teleborsa

Informazione Regolamentata n. 1928-80-2025	Data/Ora Inizio Diffusione 25 Aprile 2025 15:23:45	Euronext Milan

Societa'	:	BANCO BPM
Identificativo Informazione Regolamentata	:	204662
Utenza - referente	:	BANCOBPMN02 - Marconi Andrea
Tipologia	:	3.1
Data/Ora Ricezione	:	25 Aprile 2025 15:23:45
Data/Ora Inizio Diffusione	:	25 Aprile 2025 15:23:45
Oggetto	:	Notice from the Board of Directors of Banco BPM S.P.A. pursuant to article 103 of Legislative Decree no. 58 of 24 February 1998

Testo del comunicato

Vedi allegato

NOTICE FROM THE BOARD OF DIRECTORS OF BANCO BPM S.P.A.

pursuant to Article 103, paragraphs 3 and 3-*bis*, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, and Article 39 of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented, relating to the

VOLUNTARY PUBLIC EXCHANGE OFFER PROMOTED BY UNICREDIT S.P.A.

pursuant to Articles 102, paragraph 1 and 106, paragraph 4, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented

NOT FOR RELAESE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, CANADA, JAPAN AND AUSTRALIA OR ANY OTHER JUSRIDICTION WHERE DOING SO WOULD CONSTITUTE A VIOLATION OF APPLICABLE LAWS

Milan, 24 April 2025

THIS IS AN ENGLISH COURTESY TRANSLATION OF THE ORIGINAL DOCUMENT PREPARED IN ITALIAN. IN THE EVENT OF INCONSISTENCIES, THE ORIGINAL ITALIAN VERSION OF THE DOCUMENT SHALL PREVAIL OVER THIS ENGLISH COURTESY TRANSLATION

TABLE OF CONTENTS:

THIS IS AN ENGLISH COURTESY TRANSLATION OF THE ORIGINAL DOCUMENT PREPARED IN ITALIAN. IN THE EVENT OF INCONSISTENCIES, THE ORIGINAL ITALIAN VERSION OF THE DOCUMENT SHALL PREVAIL OVER THIS ENGLISH COURTESY TRANSLATION

EXECUTIVE SUMMARY

THE BOARD OF DIRECTORS OF BANCO BPM, HAVING CONDUCTED A THOROUGH REVIEW OF THE OFFER DOCUMENT AND THE AVAILABLE DOCUMENTATION, AND NOTWITHSTANDING THE LACK OF CLARITY ON CERTAIN KEY ELEMENTS, BELIEVES THAT THE OFFER, WHICH WAS NOT AGREED UPON WITH THE ISSUER, IS NOT CONVENIENT AND THE CONSIDERATION OFFERED INADEQUATE, AND NOTES THE FOLLOWING:

1. The Consideration is entirely unsatisfactory for the BBPM Shareholders, does not reflect the underlying value of the BBPM Shares and penalizes the BBPM Shareholders compared to the shareholders of UCG

The Consideration offered by UCG does not reflect the true potential value of BBPM and penalizes BBPM Shareholders compared to the shareholders of UCG.

1.1 The Consideration is financially inadequate

Following a careful evaluation of available information and in light of multiple factors, the Board of Directors believes that the Consideration is financially inadequate to BBPM Shareholders.

This conclusion is supported, among other factors, by the respective financial analyses conducted by Citi and Lazard, as BBPM's financial advisors, and their respective opinions.

For further details regarding the inadequacy of the Consideration, refer to Section 3, paragraph 3.1 of the Issuer's Notice.

1.2 Lack of a control premium for BBPM's Shareholders

The Consideration, which includes a 0.5% premium over BBPM's Share price as of 22 November 2024 (the last Open Market Day prior to the Offer announcement), essentially fails to incorporate a control premium. This is true also when considering average BBPM and UCG share prices over different time horizons prior to the Offer announcement, as it is common practice for this type of transactions, as these imply negligible premia. Furthermore, when considering the official spot prices six and twelve months before the Offer announcement, the Consideration implies a discount of 3.4% and 15.3%[1].

The substantial absence of a premium is not coherent with a transaction of this significance and represents a circumstance which is deemed unprecedented for transactions of this nature. In fact, in the context of tender offers aiming to achieve control of a target company, it is typical for the target company's shareholders to be offered a premium over the listing price, to (i) compensate the "selling" shareholders for the loss of control, (ii) to ensure a fair allocation of synergies, and, (iii) in the case of exchange offers, to recognize the execution risks related to the acquirer's strategic plans.

It is also noted that, since the Announcement Date up to the Reference Date, the Consideration has consistently reflected an implied discount relative to the market price of the BBPM Shares. In fact, during this period there has not been a single trading session where the exchange ratio implied by the official market prices was equivalent to or below the Consideration.

For further information, refer to Section 3, paragraph 3.2.2 of this Issuer's Notice.

1.3 The Consideration favors the shareholders of UCG, transferring value from BBPM Shareholders

[1] See Section E, paragraph E.1. of the Offer Document.

The Consideration implies that BBPM Shareholders would hold a total stake in the combined entity of approximately 14% (on ex-dividend basis), a percentage that fails to adequately reflect BBPM's contribution to the combined entity's projected net profit in 2027 (approximately 18%). The projected combined net profit for BBPM and UCG in 2027, prior to synergies, is equal to approx. Euro 12.15 billion[2]; therefore, based on the Consideration, BBPM Shareholders would receive a profit share of approximately Euro 1.7 billion. This figure is Euro 0.45 billion lower than the net profit forecasted in BBPM's 2027 Strategic Plan, to which BBPM Shareholders would be entited in a stand-alone scenario.

From a valuation perspective, applying an illustrative P/E multiple of approximately 8x to this difference in profits results in a value transfer in favor of the shareholders of UCG, at the expense of the BBPM Shareholders, amounting to Euro 3.64 billion.

For further details, refer to Section 3, paragraph 3.5.1 of this Issuer's Notice.

1.4 The allocation of potential synergies is unfair and disadvantages the BBPM Shareholders

In addition, even assuming that UCG successfully achieves its strategic objectives in terms of synergy potential, the Board of Directors notes that the Consideration results in an inequitable allocation of synergies, for which BBPM plays an enabling role, yet, on the contrary, the allocation is highly unfavorable to the BBPM Shareholders. Specifically, UCG anticipates total annual synergies of approximately Euro 1.2 billion before taxes[3]. Based on the Consideration, BBPM Shareholders – already disadvantaged in the profit allocation prior to synergies as outlined in the paragraphs above – would receive an annual amount after taxes of roughly Euro 0.1 billion, whereas the shareholders of UCG would enjoy approximately Euro 0.7 billion annually. The value creation from these synergies would benefit BBPM Shareholders for only 14%, while the remaining approx 86% would benefit the shareholders of UCG.

In terms of value attributable to net synergies (calculated using an illustrative 2027 P/E multiple of 8x mentioned earlier, and accounting for integration costs net of related tax impacts[4]), the Consideration would determine a value of synergies for the benefit of the BBPM Shareholders of Euro 0.7 billion, while the shareholders of UCG would benefit from an estimated value of synergies of Euro 4.4 billion.

Therefore, as detailed in paragraph 3.5, considering *(i)* the aforementioned value transfer due to the Consideration failing to reflect BBPM's contribution to the combined entity's net profit, *(ii)* the value attributable to synergies as detailed above, and even taking into account *(iii)* the potential buyback based on 2024 profits that BBPM Shareholders might benefit from following the potential completion of the Offer[5] (Euro 0.5 billion), BBPM Shareholders would face a total negative value differential compared to the stand-alone scenario estimated at Euro 2.43 billion, while the shareholders of UCG would enjoy a total positive value differential compared to the stand-alone scenario estimated at Euro 7.52 billion.

For further details, refer to Section 3, paragraph 3.5.2 of this Issuer's Notice.

---

[2] Equal to the sum of *(i)* the expected 2027 UCG's net income as per section "Forecasts data and estimates" of the Registration Document (approx. Euro 10 billion) and *(ii)* 2027 BBPM's net income as per its Strategic Plan (approx. Euro 2.15 billion).
[3] See Section "Forecasts data and estimates" of the Registration Document. Tax rate assumed equal to 33%, corresponding to the tax rate considered in section "Financial information concerning the issuer's assets and liabilities, financial position and profits and losses", sub-section "Pro-forma financial information" of the Registration Document.
[4] See section "Forecasts data and estimates" of the Registration Document. Tax rate assumed equal to 33%, corresponding to the tax rate considered in section "Financial information concerning the issuer's assets and liabilities, financial position and profits and losses", sub-section "Pro-forma financial information" of the Registration Document.
[5] See section "Financial information concerning the issuer's assets and liabilities, financial position and profits and losses", sub-section "Dividend policy and dividend history" of the Registration Document.

2. Thanks to a distinctive market positioning and business model, BBPM Is a Bank with significant growth, value creation, and Shareholder remuneration prospects

BBPM is a bank with substantial growth prospects, supported by a unique market position, an integrated business model, the targets of the updated Strategic Plan, and the envisaged Shareholder remuneration.

BBPM benefits from a distinctive market positioning thanks to a well-distributed network of branches located in the most economically vibrant and dynamic regions of the country, as well as its strong commitment to supporting Italian families and SMEs. BBPM's presence is concentrated in geographic areas considered among the most relevant at the national level in terms of economic activity targeting both the domestic market and exports. According to Eurostat statistics, these areas are characterized by a GDP per capita in line with or above the European average[6].

BBPM's integrated business model is strong and diversified, comprising product factories and solutions developed internally or in partnerships with leading specialized operators, with strong growth opportunities and potential for value creation. This model, further strengthened by the recent Anima's acquisition, will allow BBPM to further diversify its revenue generation sources, favoring a medium to long-term rebalancing between income from fees and commissions and net interest income. Prospectively, income components which are unrelated to interest rate trends is expected to increase its share from around 40% in 2024 to 50% by 2027 as outlined in the Strategic Plan, also due to the integration and full contribution of Anima within BBPM's product factories.

BBPM's market positioning, together with its unique business model, has enabled the achievement of the positive results consistently communicated to the market during quarterly announcements of its income statement and key indicators of profitability, credit quality and capital adequacy, and in the occasion of the 2024 year-end results. These achievements further demonstrate a solid and reliable track record developed by BBPM over the years, and the credible and consistent commitment to substantial growth and sustainable, long-lasting, value creation of the bank. The 2024 over-performance, exceeding the guidance provided at the beginning of the year, also made it necessary to update BBPM's Strategic Plan with a three-year horizon to 2027, now forecasting a consolidated net profit of Euro 2.15 billion.

Moreover, based on the results achieved in 2024 and strong projections for the next three years, the Strategic Plan foresees a significant increase in shareholder remuneration (+50% compared to previous targets). Specifically, the dividend payout ratio was raised to 80% of net profit already starting from 2024. Considering forecasted net profit targets, the Strategic Plan outlines total remuneration to shareholders exceeding Euro 6 billion between 2024 and 2027, amounting to around Euro 1.0 per share annually and approximately 44% of the current market capitalization of the Issuer[7].Considering the interim dividend distributed in November 2024, BBPM's dividend yield for the 2024 financial year ranks among the highest in the European banking sector[8].

For further details, refer to Section 2, paragraph 2.1 of this Issuer's Notice.

[6] See Eurostat's *regional yearbook* 2024, page 102 and underlying database (2023 data).
[7] Market capitalization of BBPM based on the number of outstadning shares (already net of treasury shares) and official spot price as of April 22, 2025 (source: Factset).
[8] Source: FactSet as of April 22, 2025 (total FY24 cash dividend yield of the following peers: Banco de Sabadell, Banco Santander, BBVA, BMPS, BNP Paribas, Banca Popolare di Sondrio, BPER, CaixaBank, Commerzbank, Crédit Agricole, Deutsche Bank, Intesa Sanpaolo, Société Générale, and UCG).

3. The Offer envisages a Consideration entirely in UCG Shares, thus requiring careful assessment of the Offeror's features and risk factors

The Consideration, consisting entirely of UCG Shares, exposes BBPM Shareholders to the achievement of UCG's strategic objectives. Furthermore, in the absence of a fully updated business plan of UCG, the achievement of these strategic objectives is subject to multiple variables that make their actual implementation uncertain and require thorough and careful evaluation.

UCG's financial results are characterized by a lower contribution of net commissions and appear more exposed to trading activities - and hence to market fluctuations – compared to BBPM's. According to BBPM's Strategic Plan and the UCG consensus, it is expected that non-interest income will account for approximately 50% of total revenues in 2027 for BBPM and 42% for UCG. In 2024, UCG's trading revenues accounted for approximately 9% of Operating Income, compared to just 3% for BBPM.

As for the shareholder remuneration policy pursued by UCG, it should be noted that it has so far benefited from factors that may not necessarily be repeatable in the future (*e.g.*, capital management initiatives undertaken by the previous management, reduction in risk-weighted assets, etc.), as evidenced by the following. UCG confirmed at the announcement of its 2024 year-end results that it has excess capital amounting to Euro 6.5 billion to be distributed to shareholders by 2027[9]. However, in the absence of details provided by the Offeror to the market regarding this topic, the Issuer's Board of Directors cannot rule out that the extraordinary investments made by the Offeror in the past 12 months (*e.g.*, acquisition of the stakes in Commerzbank AG and Assicurazioni Generali S.p.A.) and their potential developments may negatively impact the excess capital available for shareholder remuneration in the next three years.

Moreover, it is unclear what CET1 Ratio target was used to calculate the excess capital, considering that UCG references a range between 12.5% and 13.0% rather than a unique figure, and which criteria were adopted by UCG to define this minimum threshold, also in light of the CET1 Ratio requirement set by the European Central Bank (equal to 10.28% as of January 1, 2025, *i.e.* 110 basis points higher than the equivalent requirement for BBPM, which is set at 9.18%).

For further information, refer to Section 2, paragraph 2.2.1 of this Issuer's Notice.

Additionally, a Consideration entirely in ordinary UCG Shares introduces further risk factors related to UCG's geographic exposure and to the recent initiatives undertaken by the group.

Specifically regarding UCG's presence in Russia, the Offeror stated in its Registration Document that this presence "*exposes [UCG] to the specific risks connected to the ongoing Ukrainian crisis. These risks are also recognized by the ECB which, in April 2024, issued a decision requesting UniCredit to perform certain activities to minimize them; UniCredit – in compliance with the ECB's decision – is acting to reduce such risks. Should ECB assess that UniCredit actions are not complying with its decision, ECB could take additional supervisory measures.*"[10]. This situation requires UCG to maintain "*an overall prudent and sustainable approach to distributions.*". Moreover, as specified by the Offeror in the Registration Document, any event leading to a loss of control, "*including nationalization – would determine the derecognition of net assets having a carrying value of Euro 5.5 billion. (…) This*

[9] See UCG's "4Q24 and FY24 Group Results" Market Presentation.

[10] See section A, paragraph A.1.3 of the Registration Document.

event, if occurred in 2024, would have led UniCredit to report a positive stated FY24 Group result of Euro 4.2 billion, instead of Euro 9.7 billion."[11].

An addition to this is the Golden Power Decision, which, in acknowledging the objective risks to national security in the current geopolitical context, has required UCG to "*cease all activities in Russia (deposits, loans, fund placements, cross-border lending) within nine months from the date of this provision.*". Therefore, should UCG waive the Other Authorizations Condition (which, as a result of the Golden Power Decision, remains unfulfilled at the Date of the Issuer's Notice) and the Offer thus become effective, UCG would be required to comply with the imposed requirements – whose effects on the Offeror have not been clarified by UCG following the Golden Power Decision – failing which it would face administrative monetary penalties equal to twice the value of the transaction, and in any case not less than 1% of the revenue generated in the most recent fiscal year for which financial statements have been approved.[12]

For additional information, refer to Section 2, paragraph 2.2.3 of this Issuer's Notice.

4. <u>The combination of UCG and BBPM, and the achievement of the Offer's strategic targets, are subject to risks and uncertainties</u>

The integration of BBPM and UCG following the completion of the Offer maybe subject to significant complexities given the different business models adopted by the two banks. This is particularly true for the following reasons:

<u>4.1 Significant differences in the strategies pursued by BBPM and UCG</u>

The strategy pursued by BBPM, which emphasizes creating value for Shareholders through the maximization of business development opportunities among its core customer base – specifically households and SMEs – seems to be different from the strategic approach adopted by UCG. In particular, after completing a Euro 13 billion capital raise in 2017 and divesting several strategic assets during the period 2017-2019 (among which, Pioneer Investments, FinecoBank S.p.A., and Bank Pekao S.A.), UCG has in recent years implemented a strategy which resulted in a reduction of its risk-weighted assets from Euro 326 billion to Euro 277 billion between 2020 and 2024. In Italy, this strategic approach has resulted in a reduction of risk-weighted assets from Euro 131 billion to Euro 101 billion during the same period, with a corresponding contraction in loan volumes from Euro 168 billion to Euro 145 billion[13] in the same period.

Should, following the acquisition of the Issuer, and notwithstanding the requirements of the Golden Power Decision – whose implementation methods by UCG remain unclear – a potential reduction in risk-weighted assets also affect BBPM's customers, significant uncertainties would arise regarding BBPM's ability to meet its growth and value creation targets as it would do on a stand-alone basis.

For more information, please refer to Section 2 paragraph 2.2.2. of this Issuer's Notice.

<u>4.2 Different market positioning of the two banks</u>

As of December 2024, 64% of BBPM's loan portfolio was focused on retail segments (households and SMEs), compared to 44% by UCG[14]. BBPM mainly pursues its growth mainly

[11] See section A, paragraph A.1.3 of the Registration Document.
[12] Art. 2, c. 6 of Legislative Decree (D.L.) 21/2012.
[13] See UCG's Dividional Databases published between 2021 (2020 *restated*) and 2024. 2020 information has been restated in 2021 to reflect changes in the divisional business perimeter between 2020 and 2021.
[14] BBPM's elaboration based on Pillar III disclosure of BBPM and UCG as of December 31, 2024.

by supporting Italian SMEs, while UCG has gradually decreased its lending to Italian companies focusing mainly on international expansion:

- as already mentioned, BBPM is a bank with a widespread presence in Northern Italy, one of the most dynamic geographic areas in Europe, with the goal of constantly supporting families and SMEs in the development of their entrepreneurial and savings activities;
- on the contrary, UCG is a bank with a presence in 13 countries in Europe[15], and featuring in Italy greater exposure in the Central and Southern regions than in Northern Italy. In recent years, moreover, the weight of Italy within the UCG group appears to be reduced. In fact, Italy, alongside Russia, is the only country where UCG reduced its loan stock between 2020 and 2024, for a total amount of more than Euro 20 billion[16].

For further information, see Section 2 paragraph 2.3.1. of this Issuer's Notice.

4.3 UCG expects a reduction of the contribution of the Italian business

At the presentation of its 2024 year-end results, UCG anticipated a reduction in the contribution of the Italian business operations to its financial results in the coming years[17], while BBPM's Strategic Plan presented on February 12, 2025, foresees its growth:

- with respect to Italy, UCG has announced an expected negative net income CAGR of 3% for the next three years, alongside a reduction in the contribution to the group's net income from 45% in 2024 to 40% in 2027[18];
- BBPM's Strategic Plan foresees further growth of customer loans in Italy with a projected positive CAGR of 1.7% during the plan horizon, and an expected increase in net income at a CAGR of 8.4% for the period 2024 - 2027[19];
- currently, BBPM already holds a market share in corporate loans which is very similar to that of UCG and manages customer assets of a volume that is substantially comparable to the one handled by UCG.

It is unclear how the aforementioned forecasts of UCG align with the Golden Power Decision regarding the maintenance, over the next five years, of the loans-to-deposits ratio practiced by BBPM and UCG in Italy, as well as what impact this requirement may have on the Offeror's business.

For further information, see Section 2 paragraph 2.3.1. of this Issuer's Notice.

4.4 Uncertainty regarding the role of Anima within the UCG Group

The value generated by the acquisition of Anima could be diluted within UCG, thereby jeopardizing the future development of the product factory:

- as previously mentioned, as of today UCG has stated that it has not developed a strategic plan nor clarified its future plans regarding Anima;

[15] See Section "Business", paragraph "Overview" of the Registration Document.
[16] See UCG's FY2021 and FY2024 Financial Statements (2020 *restated*). 2020 information has been restated in 2021 to reflect changes in the divisional business perimeter between 2020 and 2021.
[17] See UCG's "4Q24 and FY24 Group Results" Market Presentation.
[18] See UCG's "4Q24 and FY24 Group Results" Market Presentation.
[19] See BBPM's "Group Fy2024 Results and Strategic Plan Update".

- it should be noted that in 2017 UCG sold its asset management business to Amundi while simultaneously entering into a partnership agreement with the French group, which remains in effect to date;
- it is unclear how the acquisition of Anima would align with UCG's industrial strategy; in fact, the coexistence of Anima and the partnership with Amundi within UCG could result in overlapping product factories, at least in certain areas, leading to potential value dispersion and dis-synergies with Anima's current distribution partners.

Moreover, it should be noted that the Offeror deemed it necessary to include a condition to the Offer, requiring no changes by BBPM to the Anima Offer, highlighting that the determination of the Consideration was based on the prices prior to BBPM's announcement of the transaction.

This uncertainty has not been clarified by UCG, even following the Golden Power Decision, which imposes the requirement on UCG to "*for a period of at least 5 years: (i) not reduce the current weight of Anima Holding S.p.A.'s investments in securities of Italian issuers; (ii) support the development of the Company*.". UCG has merely stated in a general manner, through the press release issued on 22 April 2025, that "*UniCredit will continue to manage its clients' assets in their best interest*" without specifying its strategic intentions regarding Anima.

For further information, see Section 2 paragraph 2.3.1. of this Issuer's Notice.

4.5 Execution risk of the integration

M&A transactions like the one envisaged by the Offeror on BBPM carry a high degree of complexity, and UCG's ability to execute such a transaction is not substantiated by a recent track record of relevance. Moreover, the Registration Document highlights that UCG has not yet approved a new consolidated business plan that incorporates the acquisition of BBPM, expecting such a plan to be approved only after the completion of the Offer.

In fact, it should be noted that, in recent years, UCG has not conducted acquisitions or integrations of businesses comparable in size to BBPM and that the last comparable transaction carried out by the Offeror in Italy was the merger with Capitalia which dates back to 2007.

In the Offer Document, UCG emphasizes "*the Offeror's well-established experience in M&A transactions, as demonstrated by recent initiatives in Greece, Romania and Germany*"[20]. The Board of Directors believes that the initiatives mentioned by UCG are not comparable to an integration such as the one envisaged if the Offer is completed, since they concern acquisitions of minority interests or transactions, such as the one in Romania, whose integration is still in progress and significantly smaller in size compared to BBPM.

In addition, it should be noted that in the banking sector, "hostile," or non-agreed, acquisition and/or combination transactions present a potential execution risk compared to other cases, with uncertain and unforeseeable impacts for stakeholders.

In this regard, it should be noted that on 1 April 2025, Fitch Ratings issued a report regarding the opportunities and risks associated with the ongoing consolidation concerning Italian banks, indicating the existence of significant integration risks, in particular in relation to non-agreed or hostile offers, that include: cultural disalignments, complex IT integrations, potential conflict with the target's employees or its customers.

[20] See Section A, paragraph A.7.1. of the Offer Document.

For further information, please refer to Section 2 paragraph 2.3.4. of this Issuer's Notice.

4.6 Risks of actual implementation of the merger between BBPM and UCG

The achievement of UCG's declared synergies[21] as well as its ability to meet the announced profitability targets are also contingent upon the implementation of the proposed Merger of BBPM into UCG following the Offer, which represents a strategic objective for UCG[22]. However, it is noted that this merger entails elements of uncertainty, particularly regarding the achievement of a 66.67% stake in BBPM's share capital at the end of the Offer. In fact, should UCG hold a stake below this threshold at the end of the Offer, it may be unable to secure control of BBPM's Extraordinary Shareholders' Meeting and, consequently, may not be able to independently approve the Merger.

Without a merger, the legal, organizational, and managerial separation between UCG and BBPM, coupled with compliance with regulations governing transactions with related parties, could result in operational obstacles and additional costs, negatively impacting UCG's future strategic initiatives.

For further information, see Section 2 paragraph 2.3.3. of this Issuer's Notice.

4.7 Absence of a detailed business and strategic plan of UCG

It should be reiterated that BBPM Shareholders cannot rely on either a combined plan for UCG and BBPM or a consolidated plan for UCG stand-alone upon which to base their assessments. Specifically, *(i)* as at the Date of the Issuer's Notice, UCG has not provided an updated business plan that incorporates forecasts and estimates inclusive of the entity resulting from the integration of BBPM and Anima into UCG; and *(ii)* UCG's most recent medium-to-long-term projections, as outlined in the Registration Document, date back to 11 February 2025, date in which UCG presented an updated set of estimates of its "*2025-2027 Ambition*" and "*Guidance 2025*." These documents outline only selected financial targets for the years 2025 through 2027 on a stand-alone basis, without a detailed description of the specific measures supporting the planned targets or details regarding the evolution of regulatory capital and other economic and financial metrics.

Until the approval of a new combined business plan for UCG, the BBPM Shareholders will be exposed to an additional layer of uncertainty, compounding the previously mentioned specific risks related to UCG's plan.

For further information, please refer to Section 2 paragraph 2.3.2 of this Issuer's Notice.

***

CHALLENGES IDENTIFIED BY THE BOARD OF DIRECTORS IN THE ASSESSMENT OF THE OFFER

In the assessment of the Offer, BBPM's Board of Directors has noted limited disclosure and a lack of clarity from the Offeror regarding several key aspects of the Offer itself. This lack of information significantly complicates the assessment of its contents, both for the Board of Directors and, consequently, for BBPM Shareholders. In particular, there is a lack of adequate information regarding several substantial elements, such as *(i)* UCG's future plans for BBPM, *(ii)* the potential role of Anima within UCG, *(iii)* the expected synergies, *(iv)* the effects on the Offeror of the prescriptions set forth in the Golden Power Decision, *(v)* the actual willingness

[21] See Section "Forecasts data and estimates" of the Registration Document.
[22] See Section G, paragraph G.2.3.1. of the Offer Document.

to complete the Offer, *(vi)* the final terms of an offer which is unsolicited, without any premium and currently at a discount to market prices as well as *(vii)* the impacts on BBPM's employees**,**

In particular, the following aspects are highlighted:

i) Uncertainty regarding UCG's plans for BBPM

UCG has stated that "*At the Registration Document Date, the Issuer has not yet approved a new consolidated business plan for the UniCredit Group that reflects the completion of the acquisition of BPM.*"[23].

Thus, there is no business plan for the combined entity that outlines UCG's expectations, either from a financial perspective or from a strategic and industrial standpoint. This lack of information effectively compels BBPM Shareholders to assess the Offer without clear indications regarding the financial prospects of the stake in UCG that they would acquire upon adherence to the Offer.

Moreover, the BBPM Shareholders cannot rely on a consolidated plan of UCG stand-alone to base their assessment of the Offer. UCG's most recent medium-to-long-term projections, as outlined in the Registration Document, date back to 11 February 2025. On that date, UCG presented only a limited set of financial targets for the years 2025–2027, with no detailed description of the specific actions required to support those targets and no information on the evolution of regulatory capital or other key economic and financial figures.

ii) Uncertainty regarding the role of Anima within the UCG Group

There are significant uncertainties surrounding the role that Anima could play within the UCG Group in the event the Offer is completed. In this regard, UCG has stated, among other things, that "*the Issuer has not elaborated any strategy with regard to the potential future integration of Anima as a consequence of the BPM Offer, and its potential integration into the UniCredit Group or its potential divestment and, therefore, investors should not rely on the potential integration or divestment of Anima when evaluating and making any investment decision*"[24]. It should be noted that in 2017 UCG sold its asset management business to Amundi while simultaneously entering into a partnership agreement with the French group, which remains in effect to date. The coexistence of Anima and the partnership with Amundi within UCG could potentially result in overlapping product factories, at least in certain areas, leading to potential value dispersion and dis-synergies with Anima's current distribution partners. Therefore, the absence of a clear strategy regarding Anima's future constitutes a factor that, in the opinion of BBPM's Board of Directors, BBPM Shareholders shall carefully consider in order to thoroughly evaluate whether to accept the Offer and, consequently, become shareholders of UCG.

iii) Lack of details regarding the envisaged synergies

As at the Date of the Issuer's Notice, UCG has provided BBPM Shareholders only a quantification of the expected synergies stemming from the potential completion of the Offer, without elaborating on the specific elements underpinning its estimate. These synergies, however, are a critical factor in assessing the overall financial merits of the Offer, as they account for over 40% of BBPM's 2024 net income of Euro 1,920 million and over 45% of BBPM's

[23] See Section "Forecasts data and estimates" of the Registration Document.
[24] See Section A, paragraph A.8. of the Information Document; additionally, within the risk factors in section A, paragraph A.1.13. of the Registration Document UCG states that "*the Pro-Forma Consolidated Condensed Financial Information has not been developed on the basis of any strategic action plan and/or intended approach for a future integration of Anima into the UniCredit Group as a consequence of the BPM Offer given that, as at the Registration Document Date, the Issuer has not elaborated any such strategy.*"

recurring net income of Euro 1,714 million for 2024, as indicated by the Offeror in the Registration Document[25]. Specifically, the cost synergies expected by UCG represent over 30% of BBPM's 2024 cost base.

By way of example, contrary to established practice for transactions of this nature, the Offeror has not provided details on the origin of these synergies or on the proportion attributable to potential reductions in headcount. Furthermore, no comprehensive explanation has been provided regarding the methods by which the expected synergies could be achieved within the highly compressed timeframe outlined by the Offeror (50% of synergies achieved by 2026, and 100% in 2027[26]).

iv) Uncertainty about the effects on the Offeror of the prescriptions imposed by the Golden Power Decision

The Golden Power Decision imposes certain prescriptions on UCG, entailing further significant elements of uncertainty and risk, which shall be carefully considered by the BBPM Shareholders. In fact, the Offeror has not yet provided clarification as to the possible effects of the prescriptions established by such decision. It should be noted that there are elements of risk and uncertainty that could affect the Offeror's future results assuming the completion of the Offer in relation, in particular, to the impact on the P&L and capital of the entity resulting from the possible integration between BBPM and UCG following the termination of UCG's Russian business; the impact of the constraints in terms of loan-to-deposit ratios and project financing on the shareholder remuneration targets set out in the "*2025-27 Ambitions*", and*)* the implementation of the prescriptions related to Anima, also taking into account that the Offeror has not disclosed any strategy for a potential future integration of Anima within the UCG group.

v) Lack of clarity regarding the actual intention to complete the Offer

The Offer is unique and unprecedented as it represents the only public offer in the history of the Italian market launched on an issuer who itself was conducting a public offer on another entity at the same time. This situation has caused significant market distortions in relation to the Anima Offer, particularly given that UCG has included, as a condition precedent to the Offer, that the terms and conditions of the Anima Offer remain unchanged (the "**Anima Offer Condition**"). However, following prior approval by BBPM's Shareholders' Meeting, the terms of the Anima Offer have been changed through an increase in the consideration offered in the context of the Anima Offer and the waiver of the voluntary condition of effectiveness related to the so-called Danish Compromise. Therefore, it is worth noting that as a result of the above, the Defensive Measures Condition also remains unfulfilled as at the Date of the Issuer's Notice.

However, in the Offer Document, the Offeror "*has acknowledged that BPM Vita (in concert with BPM) has increased the price of the BPM Offer from Euro 6.20 (cum dividend) to Euro 7.00 (cum dividend) and, as communicated on 27 March 2025, has waived the condition of the BPM Offer relating to obtaining the so-called Danish Compromise*" and it "*reserves the right to make any decision in this regard in accordance with the terms described in this Offer Document*" [27]. Thus, following the successful completion of the Anima Offer, the Offeror *(i)* acknowledges that the Anima Offer Condition has ultimately not been fulfilled and *(ii)* does not provide any information regarding the non-fulfillment of the Defensive Measures Condition. The Offeror therefore reserves the full discretion to withdraw the Offer at any time

[25] See Section "Financial information concerning the issuer's assets and liabilities, financial position and profits and losses" of the Registration Document.
[26] See Section A, paragraph A.1.4. of the Registration Document.
[27] See Section A, paragraph A.1.1. of the Offer Document.

up to the last Open Market Day preceding the Payment Date, (*i.e.*, June 30, 2025, unless extended), raising this possibility without disclosing any final decision, thereby leaving full uncertainty in this regard.

In addition to the above, it worth noting that, as at the Date of the Issuer's Notice, the Other Authorisations Condition has also not been fulfilled due to the Golden Power Decision, which imposes specific prescriptions on UCG. However, similar to the considerations made regarding the Anima Offer Condition and the Defensive Measures Condition, UCG initially communicated on 18 April 2025 that "*The Offer is approved with prescriptions, the merit of which is not clear. UniCredit will be taking time to assess the viability and impact of the prescriptions on the company, its shareholders and the associated M&A transaction, liaising as appropriate with the competent authorities.*"[28] and subsequently stated, among other things, on 22 April 2025 that "*UniCredit has promptly responded to the authorities with its views on the decree and awaits feedback. Until then, UniCredit is not In a position to take any conclusive decision on the way forward regarding its OPS on Banco BPM.*"[29].

