



CONSULTATION AGREEMENT AMONG SHAREHOLDERS' OF BANCO BPM S.P.A.

Abstract published by parties to the Consultation agreement pursuant to article 122 of the Italian Legislative Decree 58/98 and of article 129 of the CONSOB regulation no. 11971 of 14 May 1999

Milan, 20 January 2021 – Pursuant to article 129 of the CONSOB regulation no. 11971 of 14 May 1999 ("**Consob Regulation**"), Banco BPM provides the disclosure to the public of the "*Consultation agreement among Shareholders' of Banco BPM S.p.A. – Abstract*", as delivered to Banco BPM and published on the date hereof on the newspaper "*Il Sole 24 Ore*" by the parties to the Consultation agreement (the "**Pact**").

For further information, please refer to such abstract and to the essential information which will be published within the terms required by law on Banco BPM's website (www.gruppo.bancobpm.it section "Investor Relations") pursuant to article 130 of the Consob Regulation.

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CONSULTATION AGREEMENT CONCERNING SHARES OF BANCO BPM S.p.A. – ABSTRACT

Pursuant to art. 122 of Italian Legislative Decree 58/1998 (hereinafter, the “*Consolidated Law on Finance*”) and art. 129 of Consob Regulation no. 11971/1999 (hereinafter, the “*Issuers' Regulation*”), please take note of the following.

1. General information and type of agreement

On 18 January 2021, a preventive consultation agreement was entered into (hereinafter, “*Agreement*”) between several shareholders of Banco BPM S.p.A. (hereinafter also the “*Bank*”). Please note that the Agreement does not place any restriction on the circulation of shares held by participants or on their voting in the Bank’s Shareholders’ Meetings.

2. Indication of the number of shares and the portion of the share capital participating in the agreement

At the date on which it was entered into, the agreement was signed by 4 shareholders, which hold a total of 101,262,932 ordinary shares issued by Banco BPM S.p.A., representing 6.683% of the Bank’s share capital with voting rights.

3. Name of participants

The Agreement was entered into by G.G.G. S.p.A., Calzedonia Holding S.p.A., Mr Sandro Veronesi and Mr Dario Tommasi (also in his capacity as representative of shareholders Sergio Tommasi, Franco Tommasi and Ezio Tommasi).

4. Other information

The Agreement was entered into to enable the participants to: (i) consult with each other on a preventive basis during or, in any event, in view of the Bank’s Shareholders’ Meetings concerning the resolutions proposed to Shareholders; (ii) provide each other with and exchange information on events and situations concerning the Bank; (iii) express assessments and orientations concerning their respective position with respect to the Bank; (iv) examine any initiative to be taken with respect to possible decisions of the Bank which directly or indirectly impact their respective rights or interests. As a result, each party undertakes with respect to the others to establish their own orientations and decisions in consultation in line with the best interests of the Bank, with a view to guaranteeing or ensuring at all times respect for the principle of the sound and prudent management thereof.

The Agreement is entered into for an effective period of three years starting from the date on which it was signed. Its effectiveness is subject to the condition precedent of the fulfilment of the communication and publication obligations set forth by law and the relative implementing secondary legislation. The fulfilment of the above-mentioned condition shall cause its effects to be retroactive to the date on which it is entered into.

5. Indication of the website where basic information about the agreement can be found

Please note that the document containing the basic information provided pursuant to art. 130 of the Issuers’ Regulation may be found on the Bank’s website, at www.gruppo.bancobpm.it, “Investor Relations” section.