



NEWS RELEASE

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

Milan - Verona, 20 March 2020 – We herewith inform our Shareholders that:

- following the coming into immediate effect - after its publication in the Official Gazette of the Italian Republic - of Law Decree no. 18 of 17 March 2020, which "sets out measures to strengthen the national health care system and provide financial support to households, workers and businesses amid the COVID-19 epidemiological emergency" ("**Decreto Cura Italia**"- Cure Italy Decree), and
- considering the lockdown measures that have been adopted to tackle the exceptional emergency caused by the Covid-19 (coronavirus) outbreak aiming at reducing social mobility and gatherings,

the **only way** for entitled Shareholders to attend the Ordinary and Extraordinary General Meeting of Banco BPM S.p.A. ("**Banco BPM**") to 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 (the "**Meeting**") shall be through the **Designated Proxy** – already indicated in the Notice to convene the meeting published on 21 February 2020 – **hence no shareholder with voting rights shall participate in person to the meeting**, in compliance with the measures set out in the *Decreto Cura Italia*, to which reference is made below.

Moreover, since few people will attend the meeting in person, **the meeting will be held at Banco BPM's head office, in Milan, Piazza Filippo Meda, 4**, still at 09:00 a.m. on **4 April 2020**.

ATTENDANCE AT THE MEETING – CONTRIBUTIONS AND VOTES

Pursuant to art. 106, paragraph 4, of the *Decreto Cura Italia*, **attendance at the Meeting by shareholders with voting rights shall take place exclusively through Computershare S.p.A.**, with registered office in Milan, Via Mascheroni no. 19, 20145, the **Proxy designated by Banco BPM pursuant to art. 135-undecies of Lgs.D. no. 58/1998 ("TUF")** (the "**Designated Proxy**"), to whom a proxy or sub-proxy must be given in accordance with the procedures and terms described below.

HOW TO SUBMIT A PROXY/SUB-PROXY TO THE DESIGNATED PROXY

Pursuant to art. 106, paragraph 4, of the *Decreto Cura Italia*, Shareholders with voting rights who wish to participate in the Meeting, **shall either**:

- (i) confer their specific proxy – free of charge (except for delivery costs) - on Computershare S.p.A. as Designated Proxy holder pursuant to art. 135-undecies TUF, supplemented with voting instructions on all or some of the proposals on the agenda.

To this regard, in order to simplify the delivery of the proxy and of the voting instructions, it will be possible to fill in and send the form prepared by *Computershare* also online and in guided mode from the section devoted to this Meeting on Banco BPM's website www.bancobpm.it, in the Corporate Governance section–Shareholders' Meeting, **up until 12:00 of 3 April 2020**. We recommend that Shareholders opt for the online mode: otherwise the form can be downloaded from the website and delivered **by 2 April 2020** to the addresses and according to the procedures illustrated in the form.

The proxy form for the Designated Proxy holder, completed with the voting instructions and an id card – and in case of legal entities a document proving the power to issue a

proxy – shall be sent to Computershare S.p.A. to the certified electronic mail address bancobpm@pecserviziotitoli.it or by fax to no. 011/0923202, provided that the proxy-givers, even legal entities, send it through their certified electronic mail or, in the absence thereof, an own ordinary e-mail box.

The original of the proxy form with the instructions and a copy of the attached documentation must be delivered to Computershare S.p.A. (Ref. “**Proxy for Banco BPM S.p.A. Meeting**”), Via Lorenzo Mascheroni no. 19, 20145 Milan, as soon as the lockdown measures issued by the competent Authorities to tackle the ‘Covid-19’ (*coronavirus*) health emergency are lifted.

- (ii) The proxy is valid exclusively for the proposals for which voting instructions have been submitted. The proxy and the voting instructions may be revoked by the above deadline; be represented by Computershare S.p.A., as Designated Proxy pursuant to art. 135-*novies* TUF, in derogation of art. 135-*undecies*, fourth paragraph, TUF, through a proxy and/or sub-proxy, with voting instruction on all or some of the resolution proposals on the agenda. To this end, a proxy/sub-proxy form is made available on Banco BPM's website www.bancobpm.it (Corporate Governance – Shareholders' Meeting section) to be sent to Computershare S.p.A. to the certified electronic mail address bancobpm@pecserviziotitoli.it, or by fax to no. 011/0923202, again provided that the proxy-givers, even legal entities, send it through their certified electronic mail or, in the absence thereof, an own e-mail box. In case the proxy holder sends a copy of the proxy/sub-proxy to Banco BPM, the former must - under their responsibility - certify the authenticity of the proxy/sub-proxy as a true copy and of the proxy/sub-proxy giver's identity. The proxy and/or sub-proxy may be conferred through an electronic document signed electronically pursuant to art. 21, paragraph 2, of Lgs.D. no. 82/2005.

The Designated Proxy shall be available for clarifications or information by calling 011/0923200. Please note that it shall not be possible to vote electronically or by mail.

Banco BPM reserves the right to further add and/or change the above instructions, should need arise as a result of the current Covid-19 epidemiological emergency and of any currently unforeseeable developments.

Unless otherwise required under this addition to the Notice to convene, the procedures described in the Notice to convene the Ordinary and Extraordinary Shareholders' Meeting on 4 April 2020, made available to the public on 21 February 2020, and to which reference should be made, remain unchanged.

This addition to the Notice to convene is published, pursuant to articles 125-*bis* TUF and 13.4 of the corporate Articles of Association on Banco BPM's website www.bancobpm.it and on the daily newspapers “**Il Sole 24 Ore**” and “**MF Milano Finanza**” and made available on the website of the authorized central storage mechanism at www.emarketstorage.com.

Additional information on the procedure to attend the Meeting may be obtained from Banco BPM (Affari Societari di Gruppo), by sending an email to the certified electronic mail address 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 (Corporate Governance – Shareholders' Meeting section).

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