

EXTRAORDINARY SHAREHOLDERS' MEETING NOTICE TO CONVENE

Pursuant to art. 22 of the Articles of Association, the Extraordinary Shareholders' meeting shall be convened on first call on Friday, 14 October 2016 at 9 o'clock in Verona, at the head office of Banco Popolare - Società Cooperativa (Piazza Nogara, 2 - Verona), to discuss the following

AGENDA

- 1) Approval of the Merger Plan between Banco Popolare - Società Cooperativa and Banca Popolare di Milano S.c. a r.l., to be implemented through the establishment of a joint-stock company to be named "Banco BPM Società per Azioni", which, among other things, will require the admission to trading of the shares, to be issued by the new company resulting from the merger, on the Italian equity market MTA (Mercato Telematico Azionario), organized and managed by Borsa Italiana S.p.A.. Attendant and consequent resolutions.

Should the meeting fail to reach the legal number, in compliance with art. 22 of the Articles of Association, it shall be held on second call on **Saturday 15 October 2016 at 9 o'clock in Verona, at the Quartiere Fieristico dell'Ente Autonomo Fiere di Verona, Viale dell'Industria**, to discuss the above agenda in compliance with articles 24 and 25 of the Articles of Association.

Illustrated below is the required information pursuant to art.125-bis of Lgs.D. no. 58 of 24/02/1998 (T.U.F.).

ATTENDANCE AT SHAREHOLDERS' MEETINGS AND REPRESENTATION

Pursuant to art. 23 of the Articles of association, Shareholders who were entered in the Shareholders' record at least 90 (ninety) days before and who **at least 2 (two) working days before the meeting's first call, namely by 12 October 2016**, have given "notice" to Banco Popolare through their authorized intermediaries as provided for by art 83-sexies, paragraph 4, of T.U.F. and art. 27 of the joint Order by the Bank of Italy and Consob of 22/02/2008 and following amendments/additions ("Joint Order"), have the right to participate in the Shareholders' meeting.

Registered Shareholders - whose shares are already deposited in a custody and administration account with Banco Popolare or with another bank of the Group, and as such have already been dematerialized - must in any case, under art. 22 of the Joint Order, give specific instructions that the "notice" be issued, and obtain an immediate copy thereof, to be used as admission ticket to the Shareholder's meeting.

For Registered Shareholders whose shares are deposited with other authorized intermediaries, note that, pursuant to the above mentioned art. 22 of the Joint Order, the "notice" instructions must be submitted **by 10 October 2016**, unless the intermediary fixed a different deadline, that must not be prior to the above date, and in any case in compliance with the provision under art. 23 of the Articles of Association, making sure to obtain a copy of the notice. The right to take the floor and to vote at the meeting shall still be valid in the event that the notices have reached Banco Popolare after the above deadline of 12 October 2016, provided they are received before the opening of the proceedings.

Registered Shareholders in possession of shares that have not been dematerialized yet, must turn them in to Banco Popolare or to another Bank of the Group, or to another authorized intermediary for their dematerialization, and give instructions for the issuance of the necessary "notice" to participate in the Shareholders' meeting.

Under the Articles of Association, each Shareholder is entitled to one single vote, irrespective of the number of shares in his/her possession.

Registered Shareholders are entitled to be represented by another Registered Shareholder at the meeting, provided the latter is not a member of the Board of Directors or of the Board of Statutory Auditors, or employee of Banco Popolare, or member of the managing or auditing boards, or employee of the companies directly or indirectly controlled by Banco Popolare, or the auditing firm hired or in charge of the legal auditing of Banco Popolare's accounts, or does not fall under one of the incompatibility cases envisaged by law, and who is in possession of a written proxy valid under the law, duly filled out and whose signature has been authenticated by a public officer or by an employee of Banco Popolare or of one of the banks of the Group. The form at the foot of the "notice" issued to the Shareholder by one of the Group banks or by another authorized intermediary can be used for this purpose, as well as the proxy form made available on Banco Popolare's website www.bancopopolare.it, "Corporate Governance – Shareholders' Meetings" section).

Pursuant to art. 23 of the Articles of Association, **each Registered Shareholder may represent no more than 10 other Registered Shareholders**, with the exception of legal representation.

Pursuant to art. 26 of the Articles of Association, the Chairman of the Board of Directors, in his capacity as Chairman of the Shareholders' Meeting, has full powers – under the Shareholders' Meeting Regulation - to verify the validity of the proxies, and in general the shareholders' actual entitlement to attend the Shareholders' Meeting, so as to verify whether the meeting has been duly formed, and if the legal quorum necessary to pass resolutions has been reached. To this purpose, all Registered Shareholders concerned may deliver their proxies at Banco Popolare's branches **by 12 October 2016**. Proxies submitted after the above deadline or at the Shareholders' meeting must in any case be filled out and authenticated along the same modalities described above.

