. Roberta Armentano.**

The proxy may be revoked at any time by issuing a declaration in writing to the attention of the Promoter through the Delegated Entity, no later than the day prior to the Shareholders’ Meeting and, therefore, **no later than 12 p.m. of 15 April 2026**, using the aforementioned means.

The signing of this form shall not entail any expense for the proxy grantor.

Individual granting the proxy

The undersigned _____ (name) _____ (surname)

born in _____, on _____, residing in _____ (city)

in _____

_____ (address)

tax code _____

Contact information _____ (telephone number and/or mail)

(Please attach copy of a valid identity document of the individual granting the proxy)

Legal entity granting the proxy or other entity

_____ (corporate
name) with registered office in _____
(city)

_____ (address)
tax code _____; VAT number (if different from the tax
code) _____ in the person of
the *pro tempore* legal representative _____
Contact information _____ (telephone number and/or mail)

(Please attach the following documentation: copy of the certificate issued by the Companies' Register or of the special power of attorney, or any other deed/document showing the representation powers of the individual signing the proxy on behalf of the legal entity/other entity)

holder of the voting right for the Shareholders' Meeting as of the end of the business day on **7 April 2026** (i.e. "record date"), in its capacity as:

(shareholder, pledgee, transferee under a repurchase agreement, usufructuary, custodian, manager, legal representative or attorney-in-fact with power to subdelegate)

It shall also be noted that the parties entitled to exercise the voting right who grant the proxy must request the intermediary maintaining the account on which the shares are recorded to notify the Issuer, within the time limits and with the means set out by applicable law, of their entitlement to attend the Shareholders' Meeting and to exercise the voting right.

For this purpose, it is requested to attach herein copy of the certification issued by the depositing intermediary (i.e. "admission ticket to the shareholders' meeting").

HAVING ACKNOWLEDGED that the proxy granted to the Solicitor may contain voting instructions also with respect to only certain proposals of resolution on the agenda of the Shareholders' Meeting

HAVING ACKNOWLEDGED that, pursuant to Article 138, paragraph 2, of the regulation adopted by Consob by resolution No. 11971/1999 (the "**Issuers' Regulation**"), holders of voting rights who adhere to the Solicitation are entitled to grant voting instructions that differ from the Solicitor's proposals and that the Solicitor, as the issuer of the shares for which the proxy is sought, is required to exercise – through the Delegated Entity – the vote also in a manner not consistent with its own proposals;

HAVING EXAMINED the reports of the Board of Directors of Banco BPM on the items on the agenda of the Shareholders' Meeting and the proposals of resolution contained therein;

HAVING EXAMINED the prospectus related to the Solicitation, with particular regard to the possible existence of conflicts of interest

HEREBY DELEGATES

the Solicitor, and on its behalf Georgeson S.r.l., in its capacity as Delegated Entity for the Solicitation and collection of proxies and as delegated entity for the exercise of the voting right, with registered office in Rome, Via Nizza, No. 128, or any of the following substitutes indicated by the Delegated Representative, with respect to whom, to the best of the Bank's knowledge, none of the situations referred to in Article 135-*decies* of Legislative Decree No. 58 of 24 February 1998 (the "**Italian Consolidated Financial Act**") applies:

- Mr. Alberto D’Aroma, born in L’Aquila (AQ), on September 19 1987, tax code DRMLRT87P19A345Z;
- Mr. Francesco Surace, born in Taurianova (RC), on December 29 1984, tax code SRCFNC84T29L063K;
- Mrs. Roberta Armentano, born in Castrovillari (CS), on March 12 1982, tax code RMNRRT82C52C349Y;
- Mr. Luca Messina, born in Naples (NA), on April 6 1985, tax code MSSLCU85D06F839W.

to attend and vote in the Shareholders’ Meeting indicated above in accordance with the instructions set out below with respect to the following ordinary shares of the Bank:

No. _____.

