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Oggetto : NOTICE OF ORDINARY SHAREHOLDERS'
MEETING

Testo del comunicato

Vedi allegato



NOTICE OF ORDINARY SHAREHOLDERS' MEETING

Pursuant to articles 12 and 13 of the Articles of Association, the Ordinary Shareholders' Meeting of Banco BPM S.p.A. ("Banco BPM" or the "Company") is convened, in a single call, for **Thursday 18 April 2024 at 10.00 a.m., in Verona, at the administrative headquarters of Banco BPM, Piazza Nogara No. 2**, to discuss and resolve on the following

AGENDA

- 1) Approval of the financial statements of Banco BPM S.p.A. as at 31 December 2023, 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) Appointment for the legal audit of the Company's accounts for the period 2026-2034 and related remuneration, based on the reasoned proposal of Banco BPM's Board of Statutory Auditors.
- 4) Report on the remuneration policy and compensation paid by the Banco BPM Group 2024 (Section I and Section II).
 - 4.1) Approval of the remuneration policy (Section I) pursuant to the applicable regulatory provisions. Related and consequent resolutions.
 - 4.2) Approval of the report on remuneration paid in 2023 (section II) pursuant to the applicable regulations. Related and consequent resolutions.
- 5) Share-based compensation plans of Banco BPM S.p.A:
 - 5.1) *Short-term incentive plan (2024)*. Related and consequent resolutions.
 - 5.2) *Long-term incentive plan (2024-2026)*. Related and consequent resolutions.
- 6) Request for authorisation to purchase and dispose of Banco BPM S.p.A.'s share-based compensation plans. Related and consequent resolutions.

You are hereby informed that the Company has decided to avail itself of the option – in accordance with Article 106 of Decree-Law No. 18 of 17 March 2020 converted, with amendments, by Law no. 27 of 24 April 2020 (the effects of which were last extended by Decree-Law no. 215 of 30 December 2023, containing urgent provisions on regulatory deadlines, converted, with modifications, by Law no. 18; the "Decree") – to provide that **attendance at the Shareholders' Meeting and the right to vote shall be exercised by those entitled to do so exclusively through the representative designated pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998**, as amended (the "Consolidated Law on Finance" or "TUF") as indicated below, **without therefore the physical participation of shareholders in the proceedings of the Shareholders' Meeting**.

The participation of the directors, the statutory auditors, the secretary of the meeting, the representatives of the auditing firm and the designated representative shall take place in compliance with the provisions in force, including, if necessary, through the use of remote connection systems.

The manner in which the Assembly will be conducted may be supplemented and/or modified and will be promptly announced.

The necessary information is provided below in accordance with the provisions of Article 125-bis of the Consolidated Law on Finance.

PARTICIPATION IN THE SHAREHOLDERS' MEETING AND REPRESENTATION

Persons entitled to vote may attend the Shareholders' Meeting **exclusively** through the representative appointed pursuant to Article 135-undecies of the Consolidated Law on Finance (the "Designated



Representative"), as indicated below, for whom the Company has received, by the end of the third trading day prior to the date of the Shareholders' Meeting, i.e. **by 15 April 2024**, the notice issued by the authorised intermediary certifying their entitlement to attend the Shareholders' Meeting and exercise their voting rights.

In accordance with the provisions of Article 83-sexies of the TUF and Article 42 of the Single Post-Trading Provision of Consob and the Bank of Italy of 13 August 2018, as subsequently amended (the "**Joint Provision**"), such disclosure shall be made to the Company by the authorised intermediary on the basis of the evidence relating to the end of the accounting day of the seventh open market day preceding the date of the Shareholders' Meeting (**9 April 2024 - the so-called "record date"**).

Those who hold shares in the Company after that date shall not be entitled to attend and vote at the Shareholders' Meeting.

Shareholders, whose shares are already deposited in custody and administration files, and as such already dematerialised, with the Parent Company Banco BPM S.p.A. or with Banca Aletti S.p.A., must in any case request **by 15 April 2024**, pursuant to Article 42 of the Joint Provision, the issuance of the notice, receiving at the same time a copy thereof, valid as an admission ticket to the Shareholders' Meeting.

For the benefit of Shareholders whose shares are deposited with other Authorised Intermediaries, it should be noted that, pursuant to the afore-mentioned Article 42 of the Joint Provision, the request for disclosure must always be made by **15 April 2024**, taking care to obtain a copy.

Shareholders holding shares that have not yet been dematerialised must deliver them to Banco BPM S.p.A. or to another Banco BPM Group Bank or to another authorised intermediary to proceed with their dematerialisation and then request the issue of the notice for participation in the Shareholders' Meeting.

