



NOTICE TO CONVENE THE ORDINARY SHAREHOLDERS' MEETING

Pursuant to articles 13 and 43 of the Articles of Association, the Ordinary Shareholders' Meeting of Banco BPM S.p.A. shall be convened on single call on **Saturday, 8 April 2017, at 9 o'clock, in Novara, at Complesso Sportivo Comunale del "Terdoppio", Piazzale degli Sport Olimpici, 2** to discuss the following

AGENDA

- 1) Approval of the 2016 Annual Reports of Banco Popolare - Società cooperativa and of Banca Popolare di Milano - Società cooperativa a responsabilità limitata, inclusive of the executive reports prepared by the Board of Directors and the Board of Statutory Auditors of Banco BPM S.p.A., as well as of the reports prepared by the Auditing firm of Banco Popolare - Società cooperativa and of Banca Popolare di Milano - Società cooperativa a responsabilità limitata; presentation of the consolidated financial statements of Gruppo Banco Popolare and of Gruppo Bipiemme - Banca Popolare di Milano. Relevant and consequent resolutions.
- 2) Resolutions on remuneration and incentive policies: approval of the report in compliance with current legal provisions. Relevant and consequent resolutions.
- 3) Banco BPM S.p.A. share-based compensation plans: annual incentive scheme (2017) and three-year incentive scheme (2017-2019). Relevant and consequent resolutions.
- 4) Authorization request for the purchase and sale of own shares. Relevant and consequent resolutions.
- 5) Adoption of the General Meeting Rules. Relevant and consequent resolutions.

Please find below all necessary information in compliance with art. 125-bis of Lgs.D. 24/02/1998, no. 58 and following amendments (T.U.F.).

ATTENDANCE AT SHAREHOLDERS' MEETINGS AND REPRESENTATION

All shareholders with voting rights who, within the prescribed time limits under the law (5 April 2017, third trading day prior to the date of the General Meeting), have duly sent to the Company the intermediary's notification, certifying that they are entitled to participate in the Shareholders' Meeting and to exercise their voting rights, have the right to participate in the Shareholders' Meeting.

In compliance with art. 83-sexies of T.U.F. and art. 22 of the joint Order by the Bank of Italy and Consob of 22/02/2008 and following amendments/additions ("Joint Order"), this notification to the Bank shall be based on the records at the end of the accounting day of the seventh trading day prior to the date of the General Meeting (**30 March 2017 - "record date"**).

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

Shareholders - whose shares are already deposited in a custody and administration account with the Parent Company Banco BPM S.p.A. or with BPM S.p.A. 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 by **3 April 2017** that the notification be issued, and obtain an immediate copy thereof, to be used as admission ticket to the Shareholder's meeting.

For Shareholders whose shares are deposited with other authorized intermediaries, note that, pursuant to the above mentioned art. 22 of the Joint Order, the notification instructions must still be submitted no later than 3 April 2017, making sure to obtain a copy of the notification.

The right to attend and to vote at the meeting shall still be valid in the event that the notifications have reached the Company after the above deadline of 5 April 2017, provided they are received before the opening of the meeting.

Shareholders in possession of shares that have not been dematerialized yet, must turn them in to Banco BPM S.p.A. or to another Bank of the Group, or to other authorized intermediary for their dematerialization, and give instructions for the issuance of the notification to participate in the Shareholders' meeting.



Shareholders with voting rights are entitled to be represented by proxy at the Meeting, under the law, and for this purpose may use the proxy form at the foot of the notification issued to the Shareholder by one of the Group banks or by another authorized intermediary, or the facsimile of the proxy form available on the Company's website (www.bancobpm.it - "Corporate Governance – Shareholders' Meetings" section) or at the Head office of Banco BPM S.p.A. (Affari Societari di Gruppo, Piazza Filippo Meda, 4 - 20121 Milan).

A proxy may also be appointed via electronic document signed with an e-signature pursuant with art. 21, paragraph 2, of Lgs.D. n. 82, 7 March 2005.

The Chairman of the Board of Directors, in his capacity as Chairman of the Shareholders' Meeting, has full powers, also via staff appointed specifically for this task, to verify the validity of the proxies, and in general the shareholders' actual entitlement to attend the Shareholders' Meeting and to cast their vote, so as to verify whether the meeting has been duly formed, and if the quorum has been reached.

To this purpose, all Shareholders concerned may (i) deliver their paper proxies at the branches of Banco BPM S.p.A. or BPM S.p.A., or (ii) notify the proxies by certified e-mail, at the address assembleasoci@pec.bancobpm.it, no later than **6 April 2017**.

