BANCO BPM SHARE-BASED COMPENSATION PLAN

LONG-TERM INCENTIVE PLAN 2022-2023-2024

DISCLOSURE DOCUMENT

Prepared pursuant to article 114-bis of the Consolidated Finance Law (CFL) (Legislative Decree no. 58/1998 as amended) and article 84-bis of the Issuers' Regulation (Consob resolution no. 11971/1999 as amended).

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.

DEFINITIONS

The meaning of certain terms used in this disclosure document ("**Document**") is provided below:

Banco BPM or Bank or Parent Company – *Banco BPM S.p.A., the parent company of the Banco BPM Banking Group;*

Subsidiaries – *the companies in the Banco BPM Banking Group directly or indirectly controlled by the Parent Company;*

Group – *the Banco BPM Banking Group**;***

Policy-on-remuneration report and payouts awarded of Banco BPM Banking Group's staff – the report prepared pursuant to Supervisory Provisions, of article 123-ter of the Consolidated Finance Law (CFL) and of article 84-quater of the Issuers' Regulation;

Policy - *the Remuneration policy, included in Section I of the Policy-on-remuneration report and payouts awarded of Banco BPM Banking Group's staff;*

Supervisory Provisions - the Supervisory Provisions contained in the Bank of Italy Circular no. 285/2013, 37th revision, First Part, Title IV, Chapter 2 "Remuneration and incentive policies and practices";

Consolidated Finance Law (CFL) – *Legislative Decree no. 58 of 24 February 1998 as amended and supplemented;*

Issuers' Regulation - *Consob Resolution no. 11971 of 14 May 1999 as amended and supplemented;*

Identified staff / Risk takers – *individuals whose professional activity has, or can have, a significant impact on the Group's risk profile;*

Senior identified staff - members with an executive profile of the Management Body and senior management members of the Parent Company, Banca Akros and Banca Aletti, and managers of the main business lines of the Parent Company;

Accrual period – *the period relating to financial years 2022-2024;*

Award – *means the granting of variable remuneration for a specific accrual period, regardless of the actual point in time when the awarded amount is paid;*

Vesting – *the effect by which the member of staff becomes the legal owner of the awarded variable remuneration, regardless of the instrument used for payment or the fact that the payment is subject to further retention periods or to return mechanisms;*

Share allocation – the bank's commitment to an individual to award shares subject to the fulfilment of the specific conditions envisaged in the Long-Term Incentive plan (LTI);

LTI awarded – the total shares awarded to the individual beneficiary after the entry gates, the conditions and the objectives envisaged in the Long-Term Incentive plan (LTI) have been achieved, regardless of the actual time that the separate portions become vested;

Up-front portion – *the portion vesting in the period immediately following the accrual period;*

Deferred portions – *the portions vesting in the deferral period, subject to the malus conditions;*

Retention – *the retention period for the shares (selling restriction) pursuant to current laws and regulations;*
Malus – ex-post risk correction mechanisms, which are effective during the vesting period and which can lead to the reduction or elimination of the deferred portions.

INTRODUCTION

In accordance with the requirements of article 114-bis of the Consolidated Finance Law (CFL) and the provisions of article 84-bis of the Issuers' Regulation concerning information on share-based compensation plans that must be disclosed to the market, this Document has been prepared by the Board of Directors of Banco BPM to illustrate the three-year compensation plan (2022-2024 LTI plan), under which a part of the variable component of the remuneration of the Banco BPM Banking Group's top management is paid in the form of a free allocation of ordinary shares of Banco BPM, proposed as part of the Policy adopted by the Group with relation to the 2022-2024 Long-Term Incentive (LTI) plan.

The 2022-2024 LTI Plan of the Banco BPM Banking Group was introduced, as a supplement to the incentive plans in effect, to support the 2021-2024 Strategic Plan approved by the Board of Directors on 4 November 2021. Its purpose is to pursue results that create long-term value for shareholders, taking into account the interests of other stakeholders that are important to the Bank.

