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Diffusione presunta

Oggetto : ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING - NOTICE
TO CONVENE

Testo del comunicato

Vedi allegato.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING NOTICE TO CONVENE

Pursuant to art. 22 of the Articles of Association, the Ordinary and Extraordinary Shareholders' meeting shall be convened on first call on Friday, 6 May 2016 at 9 o'clock in Verona, at the registered office of Banco Popolare - Società Cooperativa (Piazza Nogara, 2 - Verona), to discuss the following

AGENDA

ORDINARY SESSION

- 1) Filling of a vacancy in the Board of Statutory Auditors pursuant to art. 46 of the Articles of Association, due to the death of a Standing Auditor. Attendant and consequent resolutions

EXTRAORDINARY SESSION

- 1) Proposal to grant the Board of Directors the necessary delegated powers (i) pursuant to articles 2443 of the civil code, to carry out, in one or more tranches, a divisible share capital increase in cash, by issuing ordinary shares to be offered, at the Board of Directors' discretion, pre-emptively, in full or part, to those entitled, and/or excluding the pre-emptive right pursuant to article 2441, paragraph 5, of the civil code, with the Board retaining the right to sell the shares to qualified investors; and/or (ii) pursuant to art. 2420-ter of the civil code, to issue convertible notes (that are callable, i.e., may be called for early redemption by the Company's Board of Directors) and/or mandatory convertible notes, for a total maximum amount of Euro 1,000,000,000.00 (one billion), with an attendant capital increase reserved for the conversion by issuing ordinary shares having the same characteristics of those outstanding, to be offered, at the Board of Directors' discretion, pre-emptively, in full or part, to those entitled, and/or excluding the pre-emptive right pursuant to article 2441, paragraph 5, of the civil code, with the Board retaining the right to sell the convertible notes (that are callable, i.e., may be called for early redemption by the Company's Board of Directors) and/or mandatory convertible notes to qualified investors; provided that the total maximum amount of the cash divisible capital increase, to be carried out in one or more tranches and including any share premium, resulting from the issues or conversions referred to in the above items (i) and (ii) be equal to Euro 1,000,000,000.00 (one billion). Upon exercising their delegated powers within 18 month of the date of the shareholders resolution, the Board of Directors will have the broadest powers to establish, in keeping with the above mentioned limits, the procedures, terms and conditions of the transaction, including the issue price, inclusive of any share premium and/or convertible note premium (the latter being callable by the Company's Board of Directors) and/or mandatory convertible note premium with their reserved share issue, as well as dividend entitlements. Consequent amendment of art. 7 of the Articles of association. Attendant and consequent resolutions.

Should the meeting fail to reach the legal number, in compliance also with art. 22 of the Articles of Association, it shall be held on second call on **Saturday 7 May 2016 at 8.30 in Verona, at the Quartiere Fieristico dell'Ente Autonomo Fiere di Verona, Viale dell'Industria**, to resolve on the above agenda in compliance with articles 24 and 25 of the Articles of Association.

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 4 May 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 2 May 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 4 May 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 another 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 10 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 quorum necessary to pass resolutions has been reached. To this purpose, all Shareholders concerned may deliver their proxies at Banco Popolare's branches **by 4 May 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.

FILLING OF A VACANCY IN THE BOARD OF STATUTORY AUDITORS

With regard to item 1) on the agenda of the Ordinary session, in keeping with art. 46, paragraphs 9 and 11 of the Articles of Association, please note that, having to fill a vacancy in the Board of Statutory Auditors due to the death of a Standing Auditor elected from the list which ranked first by number of votes received during the Shareholders Meeting held on 29 March 2014, the Shareholders shall resolve by simple majority vote with no list restriction, in compliance with the provisions on the composition of the Board of Statutory Auditors under articles 44 and 46 of the Articles of Association.

Pursuant to art. 12 of the Shareholders' Meeting Regulation, Shareholders with voting rights who intend to apply as candidates even before the date of the Shareholders Meeting must file the required documentation including (i) a complete report on the personal and professional characteristics of the candidates, indicating the administration and control offices held in other companies pursuant to art. 2400 of the Civil Code; (ii) a statement by the single candidates declaring they accept the candidacy and declare, under their own responsibility, that no ineligibility or incompatibility causes exist, and that they fulfill the requirements for the office prescribed by legal regulations and by the Articles of Association. The Shareholders must also submit a copy of the "notice" pursuant to art. 23 of the Joint Order issued in compliance with current legal and regulatory requirements. The subscription by each applying shareholder must be certified by a notary public or by an employee of Banco Popolare or of one of the Group banks.

The above documentation must be filed (i) by delivering or sending it by registered mail to the Corporate Secretary of Banco Popolare in Piazza Nogara, 2 - 37121 Verona, or (ii) by sending an e-mail to the certified email address segreteria@pec.bancopopolare.it. For organizational reasons we kindly invite prospective candidates to submit their application by 26 April 2016, without prejudice to the right to submit candidacy applications on the day of the Shareholders Meeting itself, provided they include all the required documentation under the law and the Articles of Association.

The Company will make the proposals submitted by the Shareholders available to the public along the procedures established by applicable regulations.

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. 60,808 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 an 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.

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, 1 April 2016

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

Fine Comunicato n.0958-51

Numero di Pagine: 4