

BANCA IFIS S.p.A.'S ARTICLES OF INCORPORATION

CORPORATE NAME

Art.1) The company is a public limited company having the name "BANCA IFIS S.p.A."

HEADQUARTERS

Art.2) The company has its registered office in Mestre - Venice. It is permitted to set up branches, subsidiaries, offices, agencies, representative offices and the like, in Italy and abroad. The company Headquarters is located at the company's registered office.

TERM OF EXISTENCE

Art.3) The terms of existence of the company will expire on 31 (thirty-first) of December 2050 (two thousand and fifty) but can be extended with a resolution by the Shareholders' Meeting. In cases of such a resolution to extend the company's duration, those shareholders who have not taken part in the approval of resolution do not have the right to recede.

NATURE OF BUSINESS

Art.4) The company's purpose is to collect public savings and to grant credit in its various forms, in Italy and abroad, operating in compliance with the regulations and laws in force.

Observing the legal provisions in force, Banca IFIS can carry out all banking, financial and investment operations and services, create and manage open pension funds and, in general, effect any other operations that are instrumental or connected to the achievement of its business purpose.

In carrying out its management and coordination activity and in its capacity of parent company to the Banca IFIS Group as per article 61, paragraph 4 of the Lgs. Decree 385/1993, the company guides the members of the group in the execution of Bank of Italy's instructions, in the interest of Group stability.

The company can issue bonds in accordance with the laws and regulations in force.

CAPITAL

Art. 5) The share capital is 53,811,095.00 (fifty-three million, eight hundred and eleven thousand, and ninety-five point zero zero) Euro, represented by 53,811,095.00 (fifty-three million, eight hundred and eleven thousand, and ninety-five) ordinary shares of a nominal value of 1 (one) Euro each.

SHAREHOLDERS' MEETINGS

Art.6) Shareholders' Meetings' resolutions, taken in conformity with the law and the Articles of Incorporation, obligate all shareholders,

whether absent or dissenting. Shareholders who have not participated in the approval of resolutions concerning the introduction or removal of restrictions to the circulation of the bank's shares do not have the right to recede.

Shareholders' Meetings can be ordinary and extraordinary, as per the law.

The Meetings can be held under convening beyond the second in adherence with the provisions of the law.

The Shareholders' Meetings can be held away from the registered office, provided that they take place in Italy.

Art.7) Every share gives the right to vote.

Art. 8) The Ordinary Shareholders' Meeting is convened at least once a year, within 120 (one hundred twenty) days from the end of the fiscal year, to deliberate on the subjects attributed to it by Italian Law and the Articles of Association.

The Shareholders' Meeting is normally presided over by the Chairman of the Board of Directors, who is also vested, among other things, with the power to appoint the person, either inside or outside of the Company, who is required to preside over a single Shareholders' Meeting. If the Chairman is absent or unavailable, the Deputy Chairman of the Board of Directors has the appointment power.

The Chairman of the Shareholders' Meeting appoints the Secretary for the Meeting and, in any case, may be assisted during the Meeting by the Secretary of the Board of Directors, appointed pursuant to Article 12, and by external consultants identified and appointed by him for that purpose.

The provisions of Article 2371(2) of the Italian Civil Code apply where the presence of a notary is required by law.

Art.9) The Shareholders' Meeting may be attended by holders of voting rights for whom the Company has received the notification issued by the intermediary at the end of the third day of open trading preceding the date set for the Shareholders' Meeting on first call. The communication is made based on the evidence at the end of the seventh accounting day of the seventh day of open trading set for the Shareholders' Meeting on first call. However, without prejudice to legitimate attendance and the exercise of the right to vote should such communication be received by the Company beyond the aforementioned term, provided that this is before the start of the Shareholders' Meeting the call notice refers to.

The voting right holders may have themselves represented in the Shareholders' Meeting, pursuant to the law, by means of written proxy or proxy granted by electronic means.

The electronic notification of the proxy may be made using a special form available on the Company's website.

