

REGULATIONS FOR GENERAL MEETINGS OF BANCA POPOLARE DI MILANO 2016

Updated with the amendments resolved by the General Meeting of Members of 30 April 2016



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BANCA POPOLARE DI MILANO

Co-operative Bank founded in 1865
Parent Bank of the BPM – Banca Popolare di Milano – Banking Group
Share capital at 31.12.2015: Euro 3,365,439,319.02
Milan Companies Register no. 00715120150
Enrolled on the National Register of Co-operative Companies no. A109641
Registered office and general management:
Milan – Piazza F. Meda, 4
www.gruppobpm.it

Member of the Interbank
Guarantee Fund

Registered Bank and Parent Bank of
the BPM – Banca Popolare di Milano
Registered Banking Group

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General Meeting of Members of 30 April 2016

Chapter I – Preliminary provisions

Article 1

1. The conduct of Ordinary and Extraordinary Members' Meetings of Banca Popolare di Milano Società Cooperativa a responsabilità limitata (limited liability co-operative company), which has its registered office in Milan, is governed by the law, the Articles of Association, the Regulations set out herewith and, for matters not covered thereby, by the Chairman of the General Meeting of Members in the exercise of his powers. The Regulations set forth herewith, insofar as compatible, also apply to the General Meeting of the Company's Bondholders.

Chapter II – Convening and access to the General Meeting

Article 2

1. The methods and terms for attending General Meetings, including linked locations for remote participation using electronic means as per art. 29 of the Articles of Association (hereafter, "linked locations"), are indicated in the Notice of Calling published in accordance with the law and the Articles of Association. Unless stated otherwise, the provisions of these Regulations referring to the General Meeting or "meeting location" are to be applied in the same way as to the "main location", understood as the place indicated in the notice of calling where the Chairman and the Secretary are present, and to any "linked locations".

The "linked locations" are located in the three provincial capitals where the majority of members reside (or in nearby towns) more than 150 km from the Bank's head office. At the time that the individual General Meetings are called, it will be able to exclude one or more of these linked locations by means of a resolution supported by objective reasoning and approved by at least 4/5 of the boards members present.

2. The following are entitled to attend General Meetings:

- Members who satisfy the conditions laid down in art. 13 of the Articles of Association;
- members of the Management Board;
- members of the Supervisory Board;
- members of General Management.

Members who take part in a General Meeting from a "linked location" have the right to follow the proceedings

and to cast their votes in resolutions exclusively during the Meeting, and, if expressly foreseen in the notice of calling, to join in the debate on the matters being discussed.

3. General Meetings can be attended, without any right to speak or to vote, by professionals, consultants, experts, financial analysts, qualified journalists and persons other than Members, if expressly authorised, by the Management Board or by the Chairman of the General Meeting of Members. Those who are accredited to follow the proceedings, must identify themselves to officers of the Company at the entrance and collect a special mark to be exhibited on request.

4. The Chairman informs the General Meeting of Members of the persons mentioned in the previous paragraph.

Article 3

1. Without prejudice to the provisions of law and of the Articles of Association governing representation at General Meetings, persons with legal representation may attend, even though they are not personally Members, to represent legal entities or Members who are minors or incapacitated.

2. "Non-Member" representatives are not eligible for office in those cases where the law and the Articles of Association require candidates to be Members of the Bank.

3. For the purposes of the conduct of the General Meeting, the term "Members" is intended to encompass non Member representatives.

Article 4

1. Every member entitled to attend meetings can, in accordance with the Articles of Association, represent by proxy not more than ten other members and proxies cannot be given to persons who are not allowed to be proxyholders under the applicable regulations.

2. Proxies cannot be given with the name of the representative left blank (Art. 2372 C.C.) and the signature of the person delegating has to be authenticated by an employee authorized to authenticate the proxy at the Bank's head office or one of its branches, or by the intermediary who issued the attendance communication of the right to attend the General Meeting as per art. 83-sexies CFA, or by a public official.

3. Legal entities, with the exception of Italian and foreign Undertakings for Collective Investment in Transferable Securities (UCITS), as well as foreign collective entities

and legal entities, can only attend meetings in the person of their legal representative; alternatively, the legal representative can give a proxy to another member in accordance with the previous two paragraphs

Article 5

Once the right to attend has been verified, the Company appointees will issue an "Admission Ticket" to be used for the exercise of all Member rights (access to Meeting premises, right to intervene, open vote, secret ballot).

Article 6

1. Persons wanting to attend a General Meeting have to show proof of their identity and their right to attend (identity document, proxies) to the Company's appointees at the entrances to the "meeting location" (by which is meant the entire area made available for the proceedings of the General Meeting).

2. For attendance purposes, only the proxies handed over by each participant when registering for the first time that they enter the meeting will be considered valid.

3. The count for quorum purposes will encompass all those within the "meeting premises" (this term is intended as that part of the meeting location which is after the entrance area set aside for registration by Members).

