



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 02505630109
VAT 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 SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting **in single call** has been convened for **30 April 2013 at 9:00** am at the Registered Office, in order to adopt resolutions on the following:

Agenda

- 1) Approval of the Financial Statements as at 31 December 2012; communication of the consolidated Financial Statements as at 31 December 2012; allocation of the profit for the year; inherent and consequent resolutions;
- 2) Remuneration policies for corporate officers, employees and associates of the Banca IFIS Banking Group: Report on Remuneration;
- 3) Appointment of the Board of Directors, subject to determination of the number of members; determination of the term of office and of the fees;
- 4) Appointment of the Board of Statutory Auditors for the 2013-2015 three-year period and determination of payments;
- 5) Authorization to purchase and sell treasury shares, subject to revocation of the previous authorization;
- 6) Insurance policy for the civil liability of corporate officers (D&O); inherent and consequent resolutions;
- 7) Shareholders' Meeting Regulations.

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 from an authorised broker confirming, on the basis of evidence as at the end of the accounting day of 19 April 2013, the seventh day of open market before the date set for the Shareholders' Meeting (record date), that the relative shareholder has the right to vote. 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, by the end of the third business day prior to the date set for the Shareholders' Meeting (in other words by 24th April 2013), without prejudice to the provisions of paragraph 4 of Art. 83-*sexies* of the Italian Consolidated Law on Finance.

Procedure for exercising the voting right by proxy

Shareholders who are entitled to vote may be represented during the Shareholders' Meeting by means of written proxy, which can also be found at the bottom of the notification by the authorized broker certifying the right to participate. A *facsimile* of a proxy form is available on the Bank's website (www.bancaifis.it), in the section "Corporate Governance / Shareholders' Meetings".

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

Issuer's Designated Representative

Shareholders may grant a proxy with voting instructions, free of charge, to the Attorney Domenico Giuri, registered in the Bar Association of Venice, with office at the address of Via delle Industrie, 19/c (Palazzo Lybra), 30175 Venice - Marghera (at MDA Avvocati Associati di Impresa), acting in the capacity of the Bank's designated representative, pursuant to art. 135-*undecies* of the Italian Consolidated Law on Finance, by signing a special form, again available in the same section of the Bank's website. The proxy has no legal effect with regards to proposals for which voting instructions have not been provided. The original form should be received, together with a valid identification document, by the representative at his office by and no later than Friday 26 April 2013, second open market day preceding the date set for the Meeting. A copy of the proxy with voting instructions, accompanied by a statement of conformity to the original, may be sent in advance, within the same term, by certified electronic mail to the address domenico.giuri@venezia.pecavvocati.it.

Within the same term, proxy and voting instructions can be revoked according to the same methods.

The instructions already provided on the authorized broker's notice and the other prescriptions of art. 135-*undecies* of the Italian Consolidated Law on Finance, with no need for additional references, shall apply.

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 must be received by the Corporate Affairs Function of Banca IFIS, at the registered office, by 25 April 2013 included, third day preceding the date set for the Meeting, and can be forwarded, together with the notification issued by an authorized broker, to the certified e-mail address segreteria@bancaifis.legalmail.it. Questions shall be answered at the latest during the same meeting. A single answer may be given to questions with the same contents.

Addition to the agenda and presentation of new proposed resolutions

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 request, together with a statement certifying the ownership of the shareholding and a copy of an identification document (for natural persons) or the documentation certifying the relevant powers (for legal entities) must be submitted in writing and delivered to the Corporate Affairs Function, at the Bank's registered office, or sent by means of certified electronic mail to the address segreteria@bancaifis.legalmail.it, together with the report indicated below 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 of the corporate right that can be exercised.

Those who are entitled to vote may individually submit proposed resolutions during the Meeting.

The integration of the agenda is not allowed for topics on which the Meeting is called to adopt a resolution, pursuant to the law, upon proposal of the Board of Directors or on the basis of a project or report prepared by the latter other than the one referred to in art. 125-*ter*, paragraph 1, of the Italian Consolidated Law on Finance.

News on any additions to the agenda or on the presentation of additional proposed resolutions on topics already on the agenda shall be given, in the same forms required by law for the notice to

convene, at least fifteen days prior to the date set for the Meeting. Additional proposed resolutions shall be made available to the public according to the methods required by the law at the same time as publication of the news of the presentation.

Shareholders who request additions to the list of the topics to be discussed or present proposed resolutions on the topics already included in the agenda shall prepare a report that indicates the reason for the proposed resolutions on the new topic for which they propose the discussion or the reason for additional proposed resolutions: said report must be forwarded to the Board of Directors by the deadline for presenting the relevant request, as indicated above. The report shall be made available to the public, accompanied by any observations made by the Board of Directors, at the same time as the publication of the news of the addition of the agenda or the presentation of additional proposed resolutions according to the methods prescribed by the law.

Voting by correspondence or with electronic means

There are no procedures in place for voting by correspondence or with electronic means.

Proposals on the subject of the appointment of the Board of Directors

The Board of Directors shall be appointed, pursuant to and according to the methods established by art. 11 of the Articles of Association, based on lists presented by the Shareholders. Such lists may contain names up to the maximum number of Directors established by the Articles of Association, and consequently up to a maximum of fifteen candidates, listed in sequential order.

The lists must be submitted by the Shareholders, under penalty of forfeiture, at the Bank's registered office (to the attention of the Corporate Affairs Function) by the twenty-fifth day preceding the date of the Meeting, in other words by Friday 5 April 2013.

Only Shareholders who, alone or together with others, prove to be the owners of at least 1% of the ordinary shares have the right to submit lists.