FORFEITURE OF REGISTERED SHAREHOLDER STATUS

Pursuant to the temporary provision under art. 56 of the current Articles of Association of Banco Popolare, **on 30 September 2016 the transitional term will expire**, introduced by the Extraordinary Shareholders' Meeting with resolution dated 11 April 2015, **aimed at enabling Registered Shareholders holding a number of shares lower than the minimum limit (100 shares) provided for under art. 10 of the Articles of Association, to adjust their shareholding, if desired, to meet the above minimum quantity.**

Hence, whoever on 30 September 2016 is shown to be holding **less than 100 shares** – as resulting from the actual balance of the securities account held with one or more banks of Gruppo Banco Popolare or other intermediaries, including any sales or purchases carried out but not settled yet at that date – **shall be forfeited of their registered shareholder status with Banco Popolare and thus may not participate in this General Meeting of Banco Popolare - Società Cooperativa, even if convened before that date.**

SHARE CAPITAL INFORMATION

The share capital subscribed and paid in by the Company at the date of this notice totals Euro 7,089,340,067.39, subdivided into no. 827,760,910 shares. No shares or other securities have been issued, that limit the voting rights. At the date of this notice, Banco holds no. [60.808] own shares, primarily for the implementation of prior shareholders' resolutions.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Registered Shareholders, representing no less than 1/80 of total Shareholders with voting rights, may ask in writing, within ten days of publication of this notice calling the shareholders' meeting, for additions to the list of items on the Meeting's agenda (with the exception of matters to be resolved by the General Meeting, under the law, proposed by the board of directors or based on a project or report submitted by the latter, other than those specified in art. 125-ter, paragraph 1, T.U.F.), specifying in the request the additional subject-matters they propose, pursuant to art. 22, paragraph 3, of the Articles of Association, or proposing new resolutions on items already on the agenda, in compliance with art. 126-bis T.U.F.. Shareholders with voting rights may individually present proposed resolutions in the shareholders' meeting. The written request must be either (i) delivered or sent by registered mail to Banco Popolare's Corporate Secretary Office in Piazza Nogara, 2 – 37121 Verona, or (ii) by e-mail at the certified e-mail address segreteria@pec.bancopopolare.it.

Registered Shareholders requesting an addition to the agenda or proposing new resolutions on subject-matters already on the agenda shall prepare a report explaining the reasons for the proposed resolutions on new subject-matters they are putting forward for discussion or the reason for the additional resolution proposals on matters already on the agenda. The report shall be sent to the board of directors within the 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 any additional assessment, upon publishing the notice of the additions to the agenda or the presentation of new proposed resolutions, along the procedures prescribed by current regulations.

Registered Shareholders' signatures must be certified by a notary public or by duly authorized employees of Banco Popolare or of the banks of the Group. The legitimacy to exercise the right is attested by filing a copy of the notice or of the certification issued by the intermediary under current legal and regulatory provisions.

Any additions to the agenda or the proposal of additional resolutions on items already on the agenda are disclosed along the same procedure prescribed for the publication of the notice calling the meeting, at least ten days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public along the procedures prescribed by current regulations, upon publishing the notice of the presentation.

RIGHT OF WITHDRAWAL

The approval of the merger plan by the Registered Shareholders at the Extraordinary General Meeting of Banco Popolare would trigger the right of withdrawal in favor of Registered Shareholders and Ordinary Shareholders who did not partake in the resolution pursuant to art. 2437 of the civil code. The effectiveness of the withdrawal, in case of exercise, shall be subject to the effectiveness of the merger. The actual liquidation of shares under withdrawal that will not be purchased by entitled investors as part of the pre-emptive offer or that will not be placed on the market, pursuant to art. 2437-*quater*, paragraphs 1 to 4, of the civil code, shall be subject to the limits and constraints provided for by Law no. 33, of 24 March 2015, and art. 15, paragraph 2, of the Articles of Association of Banco Popolare, as explained in greater detail in the Report of the Board of Directors of Banco Popolare prepared pursuant to art. 2501-*quinquies* of the civil code, to which you may refer.

The unit liquidation value of any Banco Popolare shares under withdrawal has been calculated, in compliance with art. 2437-ter, paragraph 3, of the civil code, by referring exclusively to the arithmetic mean of the closing stock prices over the six months prior to the publication date of this notice to convene, and shall be communicated in accordance with the terms and procedures set forth by applicable legal or regulatory requirements.

DOCUMENTATION

The documentation on the only item on the agenda, in particular the documents pursuant to art. 2501-*septies* of the civil code, to be published before the General Meeting, shall be made available to the public at Banco Popolare's head office and at Borsa Italiana, and shall be published on the website (www.bancopopolare.it, "Corporate Governance – Shareholders' Meetings" section), as well as on the website of the authorized central storage mechanism www.emarketstorage.com, in compliance with the terms and procedures under the law. Registered Shareholders are entitled to receive a copy of the documents once they have been regularly filed. The Information Document on the merger, prepared pursuant to and by effect of art. 70, paragraph 6, of the Regulation passed with Consob Resolution no. 11971, of 14 May 1999, and following amendments and additions, shall be made available to the public at the head office of Banco Popolare along the procedures required by current regulations, at least fifteen days prior to the General Meeting's first call.

In compliance with art. 125-bis T.U.F. and art. 22 of the Articles of Association, in addition to the modalities described above, this notice to convene is published on the daily newspapers "Il Sole 24 Ore" and "MF".

Verona, 12 September 2016

On behalf of the BOARD OF DIRECTORS
The Chairman
(Avv. Carlo Fratta Pasini)