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Oggetto : NOTICE OF CALL OF EXTRAORDINARY
SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato



NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

Pursuant to Articles 12 and 13 of the Articles of Association, the extraordinary Shareholders' Meeting of Banco BPM S.p.A. ("Banco BPM" or the "Company") is hereby convened on single call on **Monday, 23 February 2026, at 10:00 am, in Milan, at the corporate office of Banco BPM, Piazza Meda no. 4**, to discuss and resolve on the following

AGENDA

- 1) Proposals to amend Articles 20.4., 20.5., 20.6., 20.7., 20.8. and 24.4. of the Articles of Association of Banco BPM S.p.A. Pertinent and consequent resolutions.

Please note that the Company decided to avail itself of the option to – pursuant to article 106 of Decree Law no. 18 of 17 March 2020, converted with amendments into Law no. 27 of 24 April 2020, the effectiveness of which has most recently been extended by Decree Law no. 200 of 31 December 2025 concerning urgent provisions related to regulatory deadlines (the "Decree") – provide that **the participation in the Shareholders' Meeting and the voting right shall be exercised by those entitled exclusively through the designated proxy pursuant to article 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998** as subsequently amended ("Italian Consolidated Financial Act") according to the below, **therefore without the physical attendance at the meeting of any shareholder**.

Directors, the Designated Proxy, the Notary public in charge, as well as the Bank's executives and employees and those of the companies belonging to the relevant group and any other person whose attendance at the Shareholders' Meeting is deemed useful by the Chairman in relation to the items on the agenda and to the regular order of the meeting, shall be allowed to physically attend the Shareholders' Meeting; the Shareholders, as anticipated above, shall instead be required to necessarily avail of the Designated Proxy.

The proceedings for the holding of the Shareholders' Meeting may be supplemented and/or amended and will be promptly disclosed.

Please find below all necessary information in compliance with article 125-bis of the Italian Consolidated Financial Act.

ATTENDANCE AT THE SHAREHOLDERS' MEETING AND REPRESENTATION

All shareholders with voting rights, for whom within the third trading day prior to the date of the Shareholders' Meeting, i.e., **by 18 February 2026**, the Company has duly received the authorised intermediary's notification certifying that they are entitled to participate in the Shareholders' Meeting and to exercise their voting rights, are entitled to participate in the Shareholders' Meeting **exclusively** through the designated proxy pursuant to article 135-undecies of the Italian Consolidated Financial Act (the "**Designated Proxy**"), according to what is set forth below.

In compliance with article 83-sexies of the Italian Consolidated Financial Act and article 42 of the Joint Order on post-trading issued by Consob and the Bank of Italy on 13 August 2018 as subsequently amended ("**Joint Order**"), the authorised intermediary's notification to the Company shall be based on the records at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting (**12 February 2026 – so called "record date"**).



Anyone whose shareholding has been recorded after the above date will not be entitled to attend and vote at the Shareholders' Meeting.

Shareholders whose shares are already deposited in a custody and administration account with the Parent Company Banco BPM S.p.A. or with Banca Aletti & C. S.p.A., and as such have already been dematerialised - must in any case, under article 42 of the Joint Order, request **by 18 February 2026** that the notification be issued, and obtain an immediate copy thereof, to be used as an admission ticket to the Shareholders' Meeting.

For Shareholders whose shares are deposited with other authorised intermediaries, note that, pursuant to the above-mentioned article 42 of the Joint Order, the notification instructions must still be submitted **no later than 18 February 2026**, making sure to obtain a copy of the notification.

Shareholders whose shares have not been dematerialised yet are required to deliver such shares to Banco BPM S.p.A. or to another bank belonging to the Banco BPM Group, or to another authorised intermediary, for the purposes of their dematerialisation and of requesting the issuance of the notification required for attendance at the Shareholders' Meeting.

DESIGNATED PROXY OF THE COMPANY

Pursuant to article 106 of the Decree, those entitled to vote who wish to participate in the Shareholders' Meeting will need to either:

- (i) grant proxy free of charge (except for transmission expenses) to Computershare S.p.A. - Via Nizza 262/73, 10126, Turin - in its capacity as "Designated Proxy" with the voting instructions on the proposed resolution related to the sole item on the agenda.

