

<p>Informazione Regolamentata n. 1928-55-2026</p>	<p>Data/Ora Inizio Diffusione 16 Aprile 2026 19:28:13</p>	<p>Euronext Milan</p>
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Societa' : BANCO BPM

Utenza - referente : BANCOBPMN03 - Marconi Andrea

Tipologia : 3.1

Data/Ora Ricezione : 16 Aprile 2026 19:28:13

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Oggetto : Ordinary Shareholders' Meeting of 16 April 2026 - Outcome of the voting proxies solicitation promoted by Banco BPM S.p.A.

Testo del comunicato

Vedi allegato



BANCO BPM S.p.A.

Ordinary Shareholders' Meeting of 16 April 2026

Outcome of the voting proxies solicitation promoted by Banco BPM S.p.A.

Milan, 16 April 2026 - Banco BPM S.p.A. ("**Banco BPM**"), in its capacity as promoter of the voting proxies solicitation related to the Ordinary Shareholders' Meeting held on 16 April 2026, hereby discloses, pursuant to Article 137, paragraph 5 of Consob Regulation no. 11971/1999:

- that it has received, through the delegated entity Georgeson S.r.l.:
 - o no. 17,752 valid and effective proxies for a total of no. 102,727,599 ordinary shares of Banco BPM, representing 6.780% of the corporate capital;
 - o no. 21 proxies, representing no. 51,861 ordinary shares of Banco BPM, corresponding to 0.003% of the corporate capital, not admitted to the vote due to the lack of the necessary notification from the intermediary in accordance with applicable law;
- to have cast, through the delegated entity Georgeson S.r.l., based on the voting proxies received from the proxy grantors and the relevant voting instructions, the following votes in relation to the proposals on the agenda of the Ordinary Shareholders' Meeting of 16 April 2026.

Item no. 1 on the agenda (Approval of the financial statements of Banco BPM S.p.A. as of 31 December 2025, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the consolidated financial statements of the Banco BPM Group)

- vote in favour of the proposal of the Board of Directors for no. 21,200,302 ordinary shares of Banco BPM, representing 1.399% of the corporate capital;
- vote against for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
- abstention for no. 86,980 ordinary shares of Banco BPM, representing 0.006% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0.000 % of the corporate capital, did not issue voting proxies;
- no instructions were received for no. 81,440,317 ordinary shares of Banco BPM, representing 5.375% of the corporate capital.

Item no. 2 on the agenda (Resolutions on the allocation and distribution of profits)

- vote in favour of the proposal of the Board of Directors for no. 21,343,432 ordinary shares of Banco BPM, representing 1.409% of the corporate capital;
- vote against for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
- abstention for no. 88,177 ordinary shares of Banco BPM, representing 0.006% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital, did not issue voting proxies;
- no instructions were received for no. 81,295,990 ordinary shares of Banco BPM, representing 5.365% of the corporate capital.



Item no. 3 on the agenda (Report on the remuneration policy and compensation paid by the Banco BPM Group 2026 (section I and section II). 3.1) Approval of the remuneration policy (section I) pursuant to the applicable regulatory provisions. Related and consequent resolutions. 3.2) Approval of the report on remuneration paid in 2025 (section II) pursuant to the applicable regulations. Related and consequent resolutions)

- vote in favour of the proposal of the Board of Directors for no. 20,968,580 ordinary shares of Banco BPM, representing 1.384% of the corporate capital;
- vote against for no. 32,267 ordinary shares of Banco BPM, representing 0.002% of the corporate capital;
- abstention for no. 213,538 ordinary shares of Banco BPM, representing 0.014% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital, did not issue voting proxies;
- no instructions were received for no. 81,513,214 ordinary shares of Banco BPM, representing 5.380% of the corporate capital.

Item no. 4 on the agenda (Share-based compensation plan of Banco BPM S.p.A.: approval of the short-term incentive plan (2026). Related and consequent resolutions)

- vote in favour of the proposal of the Board of Directors for no. 20,976,310 ordinary shares of Banco BPM, representing 1.384% of the corporate capital;
- vote against for no. 41,918 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
- abstention for no. 180,051 ordinary shares of Banco BPM, representing 0.012% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0% of the corporate capital, did not issue voting proxies;
- no instructions were received for no. 81,529,320 ordinary shares of Banco BPM, representing 5.381% of the corporate capital.

