

**Banco BPM S.p.A. – Ordinary Shareholders’ Meeting April 16<sup>th</sup>, 2026**  
**Proxy form and Voting instructions to Computershare S.p.A. ex art. 135-undecies D.lgs. 58/1998**

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**INTRODUCTION**

**Banco BPM S.p.A.** (the Company) has appointed **Computershare S.p.A. (Computershare)**, through its employee or duly entrusted staff member, acting as **Appointed Representative** pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (Italian Consolidated Financial Act) to collect proxies for the Ordinary Shareholders’ Meeting convened on **April 16<sup>th</sup>, 2025, h. 9.00 a.m. , in single call**, in accordance with the terms and conditions stated in the Notice of Call of the Meeting published on the company’s website “[www.gruppo.bancobpm.it/en](http://www.gruppo.bancobpm.it/en)” (section “Corporate Governance – Shareholders meetings”).

The proxy and voting instructions, to be conferred within **April 14<sup>th</sup>, 2026**, may be revoked within the same date with the procedures used for the conferral.

**Conferral** of proxy and voting instructions by signing and submitting this form **is free of charge**, except where transmission or postal charges apply.

**Computershare**, acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

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

**Banco BPM S.p.A. – Ordinary Shareholders’ Meeting April 16<sup>th</sup>, 2026**  
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**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**

<b>The undersigned</b> <i>*(natural person)</i>			
birthplace*	birth date *	Tax code *	
resident in <i>(town)</i> *	at <i>(address)</i> *		
telephone. no.	e-mail		
<b>(2)</b> entitled to the voting right at the close of business of		<b>April 7<sup>th</sup>, 2026 (Record Date)</b>	as: <input type="checkbox"/> registered holder
<input type="checkbox"/> legal representative - <input type="checkbox"/> pledgee - <input type="checkbox"/> taker-in - <input type="checkbox"/> beneficial interest holder - <input type="checkbox"/> official receiver - <input type="checkbox"/> manager - <input type="checkbox"/> other <i>(specify)</i>			

<b>(3)</b> for no. *	shares <b>Banco BPM</b>		
<b>(4)</b> as resulting from communication no.*	made by <i>(Bank)</i> *		
registered in the account no.	at	ABI	CAB
<b>(5)</b> in the name of <i>(natural person or legal entity if different from the signing person)</i>			
birthplace *	birth date *	Tax code/LEI *	
resident in <i>(town)</i> *	at <i>(addresss)</i> *		

**DELEGATES**

**Computershare** to attend and vote at the above-mentioned meeting, with reference to the above shares, in accordance with the following instructions and

**DECLARES** that no matter of incompatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred **(6)**;
- the proxy will be validly accepted at the Meeting only on condition that the Company has received, before the start of the Meeting, a specific communication from the intermediary regarding the shares indicated in this proxy form.

DATE	ID Form <b>(7)</b> <i>(type)</i> *	Issued by *	no. *	SIGNATURE
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**Banco BPM S.p.A. – Ordinary Shareholders’ Meeting April 16<sup>th</sup>, 2026**  
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**VOTING INSTRUCTIONS**

*(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)*

The undersigned **(8)**

**DELEGATES** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow

<b>RESOLUTIONS TO BE VOTED (9)</b>	<b>VOTING INSTRUCTIONS</b> Section A: <b>F</b> (for), <b>C</b> (against), <b>A</b> (abstain) Section B/C: <b>Confirm</b> , <b>Cancel</b> , <b>Modify</b> <i>previous instructions</i>
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<b>0010</b>	<b>1) 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.</b>					
	<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
	<b>Sections B and C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Modify</b>
	<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F</b> <b>C</b> <b>A</b>
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F</b> <b>C</b> <b>A</b>
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F</b> <b>C</b> <b>A</b>
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F</b> <b>C</b> <b>A</b>

<b>0020</b>	<b>2) Resolutions on the allocation and distribution of profits.</b>					
	<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
	<b>Sections B and C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Modify</b>
	<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F</b> <b>C</b> <b>A</b>
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F</b> <b>C</b> <b>A</b>
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F</b> <b>C</b> <b>A</b>
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F</b> <b>C</b> <b>A</b>

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<b>0030</b>	<b>3.1) Approval of the remuneration policy (section I) pursuant to the applicable regulatory provisions. Related and consequent resolutions.</b>					
	<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
	<b>Sections B and C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Modify</b>
	<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>