This Document – prepared in accordance with the requirements of Schedule 7 of Annex 3A of the Issuers' Regulation – is submitted for approval to the Ordinary and Extraordinary Shareholders' Meeting held on 7 April 2022 with regard to the disclosure to the public of the criteria and conditions established for the LTI Plan.

This Document illustrates the criteria which the Board of Directors and its proxies must observe in the subsequent implementation phase of the LTI Plan.

Given its beneficiaries, the Plan is classified as "significant" pursuant to article 84-bis of the Issuers' Regulation.
This Document is available to the public at the registered office of Banco BPM, Piazza F. Meda no. 4 Milan, Italy and at Borsa Italiana S.p.A., and is also published on the website of the authorised storage platform www.emarketstorage.com and on the Banco BPM website https://gruppo.bancobpm.it (Corporate Governance section – Remuneration Policies).

Reference should be made to the 2022 Policy for any matters not included herein.

1. Beneficiaries

The 2022-2024 LTI Plan has around 60 beneficiaries (on the date of publication of this Document) included in the scope of the Group's identified staff.

1.1 Names of beneficiaries who are members of the Board of Directors or Management Board of the share issuer, the companies controlling the issuer and the companies directly or indirectly controlled by such.

On the date of publication of this Document, the Plan had around 60 beneficiaries. These include the individuals indicated below whose names must be disclosed pursuant to art. 84-*bis*, paragraph 3 of the Issuers' Regulation and relative Annex 3A, Schedule 7:

1) Giuseppe Castagna - CEO of Banco BPM,
2) Alessandro Varaldo - CEO of Banca Aletti S.p.A.

The names of potential beneficiaries of the LTI Plan are not provided if the same receive variable remuneration in their capacity as Group employees, even though they hold positions in corporate bodies of Subsidiaries; for these individuals, please refer to the following information.

1.2 The categories of employees and non-employed staff of the share issuer, its controlling companies or its controlled companies.

In addition to the individuals listed in point 1.1. above, the 2022-2024 LTI Plan is reserved to a limited number of positions included in the scope of the Group's identified staff, selected on the basis of the level of the position and its impact on the business.

1.3 Names of beneficiaries of the Plan who are members of the following groups:

a) General Managers of the share issuer;

b) other executives with strategic responsibilities of the share issuer which is not a "smaller company" pursuant to article 3, paragraph 1f) of Regulation no. 17221 of 12 March 2010, if they have received total compensation during the year (obtained as the sum of monetary compensation and share-based compensation) that exceeds the highest total compensation received by the members of the board of directors or the management board and the general managers of the share issuer;

c) individuals controlling the share issuer who are employees or members of the non-employed staff of the share issuer.

a) The Joint General Managers, Domenico De Angelis and Salvatore Poloni, of Banco BPM [1].
b) The provision is not applicable.
c) The provision is not applicable.

1.4 Description and number by category of:

a) executives with strategic responsibilities other than those stated in paragraph 1.3b);
b) in the case of "smaller companies", pursuant to article 3, paragraph 1f), of Regulation no. 17221 of 12 March 2010, the total number of executives with strategic responsibilities of the share issuer;
c) any categories of employees or non-employed staff for which the Plan envisages separate features (for example executives, middle managers, employees, etc.).

a) In addition to the references listed in points 1.1 and 1.3 above, the 2022-2024 LTI Plan is also reserved to 2 executives with strategic responsibilities of Banco BPM.
b) The provision is not applicable.
c) There are no other categories of employees or non-employed staff for which the 2022-2024 LTI Plan envisages separate features.

2. Rationale behind the Plan

The 2022-2024 LTI Plan of the Banco BPM Banking Group was introduced, as a supplement to the incentive plans in effect, to support the 2021-2024 Strategic Plan approved by the Board of Directors on 4 November 2021. Its purpose is to pursue results that create long-term value for shareholders, taking into account the interests of other stakeholders that are important to the bank. It is also aimed at rewarding staff with an incentive to be awarded only in the form of ordinary shares of Banco BPM, in keeping with the procedures described below and provided that pre-defined entry gates, terms and conditions and specific performance targets are satisfied.

