



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 **17 April 2014 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 2013; communication of the consolidated Financial Statements as at 31 December 2013; 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) Authorization to purchase and sell treasury shares, subject to revocation of the previous authorization;
- 4) Insurance policy for the civil liability of corporate officers (D&O); inherent and consequent resolutions;
- 5) Statutory Auditors Board's Proposal, pursuant to article 13 of Legislative Decree 39/2010, regarding the assignment of the legal auditors of accounts for the years 2014-2022.

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 8 April 2014, 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 14th April 2014), 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 Mr. Guido Gasparini Berlingieri, enrolled in the Board of Certified Public Accountants and Expert Bookkeepers of Venice and in the Register of Legal Auditors, with office at the address of Viale Ancona, 22, 30172 Venice – Mestre (care of GBA Studio Legale Tributario), 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 Tuesday 15 April 2014, 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 segreteria@legalmail.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 14 April 2014 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.

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 and the Information document on compensation plans based on financial instruments in accordance with article 114 *bis* of the Consolidated Law on Finance and 84 *bis* of Consob regulations 11971/1999, 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 27 March 2014.

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

Venice-Mestre, 18 March 2014

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

Notice published in the Italian newspaper Italia Oggi of 18 March 2014