In this regard, to facilitate sending the proxy and the voting instructions, in the section of the Banco BPM website dedicated to this Shareholders' Meeting, www.gruppo.bancobpm.it section "Corporate Governance - Shareholders' Meeting", it will be possible to complete and **transmit also online and through a guided procedure** the dedicated form prepared by the Designated Proxy, **until 12 p.m. on 20 February 2026**.

Shareholders are advised to make use of the online procedure.

Instead of the online procedure, the form downloadable from the same website may also be used and transmitted, by the end of the second trading day prior to the Shareholders' Meeting and, therefore, **by 19 February 2026**, to the addresses and with the methods specified on such form.

The proxy to the Designated Proxy, with the voting instructions, along with an ID - and if the delegating party is a legal entity, a document proving the powers for issuing the proxy - must be transmitted, in electronically reproduced copy (PDF), to Computershare S.p.A. at the certified email address bancobpm@pecserviziitoli.it, provided that the delegating party, even if a legal entity, uses its own certified email account or, lacking this, its own ordinary email account.

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

The proxy shall be valid exclusively for the proposals for which voting instructions have been given. The proxy and the voting instructions may be revoked by the above deadline (i.e. by 19 February 2026) and by the same procedure established for the relevant assignment;



- (ii) be represented by Computershare S.p.A., Designated Proxy pursuant to article 135-novies of the Italian Consolidated Financial Act in derogation of article 135-undecies, paragraph 4 of the Italian Consolidated Financial Act, via proxy and/or sub-proxy, with voting instructions on all or some of the proposed resolutions concerning the sole item on the agenda, with the possibility to use the proxy/sub-proxy form available on the Banco BPM website www.gruppo.bancobpm.it (Corporate Governance - Shareholders' Meeting section) and to send it to Computershare S.p.A., by the deadline specified on the form itself, at the certified email address bancobpm@pecserviziotitoli.it, provided that the delegating party, even if a legal entity, uses its own certified email account or, lacking this, its own ordinary email account.

The Designated Proxy will be available to provide clarifications or information at 011/0923200.

Provided that the participation in the Shareholders' Meeting and the exercise of the right to vote by those entitled to vote will take place **exclusively** through the Designated Representative, who must be given voting instructions on the proposed resolution concerning the sole item on the agenda, and in consideration of the deadline for the submission of any individual resolution proposals referred to below, the proxy forms will be available, in the manner indicated above, concurrently with the publication (within the deadlines provided for by the applicable law) of the Board of Directors' explanatory report to the Shareholders on the sole item on the agenda of the Shareholders' Meeting.

There is no electronic voting or voting by correspondence.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Additions to the agenda

Shareholders who even jointly represent no less than 1/40 of the share capital may ask, within ten days of the publication of this notice calling the shareholders' meeting, and, therefore, **by 2 February 2026**, to make additions to the list of items on the Meeting's agenda, specifying in the request the additional subject matters they propose, pursuant to art. 13.3 of the Articles of Association and article 126-bis of the Italian Consolidated Financial Act.

The written request must be sent to the Company by certified email to the certified email address soci@pec.bancobpm.it or by registered letter (Affari Societari di Gruppo, Piazza Filippo Meda, 4 - 20121 Milan).

The entitlement to exercise the right (including ownership of the minimum portion of the share capital specified above) is attested by filing a copy of the notification issued by the authorised intermediary under article 43 of the Joint Order.

Shareholders requesting the addition to the agenda shall prepare a report explaining the reasons for the proposed resolutions on new subject matters they are submitting for discussion. The report shall be sent to the Board of Directors by the final deadline for the presentation of the request for additions, as described above. The Board of Directors shall make the report available to the public, together with its additional assessment, if any, when it publishes the notice of the additions to the agenda, according to the terms set forth by the applicable laws and regulations.

Any addition to the agenda will be disclosed using the same procedure prescribed for the publication of this notice of call, at least fifteen days prior to the date scheduled for the Shareholders' Meeting, and, therefore, **by 6 February 2026**.