The Company designates for each Shareholders' Meeting, indicating it accordingly in the notice to convene, one or more individuals to whom the holders of voting rights can grant, following the methods established by applicable normative provisions, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy has effect with regard to the proposals for which voting instructions have been provided.

With regards the majorities for the validity of resolutions and the drafting of the minutes, reference is made to the provisions of the law, to applicable regulations, to the Articles of Incorporation and to the Shareholders' Meeting Regulations.

Art.10) Art. 10) The Ordinary Shareholders' Meeting approves the remuneration and incentive policies. In particular, the Ordinary Shareholders' Meeting, in addition to establishing the remuneration due to the bodies it appoints, approves:

the remuneration and incentive policies for the Board of Directors, the CEO, the Board of Statutory Auditors, the General Manager and the remaining personnel;

- any remuneration plans based on financial instruments (e.g. stock options);

-the criteria for determining the remuneration to be agreed in the event of early termination of the employment relationship or early termination of office, including the limits established for remuneration in terms of annual instalments of fixed remuneration and the maximum amount that results from their application.

Also, when approving the remuneration policies, the Ordinary Shareholders' Meeting has the power to decide on a ratio between the variable and fixed components of individual staff remuneration that exceeds 100% (1:1 ratio), but which in any case does not exceed the limit provided for under the applicable legislative and regulatory provisions in force at the time (currently 200%, 2:1 ratio). The proposal can be considered validly approved with the majorities provided by the applicable legislation, which is currently:

with the favourable vote of at least 2/3 of the share capital represented at the Shareholders' Meeting, if the Meeting is constituted with at least half of the share capital;

with the favourable vote of at least 3/4 of the share capital represented at the Shareholders' Meeting, regardless what share capital makes up the Shareholders' Meeting.

The remuneration of the members of the Board of Directors is established at the time of appointment or by the Shareholders' Meeting, pursuant to Article 2389 of the Italian Civil Code. The remuneration of directors holding special offices in accordance with the Articles of Association may be established by the Board of Directors, after hearing the favourable opinion of the Board of Statutory Auditors. The Shareholders' Meeting may set an overall

amount for the remuneration of all directors, including those with special responsibilities.

Art. 10-bis) The Shareholders' Meeting may appoint an Honorary President, even from outside the members of the Board of Directors, chosen from among the people who have significantly contributed to the prestige and development of the Company. If appointed, the Honorary President, who is not a director, may attend Shareholders' Meetings and meetings of the Board of Directors, in an advisory capacity and without voting rights. The Honorary President may be appointed by the Board of Directors to represent the Company, among other things.

MANAGEMENT

Art.11) The Company is managed by a Board of Directors composed of five to fifteen members, elected by the Shareholders' Meeting. They must have such a professionalism and authoritativeness to ensure a very high level of discussion inside the body they belong to and to give a significant contribution to the formation of the will of such body and at least a fourth of the members must have the requirement of independence.

The make-up of the corporate bodies must reflect an adequate degree of diversification in terms, among other things, of competences, experiences, age, gender, international projection.

For the appointment or the co-optation of the directors, the Board of Directors identifies in advance its quality-quantitative make-up that is considered best, identifying and motivating the theoretical profile (including the characteristics of professionalism and of independence, if necessary) of the candidates.

The shareholders must be informed in due time of the results of the analyses made by the Board of Directors, so that the selection of the candidates to be submitted may take into account the required professionalisms. The above without prejudice to the possibility for the shareholders to carry out their own assessment on the best make-up of the body and to submit candidates consistent therewith, motivating any differences with the analyses performed by the Board.

The members remain in office for a period not exceeding three years, established at the moment of nomination, and their term expires on the date of the Annual Shareholders' Meeting convened to approve the annual report for the last year of their office.

The nomination of the members of the Board of Directors is based on lists, submitted by the shareholders, in which the candidates are listed progressively and the number of candidates cannot exceed the maximum number of members provided for by the Articles of Incorporation.