With regard to the 2022-2024 LTI Plan, the share assignment structure - in accordance with the Supervisory Provisions - envisages up-front and deferred portions, over a long-term period (four or five years); a retention period (selling restriction) of one year is envisaged.

The 2022-2024 LTI Plan accordingly aligns incentives with the Group's long-term interests, therefore bringing management and shareholder interests together.

[1] Where appointed, also the General Manager of Banco BPM also participates.

At this point it should be noted that no support for the 2022-2024 LTI Plan is envisaged to come from the Special fund to encourage employee participation in businesses, pursuant to article 4, paragraph 112 of Law no. 350 of 24 December 2003.

3. Approval procedure and timing of the share allocation

3.1 Scope of the powers and duties delegated by the Shareholders' Meeting to the Board of Directors for implementing the Plan.

In drawing up its proposal for approval of the 2022-2024 LTI Plan to be submitted to the ordinary and extraordinary Shareholders' Meeting called for 7 April 2022 (in single session), the Bank's Board of Directors has, inter alia, provided that the Chairman of the Board and the CEO, separately, and with the power to sub-delegate, should be awarded all the necessary powers for implementing the Plan, in accordance with the provisions of the Policy.

In this respect, pursuant to the by-laws, the Ordinary and Extraordinary Shareholders' Meeting shall, inter alia, approve *(i)* the remuneration and incentive policies for Board Directors, Statutory Auditors and staff; *(ii)* share-based compensation plans.

3.2 Indication of the persons designated to administer the plan and their duties and responsibilities.

In the Parent Company, the Human Resources function is responsible for administering the 2022-2024 LTI Plan, providing technical assistance to the corporate bodies and preparing support materials preparatory to the establishment of the remuneration policy and the actual implementation of the 2022-2024 Long Term Incentive (LTI) Plan, with the collaboration of the Risk, Compliance, Finance, Planning and Control, Administration and Accounts, Company Affairs Secretariat and Operations, Real Estate and Purchasing functions, each within the scope of their responsibilities.

3.3 Any existing procedures for revising the Plan including with respect to changes in the basic objectives.

In the event of changes in the long-term objectives or of regulatory changes that impact the Group or extraordinary corporate events, the Board of Directors of the Parent Company has the power to approve any changes and/or additions to the rules of the plan that are deemed necessary and/or appropriate to render it consistent with the changed context.

In the event of extraordinary capital operations which envisage the exercise of an option right, the Board of Directors of the Parent Company has the power to assess any consequent adjustments to any share portions that have vested but are not yet available to the beneficiaries.[2]

Finally, if company control should change, early pro quota liquidation in cash on an annual basis shall be carried out for the beneficiaries in service[3], in compliance with the upper limit of the total variable remuneration with regard to the fixed remuneration and with the deferment methods established by the LTI Plan.

Should a significant change in the ownership structure take place, the Board of Directors will consider adopting a similar solution.

The Shareholders' Meeting will be suitably informed should the above events take place.

3.4 Description of the means of establishing the availability and the assignment of shares on which the Plan is based.

Subject to the authorisation of the ordinary Shareholders' Meeting of Banco BPM held on 7 April 2022, and in accordance with the applicable legislation and, specifically, the conditions envisaged by art. 5 of Regulation (EU) no. 596/2014 of 16 April 2014 relating to market abuse ("MAR Regulation") (see non applicability of prohibitions relating to market abuse), the Bank's Board of Directors may proceed with the purchase of own shares under a "Own share purchase programme" in order to fulfil its obligations resulting from share option programmes or other allocations of shares to employees or to members of the Management bodies or the Control bodies of the issuer or of an Associated company.

The number of shares to be allocated to each beneficiary will be determined ex ante, based on the arithmetic average of the official prices recorded in the thirty calendar days prior to the date of the Shareholders' Meeting's resolution to approve the share-based compensation plan (Ordinary Shareholders' Meeting of 7 April 2022).

The purchase must not exceed the quantity identified on the basis of the maximum number of shares that may be allocated to the beneficiaries of the Plan and in compliance with the authorisation of the European Central Bank.

3.5 Role performed by each director in determining the features of the plans; any conflicts of interest of the directors concerned.

