



## NOTICE TO CONVENE THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Pursuant to articles 13 and 43 of the Articles of Association, the Ordinary and Extraordinary Shareholders' Meeting of Banco BPM S.p.A. shall be convened on single call on **Saturday, 4 April 2020, at 9 o'clock, in Milan, at MiCo – Milano Congressi**, Gate 4, Viale Scarampo/Via B. Colleoni, to discuss and resolve on the following

### AGENDA

#### Ordinary meeting

- 1) 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. Presentation of the consolidated financial statements of Gruppo Banco BPM.
- 2) Resolutions on profit allocation and distribution.
- 3) Decisions regarding the remuneration and incentive policies; approval of the report in compliance with current legal provisions. Relevant and consequent resolutions.
- 4) 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.
- 5) Banco BPM S.p.A share-based compensation plans: annual incentive scheme (2020). Relevant and consequent resolutions.
- 6) 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.
- 7) Appointment of the members of the Board of Directors for financial years 2020-2021-2022, including the Chairman and Vice Chairman.
- 8) Appointment of the Auditors and Chairman of the Board of Statutory Auditors for financial years 2020-2021-2022.
- 9) Compensation of the members of the Board of Directors.
- 10) Compensation of Statutory auditors.

#### Extraordinary meeting

- 1) 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.

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

#### **ATTENDANCE AT SHAREHOLDERS' MEETINGS AND PROXY**

All shareholders with voting rights, who within the third trading day prior to the date of the General Meeting, i.e., by **1 April 2020**, 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, are entitled to participate in the Shareholders' Meeting.

In compliance with art. 83-sexies of T.U.F. and art. 42 of the joint order on post-trading issued by Consob and the Bank of Italy on 13/08/2018 ("Joint Order"), the intermediary's 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 (**26 March 2020 – "record date"**).

#### **BANCO BPM S.p.A.**

Capogruppo del Gruppo Bancario BANCO BPM  
Sede Legale: Piazza F. Meda, 4 - 20121 Milano - Tel. 02 77001  
Sede Amministrativa: Piazza Nogara, 2 - 37121 Verona - Tel. 045 8675111  
www.bancobpm.it

Capitale Sociale al 6.4.2019 Euro 7.100.000.000,00 int. vers. - ABI 05034  
C.F. e Iscr. al Registro delle Imprese di Milano n.09722490969 - Rappresentante  
del Gruppo IVA Banco BPM Partita IVA 10537050964 - Aderente al Fondo  
Interbancario di Tutela dei Depositi e al Fondo Nazionale di Garanzia  
Iscritto all'Albo delle Banche della Banca d'Italia e all'Albo dei Gruppi Bancari



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

The right to attend and vote at the meeting shall still be valid in the event that the notifications have reached the Company after the above deadline of 1 April 2020, provided they are received before the opening of the meeting.

Shareholders - whose shares are already deposited in a custody and administration account with the Parent Company Banco BPM S.p.A. or with Banca Aletti & C. S.p.A., and as such have already been dematerialized - must in any case, under art. 42 of the Joint Order, give specific instructions by **1 April 2020** that the notification be issued, and obtain an immediate copy thereof, to be used as admission ticket to the Shareholders' meeting.

For Shareholders whose shares are deposited with other authorized intermediaries, note that, pursuant to the above-mentioned art. 42 of the Joint Order, the notification instructions must still be submitted **no later than 1 April 2020**, making sure to obtain a copy of the notification.

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 another 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](http://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).

To this purpose, all Shareholders concerned may:

- (i) deliver their hard-copy proxies to the branches of Banco BPM S.p.A or Banca Aletti & C. S.p.A. **by 1 April 2020**;  
or
- (ii) send the proxies by certified electronic mail, to [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it), **by 2 April 2020**.

In the event that a copy of the proxy form is delivered or presented to the Company by the proxy holders, 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.

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.

#### **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 the company Computershare S.p.A. 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 (**2 April 2020**). 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](http://www.bancobpm.it) - "Corporate Governance – Shareholders' Meeting" section). If necessary, a paper proxy form will be sent, provided a request is submitted to Computershare S.p.A. by calling tel. no. 0110923200, or Banco BPM S.p.A. (Affari Societari di Gruppo – toll-free no. 800.013.090).

The proxy form, complete with the voting instructions for the Designated Proxy, must be submitted by the above deadline of 2 April 2020, to one of the following addresses:

- (i) in electronic PDF format, sent to [bancobpm@pecserviziotitoli.it](mailto:bancobpm@pecserviziotitoli.it) provided that the shareholders, even when legal entities, send it through their certified electronic mail, or otherwise, sign the electronic document with an advanced, qualified or digital signature, or
- (ii) by fax to tel. no. 011 0923202, or
- (iii) by sending the original proxy form to Computershare S.p.A., Via Nizza 262/73, 10126, Turin.