In this regard, the Board of Directors cannot refrain from noting that UCG's lack of clarity and failure to communicate its decision on whether to waive the unfulfilled Conditions of Effectiveness of the Offer has created – and continues to create – significant uncertainty in the market. BBPM Shareholders who choose to accept the Offer may find their Shares returned to them – even after the Tender Period has ended – if UCG ultimately decides not to waive the Conditions of Effectiveness of the Offer that, as at the Date of the Issuer's Notice, remain unfulfilled.

vi) Uncertainty regarding the final terms of an unsolicited Offer, substantially without any premium and currently at a discount compared to market prices

A further peculiar aspect of the Offer, deemed unprecedented for this type of transaction, lies in the fact that it is an unsolicited public exchange offer where the Offeror has decided to grant the BBPM Shareholders a limited premium of 0.5% compared to the BBPM Share price as of 22 November 2024 (the last Open Market Day before the Offer announcement). This effectively constitutes the absence of a meaningful premium. BBPM's Board of Directors considers this circumstance highly unusual compared to the common practice for similar transactions and not consistent with the significance of this transaction for UCG.

Adding to the atypical nature of the Offer are the Offeror's statements regarding potential adjustments to the terms of the Offer. Initially, UCG stated that changes may depend on BBPM's year-end 2024 results (referring to the statement made by UCG's CEO at the "*M&A: What's Next*" conference organized by Bank of America on 4 December 2024), followed by hints that the terms might be influenced by the outcome of the Anima Offer as well as the upcoming announcement of BBPM's Q1 2025 results (statements made at the "*Morgan Stanley European Financials Conference 2025*" on 19 March 2025).

This aspect generates additional uncertainty for the market, as BBPM Shareholders are being asked to evaluate the Offer based on terms that, in their current formulation, deviate from standard practice due to the substantial absence of a premium and, according to UCG's periodic statements, also appear subject to potential changes.

vii) Uncertainty regarding the implications of the Offer for BBPM employees

[28] See UCG press release as of April 18, 2025 (https://www.unicreditgroup.eu/it/press-media/press-releases-price-sensitive/2025/april/press-release0.html).

[29] See UCG press release as of Aprile 22, 2025 (https://www.unicreditgroup.eu/it/press-media/press-releases-price-sensitive/2025/april/press-release1.html).

There are also significant uncertainties regarding the impact that the potential success of the Offer could have on BBPM Group's headcount. The documentation relating to the Offer refers solely to the Offeror's intention not to make "*unilateral substantial changes to the employment contracts of BPM's employees*" and, therefore, does not foresee "*that the Offer will have any direct negative consequences on the overall workforce, in terms of working or employment conditions.*"[30].

However, the focus exclusively on "*substantial changes to the employment contracts*" and "*working or employment conditions*" does not sufficiently rule out the possibility that the Offeror might, upon the completion of the Offer, implement redundancy schemes, workforce reductions, or other organizational measures that could significantly affect BBPM's operations and the individuals employed by the bank.

The Board of Directors of BBPM acknowledges the statements made by the Offeror. However, given the information provided in the Offer Document, the Board is not in a position to conduct an independent and comprehensive assessment of the future impact of the Offer on headcount and branch locations.

***

Disclaimer regarding the tax treatment for BBPM Shareholders who decide to tender their Shares to the Offer[31]

BBPM Shareholders who accept the Offer by tendering their BBPM Shares in exchange for the UCG Shares offered, would carry out a "realisation" transaction for income tax purposes (capital gain); therefore BBPM Shareholders, depending on the book value/tax cost of the tendered BBPM Shares, may realise taxable capital gains (taxed at the rate of 26% for certain categories of BBPM Shareholders[32]) or capital losses (the deductibility of which is subject to specific time limitations for certain categories of BBPM Shareholders[33]).

The exact amount of these capital gains/losses can only be calculated on the date of execution of the exchange (*i.e.*, the Payment Date).

Since the Offer does not provide for a cash component, but only for an exchange in shares, BBPM Shareholders who tender their Shares to the Offer (receiving only UCG Shares in exchange for their BBPM Shares) shall pay the relevant tax charges from their own financial resources; BBPM Shareholders who hold BBPM Shares through custody or administration accounts under a tax administration regime with authorised intermediaries shall provide the aforementioned intermediaries with the cash necessary to pay any tax charges incurred by them as a result of their acceptance of the Offer.

This circumstance creates an additional element of uncertainty for BBPM Shareholders, who would have to decide on whether to tender their Shares to the Offer, without being able to know in advance the related possible tax burden.

---

[30] See Section A, paragraph A.7.1. of the Offer Document.

[31] The information provided is solely intended to draw the attention of BBPM Shareholders to certain aspects that may be relevant to them and shall in no event constitute or be construed as tax advice.

[32] Reference is made, without limitations, to individuals who are tax residents in Italy. If the option to redetermine the cost of shares traded on regulated markets held on 1 January 2025 is exercised (which may be exercised by certain Shareholders, such as natural persons), the capital gain shall be calculated on the basis of the normal value determined by the arithmetic average of the prices recorded in the month of December, rather than the cost or purchase value. This normal value shall be subject to the 18% substitute tax.

[33] Reference is made, without limitations to individuals who are tax residents in Italy, whose any capital losses realised and not used for offsetting in the same tax period may be deducted from capital gains realised in subsequent tax periods, but not beyond the fourth.

1. INTRODUCTION

1.1 UCG's Offer and the circumstances in which it takes place

The Offer, announced to the market on 25 November 2024, occurs in a context of robust expansion and dimensional growth for BBPM, initiated in previous years through the strengthening of its product factories in the bancassurance sector and in payments processing. This was further enhanced in 2024 with:

(i) the promotion on 6 November 2024, by BBPM Vita, a company wholly owned by the Issuer, of a voluntary public tender offer, pursuant to Articles 102 paragraph 1 and 106 paragraph 4 of the Consolidated Financial Act, on all ordinary shares of Anima (excluding the No. 71,459,662 Anima shares, representing 21.97% of the share capital, already held by BBPM) at a consideration of Euro 7.0 per share (*cum dividend*)[34]. The Anima Offer presented since its launch significant industrial and strategic relevance and strong value creation potential for current and future BBPM Shareholders. It constituted a key pillar for growth and the achievement of the objectives outlined in BBPM Group's strategic plan, laying positive foundations for a stable and sustainable increase in BBPM Group's standalone income statement, also as part of its revenue diversification strategy in the current context of declining interest rates;

(ii) the acquisition, on 13 November 2024, by BBPM of a 5% stake in the share capital of Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**") as part of an accelerated book-building procedure promoted by the Ministry of Economy and Finance, shareholder of BMPS. This acquisition was aligned within the broader context of the Anima Offer and BBPM Group's strategy of strengthening its product factories. In fact, BMPS is, after BBPM, the largest distributor of Anima's group products and represents a strategic partner for the future growth of Anima and its subsidiaries. Notably, within the same accelerated book-building procedure, Anima was assigned a stake in BMPS's share capital equal to approximately 3%, which, combined with the stake already held by Anima, brought its total to approximately 4% of BMPS's share capital. As of the Date of the Issuer's Notice, BBPM directly and indirectly (via Anima) holds approximately a 9% stake in BMPS's share capital.

These extraordinary transactions - together with the results announced by BBPM Group on 12 February 2025, which exceeded several strategic plan targets - have highlighted BBPM Group's activity and have accelerated its ability to achieve its Strategic Plan targets, which have required a necessary update, announced to the market on 12 February 2025.

The Offer promoted by UCG, pursuant to Articles 102 paragraph 1 and 106 paragraph 4 of the Consolidated Financial Act, is on 1,515,182,126 BBPM Shares, representing 100% of the Issuer's share capital - including Treasury Shares. The Offer's objectives, as outlined in the Offer's rationale and future plans indicated in the Offer Document[35], are the acquisition of the entire Issuer's share capital, the delisting of BBPM Shares from Euronext Milan in the context of the Offer, and the Merger by incorporation of BBPM into UCG. UCG seeks to achieve the Merger regardless of whether Borsa Italiana orders BBPM's delisting following the Offer or whether such Delisting is not achieved.

From the Announcement Date and until the end of the relevant Tender Period, as a result of the so-called "passivity rule", any actions or transactions that could conflict with the Offer's objectives are subject to BBPM shareholders'Meeting authorization pursuant to Article 104 of the Consolidated Financial Act. This includes potential changes to the terms and conditions of the Anima Offer or

[34] Consideration increased from Euro 6.20 (*cum dividend*) to Euro 7.00 (*cum dividend*) on 28 February 2025.
[35] See Section G, Paragraph G.2 of the Offer Document.

waivers to the voluntary conditions of effectiveness related to the Anima Offer, as UCG included the absence of such actions among the Conditions of Effectiveness to the Offer.

In light of the above, BBPM's Ordinary Shareholders' Meeting on 28 February 2025 authorized BBPM, via its Board of Directors and consistently with BBPM's directives issued under its management and coordination activities, to allow BBPM Vita to (i) increase the consideration of the Anima Offer to Euro 7.0 per share (*cum dividend)*; and (ii) waive, fully or partially, if deemed appropriate, one or more voluntary effectiveness conditions related to the Anima Offer not yet satisfied.

In compliance with this shareholders' meeting resolution:

- on 28 February 2025, the Anima Offer consideration was raised to Euro 7.00 per share (*cum dividend*);
- on 27 March 2025, BBPM and BBPM Vita's competent corporate bodies resolved, within their respective competences, to waive the positive feedback from the ECB regarding BBPM's ability to (i) continue applying the so-called "Danish Compromise" to the stake held by BBPM in BBPM Vita, even after the acquisition of the control of Anima and (ii) not deduct from its individual and consolidated own funds the equity stake in Anima and/or in the asset management companies it controls, along with the associated goodwill and other intangible assets generated from the acquisition of Anima's control (the "**ECB Condition**").

The Anima Offer was completed on 11 April 2025, with BBPM obtaining indirectly, through BBPM Vita, an 89.95% stake approximately in Anima's share capital.

On 1 April 2025, following UCG's receipt of the approvals required by the sector's regulation concerning the Offer: Consob (i) approved the Offer Document and (ii) authorized the publication of the Registration Document, the Securities Note, and the Summary Note. Subsequently, on 2 April 2025, UCG published the aforementioned documents and indicated that the Tender Period will start on 28 April 2025 and end on 23 June 2025 with the Payment Date on 1 July 2025, unless any exstension of the Tender Period.

1.2 The Consideration and the Conditions of Effectiveness of the Offer

As indicated in Section E, Paragraph E.1. of the Offer Document, since the Offer is a public exchange offer, the Consideration is equal to 0.175 newly issued shares of the Offeror, issued as part of the Share Capital Increase Reserved to the Offer, and it is to be deemed as *cum dividend*. This Consideration incorporates (i) a premium of 0.5% compared to BBPM's official share price on 22 November 2024 (the last Open Market Day before the announcement of the Offer[36]); and (ii) an implicit discount of 7.6% compared to BBPM's official price on 25 November 2024[37] (as the Announcement Date). The Consideration of 0.182 newly issued shares of the Offeror (adjusted to take into consideration the detachment of the coupon related to the UCG Dividend) incorporates a discount of 3.8% compared to BBPM Share's official price on the Reference Date[38].

The Consideration, which, as already mentioned, at the Announcement Date did not substantially reflect any premium, does not take into account neither the appreciation of BBPM's Share price in the period following the Offer announcement nor the positive developments related to the conclusion of the Anima Offer and, instead, is at a discount compared to BBPM's market Share price as of the Reference Date.

Furthermore, if before the Payment Date:

[36] Source: FactSet (official prices).
[37] Source: FactSet (official prices).
[38] Source: FactSet (official prices).

(i) the Issuer and/or the Offeror were to pay a dividend to their respective shareholders, or if the coupon relating to dividends already declared but not yet paid were to be detached from for BBPM Shares and/or UCG shares, as the case may be, the Consideration (as defined in letter (a) of the relevant definition) will be adjusted to reflect the deduction of the distributed dividend from the unit market value of the Consideration as of the Announcement Date and/or the reference price used for its determination; and/or

(ii) the Issuer were to approve or execute any transaction on its share capital (including, but not limited to, capital increases or reductions) and/or on BBPM Shares (including, but not limited to, merger or cancellation of shares), without prejudice to the applicability of the Conditions of Effectiveness, the Consideration shall be adjusted to reflect the effects of the aforementioned transactions.

As of the Date of the Issuer's Notice and in light of point (i) above, and following the detachment of the coupon related to the UCG Dividend, the Consideration is adjusted to 0.182 newly issued UCG Shares as part of the Share Capital Increase Reserved to the Offer and shall be deemed as ex UCG Dividend and cum BBPM Dividend. Likewise, following the detachment of the coupon related to the BBPM Dividend (scheduled for 19 May 2025, and subject to approval by the BBPM Shareholders' Meeting scheduled for 30 April 2025), the Consideration will be adjusted to 0.166 UCG Shares and will therefore be deemed as *ex-dividend*.

The Offer is also conditional upon the occurrence of (or UCG's waiver of, within the terms indicated in the Offer Document) the following Conditions of Effectiveness: the Antitrust Condition, the Other Authorisations Condition, the Obstructive Events Condition, the MAE Condition, the Defensive Measures Condition, the Anima Offer Condition, the Material Acts Condition, and the Threshold Condition. For more information regarding BBPM's Board of Directors' assessment of the Conditions of Effectiveness, please refer to Section 4 of this Issuer's Notice.

As of the Date of the Issuer's Notice, and despite (i) the Anima Offer Condition and the Defensive Measures Condition not having been fulfilled due to the increase in the Anima Offer consideration and the waiver of the ECB Condition, and (ii) the Other Authorisations Condition not having being fulfilled due to the Golden Power Decision, UCG has yet to communicate to the market whether it intends to exercise its right not to carry on with the Offer in light of the non-fulfillment of the aforementioned Conditions of Effectiveness. UCG, therefore, reserves the right to withdraw the Offer at any time and until the Open Market Day prior to the Payment Date (*i.e.*, 30 June 2025, subject to extension of the Tender Period in accordance with applicable laws and regulations), allowing itself further discretion.

The Offer does not fall under the provisions of Article 39-bis of the Issuers' Regulation and, therefore, does not require the preparation of a reasoned opinion by BBPM's independent directors containing evaluations of the Offer and the adequacy of the Consideration, pursuant to and for the purposes of the aforementioned article.

1.3 Purposes of the Issuer's Notice

This Issuer's Notice, approved by the Issuer's Board of Directors during the meeting held on 24 April 2025, has been prepared pursuant to and for the purposes of Article 103 paragraphs 3 and 3-bis of the Consolidated Financial Act and Article 39 of the Issuers' Regulation.

The purpose of the Issuer's Notice is to enhance the informational set available to BBPM Shareholders, in addition to the information already provided by UCG in the Offer Document, expressing, *inter alia*, the evaluations and considerations of BBPM's Board of Directors on the Offer, its rationale, UCG's future plans regarding the Issuer, and the adequacy of the Consideration offered to BBPM Shareholders.

1.4 Anticipation of the conclusions of the Board of Directors on the Offer

For the reasons outlined in Sections 2 and 3 of this Issuer's Notice, the Board of Directors, after a careful evaluation of the available information and also taking into account various factors, considers that the Offer is not convenient and the Consideration inadequate .

***

BBPM Shareholders are strongly encouraged to carefully read the Issuer's Notice in order to benefit from a balanced informational set, which also includes the evaluations of BBPM's Board of Directors regarding the Offer.

It is further emphasized that, for a complete and thorough understanding of the assumptions, terms, and conditions of the Offer, reference must also be made to the Offer Document published and made available by the Offeror in accordance with applicable laws and regulations.

This Issuer's Notice does not in any way constitute, nor can it be interpreted as, a recommendation of whether or not to tender BBPM Shares to the Offer, nor does it replace the judgment of each Shareholder regarding the Offer itself.

2. THE BOARD OF DIRECTORS' ASSESSMENTS REGARDING THE RATIONALE OF THE OFFER AND THE PLANS OUTLINED BY THE OFFEROR

Preliminarily, the Board of Directors draws the Shareholders' attention to the fact that the Offer was not previously agreed upon with BBPM and, also considering its specific features - further detailed below - it must therefore be considered as a "hostile" offer.

Indeed, post-merger integration and its timely and thorough planning are crucial elements for the success of any extraordinary transaction, particularly in a complex and vital sector such as banking, which plays a key role in supporting the economy. Despite the representations made by the Offeror in the Offer Document[39], as better stated below, the Board of Directors does not believe that UCG has proven recent experience in similar integration processes, which may represent a risk for BBPM Shareholders.

That being said, and without prejudice to the assessments and evaluations of the Board of Directors regarding the Consideration, as set forth in Section 3 below, the following points are submitted to Shareholders as relevant considerations in evaluating the Offer and the opportunity to become shareholders of UCG:

1. BBPM is a bank with distinctive characteristics, strong growth prospects and value creation potential for its Shareholders, supported by a recognized successful track-record;
2. The Offer provides for a Consideration entirely composed of UCG Shares; and thus, requires a careful assessment of the Offeror's characteristics and risk factors in order to fully understand the risks that the Shareholders would incur by becoming shareholders of UCG;
3. The combination of UCG and BBPM - and the consequent achievement of the transaction's strategic objectives - is subject to risks and uncertainties, which may become even more significant in the event of further extraordinary transactions potentially pursued by UCG.

With specific reference to the implementation of the Offeror's future programs, UCG stated in the Offer Document that "*the Offeror's well-established experience in M&A transactions, as demonstrated by recent initiatives in Greece, Romania and Germany, will allow for a rapid and effective integration with the Issuer, without disruptions to the business or social impacts, accelerating the achievement of the strategic objectives of the transaction and positioning the new group among the leaders in the European banking sector, capable of supporting the real economy and creating value for shareholders, customers and local communities*"[40]. However, the Board of Directors believes that the recent initiatives mentioned by UCG are not comparable to the Offer and the future objectives outlined by the Offeror, including the potential Merger. The initiatives in Greece and Germany, in fact, relate to UCG's acquisition of minority stakes in Alpha Services and Holdings S.A. (approx. 9.6% of its share capital)[41] and Commerzbank AG (approx. 28% of its share capital, of which 9.5% in shares and the remaining stake in derivatives)[42], while the experience in Romania concerns the integration of a much smaller bank than BBPM[43], in the context of a transaction agreed upon with the target's management and controlling shareholder.

Moreover, Shareholders should note that the Offer was announced:

---

[39] Source: see Section A, Paragraph A.7.1 of the Offer Document.
[40] Source: see Section A, Paragraph A.7.1 of the Offer Document.
[41] Note: Alpha Services and Holdings S.A. owns 100% of the share capital of the Greek bank Alpha Bank S.A.. Source, as of 31st March 2025, of UCG's stake: website of Alpha Services and Holdings S.A. (*https://www.alphaholdings.gr/en/Holdings/Investor-relations/share-information/shareholder-structure*).
[42] Source: see Section "Business", Paragraph "*Investment in Commerzbank*" of the Registration Document.
[43] Note: as of 31 December 2024, Alpha Bank Romania S.A., bank acquired by UCG, had a total balance sheet of approx. Euro 4.5bn vs. approx. Euro 198.2bn of BBPM at the same date (information gathered, respectively, from the respective annual financial statements of Alpha Bank S.A. and BBPM).

(i) at a time when BBPM was pursuing a strategic and dimensional growth path, through the announcement of the Anima Offer (which was then successfully completed) and the investment in BMPS, positively evaluated by the market as evidenced by BBPM's share price appreciation following both transactions; and

(ii) prior to the announcement of the consolidated results as of 31 December 2024 and the update of the Strategic Plan, both of which were disclosed to the market on 12 February 2025.

Notwithstanding the above, the Board of Directors believes that the current and prospective benefits arising from BBPM's strategic growth path underway, as well as the performance mentioned above, must be adequately evaluated by Shareholders in deciding whether or not to become UCG shareholders - especially considering that such benefits, both current and prospective, do not appear to be reflected, in any way, in the Consideration.

2.1 BBPM is a distinctive bank, with significant growth prospects and value creation for its Shareholders, led by a management team with a successful track-record

2.1.1 BBPM is a distinctive bank

The distinctive features of BBPM, which position it as a leading bank compared to both domestic and foreign-based competitors operating in Italy, include: (i) a well-established distribution network in the most dynamic areas of the country, (ii) an historical mission of local bank, close to households and SMEs, (iii) a solid and comprehensive business model, with proprietary product factories or joint ventures with leading specialized partners, and (iv) a high-quality credit portfolio.

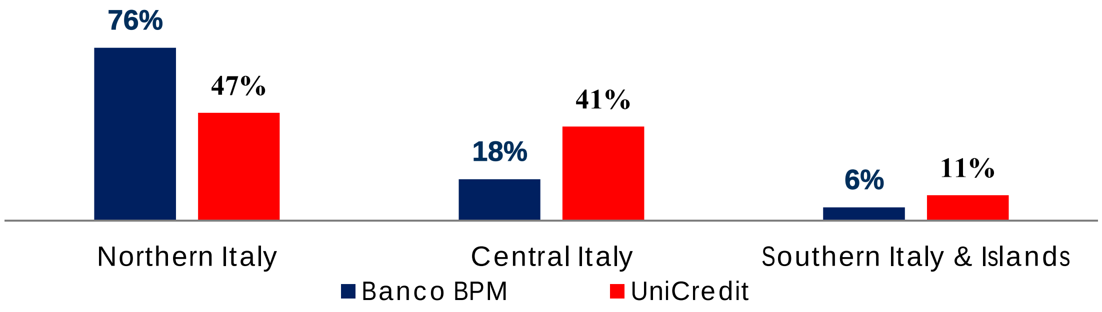
A well-established distribution network in the most dynamic areas of the country

BBPM benefits from a deeply-rooted local presence, historically concentrated in the most economically dynamic regions of Italy, such as Lombardy, Veneto, Emilia-Romagna, Piedmont, and Tuscany. These regions are among the most dynamic at the national level, characterized by local economies oriented both towards the domestic market and exports. According to Eurostat data, these geographical areas have a GDP per capita in line with or above the European average (e.g., Lombardy +34%, Emilia-Romagna +18%, Veneto +11%)[44].

As of 31 December 2024, approx. 76% of BBPM's retail branches were located in Northern Italy regions[45]. Specifically, in Lombardy, BBPM holds a branch market share of approx. 13%, while UCG's market share in the same region is approximately 6%[46]. Moreover, over 76% of BBPM's core loans to Italian clients are concentrated in Northern Italy, compared to approximately 47% of UCG's performing loans in the same area[47].

[44] Source: Eurostat regional yearbook 2024 pag. 102 and underlying database (data referred to 2023).
[45] Source: 2024 annual report of BBPM (pag. 15).
[46] Source: Bank of Italy data for 2023, and pag. 7 of UCG's presentation dated 25 November 2024.
[47] Source: refer to the following footnote.

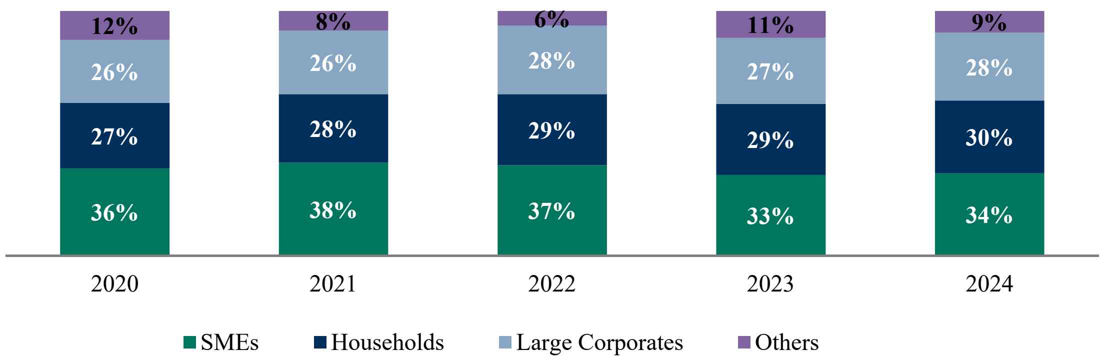
The chart below shows the breakdown of performing loans to customers in Italy by geographical area[48]:



An historical mission of local bank, close to households and SMEs

BBPM has a long-standing role as a local bank, serving households, SMEs, and large corporates alike. The Bank provides comprehensive lending solutions, from short-term credit to medium-long term financing, across both ordinary and structured financing solutions.

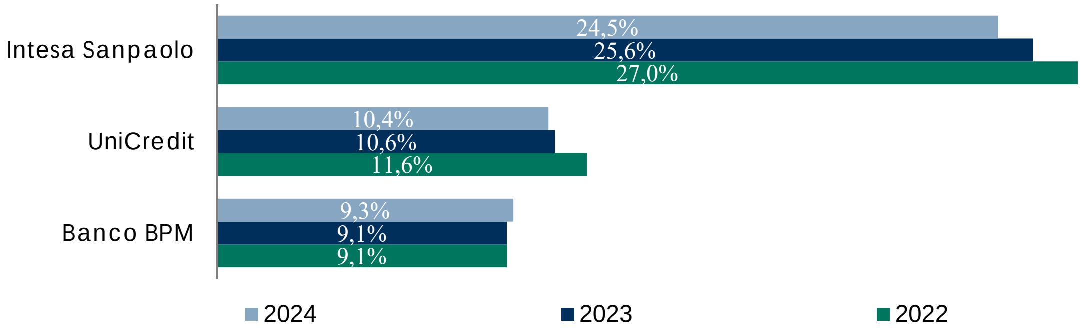
BBPM's constant support for Italian SMEs is illustrated by the analysis of the breakdown of its financing by client type. As shown in the chart below (illustrating the breakdown of financing by client type since 2020[49]), financing to SMEs consistently accounts for more than one-third of BBPM's total loan portfolio. When including large corporates, the aggregate share of loans is around or above 60% of total lending.



Looking at the evolution of corporate loan portfolios over the last three years, BBPM and UCG show comparable market shares, despite UCG's position as Italy's second-largest bank. However, BBPM allocates a significant portion of its loans to Italian businesses, whereas UCG follows a different lending strategy, with only approx. 37.5% of its total performing loans as of 31 December 2024 allocated to Italy[50].

[48] Source: BBPM: gross core performing loans at 31 December 2024 net of repurchase agreements and leasing (see pag. 17 of BBPM's presentation "*Group FY2024 Results and Strategic Plan update*" dated 12 February 2025); UCG: territorial distribution of performing credit exposures towards customers in Italy (see. pag. 989 of UCG's 2024 financial statements).
[49] Source: elaborations of BBPM regarding gross performing exposures, at each year-end, including the gross performing exposures of the affiliate company Agos Ducato originated by BBPM. Note: SMEs defined as companies with revenues up to Euro 50mn or total assets up to 43mn and up to 250 employees.
[50] Source: UCG's Divisional Database at 4Q 2024.

The chart below shows the estimated corporates lending market share in Italy for the top three players[51]:



A solid and comprehensive business model with both proprietary product factories and joint ventures with leading specialised players

BBPM's activity, one of the few financial conglomerates operating in Italy, is based on a robust business model capable of delivering a broad and diversified range of financial products and services, enabled by a complete set of product factories. This allows for a strong foothold in high value-added specialized sectors and supports BBPM's competitive distribution franchise. More specifically:

- some product factories are wholly in-house: Asset management (Anima) and Life insurance (BBPM Vita, Vera Vita, and BBPM Life). In particular, regarding life insurance activity BBPM is one of the few Italian banks to have internalized its life insurance business and obtained recognition as a Financial Conglomerate. By contrast, UCG only began the internalization process of its life insurance business in September 2024, with its closing expected "*to take place in 2025*"[52]. As at the Date of the Issuer's Notice , based on publicly available data, UCG has not yet completed this process and has not received approval for the Danish Compromise for its life bancassurance activities;

- other product factories are operated through joint ventures with leading industry operators, enabling BBPM to play an active role in strategic decision-making and governance: Non-life insurance (BBPM Assicurazioni, Vera Assicurazioni), Consumer credit (Agos), and Payments (Numia). This strategy has led BBPM to establish partnerships with top-tier national (Agos) and European operators, (Crédit Agricole Assurances) and to participate in the creation of an innovative fintech start-up (Numia) in cooperation with the cooperative banking network.

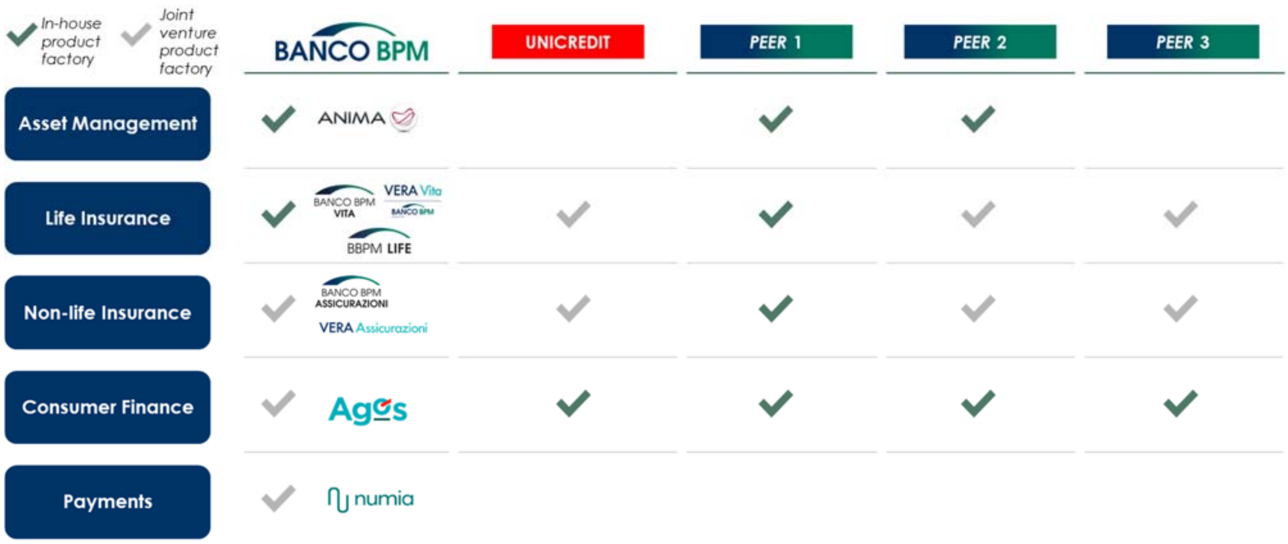
Thanks to this unique model in the Italian banking sector, BBPM is able to generate value through the direct participation to the profits of all its product factories.

The below chart provides an illustrative overview of BBPM's business model compared to UCG and to the main other Italian peers[53]:

---

[51] Source: Illustrative market share elaborated by BBPM as the ratio between (i) the stock of net performing loans towards non financial companies gathered from the respective annual reports of BBPM, Intesa Sanpaolo and UCG and (ii) the stock of estimated total net performing loans towards such customers based on the elaboration of data provided by Bank of Italy ("*Flussi di ritorno delle segnalazioni di vigilanza*").
[52] Source: see Section A, Paragraph A.3.13 of the Registration Document.
[53] Source: elaborations of BBPM. Notes: for UCG the chart takes into consideration the insurance business *joint ventures* (CNP UniCredit Vita and UniCredit Allianz Vita, in the process of being internalized as a result of the acquisition of their respective

THIS IS AN ENGLISH COURTESY TRANSLATION OF THE ORIGINAL DOCUMENT PREPARED IN ITALIAN. IN THE EVENT OF INCONSISTENCIES, THE ORIGINAL ITALIAN VERSION OF THE DOCUMENT SHALL PREVAIL OVER THIS ENGLISH COURTESY TRANSLATION



BBPM's business model, as strengthened by Anima's integration, will allow thefurther diversification of revenue streams, promoting a medium-to long-term rebalancing of core income components between fee-based revenues and interest margin - which is expected to decline in a potential interest rate downwards scenario. Moreover, according to the Strategic Plan, the share of non-interest income is expected to grow from approx. 40% in 2024 to approx. 50% in 2027, supported by Anima's integration and the contribution from BBPM's product factories.

In addition, it is also worth mentioning that, thanks to Anima's contribution, BBPM's assets under management are now broadly comparable to those of UCG[54].

<u>*A high-quality loan portfolio*</u>

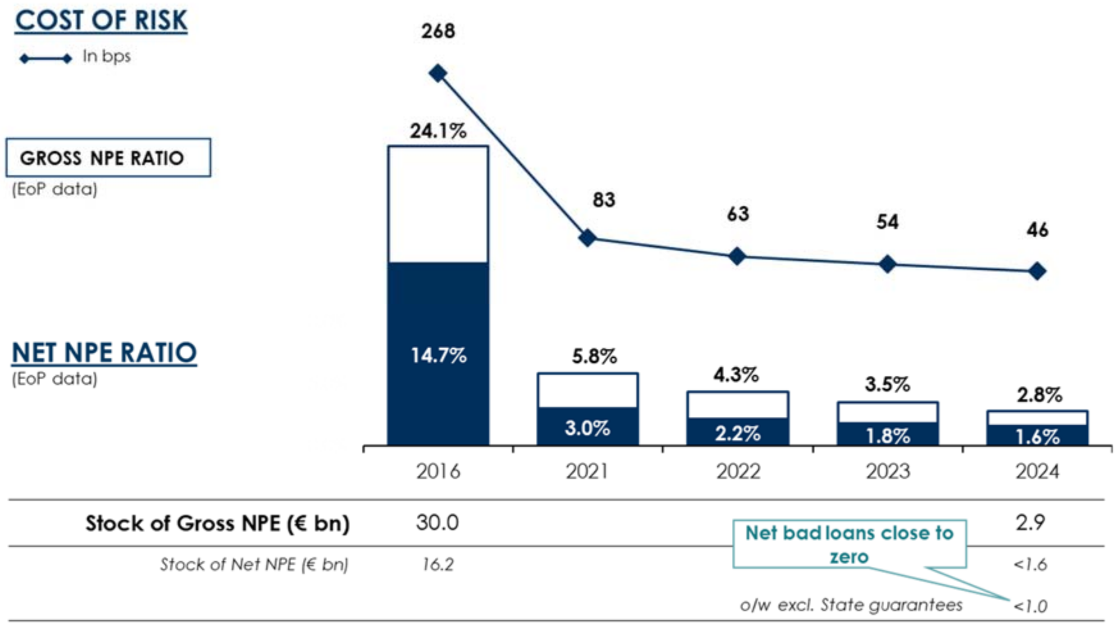
The strategic initiatives and non-performing loan portfolio management actions undertaken by the Issuer have enabled the Bank to significantly improve its credit quality, without requiring any capital increase from its Shareholders. As a result, BBPM achieved a historic milestone in 2024 in terms of asset quality and cost of risk. Specifically, considering the credit portfolio's quality as of 2024 year-end, the gross NPE ratio further decreased to 2.8%, with a reduction of 3 percentage points compared to 2021 and over 21 percentage points compared to 2016. The cost of risk stood at approximately 46 basis points, a decrease of around 45% compared to 2021 and approximately 83% compared to 2016. In addition, the net NPE ratio as of 2024 year-end was 1.6% (down approximately 1.5 percentage points and 13 percentage points compared to 2021 and 2016, respectively), with a stock of net bad loans close to zero[55].

controlling stakes by UCG expected to take place in 2025 subject to the standard authorizations by the competent authorities, and UniCredit Allianz Assicurazioni) and the in-house proprietary product factory in the consumer credit business. Peers include BMPS, BPER and Intesa Sanpaolo.