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[2] One such example is capital increase.

[3] The shares will be valued at the most recent official price prior to the delisting or issue of new shares or, if the share is not extinguished, the most recent official price prior to notification of the corporate transaction to the market.

After acknowledging the opinion of the Remuneration Committee, the Board of Directors has determined the features of the Plan, to be submitted to the Ordinary Shareholders' Meeting.
Considering that the 2022-2024 LTI Plan's beneficiaries also include the CEO of Banco BPM, the decisions of the Board of Directors have been taken in accordance with current legislative, regulatory and company provisions on conflicts of interest.

3.6 For the purposes of the requirements of article 84-bis, paragraph 1, the date of the decision taken by the body responsible for proposing the approval of the plans to the shareholders' meeting and the date of any proposal made by the Remuneration Committee.

On 1 March 2022, the Board of Directors resolved to approve Plan, to be submitted to the Ordinary and Extraordinary Shareholders' Meeting called for 7 April 2022 (in single session), after acknowledging the Remuneration Committee's opinion of 28 February 2022.

3.7 For the purposes of the requirements of article 84-bis, paragraph 5a), the date of the decision taken by the appropriate corporate body on the share assignment and any proposal drawn up by the Remuneration Committee, if applicable, that has been made to such body.

On 23 February and 29 April 2021, the competent bodies decided the assignments regarding the 2021-2023 LTI plan. On 1 March, the Board of Directors decided to apply the provisions pursuant to paragraph 3.3 above to the 2021-2023 LTI plan as well.
The maximum number of shares estimated to support all the existing Plans amounts to approximately 13 million, which considers (i) the annual incentive for the years 2016, 2017, 2018, 2019, 2020 and 2021 and the long-term 2017-2019 incentive, also including the deferred portions to vest between 2023 and 2028, provided that the conditions envisaged for the vesting and delivery of the shares have been met; (ii) the 2021-2023 Long Term Incentive (LTI) Plan, whose incentive will be awarded in 2024, provided that the foreseen conditions and the performance objectives have been met, and which will be disbursed in deferred portions to accrue until 2030, provided that the conditions envisaged for the vesting and delivery of the shares have been met;(iii) to the extent that can be estimated in relation to the 2022 STI Plan and the 2022-2024 LTI Plan.

3.8 The market price on the above-mentioned dates of the shares on which the plans are based, if traded on regulated markets.

The official market prices of Banco BPM ordinary shares on the dates referred to in paragraphs 3.6 and 3.7 of this Document were 2.1440 euro (Board of Directors meeting of 23 February 2021), 2.3840 euro (Board of Directors' meeting of 29 April 2021), 3.0810 euro (Remuneration Committee meeting of 28 February 2022), and 2.8740 euro (Board of Directors' meeting of 1 March 2022).

3.9 In the case of plans based on shares traded on regulated markets, as part of the steps taken to identify the timing with which the shares will be assigned in implementation of the plans, in what terms and by what means the issuer has taken account of a possible time clash between:

i) said assignment and any decisions taken by the Remuneration Committee in this respect, and

ii) the publication of inside information as may be applicable pursuant to article 114, paragraph 1 of the Consolidated Finance Law; for example, in the cases such information is:

a. not already published and may positively influence market prices,

or

b. already published and may negatively influence market prices.

When adopting and implementing the Plans, disclosures are made to the market as required by the legislative and regulatory provisions in force at the time.

Even though the resolutions adopted on share-based compensation plans have been examined in advance by the Remuneration Committee so that it may issue its opinion to the Board of Directors, disclosures to the market, where due, are made at the same time as the latter adopts its resolution.

4. Characteristics of the shares assigned under the Plans

4.1 Description of the ways in which the share-based award plans are structured.

The incentive awarded under the 2022-2024 LTI Plan is assigned through the free allocation of ordinary Banco BPM shares (“performance shares”), which are subject to deferral and retention (selling restriction) clauses.

