



**Banca IFIS S.p.A.**

**Registered office in Venice - Mestre, Via Terraglio 63**

**Share capital Euro 53,811,095 fully paid up**

**Tax Code and registration no. in the Companies Register of Venice**

**02505630109VAT no. 02992620274**

**Bank of Italy's Register of Banks no. 5508**

**Parent company of the Banca IFIS S.p.A. Banking Group, enrolled in  
the Register of Banking Groups**

**NOTICE TO CONVENE THE ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING**

The Ordinary and Extraordinary Shareholders' Meeting has been convened for 27 April 2012 at 9:00 am at the Registered Office in first call and for 28 April 2012, at the same time and in the same place, in second call, with the following

**Agenda**

**Ordinary Part**

- 1) Approval of the Annual Report as at 31 December 2011; communication of the consolidated Annual Report as at 31 December 2011; allocation of the profit for the year; inherent and consequent resolutions;
- 2) Authorization to purchase and sell treasury shares, subject to revocation of the previous authorization;
- 3) Insurance policy for the civil liability of corporate officers (D&O); inherent and consequent resolutions;

4) Compensation policies for corporate officers, employees and associates of the Banca IFIS Group: Report on compensation.

### **Extraordinary Part**

1) Amendment of articles 5, 9, 11, 14, 21 and 22 in force of the Articles of Incorporation; inherent and consequent resolutions.

### **Share capital and voting rights**

The share capital amounts to Euro 53,811,095.00, represented by 53,811,095 ordinary shares with nominal value of Euro 1.00 each.

The shares are indivisible. Each share gives the right to one vote, except for treasury shares held as of the date of the Meeting.

### **Participation in the Shareholders' Meeting**

The right to attend and vote at the Shareholders' Meeting is certified by notification of the broker that keeps the related accounts on the basis of evidence related to the end of the accounting day of 18 April 2012, the seventh day of open market before the date set for the Shareholders' Meeting in first call. Those who become owners of shares only subsequent to said date shall not be entitled to participate and vote in the Shareholders' Meeting. As per the Articles of Incorporation, the authorized broker's notification must be sent to the Corporate Affairs Function of Banca IFIS, at the registered office, at least two business days prior to the date set for the Shareholders' Meeting in first call, without prejudice to the provisions of paragraph four of Art. 83 *sexies* of the Italian Consolidated Law on Finance.

The proxy can be given in writing, even at the bottom of the authorized broker's notification certifying the right to participate. A *facsimile* of a proxy

form is available on the Bank's website ([www.bancaifis.it](http://www.bancaifis.it)), "Investor Relations" section, at the link "Shareholders' Meetings".

The proxy can be notified electronically by means of the special application available in the same section of the aforementioned website.

Shareholders may grant proxy, free of charge, to Francesca Gianolli - Certified Public Accountant and Auditor - of the Firm Gianolli Francesca (Via G. Matteotti 10/B, 31033 Castelfranco Veneto - Treviso), as the representative appointed by the Bank, pursuant to Art. 135 *undecies* of the Italian Consolidated Law on Finance, by signing a special form, available in the same section of the Bank's website. The form should be received by the Corporate Affairs Function of Banca IFIS (Via Terraglio 63, 30174 Venice - Mestre), by and no later than midnight of Wednesday 25 April 2012, second day of open market prior to the date set for the Shareholders' Meeting in first call. The instructions already provided concerning the notification by the authorized broker and, with no need for further references, the other provisions of Art. 135 *undecies* of the Italian Consolidated Law on Finance are valid.

#### **Right to ask questions**

Pursuant to Art. 127 *ter* of the Italian Consolidated Law on Finance, the shareholders may ask questions on items in the agenda even prior to the Shareholders' Meeting. Questions received by the Corporate Affairs Function of Banca IFIS, at the registered office, prior to the Shareholders' Meeting shall be answered at the latest during the same Meeting.

#### **Integration of the agenda**

Pursuant to Art. 127 *ter* of the Italian Consolidated Law on Finance, the Shareholders who, even jointly, represent at least one fortieth of the share capital may ask, within ten days from the publication date of this notice, to add other items to the agenda, indicating the additional items proposed by them in the request. The questions must be submitted in writing and delivered to the Corporate Affairs Function, at the Bank's registered office, together with a report on the additional items being proposed for discussion, as well as the certifications, issued by an authorized broker, certifying possession of at least 2.5% of the share capital and bearing the indication corporate right that can be exercised.

#### **Documentation**

The documents and information referred to in Art. 125-*quater* of the Italian Consolidated Law on Finance are made available to the Shareholders at the registered office and on the Bank's website, [www.bancaifis.it](http://www.bancaifis.it).

The documentation concerning this Shareholders' Meeting, including the Directors' report on proposals concerning the items on the agenda of the Ordinary and Extraordinary Shareholders' Meeting pursuant to Art. 125 *ter* of Italian Legislative Decree 58/98 shall be made available to the public, at the same time as the publication of this notice, at the Bank's registered office and at Borsa Italiana S.p.A., as well as on the Bank's website [www.bancaifis.it](http://www.bancaifis.it).

By 30 March 2012 documentation concerning items 1) and 4) of the Ordinary Shareholders' Meeting agenda shall be made available with the same methods. The Shareholders are entitled to request a copy of said

report.

Venice-Mestre, 26 March 2012

The Chairman  
of the Board of Directors  
(Sebastien Egon Fürstenberg)