



NOTICE OF CALL – ORDINARY SHAREHOLDER'S MEETING

In accordance with articles 13 and 43 of the Company By-Laws, the ordinary Shareholders' Meeting of Banco BPM S.p.A. shall be convened in a single call on **Saturday 06 April 2019 at 9 a.m. in Verona, at the "Cattolica Center"**, Via Germania 33, to discuss and deliberate the following

AGENDA

- 1) Approval of the financial statements at 31 December 2018 of Banco BPM S.p.A., along with those of the companies incorporated into the parent company, BP Property Management – limited liability consortium company, and Società Gestione Servizi BP – joint-stock consortium company, accompanied by the reports of the Board of Directors, the Board of Auditors and the Independent Auditors. Presentation of the consolidated financial statements of the Banco BPM Group. Relevant and consequent resolutions.
- 2) Supplementation, following proposal with justification of the Board of Statutory Auditors, of the fee for the independent auditors PricewaterhouseCoopers S.p.A., responsible for the statutory audit of the accounts for the period 2017-2025. Relevant and consequent resolutions.
- 3) Remuneration policies:
 - a. decisions on remuneration and incentive policies; approval of the report in compliance with the current legal provisions. Relevant and consequent resolutions.
 - b. approval of the criteria for calculating the amounts to be granted in the event of early termination of employment or early cessation of service, including the limits set on such amounts. Relevant and consequent resolutions.
 - c. share-based compensation plan of Banco BPM S.p.A.: annual incentive scheme (2019). Relevant and consequent resolutions.
- 4) Request for authorisation of the purchase and sale of own shares in support of the share-based compensation plan of Banco BPM S.p.A.. Relevant and consequent resolutions.

The necessary information is provided below in compliance with the provisions of article 125-bis of Italian Legislative Decree 58/1998 as amended (Consolidated Finance Law).

ATTENDANCE AT THE SHAREHOLDERS' MEETING AND REPRESENTATION

All shareholders with voting rights who, within the prescribed time limits under the law (**03 April 2019**, third trading day prior to the date of the 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 article 83-sexies of the Consolidated Finance Law and article 22 of the Bank of Italy – Consob Joint Order of 22/02/2008 as amended (the "Joint Order"), this notification to the Company issued by the authorised intermediary shall be based on the records at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting (**28 March 2019 - so-called "record date"**).

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

The right to participate and vote shall remain valid should the notifications be received by the Company after the aforementioned date of 03 April 2019 as long as they are received by the start of the work of the Meeting.



Shareholders whose shares have already been deposited in a custody and administration account with the Parent Company Banco BPM S.p.A., with BPM S.p.A. or with Banca Aletti & C. S.p.A., and as such have already been dematerialised, must in any case, under article 22 of the Joint Order, give specific instructions **by 02 April 2019** that the notification be issued, and obtain an immediate copy thereof to be valid for admission to the Shareholder's Meeting.

For Shareholders whose shares have been deposited at other authorised intermediaries, note that, pursuant to the abovementioned article 22 of the Joint Order, instructions must still be submitted **no later than 02 April 2019**, making sure to obtain a copy of the notification.

Shareholders in possession of shares that have not yet been dematerialised must turn them in to Banco BPM S.p.A. or to another Bank of the Group, or to another authorised intermediary for their dematerialisation, 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. (Group Corporate Affairs Piazza Filippo Meda, 4 – 20121 Milano, Italy).

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, as well 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., of BPM S.p.A. or of Banca Aletti & C. S.p.A. **by 02 April 2019**;
- or
- (ii) notify the proxies by certified e-mail to the address soci@pec.bancobpm.it **by 04 April 2019**.

Should the representative transmit or deliver to the Company a copy of the proxy, 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 via the same methods described above.

REPRESENTATIVE DESIGNATED BY THE COMPANY

The proxy may also be granted free of charge – with voting instructions on all or some of the proposals on the agenda – to the company Computershare S.p.A. as "Designated Representative" in accordance with article 135-undecies of the Consolidated Finance Law, by the end of the second trading day prior to the Shareholders' Meeting (hence **no later than 04 April 2019**). 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 grant the proxy to the Designated Representative, please use the specific form available on the website (www.bancobpm.it - "Corporate Governance – Shareholders' Meetings"). Where necessary, the proxy form shall be sent in paper format to the parties requesting it from Computershare S.p.A. on +39 01 10923200 or Banco BPM S.p.A. (Group Corporate Affairs - Italian toll-free number +39 800.013.090).