The right to submit a list is reserved to shareholders that, at the moment in which the list is submitted, own, either individually or together with others, at least 1% (one percent) of ordinary shares, or

other lesser equity investment threshold that - as per laws in force - will be stated in the convening notice for the Shareholders' Meeting called to nominate the members of the Board of Directors.

No shareholder can submit or vote for, not even through another person or trust companies, more than one list. This is also the case for shareholders belonging to the same group and/or shareholders who are part of a shareholders' agreement involving the company's shares. Each candidate can only be present on one list or he/she will be considered ineligible.

The lists are filed at the Company's headquarters by the twenty-fifth day prior to the date of the Shareholders' Meeting on first call and are made available to the public at the registered office, on the Company's website and by other means allowed by the regulations in force, at least twenty-one days prior to the Shareholders' Meeting on first call.

Ownership of the minimum shareholding for submission of the lists is determined with regard to the shares registered in the name of the individual shareholder, or of multiple shareholders jointly, on the date on which the lists are filed with the Company. For the purpose of proving ownership of the number of shares needed to submit the lists, the shareholders may also submit the relevant certification after filing, provided the submission is made within the time limit established for the publication of the lists by the Company.

Lists of candidates must include:

- information on the identity of the shareholders who submitted the lists, indicating the overall percentage of the shareholding held;
- a declaration by the shareholders different from those who hold, even jointly, a controlling or majority quota, declaring that no relationship exists with the latter as provided for by art.147-ter of Lgs. Decree 58/1998 and art.144-quinquies of the "Regulation implementing Italian Legislative Decree 58/1998, concerning the discipline of issuers";
- an exhaustive list of the personal and professional characteristics of the candidates, together with a declaration that such candidates satisfy all the legal requirements and accepts their candidacy.

No subjects not satisfying the requisites of honourability, professionalism and independence as stated by article 26 of the Lgs. decree 385/1993 may be included in a list of candidates. In addition, each list must contain:

- At least a quarter of components (if this ratio is not an integer number, it shall be rounded to the lower integer number if the first decimal is inferior or equal to 5; otherwise the rounding is made to the upper integer number) who are in possession of the requisites of independence required both by the Corporate Governance Code prepared by the Italian Stock Exchange [Borsa Italiana S.p.A.] and by art. 148, paragraph 3 of the Lgs. Degree 58/1998. These candidates must be placed in the top four positions

on the list;

- a number of candidates belonging to the less represented gender equal to at least one third, save for lists with less than three candidates.

Any list which does not respect the above will be considered as not presented.

Elections of the members of the Board of Directors are carried out as follows:

1) all the Directors but one are chosen from the list that received the greatest number of votes in the Shareholders' Meeting according to the order in which they appear on the list.

2) the remaining Director is chosen from the list that received the greatest number of votes in the Shareholders' Meeting and, under article 147-ter, paragraph 3 of the Lgs. Decree 58/1998, has no connection, even indirect, with the shareholders who have submitted or voted for the list with the highest number of votes overall.

In case such selection criteria fail to guarantee a proper balance between genders in the ratio established each time by the law, a sliding mechanism is applied to the selection from the list which obtained, during the Shareholders' Meeting, the highest number of votes, based on the consecutive order with which the candidates are indicated. Such mechanism excludes the candidate or candidates of the more represented gender and reselects the candidate or candidates of the missing gender.

If only one list of candidates is submitted, all but one member of the Board of Directors will be elected from this list. The shareholders within the Shareholders' Meeting who have voting rights as per this paragraph will themselves propose the candidate for the remaining position on the Board who will be nominated, by a voting majority excluding the vote of the shareholders who presented the above list.

In any case, at least a quarter of the members of the Board of Directors must satisfy the independence requirements both as per the Corporate Governance Code for listed companies laid down by the Italian Stock Exchange and as per article 148, paragraph 3 of the Lgs. Decree 58/1998.