Item no. 5 on the agenda (Request for authorisation to purchase and dispose of treasury shares to service Banco BPM S.p.A.'s share-based compensation plans. Related and consequent resolutions)

- vote in favour of the proposal of the Board of Directors for no. 21,002,642 ordinary shares of Banco BPM, representing 1.386% of the corporate capital;
- vote against for no. 59,723 ordinary shares of Banco BPM, representing 0.004% of the corporate capital;
- abstention for no. 151,621 ordinary shares of Banco BPM, representing 0.010% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0% of the corporate capital, did not issue voting proxies;
- no instructions were received for no. 81,513,613 ordinary shares of Banco BPM, representing 5.380% of the corporate capital.

Item no. 6 on the agenda (Appointment of the members of the Board of Directors for the financial years 2026-2027-2028, including the Chairman and Vice-Chairman)

- vote in favour of List no. 1 submitted by the outgoing Board of Directors for no. 86,664,124 ordinary shares of Banco BPM, representing 5.720% of the corporate capital;



- vote in favour of List no. 2 submitted by Delfinances S.A.S. for no. 0 ordinary shares of Banco BPM, representing 0% of the corporate capital;
- vote in favour of List no. 3 submitted by a group of investors for no. 17,000 ordinary shares of Banco BPM, representing 0.001% of the corporate capital;
- vote against all the lists submitted for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
- abstention with respect to all the lists for no. 1,613 ordinary shares of Banco BPM, representing 0.0001% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital, did not issue voting proxies;
- no instructions were received for no. 1,080,043 ordinary shares of Banco BPM, representing 0.071% of the corporate capital.

Item no. 6 on the agenda (*Appointment of the members of the Board of Directors for the financial years 2026-2027-2028, including the Chairman and Vice-Chairman – Individual vote on each candidate pursuant to Article 147-ter.1, third paragraph, letter a), No. 1 of the Italian Consolidated Financial Act*)

- vote in favour of each individual candidate included in List no. 1 of the outgoing Board of Directors, in the order in which they are listed, up to the maximum number of candidates to be elected from such List as determined following the outcome of the aforementioned first vote on the lists for no. 86,664,124 ordinary shares of Banco BPM, representing 5.720% of the corporate capital;
- vote in favour of the appointment of:
 - 1) Mr. Tononi Massimo (Chairman) for no. 15,162,491 ordinary shares of Banco BPM, representing 1.001% of the corporate capital;
 - 2) Mr. Castagna Giuseppe (Chief Executive Officer) for no. 15,164,091 ordinary shares of Banco BPM, representing 1.001% of the corporate capital;
 - 3) Mr. Comoli Maurizio (Vice-Chairman) for no. 15,112,491 ordinary shares of Banco BPM, representing 0.997% of the corporate capital;
 - 4) Mrs. Mantelli Marina for no. 15,112,491 ordinary shares of Banco BPM, representing 0.997% of the corporate capital;
 - 5) Mrs. Tauro Luigia for no. 15,112,491 ordinary shares of Banco BPM, representing 0.997% of the corporate capital;
 - 6) Mr. Oliveti Alberto for no. 15,112,491 ordinary shares of Banco BPM, representing 0.997% of the corporate capital;
 - 7) Mrs. Torricelli Costanza for no. 15,112,491 ordinary shares of Banco BPM, representing 0.997% of the corporate capital;
 - 8) Mr. Rossetti Eugenio for no. 15,112,491 ordinary shares of Banco BPM, representing 0.997% of the corporate capital;
 - 9) Mrs. Zanotti Giovanna for no. 4,950,491 ordinary shares of Banco BPM, representing 0.327% of the corporate capital;
 - 10) Mr. Mele Francesco for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 11) Mrs. Stefini Silvia for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;



- 12) Mrs. Rossignoli Cecilia for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 13) Mrs. Corghi Elisa for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 14) Mrs. Naddeo Teresa Cristiana for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital of the corporate capital;
 - 15) Mrs. Motta Milena for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 16) Mr. Mion Giorgio for no. 50,000 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 17) Mr. Grassano Pietro for no. for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 18) Mrs. Soffientini Emanuela for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 19) Mr. Casamassima Savino for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 20) Mr. Bragadin Marco for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
- vote against the appointment of:
- 1) Mr. Tononi Massimo (Chairman) for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 2) Mr. Castagna Giuseppe (Chief Executive Officer) for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 3) Mr. Comoli Maurizio (Vice-Chairman) for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 4) Mrs. Mantelli Marina for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 5) Mrs. Tauro Luigia for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 6) Mr. Oliveti Alberto for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 7) Mrs. Torricelli Costanza for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 8) Mr. Rossetti Eugenio for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 9) Mrs. Zanotti Giovanna for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 10) Mr. Mele Francesco for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 11) Mrs. Stefini Silvia for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 12) Mrs. Rossignoli Cecilia for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;