The original proxy form, complete with the voting instructions reserved exclusively to the Designated Representative, must be submitted by the above deadline of 04 April 2019, to the following address: Computershare S.p.A., Via Nizza 262/73 - 10126 Torino, Italy, Ref.: "Delega Assemblea Banco BPM 2019", 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 email address bancobpm@pecserviziotitoli.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, within 16 March 2019 (ten days of publication of this notice of call), for additions to the list of items on the Meeting's agenda (with the exception of matters to be resolved by the Shareholders' 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 article 125-ter, paragraph 1, Consolidated Finance Law), specifying in the request the additional subject-matters they propose, pursuant to article 13.3 of the Company By-Laws, or proposing new resolutions on items already on the agenda, in compliance with article 126-bis of the Consolidated Finance Law. 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 (Group Corporate Affairs, Piazza Filippo Meda, 4 - 20121 Milan) or by certified e-mail at the certified e-mail address soci@pec.bancobpmspa.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 items 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 following the same procedure prescribed for the publication of the notice of call, at least fifteen days prior to the date scheduled for the Shareholders' Meeting (21 March 2019). Additional proposed resolutions on items already on the agenda are made available to the public following the procedures prescribed by current regulations, upon publishing the notice of the presentation.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Shareholders with voting rights may ask questions on items on the agenda even before the Shareholders' Meeting, by sending them no later than the third day prior to the date of the Shareholders' Meeting (03 April 2019) by certified email to the address soci@pec.bancobpmspa.it or delivering them in a sealed envelope for the attention of the Group Corporate Affairs office at the head office in Piazza Filippo Meda, 4 - 20121 Milan.

The applicants must deliver to the Company – through their intermediary – 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 Shareholders' 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 Shareholders' Meeting at the latest. The Company may provide a single comprehensive answer to questions covering the same content.

INFORMATION ON THE SHARE CAPITAL

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 1,515,182,126 shares with no par value. At the date of this notice, the Company holds 4,004,510 own shares.

DOCUMENTATION

The explanatory reports on each of the items on the agenda, as well as any other document, including the proposed resolutions to be published before the Shareholders' Meeting, are made available to the public at the head office of Banco BPM S.p.A. and at Borsa Italiana S.p.A., in addition to being published on the corporate website (www.bancobpm.it, "Corporate Governance – Shareholders' Meetings" section) as well as on the website of the authorised central storage mechanism www.emarketstorage.com, in compliance with the terms and procedures of applicable 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.

The bank has also prepared (i) the Report on corporate governance and ownership structures pursuant to art. 123-bis, Italian Legislative Decree no. 58 of 1998, (ii) the Declaration of a non-financial nature, pursuant to Italian Legislative Decree no. 254/2016 and Consob Resolution no. 20267 of 18 January 2018. The documents will be available to the public from the registered offices of Banco BPM S.p.A. and at Borsa Italiana S.p.A., as well as on the company website (www.bancobpm.it, under the section "Corporate Governance") and on the website of the authorised central storage mechanism www.emarketstorage.com in compliance with the terms and procedures of applicable law.

This notice of call – issued also for the purposes of article 84 of the Consob Regulation 11971/99 as amended (Issuers Regulation) – shall be published, in accordance with articles 125-bis of the Consolidated Finance Law and 13.4 of the Company By-Laws, in the daily newspapers "Il Sole 24 Ore" and "MF" as well as by the other methods indicated above.

Further information regarding the methods of taking part in the Shareholders' Meeting may be requested from Banco BPM S.p.A. (Group Corporate Affairs, Piazza Filippo Meda n. 4 – 20121 Milano, Italy) by calling the Italian toll-free number +39 800 013 090 on working days from 9 a.m. to 5 p.m. or by sending an email to the certified email address soci@pec.bancobpm.it.

In accordance with the privacy regulations (Regulation [EU] 2016/679 of the European Parliament and of the Council of 27 April 2016) the Data Controller is Banco BPM S.p.A. Complete information on the processing of data with regard to the exercise of the rights relating to the Shareholders' Meeting is provided on the website www.bancobpm.it, "Corporate Governance – Shareholders' Meetings" section.

Milan-Verona, 28 February 2019

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