[54] Note: data as at 30 June 2024; BBPM: approx. Euro 217bn of assets under management pro-forma for the acquisition of Anima (source: pag. 5 of the presentation of the Anima Tender Offer dated 6 November 2024) and UCG: approx. Euro 213bn (source: pag. 8 of the press release dated 24 July 2024, corresponding to the sum of "*AuM + AuA*" (Euro 155.3bn) and "*Insurance*" (Euro 58.1bn).

[55] Note: excluding loans with State guarantees, BBPM's net bad loans as at 31 December 2024 were approx. Euro 209mn.

The chart below shows the evolution of BBPM's asset quality and cost of risk[56]:



2.1.2 BBPM offers significant growth prospects and value creation for its Shareholders

BBPM presents substantial growth and value creation opportunities for its Shareholders, further enhanced by the acquisition of nearly all of Anima's share capital, following the success of the Anima Offer completed on 11 April 2025 which positions the BBPM Group as an integrated player in life insurance and asset management, with benefits in terms of revenue growth and fee-based income diversification - especially relevant in the current environment of an expected interest rate decline.

Over recent years, BBPM has undertaken a clear transformative path towards a more diversified business mix, increasingly focused on providing and distributing value-added services and products, supported by the integration of product factories into its business model. These strategic initiatives allow BBPM to diversify towards more capital-light activities (*i.e.* less burdensome in terms of regulatory capital absorption), less affected by the interest rate evolution, thereby enhancing the medium-to long-term stability, predictability, and quality of its earnings.

BBPM's robust growth prospects are underpinned by the Strategic Plan, built on clear strategic guidelines, in particular including: (i) a RoTE and a ROE expected to exceed, respectively, 21% and 16% by the end of the Strategic Plan, driven by further improvement in revenue and net income mix, (ii) one of the highest cash dividend payout levels in the sector, and (iii) a solid capital position, above regulatory requirements and in line with sector levels.

An updated and credible Strategic Plan based on clear guidelines

On 12 February 2025, BBPM published an updated Strategic Plan, extending the plan horizon to 2027. This update was necessary as a result of the strong results achieved in the fiscal year 2024, with BBPM having outperformed most of the original 2026 targets ahead of schedule.

[56] Source: pag. 33 of BBPM's presentation "*Group FY2024 Results and Strategic Plan update*" dated 12 February 2025. Note: excluding loans with State guarantees, BBPM's net bad loans as at 31 December 2024 were approx. Euro 209mn.

The outperformance recorded in 2024 further confirms BBPM's strong and reliable track-record and the credible and consistent commitment of its management team to sustainable growth and value creation. The Strategic Plan was updated to reflect the key achievements of 2024, including:

- a significant increase in net income: adjusted net profit for 2024 amounted to Euro 1.691 billion (versus Euro 710 million in 2021), exceeding by over Euro 300 million the previous guidance for 2024 indicated in the 2023-2026 strategic plan[57] (set at approx. Euro 1.360 billion);
- a reduction in non-performing loans: gross NPE ratio of 2.8% in 2024 (vs. 5.8% in 2021), already below the 3% target originally set for 2026[58];
- a strong capital position: CET1 ratio of 15% at 2024 year-end, up from 13.4% in 2021, and above the 14% landing point target previously set in the 2023 - 2026 strategic plan[59].

The updated Strategic Plan has been built in continuity with BBPM's strategic pillars, in particular with reference to the below characteristics:

- a continued focus on supporting families and SMEs;
- a strengthened positioning in wealth management and life insurance;
- development of product factories in partnership, in particular with respect to non-life insurance and payments, to support a more diversified and value-added business model;
- enhanced omnichannel capabilities to support digital transformation;
- an additional emphasis on technological innovation to make the Bank more efficient and safer in the cybersecurity domain;
- confirmed commitment to maintain a robust capital position, maintaining a strong focus on asset quality, and preserving wide buffers above minimum regulatory capital thresholds;
- a commitment to people and local communities, supporting their growth.

The Strategic Plan has been developed based on a prudent outlook, incorporating expectations of declining net interest margins, offset by growing non-interest revenues and improved BBPM asset quality, which will entail the confirmation of the declining trend of cost of risk, expected at a level (40 basis points in 2027) similar to the cost of risk currently reported by the peers[60].

Given expectations of lower interest rates, the Strategic Plan has been based on conservative macroeconomic assumptions, projecting a decrease in net interest income from Euro 3.4 billion in 2024 to Euro 3.15 billion in 2027, due to a decline in the 3-month Euribor rate from an average of 3.6% in 2024 to 2.0% in 2026–2027, partially offset by loan volume growth, particularly core lending, with a forecast CAGR of 1.7% over the 2024 – 2027 period.

As further detailed below, the Strategic Plan envisages a significant increase in non-interest income, which is expected to rise by approximately 10 percentage points from 40% in 2024 to 50% in 2027, thanks to the increase in commission income and the full ramp-up of all the main product factories (including Anima), which will be able to generate over Euro 1.7 billion in revenues in 2027 compared to approximately Euro 1.0 billion in 2024, thus more than offsetting the downward trend in net interest income.

---

[57] Source: pag. 7 of BBPM's presentation "*Group FY2024 Results and Strategic Plan update*" dated 12 February 2025.
[58] Source: pag. 18 of BBPM's presentation "*Group FY2024 Results and Strategic Plan update*" dated 12 February 2025.
[59] Source: pag. 18 and 20 of BBPM's presentation "*Group FY2024 Results and Strategic Plan update*" dated 12 February 2025.
[60] Note: cost of risk reported in 2024 by the main Italian banks (30 basis points for Intesa Sanpaolo, 29 basis points for UniCredit Italy, 36 basis points for BPER, 53 basis points for BMPS, and 53 basis points for Banca Popolare di Sondrio). Source: 2024 full-year results market presentation.

RoTE and ROE expected to exceed, respectively, 21% and 16% by the end of the plan, driven by improved revenue and net income mix

The Strategic Plan forecasts a consolidated net profit of Euro 2.15 billion in 2027 for the BBPM Group, including a significant contribution of approximately Euro 200 million from the integration of Anima. This is expected to result in an EPS increase of around 10% compared to BBPM standalone estimates. This net income increase includes, in addition to Anima's consolidation, the achievement of synergies conservatively estimated at Euro 60 million pre-tax on an annual basis[61]. Having acquired approximately 89.95% of Anima's share capital as a result of the Anima Offer and in light of the current Offer, BBPM reserves the right to assess future initiatives regarding the Anima stake currently not owned, with the aim of maximizing Anima's contribution to Group results in the coming years.

BBPM expects to achieve a *return on tangible equity* (so-called "RoTE") higher than 21% and a *return on equity* (so-called "ROE") higher than 16% by 2027[62], driven by an improved business mix, as a result of BBPM's transformative path towards a more valued-added business model. In particular, "Wealth & Asset Management", "Protection", and "Specialty Banking Solutions" are expected to contribute to 45 - 50% of net profit, compared to 50 - 55% from commercial banking. Total revenue composition is also projected to improve significantly, with non-interest revenues expected to grow from 38-40% in 2023 - 2024 to ~50% by 2026 - 2027, driven especially by the acquisition of Anima[63].

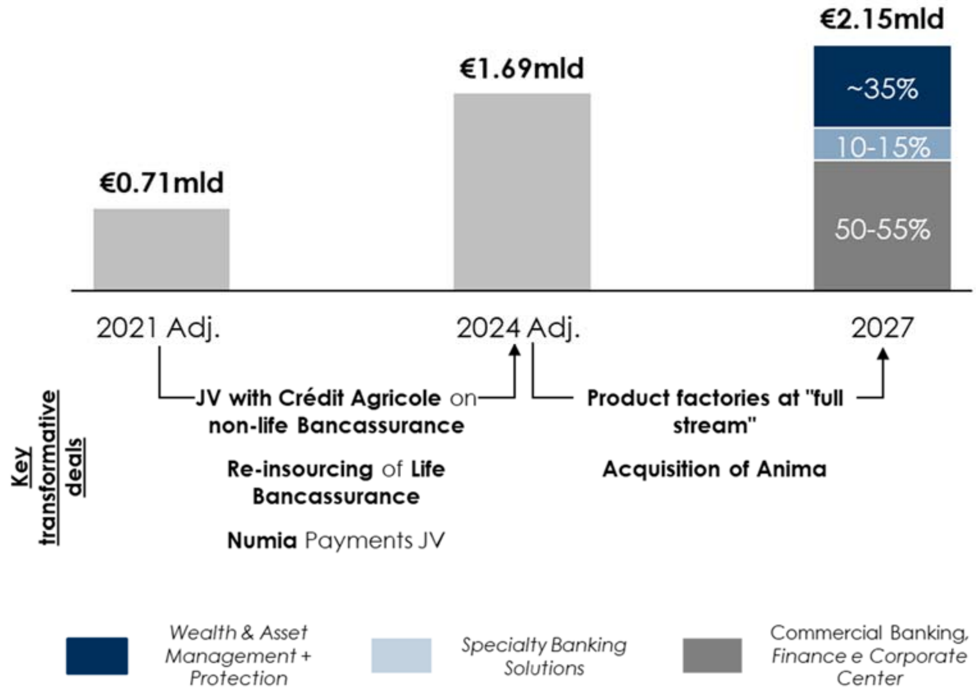
The chart below shows the evolution of BBPM's net profit between 2021 and 2027[64]:, highlighting that at the end of the plan period in 2027, approximately 45% - 50% of total net profit will be contributed to the businesses "Wealth & Asset Management" and 'Protection' and "Specialty Banking Solutions", to which the financial market tends to attribute a higher valuation with respect to the "commercial banking" activities:

[61] Source: illustrative note dated on 28 February 2025 to the explanatory report of BBPM's Board of Directors on item 1 on the agenda of the Ordinary Shareholders' Meeting of 28 February 2025.

[62] Source: figures re-calculated, with resepct to the 12 February 2025 Strategic Plan, based on an overall distribution to the Shareholders of Euro 6 billion during the plan period.

[63] Source: pag. 27 of BBPM's presentation "*Group FY2024 Results and Strategic Plan update*" dated 12 February 2025.

[64] Source: pag. 38 of BBPM's presentation "*Group FY2024 Results and Strategic Plan update*" dated 12 February 2025..



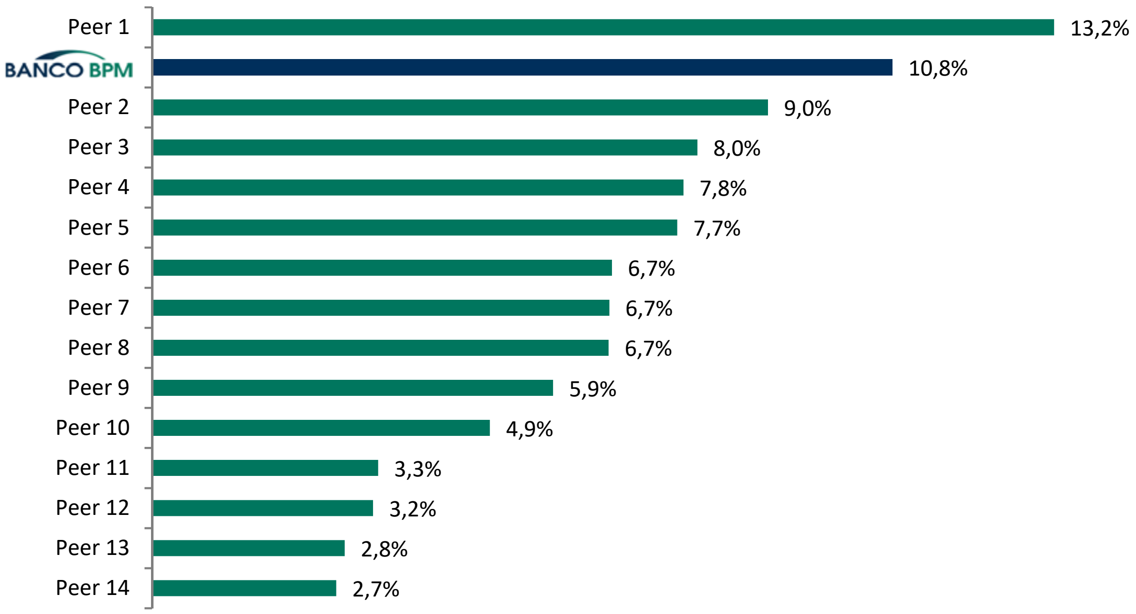
One of the highest levels of Shareholders remuneration in terms of cash dividend in the sector

Based on the strong 2024 performance and robust three-year plan outlook, the Strategic Plan foresees a significant increase in Shareholders remuneration (+50% vs. previous distribution targets). The dividend payout ratio has been raised to 80% of net profit starting in 2024. Based on the prospective net income targets according to the Strategic Plan, total Shareholder remuneration, notwithstanding the non-application of the so-called Danish Compromise to the acquisition of Anima is projected to exceed Euro 6 billion between 2024 and 2027, corresponding to approximately Euro 1.0 per BBPM share annually and representing about 44% of BBPM's current market capitalisation[65] - a significant increase from the Euro 4 billion included in the previous three-year 2023 - 2026 strategic plan.

Including the interim dividend paid in November 2024, BBPM's dividend yield related to the 2024 fiscal year ranks among the highest in the European banking sector.

[65] Note: Market capitalisation of BBPM calculated based on the number of shares outstanding (net of Treasury Shares) and BBPM's official share price as at 22 April 2025 (source: Factset).

The chart below shows the 2024 cash dividend yield of a sample of European banks[66]:



A solid capital position, above regulatory requirements and in line with sector levels

Consistently with recent years, BBPM has maintained a solid capital position, and the Strategic Plan foresees a CET1 ratio of not lower than 13% at the end of each year within the plan horizon, aligning with the average projected level of main Italian banks, also at approximately 13%[67]. It is worth noting that, whereas the previous strategic plan targeted a CET1 ratio of 14% by the end of 2026, the current Strategic Plan now sets a minimum target of 13%, with limited impact from the Issuer's decision to increase Shareholders remuneration to Euro 6 billion over the plan period (compared to the previous Euro 4 billion target).

Furthermore, as announced to the market on 27 March 2025, BBPM has already undertaken initial capital optimisation initiatives aimed at reaching the 13% CET1 ratio level as early as June 2025, taking into account the non-application of the Danish Compromise to the acquisition of Anima. It should also be noted that additional optimisation measures may be implemented following the preliminary outcomes of the Purchase Price Allocation process related to the Anima acquisition.

Additionally, the minimum CET1 ratio of 13% set by BBPM aligns with the upper bound of UCG's disclosed CET1 ratio target range[68]. As of 1 January 2025, BBPM is subject to a minimum SREP requirement of 9.18%, which is approximately 110 basis points lower than UCG's 10.28%[69] SREP requirement, and about 382 basis points below BBPM's 13% target at each year-end of the plan.

2.1.3 BBPM has developed a significant track record of success

[66] Source: FactSet as at 11th April 2025 (cash dividend yield, related to the 2024 fiscal year, of the following selection of European banks: Banco de Sabadell, Banco Santander, BBVA, BMPS, BNP Paribas, Banca Popolare di Sondrio, BPER, CaixaBank, Commerzbank, Crédit Agricole, Deutsche Bank, Intesa Sanpaolo, Société Générale, and UCG.

[67] Note: average of the main Italian banks (BMPS, BPER, Intesa Sanpaolo and UniCredit). Source: BMPS ("*management target*" CET1 *ratio* of 14%, pag. 34 of the presentation "*2Q24 & 1H24 Results & Business Plan 2024 2028*" dated 06 August 2024), BPER ("*CET1 ratio 2027E*" higher than 14.5%, pag. 12 of the presentation "*B:Dynamic | Full Value 2027*" dated 10 October 2024), Intesa Sanpaolo ("*Basilea 3/Basilea 4 CET1 ratio fully phased-in target*" higher than 12%, pag. 4 of the presentation "*Piano di Impresa Intesa Sanpaolo 2022-2025*" dated 04 February 2022, and UCG ("*target CET1 ratio*" of 12.5%-13.0%, pag. 4 of the presentation "*UniCredit Unlocked*" dated 11 February 2025).

[68] Note: 12.5% - 13.0% CET1 ratio target communicated by UCG (source: Section "*Forecast data and estimates*", Paragraph "*2025-27 Ambitions contribution*" of the Registration Document).

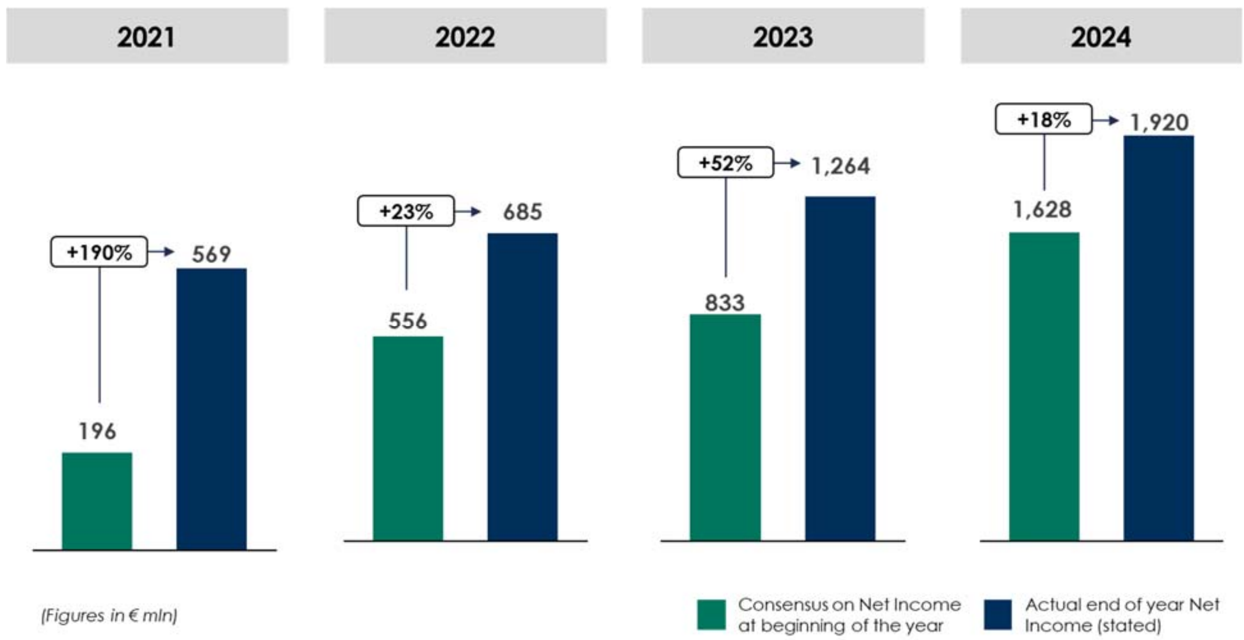
[69] Source: Section A.4, Paragraph A.4.1.1. of the Registration Document.

BBPM has extensive experience as a commercial bank with a local mission. Over the past 10 years, approximately, BBPM's management has implemented a clear industrially-driven strategic vision, consistently demonstrating its ability to create value for Shareholders. This is evidenced, *inter alia*, by the following: (i) BBPM has consistently delivered results above market consensus, (ii) BBPM's stock has generated significant value for the Shareholder, and (iii) BBPM's management has extensive experience in executing extraordinary transactions, without capital increases requested to Shareholders.

BBPM has consistently outperformed market consensus

BBPM's management, committed over the years to transforming a traditional commercial bank into a diversified and integrated financial conglomerate, has succeeded in achieving financial results above expectations, as demonstrated by the early achievement of key targets of the previous strategic plan and of net profits that exceeded equity research analysts consensus from 2021 to 2024.

The chart below compares market consensus estimates and BBPM's actual net income over the past four fiscal years[70]:



BBPM's stock has created significant value for its Shareholders

As shown in the chart below, BBPM's stock has delivered a total shareholder return (TSR) of approximately 1,080%% over the approximately past five years, compared to an increase of approximately 344% for the FTSE Italy Banks index over the same period[71].

[70] Source: pag. 19 of BBPM's presentation "*Group FY2024 Results and Strategic Plan update*" dated 12 February 2025.
[71] Note: from 21 May 2020 to 22 April 2025 (start and end dates included).Source: elaborations based on FactSet data as at 22 April 2025.

__BBPM's management has a consolidated track-record in creating value without requesting additional capital to its Shareholders__

BBPM's management has demonstrated significant capabilities in carrying out strategic and complex transactions without requesting additional capital to its Shareholders, such as: the integration between Banca Popolare di Milano and Banco Popolare following the merger of the two credit institutions, the reorganization of product factories in consumer credit, payment systems, and wealth management, the internalization of the life insurance business, the asset quality's strengthening through the disposal of non-performing loan portfolios for approximately Euro 35.7 bilion in the 2017 – 2024 period[72], and the acquisition of Anima.

The confidence and appreciation for BBPM's management team and track-record are further reflected by the participation of high-standing Italian and international institutional investors in BBPM's share capital (e.g., global and domestic asset managers, pension funds, and banking foundations), as well as by Crédit Agricole S.A.'s investment, which in April 2022 acquired a 9.2% stake in BBPM's share capital[73] and, as announced on 6 December 2024, increased its stake to 19.8%[74].

Lastly, it is worth noting the existence of a shareholders' agreement among investors holding a combined stake of approximately 6.5% in BBPM's share capital, namely: Fondazione Cassa di Risparmio di Lucca, Fondazione Cassa di Risparmio di Alessandria, Fondazione ENPAM, Fondazione Cassa di Risparmio di Carpi, Fondazione Cassa di Risparmio di Reggio Emilia Pietro Manodori, Inarcassa – Cassa Nazionale di Previdenza e Assistenza per gli Ingegneri e Architetti Liberi Professionisti, and Cassa Nazionale di Previdenza e Assistenza Forense[75].

2.2 The Offer provides for a Consideration consisting entirely of UCG Shares; accordingly, it requires a careful assessment of the characteristics and risk factors associated with the Offeror

The Consideration is comprised exclusively of UCG Shares, which should be considered rather unusual for transactions of this nature. In this regard, as at the Date of the Issuer's Notice, the Board of Directors is not aware of any relevant precedent in Italy involving successful completion of voluntary public exchange offers that were totalitarian and hostile, differing from those initiated by the controlling

---

[72] Note: calculated as the sum of the total amount of "derisking" transactions carried out between 2017 and 2023, for approx. Euro 34.9 bilion (source: pag. 9 of BBPM's 2023 full-year results dated 8th February 2024) and of the disposal of non-performing loan portfolios closed or approved in 2024 for approx. Euro 0.8 bilion (source: pag. 32 of BBPM's 2024 annual report).

[73] For the sake of completeness, below is an excerpt from the press release published by Crédit Agricole S.A. on 7 April 2022 regarding the strategic investment in the capital of BBPM: "*[…] The transaction highlights Crédit Agricole's very positive appreciation of Banco BPM's intrinsic qualities: a solid franchise, positive financial perspectives and a strong and performing management team. It also strengthens the solid relationship with Banco BPM, characterized by the long-standing strategic partnership in consumer finance through the joint-venture Agos. Crédit Agricole aims at expanding the scope of strategic partnerships with Banco BPM. […]*".

[74] Source: Crédit Agricole S.A. press releases dated 6 December 2024 and 2 April 2025.

[75] Source: "*Essential informations of the shareholders agreement concerning Banco BPM S.p.A. shares*" dated 7 January 2025.

shareholder, providing an all-shares consideration and without recognizing a premium compared to the Issuer's stock market price as at the respective announcement date.

Given this, the Board of Directors deems it essential for Shareholders, as future potential UCG shareholders, to carefully assess the Offeror's characteristics highlighted below, which bring to light certain significant differences compared to BBPM. Specifically: (i) UCG's business model entails several points of attention; (ii) the ambitions regarding profitability and shareholder remuneration are challenging to evaluate in the absence of an updated business plan; (iii) the Offeror's presence in Russia exposes it to significant risks in the current geopolitical context; (iv) recent extraordinary investments undertaken by the Offeror introduce additional layers of uncertainty.

2.2.1 UCG's business model entails elements of attention

UCG's financial results are characterized by a lower contribution of net commissions and appear more exposed to trading activities

By the last year of the Strategic Plan, BBPM's financial results will benefit from a significant contribution of non-interest income on total revenues, amounting to 50%, or €3.21 billion in non-interest income out of €6.36 billion in total revenues[76], also supported by the acquisition of Anima. Conversely, UCG's financial results are characterized by a lower contribution of net fees and other income, equal to approximately 42% in 2027, based on the consensus of research analysts made available on UCG's website[77], as well as a higher reliance on interest income and other income components, such as trading revenues, which are potentially more volatile.

The risk related to the impact of market fluctuations on trading and investment activities is highlighted in the *risk factor* outlined in paragraph A.3.5. of the Registration Document, where UCG emphasizes that "*UniCredit Group maintains trading positions across all asset classes (debt, interest rate, currency, commodity and equity) and investment positions in the debt and equity markets, including through derivative contracts, which may be held for trading, hedging or investment purposes. These positions could be adversely affected by the volatility of financial markets, i.e., the degree to which prices fluctuate over a particular period under certain market conditions. To the extent that UniCredit Group has net long or net short market positions in any of those asset classes, a market downturn or upturn could result in gain or losses from the change in the value of those positions. In either case, UniCredit Group's results and financial conditions could be affected.*"

In this regard, it is noted that UCG shows a higher reliance on trading revenues, which are potentially more volatile, compared to BBPM. Based on the respective consolidated income statements, trading revenues accounted for approximately 9% of Operating Income (CIS Item 120) for UCG in 2024, compared to only 3% for BBPM[78].

The cost of risk reported by UCG between 2023 and 2024, which also appears to reflect a significant contribution of the reduction in writedowns on the performing portfolio, should be carefully assessed over the long term.

UCG's cost of risk between 2023 and 2024 amounted to 13 basis points and 15 basis points, respectively. In this regard, it is also noted that, between December 31, 2022, and December 31, 2024, the writedowns on the performing portfolio's stock decreased over the two years from €5,604

[76] See BBPM's "Group Fy2024 Results and Strategic Plan Update", page 27.
[77] See https://www.unicreditgroup.eu/content/dam/unicreditgroup-eu/documents/en/investors/consensusanalysts/2024/Post-4Q24-Consensus.pdf, pag. 2. "Net commissions and insurance result" on "Total Revenues".
[78] See UCG's "2024 Annual Reports and Accounts", page 353, and BBPM's "Annual Report 2024", page 368. Trading revenues calculated as the sum of Net Trading Income (CIS Item 80), Fair Value Gains / Losses on Hedging Derivatives (CIS Item 90) and Net Gains (Losses) from Other Financial Assets and Liabilities Measured at Fair Value Through Profit and Loss (CIS Item 110).

million to €4,049 million[79]. Without this reduction (*i.e.,* maintaining the coverage ratio for performing exposures unchanged), for which future replicability may be uncertain, the cost of risk would have been higher by 22 basis points (2023) and 15 basis points (2024) compared to the reported data[80]. Furthermore, it is noted that the lower cost of risk at the group level for the 2023 and 2024 fiscal years is influenced by some unusual and potentially extraordinary dynamics, such as the presence of negative cost of risk (*i.e.,* net positive value adjustments or write-ups) for certain geographic segments (e.g., the "Eastern Europe" segment reported a cost of risk of -22 basis points and -6 basis points for the 2023 and 2024 fiscal years, respectively). For completeness, it is also highlighted that this metric is higher for the Italian segment (29 basis points for 2024) compared to the cost of risk at the group level. Regarding 2025, UCG management has confirmed a year-end target aligned with the 2024 figure, namely 15 basis points, "*including some expected usage of overlays*."[81]. During the presentation of FY24 results, UCG's CEO stated that "*we have built unique line of defence, including €1.7 billion of overlays to insulate us from the cost-of-risk cycle. […] And I remind everybody in doing your numbers, if, as we are expecting, the cost of risk trends up materially, they will be used to keep it below 20 to 25 basis points. Actually now, we assume even lower because we've given you 15 basis points*".

The aforementioned amount of overlays, equal to €1.7 billion, could generate, by way of example, approximately 41 basis points of benefit to the cost of risk[82] in the event of a one-off utilization of the entire amount in 2025. In this regard, it is noted that, by excluding the overlays, the coverage of the performing portfolio as of December 31, 2024, would decrease from 97 basis points to 56 basis points[83] – a level that should be carefully assessed in light of UCG's geographic mix, which is exposed to countries historically marked by higher credit risk compared to the territories that have characterized BBPM's operations in recent years. It is further noted that, within the framework of the Supervisory Priorities for the 2025-2027 period, paragraph 2.2, the ECB has placed particular emphasis on the proper management of geopolitical risks in the preparation of financial statements, due to a persistent macroeconomic turbulence. Indeed, according to the supervisor, the current environment is characterized by enduring uncertainty regarding economic prospects and increasingly intense geopolitical threats. These factors could pose challenges in achieving cost of risk containment objectives based on further reductions in coverage of performing loans, particularly given that UCG provides no additional information on the forward-looking evolution of the cost of risk or the drivers that would justify the expected benefits from the utilization of overlays. The long-term sustainability of UCG's currently low cost of risk should therefore be carefully assessed.

The implied CET1 buffer within UCG's SREP requirement appears to be lower compared to that of BBPM.

Starting from January 1, 2025, the SREP requirement set by the ECB for UCG was 10.28%[84]. The same requirement for BBPM was 9.18%[85], which is 110 basis points lower than the level set for UCG. Such difference in SREP requirements also impacts the implied CET1 buffer in the CET1 ratio projections of the two banks, exposing Shareholders to a bank with a potentially lower CET1 buffer and, consequently, a lower potential level of excess capital.

---

[79] See UCG's Asset Quality Group, Divisional Databases 4Q23 and 4Q24.
[80] Source: elaboration by BBPM on data available from UniCredit Group, Divisional Database, Income Statement / Asset Quality Group 4Q23 and 4Q24.
[81] See section Section 6, paragraph 6.2 of the Information Document.
[82] 41 basis point estimated by comparing €1.7 billion of overlays to the sum of €6 billion in Net Non-Performing Exposures and €412 billion in Net Performing Loans as per UCG's Divisional Databases 4Q24.
[83] Analysis based on BBPM's elaboration on data available on UCG's Divisional Databases. Income Statement / Asset Quality Group 4Q23 and 4Q24
[84] See UCG's press release of December 11, 2024.
[85] See BBPM's press release of December 11, 2024.

Specifically, with a target CET1 ratio of 12.5%-13.0%, as indicated by UCG in the Registration Document, the CET1 buffer would be approximately 220-270 basis points. BBPM, on the other hand, with an expected CET1 ratio target above 13% at the end of each year within the Strategic Plan, would have a CET1 buffer of approximately 380 basis points.

2.2.2 In the absence of an updated business plan, the ambitions concerning profitability and BBPM Shareholder remuneration are difficult to assess

The dividend and shareholder remuneration policy pursued by UCG to date has benefited from factors that may not necessarily be repeatable in the future and could be impacted by potential developments related to the investments recently undertaken by the Offeror

Since 2021, UCG has benefited from several capital management initiatives carried out by the previous management team aimed at improving the group's financial position. Among the most impactful measures, the following stand out: *(i)* de-risking activities on the loan portfolio, *(ii)* the disposal of strategic assets (among which, Pioneer Investments with an impact of approximately 80 basis points on CET1 capital, FinecoBank with an impact of approximately 20 basis points on CET1 capital, and Bank Pekao with an impact of approximately 70 basis points on CET1 capital)[86], and *(iii)* the significant capital increase completed in 2017 amounting to approximately €13 billion (with an impact of approximately 350 basis points on CET1 capital)[87].

Additionally, UCG benefited from a significant reduction in risk-weighted assets ("RWA") at the consolidated level between 2021 and 2024, with a negative CAGR of approximately 4.9%, particularly with reference to credit risk RWA, which experienced a negative CAGR of 5.9%. During the same period, under the current management team, risk-weighted assets on the Italian perimeter decreased even more significantly, with a negative CAGR of approximately 7%[88].