- 13) Mrs. Corghi Elisa for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 14) Mrs. Naddeo Teresa Cristiana for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 15) Mrs. Motta Milena for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 16) Mr. Mion Giorgio for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 17) Mr. Grassano Pietro for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 18) Mrs. Soffientini Emanuela for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 19) Mr. Casamassima Savino for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 20) Mr. Bragadin Marco for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
- abstention in respect of the appointment of:
- 1) Mr. Tononi Massimo (Chairman) for no. 1,600 ordinary shares of Banco BPM, representing 0.0001% of the corporate capital;
 - 2) Mr. Castagna Giuseppe (Chief Executive Officer) for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
 - 3) Mr. Comoli Maurizio (Vice-Chairman) for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 4) Mrs. Mantelli Marina for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 5) Mrs. Tauro Luigia for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 6) Mr. Oliveti Alberto for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 7) Mrs. Torricelli Costanza for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 8) Mr. Rossetti Eugenio for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 9) Mrs. Zanotti Giovanna for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 10) Mr. Mele Francesco for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 11) Mrs. Stefini Silvia for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 12) Mrs. Rossignoli Cecilia for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 13) Mrs. Corghi Elisa for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;



- 14) Mrs. Naddeo Teresa Cristiana for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 15) Mrs. Motta Milena for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 16) Mr. Mion Giorgio for no. 1,600 ordinary shares of Banco BPM, representing 0.0001% of the corporate capital;
 - 17) Mr. Grassano Pietro for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 18) Mrs. Soffientini Emanuela for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 19) Mr. Casamassima Savino for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
 - 20) Mr. Bragadin Marco for no. 51,600 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital, did not issue voting proxies;

Item no. 7 on the agenda (*Appointment of Statutory Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2026-2027-2028*)

- vote in favour of List no. 1 submitted by Delfinances S.A.S. for no. 1,998,929 ordinary shares of Banco BPM, representing 0.132% of the corporate capital;
- vote in favour of List no. 2 submitted by a group of investors for no. 9,222,243 ordinary shares of Banco BPM, representing 0.609% of the corporate capital;
- vote in favour of List no. 3 submitted by a group of shareholders for no. 8,449,866 ordinary shares of Banco BPM, representing 0.558% of the corporate capital;
- vote against in respect of all the lists for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital;
- abstention in respect of all the lists for no. 869,494 ordinary shares of Banco BPM, representing 0.057% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital, did not issue voting proxies;
- no instructions were received for no. 82,187,067 ordinary shares of Banco BPM, representing 5.42% of the corporate capital.

Item no. 8 on the agenda (*Determination of the remuneration of the members of the Board of Directors*)

- vote in favour of the proposal of the Board of Directors for no. 20,935,290 ordinary shares of Banco BPM, representing 1.382% of the corporate capital;
- vote against for no. 48,318 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
- abstention for no. 163,724 ordinary shares of Banco BPM, representing 0.011% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital, did not issue voting proxies;
- no instructions were received for no. 8,158,0267 ordinary shares of Banco BPM, representing 5.384% of the corporate capital.



Item no. 9 on the agenda (*Determination of the remuneration of the members of the Board of Statutory Auditors*)

- vote in favour of the proposal of the Board of Directors for no. 20,925,549 ordinary shares of Banco BPM, representing 1.381% of the corporate capital;
- vote against for no. 40,794 ordinary shares of Banco BPM, representing 0.003% of the corporate capital;
- abstention for no. 181,272 ordinary shares of Banco BPM, representing 0.012% of the corporate capital;
- it should be noted that shareholders holding voting rights for no. 0 ordinary shares of Banco BPM, representing 0.000% of the corporate capital, did not issue voting proxies;
- no instructions were received for no. 81,579,984 ordinary shares of Banco BPM, representing 5.384% of the corporate capital.

For further details regarding the resolutions passed by the Banco BPM Shareholders' Meeting, please refer to the documentation made available on the website of Banco BPM (www.gruppo.bancobpm.it – section: *Corporate Governance - Shareholders' Meetings*).

This communication is simultaneously (i) submitted to Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A., and (ii) published on the website of Banco BPM www.gruppo.bancobpm.it (section: *Corporate Governance > Shareholders' Meeting*), on the website of Georgeson S.r.l. and on the website of the authorized storage mechanism "eMarket Storage" www.emarketstorage.it.

Banco BPM S.p.A.

Fine Comunicato n.1928-55-2026

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