



## SUMMARY VOTING STATEMENT

(prepared pursuant to art. 125-*quater*, paragraph 2, of Legislative Decree of 24 February 1998, No. 58)

**Ordinary and Extraordinary Shareholders' Meeting of 7 April 2022**



## Summary Voting Statement

Pursuant to Article 125-*quater*, paragraph 2, of Legislative Decree No. 58 of 24 February 1998 ("Consolidated Law on Finance"), the following is a summary statement of the votes cast during the Ordinary and Extraordinary Shareholders' Meeting of Banco BPM S.p.A., held on 7 April 2022, at Banco BPM, in Novara, via Negroni 12, with the following agenda:

### Ordinary meeting

1) Approval of the financial statements as at 31 December 2021 of Banco BPM S.p.A. as well as of the companies incorporated in parent company Bipielle Real Estate S.p.A. and Release S.p.A., accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.

Presentation of the consolidated financial statements of the Banco BPM Group.

2) Resolutions on the allocation and distribution of profits.

3) Integration, upon the motivated proposal of the Board of Statutory Auditors, of the remuneration of the auditing firm PricewaterhouseCoopers S.p.A., entrusted with performing the statutory audit of the accounts for the period 2017-2025. Pertinent and consequent resolutions.

4) Report on the remuneration policy and compensation paid by the Banco Group BPM 2022 (Section I and Section II).

4.1 Approval of the remuneration policy (section I) pursuant to the legislative provisions in force. Pertinent and consequent resolutions.

4.2 Approval of the report on compensation paid in 2021 (section II) pursuant to legislative provisions in force. Pertinent and consequent resolutions.

5) Approval, within the framework of the remuneration policy, of the criteria for calculating any amounts to be granted in the event of early termination of employment or early departure from office of all personnel, including the limits set on said amounts. Pertinent and consequent resolutions.

6) Compensation plans based on shares of Banco BPM S.p.A.:

6.1 Approval of the *short-term incentive plan* (2022). Pertinent and consequent resolutions.

6.2 Approval of the *long-term incentive plan* (2022-2024) and the raising of the performance target achievement levels of the *long-term incentive plan* (2021-2023), in line with the most challenging 2023 objectives of the Strategic Plan. Pertinent and consequent resolutions.

7) Request for authorisation to purchase and dispose of treasury shares to service Banco BPM S.p.A.'s share-based compensation plans. Pertinent and consequent resolutions.

### Extraordinary meeting

1) Proposed amendments to articles 12.1., 12.2., 20.1.2., 20.1.4., 20.1.6., 20.1.7., 20.3.1., 20.3.5., 20.4.2., 20.5.2., 20.6.1., 20.11.2., 23.5.1., 24.1., 24.2.2., 24.4.1, 33.1., 33.2., 33.3., 33.4., 33.5., 34.2., 34.3., 34.8., 35.2., 35.3., 35.4., 35.8., 35.9., 35.10., 35.11., 35.12., 35.13., 36.7., 36.9., and 41.1. of the Articles of Association of Banco BPM S.p.A.



This summary voting statement contains the data and information required by art. 125-*quater*, paragraph 2, Consolidated Law on Finance, i.e. it sets out the number of shares represented at the meeting, the number of shares for which votes were cast, the percentage of capital that these shares represent, as well as the number of votes for and against the resolution, as well as the number of abstentions.

At the date of the Shareholders' Meeting, the fully paid-up share capital was € 7,100,000,000.00, divided into 1,515,182,126 no-par value shares.

A total of approximately 2,300 shareholders attended the Shareholders' Meeting - exclusively through Computershare S.p.A., Banco BPM's Appointed Representative pursuant to Article 135-*indicies* of Legislative Decree No. 58/1998 ("Consolidated Law on Finance") - for 674,840,468 ordinary shares, or 44.53% of the total number of ordinary shares.

Please note that for each voting resolution, pursuant to Article 135-*undecies* of the Consolidated Law on Finance, the number of shares not counted for the purposes of calculating the majority is indicated.

This report is available on the company's website at [www.gruppo.bancobpm.it](http://www.gruppo.bancobpm.it) in the section "Corporate Governance", Shareholders' Meeting Ordinary and Extraordinary Shareholders' Meeting of 7 April 2022.

