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Oggetto : THE BOD: APPOINTS THE VICE-CHAIRMAN  
EUGENIO ROSSETTI; APPOINTS THE  
MEMBERS OF THE BOARD COMMITTEES;  
VERIFIES THE INDEPENDENCE  
REQUIREMENTS OF DIRECTORS

*Testo del comunicato*

Vedi allegato



## PRESS RELEASE

### THE BOARD OF DIRECTORS:

- **APPOINTS THE VICE-CHAIRMAN EUGENIO ROSSETTI**
- **APPOINTS THE MEMBERS OF THE BOARD COMMITTEES**
- **VERIFIES THE INDEPENDENCE REQUIREMENTS OF DIRECTORS**

Milan, 21 April 2026 – Further to the press release of 16 April 2026, we hereby announce that, today, the Board of Directors of Banco BPM, meeting under the chairmanship of Massimo Tononi, appointed the Vice-Chairman Eugenio Rossetti and the members of the internal committees, as specified below:

**Nominations Committee:** Eugenio Rossetti (Chairman), Marina Mantelli e Domenico Siniscalco;

**Remuneration Committee:** Francesco Mele (Chairman), Alessio Foletti e Alberto Oliveti;

**Internal Control and Risk Committee:** Rossella Leidi (Chairman), Eugenio Rossetti, Silvia Stefini, Costanza Torricelli e Giovanna Zanotti;

**Related Parties Committee:** Giampiero Massolo (Chairman), Marina Mantelli e Luigia Tauro;

**Sustainability Committee:** Frédéric de Courtois (Chairman), Luigia Tauro e Costanza Torricelli.

The Board of Directors also verified the independence requirement set out in Article 20.1.6 of Banco BPM's Articles of Association – which takes into account the provisions of Article 148(3) of the TUF, currently in force, Article 13 of Ministerial Decree 169/2020, and the recommendations contained in the Corporate Governance Code to which Banco BPM adheres – in respect of all its members, confirming their compliance as indicated below:

- Massimo Tononi (Chairman) (\*)
- Giuseppe Castagna (Chief Executive Officer)
- Eugenio Rossetti (Vice-Chairman) (\*)
- Frédéric de Courtois (\*)
- Alessio Foletti (\*\*)
- Rossella Leidi (\*)
- Marina Mantelli (\*)
- Giampiero Massolo (\*)
- Francesco Mele (\*)
- Alberto Oliveti (\*)
- Domenico Siniscalco (\*)
- Silvia Stefini (\*)
- Luigia Tauro (\*)
- Costanza Torricelli (\*)
- Giovanna Zanotti (\*)

(\*) Independent director pursuant to Article 20.1.6 of the Articles of Association and therefore also pursuant to Article 148(3) of the Consolidated Law on Finance (T.U.F.), currently in force, Article 13 of Ministerial Decree 169/2020, as well as the recommendations contained in the Corporate Governance Code.

(\*\*) Independent director pursuant to Article 148(3) of the Consolidated Law on Finance (TUF), currently in force, and Article 13 of Ministerial Decree 169/2020.

The provisions of Article 20.1.5 of the Articles of Association are therefore complied with, which stipulate that at least 8 (eight) members of the Board of Directors must be independent directors as defined in Article 20.1.6 of the Articles of Association. Furthermore, the Board of Directors has established that all its members are able to carry out their duties with independence of judgement.

The Board of Directors assessed the independence requirement of its members on the basis of:

- the information provided by the individuals concerned (in relation to each case provided for in Article 20.1.6 of the Articles of Association and applicable legislation, as well as the criteria identified by a specific Board resolution);
- other information already available to Banco BPM;
- documentation supplied by the competent internal technical structures and made available to the Directors,

considering – as specified by the Corporate Governance Committee – that:

- the cases indicative of a lack of independence listed in the Articles of Association are not to be considered exhaustive, as the substantive element is deemed to take precedence over the mere formal element (i.e. the occurrence of one or more of the circumstances indicative of the presence or absence of independence);
- independence of judgement – demonstrated in the performance of duties – is considered a key factor in assessing the requirement of independence.

It should also be noted that the aforementioned checks on the independence requirement were carried out by the administrative body on the basis of the criteria identified by the Board of Directors, most recently at today's meeting, in order to determine the materiality of the cases referred to in Article 20.1.6, paragraph 1, letters h) and i) of the Articles of Association. In particular, materiality thresholds have been identified in relation to the following cases:

- additional remuneration (including any participation in incentive schemes linked to company performance, including share-based schemes) received by the director in relation to the sum of the following items: i) 'fixed' remuneration for the office, including that attributed by virtue of the specific office held; ii) remuneration, limited to directors, for participation in committees within the Board of Directors of Banco BPM; iii) any attendance allowance for meetings. In any event, this is without prejudice to the decisions adopted by resolution of the Shareholders' Meeting regarding remuneration and incentive policies for members of the Board of Directors;
- direct/indirect relationships, including non-ongoing ones, of a professional and financial nature, including commercial relationships (taking into account the economic and financial situation of the individual concerned) and financial relationships (having regard to the value of the credit facility granted/utilised, its weight relative to the system-wide figure, and the borrower's financial situation).

Furthermore, "indirect" relationships (companies or entities linked to the individual, in addition to close family members as defined in Article 20.1.6 of the Articles of Association) relevant for the purposes of the independence requirement have been identified.

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