In the event that copy of the proxy form is delivered or presented to the Company by the proxies, upon registering to attend the shareholders meeting they will have to attest under their own responsibility the conformity of the copy to the original proxy form and the identity of the holder.

Proxies submitted after the above deadline or at the Shareholders' meeting must in any case be filled out along the same modalities described above.

PROXY DESIGNATED BY THE COMPANY

The proxy may also be given free of charge – supplemented with voting instructions on all or some of the proposals on the agenda – to Società per Amministrazioni Fiduciarie Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, in its capacity as "Designated Proxy" pursuant to art. 135-undecies of T.U.F., by the end of the second trading day prior to the General Meeting date (hence no later than 6 April 2017). 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.

To give one's proxy to the Designated Proxy, please use the specific form available on the website (www.bancobpm.it - "Corporate Governance – Shareholders' Meeting" section). If necessary, a paper proxy form will be sent, provided a request is submitted to Spafid S.p.A. assemblee@pec.spafid.it or Banco BPM S.p.A. (Affari Societari di Gruppo – toll-free number 800.013.090).

The original proxy form, complete with the voting instructions for the Designated Proxy, must be submitted by the above deadline of 6 April 2017, to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. "Delega Assemblea BPM 2017", either by hand-delivering it during office hours (from 9:00 a.m. to 05:00 p.m.) or by sending it by registered mail with return receipt or courier service. Without prejudice to the delivery of the original proxy form complete with voting instructions, the proxy may also be notified via e-mail at the certified e-mail address assemblee@pec.spafid.it. Sending the proxy form, signed with a digital signature under the law, to the above certified e-mail address meets handwriting requirements.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Shareholders, who even jointly represent no less than 1/40 of the share capital, may ask in writing, within ten days of publication of this notice calling the shareholders' meeting (18 March 2017), 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. 13.3 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 sent to the Company by registered mail (Affari Societari di Gruppo, Piazza Filippo Meda, 4 - 20121 Milan) or by certified e-mail at the certified e-mail address assembleasoci@pec.bancobpm.it.

The legitimacy to exercise the right is attested by filing a copy of the notification or certification issued by the intermediary under current legal and regulatory provisions.

Shareholders requesting the 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 submitting to the 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 own 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.

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 fifteen days prior to the date scheduled for the General Meeting (23 March 2017). 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 TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Shareholders with voting rights may ask questions on items on the agenda even before the General Meeting, by sending them no later than the third day prior to the date of the General Meeting (5 April 2017) by certified e-mail at the address assembleasoci@pec.bancobpm.it or by mail to Banco BPM S.p.A., Affari Societari di Gruppo, Piazza Filippo Meda, 4 – 20121 Milan.

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 General Meeting, it will be sufficient to specify the notification reference details or at least the name of the intermediary in the application.

Questions that are relevant to the items on the agenda shall be answered under the law during the General Meeting at the latest. The Company may provide a comprehensive answer to questions covering the same content.

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 par value. At the date of this notice, the Company does not hold any own shares.

DOCUMENTATION

The executive reports on each of the items on the agenda, as well as any other document, including the proposed resolutions, to be published before the General Meeting, shall be made available to the public at the head office of Banco BPM S.p.A. and at Borsa Italiana S.p.A., and shall be published on the corporate website (www.bancobpm.it, "Corporate Governance – Shareholders' Meeting" 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.

Shareholders are entitled to receive a copy of the documents once they have been regularly filed, upon request to be sent to Banco BPM S.p.A. (Affari Societari di Gruppo – toll-free number 800.013.090, certified e-mail address assembleasoci@pec.bancobpm.it).

To receive additional information on the procedure to attend the General Meeting, please contact Banco BPM S.p.A. (Affari Societari di Gruppo, Piazza Filippo Meda n. 4 – 20121 Milano), or call the toll-free number 800.013.090 in working days from 9 a.m. to 5 p.m., or, send a request to the certified e-mail address assembleasoci@pec.bancobpm.it.

In compliance with articles 125-bis T.U.F. and 13.4 of the Articles of Association, this notice to convene – prepared also under art. 84 of Consob's Regulation 11971/99 and following amendments (Issuers Regulation) – is published in full on the corporate website (www.bancobpm.it, "Corporate Governance – Shareholders' Meeting" section), and an abridged version is published on the daily newspapers "Il Sole 24 Ore" and "MF".

Verona, 28 February 2017

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