

**PROXY FORM FOR
GENERAL SHAREHOLDERS MEETING OF BANCO BPM SPA
SATURDAY, 8 APRIL 2017**

**Banco BPM S.p.A.
Affari societari di Gruppo
Piazza Filippo Meda, 4
20121 Milano**

I, the undersigned Stockholder, _____, born in
_____ on _____ tax code
resident in/headquartered in _____

or

business/company name _____
registered office in _____
tax code no.

HEREBY DESIGNATE

Mr./Ms. _____ born in
_____ on _____ tax code
resident in _____

as my proxy at the General Shareholders Meeting of Banco BPM S.p.A. to be held on Saturday, 8 April 2017 (on single call) with respect to:

- number _____ shares of stock in Banco BPM S.p.A. deposited with the intermediary _____

who may be replaced by

Mr./Ms. _____ born in _____ on _____
tax code
resident in _____

Report the details of a valid identity document of the signatory; in case the proxy-giver is a Company, report the details and office held by the signatory (e.g. *Chairman, Chief Executive Officer, etc.*):

ID card (type) _____ issued by _____
no. _____

The proxy-holder may name a substitute pursuant to art. 135-novies of Lgs.D. no. 58/98.

Place and Date of Signing _____

Signature of the Stockholder: _____

Pursuant to article 13 of Lgs.D. 196/2003, the data contained in the proxy form shall be processed by Banco BPM S.p.A. – the data controller – in digital and paper format, to manage the meeting proceedings.
Personal data may be processed by authorized individuals, in their capacity as Data controllers or Processors, to pursue the above mentioned purposes; the data may be communicated to specific individuals in compliance with legal, regulatory or EU requirements, or based on instructions issued by Authorities so authorized by law or by supervisory and control boards. The submission of personal data is mandatory to pursue the above mentioned purposes. Refusal by the data subject to submit personal data shall prevent the proxy-holder from attending the General Meeting.
The data subject is entitled to know, at any time, what personal data is being stored with Banco BPM S.p.A., its source and how it is used. The data subject is also entitled to require that the data be updated, rectified, supplemented or erased, to request its block and object to its processing by submitting a written application to the Data controller of Banco BPM S.p.A. addressed to: Affari Societari di Gruppo - Piazza Meda 4, 20121 Milano.

I herewith declare I have read the Privacy Policy as per art. 13 of Lgs.D. 196/2003.

Signature of the Stockholder _____

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How to complete and lodge your proxy

This proxy form must be signed and the original delivered to the proxy-holder, who shall lodge it with the Company.

The proxy-holder must lodge the original proxy form with the Company when registering upon arriving at the general meeting venue, or lodge/send a copy of the proxy, even on digital media, certifying the conformity with the original and the identity of the proxy-giver pursuant to article 135-novies of Lgs.D. no. 58/98.

The proxy form can be notified to the Company via e-mail at the e-mail address assembleasoci@pec.bancobpmspa.it

The Shareholders concerned may lodge the proxy forms they have received in hard-copy with the branches of Banco BPM S.p.A. or BPM S.p.A.

The proxy form must contain the following data:

- *surname and name of the proxy-giver, if an individual;*
- *business/company name of the proxy-giver, if a company;*
- *surname, name and personal data of the proxy-holder, or business/company name.*
In the event of conflicts of interest with the proxy-holder or the substitutes, if applicable, the designation of the proxy is permitted only if the terms and conditions set out by art. 135-decies of Lgs.D. no. 58/98 are complied with, namely the replacement of a proxy-holder in conflict of interest is allowed only if the substitute has been indicated by the stockholder.
- *the name of the intermediary with whom the shares are deposited;*
- *surname and name or business/company name of the signatory of the proxy-form, entitled to exercise voting rights;*
- *surname and name or business/company name of the stockholder, if different from the person entitled to exercise voting rights;*
- *details of a valid id document of the signatory of the proxy-form.*

The proxy is deemed valid only on condition that Banco BPM S.p.A. receives a notice certifying the legitimacy to participate and to exercise the voting rights, issued by the authorized intermediary and on request of the entitled party.