

PROXY FORM FOR ORDINARY SHAREHOLDERS' MEETING OF BANCO BPM SPA ON SATURDAY 06 APRIL 2019

Banco BPM S.p.A.
Group Corporate Affairs
Piazza Filippo Meda, 4
20121 Milano

I, the undersigned _____ born in _____ on _____ Tax ID code _____ resident/with registered office at _____

or

business/company name _____
registered office _____
tax ID code _____

HEREBY APPOINT

Mr/Mrs/Miss/Ms _____ born in _____ on _____ tax ID code _____ resident at _____

to represent me at the Ordinary Shareholders' Meeting of Banco BPM S.p.A. convened on Saturday 06 April 2019 (single call) with respect to:

- o (number) _____ ordinary shares of Banco BPM S.p.A. deposited with the intermediary _____

who may be replaced by

Mr/Mrs/Miss/Ms _____ born in _____ on _____ tax ID code _____ resident at _____

Please provide details of a valid identity document of the proxy signatory; if the proxy-issuer is a Company, please provide details and office held by the signatory (e.g. *Chairman, Chief Executive Officer, etc.*):

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

The proxy-holder may name a substitute pursuant to article 135-novies of Italian Legislative Decree no. 58/98.

Place and Date of Signing _____

Signature of Proxy-Issuer _____

Pursuant to article 13 Italian Legislative Decree no. 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 shareholders' 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 Shareholders' 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

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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 that I have read the Privacy Policy as per article 13 Italian Legislative Decree no. 196/2003.

Signature of proxy-issuer _____

Information on form - filling in and submitting your proxy

The original of the proxy form must be signed and delivered to the proxy-holder. Upon its receipt, the proxy-holder must deliver the original proxy to the Company.

The proxy-holder must deliver the original proxy form to the Company upon registration at the Shareholders' Meeting, or deliver/send a copy of the proxy, also in electronic format, certifying both compliance to the original and the identity of the proxy-issuer pursuant to article 135-novies Italian Legislative Decree no. 58/98.

The proxy form can be notified to the Company via e-mail to the following address

soci@pec.bancobpmspa.it.

The Shareholders involved may deliver paper copies of the proxy to the branches of Banco BPM S.p.A., Banca Aletti S.p.A. or to the office of Group Corporate Affairs of Banco BPM, at Affari societari di Gruppo di Banco BPM S.p.A., Piazza Meda 4, Milano.

The proxy must contain the following data:

- for individuals, surname and first name of the proxy-issuer;
- for legal entities, business/company name of the proxy-issuer;
- surname, first name and personal data of the proxy-holder, or its business/company name.
Should there be a conflict of interest with the proxy-holder or with his/her substitutes, when appointed, the granting of the proxy is allowed only at the terms and conditions set out by art. 135-decies of Italian Legislative Decree no. 58/98 and the replacement of a proxy-holder in conflict of interest is allowed only if the substitute has been previously appointed by the shareholder.
- the name of the intermediary the shares are deposited with;
- surname and first name or business/company name of the signatory of the proxy-form, entitled to exercise voting rights;
- surname and first name or business/company name of the shareholder, if different from the individual or legal entity entitled to exercise voting rights;
- details of a valid ID document of the proxy signatory.

The proxy is valid on the condition that Banco BPM S.p.A. receives the notice issued by an authorized intermediary certifying both the right to attend the Meeting and to exercise the voting right, upon request of the authorized party.