Article 7

In the event of a contestation of the right to attend the General Meeting, also on a remote basis, the matter is to be decided, irrevocably, by the Chairman of the Meeting, helped if necessary by the Deputy Chairman (or Chairmen) of the Supervisory Board, by the Chairman of the Management Board and/or by other persons that he trusts.

Article 8

Any Members who, for whatever reason, leave the "Meeting premises" are required to register their departure with the Company's appointees at the desks set up for that purpose.

To be readmitted, they again have to show the document that they were given previously, together with an identity document to register another entry.

Article 9

Recording equipment and audio-visual transmission equipment cannot be taken into the "meeting location" without the authorisation of the Chairman of the Meeting.

Article 10

1. Depending on the shape of the "meeting location", the Company allocates areas where groups of Members can talk with the other Members attending the Meeting. In the event of General Meetings called to appoint Directors and Officers, the areas will be granted to groups of Members who have validly presented lists of candidates for the various positions; in other cases, the areas will be granted to groups of Members who have elected at least one member of either the Management Board or Supervisory Board.

2. Outwith the dedicated areas, no acts of congregation, communication or diffusion of information are allowed within the "meeting location" unless done by the Company itself.

3. The Chairman of the Meeting shall adopt all the necessary measures to ensure orderly access to the "meeting location" and the regular conduct thereof.

Chapter III – Running proceedings

Article 11

1. At the time indicated by the Notice of Calling, the person appointed to chair the Meeting, as provided for by the Articles of Association, will verify that a quorum has been reached and will declare the Meeting to be validly called. Should this not be the case, he will declare the Meeting to be invalid:

- Half an hour after the time set for the start of the Ordinary Members' Meeting;
- An hour after the time set for the Extraordinary Meeting of Members, unless there is a need to extend the terms due to occurrences caused by force majeure.

2. Once the Chairman has ascertained that the Meeting was validly called and has a quorum, he starts proceedings by reading the Agenda and proposing:

- the appointment of a Secretary to the Meeting in the ways foreseen by the Articles of Association;
- the appointment of scrutineers chosen from among the Bank's personnel for open votes and secret ballots and, if considered opportune, observers designated by the Notary Public acting as the Secretary to the Meeting;
- the presence at the General Meeting of technical personnel to assist in recording, voting and scrutineering.

Article 12

The Chairman of the Meeting directs proceedings and to ensure that the Meeting takes place properly, he makes use of technological instruments, also to record the proceedings, with the help of personnel made available by the Company.

Article 13

1. In dealing with matters on the Agenda, the Chairman may propose to the Members in General Meeting that they be dealt with in a different order to that indicated by the Notice of Calling. The Chairman will establish the opening and closing times of voting booths for secret ballots for the election of Directors and Officers.

2. Moreover, the Chairman has the faculty to allow several items on the Agenda to be discussed together or to have them debated individually.

Article 14

1. Each Member has the right to take the floor and to make proposals on any topic on the agenda. To this end, Members wanting to speak have to make a written request and have it delivered to the Chairman's table, indicating the item on the agenda that they want to discuss before the debate on that item is declared closed. Members taking part from remote locations can join in the debate on the matters being discussed, but only if this is expressly foreseen in the notice of calling.

2. As a rule, the Chairman, will allow Members to speak following the order of the requests made.

3. It is the Chairman's duty to guide and regulate the discussion, ensuring that the debate takes place fairly and effectively and without allowing anyone to disrupt the proceedings.

4. The Chairman, taking account of the topic and the importance of the various points on the Agenda and the number of requests to speak, may determine how much time each speaker should have and, as a rule, this should not exceed 10 minutes. Once the time has lapsed, the Chairman will ask the speaker to conclude his intervention. In the event of excess and/or abuse, the Chairman may ask the offending Member to leave the floor.

5. The Chairman can have removed, until the end of the debate, anyone who prevents someone else from

speaking if they have the right to do so or who creates situations that obstruct the proceedings.

Article 15

The members of the Management Board and of the Supervisory Board can ask to join the debate and, on the Chairman's invitation, the managers of the Bank and the directors and managers of Group companies can also take the floor.

Article 16

1. The Chairman, or those persons indicated by him, will normally respond once all the points have been raised on each matter on the Agenda.

2. In order to prepare responses to the points raised, the Chairman may interrupt the proceedings for up to two hours.

Article 17

Once all the points have been raised and responses have been provided, the Chairman will declare the discussion closed.

From that moment, no Member has any further right to take the floor in respect of the topic discussed.

Article 18

1. Once all of the matters on the Agenda have been discussed, the Chairman will declare the Meeting closed.

2. Should one day prove to be insufficient to finish dealing with all of the matters on the Agenda and the Meeting has to be postponed to a later date, the subsequent Meeting can only be attended by those Members who were authorised to attend the first day of proceedings.

Article 19

Minutes are to be prepared on the conclusion of the proceedings, which may even be in the days which follow the Meeting, in compliance with the terms provided for by applicable regulations. The minutes are to be signed by the Chairman and the Secretary to the Meeting.