Should, during the accounting year, less than a quarter of Directors have these requisites, the Board of Directors will resolve to dismiss one or more of its members who have lost these requisites, according to the criteria of less time in office, or, equally, of younger in age and will then resolve to co-opt one or two independent members.

The laws in force, without the involvement of list voting, govern any eventual replacement of members of the Board of Directors, except in cases involving the termination of all Directors.

In addition, if a Director from the list which received the highest number of votes in the Shareholders' Meeting and has no connection, even indirect, with the shareholders who presented or voted for the list with the highest number of votes overall, as per article 147-ter,

paragraph 3 of the Lgs. Decree 58/1998, should cease to be a Director, the Board of Directors will examine first if the candidates from the same list are still available, working top down, and will proceed to co-opt another Director from this list based on the top-down criteria. In case of termination of a director belonging to the less represented gender, the co-opted director will in any event belong to the same gender.

CHAIRMAN

Art.12) The Board elects a Chairman from among its members and may elect a Deputy Chairman. In the event of the Chairman's absence or unavailability, the Deputy Chairman presides. In the event of absence or unavailability the Deputy Chairman the most senior Director presides.

The Chairman promotes the effective functioning of the corporate governance system, guaranteeing a balance of powers with respect to the Chief Executive Officer and the other executive directors. He/she acts as an interlocutor with the controlling body and the internal committees. To this end, in addition to possessing the characteristics required of directors, he/she must have the specific skills necessary to carry out the tasks assigned to him/her. In order to carry out his/her function effectively, the Chairman must have a non-executive role and not carry out, even de facto, management functions. The Chairman guarantees the effectiveness of the Board's discussion and ensures that the resolutions it reaches are the result of adequate dialogue and the conscious and reasoned contribution of all its members. For these purposes, the Chairman shall ensure that:

- the directors are provided in reasonable advance with the documentation supporting the board's resolutions or, at least, with general information on the matters to be discussed;
- the documentation supporting the resolutions, particularly when provided to non-executive members, is adequate in both quality and quantity with respect to the items on the agenda.

The Board, after hearing the Chairman, appoints the Secretary, who may also be chosen from outside the members of the administrative body, and his/her alternate. The Secretary is responsible for drawing up and keeping the minutes of each meeting, which must be signed by the person presiding over the meeting and by the Secretary himself.

To carry out the Board's work, the Chairman may be assisted by a person of his/her choice, even chosen from outside the members of the Board of Directors.

Art.12-bis) Art. 12-bis) In compliance with the legislative provisions in force, the Board of Directors shall set up an Appointments Committee, a Control and Risk Committee, a Remuneration Committee, and any internal board committees it deems appropriate, within its sphere

of authority. The members of the committees are appointed, revoked, and supplemented, as necessary, by the Board of Directors. The committees are vested with the functions and powers assigned to them by current legislation and regulations and by the Board of Directors.

Art.13) The Chairman shall convene the Board of Directors by letter, fax, email, or other suitable means at the domicile of each director at least three days before the date set for the meeting. In urgent cases, the invitation may be sent only one day before the scheduled date of the meeting.

In preparing the agenda and conducting the Board's discussion, the Chairman shall ensure that issues of strategic importance are dealt with as a matter of priority, ensuring that all necessary time is devoted to them.

Board meetings shall be validly constituted even when held by telecommunications means, provided that all participants can be identified by the Chairman and all other participants, that they are able to follow the discussion and intervene in real time, that they are allowed to receive, transmit and view documents relating to these topics, and that all the above is recorded in the minutes. If these conditions are met, the meeting of the Board of Directors is considered to have been held in the place where the Chairman is present and where the Secretary of the meeting must also be located, in order to allow the related minutes to be drawn up.

The resolutions of the Board are valid if the majority of the directors in office are present and they are adopted by an absolute majority of those present. In the event of a tie, the Chairman of the Board of Directors has the casting vote.

The Board of Directors meets at intervals not normally exceeding three months and whenever the Chairman deems necessary or when requested to do so by either the Chief Executive Officer or at least three directors. The Board of Directors may also be convened by at least two statutory auditors, subject to prior notification to the Chairman of the Board of Directors.