The ownership of the minimum number of shares needed to present the lists is determined by taking into account the shares recorded in favour of the individual Shareholder on the day in which the lists are submitted to the Bank. Ownership of the shareholding held on the day on which the lists are submitted can also be certified after such submission, provided it is done at least twenty-one days prior to the date of the Meeting, in other words by Tuesday 9 April 2013, by forwarding to the company the required notice through the authorized brokers.

Each Shareholder may submit or contribute to submitting one list only, and each candidate may appear on only one list, under penalty of ineligibility, pursuant to the regulations in force.

The lists must be accompanied by:

- information relating to the identity of Shareholders who have presented the lists, stating the percentage of shares held as a whole;
- a declaration by Shareholders other than those who own, also jointly, a controlling or relative majority interest, certifying the absence of connections provided for by art. 147-ter of Italian Leg. Decree no. 58/1998 and by art. 144-quinquies of the "Regulations implementing Leg. Decree no. 58/1998 concerning Issuers' regulations" with the latter;
- exhaustive information on candidates' personal and professional characteristics, as well as a declaration by the candidates themselves certifying possession of the requirements established by law and acceptance of their candidacy.

Candidates who do not possess the honourableness, professionalism and independence requirements set forth by applicable regulations as per art. 26 of Italian Leg. Decree no. 385/1993 shall not be included in the lists.

Moreover, each list has to indicate:

- at least two candidates meeting the requirements of independence established both by the Corporate Governance Code for Listed Companies prepared by Borsa Italiana S.p.A. and by Article 148, paragraph 3 of Legislative Decree no. 58/1998. These candidates must be positioned, on the list, in the first four positions of the sequential order;
- a number of candidates belonging to the least represented gender, equal to at least one third.

The list failing to observe the above rules will be considered not to have been submitted, except for

those lists that include a number of candidates that is less than three.

When submitting the lists, Shareholders may take into account the results of the preliminary analysis carried out by the Board of Directors of Banca IFIS on the size, composition and functioning of the Board itself, in compliance with legislative and regulatory provisions in force and, in particular, of the supervisory provisions of Bank of Italy on the subject of organization and corporate governance of the Banks. The opinions which emerged from said analysis on the figures whose presence on the Board is deemed appropriate are summarized in the Directors' Explanatory Report on proposals concerning the topics on the agenda of the Shareholders' Meeting, available on the website.

The lists shall be made available to the public at the Bank's registered office, at the company that manages the stock market and on the website www.bancaifis.it by Tuesday 9 April 2013.

Each Shareholder entitled to vote shall be able to vote for only one list, pursuant to the law and the Articles of Association.

Proposals on the subject of appointment of the Board of Statutory Auditors

The Board of Statutory Auditors shall be appointed, pursuant to and according to the methods established by Art. 21 of the Articles of Association, based on lists presented by Shareholders on which candidates are listed in sequential order and with a number of candidates not exceeding the members to be elected (three standing auditors and two substitute auditors). Each list consists of two sections: one for candidates for the office of standing auditor and the other for candidates for the office of statutory auditor.

The lists must be submitted by the Shareholders, under penalty of forfeiture, at the Bank's registered office (for the attention of the Corporate Affairs Function) by the twenty-fifth day preceding the date of the Meeting, in other words by Friday, 5 April 2013.

Only Shareholders who, alone or together with others, prove to be the owners of at least 1% of the ordinary shares have the right to submit lists.

The ownership of the minimum number of shares needed to present the lists is determined by taking into account the shares recorded in favour of the individual Shareholder on the day in which the lists are submitted to the Bank. Ownership of the shareholding held on the day on which the lists are submitted can also be certified after such submission, provided it is done at least twenty-one days prior to the date of the Meeting, in other words by Tuesday, 9 April 2013, by forwarding to the company the required notice through the authorized brokers.

Each Shareholder may submit or contribute to submitting one list only, and each candidate may appear on only one list, under penalty of ineligibility, pursuant to the regulations in force.

The lists must be accompanied:

- information relating to the identity of Shareholders who have presented lists, stating the percentage of shares held as a whole;
- declaration by Shareholders other than those who own, also jointly, a controlling or relative majority interest, certifying the absence of connections provided for by art. 144-*quinquies* of the "Regulations implementing Leg. Decree no. 58/1998 concerning Issuers' regulations" with the latter, as well of other significant relationships;
- exhaustive information on candidates' personal and professional characteristics, as well as a declaration by the candidates themselves certifying possession of the requirements established by law and acceptance of their candidacy.

Candidates who already cover auditor positions in five other listed companies or who do not possess the honourableness, professionalism and independence requirements set forth by applicable regulations, or that fall within the cases referred to in art. 148, paragraph 3 of Italian Leg. Decree no. 58/1998, shall not be included in the lists.

Each list has to indicate at least one candidate for the office of standing auditor and at least one candidate for the office of substitute auditor belonging to the least represented gender.

Such requirement does not apply to lists with less than three candidates. Outgoing statutory auditors can be re-elected.

The lists shall be made available to the public at the Bank's registered office, at the company that manages the stock market and on the website www.bancaifis.it by Tuesday 9 April 2013.

Each Shareholder entitled to vote shall be able to vote for only one list, pursuant to the law and the Articles of Association.

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 in the section “Corporate Governance / Shareholders’ Meetings on the Bank’s website, www.bancaifis.it.

The documentation pertaining to this Shareholders’ Meeting, including the Directors’ report on proposals concerning the items on the agenda 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.

With the same methods, the documentation concerning the topics in items 1) and 2) of the agenda will be made available by 30 March 2013, whilst the list of candidates for the offices of director and auditor will be made available by 9 April 2013.

The Shareholders are entitled to view all deeds filed at the registered office and to request a copy of said documents.

Venice-Mestre, 21 March 2013

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

Notice published in the Italian newspaper Italia Oggi of 21 March 2013