Without prejudice to the Supervisory Provisions regarding the threshold of significance, the incentive is divided into an up-front portion equal to 40% and deferred portions consisting of:

- five annual portions of the same amount deferred in the five-year period following the year in which the up-front portion vests for the senior identified staff, regardless of the amount of the incentive awarded, and for the managers of the main business lines of Banca Aletti and Banca Akros reporting directly to the Chief Executive Officer and the senior management of Banca Akros and Banca Aletti, in the event that the amount of the variable remuneration is equal to or greater than 435,000 euro;
- four annual portions of the same amount, deferred over the four-year period subsequent to the up-front portion, for the remaining beneficiaries of the plan.

For vested shares, a retention period (selling restriction) of one year is envisaged for both the up-front shares and the deferred shares; for the latter, the retention period starts from the moment in which the deferred remuneration is vested. The effective transfer of ownership to the beneficiary occurs at the end of the retention period.

4.2 Indication of the effective implementation of the Plan with respect to any different cycles envisaged.

The LTI Plan's implementation period runs from the date of approval of the shareholders' meeting (2022) to the effective availability of the last share-based deferred portion (2030 or 2031 in the case of five-year deferral periods).

4.3 Termination of the Plan.

The Three-year Plan ends in 2031.

4.4 Maximum number of shares, including in the form of options, awarded in each fiscal year for persons identified by name or for the stated categories.

At this time an expected burden of 5.5 million euro is expected.

The assignment is distributed across the vesting years as illustrated in point 4.1 above.

At present, the maximum number of ordinary Banco BPM shares that will be allocated under the LTI Plan cannot be indicated, as the exact quantity is calculated on the basis of the arithmetic average of the official prices recorded in the thirty calendar days prior to the date of the Shareholders' Meeting's resolution to approve the Share-based Compensation Plan (Ordinary Shareholders' Meeting of 7 April 2022); at the time of the award of the incentive, said number will be dependent on the conditions envisaged for the 2022-2024 LTI Plan, as well as to what extent the performance objectives have been achieved.

4.5 Procedures and clauses for the implementation of the Plan, specifying whether the effective assignment of the shares depends on the fulfilment of conditions or the achievement of specific results, including performance; description of said conditions and results.

Verification of the following entry gates at consolidated level is planned on 31 December 2024: fully loaded Common Equity Tier 1 (CET1) ratio, Maximum Distributable Amount (MDA) buffer and regulatory Net Stable Funding Ratio (NSFR) greater than the respective Risk Trigger threshold defined within the Risk Appetite Framework (RAF) as at 2024; 2024 UOC[4] greater than zero.

Failure to fulfil even just one of the conditions means that the Plan cannot be activated and therefore the entire incentive of the 2022-2024 LTI plan will not be awarded.

For each year in the period of 2022-2024, if the CET1 gate of the short-term incentive plan is lower than the relative threshold, a reduction of 10% of the shares is envisaged.

[4] Determined as specified with reference to the 2024 *short term incentive* plan.

To determine the number of shares to award at the end of the *accrual* period, verification of the level of achievement of the *performance* objectives set forth below, selected amongst the main objectives of the Group Strategic Plan, is planned on 31 December 2024; the result of each objective is measured with linear interpolation inside a range having a minimum (floor) level of achievement, beneath which no share is awarded, and a maximum (cap) level, above which the number of shares to be awarded does not increase any further:

- ROTE[5] at 2024, weight 35%, floor 7% and cap 9%,
- Gross NPE ratio[5] at 2024, weight 35%, floor 6.3% and cap 4.8%,
- Total Shareholder Return (TSR)[6], weight 15%, floor 18%[7] and cap 48%,
- ESG, weight 15%[8]
    - *Rating Standard Ethics*[9], floor EE+ and cap EEE-,
    - Percentage of women in managerial positions as at 31/12/2024, floor 28% and cap 30%,
    - Social initiatives (hours)[10], floor 10,000 and cap 12,000.

The number of shares that may be awarded for each objective is equal to: (i) 100% if the objective is achieved at least at the maximum level, (ii) 50% if achieved at the minimum level, (iii) zero, if achieved below the minimum level and (iv) at a value calculated by linear interpolation between the floor and the cap.