Submission of individual resolution proposals

In addition to the foregoing, as participation in the Shareholders' Meeting is permitted exclusively through the Designated Proxy, the shareholders entitled with the voting rights, which intend to make individual resolution proposals on the item on the agenda, must submit them **by 9 February 2026** via electronic communication to the certified email address soci@pec.bancobpmspa.it, or through registered letter (Affari Societari di Gruppo, Piazza Filippo Meda, 4 - 20121 Milano). Each resolution proposal must specify the item on the agenda to which it refers and indicate the specific proposed resolution. Entitlement to make proposals must be certified by the communication set forth in article 43 of the Joint Order provided by the intermediary to the Company. Such proposals, when pertinent to the sole item on the agenda and validly submitted, shall be published by the Company pursuant to the procedure provided for by the applicable law, **by 11 February 2026**. The deadline for submitting such proposals, set in line with the publication deadline for requests for additions pursuant to Article 126-bis, paragraph 1, first sentence, of the Italian Consolidated Financial Act, allows those interested in submitting individual proposals to take into account the information published by the Company regarding the matter on the agenda and, at the same time, enables the Designated Proxy to adjust, where necessary, the forms for granting proxies pursuant to Articles 135-undecies and 135-novies of the Italian Consolidated Financial Act, so that those entitled to vote may, for the purpose of issuing voting instructions, consider all requests and proposals submitted concurrently and in due time.

RIGHT TO ASK QUESTIONS ON THE ITEM ON THE AGENDA

Shareholders with voting rights may ask questions on the item on the agenda also before the Shareholders' Meeting, by sending them no later than the record date, *i.e.* **by 12 February 2026** by certified email to the address soci@pec.bancobpmspa.it.

The applicants must deliver to the Company – through their intermediaries – the notifications certifying their entitlement to exercise this right; in the event that they have instructed their intermediaries to issue the notification to attend the Shareholders' Meeting, it will be sufficient to specify the notification reference numbers or at least the name of the intermediary in the application.

Questions received shall be answered in accordance with the procedure provided for by the law, at the latest, **by 19 February 2026**, via publication on the Company's website. Please note that no answer will be provided where the information requested is already available in a "Q&A" format in the specific section of the Company's website, or where the answer has already been published in the same section. In any case, the Company reserves the right to provide a single consolidated answer to questions of a similar nature.

SHARE CAPITAL INFORMATION

The share capital subscribed and paid in by the Company at the date of this notice totals Euro 7,100,000,000.00 subdivided into no. 1,515,182,126 shares with no nominal value. As of the date of this notice, the Company owns no. 11,808,522 treasury shares.

DOCUMENTATION

The documentation relating to the sole item on the agenda – including the explanatory report and the related proposed resolutions – shall be made available to the public at the registered office of Banco BPM S.p.A. and at Borsa Italiana S.p.A., and also published on the Bank's website (www.gruppo.bancobpm.it, "Corporate Governance – Shareholders' Meeting" section), as well as on the website of the authorised central storage mechanism www.emarketstorage.com, in compliance with the terms and procedures under the law.

Shareholders are entitled to receive a copy of the documentation once it has been duly filed by sending a request to Banco BPM S.p.A. at the certified email address soci@pec.bancobpmspa.it.



This notice to convene shall be published in compliance with articles 125-bis of the TUF and 13.4 of the Articles of Association, in the daily newspapers "**Il Sole 24 Ore**" and "**MF**," as well as with the other methods described above.

To receive additional information on the procedure to attend the Shareholders' Meeting, please contact Banco BPM S.p.A. (Affari Societari di Gruppo, Piazza Filippo Meda no. 4 – 20121 Milan) by sending a request to the certified email address soci@pec.bancobpm.it.

In compliance with Privacy regulations (EU Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016), the Data Controller is Banco BPM S.p.A.; the data will be processed for the sole purpose of executing the corporate contract to which the Shareholder is a party and performing obligations or responding to requests arising from the role of Member of the Bank. For full disclosure on data processing with respect to the exercise of rights related to the Shareholders' Meeting, please visit the website www.gruppo.bancobpm.it, "Corporate Governance – Shareholders' Meeting" section.

Milan, 21 January 2026

On behalf of the BOARD OF DIRECTORS

The Chairman

(Mr. Massimo Tononi)