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## Ordinary Meeting

1) *Approval of the financial statements for the year ended 31 December 2021 of Banco BPM S.p.A., as well as of the companies incorporated into the parent company Bipielle Real Estate S.p.A. and Release S.p.A., accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.*

*Presentation of the consolidated financial statements of the Banco BPM Group.*

The number of shares represented at the shareholders' meeting participating in the vote was 673,865,684 shares, representing 44.47% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
FOR	668,373,952	99.19%	44.11%
AGAINST	2,253,844	0.34%	0.15%
ABSTAINED	3,065,132	0.45%	0.20%
NON-VOTING MEMBERS	172,756	0.02%	0.01%
<b>TOTAL</b>	<b>673,865,684</b>	<b>100%</b>	<b>44.47%</b>

Pursuant to art. 135-*undecies* of the Consolidated Law on Finance, 974,784 shares, equal to 0.14% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.

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2) *Resolutions on the allocation and distribution of profits.*



The number of shares represented at the shareholders' meeting participating in the vote was 673,900,849 shares, representing 44.47% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
FOR	671,601,121	99.66%	44.32%
AGAINST	1,167,116	0.17%	0.08%
ABSTAINED	959,856	0.14%	0.06%
NON-VOTING MEMBERS	172,756	0.03%	0.01%
<b>TOTAL</b>	<b>673,900,849</b>	<b>100%</b>	<b>44.47%</b>

Pursuant to art. 135-*undecies* of the Consolidated Law on Finance, 939,619 shares, equal to 0.14% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.

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3) *Integration, upon justified proposal of the Board of Statutory Auditors, of the remuneration of the auditing company PricewaterhouseCoopers S.p.A., entrusted with the statutory audit of the accounts for the period 2017-2025. Pertinent and consequent resolutions.*

The number of shares represented at the shareholders' meeting participating in the vote was 673,613,448 shares, representing 44.45% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
FOR	667,509,670	99.10%	44.05%
AGAINST	3,557,000	0.53%	0.23%
ABSTAINED	2,374,022	0.35%	0.16%
NON-VOTING MEMBERS	172,756	0.02%	0.01%
<b>TOTAL</b>	<b>673,613,448</b>	<b>100%</b>	<b>44.45%</b>

Pursuant to art. 135-*undecies* of the Consolidated Law on Finance, 1,227,020 shares, equal to 0.18% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.

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4) *Report on the remuneration policy and compensation paid by the Banco Group BPM 2022 (Section I and Section II).*

4.1 *Approval of the remuneration policy (section I) pursuant to the legislative provisions in force. Pertinent and consequent resolutions.*

The number of shares represented at the shareholders' meeting participating in the vote was 673,900,879 shares, representing 44.48% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
FOR	638,307,831	94.72%	42.13%



AGAINST	32,621,894	4.84%	2.15%
ABSTAINED	2,863,220	0.42%	0.19%
NON-VOTING MEMBERS	107,934	0.02%	0.01%
<b>TOTAL</b>	<b>673,900,879</b>	<b>100%</b>	<b>44.48%</b>

Pursuant to art. 135-*undecies* of the Consolidated Law on Finance, 939,589 shares, equal to 0.14% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.

*4.2 Approval of the report on compensation paid in 2021 (section II) pursuant to legislative provisions in force. Pertinent and consequent resolutions.*

The number of shares represented at the shareholders' meeting participating in the vote was 673,841,414 shares, representing 44.47% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
FOR	636,141,470	94.40%	41.98%
AGAINST	32,325,919	4.80%	2.13%
ABSTAINED	5,266,091	0.78%	0.35%
NON-VOTING MEMBERS	107,934	0.02%	0.01%
<b>TOTAL</b>	<b>673,841,414</b>	<b>100%</b>	<b>44.47%</b>

Pursuant to art. 135-*undecies* of the Consolidated Law on Finance, 999,054 shares, equal to 0.15% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.

