

This document is a courtesy translation into English of the Board of Directors' Report on the proposed amendments to the Bylaws. In case of any discrepancies between the English and the Italian version, the Italian version shall prevail.



**EXPLANATORY REPORT  
OF THE BOARD OF DIRECTORS OF BANCO BPM S.P.A.  
ON ITEM 6) ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING**

(Drawn up pursuant to Article 125-ter of Legislative Decree No. 58 of 24 February 1998, as amended, and pursuant to Article 73 of the Regulation adopted by Consob Resolution No. 11971 of 14 May 1999, as amended and supplemented)

**Ordinary Shareholders' meeting of 30 April 2025**

**Explanatory report of the Board of Directors of Banco BPM S.p.A. on item 6) on the agenda of the Ordinary Shareholders' Meeting convened for 30 April 2025, in a single call, on: "Request for authorisation to purchase and dispose of treasury shares to service Banco BPM S.p.A.'s share-based incentive plans. Related and consequent resolutions".**

Dear Shareholders,

with reference to item 6) on the agenda of the Shareholders' Meeting, also considering the resolutions proposed with regard to the previous items on the agenda of the same Shareholders' Meeting, we propose that you authorise the Board of Directors to purchase and dispose of treasury shares of Banco BPM S.p.A. (the "**Bank**" or "**Banco BPM**") for the reasons and under the conditions indicated below.

**A) Reasons for requesting authorisation to purchase and dispose of treasury shares.**

The Board of Directors submits to the Shareholders' Meeting a request for authorisation to carry out transactions to purchase treasury shares and to dispose of the same in compliance with the applicable laws and regulations in order to fulfil the obligations arising from share option programmes or other allocations of shares to employees or members of the management or control bodies of the Bank or any subsidiaries.

The remuneration policy adopted by the Bank provides that at least 50% of the short-term incentive paid to the Group's most relevant personnel and the entire long-term incentive should be paid through the allocation of ordinary shares of the Bank.

In particular, in any event, all purchase and disposal of shares transactions will be carried out in compliance with the law and applicable market abuse regulations (including pursuant to Article 5 of Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse ("MAR Regulation")) and ensuring equal treatment of shareholders.

**B) Maximum number, category and nominal value of the shares to which the authorisation proposal relates.**

The authorisation that the Board of Directors requests from the Shareholders' Meeting concerns the purchase and disposal of the Bank's ordinary shares, without no par value.

Without prejudice to the provisions of article 2357, paragraph 1, of the Italian Civil Code, the authorisation requested concerns the purchase of treasury shares, on one or more occasions, for a maximum number of Banco BPM ordinary shares corresponding to an amount not exceeding Euro 17 million, to serve the Banco BPM share-based incentive plans

submitted for approval by the Shareholders' Meeting of 30 April 2025 and the limited needs resulting from past incentive plans.

The authorisation requested includes the power to subsequently dispose of the treasury shares in portfolio (purchased pursuant to the above, or otherwise held by the Bank), on one or more occasions, even before the purchases have been exhausted, and, if necessary, to repurchase the shares themselves, in accordance with the limits and conditions set forth in the authorisation by the Shareholders' Meeting.

**C) Useful information for assessing compliance with Article 2357, paragraph 3, of the Italian Civil Code.**

As at the date of this report, the Bank's share capital is equal to Euro 7,100,000,000, divided into no. 1,515,182,126 ordinary shares. As indicated above, the authorisation requested concerns the purchase of treasury shares, on one or more occasions, for a maximum number of Banco BPM ordinary shares corresponding to an amount not exceeding Euro 17 million. In any case, the number of treasury shares that may be purchased shall not exceed one-fifth of the share capital of the Bank pursuant to article 2357, paragraph 3, of the Italian Civil Code, taking into account for this purpose also the Bank's shares already owned or that may be acquired by its subsidiaries (as of today, 20% of the Bank's share capital is equal to Euro 1,420,000,000, corresponding to no. 303,036,425).

As of the date of this Report, the Bank holds no. 11,267,616 treasury shares and there are no treasury shares held through subsidiaries, trusts or intermediaries.

**D) Duration for which authorisation is requested.**

The authorisation for the purchase, which may also be made in part and/or in instalments, is requested until the earlier of: (i) the end of the 18th (eighteenth) month from the date of the authorising resolution of the Shareholders' Meeting; and (ii) the date of the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2025.

**E) Minimum and maximum consideration and market valuations. Purchase of own shares.**

The purchase price of each of the treasury shares shall be, including accessory purchase charges, as a minimum, not 15% (fifteen per cent) lower and, as a maximum, not 15% (fifteen per cent) higher than the official price recorded by the Bank's shares on the Euronext Milan Market on the day before the purchase.

This range is proposed in compliance with the rules of the Italian Civil Code that require the minimum and maximum consideration to be defined. In any event, then, each purchase of shares made on regulated markets shall not take place at a price higher than the highest price between the price of the last independent transaction and the price of the highest current independent bid on the trading venues where the purchase is made pursuant to Article 3(2) of EU Delegated Regulation No. 2016/1052 of 8 March 2016 implementing the MAR Regulation.

### **Disposal of own shares.**

With regard to the disposal of the shares purchased, which shall in any case be carried out in compliance with the applicable laws and regulations, only the minimum price limit of the sale to third parties is defined, which shall in any case not be less than 95% (ninety-five per cent) of the average of the official prices recorded by the Banks' shares on the Euronext Milan market in the three days before the sale. This price limit may be waived in the event of the assignment of treasury shares for the purposes of the remuneration policy adopted by the Bank and, in any case, in the event of assignment of shares (or options on the same) to serve incentive plans based on financial instruments.