It is recalled that, pursuant to Article 135-novies of the Italian Consolidated Financial Act, where a shareholder holds shares deposited in multiple securities accounts, it may delegate a different representative for the shares registered in each individual security account or alternatively delegate a single representative for the shares registered in different accounts.

A) RESOLUTIONS CONCERNED BY THE SOLICITATION ^(*)

1. **Item No. 6 on the agenda of the Shareholders’ Meeting – “Appointment of the members of the Board of Directors for the financial years 2026-2027-2028, including the Chairman and Vice-Chairman”. Please select one of the following options**

Option a) grants the proxy to vote **in favour of the proposal of the Promoter** and, namely, to vote in favour – in the context of the first voting session regarding the lists of candidates for the office of member of the Board of Directors – of List No. 1 submitted by the outgoing Board of Directors, which includes, in aggregate, the following 20 candidates:

- 1) Mr. Tononi Massimo (Chairman) ⁽¹⁾
- 2) Mr. Castagna Giuseppe (Chief Executive Officer)
- 3) Mr. Comoli Maurizio (Vice-Chairman) ⁽²⁾
- 4) Mrs. Mantelli Marina ⁽¹⁾
- 5) Mrs. Tauro Luigia ⁽¹⁾
- 6) Mr. Oliveti Alberto ⁽¹⁾
- 7) Mrs. Torricelli Costanza ⁽¹⁾
- 8) Mr. Rossetti Eugenio ⁽¹⁾
- 9) Mrs. Zanotti Giovanna ⁽¹⁾
- 10) Mr. Mele Francesco ⁽¹⁾
- 11) Mrs. Stefini Silvia ⁽¹⁾
- 12) Mrs. Rossignoli Cecilia ⁽¹⁾
- 13) Mrs. Corghi Elisa ⁽¹⁾
- 14) Mrs. Naddeo Teresa Cristiana ⁽¹⁾
- 15) Mrs. Motta Milena ⁽¹⁾
- 16) Mr. Mion Giorgio ⁽¹⁾
- 17) Mr. Grassano Pietro ⁽¹⁾
- 18) Mrs. Soffientini Manuela ⁽²⁾

¹ Candidate who has declared to comply with the independence requirements set forth in Article 20.1.6 of Banco BPM’s Articles of Association (which takes into account the provisions of Article 148, paragraph 3, of the Italian Consolidated Financial Act, Ministerial Decree 169/2020 and the recommendations contained in the Corporate Governance Code).

² Candidate who has declared to comply with the independence requirement set forth in Article 148, paragraph 3, of the Italian Consolidated Financial Act.

19) Mr. Casamassima Savino ⁽¹⁾

20) Mr. Bragadin Marco ⁽¹⁾

Option b) grants the proxy to vote in favour of List No. 2 submitted by Delfinances S.A.S., which includes the following candidates:

- 1) Mr. Siniscalco Domenico
- 2) Mr. de Courtois Frédéric
- 3) Mrs. Leidi Rossella
- 4) Mr. Foletti Alessio
- 5) Mrs. Mastropietro Nicoletta
- 6) Mr. Tullio Antonio
- 7) Mrs. Bonnet-Zivcevic Ivana

Option c) grants the proxy to vote in favour of List No. 3 submitted by a group of investors, which includes the following candidates

- 1) Mr. Massolo Giampiero
- 2) Mr. Delle Femmine Vincenzo
- 3) Mrs. Litvack Karina Audrey

Option d) grants the proxy to vote against all the lists submitted

Option e) grants the proxy to abstain with respect to item 6 on the agenda of the Shareholders' Meeting

Option f) does not grant the proxy with respect to item No. 6 on the agenda of the Shareholders' Meeting

1.1 Individual vote on each candidate pursuant to Article 147-ter.1, third paragraph, letter a), No. 1 of the Italian Consolidated Financial Act. Please select one of the following options