Art.14) The Board of Directors is responsible for all the powers of ordinary and extraordinary administration, excluding those that, by law, lie within the competence of the Shareholders' Meeting.

Besides duties that cannot be delegated by law, the Board of Directors is exclusively responsible for resolutions regarding:

- the business model, the strategic guidelines and operations and the business and financial plans;
- the guidelines of the internal check system and the verification that the same is consistent with the set strategic guidelines and the risk appetite and that the same is able to capture the evolution of the corporate risks and their interactions;

- the criteria to identify the more significant operations to submit to the prior examination of the risk control function;
- the amendments of the Articles of Incorporation according to legal provisions;
- mergers by incorporation with other companies, in the cases provided for by articles 2505 and 2505-bis of the Italian Civil Code;
- the reduction of capital in case of withdrawal;
- the indication of which Directors, in addition to those stated in these Articles of Incorporation, can represent the company;
- the setting up of committees within the Board of Directors;
- the *Risk Appetite Framework* and the risk management policies as well as, having heard the opinion of the Board of Statutory Auditors, the evaluation of the completeness, adequacy, functionality, and reliability of the internal control and risk management systems and of the adequacy of the organisational, administrative and accounting structure;
- the determination of the general organisation of the bank's structure and of the consequent internal regulations;
- the setting up and regulations, also for the structure of the signatory powers, of branches, subsidiaries, agencies, counters, representative offices and addresses, both in Italy and abroad, as well as their closing;
- the transfer of the registered office within the national territory;
- the buying and selling of equity investments, companies and/or companies divisions bringing about changes in the group, or investments and/or disinvestments that exceed 1% (one percent) of the bank's net equity as shown in the last approved financial statements of the Company;
- the determination of criteria for carrying out Bank of Italy's instructions;
- the nomination, dismissal and remuneration of General Management members;
- the remuneration and incentive policies to submit to the shareholders' meeting, the review, at least on a yearly basis, of such policies and the responsibility for their correct implementation, with the purpose of also ensuring that the remuneration policy is adequately documented and accessible within the corporate structure;
- the setting up of the corporate audit functions, the related tasks and responsibilities, the coordination and collaboration methods, the information flows between such functions and between them and the corporate bodies;
- the appointment, after having heard the opinion of the Board of Statutory Auditors, of subjects responsible for the internal auditing functions;
- the risk management process and the assessment of its compatibility with the strategic directions and with the risk management policies;
- the policies and the processes for the assessment of the corporate

activities, and, in particular, of the financial instruments, verifying their continuous adequacy and setting also the top limits of the bank's exposure to financial instruments or products of an uncertain or difficult evaluation;

- the process for the development and the validation of the internal systems for the risk assessment not employed for regulatory purposes and the periodical assessment of their correct working;

- the process for the approval of new products and services, the start of new activities, the entry into new markets;

- the corporate policy in the matter of outsourcing of corporate functions;

- the Code of Ethics which the members of the corporate bodies and the employees shall have to comply with in order to mitigate the operational and reputational risks of the bank and to favour the spread of a culture of the internal controls.

The directors report promptly, but at least on a quarterly basis, to the Board of Statutory Auditors during Board of Directors' Meetings, or even directly, in writing, about the activities performed, the most significant operations carried out by the company or its controlled companies and situations that could result in conflict of interest.

Art.15) The Board of Directors appoints a C.E.O. among its members, who is assigned the task of managing the corporate operations with the goal of realizing the directions and to achieve the strategic corporate goals as approved by the Board of Directors, and fixes his/her management powers. It can also delegate particular duties to individual Directors, all the above pursuant to and within the limits of article 2381 of the Italian Civil Code. In addition, the Board may also appoint proxies "ad negotia" for certain deeds or categories of deeds and special proxies. The implementation of the strategic directions and the corporate management is the responsibility of the C.E.O., who performs this task also with the help of the General Management. The C.E.O. reports to the Board of Directors on his/her activities on a quarterly basis.