<b>0040</b>	<b>3.2) Approval of the report on remuneration paid in 2025 (section II) pursuant to the applicable regulations. Related and consequent resolutions.</b>					
	<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
	<b>Sections B and C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Modify</b>
	<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>

<b>0050</b>	<b>4) Share-based compensation plan of Banco BPM S.p.A.: approval of the short-term incentive plan (2026). Related and consequent resolutions.</b>					
	<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
	<b>Sections B and C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Modify</b>
	<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>

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<b>0060</b>	<b>5) Share-based compensation plan of Banco BPM S.p.A.: approval of the short-term incentive plan (2026). Related and consequent resolutions.</b>					
	<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
	<b>Sections B and C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Modify</b>
	<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>

<b>0070</b>	<b>6) Appointment of the members of the Board of Directors for the financial years 2026-2027-2028, including the Chairman and Vice-Chairman.</b>					
	<b>Section A</b> – vote <b>F</b> For the list with the <b>N</b> umber to be fill in the side box or vote <b>C</b> ontrary/ <b>A</b> bstention to all lists <b>(11)</b>			<b>N...</b>	<b>C</b>	<b>A</b>
	<b>Sections B and C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Modify</b>
	<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
	<b>Section A bis</b> – Possible individual vote for directors to be elected from among the candidates on List No. 1 presented by the outgoing Board of Directors <b>(pursuant to the bylaws, any majority list may elect a number of directors between a minimum of nine and a maximum of twelve) (14)</b>					
<b>0080</b>	Vote for candidate No. 1 - <b>Tononi Massimo (Chairman)</b>			<b>F</b>	<b>C</b>	<b>A</b>
<b>0090</b>	Vote for candidate No. 2 - <b>Castagna Giuseppe (Chief Executive Officer)</b>			<b>F</b>	<b>C</b>	<b>A</b>
<b>0100</b>	Vote for candidate No. 3 - <b>Comoli Maurizio (Vice-Chairman)</b>			<b>F</b>	<b>C</b>	<b>A</b>
<b>0110</b>	Vote for candidate No. 4 - <b>Mantelli Marina</b>			<b>F</b>	<b>C</b>	<b>A</b>
<b>0120</b>	Vote for candidate No. 5 - <b>Tauro Luigia</b>			<b>F</b>	<b>C</b>	<b>A</b>
<b>0130</b>	Vote for candidate No. 6 - <b>Oliveti Alberto</b>			<b>F</b>	<b>C</b>	<b>A</b>

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<b>0140</b>	Vote for candidate No. 7 - <b>Torricelli Costanza</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0150</b>	Vote for candidate No. 8 - <b>Rossetti Eugenio</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0160</b>	Vote for candidate No. 9 - <b>Zanotti Giovanna</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0170</b>	Vote for candidate No. 10 - <b>Mele Francesco</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0180</b>	Vote for candidate No. 11 - <b>Stefini Silvia</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0190</b>	Vote for candidate No. 12 - <b>Rossignoli Cecilia</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0200</b>	Vote for candidate No. 13 - <b>Corgi Elisa</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0210</b>	Vote for candidate No. 14 - <b>Naddeo Teresa Cristiana</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0220</b>	Vote for candidate No. 15 - <b>Motta Milena</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0230</b>	Vote for candidate No. 16 - <b>Mion Giorgio</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0240</b>	Vote for candidate No. 17 - <b>Grassano Pietro</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0250</b>	Vote for candidate No. 18 - <b>Soffientini Manuela</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0260</b>	Vote for candidate No. 19 - <b>Casamassima Savino</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0270</b>	Vote for candidate No. 20 - <b>Bragadin Marco</b>	<b>F</b>	<b>C</b>	<b>A</b>

<b>0280</b>	<b>7) Appointment of Statutory Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2026-2027-2028.</b>					
<b>Section A</b> – vote <b>F</b> for the list with the <b>N</b> umber to be fill in the side box or vote <b>C</b> ontrary/ <b>A</b> bstention to all lists <b>(11)</b>			<b>N...</b>	<b>C</b>	<b>A</b>	
<b>Sections B and C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Modify</b>	
	<b>B</b> – vote for unknown circumstances	<b>Conf</b>	<b>Canc</b>	<b>F</b>	<b>C</b>	<b>A</b>
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>	<b>Conf</b>	<b>Canc</b>	<b>F</b>	<b>C</b>	<b>A</b>
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>	<b>Conf</b>	<b>Canc</b>	<b>F</b>	<b>C</b>	<b>A</b>
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>	<b>Conf</b>	<b>Canc</b>	<b>F</b>	<b>C</b>	<b>A</b>