REPRESENTATIVE APPOINTED BY THE COMPANY

Pursuant to Article 106 of the Decree, those entitled to vote, should they wish to attend the Shareholders' Meeting, must alternatively:

- (i) grant proxy free of charge (except for transmission expenses) - to Computershare S.p.A. - Via Nizza 262/73, 10126, Turin - as Designated Representative, together with voting instructions on all or some of the resolution proposals regarding the items on the agenda.

In this regard, in order to facilitate the submission of the proxy and voting instructions, from the section of Banco BPM's website dedicated to the Shareholders' Meeting, www.gruppo.bancobpm.it section "Corporate Governance - Shareholders' Meeting", it will be possible to fill in and submit the specific form prepared by the Appointed Representative also *online* and in guided mode **until 12.00 noon on 17 April 2024**.

Members are recommended to use the online mode.

As an alternative to filling in online, you may use the form downloadable from the same site to be submitted by **16 April 2024** to the addresses and in the manner indicated on the form.

The proxy to the Designated Representative, with voting instructions, together with an identity document - and in the case of a delegating legal entity a document proving the powers to issue the proxy - must be transmitted, in a copy reproduced electronically (PDF), to Computershare S.p.A. at the certified email address bancobpm@pecserviziitoli.it provided that the delegating party, even if a legal entity, uses its own certified email address or, failing that, its own ordinary email address.

The original of the proxy, the voting instructions and a copy of the related documentation must be sent to Computershare S.p.A. (Ref. "Proxy Meeting Banco BPM S.p.A."), Via Nizza 262/73, 10126, Turin.

The proxy is effective only for those proposals in relation to which voting instructions have been



given. The proxy and the voting instructions are revocable within the same deadline as above (by 16 April 2024 and – for submission by means of the *online* compilation method – by 12:00 noon on 17 April 2024) and in the same manner as for conferment;

- (ii) be represented by Computershare S.p.A. as Appointed Representative pursuant to art. 135-novies TUF as an exception to art. 135-undecies, fourth paragraph, of the TUF, by means of proxy and/or sub-delegation, with voting instructions on all or some of the proposed resolutions on the items on the agenda, using the proxy/sub-delegation form available on Banco BPM's website www.gruppo.bancobpm.it (section "Corporate Governance - Shareholders' Meeting") to be sent to Computershare S.p.A, by the deadline indicated in the form itself, to the certified email address bancobpm@pecserviziitoli.it provided that the delegating party, even if a legal entity, uses its own certified email address or, failing that, its own ordinary email address.

The Designated Representative will be available for clarification or information on +39-011-0923200.

Considering that attendance at the Shareholders' Meeting and the exercise of voting rights, by those entitled to vote, shall take place **exclusively** through the Designated Representative, to whom voting instructions shall be given on all or some of the resolution proposals regarding the items on the agenda, and in consideration of the deadline for the submission by the Shareholders of any individual resolution proposals as set forth below, the proxy forms shall be made available, in the manner indicated above, as of 26 March 2024.

Please note that there are no plans to vote electronically or by correspondence.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Shareholders who, also jointly, represent at least 1/40 of the share capital may request, **by 25 March 2024**, the integration of the list of items to be discussed at the Shareholders' Meeting (except for those items on which the Shareholders' Meeting resolves, pursuant to law, upon the proposal of the administrative body or on the basis of a project or a report prepared by the same, other than those indicated in Article 125-ter, paragraph 1, TUF), indicating in the request the additional items proposed, pursuant to Article 13.3. of the Articles of Association and Article 126-bis TUF.

The written application must be submitted to the Company by electronic communication to the certified mail address soci@pec.bancobpmspa.it or by registered mail (Group Corporate Affairs, Piazza Filippo Meda, 4 - 20121 Milan).

The entitlement to exercise the right (including the ownership of the minimum share of share capital indicated above) is attested by the filing of a copy of the notice issued by the authorised intermediary pursuant to Article 43 of the Joint Measure.

Shareholders requesting an addition to the list of items to be dealt with must prepare a report stating the reasons for the proposed resolutions on the new items they propose to deal with. The report shall be submitted to the board of directors by the deadline for submitting the request for supplementation indicated above. The board of directors shall make the report, accompanied by its own evaluations, if any, available to the public at the same time as the publication of the announcement of the integration of the agenda, in the manner provided for by the regulations in force.

Notice of any additions to the agenda will be given, in the same form prescribed for the publication of this notice **by 3 April 2024**.

