

Banco BPM S.p.A. –Shareholders’ Meeting April 4th, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17th, 2020

Pursuant to Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16th, 2020 and published on Italian Gazzetta Ufficiale on March the 17th, 2020 and as stated in the notice of call integration of Banco BPM S.p.A. Shareholders’ Meeting on Aprile 4th, 2020, published on March 20th, 2020, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to bancobpm@pecserviziotitoli.it. Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 011 0923227 from 9:00 a.m. to 6 p.00 pm from Monday to Friday or by e-mail to sedeto@computershare.it.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

* mandatory information

The undersigned *..... Place of birth *..... Date of birth*.....

Tax code *.....

Resident in (town/city) *..... at (street / address) *.....

telephone no *, e-mail

(2) entitled to exercise the voting right as: · registered share holder - · legal rapresentative – · attorney/proxy holder with authority to sub-delegate · pledgee –

· Taker in - · beneficiary interest holder - · official receiver– · manager – · other (specify)

for no*..... of ordinary shares **Banco BPM (ISIN IT0005218380)**

(3) registrated in the name ofPlace of birth *.....Date of birth *.....

C. F./ Partita IVA (o altro codice equivalente)

Resident in (town/city) *..... at (street / address) *.....

(4)Registered in the securities account no.....At..... Bank code (ABI)..... Branch code (CAB).....

(5)as resulting from communication no. Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **Banco BPM S.p.A.** Ordinary and Extraordinary called for April 4th, 2020, with reference to the above mentioned shares, in accordance with the instructions provided and

DECLARES that he/she is aware that

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out;
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by Banco BPM S.p.A. before the start of the works of the meeting works

DATE Form of identification (6) (type)* Issued by * no. * SIGNATURE

Banco BPM S.p.A. –Shareholders’ Meeting April 4th, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17th, 2020

VOTING INSTRUCTION

RESOLUTIONS TO BE VOTED (7)	VOTING INSTRUCTION
-----------------------------	--------------------

Ordinary part

<p>1. (item 1 of agenda) Approval of the Annual Report as at 31 December 2019 of Banco BPM S.p.A., inclusive of the reports prepared by the Board of Directors, the Board of Statutory Auditors and the Auditing firm.</p> <p>Section A – vote for resolution proposed by the Board of Directors</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; height: 20px;"></td> <td style="width: 33%;"></td> <td style="width: 33%;"></td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>				F	C	A
F	C	A					
<p>2. (item 2 of agenda) Resolutions on profit allocation and distribution.</p> <p>Section A – vote for resolution proposed by the Board of Directors</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; height: 20px;"></td> <td style="width: 33%;"></td> <td style="width: 33%;"></td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>				F	C	A
F	C	A					
<p>3. (item 3 of agenda) Decisions regarding the remuneration and incentive policies; approval of the report in compliance with current legal provisions. Relevant and consequent resolutions.</p> <p>- Approval of the remuneration policy</p> <p>Section A – vote for resolution proposed by the Board of Directors</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; height: 20px;"></td> <td style="width: 33%;"></td> <td style="width: 33%;"></td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>				F	C	A
F	C	A					
<p>4. (item 3 of agenda) Decisions regarding the remuneration and incentive policies; approval of the report in compliance with current legal provisions. Relevant and consequent resolutions.</p> <p>- Approval of the remuneration paid</p> <p>Section A – vote for resolution proposed by the Board of Directors</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; height: 20px;"></td> <td style="width: 33%;"></td> <td style="width: 33%;"></td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>				F	C	A
F	C	A					
<p>5. (item 4 of agenda) Approval of the criteria to calculate any amount to be recognized in case of early termination of employment or office, including the caps set to said amounts. Relevant and consequent resolutions.</p> <p>Section A – vote for resolution proposed by the Board of Directors</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; height: 20px;"></td> <td style="width: 33%;"></td> <td style="width: 33%;"></td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>				F	C	A
F	C	A					
<p>6. (item 5 of agenda) Banco BPM S.p.A share-based compensation plans: annual incentive scheme (2020). Relevant and consequent resolutions.</p> <p>Section A – vote for resolution proposed by the Board of Directors</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; height: 20px;"></td> <td style="width: 33%;"></td> <td style="width: 33%;"></td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>				F	C	A
F	C	A					
<p>7. (item 6 of agenda) Authorization request for the purchase and sale of own shares to implement the Banco BPM S.p.A. share-based compensation plans. Relevant and consequent resolutions.</p> <p>Section A – vote for resolution proposed by the Board of Directors</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; height: 20px;"></td> <td style="width: 33%;"></td> <td style="width: 33%;"></td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>				F	C	A
F	C	A					

Banco BPM S.p.A. –Shareholders’ Meeting April 4th, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17th, 2020

