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Societa' : BANCO POPOLARE

Identificativo : 69560

Informazione
Regolamentata

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Diffusione presunta

Oggetto : ORDINARY SHAREHOLDERS' MEETING
- NOTICE TO CONVENE

Testo del comunicato

Vedi allegato.

ORDINARY SHAREHOLDERS' MEETING NOTICE TO CONVENE

Pursuant to art. 22 of the Articles of Association, the Ordinary Shareholders' meeting shall be convened on first call on Friday, 18 March 2016 at 9 o'clock in Lodi, at the administrative office of Banco Popolare in Via Polenghi Lombardo, 13, to discuss the following

AGENDA

- 1) Report on Financial Year 2015 of the Board of Directors, of the Board of Statutory Auditors and of the Auditing Firm; approval of the annual report as at 31 December 2015; presentation of the consolidated financial statements and of the CSR report
- 2) Resolution on profit allocation and distribution
- 3) Calculation of the total amount to be allocated to social solidarity, charity and public interest initiatives, in compliance with art. 5 of the Articles of Association
- 4) Appointment of the auditing firm. Relevant and consequential resolutions
- 5) Extension of the expiring mandate to the members of the Board of Arbitrators
- 6) 2016 share award plan in keeping with 2015 compensation policies, directed to executives of the Board of Directors, managers and non-employed staff of Gruppo Banco Popolare qualified as "key personnel"; authorization to buy back own shares to increase the so called "share reserve" set aside to cover share award plans
- 7) Resolutions on compensation and incentive policies; approval of the report in compliance with current applicable regulations

Should the meeting fail to reach the legal number, in compliance with art. 22 of the Articles of Association, it shall be held on second call on **Saturday 19 March 2016 at 8,30 o'clock in Lodi, at Centro Servizi "Lodinnova", Via dell'Industria, 2 – Frazione San Grato (Lodi)**, to resolve on the above agenda in compliance with articles 24 and 25 of the Articles of Association.

Pursuant to art. 23 of the Articles of Association, the Board of Directors decided to set up **remote conferencing facilities** in the premises specified below, which are going to be equipped with all the necessary controls to guarantee the identification of the shareholders with voting rights and communication security:

- **Quartiere Fieristico dell'Ente Autonomo Fiere di Verona, Viale dell'Industria - Verona;**
- **Quartiere Fieristico di Lucca, Via della Chiesa XXXII, Traversa I, 237 - Lucca.**

These remote links, under the above mentioned bylaw article, shall enable the Shareholders – who do not wish to travel to Lodi, venue of the General Meeting, and who therefore do not intend taking the floor and participating in the discussion – to follow the proceedings and cast their vote during the Shareholders' Meeting, at voting time.

Illustrated below is the required information pursuant to art.125-bis of Lgs.D. no. 58 of 24/02/1998 (T.U.F.).

ATTENDANCE AT SHAREHOLDERS' MEETINGS AND REPRESENTATION

Pursuant to art. 23 of the Articles of association, Shareholders who were entered in the Shareholders' record at least 90 (ninety) days before and who at least 2 (two) working days before the meeting's first call, namely by 16 April 2016, have given "notice" to Banco Popolare through their authorized intermediaries as provided for by art 83-sexies, paragraph 4, of T.U.F. and art. 27 of the joint Order by the Bank of Italy and Consob of 22/02/2008 and following amendments/supplements ("Joint Order"), have the right to participate in the Shareholders' meeting.

Shareholders - whose shares are already deposited in a custody and administration account with Banco Popolare or with another bank of the Group, and as such have already been dematerialized - must in any case, under art. 22 of the Joint Order, give specific instructions that the "notice" be issued, and obtain an immediate copy thereof, to be used as admission ticket to the Shareholder's meeting.

For Shareholders whose shares are deposited with other authorized intermediaries, note that, pursuant to the above mentioned art. 22 of the Joint Order, the "notice" instructions must be submitted **by 14 March 2016**, unless the intermediary fixed a different deadline, that must not be prior to the above date, and in any case in compliance with the provision under art. 23 of the Articles of Association, making sure to obtain a copy of the notice. The right to take the floor and to vote at the meeting shall still be valid in the event that the notices have reached Banco Popolare after the above deadline of 16 April 2016, provided they are received before the opening of the proceedings.