Individual proposals for deliberation

In relation to the fact that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, those with voting rights may, by **3 April 2024**, individually submit resolution proposals on the items on the agenda, by sending them by electronic communication to the certified mail address soci@pec.bancobpmspa.it or by registered mail (Group Corporate Affairs, Piazza Filippo Meda, 4 - 20121 Milan). Proposals must indicate the item on the agenda to which they refer and contain the text of the resolution. The legitimacy to formulate proposals shall be certified by the communication sent by the intermediary to the Company pursuant to Article 43 of the Joint



Measure. Such proposals, if pertinent with respect to the items on the agenda and validly submitted, shall be made available to the public, by the Company, in the manner provided for by current regulations, by **5 April 2024**. The deadline for submitting said proposals, set to coincide with the deadline for the publication of requests for integration pursuant to Article 126-bis, paragraph 1, first sentence, of the Consolidated Law on Finance, allows those interested in submitting individual proposals to consider what has been published by the Company in relation to the items on the agenda and, at the same time, the Appointed Representative to adapt, where necessary, the proxy forms pursuant to Article 135-undecies and Article 135-novies of the Consolidated Law on Finance, so that those entitled to vote may, for the purpose of issuing voting instructions, evaluate, at the same time and in a timely manner, all requests and proposals submitted.

THE RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Those entitled to vote may ask questions on the items on the agenda only prior to the Shareholders' Meeting, by submitting them **by Tuesday, 9 April 2024**, by certified e-mail to soci@pec.bancobpmspa.it.

Applicants must send the Company - through their intermediary - the notices certifying their entitlement to exercise their right; if they have asked their intermediary for the notice to participate in the Shareholders' Meeting, it will be sufficient to include in the request the references of the notice or at least the name of the intermediary itself.

Questions will be answered, at the latest, by **Monday 15 April 2024**, by publication on the Company's website.

The Company may provide a single answer to questions with the same content. Please note that an answer will not be provided if the requested information is already available in a "question and answer" format in a specific section of the Company's website or when the answer is already published in the same section.

INFORMATION ON SHARE CAPITAL

As of the date of this notice, the Company's subscribed and paid-up share capital is equal to Euro 7,100,000,000.00 divided into 1,515,182,126 shares with no indication of par value. As at the date of this notice, the Company holds 7,863,970 treasury shares.

DOCUMENTATION

The illustrative reports of the Directors on each of the items on the agenda, including the proposed resolutions, as well as the other documentation for which publication is required prior to the Shareholders' Meeting, will be made available to the public at the registered office of Banco BPM S.p.A. and at Borsa Italiana S.p.A., as well as published on the Bank's website section "Corporate Governance - Shareholders' Meeting") and on the website of the authorised storage mechanism www.emarketstorage.it, in accordance with the terms and procedures provided for by the regulations in force.

Once the deposit has been made, Shareholders are entitled to obtain a copy of the above documentation by sending a specific request to Banco BPM S.p.A. at the certified e-mail address soci@pec.bancobpmspa.it.

The Bank has also prepared (i) the Report on Corporate Governance and Ownership Structure pursuant to Article 123-bis of Legislative Decree No. 58/1998 (ii) the Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254/2016 and Consob Resolution No. 20267 of 18 January 2018. The documents will be available to the public at the registered office of Banco BPM S.p.A. and at Borsa Italiana S.p.A., as well as published on the Bank's website (www.gruppo.bancobpm.it, section "Corporate Governance") and on the website of the authorised storage mechanism www.emarketstorage.it in accordance with the terms and procedures provided for by current regulations.



This notice - also made for the purposes of Article 84 of the Issuers' Regulations - is published, pursuant to Article 125-bis of the Consolidated Law on Finance and Article 13.4. of the Articles of Association, in the daily newspapers "**Il Sole 24 Ore**" and "**MF**" as well as in the other ways indicated above.

Further information on how to participate in the Shareholders' Meeting may be requested from Banco BPM S.p.A. (Affari Societari di Gruppo, Piazza Filippo Meda n. 4 - 20121 Milan) by sending a communication to the certified e-mail address soci@pec.bancobpm.it.

In compliance with the legislation on the protection of personal data (EU Regulation 2016/679 - GDPR), we inform you that the Data Controller is Banco BPM S.p.A.; the data will be processed for the sole purpose of executing the corporate contract to which the Member is a party and performing obligations or responding to requests arising from the role of Member of the Bank.

The complete information is available at www.gruppo.bancobpm.it, section 'Corporate Governance - Shareholders' Meetings'.

Milan-Verona, 12 March 2024

For the BOARD OF DIRECTORS
The Chairperson
(Dr. Massimo Tononi)

Fine Comunicato n.1928-24-2024

Numero di Pagine: 7