PLEASE NOTE THAT VOTING OPTIONS A) AND B) UNDER THIS ITEM 1.1 SET OUT BELOW ARE ALTERNATIVES TO EACH OTHER. ACCORDINGLY, SHOULD THE PROXY GRANTOR EXPRESS ITS VOTE BY SELECTING MORE THAN ONE OF THE ALTERNATIVE OPTIONS SET OUT BELOW, THE RELEVANT VOTE SHALL BE DEEMED INVALID. ANY INVALIDITY OF THE VOTE IN THE INDIVIDUAL VOTING REFERRED TO IN THIS ITEM 1.1 SHALL NOT AFFECT THE VALIDITY OF THE VOTE REFERRED TO IN POINT 1 ABOVE RELATING TO THE LISTS OF CANDIDATES FOR THE OFFICE OF DIRECTOR.

Option a) grants the proxy to vote **in favour of the proposal of the Promoter** and, therefore, to vote in favour – in the context of any second individual voting on each candidate pursuant to Article 147-ter.1, third paragraph, letter a), No. 1 of the Italian Consolidated Financial Act – of each individual candidate included in List No. 1 of the outgoing Board of Directors, in the order in which they are listed, up to the maximum number of candidates to be elected from such List as determined following the outcome of the aforementioned first vote on the lists;

OR, ALTERNATIVELY

Option b) grants proxy to vote on the candidates of List No. 1 submitted by the Board of Directors as follows ⁽³⁾:

- 1) Mr. Tononi Massimo (Chairman)
 - In favour
 - Against
 - Abstain
- 2) Mr. Castagna Giuseppe (Chief Executive Officer)
 - In favour
 - Against
 - Abstain
- 3) Mr. Comoli Maurizio (Vice-Chairman)
 - In favour
 - Against
 - Abstain
- 4) Mrs. Mantelli Marina
 - In favour
 - Against
 - Abstain
- 5) Mrs. Tauro Luigia
 - In favour
 - Against
 - Abstain
- 6) Mr. Oliveti Alberto
 - In favour
 - Against
 - Abstain
- 7) Mrs. Torricelli Costanza
 - In favour
 - Against
 - Abstain
- 8) Mr. Rossetti Eugenio
 - In favour
 - Against
 - Abstain

³ The ranking of candidates in the individual voting pursuant to Article 147-ter.1, third paragraph, letter (a), No. 1 of the Italian Consolidated Financial Act shall be carried out on the basis of the number of votes cast in favour, with no independent relevance being attributed to votes against or abstentions, given that the individual voting is a preferential vote and the ranking is formed on the basis of the votes effectively cast.

- 9) Mrs. Zanotti Giovanna
 In favour
 Against
 Abstain
- 10) Mr. Mele Francesco
 In favour
 Against
 Abstain
- 11) Mrs. Stefini Silvia
 In favour
 Against
 Abstain
- 12) Mrs. Rossignoli Cecilia
 In favour
 Against
 Abstain
- 13) Mrs. Corghi Elisa
 In favour
 Against
 Abstain
- 14) Mrs. Naddeo Teresa Cristiana
 In favour
 Against
 Abstain
- 15) Mrs. Motta Milena
 In favour
 Against
 Abstain
- 16) Mr. Mion Giorgio
 In favour
 Against
 Abstain
- 17) Mr. Grassano Pietro
 In favour
 Against
 Abstain
- 18) Mrs. Soffientini Manuela
 In favour
 Against

- Abstain
- 19) Mr. Casamassima Savino
- In favour
- Against
- Abstain
- 20) Mr. Bragadin Marco
- In favour
- Against
- Abstain

Option c) **does not** grant the proxy with respect to the individual voting on single candidates pursuant to Article 147-ter.1, third paragraph, letter a), No. 1 of the Italian Consolidated Financial Act

B) OTHER RESOLUTIONS (not concerned by the solicitation) (*)