### **F) Ways through which the purchase and disposal of treasury shares will be carried out.**

Purchases of treasury shares shall be carried out in accordance with Article 132 of Legislative Decree No. 58/1998 ("TUF") and Article 144-bis of the Regulation adopted by Consob with Resolution No. 11971/99 ("Issuers' Regulations") and through modalities that are in any case permitted in compliance with the applicable laws and regulations. In particular, purchases shall be made through public tender offers for purchase or exchange, or on the market, in accordance with the operating procedures established by the market management company that do not allow the direct matching of trading proposals for purchase with predetermined trading proposals for sale, or through the additional procedures set forth in Article 144-bis of the Issuers' Regulation (excluding the provisions under limb (c), first paragraph, of the same), or in any case permitted in accordance with the applicable laws, considering the need to comply with the principle of equal treatment of shareholders.

Purchases may be made in one or more occasions.

The disposal of the abovementioned treasury shares may take place, on one or more occasions, even before having exhausted the purchases, for the purposes set forth in paragraph A) above, by way of sale on the stock exchange and, in any event, by any other

means permitted in compliance with the applicable laws and regulations (including EU regulations).

**G) Information on the instrumentality of the purchase for the reduction of share capital.**

Please note that the abovementioned purchase of treasury shares is not instrumental to a reduction in the Bank's share capital.

**H) Authorisations.**

The purchase of treasury shares authorised by the Shareholders in accordance with the foregoing may take place within the limits of the quantity identified on the basis of the maximum number of shares that may be allocated to the beneficiaries of the Share-Based Incentive Plans of Banco BPM S.p.A, as estimated in correspondence with the maximum result envisaged by the incentive plans currently submitted for approval by the Shareholders' Meeting (Short Term Incentive Plan 2025 and Long Term Incentive Plan 2025-2027) and the limited needs resulting from past incentive plans, and subject to authorisation by the European Central Bank, pursuant to the applicable provisions of Regulation (EU) No. 575/2013 and Delegated Regulation (EU) No. 241/2014.

In light of the above, we invite you to approve the following proposed resolution:

*"The Ordinary Shareholders' Meeting of Banco BPM S.p.A:*

- having acknowledged the Board of Directors' Explanatory Report and the applicable laws and regulations,*
- without prejudice to compliance with the applicable laws and regulations,*

**RESOLVES**

*1) to authorise, also pursuant and for the purposes of article 2357 of the Italian Civil Code, the purchase of Banco BPM S.p.A. ordinary shares for a maximum overall amount of Euro 17 million, for the purposes and at the terms and conditions set forth under limb 2) below;*

*2) to authorise the purchase and disposal of treasury shares for the purposes and within the limits indicated in the aforementioned Explanatory Report of the Board of Directors and in compliance with the applicable laws and regulations, at the following terms and conditions:*

- the purchase shall take place in one or more occasions, up to a maximum limit of Euro 17 million, and in any case to such an extent that - also taking into account the shares held by Banco BPM S.p.A.'s subsidiaries - the treasury shares do not exceed the limits provided by law;*

- the authorisation to purchase treasury shares is resolved as from the date of this Shareholders' Meeting and until the earlier of: (i) the end of the 18th (eighteenth) month from the date of the authorising resolution of the Shareholders' Meeting; and (ii) the date of the Shareholders' Meeting that will be called to approve the financial statements for the year ending on 31 December 2025;
  - the authorisation includes the power to subsequently dispose of the treasury shares in portfolio, on one or more occasions, even before the purchases have been exhausted, in accordance with the limits and conditions set out in this authorisation;
  - purchases of treasury shares shall be carried out in accordance with Article 132 of the TUF and Article 144-bis of the Issuers' Regulations: (i) by means of a public tender offer for purchase or exchange, (ii) on the market, in accordance with the operating procedures established by the market management company, (iii) by means of the additional procedures set forth in Article 144-bis of the Issuers' Regulations (excluding the provisions under limb c), first paragraph of the same), or in any case permitted in accordance with the regulations in force from time to time; in any case in compliance with all applicable regulations, including Community regulations, and taking into account the need to c) of the first paragraph of said article), or in any case permitted in accordance with the with the applicable laws; in any case in compliance with all applicable regulations, including EU regulations, and taking into account the need to ensure equal treatment among shareholders;
  - the purchase price of each of the treasury shares shall be, including accessory purchase charges, as a minimum, not 15% (fifteen per cent) lower and, as a maximum, not 15% (fifteen per cent) higher than the official price recorded by the Bank's shares on the Euronext Milan market on the day before the purchase;
  - the price for the sale to third parties shall not be less than 95% (ninety-five per cent) of the average of the official prices recorded on the Euronext Milan market in the three days before the sale. This price limit may be waived in the event of the assignment of treasury shares for the purposes of the remuneration policy adopted by Banco BPM S.p.A. and, in any case, in the event of assignment and/or sale of shares (or options on the same) to serve incentive plans based on financial instruments;
  - the authorisation to dispose of treasury shares, even before the purchases, is intended with no time limitations;
- 3) to grant to the Board of Directors and, on its behalf, to the Chairman and to the Chief Executive Officer, severally and with the right to sub-delegate, the power to execute this resolution granting them the related powers, including the broadest powers necessary or



*appropriate to purchase treasury shares and to dispose of them, subject to the issuance of the authorisations required by law, disposition and/or use of all or part of the treasury shares held and in any case to implement the above resolutions, as well as to make any formal and non-substantial variations or additions to the shareholders' resolution that may be necessary and/or appropriate in relation to any requests or recommendations of the Supervisory Authorities or the market management company."*

Milano, March 27, 2025

The Board of Directors