The C.E.O.:

- defines and takes care of the implementation of the risk management process;

- defines and takes care of the implementation of the approval process (people in charge, procedures, conditions) of investments in new products, the distribution of new products or services or the start of new activities or the entry in new markets;

- defines and takes care of the implementation of the corporate policy in the matter of outsourcing of corporate functions;

- defines and takes care of the implementation of the processes and of the methodologies for the assessment of the corporate assets, and, in particular, of the financial instruments; he/she also takes care of their continuous update;

- defines the internal IT flows with the goal of ensuring the corporate bodies and the auditing corporate functions with the full knowledge and governability of the risk factors and the verification of the compliance with the Risk Appetite Framework;
- within the Risk Appetite Framework, if the tolerance threshold has been defined, he/she authorizes the exceeding of the risk appetite within the limit represented by the tolerance threshold and informs promptly thereof the Board of Directors, identifying the management measures necessary to bring back the undertaken risk within the set goal;
- implements the initiatives and the interventions necessary to guarantee continuously the completeness, the adequacy, the functionality and the reliability of the internal audit system and informs the Board of Directors of the results of the verifications performed;
- prepares and implements the necessary correction or adjustment interventions in case deficiencies or anomalies are detected, or following the introduction of new significant products, activities, services or processes;
- implements the ICAAP process;
- With specific reference to the credit and counterparty risks, in line with the strategic directions, approves specific guidelines intended to ensure the efficiency of the management system of the risk mitigation techniques and to guarantee the compliance with the general and specific requirements of such techniques.

In urgent cases, the C.E.O. may deliberate any business or transaction not falling strictly under the Board of Directors' exclusive competence, informing thereof the Chairman immediately and the Board of Directors at the first Board meeting that follows.

Art.16) The Board of Directors may also delegate, setting in advance the limits thereof, powers of credit-granting and day-to-day management to personnel of the Company on the basis of their functions and/or level of seniority, singularly and/or as member of a Committee chaired by a person appointed by the Board itself.

The decisions thus taken must be made known to the Board itself, according to the formalities and frequency fixed by the Board of Directors.

GENERAL MANAGEMENT

Art.17) The Board of Directors appoints a General Manager and may also appoint one or more Deputy General Managers, deciding their assignments and the duration of their office. The General Manager takes care of the implementation the C.E.O.'s management directives and assists him/her in the execution of the strategic directions and of the corporate management.

The General Manager is head of the personnel of the Company and

carries out his assignment within the powers granted him/her by the Board of Directors.

The General Manager participates in Board of Directors' Meetings in an advisory role.

In case of absence or impediment, the Board of Directors will replace the General Manager with one of the Deputy General Managers, if appointed.

Towards third parties, the Deputy General Manager's signature, who replaces the General Manager, is proof of the absence or impediment of the latter.

Art.18) General Management is made up of the General Manager and, any nominated Deputy General Managers, if nominated. Together they manage daily business, according to the internal regulations approved by the Board of Directors, managing the personnel dedicated to this purpose.

Art.19) As per article 154-bis of the Lgs. Decree 58/1998 and if the necessary, compulsory approval has been given by the Board of Statutory Auditors, the Board of Directors names a manager who is to be responsible for drawing up the company's financial documents.

This manager must comply with the regulations regarding both the requisite of honourability necessary for election to the position of Statutory Auditor, as per article 2 of Italian D.M. 162 of 30 March 2000, and the requisites of professionalism for election to the position of Director of a public bank, as per article 1, paragraph 1 of the Italian D.M. 161 of 18 March 1998.

The Financial Reporting Officer puts in place suitable administrative and accounting procedures for the drawing up of statutory and consolidated financial reports for the accounting year, together with every other communication of a financial nature, also carrying out any other assignment provided for by the law.