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<b>0290</b>	<b>8) Determination of the remuneration of the members of the Board of Directors.</b>				
	<b>Section A</b> – vote for resolution proposed by the Board of Directors		F	C	A
	<b>Sections B and C (12)</b>	<b>Conf</b>	<b>Canc</b>	<b>Modify</b>	
	<b>B</b> – vote for unknown circumstances	Conf	Canc	F	C
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>	Conf	Canc	F	C
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>	Conf	Canc	F	C
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>	Conf	Canc	F	C

<b>0300</b>	<b>9) Determination of the remuneration of the members of the Board of Statutory Auditors.</b>				
	<b>Section A</b> – vote for resolution proposed by the Board of Directors		F	C	A
	<b>Sections B and C (12)</b>	<b>Conf</b>	<b>Canc</b>	<b>Modify</b>	
	<b>B</b> – vote for unknown circumstances	Conf	Canc	F	C
	<b>C1</b> – vote for amendment/integration proposed by the Chairman of the meeting <b>(13)</b>	Conf	Canc	F	C
	<b>C2</b> – vote for amendment/integration proposed by holder of majority/relevant interest <b>(13)</b>	Conf	Canc	F	C
	<b>C3</b> – vote for amendment/integration proposed by holder of minority interest <b>(13)</b>	Conf	Canc	F	C

<b>Possible derivative action against Directors</b>					
	Vote for proposed derivative action pursuant art. 2393, subsection 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

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 as per the following point) via the Appointed Representative together with the **Voting Instructions** reserved to him within **the term indicated in the Introduction**, using one of the alternative following methods:
  - 1) **Online**: completing the online form available on the Company’s website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;
  - 2) **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 (Ref: Banco BPM Shareholders’ Meeting 2026);
  - 3) **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 (Ref: Banco BPM Shareholders’ Meeting 2026);
  - 4) **Common Email address Holders**: as an attachment document (PDF format) (Ref: Banco BPM Shareholders’ Meeting 2026) 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 Turin, Italy.

**The use of different email address than those mentioned above or a delay respecting 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. Ensure that the number and type of shares for which the proxy is granted coincides with that certified by the intermediary in his communication to the company whose references are to be indicated in the following point (4)
4. Enter the reference of the communication made by the intermediary and its name as well as the securities account number, the ABI and CAB codes of the depository intermediary, or in any case its name, which can be found in the extract of the securities file.
5. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
6. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.
7. Provide details of a valid form of identification of the proxy signatory.
8. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
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).  
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.  
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is Section A2 to receive instructions when an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors has been presented and published pursuant to art. 126-bis of the Italian Consolidated Financial Act, 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.  
In case of approval of the proposal contained in Section A, the vote on the alternative proposal, as contained in section A2, could not take place.
11. Indicate the number of the list/proposal (obtained from the Company’s website) that you intend to vote for or vote against or abstain from all lists/proposals. In the case of only one list/proposal, the expressions of vote concern that single list/proposal. With reference to item 6) on the agenda, relating to the appointment of the members of the Board of Directors for the financial years 2026-2027-2028, including the Chairman and Vice-Chairman, please note that the List identified with no. 1 is the one presented by the Board of Directors, the List identified with no. 2 is the one presented by Delfinances S.A.S., while the List identified with no. 3 is the one presented by a group of other investors. With reference to item 7) of the agenda, relating to the appointment of Statutory Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2026-2027-2028, please note that the List identified with no. 1 is the one presented by Delfinances S.A.S., the List identified with no. 2 is the one presented by a group of other investors, while the List identified with no. 3 is the one submitted by a group of other shareholders.
12. If any resolutions not provided in the proposals published as required by law, the Appointed Representative won’t be able to vote without instructions. Therefore, should circumstances of importance which amend or integrate published resolutions occur, which were unknown at the time of issue of the proxy, which cannot be provided to delegating party and could modify the

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*voting instructions, one of the following options may be chosen in sections B and C: **Conf** (confirm), **Canc** (cancel) or **Mod** (modify) the voting instruction already expressed. If no choice is made, the voting instructions in Section A are confirmed.*

*Particularly, if a motion that take the place of the published one is put to a vote or if an alternative resolution to the previously that did not obtain the majority of for-votes required for its approval is proposed, the delegating party shall give voting instructions in Section C which replace or integrate those of Section A.*