8. (item 7 of agenda) Appointment of the members of the Board of Directors for financial years 2020-2021-2022, including the Chairman and Vice Chairman.	
Section A – vote For the list with the number to be fill in the side box or vote Contrary/Abstention to all lists (9)	<input style="width: 30px; height: 20px;" type="text" value="N..."/> <input style="width: 30px; height: 20px;" type="text" value="C"/> <input style="width: 30px; height: 20px;" type="text" value="A"/>

9. (item 8 of agenda) Appointment of the Auditors and Chairman of the Board of Statutory Auditors for financial years 2020-2021-2022.	
Section A – vote For the list with the number to be fill in the side box or vote Contrary/Abstention to all lists (9)	<input style="width: 30px; height: 20px;" type="text" value="N..."/> <input style="width: 30px; height: 20px;" type="text" value="C"/> <input style="width: 30px; height: 20px;" type="text" value="A"/>

10. (item 9 of agenda) Compensation of the members of the Board of Directors	
Section A – vote for resolution proposed by the Board of Directors	<input style="width: 30px; height: 20px;" type="text" value="F"/> <input style="width: 30px; height: 20px;" type="text" value="C"/> <input style="width: 30px; height: 20px;" type="text" value="A"/>

11. (item 10 of agenda) Compensation of Statutory auditors.	
Section A – vote for resolution proposed by the Board of Directors	<input style="width: 30px; height: 20px;" type="text" value="F"/> <input style="width: 30px; height: 20px;" type="text" value="C"/> <input style="width: 30px; height: 20px;" type="text" value="A"/>

Extraordinary part

12. (item 1 of agenda) Proposed amendments to articles 1.3., 5.2., 5.3., 5.4., 10.1., 11.3., 11.4., 12.1., 12.2., 17.1., 20.1.1., 20.1.6., 20.3.6., 20.4.2., 20.8., 20.8.1., 20.11.1., 20.11.4., 23.1.2., 23.5.1., 24.2.1., 24.2.2., 24.4.1., 25.1., 26., 27., 28., 28.1., 29.1., 29.2., 30.1., 30.2., 30.3., 30.4., 31.1., 31.2., 31.3., 32.1., 32.2., 32.3., 32.4., 32.5., 33.1., 33.2., 33.3., 33.4., 33.5., 33.6., 33.7., 34.1., 35.1., 35.2., 35.3., 35.4., 35.5., 36.1., 36.2., 36.3., 36.4., 36.5., 36.6., 36.7., 36.8., 36.9., 36.10., 36.11., 37.1., 37.2., 37.3., 37.4., 37.5., 37.6., 37.7., 37.8., 37.9., 37.10., 37.11., 37.12., 37.13., 38.1., 38.2., 38.3., 38.4., 38.5., 38.6., 38.7., 38.8., 38.9., 39.1., 40.1., 40.2., 41.1., 41.2., 42.1., 43.1., 44., 45., 46. of Banco BPM’s Articles of Association.	
Section A – vote for resolution proposed by the Board of Directors	<input style="width: 30px; height: 20px;" type="text" value="F"/> <input style="width: 30px; height: 20px;" type="text" value="C"/> <input style="width: 30px; height: 20px;" type="text" value="A"/>

Derivative action against Directors	
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote C – against)</i>	<input style="width: 30px; height: 20px;" type="text" value="F"/> <input style="width: 30px; height: 20px;" type="text" value="C"/> <input style="width: 30px; height: 20px;" type="text" value="A"/>

DATE

SIGNATURE

Banco BPM S.p.A. –Shareholders’ Meeting April 4th, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17th, 2020

Instructions for filling in and submitting the form

1. The **Proxy form** must be notified to the Company (together with a valid ID document and the documentation providing proof of the signatory power as per the following point) via the Appointed Representative together with the **Voting Instructions reserved to him**, using one of the following alternative methods:
 - as an attachment in PDF format to an e-mail sent to bancobpm@pecserviziitolitoli.it from a secure (certified) e-mail box pursuant with the Italian "digital code law" failing that, from a standard e-mail box, even if it is a legal person;
 - by e-mail to sedeto@computershare.it.

If the delegating party do not have a its own secure (certified) e-mail, the original version of the proxy, of the instructions and a copy of the related documentation must be sent to Computershare S.p.A.'s office at via Nizza 262/73, 10126 Turin, as soon as the COVID-19 (CoronaVirus) health emergency containment measures issued by the competent authorities will no longer be effective.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.gruppobancobpm.it.

Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).

8. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
9. Indicate the number of the list (as provided on the Company website) that you want to vote "for" or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists. If only one list is presented, the voting instructions will relate to that one.

Banco BPM S.p.A. –Shareholders’ Meeting April 4th, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17th, 2020

INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

1. PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- **contractual obligations**: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- **legal obligations**: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

2. THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

3. DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of "treatment" pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated. The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

4. RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.