#### **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, **by 2 March 2020** (within ten days of the publication of this notice calling the shareholders' meeting), to make 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 additional 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 to the certified e-mail address [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it).

The entitlement to exercise the right is attested by filing a copy of the notification or certification issued by the intermediary under art. 43 of the Joint Order.

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 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 (19 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 fifth day prior to the date of the General Meeting (**30 March 2020**) by certified e-mail to the address [assembleasoci@pec.bancobpm.it](mailto:assembleasoci@pec.bancobpm.it) or by delivering them in a sealed envelope to Banco BPM S.p.A., Piazza Filippo Meda, 4 - 20121 Milan, for the attention of Affari Societari di Gruppo.

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 numbers 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.

### **APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS AND OF THE BOARD OF STATUTORY AUDITORS**

The resolutions regarding the appointment of members of the Board of Directors and of the Board of Statutory Auditors under items 7 and 8 of the agenda of the ordinary general meeting shall be passed in compliance with the current applicable laws and regulations and with the provisions of the Articles of association of Banco BPM (article 20 for the appointment of directors and articles 35, 36, 37 for the appointment of the auditing board).

The election shall be based on a list of candidates to be submitted along the following procedures: the shareholders are called to elect 15 (fifteen) Directors, even among non-shareholders, including a Chairman and a Vice-Chairman, 5 (five) standing Auditors and 3 (three) alternate Auditors.

The term of office for the Board of Directors and the Board of Statutory Auditors is 3 financial years and it shall expire at the date of the General meeting called to approve the annual report as at 31 December 2022.

#### **Entitlement to present lists**

The election of the members of the Board of Directors for financial years 2020 - 2022 shall be based on lists – where candidates are assigned a progressive numbering – which can be submitted by (i) the Board of Directors (the “List of the Board”); (ii) by one or more shareholders jointly holding at least a 1% (one per cent) stake in the share capital of Banco BPM and entitled to vote in the ordinary General meeting (the “List of Shareholders”); (iii) by one or more shareholders who are both employees working for Banco BPM or one of its subsidiaries, and jointly hold at least a 0.12% (zero point twelve per cent) stake in the share capital of Banco BPM (the “List of Employee-Shareholders”).

The election of the members of the Board of Statutory Auditors for financial years 2020 - 2022 shall be based on lists – where candidates are assigned a consecutive numbering – to be submitted by one or more shareholders with voting rights who, either individually or jointly, hold a stake of at least 1% (one per cent) in the share capital of Banco BPM.

Shareholders who have been issued the notification pursuant to art. 43 of Consob's and the Bank of Italy's Joint order on post-trading of 13/08/2018 (the “Joint Order”) and to art. 83-sexies of Lgs.D. no. 58/1998 ( “TUF”) and related implementation rules, are entitled to present lists for the appointment of the members of the Board of Directors and of the Board of Statutory Auditors, in compliance with the requirements described above.

#### **List composition**

The composition of the Board of Directors must ensure the gender balance in accordance with current applicable regulations. Pursuant to current regulations, the less-represented gender shall hold at least two fifths of the seats on the board of directors for six consecutive terms.

The List of the Board must comply with the following requirements:

- it must list 15 (fifteen) candidates;
- the first two names on the list shall indicate the candidate for the office of Chairman of the Board of Directors, first on the list, and the candidate to be proposed to the Board of Directors for the office of Chief Executive Officer, second on the list;
- the third name on the list will indicate the candidate for the office of Vice-Chairman of the Board of Directors.

The composition of the List of the Shareholders and the List of Employee-Shareholders does not need to comply with the requirements set forth for the List of the Board. It is therefore possible to submit lists with less than 15 (fifteen) candidates, provided that:

- the lists with 3 (three) or more candidates shall include candidates of different genders, in order to ensure that the composition of the Board of Directors complies with the gender balance provided for under the current applicable laws and regulations;
- they shall also include candidates who meet the independence requirements under art. 20.1.6. of the Articles of association: at least 7 (seven) candidates when the list comprises 15 (fifteen) candidates, or at least half of the listed candidates (rounding it down if the first decimal point is equal or below 5, or up in all other cases) if the list contains less than 15 (fifteen) candidates.