Although UCG states in the Registration Document that it "*will have €6.5 billion excess capital to return to its shareholders by 2027, which will further de-risk its distribution*"[89], it should be noted that this level of excess capital could be calculated as the difference relative to a CET1 ratio threshold of 12.5%. However, no detailed information has been provided to the market regarding the sustainability of such threshold over the medium-to-long term or the factors underlying its decision to set the target at such level.

In the Registration Document, UCG indicated that the pro forma impact on CET1 Capital as of December 31, 2024, resulting from the transaction with BBPM, assuming 100% adherence to the Offer, would amount to 78 basis points. Furthermore, considering the inapplicability of the so-called Danish Compromise for the investment in Anima, this impact would increase by an additional approximately 44 basis points, for a total of approximately 122 basis points (or 126 basis points in the event of 50% + 1 share adherence to the Offer)[90]. Moreover, in the event of a temporary disapplication of the so-called Danish Compromise related to BBPM's insurance companies, UCG reported an additional negative impact of 29 basis points in the case of 100% adherence and 14 basis points in the case of 50% + 1 share adherence[91].

[86] See UCG's press releases as of July 3, 2017, May 8, 2019 and June 7, 2017.
[87] See UCG's press release of January 12, 2017.
[88] See UCG's Dividional Databases published between 2021 and 2024.
[89] See section "Forecasts data and estimates" of the Registration Document. UCG's RWAs are estimated at approximately €300 billion, reflecting the impact of Basel IV, other regulatory changes and new initiatives, partially offset by additional portfolio optimization actions.
[90] See section A.1., paragraph A.1.1. of the Registration Document.
[91] See section A.1., paragraph A.1.1. of the Registration Document.

It remains unclear what impact these factors, combined with recent investments undertaken (e.g., Commerzbank AG, for which UCG communicated an expected CET1 ratio impact of c. 70-100 basis points[92]) and potential negative effects from its exposure in Russia (for which UCG communicated an expected CET1 ratio impact of c. 55 basis points[93]), may have on UCG's shareholder remuneration policy.

Indeed, it is noted that UCG, in the Registration Document, highlights the following: "*Following the prospective acquisition and integration of BPM, UniCredit will continue to assess annually the preconditions for distributing dividends or other unrestricted equity coherently with its dividend policy and considering, among other things, the Group's structure, financial condition, general economic and business conditions, and future prospects, which may result in a deviation from, or change, in the dividend policy, including a decision not to distribute any dividends or carry out a share buy-back. The amount of any dividends to be potentially paid by UniCredit in any given financial year is thus uncertain and there can be no guarantee that dividends will be paid at all. Any dividends paid, or other unrestricted equity distributed by UniCredit in previous financial periods are not an indication of the dividends that will be paid in the future.*"[94].

With reference to potential impacts of inorganic growth initiatives, it is noted that UCG itself, regarding the indications provided on its shareholder remuneration policy, specifies the following: "*Distributions subject to supervisory, board of directors and shareholder approvals, inorganic opportunities and delivery of financial ambitions.*"[95]. It is therefore explicitly stated that the shareholder remuneration policy could be impacted by "*inorganic opportunities*".

<u>*Absence of an updated business plan of UCG, including detailed information on the enabling factors underlying the announced targets*</u>

In the Registration Document, UCG does not include a detailed business plan but only certain forecasts and estimates related to its future performance objectives ("2025-2027 Ambition"). In this regard, the following relevant aspects are highlighted:

- **Net Interest Income**: UCG's estimates outlined in the Registration Document, which assume an "*ECB's deposit facility rate equal to 2% by the end of 2025 and stable up to 2027*"[96] indicate a "*moderate decline*"[97] in Net Interest Income in 2025 that is reflecting "*the expectation of a lower interest rate environment and further compression of Russia*"[98] (without providing details on its evolution compared to 2024). Additionally, the estimates do not specify the contribution of Net Interest Income to Total Revenues expected for 2027;
- **Net Fees and Commissions**: the targets provided by UCG make no reference to the specific revenue goal from fees to be achieved in 2027, instead setting only a total revenue target of approximately €24 billion[99];
- **Trading Income**: in 2024, UCG's consolidated revenues benefited from trading revenues amounting to €1.7 billion[100]; within this figure, it is important to highlight the contribution from trading in CO_2 certificates carried out by the subsidiary UniCredit Bank GmbH (capital gains

[92] UCG's CEO transcript from Morgan Stanley Financials Conference, FactSet, March 19, 2025: "*At the moment, as you know, we consuming 30 basis points or less of capital on that because we are hedged. If we were to equity consolidate, we would consume anywhere between 70 and 100 basis points of capital*".
[93] See section A.1, paragraph A.1.3. of the Registration Document.
[94] See section A.1., paragraph A.1.9. of the Registration Document.
[95] See section "Forecasts data and estimates" of the Registration Document.
[96] See section A.1., paragraph A.1.4. of the Registration Document.
[97] See section "Forecasts data and estimates" of the Registration Document.
[98] See section "Forecasts data and estimates" of the Registration Document.
[99] See UCG's "4Q24 and FY24 Group Results" Market Presentation, page 44.
[100] See UCG's "4Q24 and FY24 Group Results" Market Presentation, page 10.

and trading profits amounting to €2.1 billion in 2024[101]), for which no further details have been provided to the market to assess its repeatability over the medium-to-long term. More generally, UCG does not provide information regarding the expected trend of trading revenues for the 2025-2027 period or their contribution to the achievement of the consolidated net profit target for 2027, set at €10 billion[102]. The consensus made available on UCG's website as at April 14, 2025, suggests a constant annual estimate for trading revenues of approximately €1.4 billion[103];

- **EPS and DPS**: UCG expects 2027 net profit equal to €10 billion vs. underlying net profit of €10.3 billion in 2024[104]; still UCG highlights a "*strong growth*"[105] of EPS and DPS in both 2025 and 2027, without providing details on the expected change in the number of shres outstanding and the underlying assumptions (e.g. assumptions related to buybacks)[106];
- **Other elements**: UCG has provided limited information regarding the high integration costs, amounting to approximately €800 million in 2024 and approximately €1 billion in 2023[107]. Furthermore, during the recent *Morgan Stanley European Financials Conference* in London, UCG's management stated that these costs will progressively decline to zero over the next three years. These cost figures are reflected in the consensus estimates made available by UCG as of April 14, 2025, for amounts that are significantly lower compared to those of recent years[108].

2.2.3 The Offeror's presence in Russia exposes it to significant risk in the current geopolitical context

As at the Date of the Issuer's Notice, the implications of international trade policies announced by the United States on April 2, 2025, raise significant concerns and are a source of intense volatility on financial markets. Moreover, these policies exacerbate an already particularly complex geopolitical environment, further strained by conflicts in the Middle East and the ongoing war between Russia and Ukraine.

In this context, as stated in *risk factor* A.1.3. of the Registration Document, UCG's presence in Russia exposes the bank to specific risks related to the ongoing Ukrainian crisis. In particular: "*At the date of this Registration Document, the Issuer's presence in Russia exposes it to the specific risks connected to the ongoing Ukrainian crisis. These risks are also recognized by the ECB which, in April 2024, issued a decision requesting UniCredit to perform certain activities to minimize them; UniCredit – in compliance with the ECB's decision – is acting to reduce such risks. Should ECB assess that UniCredit actions are not complying with its decision, ECB could take additional supervisory measures. UniCredit considered the possible effects of a hypothetical extreme scenario on its relevant activities and credit exposures, by assuming total nonrecoverability and cancellation of its positions. While the robust capital position of UniCredit was confirmed as being such that it would allow for the full absorption of such effects, this does not eliminate the risk of any more severe and unexpected developments in the Ukrainian crisis. Such risk exposure also requires the Issuer to constantly employ a significant amount of resources for the dynamic management of risks and ongoing assessment of*

[101] See UCG's "2024 Annual Reports and Accounts", page 497.
[102] See UCG's "4Q24 and FY24 Group Results" Market Presentation, page 41.
[103] See https://www.unicreditgroup.eu/content/dam/unicreditgroup-eu/documents/en/investors/consensus-analysts/2025/Pre-1Q25-Consensus(1).pdf, page 2.
[104] See section "Forecasts data and estimates" of the Registration Document. Net profit adjusted for integration costs and RCA case.
[105] See section "Forecasts data and estimates" of the Registration Document.
[106] See section "Forecasts data and estimates" of the Registration Document.
[107] See UCG's Asset Quality Group, Divisional Databases 4Q24.
[108] See https://www.unicreditgroup.eu/content/dam/unicreditgroup-eu/documents/en/investors/consensus-analysts/2025/Pre-1Q25-Consensus(1).pdf.

the possible effects of the geopolitical crisis, while maintaining an overall prudent and sustainable approach to distributions.".

Furthermore, as specified by the Offeror in the same risk factor of the Registration Document, any cause of loss of control "- *including a nationalization - would determine the derecognition of net assets having a carrying value of Euro 5.5 billion. (…) This event, if occurred in 2024, would have led UniCredit to report a positive stated FY24 Group result of Euro 4.2 billion, instead of Euro 9.7 billion.*".

From a regulatory perspective, the Offeror indicates that the negative capital impact in a scenario of extreme loss would amount to 55 basis points on the CET1 ratio as of December 31, 2024[109], including the impact of threshold deductions, if applicable at the time of the event.

Furthermore, UCG's direct presence in Russia (as well as in other non-European countries) also exposes the Offeror to significant operational and cybersecurity risks that could compromise the confidentiality of customers' personal and financial data within the group as well as - with specific reference to Russia – to compliance and anti-money laundering risks arising from Russian transactions, exacerbated by the fact that Russian subsidiaries are legally unable to transmit customer information to UCG, nor fully implement the group's policies and regulations[110].

A further risk factor, in addition to what has already been mentioned above, relates to the ongoing legal dispute between AO Bank, UCG's Russian subsidiary, and UniCredit Germany GmbH where, as reported in the Registration Document "*In April 2024, UCB was named as a defendant in a lawsuit brought by AO Bank before a court in Moscow, Russia, inconnection with guarantee claims. UCB issued counter-guarantees to AO Bank to a Russian company. When AO Bank made a payment under the guarantees to the Russian company, AO Bank demanded payment under the counter-guarantees from UCB, which UCB was unable to perform due to applicable EU sanctions*"[111]. Such litigation exposes UCG to a potential reputational risk that Shareholders should carefully assess.

UCG's presence in Russia (which contributed approximately 5% to UCG's revenues in 2024[112]) represents a risk factor for Shareholders, with potential significant effects on UCG's economic results. Specifically, in 2024, UCG's consolidated total revenues benefited from €1.3 billion generated by activities in Russia (€1.2 billion in 2023), and the pre-tax result amounted to €0.7 billion (€0.9 billion in 2024)[113]. These contributions are expected to reach zero by 2027, as reported by UCG's Chief Executive Officer during the presentation of year-end results for 2024: "*I also would like to highlight that Russia becomes quite marginal in our numbers. One of the reason why we grow "only" to €10 billion in net profit is because we absorb the entire contribution for Russia during the period. So we are assuming that the contribution will trend to zero by 2027*.".

An addition to this is the Golden Power Decision, which, in acknowledging the objective risks to national security in the current geopolitical context, has required UCG to "*terminate all activities in Russia (deposits, loans, fund placements, cross-border lending) within nine months from the date of this provision.*". Therefore, should UCG waive the Other Authorizations Condition (which, as a result of the Golden Power Decision, remains unfulfilled at the Date of the Issuer's Notice) and the Offer thus becomes effective, UCG would be required to comply with the imposed requirements – whose effects on the Offeror have not been clarified by UCG following the Golden Power Decision – failing which it would face administrative monetary penalties equal to twice the value of the transaction,

[109] See Section A, Paragraph A.1.3. of the Registration Document.
[110] This is expressly emphasized by the Golden Power Decision.
[111] See section "Business", paragraph "Claims in relation to counter guarantees and sanctions" of the Registration Document.
[112] See section "Business", paragraph "Description of the Group's Principal Activities" of the Registration Document.
[113] See UCG's "2024 Annual Reports and Accounts", page 113.

and in any case not less than 1% of the revenue generated in the most recent fiscal year for which financial statements have been approved[114].

2.2.4 The Offeror's recent strategic investments constitute additional sources of uncertainty

As publicly disclosed, in the last twelve months UCG acquired significant participations in Commerzbank AG and Assicurazioni Generali S.p.A.. Despite the importance these investments, the Offeror has not, as of the Date of the Issuer's Notice, provided the market with clear and precise information about the objectives it intends to pursue, the risks associated with such investments and the possible impacts on UCG's activities and capital ratios. In particular, in the absence of any communication by UCG to the market with specific information, the Board of Directors highlights that it cannot be excluded that these extraordinary investments made by the Offeror in the last twelve months (i.e., purchase of the participations in Commerzbank AG and Assicurazioni Generali S.p.A.) and the potential related developments may negatively affect the excess capital available for shareholders' remuneration in the next three years.

Such situation of uncertainty is also amplified by the lack of a combined business plan on which Shareholders can rely for their assessments and decide whether to accept the Offer and become shareholders of UCG. In this regard, it is important to recalled that, as of the Date of the Issuer's Notice, UCG has not presented an updated strategic plan (which therefore takes into account forecasts and estimates for the entity resulting from the combination of BBPM and Anima with UCG), whereas only provided, on 11 February 2025, an update of the "Ambition 2025-2027" and the "Guidance 2025" estimates, as reported in the Registration Document.

Considering the foregoing, the paragraph below only recalls the main events on the basis of the public communications made by the Offeror.

Investment in Commerzbank AG

On 11 September 2024, UCG announced that it had acquired an equity stake of approximately 9% of the share capital of Commerzbank AG ("CBK"), of which 4.49% was acquired in an accelerated bookbuilding offering conducted on behalf of the Federal Republic of Germany, in line with the latter's intention to reduce its stake in CBK, while the remainder was acquired through market transactions. At that time, UCG stated: "*UCG will engage with Commerzbank AG to explore value creating opportunities for all stakeholders in both banks. (...) to maintain flexibility, UCG will submit regulatory filings for authorization to potentially exceed 9.9% of Commerzbank if and when necessary.*"[115]

On 23 September 2024, UCG confirmed to have filed a regulatory application to acquire a stake of more than 10% and up to 29.9% in CBK and at the same time to have acquired certain financial instruments representing approximately 11.5% of the share capital of CBK, for which the settlement in shares (i.e., physical settlement) could only take place subject to obtaining the relevant authorisations, bringing UCG's overall position to 21% of CBK's share capital. On that date, UCG stated, among other things "*UCG believes that there is substantial value that can be unlocked within Commerzbank, either stand-alone or within UCG, for the benefit of Germany and the bank's wider stakeholders*"[116].

On 18 December 2024, UCG announced to have acquired additional financial instruments bringing its overall position in CBK to approximately 28% (of which 18.5% represented by derivative

[114] Art. 2, c. 6 of Legislative Decree (D.L.) 21/2012

[115] Source: UCG Press Release 11 September 2024 (https://www.unicreditgroup.eu/en/press-media/press-releases-price-sensitive/2024/september/press-release.html).

[116] Source: UCG Press Release 23 September 2024 (https://www.unicreditgroup.eu/en/press-media/press-releases-price-sensitive/2024/september/unicredit-enters-into-additional-instruments-relating-to-commerz.html) .

instruments), also confirming that the authorization process had been initiated on that date and interactions with the authorities were ongoing. On the same date, UCG stated: "*This move reinforces UCG's view that substantial value exists within Commerzbank that needs to be crystalized. It reflects the belief in Germany, its businesses and its communities, and the importance of a strong banking sector in powering Germany's economic development*"[117].

On 14 March 2025, UCG announced to have received the ECB's authorisation to acquire a direct stake in CBK of up to 29.9%, specifying however that at that date certain authorisation proceedings were pending with the respective competent authorities, including the German Federal Competition Authority, the positive conclusion of which is necessary before the approximately 18.5% stake held through derivative instruments can be converted into shares, adding "*As a result, our original timeline for deciding on whether to proceed or not with a potential combination is now likely to extend well beyond the end of 2025*"[118].

On 19 March 2025, during a public meeting with a number of market participants at the *Morgan Stanley Financials Conference* in London, the CEO of UCG confirmed to be evaluating possible alternatives for the investment in CBK, including, subject to the necessary authorisations, the conversion of the current financial position into a direct shareholding of up to 29.9% of CBK's share capital. Such an investment, and the possible conversion of the above derivative instruments, could have a significant impact on UCG's capital position. In fact, during the *Morgan Stanley Financials Conference* in London, the CEO of UCG indicated a potential impact on UCG's CET1 ratio in a range of 70 to 100 basis points if such a stake were to be accounted with the equity method[119]. Such an impact would reduce the current amount considered as excess capital by UCG and, consequently, could have an impact on the possible future capital distributions of the bank.

On 14 April 2025, UCG received approval from the German Federal Competition Authority (*Bundeskartellamt*) to increase its direct shareholding in CBK to 29.99% of the share capital and the voting rights associated with such shareholding. UCG reiterated that "*Commerzbank remains an investment with economic downside protection. UCG has secured optionality and can execute only if its strict financial metrics are met, and its exciting base plan is improved.*"[120]

Investment in Generali S.p.A.

On 2 February 2025, UCG announced to hold a participation of approximately 4.1% of the share capital of Assicurazioni Generali S.p.A. ("Generali"), acquired over time by way of share purchases on the market purely as a financial investment with an impact on CET1 considered negligible by the Offeror. An additional circa 0.6% was held on that date as part of ordinary services for clients and related hedge[121].

On 4 April 2025, UCG announced to Consob pursuant to art. 119 of the Issuers' Regulation that on 1 April 2025 it had reached a total position of 5.543% in of Generali, of which 5.266% attributable to a direct shareholding and the remainder through derivative instruments[122].

---

[117] Source: UCG Press Release 18 December 2024 (https://www.unicreditgroup.eu/en/press-media/press-releases-price-sensitive/2024/december/unicredit-enters-into-additional-instruments-relating-to-commerz.html).
[118] Source: UCG Press Release 14 March 2025 (https://www.unicreditgroup.eu/en/press-media/press-releases-price-sensitive/2025/march/ecb-authorizes-unicredit-to-increase-commerzbank-stake-to-29-9-.html) .
[119] UCG CEO transcript from *Morgan Stanley Financials Conference*, FactSet, 19 March 2025: "*At the moment, as you know, we are consuming 30 basis points or less of capital on that because we're hedged. If we were to equity consolidate, we would consume anywhere between 70 and 100 basis points of capital*".
[120] Source: UCG Press Release 14 April 2025 (https://www.unicreditgroup.eu/en/press-media/press-releases-price-sensitive/2025/april/german-federal-cartel-office--bundeskartellamt--authorizes-unicr.html) .
[121] Source: UCG Press Release 2 February 2025 (https://www.unicreditgroup.eu/en/press-media/press-releases/2025/january/press-release.html).
[122] It should also be noted that, based on information reported by various national press agencies on the Date of the Issuer's Notice, at the Generali shareholders' meeting held on the same date, UCG's stake in Generali was equal to 6.7% of the share

It should be noted that in the "*Overview of Company Activities*" Chapter of the Registration Document, UCG reported the participation prior to the investment of 1 April and did not provide any consideration on the financial or strategic purposes of such participation, while just qualifying it as a "*purely a financial investment*".

2.3 The integration between UCG and BBPM, as well as the successful pursuit of the transaction's strategic objectives, is subject to risks and uncertainties

The Board of Directors emphasizes that the integration of BBPM into the UCG Group, to be completed through the Merger, involves significant risk factors and would not necessarily result in a value creation for Shareholders. Among other factors, the following aspects are identified as potential risk factors: *(i)* from an industrial perspective, BBPM's business model appears difficult to reconcile with that of UCG; *(ii)* the absence of a business plan for the entity resulting from the potential Merger; *(iii)* the potential Merger of BBPM into UCG entails specific elements of uncertainty and risk; *(iv)* since its acquisition of Capitalia in 2007, UCG has not undertaken in Italy acquisitions or integrations involving business entities comparable in scale to BBPM.

2.3.1 From an industrial logic perspective, BBPM's business model appears difficult to reconcile with that of UCG

Significant differences in the strategies pursued by BBPM and UCG

The strategy pursued by BBPM, which emphasizes creating value for Shareholders through the maximization of business development opportunities among its core customers – specifically households and SMEs – is notably different from the strategic approach adopted by UCG. In particular, after completing a €13 billion capital increase in 2017 and divesting several strategic assets (among which, Pioneer Investments, FinecoBank S.p.A. and Bank Pekao S.A.), UCG has in recent years implemented a strategy which resulted in a reduction of its risk-weighted assets. The RWA declined from €326 billion to €277 billion between 2020 and 2024. In Italy, this strategic approach has resulted in a reduction of risk-weighted assets from €131 billion to €101 billion during the same period, translating into a corresponding contraction in loan volumes from €168 billion to €145 billion[123].

Should, following the acquisition of the Issuer, and notwithstanding the requirements of the Golden Power Decision potential reduction in risk-weighted assets also affect BBPM's customers, significant uncertainties would arise regarding BBPM's ability to meet its growth and value creation targets as it would do on a stand-alone basis.The business model of BBPM is further distinguished by its deep-rooted expertise in the territories it operates in – knowledge that has been developed over time, in part through its tailored service model. This approach is designed to leverage on local resources and establish a network of client relationships that would be difficult to replicate. The potential integration into UCG could undermine these distinctive characteristics, potentially impacting the ability of the resulting entity to continue operating effectively in the regions where BBPM has established its historical presence.

BBPM primarily concentrates its growth strategy on supporting Italian SMEs, whereas UCG has reduced its credit exposure to Italian businesses, shifting its focus predominantly toward international expansion

The transaction appears to be subject to elements of uncertainty, particularly in light of the differing characteristics of the business models of the two banks.

---

capital (of which 6.51% relating to a direct stake held by UCG and the remaining 0.19% relating to an indirect stake held through a subsidiary of UCG).

[123] See UCG's Dividional Databases published between 2021 (2020 *restated*) and 2024. 2020 information has been restated in 2021 to reflect changes in the divisional business perimeter between 2020 and 2021.

BBPM has a long-standing identity as a proximity bank, closely connected to families, SMEs, as well as large corporates. Specifically, as previously highlighted, loans to families and SMEs consistently represented about two-thirds of total outstanding loans to customers between 2020 and 2024 (64% as at end of 2024)[124].

Conversely, UCG seems to follow a different credit strategy, with and exposure to families and SMEs of approximately 44% as at December 31, 2024[125].

BBPM features a strong presence across Northern Italy, one of Europe's most dynamic geographic regions. The strategic objective of BBPM is to consistently support local families and SMEs in the development of their entrepreneurial and savings activities. The strong connection with the territories where BBPM operates is reflected in the trends of its lending volumes, which have consistently remained at significant levels over the past years, aligned with the needs of individuals and SMEs. From a geographic perspective, loans issued by BBPM are predominantly concentrated within the domestic market (as illustrated in the following table), whereas EU and non-EU loans have primarily been allocated to support Italian-based groups or clients operating abroad. Furthermore, the analysis of the loans to deposits ratio shows a significant difference in lending policy on the Italian perimeter: while BBPM has a stock of loans substantially equivalent to the deposits collected from customers, for UCG in Italy this percentage is far lower, at 78.6%[126] (about 20 percentage points lower than BBPM's 98.2% as at December 31, 2024).

Stock of performing loans by geography – On-balance sheet loans gross of provisions

(=Gross Book Value, "GBV" – Values expressed in millions of Euros)

	Dec-19	Dec-20	Dec-21	Dec-22	Dec-23	Dec-24
GBV PERFORMING	**98.127**	**103.191**	**104.278**	**105.583**	**102.575**	**98.587**
ITALIA	96.041	101.066	102.488	103.745	100.740	97.023
UE	615	575	531	674	713	546
EXTRA UE	1.472	1.549	1.259	1.164	1.123	1.018
ITALIA	97,9%	97,9%	98,3%	98,3%	98,2%	98,4%
UE	0,6%	0,6%	0,5%	0,6%	0,7%	0,6%
EXTRA UE	1,5%	1,5%	1,2%	1,1%	1,1%	1,0%

Unlike BBPM, UCG is a bank with direct presence in 13 countries across Europe[127]. In recent years, the weight of Italy within UCG declined. Specifically, in 2020, loans to customers in Italy accounted for 40.5% of the total stock, whereas by 2024, this figure declined to 35.8%[128]. Italy, alongside Russia, is the only country where UCG reduced its loan stock between 2020 and 2024, for a total amount of more than €20 billion[129]. In other countries, UCG either maintained or significantly increased credit exposure to its customers (Germany: 31.1% in 2024 vs. 29.1% in 2020, Austria: remained stable, Central Europe: 7.7% in 2024 vs. 5.7% in 2020, Eastern Europe: 10.0% in 2024 vs. 6.2% in 2020)[130].

---

124 BBPM's elaboration on Pillar III data.
125 BBPM's elaboration on UCG's Pillar III data.
126 See UCG's Divisional Databases 4Q24.
127 See section "Business", paragraph "Introduction" of the Registration Document.
128 See UCG's FY2021 and FY2024 Financial Statements (2020 *restated*). 2020 information has been restated in 2021 to reflect changes in the divisional business perimeter between 2020 and 2021.
129 See UCG's FY2021 and FY2024 Financial Statements (2020 *restated*). 2020 information has been restated in 2021 to reflect changes in the divisional business perimeter between 2020 and 2021.
130 See UCG's FY2021 and FY2024 Financial Statements (2020 *restated*). 2020 information has been restated in 2021 to reflect changes in the divisional business perimeter between 2020 and 2021.

Considering the above and the distinct characteristics of the Offeror, the Board of Directors believes that the potential effects on lending policies of the entity emerging from the acquisition of BBPM should be carefully assessed. The primary impact may concern these policies because, even beyond specific balance sheet figures related to lending, the distinctiveness of BBPM, which could be impacted by its potential integration into the UCG group, lies in its strategic vision as a bank dedicated to supporting the Italian economy, particularly businesses in Northern Italy, with a strong focus on SMEs.

In this regard, it is worth noting that the lending policy pursued by UCG is fundamentally different from that of BBPM, as it focuses on minimizing capital absorption and paying significant attention to growing assets in countries characterized by low labor costs (and, therefore, lower cost-to-serve). Additionally, there has been a significant decline in credit exposure by UCG in the Italian perimeter since 2021, the year in which the current CEO was appointed, with a reduction of approximately 10 percentage points more than the decline in total system-wide lending to Italian residents, or c. Euro 25 billion in total[131].

These characteristics and the potential impacts on BBPM's lending policy were also taken into account in the Golden Power Decision, where it was stated that "*it is necessary, from the perspective of safeguarding the involved asset, which is strategic for national security: (i) to ensure the overall stability of the group's lending, avoiding possible compensations between the credit policies of the two banks; (ii) to introduce the loans/deposits ratio (...).*". Additionally, UCG was required to "*not reduce the loans/deposits ratio practiced by Banco BPM S.p.A. and UniCredit S.p.A. in Italy for a period of five years, with the goal of increasing lending to national households and SMEs.*". In this regard, while reserving any discretional evaluation on the matter, the Offeror has merely stated generically that "*UniCredit clearly intends to maintain or grow the combined entity's exposure to SMEs and further support them with our best-in-class product factories.*" without specifying the actions to be undertaken or the financial and strategic impacts compared to what was previously communicated to the market.

UCG has announced a contraction of the contribution of its business operations in Italy in the coming years, whereas the Strategic Plan of BBPM foresees growth.

From a forward-looking perspective, UCG anticipates a reduction in the contribution of its Italian business operations to the financial results in the coming years. Regarding the Italian segment, as announced during the presentation of the 2024 year-end results and outlined in the Registration Document, UCG forecasts an average annual decline of 3% in net profit in Italy over the next three years, with the contribution to the Group's net result expected to drop from 45% in 2024 to 40% in 2027[132].

On the contrary, BBPM's Strategic Plan foresees further growth in customer loans in Italy, with a CAGR of 1.7% during the plan's timeframe, and a projected increase in net profit with a CAGR of 8.4% between 2024 and 2027[133].

The relevance of the Offer in order to strenghten UCG's competitive positioning in Italy is also evident from the statements included in the Offer Document, where UCG emphasized that "*strengthen its franchise in Italy by adding a highly complementary, widespread network with deep roots in the*

[131] See UCG's Divisional Databases – Italy segment; system-wide data sourced from the Bank of Italy – Banks and Financial Institutions: financing and funding by sectors and territories – summary data on loans and deposits – resident loans net of reverse repos and non-performing loans for system-wide data in Italy (September 2024). For BBPM: reduction in loans to customers of c. 5% between 2021 and 2024 (in line with system-wide loans decline); for UCG Italy: reduction of 15% in the same period.
[132] See UCG's "4Q24 and FY24 Group Results" Market Presentation, page 27.
[133] See BBPM's "Group Fy2024 Results and Strategic Plan Update", page 27. CAGR estimate based on an expected Net Income of €2.15 billion in 2027 and a Net Income adjusted for FY24 equal to c. €1.69 billion.

relevant territories such as the network of the Issuer" further highlighting that this "*will allow to (i) substantially double the Offeror's market share by number of branches in northern Italy, with a market share by number of branches of the combined entity equal to approximately 20% (compared to the Offeror's current share of approximately 11%) and (ii) significantly increase the Offeror's market share at a national level in terms of volumes, with a resulting market share of approximately 15% in terms of loans to customers (compared to the Offeror's current share of approximately 9%) and of approximately 14% in terms of deposits to customers (compared to the Offeror's current share of approximately 9%)*"[134].

With regard to the requirements contained in the Golden Power Decision concerning loans in Italy, please refer to the previous paragraph.

<u>*Uncertainty regarding the role of Anima within the UCG Group*</u>

There are significant uncertainties surrounding the role that Anima could play within the UCG Group in the event the Offer is successfully completed. In this regard, UCG has stated, among other things, that "*the Issuer has not elaborated any strategy with regard to the potential future integration of Anima as a consequence of the BPM Offer, and its potential integration into the UniCredit Group or its potential divestment and, therefore, investors should not rely on the potential integration or divestment of Anima when evaluating and making any investment decision*"[135]. This aspect is considered by BBPM's Board of Directors to be highly relevant for Shareholders in order to thoroughly assess whether to accept or decline the Offer. The acquisition of Anima could potentially create a conflict for UCG, given its long-standing strategy of outsourcing asset management product factories since the sale of Pioneer to Amundi. At the same time, the acquisition may also lead to notable dis-synergies with Anima's current distribution partners.

This uncertainty has not been clarified by UCG even following the Golden Power Decision, which imposes the requirement on UCG to "*for a period of at least 5 years: (i) not reduce the current weight of Anima Holding S.p.A.'s investments in securities of Italian issuers; (ii) support the development of the Company.*". UCG has merely provided a generic statement in the press release issued on April 22, 2025, that "*It will continue to manage its clients' assets under management strictly in their best interests.*", without specifying its strategic intentions regarding Anima.

2.3.2 Absence of a business plan for the combined entity resulting from the integration between UCG and BBPM

In the same Registration Document, within the section "*Forecasts data and estimates*" UCG highlights the following: "*At the Registration Document Date, the Issuer has not yet approved a new consolidated business plan for the UniCredit Group that reflects the completion of the acquisition of BPM. In this regard, the Issuer expects that plans for the combined entity resulting from the integration of BPM into the UniCredit Group will only be approved after the completion of the Public Exchange Offer (as a result of which UniCredit would have a greater insight on the above elements) and according to a timeline still to be defined as at the Registration Document Date.*"

Shareholders are therefore required to evaluate the Offer in the absence of a consolidated business plan upon which to base their assessments and decide whether to accept, thereby becoming shareholders of UCG.

[134] See section G, paragraph G.2. of the Offer Document.
[135] See section A, paragraph A.8. of the Information Document; additionally, within the risk factors in section A, paragraph A.1.13. of the Registration Document UCG states that "*the Pro-Forma Consolidated Condensed Financial Information has not been developed on the basis of any strategic action plan and/or intended approach for a future integration of Anima into the UniCredit Group as a consequence of the BPM Offer given that, as at the Registration Document Date, the Issuer has not elaborated any such strategy.*"

In this regard, it is important to note that, as at the Date of the Issuer's Notice, the latest medium-to-long term projections for UCG, as detailed in the Registration Document, were last updated on February 11, 2025. On that date, UCG shared its revised "*2025-2027 Ambition*" estimates and "*Guidance 2025*," which did not include the details needed to fully understand the underlying factors or initiatives driving the projected performance.

2.3.3 The Merger and integration of BBPM in UCG entail elements of uncertainty and risk

As indicated in *risk factor* A.1.1. of the Registration Document, UCG highlights how the possibility of achieving the synergies envisaged by the acquisition of BBPM depends in the first place on the level of adherence to the Offer and, consequently, on the possibility of UCG proceeding with the Merger by incorporation of BBPM into UCG. In particular, if UCG decides to waive the Threshold Condition (as defined in the Offer Document) and comes to hold as a result of the Offer an interest of more than 50% of the share capital plus 1 (one) Share but less than 66.67% of BBPM's share capital, it may not be able to implement the Merger. In such a scenario, as reported within the Registration Document, the Offeror would realize only 85% of the initially planned cost and revenue synergies with a decrease of approx. €200 million, but without benefiting from any reduction in the one-off integration costs estimated at €2 billion pre-tax[136]. It is unclear how the failure of the Merger could result in a reduction in synergies limited to about 15% of the total, also because in such scenario BBPM would presumably remain listed and the minority shareholders would be safeguarded from any excessive reductions in the protections necessary for the bank's operation.

