

BANCHE POPOLARI UNITE – S.c.p.a.

Aderente al Fondo Interbancario di Tutela dei Depositi ed al Fondo Nazionale di Garanzia Gruppo Banche Popolari Unite

Iscritta all'Albo delle Istituzioni Creditizie ed all'Albo Gruppi Bancari n.5026.0

Sede Sociale e Direzione Generale in Bergamo, Piazza Vittorio Veneto n. 8

Capitale Sociale € 860.123.910,00 al 31 dicembre 2005 Registro delle Imprese di Bergamo n. 03053920165

## NOTICE OF CALL

Extraordinary and Ordinary General Meetings of the Shareholders of Banche Popolari Unite S.c.p.a. are convened in first call on Friday 2<sup>nd</sup> March 2007 at 6.00 p.m. at the registered address of the bank, No. 8 Piazza Vittorio Veneto, Bergamo and in second call on

**Saturday 3<sup>rd</sup> March 2007 at 9.00 a.m.**

at the new Bergamo Trade Fair, in Via Lunga, Bergamo to discuss and resolve on the following

### Agenda

#### Extraordinary Session

- Approval of the plan to merge Banca Lombarda e Piemontese S.p.A. into Banche Popolari Unite S.c.p.a. in accordance with Art. 2501 *et seq.* of the Italian Civil Code (merger to be implemented on the basis of the swap rate, methods and procedures all specified in the merger plan) which, amongst other things, will include:
  - an increase in the share capital at the service of the merger by a maximum nominal amount of 736.658.047,50 euro by the issue of a maximum of 294.663.219 ordinary shares of Banche Popolari Unite S.c.p.a. with a nominal value of 2,50 euro each;
  - the adoption of a new name and a new text for the Corporate Statute, which will include, amongst other things, the adoption of a dual system of management and control.

Relative and resulting resolutions and authorisations to implement the resolutions approved.

#### Ordinary Session

- Appointment of the Supervisory Board as contained in the new corporate statute for the financial years 2007-2008-2009 and determination of the remuneration; appointment of the relative Chairman and Senior Deputy Chairman; determination of the presence tokens for the participation to the meetings of the Supervisory Board and to the Commissions and Committees appointed by the Board itself;
- Authorisation to abandon a liability action which had been initiated against a director of the former Banca Popolare di Luino e Varese S.p.A., following the conclusion of settlement agreements.

Those shareholders having the right to vote for which relevant communication is made to the Bank by the intermediary appointed in accordance with Art. 2370 of the Italian Civil Code and special provisions of the law at least two working days prior to the date set for the first session, may participate in the General Meetings in accordance with the provisions of the law and of the company's Statutes.

Registered shareholders may not withdraw shares for which the aforementioned communication was made before the meeting has taken place.

Registered shareholders whose shares have not yet been deposited with Monte Titoli Spa must lodge their shares with a branch of the Bank or another intermediary in sufficient time for them to be entered in the centralised system for the dematerialised management of securities in accordance with Article 51 of Consob resolution 11768/98 (and subsequent modifications) and request the above mentioned communication.

Only persons who have been Registered Shareholders for at least 90 (ninety) days from the date of entry in the Shareholder Register may attend the Meeting and exercise voting rights.

As concerns the eligibility to social roles, in accordance with the transition regulation No. 4 of the new Corporate Statute, "As an exception to the provisions of the last paragraph of article 25, of the first paragraph of article 30, and of the first paragraph of article 44, the first members of the Supervisory and of the Management Boards may also be appointed from amongst persons who have been registered in the Shareholders' Register for less than 90 (ninety) days".

A registered shareholder may have himself represented by issuing a written proxy authorisation to another registered shareholder having the right to participate in General Meetings. Proxies may not be granted to members of governing or controlling bodies or to employees of the Bank, to companies controlled by it or to members of governing or controlling bodies or to employees of the latter.

No registered shareholder may act as proxy for more than 3 (three) other registered shareholders.

The appointment of the Supervisory Board mentioned in point 1) of the agenda of the ordinary session of the General Meeting, will be effected in accordance with and in observance of the provisions of the transition regulation No. 5 of the new statute, the full text of which is as follows:

*"As an exception to this Corporate Statute, which will come into force when the merger between BPU Banca and Banca Lombarda becomes effective, the Supervisory Board will be composed of 23 members appointed for the first time, for a term of three financial years, by the Ordinary General Meeting of the merging company BPU Banca by applying the list voting procedures described below.*

Registered shareholders will be invited to present lists on which candidates to the post of Member of the Supervisory Board will be indicated.