Shareholders in possession of shares that have not been dematerialized yet, must turn them in to Banco Popolare or to another Bank of the Group, or to other authorized intermediary for their dematerialization, and give instructions for the issuance of the necessary "notice" to participate in the Shareholders' meeting.

Under the Articles of Association, each Shareholder is entitled to one single vote, irrespective of the number of shares in his/her possession.

Shareholders are entitled to be represented by another Shareholder at the meeting, provided the latter is not a member of the Board of Directors or of the Board of Statutory Auditors, or employee of Banco Popolare, or member of the managing or auditing boards, or employee of the companies directly or indirectly controlled by Banco Popolare, or the auditing firm hired or in charge of the legal auditing of Banco Popolare's accounts, or does not fall under one of the incompatibility cases envisaged by law, and who is in possession of a written proxy valid under the law, duly filled out and whose signature has been authenticated by a public officer or by an employee of Banco Popolare or of one of the banks of the Group. The form at the foot of the "notice" issued to the Shareholder by one of the Group banks or by another authorized

intermediary can be used for this purpose, as well as the proxy form made available on Banco Popolare's website (www.bancopopolare.it, "Corporate Governance – Shareholders' Meetings" section").

Pursuant to art. 23 of the Articles of Association, **each Shareholder may represent no more than ten other Shareholders**, with the exception of legal representation.

Pursuant to art. 26 of the Articles of Association, the Chairman of the Board of Directors, in his capacity as Chairman of the Shareholders' Meeting, has full powers – under the Shareholders' Meeting Regulation - to verify the validity of the proxies, and in general the shareholders' actual entitlement to attend the Shareholders' Meeting, so as to verify whether the meeting has been duly formed, and if the legal number necessary to pass resolutions has been reached. To this purpose, all Shareholders concerned may deliver their proxies at Banco Popolare's branches **by 16 March 2016**. Proxies submitted after the above deadline or at the Shareholders' meeting must in any case be filled out and authenticated along the same modalities described above.

SHARE CAPITAL INFORMATION

The share capital subscribed and paid in by the Company at the date of this notice totals Euro 6,092,996,076.83 subdivided into no. 362,179,606 shares with no indication of the nominal value. No shares or other securities have been issued, that limit the voting rights. At the date of this notice, Banco holds no. 95,175 own shares, primarily for the implementation of prior shareholders' resolutions.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Shareholders, representing no less than 1/80 of total Shareholders with voting rights, may ask in writing, within ten days of publication of this notice calling the shareholders' meeting, for 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. 22, paragraph 3, of the Articles of Association, or proposing new 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 either (i) delivered or sent by registered mail to Banco Popolare's Corporate Secretary Office in Piazza Nogara, 2 – 37121 Verona, or (ii) by e-mail at the certified e-mail address segreteria@pec.bancopopolare.it.

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 own 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.

Shareholders' subscriptions must be certified by a notary public or by duly authorized employees of Banco Popolare or of the banks of the Group. The legitimacy to exercise the right is attested by filing a copy of the notice or of the certification issued by the intermediary under current legal and regulatory provisions.

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 ten days prior to the date scheduled for the shareholders' meeting. 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.

DOCUMENTATION

The executive reports on each of the matters on the agenda, as well as any other document, including the proposed resolutions, to be published before the General Meeting, shall be made available to the public at Banco Popolare's head office and at Borsa Italiana, and shall be published on the website (www.bancopopolare.it, "Corporate Governance – Shareholders' Meetings" section), as well as on the website of the authorized central storage mechanism 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.

In compliance with art. 125-bis T.U.F. and art. 22 of the Articles of Association, in addition to the modalities described above, this notice to convene is published on the daily newspapers "Il Sole 24 Ore" and "MF".

Verona, 9 February 2016

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

Fine Comunicato n.0958-25

Numero di Pagine: 4