However, regardless of the level of acceptance of the Offer, the actual value creation remains unknown and even more difficult to predict in the current context of uncertainty and lack of visibility about the evolution of the macroeconomic environment and the Offeror's future prospects. The Offeror states that "*regardless of the percentage of shareholding that UniCredit may acquire upon conclusion of the Offer, there may be other events concerning BPM that are outside the control of the Issuer and that may delay and/or reduce the achievement of the estimated cost and revenues synergies as well as potentially having a negative impact on the UniCredit Group's results, performance and strategic objectives.*". It continues, "*The materialization of all synergies resulting from the acquisition is, in fact, highly uncertain also in light of the fast-changing macroeconomic context. The existence of the aforementioned risks stems in large part from the fact that, at the Registration Document Date, the acceptance period of the Offer has not yet begun, and the Issuer has been relying solely on data which is in the public domain as a basis for formulating its estimates concerning the cost and revenues synergies expected to originate from it*"[137].

This risk is even more relevant in the assessment of the Offer by BBPM's Shareholders, as the value of UCG Shares could be negatively affected in the future by a failure to meet targets as represented by the Offeror, which states "*Should such estimates turn out to be inaccurate or should the expected synergies fail to materialize to the extent and within the timeframes expected by the Issuer, the revenues and costs of the UniCredit Group may, in the future, be different from those estimated and this may have a negative impact on the market value of UniCredit's shares and the return that investors may obtain from them*"[138].

Moreover, transactions of this significance involve high degrees of complexity and IT systems integration risks. In this regard, UCG indicated in the Registration Document that "*Said migrations into the UniCredit Group will inevitably involve the transfer of a significant volume of activity and data, due to the high numbers of customers (about 4 million customers of BPM compared with about over 15 million customers of UniCredit) and branches (about 1,400 branches for BPM compared with the*

[136] See section A.1., paragraph A.1.1. of the Registration Document.
[137] See section A.1., paragraph A.1.1. of the Registration Document.
[138] See section A.1., paragraph A.1.1. of the Registration Document.

about 3,039 branches belonging to the UniCredit Group). These procedures carry an inherent risk of delays or unexpected issues arising, that imperil the security of the information systems being migrated, affecting the operational continuity of the UniCredit Group also in its potential post-Merger configuration"[139].

In addition to the above, it should be noted that, given what is stated in the Offer Document regarding the Merger, namely that "*If resolved, the described Merger will take place on the basis of an exchange ratio determined in accordance with article 2501-ter of the Italian Civil Code, using as per practice homogeneous methodologies and assumptions in the valuation of the companies involved, thus without any premium being payable to the minority shareholders of the merged company*"[140] the Shareholders who do not accept the Offer would in any case benefit from the regulatory protections granted by law to minorities for similar transactions, as further detailed below.

By virtue of current legal provisions, the exchange ratio of the Merger shall be fair and, therefore, shall adequately reflect the real value of BBPM. Therefore, should the exchange ratio of the Merger be inadequate, the BBPM Shareholders who did not accept the Offer would be protected by the safeguards, both substantial and procedural in nature, placed by corporate law to guarantee the congruity of the same. In this regard, it should be noted that the exchange ratio of the Merger will have to be: *(i)* adequately explained and justified by the boards of directors of both BBPM and UCG; and *(ii)* subject of a fairness opinion, prepared by one or more experts appointed by the Court, which will have to indicate, among other things, the methods used in determining the proposed exchange ratio and the values resulting from the application of each of them as well as to contain an opinion on the adequacy of the methods adopted and the relative relevance attributed to each of them in determining the value.

Should the proposed exchange ratio fail to reflect the actual value of BBPM, the Shareholders who did not accept the Offer would be entitled to challenge the shareholders' resolution approving the Merger plan, if they did not participate in its approval, and to claim compensation for damages suffered as a result of the application of an inappropriate exchange ratio. All the above-mentioned initiatives and safeguards fall fully within the scope of the rights and prerogatives that the law attributes to minority shareholders in order to protect them from any prejudicial conduct that the majority shareholder might engage in.

Should the Merger be resolved prior to BBPM's Delisting, it would constitute a major related party transaction under the RPT Regulation and the RPT Procedure adopted by BBPM because:

(i) UCG would control BBPM, holding a stake equal to at least 50% of the share capital + 1 BBPM Share and would therefore qualify as a related party of BBPM under the RPT Regulation;

(ii) given the size of the transaction, the materiality threshold set forth in Annex 3 to the RPT Regulation would be exceeded.

The Merger would therefore be subject to the relevant regulations, which provide for specific and stringent safeguards aimed at ensuring the transparency and fairness, from a substantial and procedural perspective, of the transaction.

2.3.4 In recent years, UCG has not engaged in acquisitions or integrations involving entities of a comparable size to BBPM

It is also noted from the Offer Document that "*the Offeror's well-established experience in M&A transactions, as demonstrated by recent initiatives in Greece, Romania and Germany, will allow for*

[139] See section A.1., paragraph A.1.4. of the Registration Document.
[140] See section A.1., paragraph A.8.1. of the Registration Document.

a rapid and effective integration with the Issuer, without disruptions to the business or social impacts, accelerating the achievement of the strategic objectives of the transaction and positioning the new group among the leaders in the European banking sector, capable of supporting the real economy and creating value for shareholders, customers and local communities"[141]. On the contrary, the Board of Directors believes that the recent initiatives mentioned by UCG are not comparable to a potential Merger (or, more generally, to an integration similar to that envisaged in the event of the completion of the Offer), since the initiatives in Greece and Germany refer to UCG's purchase of a minority stake in the capital of Alpha Services and Holdings S.A. (about 9.6% of the share capital) and Commerzbank AG (about 28% of the share capital of which 9.5% in shares and the rest in derivative instruments), while the experience in Romania relates to the integration, which began during 2024 and is scheduled for completion in the second half of 2025, of a bank (Alpha Bank Romania) significantly smaller in size compared to BBPM (total assets of €4.5 billion compared to BBPM's €198.2 billion as of December 31, 2024) and in the context of a transaction agreed with management and the controlling shareholder. In this regard, it should be noted that in the banking sector, "hostile" or non-agreed acquisition and/or combination transactions present a potential execution risk compared to other cases, with uncertain and unforeseeable impacts for stakeholders. Indeed, the management of the post-merger integration process and its timely and prior planning represent crucial elements for the success of any M&A transaction, especially in a complex and vital sector for supporting the economy such as banking.

In this regard, UCG indicated in the Registration Document that "*The recent experiences in Greece, Romania, and Germany testify the determination and ability of the Issuer to pursue and carry out transactions for the growth and/or strengthening of its own franchise*"[142]. However, it should be noted that, in recent years, UCG has not carried out acquisitions and integrations of business entities of comparable size to BBPM: the last comparable transaction in Italy was the merger with Capitalia which dates back to 2007.

It should also be noted that on April 1, 2025, Fitch Ratings issued a report[143] regarding the opportunities and risks associated with the ongoing consolidation in the Italian banking landscape. In this regard, Fitch Ratings indicated that there could be significant integration risks, in particular, in relation to non-agreed or hostile bids. Risks include: cultural disalignments, complex IT integrations, potential conflict with the target's employees or its customers. Fitch Ratings pointed out that none of the current offers has been agreed upon, leaving outcomes uncertain; furthermore, Fitch Ratings points out that a successful integration will instead be critical to realizing synergies and maintaining credit quality.

As a confirmation of these risks, UCG itself, in the Registration Document, represented the "*actions and measures that UniCredit plans to implement for integrating the business of BPM into its Group might be disrupted or delayed due to, for instance, low employee morale and/or any inadequate allocation of resources to which UniCredit might fail to respond in a timely or flexible enough manner. In addition, some parts of the business of BPM might turn out to be more difficult than others to integrate into UniCredit as initially planned*"[144].

[141] See section A.1., paragraph A.7.1. of the Registration Document.
[142] See section A.1., paragraph A.7.1. of the Registration Document.
[143] The summary of the Fitch Ratings Report is available at the following link: Italian Banking Consolidation Could Be Credit-Positive for Sector where it states: "*However, there could be significant integration risks, particularly with unsolicited or hostile offers. Risks include cultural misalignments, complex legacy IT integration and potential staff or client attrition. Failed transactions or significant offer revisions could undermine bidders' credibility. None of the current offers has been agreed upon, leaving outcomes uncertain. Successful integration will be crucial in realising synergies and maintaining credit quality. Larger banks may emerge stronger post-consolidation, but the process could also provide opportunities for smaller regional banks to expand their market positions by capitalising on any client attrition from larger institutions.*"
[144] See section A.1., paragraph A.1.10. of the Registration Document.

3. THE BOARD OF DIRECTORS' ASSESSMENT REGARDING THE CONSIDERATION

Disclaimer: This chapter contains elaborations constructed for illustrative purposes only. The content of this chapter, as well as the entire Issuer's Press Release, does not constitute in any way, nor can it be construed as, a recommendation to adhere or not to adhere to the OPS nor does it replace the judgment of each Shareholder in relation to the OPS itself.

The Board of Directors notes that the Offer Consideration, as described, among others, in Section E, Paragraph E.1, of the Offer Document is equal to 0.175 of a UCG Share for each BBPM Share adhering to the Offer (to be intended *cum dividend* and, as such, including the coupons related to any dividends distributed by the Issuer and by the Offeror).

In this regard it should be noted that:

(i) on 11 February 2025, the Offeror's Board of Directors resolved to submit to the ordinary meeting of UCG shareholders the proposal to distribute a dividend equal to Euro 1.4764 for each outstanding share of UCG entitled to payment of the dividend on the expected dividend date ("**UCG Dividend**"), for a total amount equal to Euro 2,285,358,000.00, in addition to the interim dividend distributed on 20 November 2024. The proposal to distribute the UCG Dividend was approved by UCG ordinary shareholders meeting on 27 March 2025;

(ii) on 12 February 2025, the Board of Directors of the Issuer resolved to submit to the Ordinary Meeting of BBPM Shareholders the proposal to distribute a dividend equal to Euro 0.60 for each BBPM Share (excluding Treasury Shares) ("**BBPM Dividend**"), for a total amount of up to Euro 909,109,275.60[145] (referred to the total number of BBPM Shares, with the specification that no payment will be made to the Treasury Shares), in addition to the interim dividend distributed on 20 November 2024. The proposal to distribute the BBPM Dividend will be submitted for approval to the BBPM Ordinary Shareholders' Meeting called for 30 April 2025.

UCG also stated that, in light of the above, three alternative scenarios may arise, according to which, in exchange for the transfer of each BBPM Share tendered in the Offer, the Offeror will pay the Shareholders:

(i) the Consideration (in its meaning pursuant to letter a) of its definition) represented by, if no adjustments are made, n. 0.175 UCG Shares deriving from the Share Capital Increase Reserved to the Offer; or

(ii) the Consideration (in its meaning pursuant to letter b) of its definition) – represented by n. 0.182 of a UCG Share – if (i) detachment of the coupon relating to the UCG Dividend occurs prior to the Payment Date and (ii) the BBPM Dividend is not approved by the BBPM Ordinary Shareholders' meeting or the related ex-dividend date does not occur prior to the Payment Date (i.e., the Consideration ex UCG Dividend); or

(iii) the Consideration (in its meaning pursuant to letter c) of its definition) – represented by n. 0.166 of a UCG Share – if (i) detachment of the coupon relating to the UCG Dividend occurs prior to the Payment Date, (ii) the BBPM Dividend is approved by BBPM Ordinary Shareholders' meeting and (iii) detachment of the related coupon occurs prior to the Payment Date (i.e., the Consideration ex UCG Dividend and ex BBPM Dividend.

As of the Date of the Issuer's Notice, since the UCG Dividend was detached on 22 April 2025, the Official Consideration is temporarily the Ex-UCG Dividend Consideration (equal to 0.182 of a UCG Share). However, it is underlined that, if approved by the BBPM Ordinary Shareholders' Meeting, the

[145] Calculated on the basis of the total number of outstanding ordinary shares of BBPM, however no dividend will be paid to any ordinary share held by BBPM.

BBPM Dividend is expected to be detached on 19 May 2025. In this scenario, in light of the timing of the Offer as reported in the Offer Document, the Shareholders who decide to adhere to the Offer would receive the Ex-UCG Dividend Consideration and the Ex-BBPM Dividend (reduced to 0.166 of a UCG Share).

With regard to the determination of the Consideration, in the Offer Document, UCG specified that:"*The valuations conducted by the Board of Directors refer to (i) known economic and market conditions as of the Reference Date (i.e., 22 November 2024 corresponding to the Open Market Day before the Announcement Date) or prior to the Reference Date and (ii) the financial, economic and asset position of the Offeror and the Issuer as reported in the consolidated financial statements as of 30 September 2024, and the consolidated financial statements as of 31 December 2023, and in the related press releases and presentations of results to the financial community.*" and that: "*the Consideration has been determined through valuations carried out independently by the Offeror, without the support of financial advisors, taking into account, as the main valuation methodology, the market price method for the Offeror and the Issuer shares, and in particular (i) the official prices per share recorded, for both securities, as of 22 November 2024, as well as with reference to the date of 6 November 2024, i.e., the date of the announcement of the BPM OPS; (ii) the official prices per share recorded on certain dates, prior to 22 November 2024, and 6 November 2024, consistent and homogeneous for both securities, identified according to significant time intervals; and (iii) the arithmetic volume-weighted averages of the official prices per share recorded on certain time intervals prior to 22 November 2024, (inclusive) and 6 November 2024 (inclusive), respectively*"[146].

In the same document, UCG also specified that: "*The decision to use the market price method as the main methodology arises from the fact that such method expresses the economic value of the Offeror and the Issuer on the basis of the market capitalisation of the shares traded on regulated markets, the prices of which summarise the value attributed to them by investors with respect to growth prospects, risk profile and profit generation, based on known and publicly available information, and are therefore generally suitable for representing the economic value of the two banks*"[147].

It should be noted, therefore, that the prices used by UCG as a reference for the determination of the Consideration did not reflect the full potential of: (i) the Anima Offer, which at the Announcement Date of the Offer had already been announced by approximately 20 days, (ii) the BBPM Strategic Plan, as updated and disclosed to the market on 12 February 2025, or (iii) the results achieved by BBPM at the end of the 2024 financial year, as disclosed to the market on 12 February 2025.

It should also be noted that the dividend discount model is not included among the valuation methodologies applied by UCG and reported in Section E of the Offer Document. It is believed, as recognized by international doctrine and practice, that this methodology, in addition to the methodologies based on market references, is commonly used as it allows to fully incorporate the economic-financial projections, and to capture the specific growth prospects and dividend distribution in the medium-long term.

On the basis of the information contained in the Offer Document, the Board of Directors believes that the Consideration Offered to BBPM Shareholders does not in any way reflect the profitability and the further potential for value creation for BBPM Shareholders. This potential is further strengthened by the extraordinary transactions completed by BBPM in the days preceding the announcement of the Offer and subsequently to it, including the purchase of a stake in BMPS and the acquisition of almost all of the share capital of Anima, which are also reflected in the objectives of the Strategic Plan.

[146] Cfr. Offer Document, Section E, Paragraph E.1.
[147] Cfr. Offer Document, Section E, Paragraph E.1.

In particular, the Board of Directors highlights five main reasons why it believes that the Offer is unsatisfactory for BBPM Shareholders:

1. the Consideration is inadequate from a financial point of view;
2. as at the Reference Date, the Consideration does not recognize any premium to BBPM Shareholders and is at a discount to the price of the BBPM Share;
3. the price of the BBPM Share does not reflect the fundamentals of BBPM;
4. the Consideration is entirely in UCG Shares, whose performance and valuation compared to BBPM Shares need to be carefully considered;
5. the Consideration creates value exclusively to UCG shareholders, at the expense of BBPM Shareholders.

3.1 The Consideration is inadequate from a financial point of view

The Board of Directors has reviewed the financial analyses of BBPM's financial advisors, as described in the following paragraphs of this Issuer's Notice, and has identified the following implied exchange ratio ranges, respectively obtained through the use of the three methodologies illustrated below, as well as the related average and median value.

Methodology	**Minimum value of the implied exchange ratio**	**Maximum value of the implied exchange ratio**
Dividend discount model	0.213x	0.287x
Analysis of the trading multiples of selected publicly listed companies (P/E)	0.212x	0.318x
Regression analysis (P/TBV vs ROTE)	0.203x	0.239x
Average Exchange Ratio	0.245x	
Median Exchange Ratio	0.226x	

It is highlighted that the analysis reflects the relative values of BBPM and UCG on a standalone basis, and therefore does not take into account the value creation resulting from the potential synergies envisaged by the Offeror. These exchange ratios are to be considered representative of the relative values of BBPM and UCG before including any control premium in favour of BBPM Shareholders, generally envisaged in acquisition transactions of this kind.

The average of the exchange ratios ("**Average Exchange Ratio**") is equal to0.245x, i.e., an exchange ratio of 0.063x higher than the Consideration (equal to the Exchange Ratio ex UCG Dividend of 0.182x), while the median of the exchange ratios ("**Median Exchange Ratio**") is equal to 0.226x, i.e., an exchange ratio of 0.044x higher than the Consideration.

The comparison between the valuation of BBPM implied in the Average Exchange Ratio and the valuation of BBPM implied in the Consideration, based on the official price of the UCG Share as of the Reference Date (equal to Euro 48.26), reflects a difference of Euro 4.6 billion. This difference, from an economic-financial perspective, can be seen as a discount applied by the Offeror to BBPM Shares, even before any premium for control of BBPM potentially achieved with the Offer is recognized to BBPM Shareholders. In case the Median Exchange Ratio were to be used for the comparison, the difference would be equal to Euro 3.2 billion.

It should also be noted that the valuations of BBPM presented reflect valuations of the Issuer on a relative basis with UCG: this implies that the aforementioned implied discount in the Consideration derived from the Average Exchange Ratio or the Median Exchange Ratio (in relative terms with UCG), cannot be offset by any potential increase in the price of the UCG Share. On the contrary, with the Consideration remaining the same, the implied discount for BBPM Shares increases as the price of the UCG Shares increases.

3.1.1 Appointment of BBPM’s financial advisors

In order to evaluate the Exchange Ratio in more detail from a financial perspective, the Board of Directors engaged Citi and Lazard as financial advisors to BBPM in connection with the Offer. Citi and Lazard performed their respective analyses separately and independently and provided, for the benefit of the Board of Directors, their respective opinions on 24 April 2025 regarding the adequacy of the Exchange Ratio ex UCG Dividend from a financial point of view (as applicable, the “Opinions”).

Copies of Citi’s and Lazard’s respective Opinions (which include the various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken), to which reference is made for further information, are attached to this Issuer's Notice as **Annex A** and **Annex B**, respectively. It should be noted that the methodologies used by the financial advisors are similar to those used by the Board of Directors in conducting its analyses described above.

3.1.2 Methods of valuation applied by BBPM’s financial advisors

In evaluating the Exchange Ratio ex UCG Dividend from a financial point of view for purposes of their respective Opinions, Citi and Lazard used financial and other information provided by BBPM and/or in the public domain, and performed various financial analyses of BBPM and UCG in order to derive implied exchange ratio reference ranges against which the Exchange Ratio ex UCG Dividend was compared.

It is noted that the Consideration offered by UCG is not in cash, but rather is represented by an exchange ratio between BBPM Shares and the UCG Shares. For this reason, the Exchange Ratio ex UCG Dividend was evaluated in terms of the relative implied exchange ratio reference ranges derived from standalone financial analyses of BBPM and UCG. For each of the relevant financial analyses, implied exchange ratio reference ranges were calculated by deriving implied equity value per share reference ranges for BBPM and UCG, each on a standalone basis, and then dividing the low-end of such ranges derived for BBPM by the high-end of such ranges derived for UCG, and dividing the high-end of such ranges derived for BBPM by the low-end of such ranges derived for UCG, to evaluate BBPM and UCG on a relative basis.

Although the following summary does not constitute an exhaustive description of all analyses performed and factors considered by the financial advisors for purposes of their respective Opinions, the following methodologies were considered as most relevant: (a) Dividend discount model analysis, (b) Analysis of the trading multiples of selected publicly listed companies (based on price to earnings, or “P/E,” multiples), and (c) Regression analysis. These methodologies and certain related information are summarized in the respective Opinions of the financial advisors attached as Annex A and Annex B.

3.1.3 Summary of the results of the analyses conducted by BBPM's financial advisors

(i) Citi

Pursuant to art. 39, paragraph 1, letter d) of the Issuers Regulation, the Board of Directors availed itself of Citigroup Global Markets Europe AG ("**Citi**"), as financial advisor to BBPM, which rendered its Opinion to the Board of Directors on 24 April 2025 (attached hereto as Annex A). As set forth in Citi's Opinion, as of the date of such Opinion and based on and subject to the various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, the Exchange Ratio ex UCG Dividend provided for pursuant to the Offer was inadequate, from a financial point of view, to holders of BBPM Shares (other than, as applicable, UCG and its affiliates).

Referring to Citi's Opinion (attached hereto as **Annex A**) for further details, Citi's financial analyses indicated the following implied exchange ratio reference ranges:

- Dividend discount model analysis (fundamental methodology): implied exchange ratio reference range of 0.213x to 0.287x;
- Analysis of the trading multiples of selected publicly listed companies (P/E multiples) (market methodology): implied exchange ratio reference range of 0.218x to 0.318x;
- Regression analysis (P/TBV vs RoATE) (market methodology): implied exchange ratio reference range of 0.203x to 0.228x.

(ii) Lazard

Pursuant to art. 39, paragraph 1, letter d) of the Issuers Regulation, the Board of Directors availed itself of Lazard srl ("**Lazard**"), as financial advisor to BBPM, which rendered its Opinion to the Board of Directors on 24 April 2025 (attached hereto as **Annex B**). As set forth in Lazard's Opinion, as of the date of such Opinion and based on and subject to the various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, the Exchange Ratio ex UCG Dividend provided for pursuant to the Offer was inadequate, from a financial point of view, to holders of BBPM Shares (other than the Offeror, any person acting in concert with the Offeror or any of their respective affiliate).

Referring to Lazard's Opinion (attached hereto as **Annex B**) for further details, Lazard's financial analyses indicated the following implied exchange ratio reference ranges:

- Dividend discount model analysis (fundamental methodology): implied exchange ratio reference range of 0.214x to 0.251x;
- Analysis of the trading multiples of selected publicly listed companies (P/E multiples) (market methodology): implied exchange ratio reference range of 0.212x to 0.286x;
- Regression analysis (P/TBV vs RoATE) (market methodology): implied exchange ratio reference range of 0.205x to 0.239x.

Citi and Lazard are acting as financial advisors for BBPM and for no one else in connection with the matters described in this Issuer's Notice and the Offer and will not be responsible to anyone other than BBPM for providing advice in connection with the Offer, or any other matters referred to in this Issuer's Notice. Neither Citi nor Lazard, nor any of their affiliates, directors or employees owe or accept any duty, liability or responsibility whatsoever in connection with this Issuer's Notice, any statement contained herein, the Offer or otherwise.

3.2 As at the Reference Date, the Consideration does not recognize any premium to BBPM Shareholders and is at a discount to the market price of the BBPM Share

3.2.1 The comparison of the Consideration with the BBPM Share price as of 6 November 2024 is deemed irrelevant for BBPM Shareholders

Since the Announcement Date of the Offer, the Offeror has constantly referred to the premium that the Consideration represents to the market price of BBPM Shares on 6 November 2024, the date of the announcement by BBPM of the Anima Offer, defined by the Offeror as the so-called "*undisturbed*" price, instead of the market price of BBPM Shares on 22 November 2024, the last reference date prior to the announcement of the Offer.

This circumstance is also referred to in the Offer Document in Section E, Paragraph E.1, which states: "*Given that the market prices of the Issuer shares following the announcement of the BPM OPS (i) incorporate value assumptions based on the expectation of the success of such OPS, which, on the other hand, on the Reference Date was a future and uncertain event, also in the light of the conditions set out in the BPM OPS (including, by way of example, that concerning the so-called "Danish Compromise") and (ii) are influenced by the numerous press articles and rumours relating to potential consolidation scenarios in the Italian banking market which may also refer to the Issuer, for the purpose of applying the market price criteria it was deemed appropriate to consider the price trend of the Offeror and the Issuer not solely as of the Reference Date, but also as of 6 November 2024 (i.e., the date of the announcement of the BPM OPS)*."

With a press release issued on 12 December 2024, BBPM expressed its view both on the so-called "*undisturbed*" price, considering any reference to such price inappropriate and not pertinent as it does not incorporate the information communicated by BBPM to the market on 6 November 2024 concerning BBPM's quarterly financial results and the actions undertaken as since that date (including the purchase of 5% of the capital of BMPS and the announcement of the Anima Offer).

It should also be noted that, based on market practice, an "undisturbed" price means a market price that is not influenced by the announced transaction (i.e., in this case, the Offer), taking into account relevant events concerning the Issuer.

As communicated by BBPM on 9 April 2025, the Anima Offer was successfully completed, with an ownership, as the date hereof, held by the BBPM Group in the share capital of Anima of approximately 89.95%. In this regard, it should be noted that the total ownership percentage of the BBPM Group in the capital of BMPS, including the shares held through Anima, is also equal to approximately 9%. Both participations, in Anima and BMPS, are reflected in the financial targets of the Strategic Plan presented to the market on 12 February 2025, in which BBPM also illustrated the effects on the regulatory capital and total remuneration for shareholders over the plan period regardless of the regulatory treatment of the participation in Anima.

The Board of Directors therefore believes that the market price of the BBPM Share on 6 November 2024 is outdated and does not take into account the subsequent developments carried out by BBPM which led to an appreciation of the stock on the market. Therefore, it is believed that the comparison of the Consideration with the price of the BBPM Share on 6 November 2024 is irrelevant for BBPM Shareholders.

3.2.2 The Consideration did not substantially reflect any premium when the Offer was announced, marking an unprecedented case for transactions of this kind

The Consideration, as also referred to in the Offer Document in Section E, Paragraph E.1, reflects a premium of 0.5% compared to the market price of BBPM Shares on 22 November 2024 (last trading day before the announcement of the Offer) and is therefore substantially absent.

Even taking as a reference the averages of the BBPM Share prices weighted by volumes at different time horizons prior to announcement of the Offer, as is standard practice in this type of transaction, the premium recognized by BBPM Shareholders is extremely low. Indeed, as also indicated in the Offer Document in Section E, Paragraph E.1, taking as a reference the official market prices of BBPM shares six months before the announcement of the Offer and 12 months before the announcement of the Offer, the Consideration reflects a discount to the market prices of the BBPM Shares as of such dates of 3.4% and 15.3%, respectively. The substantial absence of a premium is not consistent with a transaction relevant to UCG such as the Offer.

It should be noted that in public offerings in which an offering party is determined to acquire control of a target company, target shareholders typically receive a premium over the stock market price, in the spirit of recognising to the counterparty an adequate share of the synergies' value and of remunerating the loss of control over the company and, in the event that the shareholders of the target company then become shareholders of the Offeror, the risk of execution of the plans put forward by the Offeror. Therefore, the level of premium offered is in practice higher when the offering party does not already hold a significant stake of the issuer's capital (especially in cases in which the transaction is characterized as "hostile") and/or when the Offeror expects to create significant value through synergies by virtue of acquiring control of the target company.

By way of example, the table below shows a comparison between the implicit premiums in the Consideration and the implicit premiums recognized in the context of transactions similar to the Offer and successfully concluded in Italy in recent years.

Reference date for the calculation of the implied premiums	Implied premiums UCG / BBPM Offer	Average implied premiums in voluntary public offers in Italy between 2020 and 2023[148]	Implied premiums in the public tender offer Intesa / UBI[149]	Implied premiums in the public tender offerCredit Agricole / Creval[150]
1 day before announcement	0.5%	27%	44.7%	44.5%
Weighted average in the 1 month before announcement	6.3%	28%	54.9%	75.1%
Weighted average in the 3 months before announcement	7.8%	31%	55.4%	69.1%
Weighted average in the 6 months before announcement	4.0%	35%	59.4%	83.2%
Weighted average in the 12	1.6%	33%	62.0%	88.0%

[148] Occasional Report "*Le OPS pubbliche svolte in Italia nel periodo 2020-2023*" published by Consob, December 2024.
[149] Press Release published by Intesa Sanpaolo SpA on 17 July 2020 (https://group.intesasanpaolo.com/en/investor-relations/press-releases/2020/07/20200717-ubi-uk). Final premiums recognized in the transaction, including the price increase.
[150] Press Release published by Credit Agricole Italia SpA on 14 April 2021 (https://www.credit-agricole.it/media/filer_public/db/52/db52266e-4ad8-431c-82c6-132096bc5efd/cs-opa-creval-incremento-corrispettivo-sito.pdf). Final premiums recognized in the transaction, including the price increase.

months before announcement				

The comparison between the implied valuation of BBPM assuming a premium of 45% (a level considered relevant in light of the data in the previous table) with respect to the market price of BBPM Shares on 22 November 2024, and that implied in the Consideration, reveals a difference of approximately Euro 4.5 billion. This difference can be considered as the discount to BBPM Shareholders for their BBPM Shares in terms of the lower value compared to previous transactions and on the basis of the Consideration.

3.2.3 Since the Announcement Date of the Offer, the Consideration has consistently remained at a discount to the market price

From the Offer Announcement Date to the Reference Date, the Consideration has always reflected an implied discount to the market price of BBPM Shares. In fact, over such period, there has not been any trading session in which the exchange ratio implied in the official market prices has been equal to or lower than the Consideration.

The graph[151] below illustrates the evolution of the official price of BBPM Shares compared to the price implied by the Consideration since announcement of the Offer. It should be noted that the discount implied in the Consideration, compared to the market price of BBPM Shares, has always been between approximately 2% and 15% on a cum dividend basis. We highlight that, in light of the different dividend distribution policies, the Consideration on an ex-dividend basis further worsens the impacts of the Offer for the BBPM Shareholder.

As at the Reference Date, the implied discount in the Consideration with respect to the official price of the BBPM Share is equal to 4%. It should be noted that the current price of the UCG Share is to be considered ex-dividend, while the price of the BBPM Share is to be considered cum-dividend and therefore includes the value of the dividend that will be paid by BBPM to BBPM Shareholders on 19 May 2025. However, since the completion of the Offer is expected on 1 July 2025, therefore following the payment of the BBPM dividend, the discount is to be assessed on an ex-dividend basis, in line with Section E, Paragraph E.1 of the Offer Document. On this basis, as of the Reference Date, the implied discount in the Consideration with respect to the official price of the BBPM Share is equal to 6%, equivalent to Euro 0.8 billion for the total number of BBPM Shares. This value can be seen as a further discount, in addition to the Euro 4.5 billion reported in Paragraph 3.2.3 of the Issuer's Notice; consequently, taking into account both the discount implied in the market prices of the two banks

[151] Source: FactSet as of 22 April 2025. Note: Implied price refers to UCG share price x 0.175 (from 25 November 2024 to 17 April 2025); UCG share price x 0.182 for 22 April 2025 (following the detachment of the coupon relative to UCG Dividend)

and the premium typically recognized in similar transactions, the Consideration Offered represents a total discount for BBPM Shares equal to Euro 5.3 billion.

3.3 The price of the BBPM Share does not reflect the fundamentals of BBPM

3.3.1 The BBPM Share price is at a discount compared to the target prices established by research analysts

As at the Reference Date, the official price of BBPM Shares is Euro 9.13 compared to an average of research analysts' target prices of Euro 10.04, calculated on a standalone basis (i.e., not in the context of a possible aggregation with UCG) and including Anima without the benefit of the so-called *Danish Compromise*.

Such difference reflects a 10% potential margin for increase in the price of the BBPM Share, on the basis of the research analysts' expectations as at the Reference Date.

3.3.2 BBPM's consensus profit is still below the targets set forth under the Strategic Plan

On 12 February 2025, BBPM management presented to the market the update of the Strategic Plan, with significantly higher results at the end of 2024 than the expectations for the plan published in December 2023. The 2027 profit target of the Strategic Plan is equal to Euro 2.15 billion, based on assumptions considered by management to be reliable, even more so taking into account (i) the acquisition of Anima and (ii) BBPM's solid track-record in delivering – and generally exceeding – its targets. In particular, with regard to Anima, it should be noted that on 11 April 2025 the Anima Offer was successfully completed and that BBPM reached a total ownership percentage of approximately 89.95% of Anima's share capital. As communicated to the market on that date, in light of the final results, and also taking into account the pending Offer, BBPM reserves the right to assess any future initiative in relation to the shares in Anima not tendered. Therefore, as of the date hereof, the 2027 targets set out in the Strategic Plan are confirmed.

At the Reference Date, the market consensus, calculated as the average of research analysts' estimates, reflects a 2027 net profit for BBPM of Euro 1.86 billion (including the contribution of Anima), 13% lower than the above-mentioned Strategic Plan target of Euro 2.15 billion. A reduction in the gap between consensus and BBPM net profit target would generate room for improvement in the stand-alone valuation.

3.3.3 The development of BBPM's business model, also considering the acquisition of Anima, provides scope for a re-rating of the P/E multiple

Over the last few years BBPM has pursued a revenue growth path highly focused on the strengthening of its product factories proposition. In this context, the acquisition of Anima is a key pillar of the further strengthening BBPM's business model, also in terms of revenue diversification in the current scenario of reduced interest rates.

In particular, at the end of the Strategic Plan, the contribution of non-interest income to total revenues is expected to increase from the current 40% to 50% and the overall contribution to Group revenues from product factories is expected to increase to Euro 1.7 billion by 2027, as reflected in the update to the Strategic Plan. Hence, the share of net profit attributable to less capital intensive business activities – to which analysts and investors generally associate a higher P/E multiple – is expected to increase, with particular reference to "*Wealth, Asset Management & Protection*" which, thanks to the contribution of Anima, is expected to increase its contribution to net profit to approximately 35%, compared to the current 23%.