1. **Item No. 1 on the agenda of the Shareholders' Meeting – “Approval of the financial statements of Banco BPM S.p.A. as of 31 December 2025, 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”. Please select one of the following options**
 - Option a) grants the proxy: **in favour of the proposal of the Board of Directors**
 - Option b) grants the proxy: **against**
 - Option c) grants the proxy: **abstain**
 - Option d) **does not grant** the proxy
2. **Item No. 2 on the agenda of the Shareholders' Meeting – “Resolutions on the allocation and distribution of profits”. Please select one of the following options**
 - Option a) grants the proxy: **in favour of the proposal of the Board of Directors**
 - Option b) grants the proxy: **against**
 - Option c) grants the proxy: **abstain**
 - Option d) **does not grant** the proxy
3. **Item No. 3 on the agenda of the Shareholders' Meeting – “Report on the remuneration policy and compensation paid by the Banco BPM Group 2026 (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 remuneration paid in 2025 (section II) pursuant to the applicable regulations. Related and consequent resolutions”. Please select one of the following options**
 - Option a) grants the proxy: **in favour of the proposal of the Board of Directors**
 - Option b) grants the proxy: **against**
 - Option c) grants the proxy: **abstain**
 - Option d) **does not grant** the proxy
4. **Item No. 4 on the agenda of the Shareholders' Meeting – “Share-based compensation plan of Banco BPM S.p.A.: approval of the short-term incentive plan (2026). Related and consequent resolutions”. Please select one of the following options**
 - Option a) grants the proxy: **in favour of the proposal of the Board of Directors**
 - Option b) grants the proxy: **against**

- Option c) grants the proxy: **abstain**
- Option d) **does not grant** the proxy
5. **Item No. 5 on the agenda of the Shareholders' Meeting – "Request for authorisation to purchase and dispose of treasury shares to service Banco BPM S.p.A.'s share-based compensation plans. Related and consequent resolutions". Please select one of the following options**
- Option a) grants the proxy: **in favour of the proposal of the Board of Directors**
- Option b) grants the proxy: **against**
- Option c) grants the proxy: **abstain**
- Option d) **does not grant** the proxy
6. **Item No. 7 on the agenda of the Shareholders' Meeting – "Appointment of Statutory Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2026-2027-2028". Please select one of the following options**
- Option a) grants the proxy: **in favour of List No. 1 submitted by Delfinances S.A.S.**
- Option b) grants the proxy: **in favour of List No. 2 submitted by a group of investors**
- Option c) grants the proxy: **in favour of List No. 3 submitted by a group of shareholders**
- Option d) grants the proxy: **against (for all the lists)**
- Option e) grants the proxy: **abstain (for all the lists)**
- Option f) **does not grant** the proxy
7. **Item No. 8 on the agenda of the Shareholders' Meeting – "Determination of the remuneration of the members of the Board of Directors". Please select one of the following options**
- Option a) grants the proxy: **in favour of the proposal of the Board of Directors**
- Option b) grants the proxy: **against**
- Option c) grants the proxy: **abstain**
- Option d) **does not grant** the proxy
8. **Item No. 9 on the agenda of the Shareholders' Meeting – "Determination of the remuneration of the members of the Board of Statutory Auditors". Please select one of the following options**
- Option a) grants the proxy: **in favour of the proposal of the Board of Directors**
- Option b) grants the proxy: **against**
- Option c) grants the proxy: **abstain**
- Option d) **does not grant** the proxy

With respect to the resolutions indicated in the Section B) above, should circumstances arise that were **unknown** at the time the proxy was granted, ⁽⁴⁾, the undersigned, with reference to:

1. **Item No. 1 on the agenda of the Shareholders' Meeting – "Approval of the financial statements of Banco BPM S.p.A. as of 31 December 2025, 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". Please select one of the following options**
- Option a) confirms the instructions.
- Option b) revokes the instructions (*)
- Option c) amends the instructions: c) 1. in favour c) 2. against c) 3. abstain c) 4. does not grant the proxy

⁴ Should material circumstances arise, unknown at the time the proxy was granted, which cannot be communicated to the grantor, it is possible to choose among: (a) confirmation of the voting instruction already given; (b) revocation of the voting instruction already given; (c) amendment of the voting instruction already given. If no choice is made, the voting instructions granted shall be deemed confirmed.