The shares awarded at the end of the accrual period are attributed over the course of the vesting period in portions subject to one year of retention (selling restriction) from the vesting of each portion.

The maximum duration of the plan is therefore 10 years, also including the year of retention of the last deferred portion.

If during the course of the year, any misconduct is ascertained, the Parent Company Board of Directors, for individuals directly appointed by the same, or the Chief Executive Officer of the Parent Company (or their proxy) for remaining individuals, decides what action to take as regards the incentive (which may entail its reduction or cancellation).

Misconduct is defined as follows:

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[5] Calculated according to the RAF methodology.

[6] The TSR of Banco BPM is compared in absolute terms with the *floor* and *cap* levels of achievement. To calculate TSR, the average price of shares is considered respectively in the December 2021-January 2022 period and in the December 2024-January 2025 period.

[7] If the result is below the threshold, the *floor* level will be awarded if the TSR of Banco BPM is higher than the average of the TSR of the *peer group* made up of: Intesa Sanpaolo, Unicredit, Banca Popolare dell'Emilia Romagna, Credito Emiliano, Banca Popolare di Sondrio, Monte dei Paschi di Siena.

[8] Each ESG objective is equally weighted.

[9] At present the group has a rating of EE.

[10] Hours dedicated in the period of the Strategic Plan to develop the financial awareness of customers, with specific reference to the female world; to meetings with customers to create a culture of sustainable finance and to company volunteering in support of Non profit Associations.

- order for suspension from office and from payment of remuneration starting from a date. This entails exclusion from receiving the cited variable components of remuneration;
- conduct which does not comply with provisions of the law, regulations or the by-laws, or with codes of ethics or conduct applicable to the bank, which has led to a significant loss for a Group company or for customers;
- infringements[11] of the obligations imposed pursuant to article 26 or, when the individual is an affected party, pursuant to article 53 of the Consolidated Banking Law;
- infringements of the obligation not to use personal hedging strategies or insurance on remuneration or on other aspects to undermine the risk alignment effects embedded in the remuneration mechanisms;
- fraudulent or grossly negligent conduct causing damage to a Group company;
- conduct that has led or contributed to significant damage to customers or a significant infringement of the rules contained in title VI of the Consolidated Banking Law, of the relative implementing provisions or of codes of ethics or of conduct to protect customers applicable to the intermediary.

In the event of misconduct as described above, the Parent Company Board of Directors, for individuals directly appointed by the same, or the Chief Executive Officer of the Parent Company (or their proxy), for remaining individuals, also reserve the right to activate mechanisms for the return of previously vested amounts or portions thereof from the time of their vesting for the following five years.

4.6 Indication of any restrictions on the availability of the shares with specific reference to the time periods within which the subsequent transfer to the company or third parties is permitted or prohibited.

The shares are bound to a retention period (selling restriction) of one year, both for up-front and deferred shares, which starts from their vesting.

Any rights and/or dividends only vest at the end of the retention period, i.e. with reference to the period following the transfer to the beneficiary's securities *portfolio*.

In the event of extraordinary capital operations which envisage the exercise of an option right, the Parent Company Board of Directors may assess any consequent adjustments to any share portions that have vested but are not yet available to the beneficiaries.[12]

4.7 Description of any termination clauses concerning the attribution of the Plan in the case in which the beneficiaries carry out hedging transactions that enable any prohibitions on the sale of the

[11] For example in cases of infringements of professionalism, integrity and independence requirements.
[12] One such example is capital increase.

assigned shares, including in the form of options, or on the sale of the shares resulting from exercising such options, to be circumvented.

The Plan does not contain any termination clauses of the above nature.

Group Staff may not use personal hedging strategies or insurance on remuneration or on other aspects that may alter or undermine the risk alignment effects embedded in their remuneration mechanisms.

4.8 Description of the effects caused by the termination of the employment relationship.

In the event of the termination of employment, both the up-front portion and the deferred portion are paid on a pro-rata basis in the case of retirement, access to the solidarity fund, death, specific provisions contained in individual contracts or in individual agreements to terminate employment, without prejudice to cases in which all rights are lost.[13]

The loss of all rights is envisaged if the employment relationship is terminated due to resignation, dismissal for just cause or justified subjective grounds. What is specified in paragraph 3.3 applies.