The Board of Directors is responsible for ensuring the Financial Reporting Officer has the necessary powers and means to accomplish the assignments attributed to him/her and to ensure that administrative and bookkeeping procedures are effectively respected.

Under article 154-bis of Lgs. Decree 58/1998, the Board of Directors gives this manager the necessary powers and means to accomplish the assignments attributed to him/her at nomination.

The Financial Reporting Officer is governed by the provisions governing the Directors of the company for their area of responsibility, excepting the activities that fall under the normal working relationship with the company.

CORPORATE SIGNATURE AND REPRESENTATION

Art.20) The Chairman of the Board of Directors, and, in the event of his absence or unavailability, the Deputy Chairman, and, separately, the Chief Executive Officer and the General Manager, are responsible

for the legal representation of the Company before third parties and in legal proceedings, and are given signing authority.

Legal representation includes, but is not limited to, the right to promote any act or initiative for the protection of the rights and interests of the Company, including the request for precautionary or emergency measures and the exercise of executive actions; the exercise, remission, and waiver of the right to sue, as well as the filing of a civil action and the related revocation at any judicial, administrative, arbitration and conciliation jurisdiction before any authority in any state and at any level, with all the powers necessary for the purpose, including that of conferring the related powers of attorney in litigation, including general ones, to testify as provided for by law and with all the powers of law including to reconcile, settle, and submit to arbitrations or to agree to an amicable settlement, and to discontinue proceedings and actions.

For certain categories of documents and business, the Board of Directors may grant powers of attorney, with the related power to sign for the Company, even to persons outside the Company. The Chief Executive Officer may appoint proxies for specific acts or categories of acts, within the powers conferred on him/her by the Board.

In order to facilitate the performance of the Company's work, the Board may authorise executives and other employees to sign, either individually or jointly, for those categories of transactions determined by the Board of Directors.

To facilitate the company in carrying out its business, in certain cases and for specific categories of operations, the Board of Directors can determine and authorize managers, cadres and general employees to sign, either singularly or jointly, on behalf of the company.

THE BOARD OF STATUTORY AUDITORS

Art.21) The Board of Statutory Auditors is composed of three Standing Auditors and two Alternate Auditors.

The appointment of the Board of Statutory Auditors is based on lists submitted by the shareholders, in which the candidates are listed progressively and the number of candidates cannot exceed the number of Statutory Auditors to be elected. Each list is composed of two sections: one for Standing Auditor candidates, the other one for Alternate Auditor candidates.

The right to submit a list is reserved to shareholders that, at the moment in which the list is presented, own at least 1% (one percent) of ordinary shares, or other lesser equity investment threshold that - as per laws in force - will be stated in the convening notice for the Shareholders' Meeting called to appoint the Statutory Directors.

No shareholder can submit or vote for, not even through another person or trust companies, more than one list. This is also the case for shareholders belonging to the same group and shareholders who are part

of a shareholders' agreement involving the company's shares. Each candidate can only be present on one list or he/she will be considered ineligible.

The lists are filed at the Company's headquarters by the twenty-fifth day prior to the date of the Shareholders' Meeting on first call and made available to the public at the registered office, on the Company's website and by the other means established by the regulations in force, at least twenty-one days prior to the Shareholders' Meeting on first call.

Ownership of the minimum shareholding for submitting the lists is determined with regard to the shares registered in the name of the individual shareholder, or of multiple shareholders jointly, on the date in which the lists are filed with the Company. For the purpose of proving ownership of the number of shares needed to submit the lists, the shareholders may also submit the relevant certification after filing, provided the submission is within the time limit established for publication of the lists by the Company.

Lists of candidates must include:

- information on the identity of the shareholders who submitted the lists, indicating the overall percentage of the shareholding held;
- a declaration by the shareholders different from those who hold, even jointly, a controlling or majority quota, declaring that no relationship exists with the latter as provided for by art.144-quinquies of the "Regulation implementing Italian Legislative Decree 58/1998, concerning the discipline of issuers", and neither does any other significant relationship exists;
- an exhaustive list of the personal and professional characteristics of the candidates, together with a declaration of the candidates attesting the possession of all the legal requirements and their acceptance of their candidacy.