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*5) Approval, within the framework of the remuneration policy, of the criteria for calculating any amounts to be granted in the event of early termination of employment or early departure from office of all personnel, including the limits set on said amounts. Pertinent and consequent resolutions.*

The number of shares represented at the shareholders' meeting participating in the vote was 673,867,245 shares, representing 44.47% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
FOR	664,053,673	98.54%	43.83%
AGAINST	6,591,117	0.98%	0.43%
ABSTAINED	3,114,521	0.46%	0.20%
NON-VOTING MEMBERS	107,934	0.02%	0.01%
<b>TOTAL</b>	<b>673,867,245</b>	<b>100%</b>	<b>44.47%</b>

Pursuant to art. 135-*undecies* of the Consolidated Law on Finance, 973,223 shares, equal to 0.14% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.



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6) Compensation plans based on shares of Banco BPM S.p.A.:

6.1 Approval of the short-term incentive plan (2022). Pertinent and consequent resolutions.

The number of shares represented at the shareholders' meeting participating in the vote was 673,900,998 shares, representing 44.48% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
FOR	665,509,948	98.75%	43.92%
AGAINST	5,451,113	0.81%	0.36%
ABSTAINED	2,832,003	0.42%	0.19%
NON-VOTING MEMBERS	107,934	0.02%	0.01%
<b>TOTAL</b>	<b>673,900,998</b>	<b>100%</b>	<b>44.48%</b>

Pursuant to art. 135-undecies of the Consolidated Law on Finance, 939,470 shares, equal to 0.14% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.

6.2 Approval of the long-term incentive plan (2022-2024) and the raising of the performance target achievement levels of the long-term incentive plan (2021-2023) in line with the more challenging 2023 targets of the Strategic Plan. Pertinent and consequent resolutions.

The number of shares represented at the shareholders' meeting participating in the vote was 674,125,116 shares, representing 44.49% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
FOR	653,609,996	96.96%	43.13%
AGAINST	17,834,417	2.64%	1.18%
ABSTAINED	2,552,547	0.38%	0.17%
NON-VOTING MEMBERS	128,156	0.02%	0.01%
<b>TOTAL</b>	<b>674,125,116</b>	<b>100%</b>	<b>44.49%</b>

Pursuant to art. 135-undecies of the Consolidated Law on Finance, 715,352 shares, equal to 0.10% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.

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7) Request for authorisation to purchase and dispose of treasury shares to service Banco BPM S.p.A.'s share-based compensation plans. Pertinent and consequent resolutions.

The number of shares represented at the shareholders' meeting participating in the vote was 673,770,101 shares, representing 44.47% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
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FOR	669,676,075	99.40%	44.20%
AGAINST	1,540,363	0.23%	0.10%
ABSTAINED	2,387,090	0.35%	0.16%
NON-VOTING MEMBERS	166,573	0.02%	0.01%
<b>TOTAL</b>	<b>673,770,101</b>	<b>100%</b>	<b>44.47%</b>

Pursuant to art. 135-*undecies* of the Consolidated Law on Finance, 1,070,367 shares, equal to 0.16% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.

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### Extraordinary Meeting

1) *Proposed amendments to articles 12.1., 12.2., 20.1.2., 20.1.4., 20.1.6., 20.1.7., 20.3.1., 20.3.5., 20.4.2., 20.5.2., 20.6.1., 20.11.2., 23.5.1., 24.1., 24.2.2., 24.4.1, 33.1., 33.2., 33.3., 33.4., 33.5., 34.2., 34.3., 34.8., 35.2., 35.3., 35.4., 35.8., 35.9., 35.10., 35.11., 35.12., 35.13., 36.7., 36.9., e 41.1. and 41.1. of the Articles of Association of Banco BPM S.p.A.*

The number of shares represented at the shareholders' meeting participating in the vote was 673,421,642 shares, representing 44.44% of the share capital.

	VOTES CAST	% OF VOTING SHARES	% OF TOTAL SHARES
FOR	665,686,865	98.85%	43.93%
AGAINST	4,357,968	0.65%	0.29%
ABSTAINED	3,165,236	0.47%	0.21%
NON-VOTING MEMBERS	211,573	0.03%	0.01%
<b>TOTAL</b>	<b>673,421,642</b>	<b>100%</b>	<b>44.44%</b>

Pursuant to art. 135-*undecies* of the Consolidated Law on Finance, 1,418,826 shares, equal to 0.21% of the shares represented in the meeting, are not counted for the purpose of calculating the majority and capital required for the approval of the resolution.

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