4.9 Indication of any causes for cancellation of the Plan.

Only the cases illustrated in paragraph 4.5 above are applicable.

4.10 Reasons for the possibility of "redemption" by Banco BPM of the shares covered by the Plan, laid down in accordance with articles 2357 et seq. of the Italian Civil Code; indication of the beneficiaries of the redemption stating whether the same is only applicable to specific employee categories; the effects of the termination of the employment relationship on said redemption.

The LTI Plan does not provide for redemption by Banco BPM or any other Group company of the shares covered by the Plan.

4.11 Any loans or other benefits granted for the buy-back of the shares pursuant to article 2358 of the Italian civil code.

The provision is not applicable.

4.12 Indication of the estimated cost to the company at the date of the relative award, as may be calculated from the terms and conditions already established, stated by total amount and in relation to each of the Plan's financial instruments.

13 Pro-*rata* on an annual basis based on the date of termination during the performance period, it being understood that for terminations in 2022 and 2023 only the pro-rata on annual basis of the 2021-2023 LTI plan will be awarded. Payment is made applying the same procedures envisaged for staff in service that are beneficiaries of the LTI plan.

A maximum requirement of around 16 million euro has been estimated, even though it is not possible, at present, to quantify the exact liability envisaged, as its calculation depends on the fulfilment of the conditions of the 2022-2024 LTI plan and the performance levels achieved.
The liability will be distributed across the accrual period and vesting period of the LTI Plan, i.e. in the period of 2022-2029.

4.13 Indication of any dilutive effects on capital caused by the attribution of the shares.
Given the means by which it is implemented, the adoption of the LTI Plan will not have any dilutive effects on the Group's capital resulting from share capital increases.

4.14 Any envisaged restrictions on voting rights and on the assignment of dividend rights.
With the exception of the retention period, there are no restrictions envisaged for the exercise of on voting rights or on the assignment of dividend rights.

4.15 If the shares are not traded on regulated markets, the information required to make a complete assessment of their value.
The LTI Plan envisages the sole use of shares traded on regulated markets.

Reference should be made to the 2022 Policy for any matters not included herein.

1 March 2021 *The Board of Directors*

The "Share-based compensation plans" Table is provided below

Share-based compensation plans
Table 1 of Schedule 7 of Annex 3A of Regulation no.11971/1999
Section 2 – Newly-assigned shares

Name and surname or category	Office held (to be indicated only for named individuals)	FRAME 1 Financial instruments other than stock options						
		Section 2 Newly-allocated shares based on the resolution: of the Board of Directors of 1/03/2022 proposed to the shareholders' meeting						
		Date of the resolution of the shareholders' meeting	Type of financial instrument	Number of financial instruments	Date of assignment	Purchase price of instruments, if relevant	Market price on assignment	Vesting period
Giuseppe Castagna	CEO of Banco BPM	07/04/2022	Banco BPM Ordinary Shares	ND	07/04/2022	ND	ND	2022 - 2030
Alessandro Varaldo	CEO of Banca Aletti	07/04/2022	Banco BPM Ordinary Shares	ND	07/04/2022	ND	ND	2022 - 2030
Domenico De Angelis	Joint General Manager of Banco BPM	07/04/2022	Banco BPM Ordinary Shares	ND	07/04/2022	ND	ND	2022 - 2030
Salvatore Poloni	Joint General Manager of Banco BPM	07/04/2022	Banco BPM Ordinary Shares	ND	07/04/2022	ND	ND	2022 - 2030
n. 2 Executives with strategic responsibilities		07/04/2022	Banco BPM Ordinary Shares	ND	07/04/2022	ND	ND	2022 - 2030
n. 4 Other Plan beneficiaries		07/04/2022	Banco BPM Ordinary Shares	ND	07/04/2022	ND	ND	2022 - 2030
n. 50 Other Plan beneficiaries		07/04/2022	Banco BPM Ordinary Shares	ND	07/04/2022	ND	ND	2022 - 2029