By way of illustrative example, the implied valuation of BBPM based on the average of the analysts' target prices reflects an implied P/E multiple equal to 8.2x based on the consensus 2027 net profit. The same calculation based on analysts' consensus (available from FactSet as at the Reference Date) for Intesa Sanpaolo reflects an implied P/E multiple of 9.4x.

3.4 The Consideration is entirely in UCG Shares, whose performance and valuation compared to the BBPM Shares need to be carefully considered

3.4.1 Since the Announcement Date of the Offer, the price of BBPM Shares has started to benefit from the significant initiatives undertaken by management, whereas the price of UCG's Shares has experienced a significant increase, even in the absence of revisions to the medium-to-long-term targets or shareholder remuneration expectations, or any changes to the Offeror's perimeter

Between 22 November 2024 and the Reference Date, the price of BBPM Shares increased from Euro 6.63 to Euro 9.13, an increase of 38%; in the same period, while the price of UCG Shares increased from Euro 38.04 to Euro 48.26, with an increase of 27%.

It should be noted that the performance of BBPM Shares is explained, *inter* alia, by a series of operating results and actions undertaken by the management that present a clear creation of value for BBPM Shareholders, including:

- year-end 2024 results, with an adjusted net profit of Euro 1.69 billion (+34% from the previous year) compared to financial guidance of Euro 1.36 billion, exceeding the target set in the previous Plan for 2026 equal to Euro 1.50 billion one year in advance;
- an increase in remuneration for BBPM Shareholders, with a cash dividend payout of 80% of net profit (compared to the expected 66%);
- an update of the Strategic Plan, with an increase in the cumulative remuneration for BBPM Shareholders over the Pan period from Euro [4] billion in the previous Plan to Euro 6 billion while preserving a minimum CET1 ratio of 13% over the Plan period regardless of the regulatory treatment of Anima;
- the completion of the purchase of Anima with an equity stake of 89.95% at the end of the Anima takeover, which also entails an increase in BBPM's stake in MPS's capital from approximately 5% to approximately 9%.

With regards to the Offeror, the following is noted based on UCG's 2024 financial results and the 2027 guidance presented by UCG to the market on 12 February 2025:

- a stated net profit 2024 of Euro 9.7 billion (+2% yoy), substantially aligned with the previous year;
- a slightly decreasing guidance of total revenues in 2025, mainly from to the reduction in interest margin (evidently not fully offset by the commission components and other revenues not related to interest margin)[152];
- "Ambition" 2027 net profit of Euro 10 billion, compared to an underlying net profit of Euro 10.3 billion, in 2024 (compared to 2024-2027 BBPM net profit growth of 15% on a standalone basis and 27% including Anima);
- a progressive reduction in net profit relating to Italy (-3% CAGR 2024-2027)[153].

[152] cfr. Presentation 4Q24 Group Results pag. 11"*Net Revenue to slightly decrease in 2025, mainly due to NII compression*" e pag. 14 "*2025 fees to increase further, partly compensating NII and Russia compression*"
[153] cfr. Presentation 4Q24 Group Results pag. 27 "*Normalization, as other countries benefitted less from positive macro*".

With reference to the price of the UCG shares, it should be noted that in recent years the performance of the stock has benefited from significant buyback transactions (equal to Euro 13.2 billion[154] in the period 2021-2024) mainly at a discount with respect to tangible net equity. At the Reference Date, the market price of UCG Shares implies a P/TBV 2024 multiple of 1.36x.

3.4.2 The consensus estimates provided by research analysts are substantially in line with UCG's targets

It is also important to note, as shown in the table below, that the market consensus, calculated as average of the estimates of research analysts published by UCG on its website on 14 April 2025, is substantially aligned (if not above) the targets presented by UCG as "Guidance 2025" and "Ambition 2025-2027".

	2025E		**2027E**	
Data in Euro billion	Guidance UCG	Consensus	Ambition UCG	Consensus
Net Revenues[155]	>23	23.357	approx. 24	24.078
Operating costs	c.9.6	9.571	approx. 40% Cost / Income	approx. 39% Cost / Income
Net profit	***"Broadly in line with 2024[1]"***	**9.270**	**approx. 10**	**9.792**

Source: Presentation 4Q24 Group Results p. 43-44, Pre 1Q 25 Results UniCredit consensus – 14 April 2025.

3.4.3 The price of UCG share reflects a P/E multiple higher than BBPM's current multiple

On the basis of UCG's consensus 2027 net profit of Euro 9.8 billion, the current market capitalisation of Euro 75.2 billion reflects a P/E multiple for UCG of 7.7x based on consensus net profit and 7.5x based on ambition net profit 2027. This is a P/E multiple significantly higher than BBPM's current P/E multiple of 7.4x based on consensus net profit and 6.4x based on plan net profit 2027, despite the fact that the BBPM Share trades, as at the Reference Date, on a *cum dividend* basis.

We believe this difference in terms of multiple seems not justified in light of the business models, risk profiles and growth prospects of the two banks.

Please note that the comparison of the P/E multiples of UCG and BBPM, each calculated as the ratio between current market price of BBPM and UCG and consensus earnings per share (EPS) estimates is not homogeneous as consensus EPS estimates for UCG reflects a number of UCG Shares different than currently the case and is influenced by different assumptions of research analysts as to UCG's buybacks. For a homogeneous comparison, the multiples should be calculated based on the market capitalization and future net profit, as indicated in the table below.

[154] UCG Press Release related to YE results for 2021-2024. Amount equal to Euro 2.58 billion from 2021 profits, Euro 3.34 billion from 2022 profits, Euro 5.60 billion from 2023 profits and Euro 1.70 billion from 2024 profits. Second tranche of buyback from 2024 profits equal to Euro 3.60 billion expected following the conclusion of the offer on BBPM not included.

[155] Net revenues calculated as the difference between total revenues and loan loss provisions

	BBPM	**UCG**
Official price (Euro)	9.13	48.26
EPS 2027E consensus (Euro)	1.23	7.47
P/E – with same methodology as per Offer Document	**7.4x**	**6.5x**
Market capitalisation (Euro billion)	13.8	75.2
2027E consensus net profit (Euro billion)	1.86	9.79
P/E – consistent basis (2027 consensus net profit)	**7.4x**	**7.7x**
Market capitalization (Euro billion)	13.8	75.2
2027E target net profit (Euro billion)	2.15	10.0
P/E – consistent basis (2027 target net profit)	**6.4x**	**7.5x**

Source: Public information, FactSet as at the Reference Date.

As per the table, on a homogeneous basis, the UCG's 2027 P/E multiple is higher than BBPM multiple.

Please note that, as of the date hereof, UCG guidance *FY25-27 yearly distribution ambition*" envisages: (i) "*2025-2027 yearly distributions greater than FY24* "; (ii) a cash dividend equal to 50% of net profit and (iii) "*additional distributions*[156] *incl. excess capital return*[157]". There are therefore no references to future buybacks, but simply a total net profit amount potentially distributable in the future. Such information is known to the public and reflected in the current market capitalisation. Please note that in determining the Consideration, UCG makes reference in the Offer Document to"*the economic value of the Offeror and the Issuer on the basis of the market capitalisation of the shares traded on regulated markets, the prices of which summarise the value attributed to them by investors with respect to growth prospects, risk profile and profit generation, based on known and publicly available information, and are therefore generally suitable for representing the economic value of the two banks*"[158]. It is therefore plausible to consider that UCG's current market capitalisation fully reflects market expectations on the basis of the financial results and the "*Ambition 2025-2027*" published by UCG.

In this regard, for the sake of completeness, it should be noted that UCG consensus estimates do not explicitly state the price at which any future buybacks were estimated by research analysts. Finally, it is useful to highlight that, historically, UCG's buybacks have occurred at a lower valuation than the current one; the decision by UCG to proceed with future buybacks may depend on several factors (including, among others, share price, expected returns from investing in own shares, presence of

156 "*Subject to inorganic opportunities and delivery of financial ambitions*" Source: UCG, FY 2024 results presentation.
157 "*vs target CET1r 12.5 – 13.0%*" Source: UCG, FY 2024 results presentation.
158 Cfr. Section E., Paragraph E.1 of the Offer Document.

alternative investment opportunities/needs and related expected returns, availability of excess capital, and authorization from supervisory authorities).

3.5 The Consideration creates value exclusively to UCG shareholders, at the expense of BBPM Shareholders

3.5.1 The Consideration does not reflect BBPM's contribution to the net profit of the combined entity

The sum of BBPM's and UCG's 2027 expected net profits, based on announced targets and before synergies, is equal to approximately Euro 12.15 billion[159]. BBPM's 2027 expected net profit, of Euro 2.15 billion, represents 18% of the combined entity.

However, under the Consideration, BBPM Shareholders would be entitled to approximately 14% (on an ex-dividend basis) of the capital of the combined entity. This implies that the expected 2027 net profit attributable to BBPM Shareholders would be approximately Euro 1.70 billion, or approximately Euro 0.45 billion lower than the net profit attributable to BBPM Shareholders on a standalone basis.

In contrast, UCG shareholders would be entitled to approximately 86% (on an ex-dividend basis) of the capital of the combined entity. This implies that the expected 2027 Net Profit attributable to UCG shareholders would be equal to approximately Euro 10.45 billion, or approximately Euro 0.45 billion higher than the net profit attributable to UCG shareholders on a standalone basis.

Multiplying this difference by an illustrative P/E multiple of 8x, determines a transfer of value from BBPM Shareholders to UCG shareholders of approximately Euro 3.64 billion.

3.5.2 The allocation of synergies, of which BBPM is the enabling factor, is unfavorable to BBPM Shareholders

As reported in Paragraph G.2 of the Offer Document, UCG expects to obtain, upon completion of the Merger, total annual synergies of approximately Euro 1.2 billion against *una tantum* integration costs of Euro 2.0 billion (gross of tax).

Although BBPM represents the enabling factor of such synergies, based on the Exchange Ratio, BBPM Shareholders would benefit from an annual net of tax[160] amount of approximately Euro 0.1 billion, while UCG Shareholders would benefit from approximately Euro 0.7 billion annually. In this way, the net profit attributable to BBPM Shareholders, including synergies, would be equal to approximately Euro 1.81 billion (approximately 16% less than BBPM net profit on a standalone basis)

Multiplying the synergies amount net of tax, equal to Euro 0.8 billion, times by an illustrative P/E multiple of 8x, and subtracting the integration costs, net of tax, a total net value creation of Euro 5.1 billion is achieved. This value creation, on the basis of the Consideration, would benefit BBPM Shareholders in the amount of approximately Euro 0.7 billion, while the remaining approximately Euro 4.4 billion would benefit UCG shareholders.

***

The summary of the above reasoning is reflected in the following table in which, for completeness, the *una tantum* benefit for BBPM Shareholders of the possible buyback using UCG's 2024 net profit, of Euro 3.6 billion in total[161] (of which approximately Euro 0.5 billion is in favour of BBPM Shareholders). It is specified that the calculations reported do not represent indications regarding the economic value and/or market price that the financial instruments of BBPM and UCG could have in the future.

---

[159] Source: Sum of UCG expected net profit 2027 as indicated in the "*Previsioni e stime degli utili*" Section of the Registration Document (approximately Euro 10 billion) and of BBPM 2027 expected net profit as indicated in the Strategic Plan (Euro 2.15billion).
[160] Based on an illustrative 33% tax rate.
[161] Cfr. Section "*Politica dei dividend e storico dei dividendi*" of the Registration Document.

THIS IS AN ENGLISH COURTESY TRANSLATION OF THE ORIGINAL DOCUMENT PREPARED IN ITALIAN. IN THE EVENT OF INCONSISTENCIES, THE ORIGINAL ITALIAN VERSION OF THE DOCUMENT SHALL PREVAIL OVER THIS ENGLISH COURTESY TRANSLATION

Euro billion	**BBPM**	**UCG**
2027E standalone net profit (a)	2.15	10.00
Pro-quota combined net profit[1] (b)	1.70	10.45
Delta 2027E net profit (c) = (a) – (b)	(0.45)	0.45
Value delta 2027E net profit pre-synergies @ 8x P/E (d) = (c) * 8x	**(3.64)**	**+3.64**
Una tantum: UCG *share buyback* on 2024 net profit pro-quota[1] (e)	*0.50*	*(0.50)*
Value transferred from BBPM to UCG – pre-synergies (f) = (d) + (e)	**(3.14)**	**+3.14**
Net synergies pro-quota[1] (g)	0.11	0.69
Synergies value @ 8x P/E (h) = (g) * 8x	**0.90**	**5.53**
Una tantum: integration costs pro-quota[1] (i)	*(0.19)*	*(1.15)*
Synergies value net of integration costs (l) = (h)+ (i)	**+0.71**	**+4.38**
Total value delta vs standalone (m) = (f) + (l)	**(2.43)**	**+7.52**

Sources: Public information. Notes: 1. Pro-quota based on an ex-dividend exchange ratio of 0.166x. which corresponds to a profit participation ratio of the combined entity of c.14% and c.86% for BBPM and UCG shareholders. respectively. Net values based on an illustrative rate of 33%.

4. THE BOARD OF DIRECTORS' ASSESSMENT REGARDING THE CONDITIONS OF EFFECTIVENESS OF THE OFFER

As detailed in Paragraph A.1 of the Offer Document, the Offer is subject to the fulfilment of certain Conditions of Effectiveness.

The Offer is subject to multiple Conditions of Effectiveness, some of which are drafted in broad and generic terms, thereby granting the Offeror significant discretion in determining whether such conditions have been fulfilled and, consequently, in deciding whether or not to proceed with the Offer.

Moreover, as stated in the Offer Document, such conditions may be waived or amended, in whole or in part, by the Offeror.

In this regard, it is further noted that, in light of the nature and characteristics of each of the Conditions of Effectiveness (as better described below), the waiver or non-fulfillment of certain of them (*i.e.*, the Threshold Condition, the Antitrust Condition, and the Other Authorisations Condition) could have a material impact on the industrial outlook of the entity resulting from the integration of UCG and BBPM. In this respect, the Board of Directors believes that – given the absence of a business plan setting out UCG's expectations from a financial, strategic and industrial perspective – BBPM Shareholders are not in a position to make a fully informed assessment of the Offer.

Conversely, in light of the subject matter of the remaining Conditions of Effectiveness – some of which (*i.e.*, the Anima Offer Condition, the Defensive Measures Condition and the Other Authorisations Condition, the latter with reference to the Golden Power Decision) have, moreover, already not been fulfilled – and considering the wide margin of discretion granted to the Offeror with respect to the possible waiver of the same, the Board of Directors believes that there are significant uncertainties for BBPM Shareholders, as further detailed below.

A. The Antitrust Condition

As stated in the Offer Document, the Offeror will purchase the Shares tendered to the Offer only if: "*within the second Open Market Day prior to the Payment Date, the European Commission or the competent antitrust authorities approve, without conditions, limitations and requirements the acquisition of BPM proposed by the Offeror with the Offer and the additional other authorizations are also issued without requirements, conditions or limitations*" [162].

As of the Date of the Issuer's Notice, the proceedings before the European Commission or the competent antitrust authorities under Council Regulation (EC) No. 139/2004 of 20 January 2004 are still ongoing and their outcome is uncertain.

The Antitrust Condition is formulated in such a way as to allow the Offeror not to proceed with the Offer either in the event of a refusal of authorization by the antitrust authority or in any circumstance where such authorization is made conditional upon the performance of acts, the implementation of measures and/or the execution of transactions. However, it should be noted that the latter scenario cannot be regarded as purely hypothetical. Indeed, UCG itself stated that: "*With particular reference to the assessment of the risk that the Offer may not be authorized by the competent antitrust authority or may be authorized subject to conditions that could impact the Offeror and/or the Issuer and/or the Offer, along with an indication of any measures identified to prevent or comply with such conditions, it is noted that the issuance of the antitrust authorization by the Commission may be subject to the submission of corrective measures*" [163].

[162] See Section A., Paragraph A.1.1. of the Offer Document.
[163] See Section A., Paragraph A.1.2. of the Offer Document.

Therefore, UCG included such Condition of Effectiveness to the Offer from the outset, notwithstanding its awareness of the potential non-fulfilment thereof, thereby once again reserving for itself significant discretion in determining whether or not to proceed with the Offer.

Lastly, with regard to the extent of the aforementioned potential corrective measures and the related impacts such measures may indirectly have on the implementation of UCG's future plans, it should be noted that UCG itself has stated that: "*although a significant impact cannot be ruled out in principle, the Offeror's reasonable expectation, considering the limited actual overlaps between the two groups, is that any measures imposed would not significantly affect the transaction*", however UCG also stated that: "*such corrective measures could include structural remedies, such as the obligation for the Offeror to sell certain branches (of the Issuer and/or the Offeror itself), assets, and/or shareholdings to third parties, and/or behavioural remedies, consisting of obligations to adopt certain practices that could impact the Offeror's commercial strategy*".

Considering the that acceptance of the Offer – except in specific circumstances (such as the launch of a competing offer) – is irrevocable, BBPM Shareholders who tender their Shares to the Offer prior to a decision by the competent antitrust authority would no longer be able to dispose of their Shares until completion of such process and would remain exposed to significant uncertainties, concerning, *inter alia*, (i) the content and scope of the measures prescribed by the antitrust authority, (ii) UCG's decision to waive or not the Antitrust Condition in light of such measures,(iii) in the event of such a waiver and the completion of the Offer, UCG's ability to implement and comply with the prescriptions of said authority, and, lastly, (iv) the effects that the imposed measures could have on UCG's future plans as represented and disclosed to BBPM Shareholders in the Offer Document.

B. The Threshold Condition

As stated in the Offer Document, the Offeror will purchase the Shares tendered to the Offer provided that it: "*comes to hold, upon completion of the Offer - as a result of tenders to the Offer and/or any purchases made outside the Offer pursuant to applicable law during the Tender Period - with the exception of any positions held for trading purposes -a stake equal to at least 66.67% of the Issuer's share capital (the "**Threshold Condition**")*" [164].

At the same time, the Offeror specifies that it: "*reserves the right to waive the present Condition Precedent and proceed with the purchase of all Shares Subject to the Offer tendered to the Offer, notwithstanding that the number of Shares Subject to the Offer is lower than the aforementioned quantity, provided that the stake held by the Offeror upon completion of the Offer – as a result of tenders to the Offer and/or any purchases made outside the Offer in accordance with applicable law during the Tender Period – is at least equal to 50% of the share capital plus 1 (one) share of BPM (a threshold which cannot be waived)*".

However, it should be noted that, in the event UCG decides to waive the Threshold Condition and, as a result of the Offer, comes to hold a stake higher than 50% of the share capital plus 1 (one) Share but less than 66.67% of BBPM's share capital, it may not be able to implement the Merger. In such a case, as stated in the Registration Document, the Offeror would realize only 85% of the initially envisaged cost and revenue synergies, resulting in a decrease of approx. Euro 200 million, without benefiting from any reduction in the one-time integration costs, which are estimated at Euro 2 billion before taxes.

The above would have a negative impact, *inter alia*, on UCG's future results and, consequently, indirectly on the BBPM Shareholders who have tendered their Shares to the Offer. Indeed, as UCG itself pointed out in the Registration Document: "*if the Issuer, following the envisaged acquisition of*

[164] See Section A., Paragraph A.1.1. of the Offer Document.

the BPM Group and the potential Merger pursuant to the Offer, fails to realize the anticipated synergies or other benefits, or the estimated implementation costs of the Offer and of the contemplated integration measures are materially exceeded, the targets, benefits and future outcomes on which the Offer is based may not be realized or realized with a different timeline. The materialization of all synergies resulting from the acquisition is, in fact, highly uncertain also in light of the fastchanging macroeconomic context" [165].

C. The Material Acts Condition

As stated in the Offer Document, the Offeror will purchase the Shares tendered to the Offer if: "*between the date of the Offeror's Notice and the Open Market Day prior to the Payment Date (as defined below), the corporate bodies of the Issuer (and/or any of its directly or indirectly controlled or affiliated companies) do not undertake to perform any acts or transactions, or in any case do not procure the performance of any acts or transactions (including conditional agreements and/or partnerships with third parties), even if such decisions have been resolved on prior to the Offeror's Notice, which: (x) may result in a significant change, including prospective changes, in the share capital, assets, economic, prudential, and/or financial situation and/or business of the Issuer (and/or of its directly or indirectly controlled or affiliated companies) compared to the situation resulting from the six-month report as at 30 June 2024; (y) restrict the free operation of branches and networks in the placement of products to customers (including through renewal, extension - also as a result of failure in the early termination – or renegotiation of existing and/or expiring distribution agreements), or; (z) are in any case inconsistent with the Offer and its underlying industrial and commercial rationale, without prejudice in any case to the condition set forth in points (iv), (vi) and (vii) below*".

The Material Acts Condition is particularly broad and generic in its formulation, lacking ojective criteria or elements that would clarify when UCG could refrain from proceeding with the Offer. Therefore, it grants the Offeror, once again, maximum discretion, enabling it to refrain from completing the Offer based on its own assessment.

The Offeror has defined the subject matter of the Material Acts Condition as acts or transactions that the BBPM Group may undertake based on legitimate management choices. In fact, the Offeror has reserved the right not to complete the Offer not only in the case of acts or transactions that may have a material negative impact on the financial or economic position of the Issuer and the BBPM Group, but also in relation to other circumstances broadly defined, such as acts or transactions that limit the free operation of braches and networks in placing products to customers, or that are otherwise inconsistent with the Offer and the underlying industrial and commercial rationale.

It suffices to note that it would be UCG itself that determines which management decisions of BBPM are consistent with the plans that UCG has established for the transaction

Lastly, the Board of Directors considers it necessary to highlight that the broad scope of the Material Acts Condition is such that it cannot be excluded that acts of management, which the current management of the Issuer considers to fall within the ordinary course of business, may be deemed to trigger the aforementioned condition.

D. The Defensive Measures Condition and the Anima Offer Condition

As stated in the Offer Document, the Offeror will purchase the Shares tendered to the Offer if:

(i) "*in any case, and without prejudice to the provisions of point (viii) below, between the date of the Offeror's Notice and the Open Market Day prior to the Payment Date, the Issuer and/or its directly or indirectly controlled companies and/or affiliated companies do not resolve and in*

[165] See Section A., Paragraph A.1.1. of the Registration Document.

any case do not perform, even if resolved before the date of the Offeror's Notice, nor undertake to perform, acts or transactions that may conflict with the achievement of the objectives of the Offer pursuant to article 104 of the Consolidated Financial Act, even if the same have been authorized by the Issuer's shareholders' meeting in ordinary or extraordinary session or are decided and implemented autonomously by the shareholders' meeting in ordinary or extraordinary session and/or by the management bodies of the Issuer's subsidiaries and/or affiliated companies"[166]; and

(ii) "*the circumstance that, by the Open Market Day preceding the Payment Date (as defined below), the Issuer and/or its subsidiary Banco BPM Vita S.p.A. do not change the terms and conditions, also upon prior authorisation by the shareholders' meeting, of the BPM Offer from those set forth in the announcement made to the market on 6 November 2024 (including, but not limited to, that they do not waive and/or modify, in whole or in part, the conditions precedent to the BPM Offer, the consideration for the BPM Offer, and/or any other provision of the BPM Offer that may make it more onerous and/or burdensome for bidders)*"[167].

On 28 February 2025, following the call of the Issuer's Board of Directors, the Ordinary Shareholders' Meeting of BBPM was held called to deliberate on the following agenda item: "*Authorizations, pursuant to Article 104, paragraph 1, of Legislative Decree. 58/1998, as subsequently amended and/or supplemented, to the Board of Directors of the Company to ensure that, in the context of the voluntary tender offer launched by the subsidiary Banco BPM Vita (the "Offer") on all the ordinary shares of Anima Holding, Banco BPM Vita may: (i) increase from Euro 6.20 (cum dividend) to Euro 7.00 (cum dividend) the consideration offered; (ii) exercise the right, if deemed appropriate, to waive in whole or in part one or more of the conditions of effectiveness of the Offer. Related and/or consequent resolutions*." The aforementioned Ordinary Shareholders' Meeting of BBPM, attended by 3,525 Shareholders holding shares representing approximately 57% of the share capital, almost unanimously approved both proposals on the agenda.

Following the authorisation obtained, as communicated to the market on the same date, the consideration for the Anima Offer was increased from Euro 6.20 (*cum dividend*) to Euro 7.00 (*cum dividend*).

On 26 March 2025, BBPM announced that it had received a communication from the ECB, in which the latter indicated that, in its view, the so-called Danish Compromise prudential treatment should not apply to the acquisition of Anima. On 27 March 2025, the European Banking Authority rejected the query submitted by the Issuer regarding the applicability of such prudential treatment to the acquisition of Anima based on "Q&A EBA FAQ 2021_6211" regarding acquisitions made by bank-controlled insurance companies ("*Calculation of goodwill included in significant investments in insurance undertakings*"), stating that the issue raised was beyond the scope of the Q&A process of the same authority and required a broader investigative tool. On the same date, 27 March 2025, the Boards of Directors of BBPM Vita and the Issuer, each within their respective competences, resolved to waive the ECB Condition (as defined in the Anima Offer Document), as announced to the market on 27 March 2025.

Therefore, both the Anima Offer Condition and the Defensive Measures Condition have already not been fulfilled.

Nevertheless, as the Date of the Issuer's Notice, BBPM Shareholders remain uncertain about the Offeror's intention to complete the Offer, as UCG has not yet communicated to the market whether or not it intends to proceed with the Offer in light of the non-fulfillment of the aforementioned

[166] See Section A., Paragraph A.1.1. of the Offer Document.
[167] See Section A., Paragraph A.1.1. of the Offer Document.

Conditions of Effectiveness. Rather, UCG reserved further discretion in the Offer Document, stating, with respect to both the increase in the consideration for the Anima Offer and the waiver of the condition related to obtaining the so-called Danish Compromise and the waiver of any other conditions, that it reserves the right to: "*make any decision in this regard in accordance with the terms described in this Offer Document (as specified below), taking into account all available information and all relevant circumstances, including, by way of example, the developments of this Offer also in relation to its terms and any other circumstances that UniCredit judges as being relevant, the assessment of the economic-financial and/or equity impact resulting from the non-application of the so-called Danish Compromise (in relation to which the above-mentioned aspects of uncertainty are also reiterated following BPM's recent initiative), the consideration (as increased) paid by BPM, the level of tenders in the BPM Offer and/or the verification and evaluation of the effects, nature, and consequences of mitigation actions taken by BPM*". [168].

However, the acceptance period of the Anima Offer ended on 4 April 2025 and, as a result, BBPM came to hold, indirectly through BBPM Vita, a stake representing approximately 89.95% of Anima.

E. The Other Authorisations Condition and the Obstructive Events Condition

As stated in the Offer Document, the Offeror will purchase the Shares tendered to the Offer if:

(i) "*the Other Authorizations (as defined below)*" are issued "*without prescriptions, conditions or limitations*" [169]; and

(ii) "*between the date of the Offeror's Notice and the Open Market Day preceding the Payment Date (as defined below), no circumstance, event or fact takes place which prevents the Offeror from carrying out the Offer in compliance with the authorizations received in relation thereto and the provisions contained therein*" [170].

As of the Date of the Issuer's Notice, the Offeror has obtained, prior to the approval of the Offer Document, all the Prior Authorisations (as defined in the Offer Document).

In addition, the Offeror applied for the following Other Authorisations (as defined in the Offer Document):

(i) the necessary notifications to the President of the Italian Council of Ministers pursuant to Italian Decree Law No. 21 of 15 March 2012, as subsequently amended (*golden power*);

(ii) the necessary forms to the Swiss Financial Market Supervisory Authority (FINMA) regarding the acquisition of the indirect controlling interest in Banca Aletti & C. (Suisse) S.A.; and

(iii) the necessary notifications to the European Commission pursuant to Regulation (EU) No. 2022/2560 of the European Parliament and of the Council of 14 December 2022 on distortive foreign subsidies (*FSR*).

With particular regard to the authorization under the so-called golden power legislation, included among the Other Authorisations (as defined in the Offer Document), it is noted that, on 18 April 2025, the Golden Power Decision was issued and notified to the Issuer, imposing on UCG the specific prescriptions set forth below *verbatim*:

"*a. not to reduce for a period of five years the loans/deposits ratio applied by Banco BPM S.p.a. and UniCredit S.p.a. in Italy, with the objective of increasing loans to national families and SMEs;*

[168] See Section A., Paragraph A.1.1. of the Offer Document.
[169] See Section A., Paragraph A.1.1. of the Offer Document.
[170] See Section A., Paragraph A.1.1. of the Offer Document.

b. not to reduce the level of the current project finance portfolio of Banco BPM S.p.a. and Unicredit S.p.a. in Italy;

c. for a period of at least 5 years: (i) not to reduce the current weight of Anima Holding S.p.a.'s investments in securities issued by Italian issuers; (ii) to support the development of the Company;

d. to cease all activities in Russia (fundraising, lending, placement of funds, cross-border loans) within nine months from the date of this decision;

e. in the event that it is not possible to comply with one or more of the prescriptions listed above, to immediately inform the competent administration of the monitoring, communicating the reasons that prevent compliance with the prescriptions".

Therefore, in light of the Golden Power Decision, the Other Authorisations Condition has already not been fulfilled, as the aforementioned decision contains specific prescriptions.

As previously noted with regard to the Anima Offer Condition and the Defensive Measures Condition, as of the Date of the Issuer's Notice, BBPM Shareholders remain uncertain about the Offeror's intention to complete the Offer, as UCG has not yet communicated to the market whether or not it intends to exercise its right not to proceed with the Offer in light of the non-fulfillment of the Other Authorisations Condition. Indeed, the Offeror initially communicated on 18 April that "*The Offer is approved with prescriptions, the merit of which is not clear. <u>UniCredit will be taking time to assess the viability and impact of the prescriptions on the company</u>, its shareholders and the associated M&A transaction, liaising as appropriate with the competent authorities*"[171] and subsequently, on 22 April, stated that, *inter alia* "*Hence, UniCredit has promptly responded to the authorities with its views on the decree and awaits feedback. Until then, UniCredit is not in a position to take any conclusive decision on the way forward regarding its OPS on Banco BPM*."[172]

In this regard, the Board of Directors cannot refrain from noting that the lack of clarity and UCG's failure to communicate its decision on whether to waive the Other Authorisations Condition and the potential impacts of the prescriptions contained in the Golden Power Decision on the business and strategy previously communicated by the Offeror has caused and continues to cause significant uncertainty in the market. BBPM Shareholders who decide to accept the Offer may find themselves having their Shares returned – even after the end of the Tender Period – as a result of UCG's future decision not to waive such Condition, which, as at the Date of the Issuer's Notice, is already not fulfilled.

Moreover, as of the Date of the Issuer's Notice, there is both a risk related to the Other Authorisations mentioned above, which have not yet been obtained by UCG, in the event that such authorisations are granted with the imposition of prescriptions, conditions, or limitations, and a risk related to the occurrence of any "*event or fact which prevents the Offeror from carrying out the Offer in compliance with the Authorizations received in relation thereto and the provisions contained therein*" [173].

F. The MAE Condition

As stated in the Offer Document, the Offeror will purchase the Shares tendered to the Offer if: "*by the Open Market Day prior to the Payment Date (as defined below), (x) at a national and/or international level, no extraordinary circumstances or events have occurred or may result in significant negative changes in the political, health, financial, economic, currency, regulatory or*

---

[171] See UCG's press release dated 18 April 2025 (https://www.unicreditgroup.eu/it/press-media/press-releases-price-sensitive/2025/april/press-release0.html).
[172] See UCG's press release dated 22 April 2025 (https://www.unicreditgroup.eu/it/press-media/press-releases-price-sensitive/2025/april/press-release1.html).
[173] See Section A., Paragraph A.1.5. of the Offer Document.

*market situation that have a significant detrimental effect on the Offer and/or on the financial, equity, economic or income situation of the Issuer (and/or its subsidiaries and/or affiliated companies) and/or the Offeror (and/or of its subsidiaries or affiliated companies) as respectively set out in the six-months reports of the Issuer and of the Offeror as at 30 June 2024; and (y) no facts or situations relating to the Issuer (and/or its subsidiaries and/or affiliated companies) have occurred, not known to the market at the date of the Offeror's Notice, which have the effect of affecting the Issuer's (and/or its subsidiaries and/or affiliated companies) business and/or its (and/or its subsidiaries and/or affiliated companies) financial, asset, economic or income situation in a prejudicial manner compared to the six-month report as at 30 June 2024 (the "**MAE Condition**"). It is understood that this MAE Condition includes, among others, all the events listed in points (x) and (y) above that may occur on the markets where the Issuer, the Offeror or their respective subsidiaries or affiliated companies operate as a result of, or in connection with, current international political crises, including those ongoing in Ukraine and in the Middle East, which, although constituting publicly known phenomena as of the Date of this Offer Document, may have adverse consequences on the Offer and/or on the financial, economic, income or operational situation of the Issuer or the Offeror and of their respective subsidiaries and/or affiliated companies, such as for instance, any temporary interruption and/or closure of financial and production markets and/or commercial activities relating to markets in which the Issuer, the Offeror or their respective subsidiaries and/or affiliated companies operate, which would have an adverse effect on the Offer and/or cause changes in the equity, economic, financial or operational situation of the Issuer, the Offeror or their respective subsidiaries and/or affiliated companies"* [174].