2. **Item No. 2 on the agenda of the Shareholders' Meeting – "Resolutions on the allocation and distribution of profits". Please select one of the following options**
- Option a) confirms the instructions.
- Option b) revokes the instructions (*)
- Option c) amends the instructions: c) 1. in favour c) 2. against c) 3. abstain c) 4. does not grant the proxy
3. **Item No. 3 on the agenda of the Shareholders' Meeting – "Report on the remuneration policy and compensation paid by the Banco BPM Group 2026 (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 remuneration paid in 2025 (section II) pursuant to the applicable regulations. Related and consequent resolutions". Please select one of the following options**
- Option a) confirms the instructions.
- Option b) revokes the instructions (*)
- Option c) amends the instructions: c) 1. in favour of the proposal of the Board of Directors c) 2. against c) 3. abstain c) 4. does not grant the proxy
4. **Item No. 4 on the agenda of the Shareholders' Meeting – "Share-based compensation plan of Banco BPM S.p.A.: approval of the short-term incentive plan (2026). Related and consequent resolutions". Please select one of the following options**
- Option a) confirms the instructions.
- Option b) revokes the instructions (*)
- Option c) amends the instructions: c) 1. in favour of the proposal of the Board of Directors c) 2. against c) 3. abstain c) 4. does not grant the proxy
5. **Item No. 5 on the agenda of the Shareholders' Meeting – "Request for authorisation to purchase and dispose of treasury shares to service Banco BPM S.p.A.'s share-based compensation plans. Related and consequent resolutions". Please select one of the following options**
- Option a) confirms the instructions.
- Option b) revokes the instructions (*)
- Option c) amends the instructions: c) 1. in favour of the proposal of the Board of Directors c) 2. against c) 3. abstain c) 4. does not grant the proxy
6. **Item No. 7 on the agenda of the Shareholders' Meeting – "Appointment of the Statutory Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2026-2027-2028". Please select one of the following options**
- Option a) confirms the instructions.
- Option b) revokes the instructions (*)
- Option c) amends the instructions: c) 1. in favour of List No. 1 submitted by Delfinances S.A.S c) 2. in favour of List No. 2 submitted by a group of investors c) 3) in favour of List No. 3 submitted by a group of shareholders c) 4. against c) 5. abstain c) 6. does not grant the proxy
7. **Item No. 8 on the agenda of the Shareholders' Meeting – "Determination of the remuneration of the members of the Board of Directors". Please select one of the following options**
- Option a) confirms the instructions.
- Option b) revokes the instructions (*)
- Option c) amends the instructions: c) 1. in favour of the proposal of the Board of Directors c) 2. against c) 3. abstain c) 4. does not grant the proxy
8. **Item No. 9 on the agenda of the Shareholders' Meeting – "Determination of the remuneration of the members of the Board of Statutory Auditors". Please select one of the following options**
- Option a) confirms the instructions.

Option b) revokes the instructions (*)

Option c) amends the instructions: c) 1. in favour of the proposal of the Board of Directors c) 2. against c) 3.
 abstain c) 4. does not grant the proxy

(*) Pursuant to Article 138, paragraph 6, of the Issuers' Regulation, with respect to proposals of resolutions for which no voting instructions have been given, the shares shall in any event be counted for the purposes of the proper constitution of the Shareholders' Meeting; however, such shares shall not be counted for the purposes of calculating the majority and the portion of corporate capital required for the approval of the resolutions.

The undersigned _____ (name and surname of the signatory only if different from the holder of the shares) signs this proxy form as (please tick the relevant box)

- shareholder
- pledgee
- transferee under a repurchase agreement
- usufructuary
- custodian
- manager
- legal representative or attorney-in-fact with power to sub-delegate

Date _____

Signature _____