The composition of the Board of Statutory Auditors shall ensure the gender balance in compliance with current applicable regulations. Pursuant to current regulations, the less-represented gender shall hold at least two-fifths of the elected standing Auditors seats for six consecutive terms.

Under the relevant by-law provisions, the list must meet the following requirements:

- the list, divided into two sections, one for candidates for the office of Standing auditor and one for candidates for the office of Alternate auditor, shall indicate a number of candidates not exceeding the number of Statutory Auditors to be appointed, listed along a progressive numbering;
- a list which, considering both sections, has 3 (three) or more candidates, shall include also candidates of different gender, so as to ensure that the composition of the Board of Statutory Auditors complies with the gender balance applicable laws.

#### **List filing procedure and documents to be filed**

Each shareholder may submit, either individually or jointly, only one list of candidates, even if through a third party. Shareholders belonging to the same corporate group – i.e., the parent company, the subsidiaries and the affiliates – and shareholders party to a shareholders' agreement under art. 122 del TUF regarding Banco BPM's stock cannot submit or vote more than one list, even if through a third party or a fiduciary company.

Each candidate may only be included in one list, under penalty of ineligibility.

The ownership of the minimum shareholding required to present candidate lists shall be determined based on the shares recorded in favor of the single shareholder, or of a group of joint shareholders, on the date the lists are filed with Banco BPM.

The certification of the number of owned shares required to submit lists may be delivered to the Bank even after the filing of the lists, provided that it is delivered **by the list publication deadline, on 13 March 2020, when Banco BPM will proceed with the publication of the lists** (21 days before the date of the General meeting).

For the election of the Board of Directors, the following documents shall be filed alongside each list:

- exhaustive information on the personal and professional characteristics of the candidates indicated in the list (for example including but not limited to: curriculum vitae, copy of an identity document, certificate of residence or equivalent document);
- the statements by the candidates that they accept the candidacy, and attest, under their own responsibility, that there are no grounds for ineligibility and incompatibility (also pursuant to art. 36 of Law 214/2011, "interlocking prohibition"), and that they meet the requirements prescribed by legal and regulatory provisions and by the Articles of Association for holding the office of Director (professionalism, competence, integrity, fairness, time commitment, accumulation of offices and, if necessary, independence);
- a statement by the Shareholders submitting the list – and other than those who hold, even jointly, a controlling or relative majority stake – certifying the absence (or presence) with the latter of a relationship of affiliation under art. 144 – *quinquies*, paragraph one, of Consob's Regulation 11971/1999 and the regulations in force at the time;

- the list of administration and control offices held in other companies;
- an indication of the identity of the shareholders who have submitted the list and their total shareholding percentage;
- copy of the Notification or a declaration of commitment to deliver the Notification **by the list publication deadline, on 13 March 2020, when Banco BPM will proceed with the publication of the lists (21 days before the date of the General meeting).**

In addition to the above documentation, employee-shareholders who submit the List of Employee-Shareholders must file the documentation certifying their status as employees working for Banco BPM or one of its subsidiaries.

Submitted lists that fail to comply with the above procedures shall be deemed as never submitted. However, should the documentation related to single candidates of a list be missing, this will not automatically lead to the exclusion of the entire list, but rather of the candidates involved in said irregularities alone.

When presenting lists, the Shareholders are invited to take into due consideration the document "Quali-quantitative composition of the Board of Directors" – prepared inter alia in compliance with the corporate governance instructions of the Bank of Italy set forth in Circular no. 285/2013 – which gives indications and suggestions to Shareholders to help them draw up proposals for the composition of the Board of Directors of Banco BPM. The document is available on Banco BPM's website [www.bancobpm.it](http://www.bancobpm.it) (*Corporate Governance > Assemblea Soci*).

For the election of the Board of Statutory Auditors, the following documents shall be filed alongside each list:

- information on the identity of the Shareholders who have presented the lists, and the indication of their total shareholding percentage;
- exhaustive information on the personal and professional characteristics of the candidates indicated in the list (for example including but not limited to: curriculum vitae, copy of an identity document, certificate of residence or equivalent document and possibly the registration certificate in the Registry of Statutory auditors), and an indication of the directorship and audit offices held in other companies (also pursuant to disclosure requirements under art. 2400, paragraph 4, of the Civil code, and considering the limit to the accumulation of offices under the current regulations – Issuers Regulation issued with Consob resolution no. 11971/1999 and following amendments);
- the statements by the candidates that they accept the candidacy, and attest, under their own responsibility, that there are no grounds for ineligibility and incompatibility (also pursuant to art. 36 of Law 214/2011, "interlocking prohibition"), and that they meet the requirements prescribed by legal and regulatory provisions and by the Articles of Association for holding the office (professionalism, competence, time commitment, accumulation of offices integrity, fairness, and independence);
- a statement by the Shareholders submitting the list – and other than those who hold, even jointly, a controlling or relative majority stake – certifying the absence (or presence) with the latter of a relationship of affiliation under art. 144 – *quinquies*, paragraph one, of Consob's Regulation 11971/1999 and the regulations in force at the time;
- copy of the Notification or a declaration of commitment to deliver the Notification **by the list publication deadline, on 13 March 2020, when Banco BPM will proceed with the publication of the lists (21 days before the date of the General meeting).**