Similarly to the Material Acts Condition, the MAE Condition is also particularly broad and generic in its formulation, lacking ojective criteria or elements that would clarify when UCG could refrain from proceeding with the Offer. Therefore, it grants the Offeror, once again, maximum discretion, enabling it to refrain from completing the Offer based on its own assessment. The uncertainty for BBPM Shareholders arising from such a formulation is further exacerbated by:

(i) the non-exclusion from the scope of application of the MAE Condition of:

   a. the international political crises in Ukraine and the Middle East, as well as their further developments; and

   b. the international trade crisis arising from the imposition of import tariffs by the United States, as well as subsequent developments.

(ii) UCG's increased exposure to any developments in the tensions between the Russian Federation and NATO countries, given the Offeror's direct presence in Russia.

In fact, significant uncertainties arising from the worsening global geopolitical situation cannot be underestimated at present, both with regard to the ongoing conflicts in Ukraine and the Middle East, as mentioned by the Offeror, and with regard to the tensions between the United States, the European Union, and the People's Republic of China, including in relation to the tariffs imposed by the United States after 5 April 2025.

[174] See Section A., Paragraph A.1.1. of the Offer Document.

5. IMPACTS OF THE POSSIBLE SUCCESS OF THE OFFER ON THE ISSUER'S EMPLOYMENT LEVELS AND THE LOCATION OF ITS PRODUCTION SITES

According to the Offer Document, the Offeror stated that it: "*does not anticipate making unilateral substantial changes to the employment contracts of BPM's employees*"[175] and, therefore, that it is not expected that "*the Offer will have any direct negative consequences on the overall workforce, in terms of working or employment conditions*".

Contrary to the market practice for transactions similar to the Offer, the Offeror has refrained from taking any position regarding potential future redundancy plans, personnel reductions, or other remedial organizational measures, which are typically associated with the integration of two industrial entities such as the Offeror and BBPM.

BBPM's Board of Directors acknowledges the statements made by the Offeror. However, based on the information available in the Offer Document, the Board of Directors is not in a position to autonomously and comprehensively assess the future impact of the Offer on employment levels and branch operations, due to the fragmented – and even lacking – nature of the information provided.

In this regard, it is noted that approximately two-thirds of BBPM's cost structure consists of personnel-related costs (in 2024, Euro 1,745 million in personnel costs, compared to Euro 645 million in administrative expenses and Euro 266 million in amortizations). In this context, the achievement of the cost synergies declared by UCG, amounting to Euro 900 million, cannot exclude a significant impact in terms of personnel reduction.

In particular, in the absence of further information from the Offeror, by proportionally allocating the amount of the cost synergies communicated by UCG to BBPM's overall costs, an outside-in estimation of personnel cost efficiencies would suggest approximately Euro 600 million in personnel-related savings, resulting in a corresponding workforce rationalization of around 6,000 positions. Such a reduction could adversely affect the effectiveness of BBPM's service model, particularly with respect to families and SMEs, which relies on a widespread presence across the territory.

The 102 Notice and the Offer Document have been transmitted to the employee representatives as required under Article 102, paragraphs 2 and 5, of the Consolidated Financial Act.

As of the Date of the Issuer's Notice, no opinion has been received from the Issuer's employee representatives. Should such an opinion be issued, it will be made available to the public in compliance with the applicable laws and regulations.

The Issuer's Notice has been transmitted to the employee representatives pursuant to Article 103, paragraph 3-*bis*, of the Consolidated Financial Act.

[175] See Section A, Paragraph A.7.1 of the Offer Document.

6. UPDATE OF THE INFORMATION AVAILABLE TO THE PUBLIC AND COMMUNICATION OF MATERIAL EVENTS PURSUANT TO ARTICLE 39 OF THE ISSUERS' REGULATION

6.1 Information on material events occurred after the approval of the latest annual financial statements or the most recent published interim financial report

On 11 February 2025, the Board of Directors approved the financial results as of 31 December 2024. The financial statements as of 31 December 2024 are available to the public at the Issuer's registered office and on BBPM's website. No material events have occurred after 31 December 2024 other than those already disclosed in the financial statements as of 31 December 2024, with the exception of the completion of the Anima Offer, which occurred on 11 April 2025.

6.2 Information on the recent performance and outlook of the Issuer, to the extent not included in the Offer Document

On the occasion of the announcement to the market of the 2024 results, BBPM also disclosed the update of its Strategic Plan, the targets of which are described in Section 2, paragraph 2.1.2 of this Issuer's Notice, together with the initiatives identified to achieve them.

The results of BBPM for the first quarter of 2025 will be submitted for approval by the Board of Directors on 7 May 2025 and will be disclosed to the market on the same date. Based on the preliminary available evidence, the performance of operations in the first months of the 2025 financial year appears to be generally in line with the trends envisaged under the Strategic Plan.

7. INFORMATION REGARDING THE INVOLVEMENT OF THE MEMBERS OF THE BOARD OF DIRECORS IN THE NEGOTIATIONS CONCERNING THE TRANSACTION

No member of the Board of Directors of BBPM took part, at any title whatsoever, in the negotiations concerning the Offer.

8. THE BOARD OF DIRECTORS' CONCLUSIONS

The Board of Directors, upon completing its evaluation of the Offer, following a thorough analysis of the documentation specified in Paragraph 9.3 below, and also taking into account the opinions expressed by the financial advisors Citi and Lazard – attached herewith as **Annex A** and **Annex B**, respectively, believes that the Consideration is financially inadequate (for further details refer to Section 3 of the Issuer's Notice).

It is also deemed that each BBPM Shareholder, in conducting their own assessment, should consider the following:

As outlined in Section 2, Paragraph 2.1 of this Issuer's Notice, BBPM is a distinctive bank, with significant growth prospects and value creation for its Shareholders, led by a management team with a successful track-record

❖ <u>BBPM is a distinctive bank, as it has</u>:

- ➢ *a well-established distribution network in the most dynamic areas of the country;*
- ➢ *an historical mission of local bank, close to households and SMEs;*
- ➢ *a solid and comprehensive business model with both proprietary product factories and joint ventures with leading specialised players;*
- ➢ *a high-quality loan portfolio.*

❖ <u>BBPM offers significant growth prospects and value creation for its Shareholders thanks to</u>:

- ➢ *an updated and credible Strategic Plan based on clear guidelines;*
- ➢ *RoTE and ROE expected to exceed, respectively, 21% and 16% by the end of the plan, driven by improved revenue and net income mix;*
- ➢ *one of the highest levels of Shareholders remuneration in terms of cash dividend in the sector;*
- ➢ *a solid capital position, above regulatory requirements and in line with sector levels.*

❖ <u>BBPM has developed a significant track-record of success</u>:

- ➢ *BBPM has consistently outperformed market consensus;*
- ➢ *BBPM's stock has created significant value for its Shareholders;*
- ➢ *BBPM's management has a consolidated track-record in creating value without requesting additional capital to its Shareholders.*

As outlined in Section 2, Paragraph 2.2 of this Issuer's Notice, the Offer provides for a Consideration consisting entirely of UCG Shares; accordingly, it requires a careful assessment of the characteristics and risk factors associated with the Offeror

❖ <u>*UCG's business model entails elements of attention and, specifically*</u>*:*

- ➢ *UCG's financial results are characterized by a lower contribution of net commissions and appear more exposed to trading activities;*
- ➢ *the cost of risk reported by UCG between 2023 and 2024, which also appears to reflect a significant contribution of the reduction in writedowns on the performing portfolio, should be carefully assessed over the long term;*
- ➢ *the implied CET1 buffer within UCG's SREP requirement appears to be lower compared to that of BBPM.*

- *In the absence of an updated business plan, the ambitions concerning profitability and BBPM Shareholder remuneration are difficult to assess*:
  - *the dividend and shareholder remuneration policy pursued by UCG to date has benefited from factors that may not necessarily be repeatable in the future and could be impacted by potential developments related to the investments recently undertaken by the Offeror;*
  - *absence of an updated business plan of UCG, including detailed information on the enabling factors underlying the announced targets.*
- The Offeror's presence in Russia exposes it to significant risk in the current geopolitical context.
- The Offeror's recent strategic investments constitute additional sources of uncertainty:
  - *investments in Commerzbank AG and Generali.*

As outlined in Section 2, Paragraph 2.3 of this Issuer's Notice, the integration between UCG and BBPM, as well as the successful pursuit of the transaction's strategic objectives, is subject to risks and uncertainties

- *From an industrial logic perspective, BBPM's business model appears difficult to reconcile with that of UCG*:
  - *significant differences in the strategies pursued by BBPM and UCG;*
  - *BBPM primarily concentrates its growth strategy on supporting Italian SMEs, whereas UCG has reduced its credit exposure to Italian businesses, shifting its focus predominantly toward international expansion;*
  - *UCG has announced a contraction of the contribution of its business operations in Italy in the coming years, whereas the Strategic Plan of BBPM foresees growth;*
  - *uncertainty regarding the role of Anima within the UCG Group.*
- *Absence of a business plan for the combined entity resulting from the integration between UCG and BBPM*.
- *The Merger and integration of BBPM in UCG entail elements of uncertainty and risk*.
- *In recent years, UCG has not engaged in acquisitions or integrations involving entities of a comparable size to BBPM.*

As outlined in Section 3 of this Issuer's Notice, the Board of Directors believes that the Offer is not convenient and the consideration offered is inadequate

- *The Consideration is inadequate from a financial point of view*.
- *As at the Reference Date, the Consideration does not recognize any premium to BBPM Shareholders and is at discount to the market price of the BBPM Share*:
  - *the comparison of the Consideration with the BBPM Share price as of 6 November 2024 is deemed irrelevant for BBPM Shareholders;*
  - *the Consideration did not substantially reflect any premium when the Offer was announced, marking an unprecedented case for transactions of this kind;*
  - *since the Announcement Date of the Offer, the Consideration has consistently remained at a discount to the market price.*
- *The price of the BBPM Share does not reflect the fundamentals of BBPM*:

- *the BBPM Share price is at a discount compared to the target prices established by research analysts;*
- *BBPM's consensus profit is still below the targets set forth under the Strategic Plan;*
- *the development of BBPM's business model, also considering the acquisition of Anima, provides scope for a re-rating of the P/E multiple*.

❖ *<u>The Consideration is entirely in UCG Shares, whose performance and valuation compared to the BBPM Shares need to be carefully considered</u>:*

- *since the Announcement Date of the Offer, the price of BBPM Shares has started to benefit from the significant initiatives undertaken by management, whereas the price of UCG's Shares has experienced a significant increase, even in the absence of revisions to the medium-to-long-term targets or shareholder remuneration expectations, or any changes to the Offeror's perimeter;*
- *the consensus estimates provided by research analysts are substantially in line with UCG's targets;*
- *the price of UCG share reflects a P/E multiple higher than BBPM's current multiple*.

❖ *<u>The Consideration creates value exclusively to UCG shareholders, at the expense of BBPM Shareholders</u>:*

- *the Consideration does not reflect BBPM's contribution to the net profit of the combined entity;*
- *the allocation of synergies, of which BBPM is the enabling factor, is unfavorable to BBPM Shareholders.*

As at the Date of the Issuer's Notice, BBPM holds no. 11,267,616 Treasury Shares, representing 0.74% of the Issuer's share capital.

In light of the above considerations and based on the previously expressed views on the inadequacy, from a financial standpoint, of the Consideration and the additional concerns surrounding the Offer, the Board of Directors, during the meeting of 24 April 2025, resolved not to tender the Treasury Shares in the context of the Offer.

The Board of Directors further specifies that *(i)* the economic convenience of the Offer should be assessed by each individual shareholder at the time of acceptance of the terms, taking into account all of the above, the performance of BBPM Shares and UCG shares, and the information contained in the Offer Document, the Registration Document, the Securities Note and the Summary Note; and *(ii)* this Issuer's Notice does not in any way constitute, nor can it be interpreted as, a recommendation of whether or not to tender BBPM Shares to the Offer.

9. MEETING OF THE BOARD OF DIRECTORS THAT APPROVED THE ISSUER'S NOTICE

9.1 Attendees of the meeting of the Board of Directors.

As at the Date of the Issuer's Notice, the Board of Directors of BBPM consists of no. 15 members, appointed by the Shareholders' Meeting on 20 April 2023.

The following directors attended, in person or via audio-conference, the Board of Directors' meeting held on 24 April 2025, in which the Board of Directors examined the Offer and approved the Issuer's Notice pursuant to article 103, paragraphs 3 and 3-*bis*, of the Consolidated Financial Act and article 39 of the Issuers' Regulations:

Name and Surname	Role
Massimo Tononi	Chairman (*) (**)
Maurizio Comoli	Vice Chairman (*)(**)
Giuseppe Castagna	Chief Executive Officer
Mario Anolli	Director (*) (**)
Paola Boccardelli	Director (*) (**)
Paolo Bordogna	Director (*) (**)
Nadine Faruque	Director (*) (**)
Paola Ferretti	Director (*) (**)
Marina Mantelli	Director (*) (**)
Chiara Mio	Director (*) (**)
Alberto Oliveti	Director (*) (**)
Mauro Paoloni	Director (*)
Eugenio Rossetti	Director (*) (**)
Manuela Soffientini	Director (*) (**)
Luigia Tauro	Director (*) (**)

(*) Directors fulfilling the independence requirements pursuant to Article 148 of the Consolidated Financial Act.

(**) Directors fulfilling the independence requirements pursuant to Article 2 of the Corporate Governance Code approved by the *Comitato per la Corporate Governance* of Borsa Italiana in January 2020.

The following members of the Board of Statutory Auditors attended the meeting: Marcello Priori (Chairman), Maurizio Lauri, Silvia Muzi, Elbano de Nuccio and Nadia Valenti.

9.2 Disclosure of personal or third-party interests related to the Offer

Prior to the beginning of the discussion on the agenda item concerning the approval of the Issuer's Notice, the following directors of BBPM declared that they held a personal or third-party interest in relation to the Offer, also pursuant to Article 2391 of the Italian Civil Code, Article 53, paragraph 4 of the Consolidated Banking Act and Article 39, paragraph 1, letter b) of the Issuers' Regulations:

(i) the Chairman of the Board of Directors, Mr. Massimo Tononi, as the direct owner of no. 3,500,000 Shares;

(ii) the Chief Executive Officer, Mr. Giuseppe Castagna, as the direct owner of no. 2,286,131 Shares, in addition to the indirect ownership of no. 9,000 Shares. In this regard, it should also be noted that, under the Issuer's current incentive plans, it is envisaged that additional no. 86,193 Shares will be granted to Mr. Giuseppe Castagna;

(iii) the Director, Mr. Maurizio Comoli, as the direct owner of no. 12,449 Shares, in addition to the indirect ownership of no. 171,175 Shares;

(iv) the Director, Prof. Mario Anolli, as the direct owner of no. 1,172 Shares, in addition to the indirect ownership of no. 782 Shares;

(v) the Director, Prof. Mauro Paoloni, as the direct owner of no. 15 Shares, in addition to the indirect ownership of no. 63 Shares; and

(vi) the Director, Mrs. Manuela Soffientini, as the direct owner of no. 313 Shares.

With respect to the Issuer's incentive plans, it is worth noting that:

(i) as of the Date of the Issuer's Notice, BBPM has, *inter alia*, the following BBPM Share-based incentive plans in place: (a) short-term incentive plan (2024) (the "**2024 STI Plan**") and (b) long-term incentive plan 2024-2026 (the "**2024-2026 LTI Plan**"), both approved by BBPM's Shareholders' Meeting held on 18 April 2024;

(ii) as previously disclosed to the market, BBPM's Shareholders' Meeting, convened on 30 April 2025, will resolve upon, *inter alia*, the approval of the following BBPM Share-based incentive plans: (a) short-term incentive plan (2025) (the "**2025 STI Plan**") and (b) long-term incentive plan 2025-2027 (the "**2025-2027 LTI Plan**");

(iii) pursuant to the respective regulations of the 2024-2026 LTI Plan and – subject to approval by the aforementioned BBPM's Ordinary Shareholders' Meeting– the 2025-2027 LTI Plan, the main terms and conditions of which are described in the relevant information documents available on the Issuer's website, it is provided that, in the event a change of corporate control of BBPM occurs (and, consequently, also in the event such change of control occurs following the completion of the Offer), "*early prorata liquidation in cash on an annual basis shall be carried out in favour of the beneficiaries in service; 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*".

9.3 Examined documentation

The Board of Directors, in its assessment of the Offer and the Consideration and for the purposes of this this Issuer's Notice, has reviewed the following documentation

- the 102 Notice, by which UCG announced the decision to promote the Offer pursuant to Article 102, paragraph 1 of the Consolidated Financial Act and Article 37 of the Issuers' Regulation;
- the press release titled "*UniCredit is making a voluntary public exchange offer for Banco BPM for a total consideration of circa €10.1 billion, fully in shares*", published by UCG on 25 November 2024;
- the notice of call for the extraordinary shareholders' meeting of UCG, originally convened for 10 April 2025 and subsequently convened for 27 March 2025;
- the press release titled "*Announcements related to the public exchange offer launched by UniCredit on the shares of Banco BPM*", published by UCG on 27 January 2025;
- the press release published by UCG on 17 February 2025;

- the press release published by UCG on 20 February 2025;
- the press release published by UCG on 28 February 2025;
- the press release published by UCG on 12 March 2025;
- the press release published by UCG on 13 March 2025;
- the press release published by UCG 20 March 2025;
- the press release titled "*UniCredit S.p.A. ("UniCredit") has received ECB and Bank of Italy permission to acquire direct control of Banco BPM S.p.A. ("Banco BPM") and indirect control of the other companies of the Banco BPM Group and the Anima Group*", published by UCG on 28 March 2025;
- the press release titled "*The Board of Directors of UniCredit resolves the share capital increase reserved to the voluntary public exchange offer on all shares of Banco BPM S.p.A.*", published by UCG on 30 March 2025;
- the press release titled "Share *Capital Increase reserved to the voluntary public exchange offer launcehd by UniCredit S.p.A. for all the ordinary shares of Banco BPM S.p.A.*", published by UCG on 31 March 2025;
- the press release titled "*Approval by Consob and publication of the Offer Document and Prospectus, Acceptance Period from 28 April 2025 to 23 June 2025*", published by UCG on 2 April 2025;
- the press release published by UCG on 18 April 2025;
- the press release published by UCG on 22 April 2025;
- the explanatory report of the Board of Directors of UCG to the shareholders regarding the proposal under item 1 on the agenda of the extraordinary shareholders' meeting convened on 27 March 2025, published by UCG on 25 February 2025;
- the independent expert report pursuant to Article 2343-*ter*, paragraph 2, letter b) of the Italian Civil Code, issued by EY Advisory S.p.A. in relation to the Share Capital Increase Reserved to the Offer, published by UCG on 25 February 2025;
- the additional note to the explanatory report to the shareholders regarding the proposal under item 1 on the agenda of the extraordinary part of the shareholders' meeting convened on 27 March 2025, published by UCG on 21 March 2025;
- the voluntary report of the independent audit firm KPMG S.p.A. on the methods adopted by the directors of UCG for the determination of the Exchange Ratio in the context of the Offer, published on 25 February 2025;
- the assurance report of the independent audit firm KPMG S.p.A. on the compilation of the pro forma financial information of UCG, published on 5 March 2025;
- the Information Document, as published by UCG on 7 March 2025;
- the Offer Document, as approved by CONSOB on 1 April 2025 and published by UCG on 2 April 2025;
- the Registration Document, as approved by CONSOB on 1 April 2025 and published by UCG on 2 April 2025;
- the Securities Note, as approved by CONSOB on 1 April 2025 and published by UCG on 2 April 2025;

- the Summary Note, as approved by CONSOB on 1 April 2025 and published by UCG on 2 April 2025;
- the opinion issued by Lazard on 24 April 2025;
- the opinion issued by Citibank on 24 April 2025;
- any additional documents specified from time to time in this Issuer's Notice.

9.4 Results of the Board of Directors' meeting

At the end of the board meeting held on 24 April 2025, the Board of Directors unanimously approved this Issuer's Notice.

10. DATA AND ELEMENTS RELEVANT FOR THE ASSESSMENT OF THE OFFER AS CONTAINED IN THE OFFER DOCUMENT

For an exhaustive and detailed understanding of all the terms and conditions of the Offer, please refer to the Offer Document and the additional documentation made available on UCG's website, at www.unicreditgroup.eu/it/.

In particular, reference is made to

a) the following Paragraphs of the Offer Document:

- Section A – "*Notices*";
- Section B, Paragraph B.1 –"*The Offeror*";
- Section C –"*Categories and quantities of the financial instruments subject to the Offer*";
- Section D –"*Financial instruments of the Issuer, or financial instruments that have said instruments as underlying, held by the Offeror directly or through fiduciary companies or nominees*"
- Section E –"*Per Share Consideration and its justification*";
- Section F –"*Methods and terms of acceptance of the Offer, dates and methods of payment of the Consideration and return of the Shares subject to the Offer*"; and
- Section G –"*Modalities of financing, guarantees of due fulfilment and future plans of the Offeror*".

b) the following Paragraphs of the Registration Document

- Section – "*Risk Factors*";
- Section – "*Business*";
- Section – "*Forecast data and estimates*"; and
- Section – "*Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses*".

c) the following Paragraphs of the Information Document

- Section 1 - "*Notices*"; and
- Section 6 – "*Prospects of the Issuer and its parent Group*".

THIS IS AN ENGLISH COURTESY TRANSLATION OF THE ORIGINAL DOCUMENT PREPARED IN ITALIAN. IN THE EVENT OF INCONSISTENCIES, THE ORIGINAL ITALIAN VERSION OF THE DOCUMENT SHALL PREVAIL OVER THIS ENGLISH COURTESY TRANSLATION

APPENDIX I – GLOSSARY

The following is a list of the definitions and terms used in this Issuer's Notice. Unless otherwise specified, such definitions and terms shall have the meaning set out below.

102 Notice	The Offeror's notice pursuant to Articles 102, paragraph 1 of the Consolidated Financial Act and 37, paragraph 1 of the Issuers's Regulation, published on the Announcement Date of the Offer and attached to the Offer Document.
Anima	Anima Holding S.p.A., a joint stock company with registered office in Milan, Corso Garibaldi no. 99, registered with the Companies' Register of Milan, tax code and VAT number 07507200157.
Anima 102 Notice	The notice pursuant to Articles 102, paragraph 1 of the Consolidated Financial Act and 37, paragraph 1 of the Issuers's Regulation, published by BBPM Vita on 6 November 2024 in relation to the Anima Offer.
Anima Offer	The voluntary tender offer launched by BBPM Vita on all the ordinary shares of Anima, pursuant to articles 102 and ff. of the Consolidated Financial Act, as described in the Anima Offer Document.
Anima Offer Condition	The condition of effectiveness of the offer referred to under paragraph A.1.1.(viii) of the Offer Document.
Anima Offer Document	The offer document relating to the Anima Offer, approved by Consob with resolution no. 23474 on 13 March 2025 and published by BBPM Vita on 14 March 2025 pursuant to Articles 102 and 106, paragraph 4 of the Consolidated Financial Act and 38 of the Issuers' Regulation.
Announcement Date	25 November 2024, being the date on which the Offer was announced through the 102 Notice.
Antitrust Condition	The condition of effectiveness of the Offer referred to under paragraph A.1.1.(i) of the Offer Document.
Bank of Italy	The Bank of Italy, headquartered in Rome, Via Nazionale no. 91.
BBPM Dividend	The dividend, equal to Euro 0.60 for each BBPM Share (excluding the Treasury Shares), that the Board of Directors of BBPM held on 12 February 2025 resolved to propose to the Ordinary Shareholders' Meeting of BBPM, convened on 30 April 2025.

BBPM Vita	Banco BPM Vita S.p.A. a joint-stock company with registered office in Milan, Via Massaua no. 6, registered with the Companies' Register of Milan under no. 10769290155, tax code and VAT no. 10537050964, and registered as an authorized insurance company, with the Registry of Companies (*Albo Imprese*) at IVASS under No. 1.00116 and, as the parent company of the "Banco BPM Life Insurance Group," under No. 045 in the Register of Insurance Groups maintained by IVASS.
Borsa Italiana	Borsa Italiana S.p.A., headquartered in Milan, Piazza degli Affari no. 6.
Conditions of Effectiveness	The conditions precedent set forth under paragraph A.1. of the Offer Document, upon the satisfaction (or waiver) of which the completion of the Offer is conditional.
Consideration	The consideration per share represented, on the basis of the Exchange Ratio and as appropriate, by: (a) if no adjustments are made, 0.175 UCG Shares for each Share tendered to the Offer, or (b) the Consideration ex UCG Dividend, or (c) the Consideration ex UCG Dividend and ex BBPM Dividend.
Consideration ex UCG Dividend	The consideration determined by applying the Exchange Ratio ex UCG Dividend if (i) the detachment of the coupon related to the UCG Dividend occurs prior to the Payment Date and (ii) the BBPM Dividend is not approved by the Ordinary Shareholders' Meeting of BBPM or detachment of the related coupon does not occur prior to the Payment Date.
Consideration ex UCG Dividend and ex BBPM Dividend	The consideration determined by applying the Exchange Ratio ex UCG Dividend and ex BBPM Dividend if (i) the detachment of the coupon related to the UCG Dividend occurs prior to the Payment Date, (ii) the BBPM Dividend is approved by the Ordinary Shareholders' Meeting of BBPM and (iii) detachment of the related coupon occurs prior to the Payment Date.
Consob	The Italian authority for the supervision of financial markets (Commissione Nazionale per le Società e la Borsa), with registered office in Rome, Via Giovanni Battista Martini no. 3.
Consolidated Banking Act	Legislative Decree no. 385 of 1 September 1993, as subsequently amended and supplemented.
Consolidated Financial Act	Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.

Date of the Issuer's Notice	24 April 2025.
Defensive Measures Condition	The condition of effectiveness of the Offer referred to under paragraph A.1.1.(iv) of the Offer Document.
Delisting	The withdrawal of the Shares from listing on Euronext Milan.
ECB	The European Central Bank, headquartered in Frankfurt (Germany), Sonnemannstrasse no. 20.
Exchange Ratio	As appropriate: (a) the ratio of 0.175 UCG Shares for each share of BBPM, if no adjustments are made, or (b) the Exchange Ratio ex UCG Dividend, or (c) the Exchange Ratio ex UCG Dividend and ex BBPM Dividend.
Exchange Ratio ex UCG Dividend	The ratio of 0.182 newly issued UCG Shares for each share of BBPM tendered to the Offer.
Exchange Ratio ex UCG Dividend and ex BBPM Dividend	The ratio of 0.166 newly issued UCG Shares for each share of BBPM tendered to the Offer.
Golden Power Decision	The Decree of the President of the Council of Ministers dated 18 April 2025, and notified to BBPM on the same date, whereby the special powers provided for under the so-called Golden Power regulation were exercised through the imposition of specific prescriptions on UCG.
Group or **BBPM Group**	The group headed by the Issuer.
Information Document	The information document prepared by UCG pursuant to Article 70, paragraph 6 of the Issuers' Regulations, in accordance with Scheme no. 3 of Annex 3B to the Issuers' Regulations relating to the Share Capital Increase Reserved to the Offer, published on 7 March 2025.
Issuer or **BBPM** or the **Bank**	Banco BPM S.p.A., a joint stock company with registered office in Milan, Piazza Meda no. 4, registered with the Companies' Register of Milan and tax code no. 09722490969, VAT no. 10537050964, registered with the National Register of Banks under no. 8065, Parent Company of the "Banco BPM Banking Group", registered with the National Register of Banking Groups under no. 237.

Issuer's Notice	This Issuer's notice pursuant to Articles 103 of the Consolidated Financial Act and 39 of the Issuers' Regulation, approved by the Board of Directors of the Issuer on 24 April 2025.
Issuers' Regulation	The implementing regulation of the Consolidated Financial Act concerning the rules applicable to issuers, adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented.
Italian Civil Code or **Civil Code**	Royal Decree no. 262 of 16 March 1942, as subsequently amended and supplemented.
MAE Condition	The condition of effectiveness of the Offer referred to under paragraph A.1.1.(vii) of the Offer Document.
Material Acts Condition	The condition of effectiveness of the Offer referred to under Paragraph A.1.1.(iii) of the Offer Document.
Merger	The potential merger by way of incorporation of the Issuer into the Offeror, even in the absence of a prior delisting of BBPM Shares from Euronext Milan.
Obstructive Events Condition	The condition of effectiveness of the Offer referred to under paragraph A.1.1.(vi) of the Offer Document.
Offer	The voluntary public exchange offer over all the Shares of BBPM, launched by the Offeror pursuant to articles 102 and ff. of the Consolidated Financial Act.
Offer Document	The offer document relating to the Offer, approved by Consob with resolution no. 23492 on 1 April 2025 and published by the Offeror on 2 April 2025 pursuant to Articles 102 and 106, paragraph 4 of the Consolidated Financial Act and 38 of the Issuers' Regulation.
Offeror or **UCG**	UniCredit S.p.A., a joint stock company incorporated under the laws of Italy, with registered office and headquarters in 20154 – Milan, Piazza Gae Aulenti no. 3 - Tower A, registered with the Companies' Register of Milan Monza Brianza Lodi, tax code and VAT no. 00348170101, registered with the National Register of Banks under no. 5729 and, in its capacity as parent company of the "UniCredit Banking Group", with the National Register of Banking Groups under no. 2008.1, and member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund.
Open Market Day	Each day on which regulated markets are open for trading, according to the trading calendar established annually by Borsa Italiana.

Other Authorisations Condition	The condition of effectiveness of the Offer referred to under paragraph A.1.1.(v) of the Offer Document.
Payment Date	The date on which the payment of the Consideration will be made to the Tendering Shareholders and on which the transfer of the Shares to the Offeror will take place, corresponding to the fifth Open Market Day following the last day of the Tender Period and, therefore, on 1 July 2025 (unless the Tender Period is extended in accordance with the applicable regulations).
Prior Authorisations	The authorisations to the Offer, as described under paragraph A.1 of the Offer Document.
Reference Date	22 April 2025.
Registration Document	The Offeror's registration document, approved by Consob with notice of approval dated 1 April 2025 no. 00331175/25 and filed with Consob on 2 April 2025.
RPT Procedure	The regulation on the management of transactions with parties in conflict of interest adopted by BBPM.
RPT Regulation	The "Regulation containing provisions on related party transactions" adopted by Consob with resolution no. 17221 of 12 March 2010, as subsequently amended and supplemented.
Securities Note	The Offeror's securities note, as approved by Consob with notice on 1 April 2025, protocol no. 00331175/25 and published on 2 April 2025.
Shares or **BBPM Shares**	The no. 1,515,182,126 ordinary shares of Banco BPM S.p.A. listed on Euronext Milan (ISIN code: IT0005218380).
Share Capital Increase Reserved to the Offer	The increase of the Offeror's share capital reserved to the Offer, to be carried out in a severable manner and on more tranches, to be paid by means of (and against) an in-kind contribution of the Issuer's Shares tendered to the Offer (or otherwise transferred to UCG in execution of the purchase obligation and/or purchase right pursuant to articles 108 and 111, of the Consolidated Financial Act, where applicable) and with exclusion of the pre-emptive right pursuant to article 2441, paragraph 4, first sentence of the Italian Civil Code, by issuing up to 278,000,000 Offeror's shares, enjoying regular dividend rights and having the same characteristics as the shares already in circulation at the time of issuance, approved by the Board of Directors of the Offeror on 30 March 2025, exercising the delegation assigned to it by the extraordinary shareholders'

	meeting of the Offeror on 27 March 2025 pursuant to article 2443 of the Italian Civil Code.
Shareholders or **BBPM Shareholders**	Holders of the Shares who are legally entitled to tender such shares to the Offer.
SREP	Means the process (Supervisory Review and Evaluation Process) by which the ECB and the Bank of Italy, among other things, assess and measure a bank's risk profiles individually and in an aggregate view, including under stress conditions; they assess the corporate governance system, the functionality of the organs, the organizational structure and the system of internal controls; they verify compliance with the set of prudential rules; they carry out an overral assessment of the bank and implement, if deemed appropriate, corrective measures.
Strategic Plan	The Issuer's "2023-2026 Strategic Plan" as subsequently updated and amended, with a time frame extended to 2027.
Summary Note	The Offeror's summary note, as approved by Consob with notice on 1 April 2025, protocol no. 00331175/25 and published on 2 April 2025.
Tender Period	The tender period of the Offer, agreed with Borsa Italiana, which will start at 8:30 a.m. (Italian time) on 28 April 2025 and will end at 5:30 p.m. (Italian time) on 23 June 2025 inclusive, as possibly extended in accordance with the applicable regulations.
Tendering Shareholder	Each holder of the Shares legally entitled to tender such shares to the Offer, who has validly tendered the Shares to the Offer.
Threshold Condition	The condition of effectiveness of the Offer referred to under paragraph A.1.1.(ii) of the Offer Document.
Treasury Shares	The no. 11,267,616 BBPM Shares held by the Issuer, representing 0.74% of the Issuer's share capital as at the date of this Issuer's Notice.
UCG Dividend	The dividend, equal to Euro 1.4764 per outstanding UCG share with entitlement to the payment of the dividend on the scheduled dividend date, as resolved upon by the Board of Directors of the Offeror on 11 February 2025 and approved by the ordinary shareholders' meeting of UCG on 27 March 2025.
UCG Shares	A maximum of no. 278,000,000 newly-issued UCG ordinary shares, with no par value, resulting from the Share Capital Increase Reserved to the Offer, enjoying regular dividend rights and having the same characteristics as the ordinary shares of UCG already in circulation at

the time of issuance, which will be listed on Euronext Milan, on the Official Market (*Amtlicher Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), managed by Deutsche Boerse AG, as well as on the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie SA*), offered in exchange to the Shareholders on the basis of the Exchange Ratio.

