



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 n. 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 in **single call** has been convened for **8th April 2015** at **9:30 am** at the Registered Office, in order to adopt resolutions on the following:

Agenda

Ordinary Part

- 1) Approval of the Financial Statements as at 31st December 2014; communication of the consolidated Financial Statements as at 31st December 2014; allocation of the profit for the year; inherent and consequent resolutions;
- 2) Remuneration policies for corporate officers, employees and collaborators of the Banca IFIS Banking Group: Report on Remuneration;
- 3) Authorisation to purchase and sell treasury shares, subject to revocation of the previous authorisation;

Extraordinary Part

- 1) Amendment of existing articles 1, 10, 11, 12, 13, 14, 15, 16, 17, 21, 22 of the Articles of Association; 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.

On the date of publication of this notice, the company holds no. 887,165 treasury shares.

Participation in the Shareholders' Meeting

The right to attend and vote at the Shareholders' Meeting is certified by a special notification to the bank from an authorised intermediary on behalf of the shareholder who is vested with voting rights, on the basis of the information applicable at the end of the accounting day of 26th March 2015, the seventh open market day before the date set for the Shareholders' Meeting (record date). 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 authorised intermediary's notification must be sent to the Corporate Affairs Function of Banca IFIS, at the registered office, by the end of the third open market day prior to the date set for the Shareholders' Meeting (in other words by 1st April 2015), 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. 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.

Any prior notification of the proxy does not exempt the delegate, during accreditation to access the works of the Shareholders' meeting, from the obligation of certifying the conformity to the original of the notified copy and the identity of the delegating shareholder.

Issuer's Designated Representative

Shareholders may grant a proxy with voting instructions, free of charge, to Mr. Giovanni Boldrin, enrolled in the Board of Certified Public Accountants and Auditors of Venice, with office "Boldrin & Vianello Certified Public Accountants" at the address of Castello 5507, 30122 Venice, 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 by the representative at his office by and no later than Thursday 2nd April 2015, second open market day preceding the date set for the Shareholders' Meeting, together with a copy of a valid identification document of the delegating shareholder or, if the delegating shareholder is a legal person, of the legal representative or another duly authorised party. 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 giovanniboldrin@pecsicura.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 1st April 2015 included, third day preceding the date set for the Shareholders' 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. 126 bis 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 of call, to add other items to the agenda, indicating the additional items proposed by them in the request or may present resolution proposals on the items of the agenda.

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 Shareholders' Meeting.

The integration of the agenda is not allowed for topics on which the Shareholders' 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 Shareholders' 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 to 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 detailed 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 Issuers regulations 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. and the authorised storage mechanism www.emarketstorage.com, 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 18th March 2015.

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

Venice-Mestre, 6th March 2015

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

Notice published in the Italian newspaper Italia Oggi of 6th March 2015