Submitted lists that fail to comply with the above procedures shall be deemed as never submitted, even in the event of any discrepancy or deficiency with respect to the documentation of single candidates.

When presenting lists, the Shareholders are invited to take into due consideration the document "Quali-quantitative composition of the Board of Statutory Auditors", which gives indications and

suggestions to Shareholders to help them draw up proposals for the composition of the Board of Statutory Auditors of Banco BPM. The document is available on Banco BPM's website [www.bancobpm.it](http://www.bancobpm.it) (*Corporate Governance > Assemblea Soci*).

#### **Terms and procedures for the filing and publication of lists**

The lists of candidates and the related documentation required under the current regulations and the Articles of Association must be signed by the shareholders and filed, under penalty of forfeiture, **by 5 p.m. of 9 March 2020** (25 days before the date of the General Meeting), along one of the following procedures:

- by filing them with the Registered office of Banco BPM (Affari Societari di Gruppo function), Piazza Filippo Meda, 4, Milan during working days from 8:15 a.m. to 5 p.m.; or
- by sending them by certified email to the following address [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it), after attaching the documents in pdf format.

With regard to the election of the Board of Statutory Auditors, in the event that at the abovementioned deadline only one list has been filed, or only lists submitted by shareholders who, based on the current regulations, are affiliated with each other, Banco BPM will promptly disclose this circumstance in accordance with the procedures required under the applicable laws, and shall then proceed in compliance with the terms under the law.

Upon request, the *Affari Societari di Gruppo* function, being the dedicated structure, shall provide shareholders with the documentation and the necessary instructions to draw up lists.

The lists of candidates that have been duly submitted shall be made available to the public at least 21 (twenty-one) days before the date of the General Meeting (i.e., **by 13 March 2020**) at the Head office of Banco BPM, on Banco BPM's website [www.bancobpm.it](http://www.bancobpm.it) (*Corporate Governance > Assemblea Soci*) as well as on the website of the authorized central storage mechanism, "eMarket Storage" [www.emarketstorage.com](http://www.emarketstorage.com).

Additional information on the procedures to appoint the members of the Board of Directors and of the Board of Statutory Auditors are published on Banco BPM's website (*Corporate Governance > Assemblea Soci*).

#### **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 holds no. 3,657,792 own shares.

#### **DOCUMENTATION**

The Directors' explanatory reports on each of the items on the agenda, together with all the other documents, including the resolution proposals, 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](http://www.bancobpm.it), "*Corporate Governance – Shareholders' Meeting*" section), as well as on the website of the authorized central storage mechanism [www.emarketstorage.com](http://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. to the certified email address [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it).

The Bank has also prepared (i) the Corporate governance and shareholding structure report pursuant to art. 123-bis Lgs.D. no. 58/1998 (ii) the consolidated non-financial statement in compliance with Lgs.D. no. 254/2016 and Consob's Resolution no. 20267 of 18 January 2018. The documents 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](http://www.bancobpm.it),



"Corporate Governance" section), as well as on the website of the authorized central storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), in compliance with the terms and procedures under the law.

This notice to convene – prepared inter alia pursuant to art. 84 of Consob's Regulation 11971/99 and following amendments (Issuers Regulation) – in addition to the modalities described above, shall also be published on the daily newspapers "**Il Sole 24 Ore**" and "**MF**", in compliance with articles 125-bis T.U.F. and 13.4 of the Articles of association.

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 during working days from 9 a.m. to 5 p.m., or, send a request to the certified e-mail address [soci@pec.bancobpm.it](mailto:soci@pec.bancobpm.it).

In compliance with Privacy regulations (EU Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016), the Data controller is Banco BPM S.p.A.. For full disclosure on data handling with respect to the exercise of rights related to the General Meeting, please visit the website [www.bancobpm.it](http://www.bancobpm.it), "Corporate Governance – Shareholders' Meeting" section.

Milan-Verona, 18 February 2020

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