Chapter IV – Voting

Article 20

1. Except for the election of Directors and Officers, the Chairman will put forward motions for approval by a show of hands. Members who have lodged a minority vote or have abstained, to allow the recording thereof in the minutes, have to register their names at the voting booths for open votes, showing their “Admission Ticket” and an identity document.

2. Where the outcome of voting is not evident, due to a slight difference between those for and those against, taking abstentions into account, the Chairman may have the voting repeated, by means of a procedure of “sitting and standing” followed by a count and recount.

Article 21

1. In accordance with the Articles of Association, a secret ballot is held for the appointment of board members and officers, without prejudice to the terms of art. 63 of the Articles of Association as well as art. 47 of the Articles of Association regarding the favourable vote of lists presented by UCITS, for the purpose of calculating 2% of the share capital.

2. Lists for the election of members of the Supervisory Board have to be presented according to the methods and terms laid down in the Articles of Association. The presenters of a list have the right to designate a representative, and a possible substitute, to act as scrutineer in accordance with art. 27 below. This has to be done in writing and at the same time that the list is presented.

3. Candidatures for the position of Arbitrator have to be presented by at least 300 Members registered in the Register of Members for at least ninety days, who can prove their right to attend and to vote at General Meetings in accordance with current regulations. The proposed candidatures, signed by those presenting them, have to be deposited at the Bank’s head office at least 25 days prior to the date of the Meeting at first calling, accompanied by: 1) each candidate’s curriculum vitae; 2) the declarations by which they individually accept their candidacy and confirm that they meet the requirements prescribed by law or by the Articles of Association for holding office.

4. Without affecting the automatic replacement mechanism envisaged in the Articles of Association, if

the Meeting has to appoint members of the Supervisory Board pursuant to art. 48 of the Articles of Association, each candidate has to be presented by at least 300 Members or by Members representing in total at least 0.5% of the share capital, who have been included in the Register of Members for at least ninety days from the date of the General Meeting at first calling, who can prove their right to attend and to vote at General Meetings in accordance with current regulations. UCITS can also present candidatures, providing they hold at least 0.5% of the share capital and can document their possession at the time of presentation of the candidatures in the prescribed manner. Each member or UCITS can present candidatures up to the maximum number of members of the Supervisory Board to be elected. If this rule is not complied with, the Member’s signature will not be taken into account for any candidate.

The proposed candidatures, signed by those presenting them, have to be deposited at the Bank’s head office at least 25 days prior to the date of the Meeting at first calling, accompanied by:

- 1) each candidate’s curriculum vitae;
- 2) the declarations by which they individually accept their candidacy and confirm, under their own responsibility, that there are no reasons for ineligibility or incompatibility, and that all or some of the Directors meet the requirements prescribed by law or by the articles of association for holding office.

The provision of article 63 of the Articles of Association regarding the replacement of the members of the Supervisory Board remains in force.

Article 22

The lists and/or candidatures for Directors and Officers, together with their curriculum vitae, will be available to Members at the Company’s registered office and on its website, according to the methods and terms provided for by then current regulations.

Article 23

1. “Ballot forms” may be in a paper format or electronic, they will be provided by the Company and may allow for elections for several open positions to be held at the same time.

2. Ballot forms other than those provided by the Company will not be considered valid.

Article 24

Each Member can exercise the voting rights assigned thereto (as a representative and/or proxy) as recorded during the first registration phase at the entrances and votes are cast at the specific voting booths by presenting the "Admission Ticket" and an identity document.

Article 25

The "ballot forms" for the election:

1. of the Supervisory Board show the lists of candidates as foreseen by the Articles of Association. Members vote by marking exclusively the list of candidates that they intend to vote without cancelling any names or adding other ones.
2. of the Arbitration Committee show the general list of candidates in alphabetical order. Voting takes place by marking exclusively the box of each of the chosen candidates up to the total number of candidates to be elected.
3. of the members of the Supervisory Board to be replaced in accordance with art. 48 of the Articles of Association, show the general list in alphabetical order. No erasures or replacements are permitted, nor can signs or other writing be added, under penalty of cancellation of the form.

Article 26

On the ballot cards, the order of printing the lists is drawn for in advance by persons appointed by the Chairman of the Supervisory Board, in the presence of a list representative, if one is available, or by one of the sponsoring Members.

Article 27

Once the Chairman has declared the secret ballots closed, the forms have to be counted at the central polling station and minutes prepared for each position to record the election results and the candidates elected:

- for the Supervisory Board as indicated in the Articles of Association.
- for the office of Arbitrator according to the highest number of votes obtained individually.

- for the office of member of the Supervisory Board as indicated in art. 48 of the Articles of Association, according to the highest number of votes obtained individually, in compliance, in any case, with legislation in force concerning gender balance.

The counting of votes and drafting the minutes are done by the scrutineers appointed by the General Meeting, if necessary with the help of technical support personnel. These activities are performed in the presence of the Members of the Supervisory Board who were not candidates, if necessary appointed by the Supervisory Board to supervise the voting, of the List Representatives and of any Observers designated by the Notary Public acting as the Secretary to the Meeting.

Milan, 30 April 2016