The lists of candidates, signed by those presenting them, must be deposited at the registered offices of the Bank at least 15 days prior to the date set for the General Meeting in first call. The signature of each Registered Shareholder presenting a list must be duly authenticated in accordance with the law or by employees of the Bank or its subsidiaries specifically authorised by the Board of Directors.

Each list must be accompanied by declarations and proper documentation with which the individual candidates accept their candidature and state under their own responsibility that no cause for ineligibility and incompatibility exists and that they possess the requirements prescribed by Law and by this Corporate Statute for the post of member of the Supervisory Board and the list of administrative and management posts occupied in other companies. These must be deposited with each list on pain of ineligibility.

Each Registered Shareholder may sign one list only: if this rule is not observed, the Registered Shareholder's signature is not counted as valid for any list.

Each candidate may be accepted as a candidate on one list only on pain of ineligibility.

Each list must be presented by at least 500 (five hundred) Registered Shareholders who have the right to participate in and vote in the General Meeting called to elect the Supervisory Board, who provide documentary evidence of the right according to legislation in force and who represent at least 0.50% of the share capital, calculated on the basis of the share capital existing 90 (ninety) days before the date set for calling the General Meeting and to be stated in the notice to call the meeting.

Lists presented that fail to observe the procedures illustrated above are considered as not presented.

Each Registered Shareholder may vote on one list only.

Election of the Supervisory Board is performed as follows:

a) 22 members of the Supervisory Board are taken from the list that obtains a majority of Registered Shareholders' votes in the order of preference stated on it;

b) one member of the Supervisory Board is taken from the list with second highest number of votes and is the first person named on that list. When votes are counted, lists which have not obtained at least 10% of all the votes cast in the shareholders' meeting are not taken into consideration. If only one of the lists presented has exceeded that limit, then all the members of the Supervisory Board are taken from it.

If only one list is validly proposed or no list at all is presented, the General Meeting proceeds to appoint the Supervisory Board by a relative majority vote; in the event of a tied vote the eldest candidate by age is appointed.

If two or more lists obtain an equal number of votes, those lists must be voted on again until they no longer receive an equal number of votes.

The posts of Chairman and Senior Deputy Chairman of the Board are reserved to the first and second members respectively on the list that obtains a majority of votes, or on the only list presented or to the members appointed as such by the General Meeting if no list is presented at all".

In accordance with Art. 44 of the new Statute, "the Members of the Supervisory Board must be in possession of the requirements of integrity and professionalism and of independence prescribed by regulations currently in force. At least 15 (fifteen) members of the Supervisory Board must be in possession of the requirements of professionalism prescribed by regulations currently in force for persons who function as directors of banks.

In particular, at least 3 (three) members of the Supervisory Board must be chosen from amongst persons enrolled in the Registro dei Revisori Contabili (register of auditors) who have practised as legal auditors of accounts for a period of not less than three years.

Except where other provisions of the law, regulations or the of the Supervisory demand otherwise, persons who already occupy posts of full statutory auditor or member of the governing bodies of more than five listed companies and/or their parent or subsidiary companies may not occupy the post of Member of the Supervisory Board".

The lists of candidates, signed by those presenting them, must be deposited, in accordance with the procedures mentioned above, at the registered offices of the Bank by, and not later than, 5.00 p.m. on 14<sup>th</sup> February 2007 at the Registered Shareholders' Office of the Bank at No. 8, Piazza Vittorio Veneto accompanied by a professional curriculum vitae of the candidates in addition to the aforementioned documentation.

As concerns the provisions of paragraph 7 of transition regulation No. 5, the share capital outstanding as at 2<sup>nd</sup> December 2006 amounted to 861.206.710 euro corresponding to 344.482.684 shares.

Those shareholders wishing to present lists of candidates to the post of Members of the Supervisory Board may contact the Registered Shareholders' Office (tel. 035 392155)

The documents considered under art. 2501 *septies* of the Italian Civil Code shall remain deposited at the registered address of the Bank during the 30 (thirty) days prior to the shareholders' meeting.

The reports of the Directors on the items on the agenda, and other relevant documents, will be made available to the public within the terms and with the modalities specified by the provisions of the law and regulations currently in force (Art. 70 and 72 of Consob Resolution No. 11971/99 and subsequent amendments; Art. 3 of Ministerial Decree No. 437/98).

The Information Document specified under paragraph 4, Art. 70 of Consob Resolution No. 11971/99 and subsequent amendments will be made available to the public at the registered address of the Bank and at the offices of Borsa Italiana s.p.a. in the 10 (ten) days prior to the General meeting.

Registered Shareholders may obtain copies of that documentation in accordance with the law by applying to the Registered Shareholders' Office.

Bergamo, 19<sup>th</sup> January 2006

The Chairman of the Board of Directors  
Emilio Zanetti