13. *In the absence of a proposal presented by the board of directors, an integrative proposal presented to the meeting shall be approved. Therefore, the voting instructions are collected by the Appointed Representative in Section C as solely vote instruction on the proposals presented to the meeting by the proponents specified in that section. The various voting intentions expressed in relation to the proponents’ identity may be identical to each other, but such instructions are binding on the Appointed Representative who shall vote only if the proponent’s identity is as indicated in the relevant voting instructions.*
14. *Since the outgoing Board of Directors has submitted a list of candidates pursuant to and in accordance with the procedure set out in Article 147-ter.1 of the Italian Consolidated Financial Act, identified by No. 1, where such list obtains the highest number of votes the election of the directors drawn from this list shall be carried out by individual voting on the candidates according to the provisions set out under Article 147-ter.1, third paragraph, letter a), of the Italian Consolidated Financial Act.*

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**Regulatory References**

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**Italian Legislative Decree no. 58/98 (T.U.F)**

**Article 135-decies**

**(Conflict of interest of the representative and substitutes)**

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
  - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
  - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies**

**(Appointed representative of a listed company)**

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall have no interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

**Article 126-bis**

**(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)**

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135. (omissis par. 2, 3, 4 e 5).

**Article 147-ter.1**

**(List of the Board of Directors)**

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1. Without prejudice to the provisions of Article 147-ter, paragraphs 1-ter, 3 and 4, the Statute can rule that the leaving Board of Directors may submit a list of candidates for the election of the members of the Board. In this case:
  - a) the leaving Board of Directors resolves on the submission of the list with the vote in favor of two thirds of its number;
  - b) the list contains a number of candidates equal to the number of members to be elected plus one third.
2. The list referred to in paragraph 1 is lodged and made public according to the methods contemplated by Article 147-ter, paragraph 1-bis, not later than forty days prior to the date of the meeting called to resolve on the appointment of the members of the Board.
3. In the case the list referred to in paragraphs 1 and 2 is submitted:
  - a) if the list of the leaving Board of Directors is the one that has received the highest number of votes, the number of eligible directors as specified in letter b) is drawn from the same list, according to the progressive number of the list of the candidates, in the following manner:
    - 1) the meeting proceeds to an additional voting procedure for each individual candidate;
    - 2) the candidates are listed in decreasing order on the basis of the number of votes they have received;
    - 3) the candidates that receive the highest number of votes are considered elected in proportion to the posts to be assigned;
    - 4) in case of a tie, the procedure follows the progressive listing order of the candidates;
  - b) if the list of the leaving Board of Directors is the one that has received the highest number of votes at the meeting, the members of the new Board, whose competence lies with the minorities, are drawn from the other lists in the following manner:
    - 1) if the total number of votes received from the other lists, not to exceed two in order of votes received at the meeting, does not exceed 20 percent of the total number of votes cast, the aforementioned lists contribute to the distribution of the posts in the Board in proportion to the votes received by each of them at the meeting and in any case for a total of no less than 20 percent of the total number of the members of the same body. The remaining posts in the Board are attributed to the list that has received the highest number of votes and the related candidates are voted at the meeting in the manner referred to in letter a);
    - 2) if the total number of votes received at the meeting from the other lists, not to exceed two in order of votes received at the meeting, exceeds 20 percent of the total number of votes cast, the members of the new Board, whose competence lies with the minorities, are assigned in proportion to the votes received from the minority lists that have reached a percentage of votes of at least 3 percent. For the purposes of calculating the distribution of the eligible directors pursuant to the first clause, the votes of the lists that have received a percentage of votes of less than 3 percent are assigned in proportion to the votes received from the minority lists that have exceeded said threshold;
  - c) if the list of the leaving Board of Directors is the only one that has been submitted according to the procedure, the directors to be elected are drawn entirely from said list.
4. If the list of the leaving Board of Directors has contributed, in compliance with this article, to the distribution of the elected directors turning out to be the one that has received the highest number of votes at the meeting, the Statute rules that any internal committee of the Board to be elected for matters of internal control and risk management be nominated by the Board of Directors and chaired by an independent director chosen among the elected directors who had not been drawn from the list of the leaving Board of Directors.

**Italian Civil Code**  
**Art. 2393**  
**(Derivative action)**

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director’s term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-bis.

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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 (Italian Consolidated Financial Act), 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 processes 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 Italian Consolidated Financial Act.

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.

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 its 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/policy>.

Computershare S.p.A.