ANNEX A

Opinion issued by Citi

citi

24 April 2025

The Board of Directors
Banco BPM S.p.A.
Piazza Filippo Meda, 4
20121 Milano

The Board of Directors:

You have requested our opinion as to the adequacy, from a financial point of view, to the holders of ordinary shares, with no nominal value, of Banco BPM S.p.A. ("Banco BPM" and, such shares, "Banco BPM Shares"), other than as specified below, of the Exchange Ratio (defined below) provided for pursuant to the publicly announced voluntary total public exchange offer (the "Offer") of UniCredit S.p.A. ("UniCredit") to acquire all outstanding Banco BPM Shares in exchange for ordinary shares, with no nominal value, of UniCredit ("UniCredit Shares"). As more fully described in the Offer Document of UniCredit published on 2 April 2025 (the "Offer Document"), and subject to certain conditions specified in the Offer Document, the Offer contemplates, among other things, the exchange of each outstanding Banco BPM Share for (i) 0.175 of a UniCredit Share, if no dividends of UniCredit or Banco BPM are declared and paid during the Offer period, (ii) 0.182 of a UniCredit Share, if a dividend is declared and paid by UniCredit (but not by Banco BPM) during the Offer period, or (iii) 0.166 of a UniCredit Share, if dividends are declared and paid by both UniCredit and Banco BPM during the Offer period. Based on Banco BPM's understanding as to the timing for the declaration and payment of dividends by Banco BPM and UniCredit as of the date hereof, Banco BPM has directed us to assume, for purpose of our analyses and opinion, that the applicable exchange ratio for the Offer will be 0.182 (the "Exchange Ratio"). The terms and conditions of the Offer are more fully set forth in the Offer Document and certain related documents.

In arriving at our opinion, we reviewed the Offer Document, the Registration Document of UniCredit published on 2 April 2025 (the "Registration Document") and a substantially final draft, provided to us on 23 April 2025, of the Issuer Statement to be approved by the Board of Directors of Banco BPM with respect to the Offer, and held discussions with certain senior officers, directors and other representatives and advisors of Banco BPM concerning the businesses, operations and prospects of Banco BPM and UniCredit. We reviewed certain publicly available and other business and financial information provided to or discussed with us by the management of Banco BPM, including certain financial forecasts, estimates and other information and data relating to Banco BPM (pro forma for Banco BPM's recent acquisition of 89.95% of the share capital of Anima Holding S.p.A. ("Anima") and related financial targets and other benefits expected by the management of Banco BPM to be achieved from such acquisition). We also reviewed certain publicly available business and financial information relating to UniCredit discussed with us by the management of Banco BPM, including certain financial targets publicly disclosed by UniCredit's management as "2025 Guidance" and "2027 Ambitions" and certain research analysts' estimates relating to UniCredit publicly disclosed by UniCredit on 14 April 2025 as "Pre 1Q25 results UniCredit consensus" estimates. We reviewed the financial terms of the Offer as set forth in the Offer Document and the Registration Document in relation to, among other things, current and historical prices of Banco BPM Shares and UniCredit Shares; the financial condition and certain historical and projected financial and operating data of Banco BPM and UniCredit; and the capitalization of Banco BPM and UniCredit. We analyzed certain financial, stock market and other publicly available information relating to the businesses of certain other companies whose operations we considered relevant in evaluating those of Banco BPM and UniCredit and considered, for informational reference and to the extent publicly available, the financial terms of certain other transactions that we considered relevant in evaluating the Offer. In addition to the foregoing, we conducted such other analyses and examinations and considered such other information and financial, economic and market criteria as we deemed appropriate in arriving at our opinion. The issuance of our opinion has been authorized by our opinion committee.

In rendering our opinion, we have assumed and relied, without independent verification, upon the accuracy and completeness of all financial and other information and data publicly available or provided to or otherwise reviewed by or discussed with us and upon the assurances of the management and other representatives of Banco BPM that they are not aware of any relevant information that has been omitted or that remains undisclosed to us. As you are aware, we have not had access to the management of UniCredit or any internal financial forecasts or other internal information and data relating to UniCredit prepared by the management of UniCredit. With respect to the financial forecasts, estimates and other information and data relating to Banco BPM that we have been directed to utilize in our analyses, we have been advised by the management of Banco BPM and we have assumed, with your consent, that such financial forecasts, estimates and other information and data were reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of Banco BPM as to, and are a reasonable and appropriate basis upon which to evaluate, the future financial performance of Banco BPM on a standalone basis and the other matters covered thereby. With respect to the "Pre 1Q25 results UniCredit consensus" estimates that we have utilized in our analyses, we also have assumed, with your consent, that such estimates are a reasonable and appropriate basis upon which to evaluate the future financial performance of UniCredit on a standalone basis and the other matters covered thereby. We express no opinion as to any financial forecasts, estimates and other information or data (or underlying assumptions on which any such financial forecasts, estimates and other information or data are based) provided to or otherwise reviewed by or discussed with us and we have assumed, with your consent, that the financial results reflected in such forecasts, estimates and other information and data will be realized in all respects meaningful to our analyses and opinion in the amounts and at the time projected.

We have relied upon the assessments of the management of Banco BPM as to, among other things, (i) the potential impact on Banco BPM and UniCredit of certain macroeconomic, geopolitical, market, competitive and other conditions, trends and developments in and prospects for, and governmental, regulatory and legislative matters relating to or otherwise affecting, the banking, insurance and asset management industries and the geographic regions in which Banco BPM and UniCredit operate, including with respect to prevailing and future interest rates and exchange rates, and capital requirements, which are subject to volatility, fluctuations or other implications and which, if different than as assumed, could have a material impact on our analyses or opinion, and (ii) the regulatory treatment of, and other matters relating to, Banco BPM's recent acquisition of 89.95% of Anima's share capital, including the potential impact on Banco BPM in the event that the "Danish Compromise" is not granted in connection with such acquisition as reflected in the financial forecasts, estimates and other data provided to or discussed with us by the management of Banco BPM and the ability of Banco BPM to achieve the financial targets and other benefits expected by the management of Banco BPM from such acquisition as contemplated. We have assumed, with your consent, that there will be no developments with respect to any such matters that would be meaningful in any respect to our analyses or opinion.

We have not made or been provided with an independent evaluation or appraisal of the assets or liabilities (contingent, accrued, derivative, off-balance sheet or otherwise), or of any pending or contemplated equity or other investments or divestitures, of Banco BPM, UniCredit or any other entity nor have we made any physical inspection of the properties or assets of Banco BPM, UniCredit or any other entity. We have not conducted a review or independent evaluation of individual credit files or loan, mortgage, lease or similar portfolios for purposes of assessing (and we express no view or opinion as to) the adequacy or sufficiency of allowances for potential losses or other matters with respect thereto and we have assumed that such allowances for potential losses are in the aggregate adequate to cover such losses. We have not evaluated the solvency or fair value of Banco BPM, UniCredit or any other entity under bankruptcy, insolvency or similar laws or regulations. We also have not evaluated any actual or potential litigation, claims (or possible unasserted claims), settlements, governmental, regulatory or other proceedings, orders or decrees, or audits or investigations to which Banco BPM, UniCredit or any other entity is or may be a party or subject.

We have assumed, with your consent, that, if consummated, the Offer will be consummated in accordance with its terms and in compliance with all applicable laws, documents and other requirements, without waiver, modification or amendment of any material term, condition or agreement, and that, in the course of obtaining the necessary governmental, regulatory or third party approvals, consents, releases, waivers and agreements for the Offer or otherwise, there has been or will be no delay, limitation, restriction, condition or other action, including any divestiture or other requirements, amendments or modifications, that would have an adverse effect on Banco BPM on a standalone basis or UniCredit on a standalone basis or that otherwise would be meaningful in any respect to our analyses or opinion. We also have assumed that the final Issuer Statement will not vary materially from the draft reviewed by us. Our opinion, as set forth herein, relates to the relative values of Banco BPM and UniCredit. We are not expressing any view or opinion as to the actual value of UniCredit Shares if and when issued pursuant the Offer or the prices at which Banco BPM Shares, UniCredit Shares or any other securities of Banco BPM or UniCredit may trade or otherwise be transferable at any time. We also are not expressing any view or opinion with respect to accounting, tax, regulatory, legal or similar matters, including, without limitation, any changes therein or the impact thereof on Banco BPM, UniCredit or the Offer, and we have relied, with your consent, upon the assessments of representatives of Banco BPM as to such matters.

Our opinion addresses only the adequacy, from a financial point of view and as of the date hereof, of the Exchange Ratio (to the extent expressly specified herein), without regard to individual circumstances of specific holders of Banco BPM Shares that distinguish such holders or the securities of Banco BPM held by such holders. Our opinion does not address any other terms, aspects or implications of the Offer, including, without limitation, the form or structure of the Offer, any subsequent merger or delisting of Banco BPM or any agreement, arrangement or understanding to be entered into in connection with, related to or contemplated by the Offer or otherwise. In connection with our engagement, we were not requested to, and we did not, undertake a third-party solicitation process on behalf of Banco BPM with respect to all or a portion of Banco BPM. We have relied upon Banco BPM's commercial assessments and we express no view as to, and our opinion does not address, the underlying business decision of Banco BPM with respect to the Offer, the relative merits of the Offer as compared to any alternative business strategies that might exist for Banco BPM or the effect of any other transaction which Banco BPM might engage in or consider. We also express no view as to, and our opinion does not address, the adequacy or fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation or other consideration to any officers, directors or employees of Banco BPM or any other party, or any class of such persons, relative to the Exchange Ratio or otherwise. Our opinion is necessarily based upon information available, and financial, stock market and other conditions and circumstances existing and disclosed, to us as of the date hereof. Although subsequent developments may affect our opinion, we have no obligation to update, revise or reaffirm our opinion. As you are aware, the credit, financial and stock markets, the industries in which Banco BPM and UniCredit operate (including prevailing and future interest rates and exchange rates, tariffs and capital requirements impacting such industries) and the securities of Banco BPM and UniCredit, have experienced and continue to experience volatility and we express no view or opinion as to any potential effects of such volatility on Banco BPM, UniCredit or the Offer.

Citigroup Global Markets Europe AG has acted as financial advisor to Banco BPM in connection with the Offer and will receive fees for such services, of which a portion is payable as of the date hereof, a portion is payable upon delivery of this opinion and the principal portion is payable upon consummation or in the absence of a transaction with UniCredit. In addition, Banco BPM has agreed to reimburse our expenses and to indemnify us against certain liabilities arising out of our engagement. As you are aware, we and our affiliates in the past have provided and currently are providing services to Banco BPM, UniCredit and/or certain of their respective affiliates, related entities or securityholders unrelated to the Offer, for which services we and our affiliates have received and would expect to receive compensation, including (i) with respect to Banco BPM and/or certain of its affiliates, related entities or securityholders, financial advisory services to Banco BPM in its acquisition of 89.95% of the share capital of Anima, debt and equity capital markets services, lending services, liability management and agency services, and (ii) with respect to UniCredit and/or certain of its affiliates, related entities or securityholders, debt and equity capital markets services and structured equity solutions services. In the ordinary course of business, we and our affiliates may actively trade or hold the securities of Banco BPM, UniCredit and/or their respective affiliates, related entities or securityholders for our own account or for the account of our customers and, accordingly, may at any time hold a long or short position in such securities. In addition, we and our affiliates (including Citigroup Inc. and its affiliates) may maintain relationships with Banco BPM, UniCredit and/or their respective affiliates, related entities or securityholders.

Our advisory services and the opinion expressed herein are provided solely for the information of the Board of Directors (in its capacity as such) in its evaluation of the Offer and may not be relied upon by any third party or used for any other purpose. Our opinion is not intended to be and does not constitute a recommendation to any securityholder as to whether such securityholder should exchange Banco BPM Shares pursuant to the Offer or how any securityholder should act with respect to any matters relating to the Offer or otherwise.

Based upon and subject to the foregoing, our experience as investment bankers, our work as described above and other factors we deemed relevant, we are of the opinion that, as of the date hereof, the Exchange Ratio provided for pursuant to the Offer is inadequate, from a financial point of view, to the holders of Banco BPM Shares (other than, as applicable, UniCredit and its affiliates).

Very truly yours,

CITIGROUP GLOBAL MARKETS EUROPE AG

Citigroup Global Markets Europe AG

citi

Appendix

In preparing our opinion, we performed a variety of financial and comparative analyses, including those described below. The summary of the analyses below is not a complete description of our opinion or the analyses underlying, and factors considered in connection with, our opinion. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a financial opinion is not readily susceptible to summary description. We arrived at our ultimate opinion based on the results of all analyses and factors assessed as a whole, and we did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis. Accordingly, we believe that our analyses must be considered as a whole and that selecting portions of such analyses and factors, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying such analyses and our opinion.

In our analyses, we considered industry performance, general business, economic, market and financial conditions and other matters existing as of the date of our opinion, many of which are beyond the control of Banco BPM and UniCredit. No company or business reviewed is identical or directly comparable to Banco BPM or UniCredit and an evaluation of these analyses is not entirely mathematical; rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the public trading, acquisition or other values of the companies or businesses reviewed or the results of any particular analysis.

The estimates contained in our analyses and the ranges resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by such analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold or acquired. Accordingly, the estimates used in, and the results derived from, our analyses are inherently subject to substantial uncertainty. Our opinion was only one of many factors considered by the Board of Directors of Banco BPM in its evaluation of the Offer and should not be viewed as determinative of the views of the Board of Directors or management of Banco BPM with respect to the Offer, the Exchange Ratio or otherwise.

For each analysis described below, implied exchange ratio reference ranges were calculated by (i) deriving implied equity value per share reference ranges for Banco BPM (cum dividend and pro forma for Banco BPM's acquisition of 89.95% of Anima's share capital in the absence of "Danish Compromise" regulatory treatment) and for UniCredit (ex-dividend and, for purposes of the dividend discount model analysis described below, including the effects of a €3.574 billion share buyback that UniCredit has publicly disclosed it intends to consummate after expiration of the Offer) and (ii) dividing the low-end of such ranges derived for Banco BPM by the high-end of such ranges derived for UniCredit and dividing the high-end of such ranges derived for Banco BPM by the low-end of such ranges derived for UniCredit.

Financial and other data for Banco BPM utilized in such analyses were based on financial forecasts, estimates and other data provided to or discussed with us by the management of Banco BPM (the "Banco BPM Forecasts"), and financial and other data for UniCredit were based on "Pre 1Q25 results UniCredit consensus" estimates (the "UniCredit Forecasts"), in each case as approved for our use and reliance by Banco BPM. Financial and other data for selected publicly traded companies were based on research analysts' estimates, public filings and other publicly available information.

Dividend Discount Model (DDM) Analysis: In performing a dividend discount model analysis for Banco BPM and UniCredit, we derived implied equity value per share reference ranges for Banco BPM and UniCredit from which implied exchange ratio reference ranges were then calculated based on the estimated present value (at

31 March 2025) of the sum of Banco BPM's and UniCredit's respective future cash flows expected to be distributable as dividends (or buybacks) during the fiscal years 2025 through 2027 based on the Banco BPM Forecasts and UniCredit Forecasts, residual theoretical excess capital, at 31 December 2027, utilizing minimum common equity Tier 1 ("CET1") ratio levels considered appropriate for Banco BPM and UniCredit, and terminal values. For purposes of such analysis, (i) minimum CET1 ratios for Banco BPM and UniCredit were derived assuming the same level of buffer to the CET1 ratio requirement based on the latest Supervisory Review and Evaluation Process ("SREP") implied by UniCredit's publicly disclosed target CET1 ratio of 12.5% to 13.0% at 31 December 2027, (ii) discount rate ranges of 9.9% to 11.5% for Banco BPM and 11.0% to 12.5% for UniCredit were applied to future dividends and terminal values, and (iii) terminal values of Banco BPM and UniCredit at 31 December 2027 were calculated by applying calendar year 2027 estimated tangible book value multiples derived for Banco BPM and UniCredit based on long-term growth and profitability prospects deemed appropriate to the respective tangible equity, net of excess capital, of Banco BPM and UniCredit based on the Banco BPM Forecasts and UniCredit Forecasts. This analysis indicated an implied exchange ratio reference range of 0.213x to 0.287x.

Trading Multiples Analysis. In performing a trading multiples analysis for Banco BPM and UniCredit, we derived implied equity value per share reference ranges for Banco BPM and UniCredit from which implied exchange ratio reference ranges were then calculated by applying selected ranges of calendar year 2026 and calendar year 2027 estimated net earnings multiples derived for selected publicly traded Italian banks deemed relevant for Banco BPM and for selected publicly traded European banks deemed relevant for UniCredit, based on publicly available research analysts' estimates, public filings and other publicly available information, to corresponding financial aggregates of Banco BPM and UniCredit based on the Banco BPM Forecasts and UniCredit Forecasts. This analysis indicated an implied exchange ratio reference range of 0.218x to 0.318x.

Regression Analysis. In performing a regression analysis for Banco BPM and UniCredit, we derived implied equity value reference ranges for Banco BPM and UniCredit from which implied exchange ratio reference ranges were then calculated by observing the correlation between (i) the theoretical future profitability, or return on average tangible equity ("ROATE"), in calendar years 2026 and 2027, calculated as the ratio between net income and the average tangible book value, or tangible equity, of Banco BPM, UniCredit and selected publicly traded companies that we deemed relevant, and (ii) the ratio between the market capitalizations and estimated tangible book values of Banco BPM, UniCredit and such selected publicly traded companies in calendar year 2025. Once calculated for the selected publicly traded companies based on publicly available research analysts' estimates, public filings and other publicly available information, these parameters were applied to the theoretical future ROATE in calendar years 2026 and 2027 and estimated tangible book values in calendar year 2025 of Banco BPM and UniCredit based on the Banco BPM Forecasts and UniCredit Forecasts. This analysis indicated an implied exchange ratio reference range of 0.203x to 0.228x.

ANNEX B

Opinion issued by Lazard

LAZARD

Banco BPM, S.p.A.
Piazza Filippo Meda, 4
20121 Milan
Attn: The Board of Directors

April 24, 2025

Dear Members of the Board of Directors:

On November 25, 2024 UniCredit S.p.A. (the "Offeror" or "UniCredit") published a Notice (the "Notice") pursuant to article 102 of Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented (the "Consolidated Law on Finance"), and article 37 of regulation No. 11971 approved by *Commissione Nazionale per le Società e la Borsa* ("Consob") on May 14, 1999, as subsequently amended and supplemented (the "Issuer's Regulation"), relating to a voluntary global exchange tender offer pursuant to articles 102 and 106, paragraph 4 of the Consolidated Law on Finance and the relevant implementation rules set forth in the Issuer's Regulation (the "Offer" or the "Transaction") to acquire up to 1,515,182,126 ordinary shares, with no par value, of Banco BPM S.p.A. ("BBPM" or the "Company") and representing 100% of the BBPM's corporate capital as at the date of the Notice (each a "BBPM Share" and collectively, the "BBPM Shares"). Pursuant to the Offer, UniCredit will offer 0.182 newly issued ordinary shares, with no par value, of the Offeror (the "UniCredit Shares"**")** for each **BBPM** Share (the "Exchange Ratio").

The Offer will be made upon the terms and subject to the conditions described in UniCredit's offer document approved by Consob with resolution no. 23492 dated April 1st, 2025 as published pursuant to applicable laws and regulations on April 2nd, 2025 (the "Offer Document").

In light of the above, pursuant to article 103 of the Consolidated Law on Finance, the Board of Directors of BBPM is under the obligation to issue a statement containing all information useful to evaluate the Offer, as well as its own evaluation of the Offer (the "Issuer's Statement").

In connection therewith, you have requested the opinion of Lazard S.r.l. ("Lazard") as of the date hereof as to the adequacy, from a financial point of view, to the holders of the BBPM Shares (other than the Offeror, any person acting in concert with the Offeror or any of their respective affiliates) of the Exchange Ratio in connection with the Offer.

In connection with this opinion, we have, among other things:

(i) reviewed the financial terms and conditions of the Offer as set forth in the Offer Document;

(ii) reviewed certain publicly available historical business and financial information relating to BBPM and UniCredit;

(iii) reviewed various financial forecasts and other data provided to us by BBPM relating to the business of BBPM ("BBPM Financial Projections");

(iv) reviewed various financial forecasts and other data based on equity analyst reports made publicly available by UniCredit and relating to the business of UniCredit (the "UniCredit Forecasts");

(v) held discussions with members of the senior management of the Company with respect to the business and prospects of the Company and the Offeror and the strategic objectives of the Company;

(vi) reviewed public information with respect to certain other companies whose business we believe to be generally relevant in evaluating the businesses of the Company and the Offeror;

(vii) reviewed the historical stock prices and trading volumes of the BBPM Shares and the UniCredit Shares; and

(viii) conducted such other financial studies, analyses and investigations as we deemed appropriate.

In preparing this opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all of the foregoing information, including, without limitation, all the financial and other information and reports provided or discussed with us and all representations made to us. We have not undertaken any independent investigation or appraisal of such information, reports or representations. We have not provided, obtained or reviewed on your behalf any specialist advice, including but not limited to, legal, accounting, actuarial, environmental, information technology or tax advice, and accordingly our opinion does not take into account the possible implications of any such specialist advice.

We have assumed that the valuation of assets and liabilities made by the respective managements of the Company and the Offeror as well as the profit and cash flow forecasts, including future capital expenditure projections made by the management of the Company are fair and reasonable. We have not independently investigated, valued or appraised any of the assets or liabilities (contingent or otherwise) of the Company or the Offeror or the solvency or fair value of the Company or the Offeror, and we have not been furnished with any such valuation or appraisal. With respect to the BBPM Financial Projections and utilized in our analyses, we have assumed, with the Company's consent, that they have been reasonably prepared based on the best currently available estimates and judgments of the management of the Company as to the future results of operations and financial condition and performance of the Company, and we have assumed, with the Company's consent, that such financial forecasts and projections will be realized in the amounts and at the times contemplated thereby. As you know, we have not received financial forecasts prepared by management and approved by the Board of Directors of the Offeror in connection with our engagement or this opinion. Senior management of BBPM has advised us that the UniCredit Forecasts, including the assumptions underlying the UniCredit Forecasts, are a reasonable basis upon which to evaluate the future financial performance of UniCredit. At your direction, our analysis relating to the business and financial prospects for the Offeror for the purposes of this opinion has been made on the basis of the UniCredit Forecasts. We assume no responsibility or liability for and express no view as to BBPM Financial Projects, the UniCredit Forecasts or the assumptions on which they are based.

In preparing our opinion, we have assumed that the Transaction will be consummated on the terms and subject to the conditions described in the Offer Document without any waiver or modification of any of its material terms or conditions. We have also assumed that all governmental, regulatory or other approvals and consents required in connection with the consummation of the Offer will be obtained without any reduction in the benefits of the Offer to the shareholders of the Company or any adverse effect on the Company, the Offeror or the Transaction.

Further, our opinion is necessarily based on the financial, economic, monetary, market and other conditions as in effect on, and the information made available to us as of, the date hereof. Events or circumstances occurring after the date hereof (including changes in laws and regulations) may affect this opinion and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this opinion. We further note that the current volatility in the credit and financial markets may have an effect on the Company or the Offeror and we are not expressing an opinion as to the effects of such volatility on the Company of the Offeror.

We are acting as financial advisor to the Company's Board of Directors in connection with the Transaction and have received customary retainer fees for our services and will receive an additional fee upon delivery of this opinion as well as a fee which is contingent upon the outcome of the Offer. Lazard or other companies of the Lazard Group have in the past provided financial advisory services to the Company and the Offeror, for which they have received customary fees and may in the future provide financial advisory services to the Company or the Offeror for which they may receive customary fees. In addition, certain companies of the Lazard Group may trade in the shares and other securities of the Company or the Offeror for their own account and for the accounts of their customers, and accordingly, may at any time hold a long or short position in such securities, and may also trade and hold securities on behalf of the Company, the Offeror and/or certain of their respective affiliates. We do not express any opinion as to the price at which the shares of the Company or the Offeror may trade at any time.

This opinion is being provided solely for the benefit of the Members of the Board of Directors of the Company (in their capacity as such) in connection with, and for the purposes of, its consideration, in its sole independence of judgment, of the Offer and is not on behalf or for the benefit of, and shall not confer rights or remedies upon any shareholder of the Company, the Offeror or any other person. This opinion may not be used or relied upon by any person other than the Board of Directors of the Company for any purpose. This opinion addresses only the adequacy, as of the date hereof, from a financial point of view, to the holders of the BBPM Shares (other than the Offeror, any person acting in concert with the Offeror or any of their respective affiliates) of the Exchange Ratio in connection with the Offer, and does not address any other aspect or implication of the Transaction, including without limitation, any legal, tax, regulatory or accounting matters or the form or structure of the Transaction or any agreements or arrangements entered into in connection with, or contemplated by, the Transaction. In addition, our opinion does not address the relative merits of the Transaction as compared to any alternative transaction or strategy that might be available to the Company or the merits of the underlying decision by the Company to engage in the Transaction. This opinion is not intended to and does not constitute a recommendation to any person as to whether such person should tender shares pursuant to the Offer or as to how any shareholder of the Company should vote or act with respect to the Offer or any matter relating thereto.

The following is a brief summary of the material financial analyses and reviews that Lazard deemed appropriate in connection with rendering its opinion. The brief summary of Lazard's analyses and reviews provided below does not purport to be a complete description of the analyses and reviews underlying Lazard's opinion. The preparation of an adequacy opinion is a complex process involving various determinations as to the most appropriate and relevant methods of analysis and review and the application of those methods to particular circumstances, and, therefore, is not readily susceptible to summary description.

The order of the analyses described and the results of the analyses do not reflect the relative importance or the relative weight attributed by Lazard to such analysis. In arriving at its opinion, Lazard considered the results of all of its analyses and reviews performed as a whole and made its determination as to the adequacy on the basis of its experience and professional judgment after considering the results of all of its analyses and reviews. Considering selected portions of the analyses and reviews or the summary set forth below, without considering the analyses and reviews as a whole, could create an incomplete or misleading view of the analyses and reviews underlying Lazard's opinion.

For purposes of its analyses and reviews, Lazard considered industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of the Company and the Offeror. No company, business or transaction used in Lazard's analyses and reviews as a comparison is identical to the Company or the Offeror, and an evaluation of the results of those analyses and reviews is not entirely mathematical. Rather, the analyses and reviews involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies, businesses or transactions used in Lazard's analyses and reviews. The estimates contained in Lazard's analyses and reviews and the ranges of valuations resulting from any particular analysis or review are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by Lazard's analyses and reviews. In addition, analyses and reviews relating to the value of companies, businesses or securities do not purport to be appraisals or to reflect the prices at which companies, businesses or securities actually may be sold. Accordingly, the estimates used in, and the results derived from, Lazard's analyses and reviews are inherently subject to substantial uncertainty.

Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before April 22, 2025 and is not necessarily indicative of current market conditions.

FINANCIAL ANALYSES

In consideration of our role and the nature of the Transaction, our valuations were carried out with the objective of expressing a comparative estimate of the value of the shares of BBPM and of UniCredit (the "Companies") adopting - to the extent possible - homogenous and comparable valuation criteria for evaluating the two Companies. These valuations are therefore exclusively intended in relative terms and with only reference to the specific Transaction and do not express in any way or form the absolute values of the Company or UniCredit nor can they be considered representative of current or future market prices.

Furthermore, the valuation of the Companies was carried out on a stand-alone basis, i.e., considering them as independent entities, without taking into account any synergies that could be generated following the Transaction.

Taking into consideration the purpose of our engagement, the criteria customarily used in connection with financial analyses of banking groups as well as the characteristics of the Companies and the documentation available, we relied both on fundamental and market methodologies such as the dividend discount model ("DDM"), in its "excess capital" version, and the analysis of comparable companies, including Market Multiples and Regression, as described below.

Dividend Discount Model

Based on the BBPM Financial Projections and on the UniCredit Forecasts, Lazard performed a DDM analysis to calculate the estimated present value of the excess capital the Companies could distribute based on certain CET1 ratio targets (13.2% to 14.2% for BBPM and 14.1% to 15.1% for UniCredit). Lazard also calculated the terminal value by applying a perpetuity growth rate of 2.0% for BBPM and 2.2% for UniCredit. The relevant flows and terminal values were discounted to present value using discount rates (12.7% to 13.2% for BBPM and 13.8% to 14.3% for UniCredit) which have been identified through an analytical calculation based on the capital asset pricing model, or "CAPM".

Based on such analysis, the resulting exchange ratio ranges from 0.214x to 0.251x.

Analysis of Comparable Companies

Lazard reviewed and analyzed selected publicly traded companies in the banking sector that it viewed as generally relevant in evaluating the Company and UniCredit based on Lazard's knowledge of such industry. In performing these analyses, Lazard reviewed and analyzed publicly available financial information relating to the selected comparable companies and compared such information to the corresponding relevant information for BBPM and UniCredit based on their respective financial forecasts (i.e. the BBPM Financial Projections and the UniCredit Forecasts). Specifically, Lazard applied the Market Multiples and the Regression valuation methodologies.

(i) Market Multiples

In performing such analysis, Lazard conducted a comparative evaluation of the Companies against four Italian retail banking sector peers for BBPM (the "BBPM Selected Companies") and, with respect to UniCredit, nine leading players in the European banking sector (the "UniCredit Selected Companies"). Although none of the selected peers is directly comparable to the Companies, the banks included are publicly traded companies with operations and/or other criteria, such as lines of business, markets, business risks, geographic exposure, maturity of business and size and scale of business, that for purposes of analysis Lazard considered generally relevant in evaluating the business of the Companies. Based on equity analysts' estimates and other public information, Lazard reviewed, among other things, the equity value of each selected comparable company as a multiple of such comparable company's projected net income. Specifically, for each of the BBPM Selected Companies and UniCredit Selected Companies, Lazard calculated the trading multiples implied by the official share prices of the peers as of April 22, 2025 and their estimated adjusted earnings for 2026 and 2027. Subsequently, Lazard applied a range of respective trading multiples derived from this analysis to the 2026 and 2027 net income adjusted of each of the Companies.

Based on such analysis, the resulting exchange ratio ranges from 0.212x to 0.286x.

(ii) Regression

Given the correlation existing between profitability and market valuations in terms of multiples based on certain balance sheet metrics, Lazard performed regression analyses between the Price/Tangible Book Value ("P/TBV") multiple and the Return on Average Tangible Book Value ("RoATE"). To enhance the statistical significance of the regression, the peer group utilized for the analyses includes the combined set of peers of both Companies. Based on equity analysts' estimates and other public information, Lazard conducted regression analyses that examined the P/TBV multiples for 2025 and 2026 of the peer sample relative to their respective RoATE for 2026 and 2027. Lazard then applied the 2026 and 2027 RoATE values for each of the Companies to the regression lines resulting from the statistical analysis of the sample, thus deriving the implied P/TBV multiples for 2025 and 2026 for the Companies; these multiples were applied to their tangible equity values for 2025 and 2026 to establish indicative valuation ranges.

Based on such analysis, the resulting exchange ratio ranges from 0.205x to 0.239x.

Critical Issues and Limitations

In carrying out our financial analyses and valuations, certain critical issues and limitations have been identified, including the following. Any changes or differences in respect of such critical issues and limitations or the assumptions relating thereto could have an impact, even significant, on the results of our analyses and valuations:

(i) Possible changes in the macro-economic environment and any changes in the assumptions underlying the BBPM Financial Projections and UniCredit Forecasts could have an impact, which may also be material, on the results underlying the present opinion. In particular, the financial forecasts depend to a substantial degree on the macroeconomic and political conditions, the competitive environment in which BBPM and UCG operate, currencies and market evolution;

(ii) A significant percentage of the value resulting from the application of the DDM is represented by the terminal value, which is highly sensitive to the assumptions made for key variables such as perpetual growth rate and target CET1 ratio, which variables are subjective and highly aleatory;

(iii) Given the absence of a positive response by the European Central Bank and the European Banking Authority on the applicability of the so-called "Danish Compromise" in relation to the acquisition of Anima Holding S.p.A., all valuation analyses do not factor in any benefits from its potential future applicability;

(iv) With respect to the Analysis of Comparable Companies, the reliability of this methodology is limited by a number of factors, including that the number of comparable companies is limited and their business model, product portfolio, size as well as their geographical exposure differ from those of the Companies, as well as among the comparable companies themselves;

(v) The current market performance of the Companies and of the peers is characterized by a high volatility, also due to the complexity of the current macroeconomic and political scenario as well as the ongoing turbulence in financial markets.

* * *

This opinion is confidential and may not be disclosed, referred to or communicated (in whole or in part) to any third party for any purpose whatsoever without our prior written authorization, except that this opinion may be attached to and published with the Company's statement issued in accordance with article 39 of the Issuers' Regulation in connection with the Offer.

This opinion is issued in the English language, and if any translations of this opinion may be delivered, they are provided only for ease of reference, have no legal effect and we make no representation as to (and accept no liability in respect of) the accuracy of any such translation. This opinion shall be governed and construed in accordance with Italian law.

Based on and subject to the foregoing, we are of the opinion, as of the date hereof, that the Exchange Ratio in connection with the Offer is inadequate, from a financial point of view to the holders of the BBPM Shares (other than the Offeror, any person acting in concert with the Offeror or any of their respective affiliates).

Very truly yours,

Lazard S.r.l.

By: Marco Samaja

By: Michele Marocchino

Fine Comunicato n.1928-80-2025	Numero di Pagine: 105