Statutory Auditors cannot be included on the list of candidates if they cover statutory auditing roles in another five listed companies or, if they do not satisfy the requisite of honourability, professionalism and independence, as stated by the laws in force, or fall into the category of article 148, paragraph 3, of the Lgs. Decree 58/1998.

Each list has to contain at least one candidate for the office of standing auditor and at least one candidate for the office of alternate auditor belonging to the less represented gender. Such prescription does not apply to lists that present less than three candidates.

At the end of the Statutory Auditors' term, they are eligible for re-election.

Elections of Statutory Auditors are carried out as follows:

- 1) Two Standing Auditors and one Alternate Auditor are chosen from the list that received the greatest number of votes, according to the order in which they appear on the list;

2) The candidate at the top of the list that received the greatest number of votes submitted and voted by shareholders who are not connected to the reference shareholders pursuant to art.148, paragraph 2, of the Lgs. Decree 58/1998, is elected as Standing Auditor. The remaining Alternate Auditor is the candidate at the top of that category in the same list.

In cases where there is a tie between two or more lists, the eldest candidates will be elected to the position of Statutory Auditors.

In case such selection criteria fail to guarantee the presence on the Board of at least one standing auditor and one alternate auditor belonging to the less represented gender, a sliding mechanism is applied to the selection from the list which obtained, during the Shareholders' Meeting, the highest number of votes based on the consecutive order with which the candidates are indicated. Such mechanism excludes the candidate or candidates of the more represented gender and reselects the candidate or candidates of the missing gender.

The Chairman of the Board of Statutory Auditors is the Standing Auditor elected from the minority list.

In the event that only lists with less than three candidates are presented and there is no candidate of the less represented gender, the presence of an alternate auditor of the less represented gender is not mandatory, whilst the standing members of the Board will be appointed as follows:

- 1) the chairman by means of drawing from the list that obtains the highest number of votes among the minority lists;
- 2) one standing auditor by means of drawing from the majority list;
- 3) one standing auditor by majority vote during the Shareholders' Meeting that, not bound to a list, will be required to appoint a member belonging to the less represented gender.

The term of Statutory Auditor expires or is terminated as per the law and/or if the statutory requirements for their appointment are no longer valid.

In case of replacement of a standing auditor, the alternate auditor belonging to the same list as the replaced auditor takes over, as long as the presence of at least one standing auditor belonging to the less represented gender is guaranteed. Otherwise, the other alternate auditor will take over.

If, notwithstanding the provisions of this article, only one list is proposed or voted for, and on condition that this list received the majority of the votes in the Shareholders' Meeting, three Standing Auditors and two Alternate Auditors will be elected. These parties are chosen respecting the order in which they are shown for each respective role on that list. The Standing Auditor in first place on the list will be appointed Chairman of the Board of Statutory Auditors.

If it becomes necessary to appoint standing and/or alternate Statutory Auditors necessary for the integration of the Statutory Auditors Board, following early termination of the Auditors in office, the Shareholders' Meeting will proceed as follows: if it is necessary to replace Auditors elected from the majority list, the appointment of the Auditor(s) is carried out by majority vote, with no list restrictions. If, instead, it is necessary to replace an Auditor from the minority list, the Shareholders' Meeting will replace him/her by a relative majority vote, choosing among the candidates on the list which featured the Auditor to be replaced and who have confirmed their candidacy at least twenty-five days before the one set for the convening of the Shareholders' Meeting on first call and who have declared they are not ineligible or incompatible and have the requisites necessary for the office.

In the event that this last mechanism does not guarantee the presence of at least one standing auditor belonging to the less represented gender, the appointment will take place by majority vote, with no list restrictions.

Art.22) The Board of Statutory Auditors supervises:

- a) compliance with the law, the Articles of Incorporation and regulations;
- b) compliance with the standards of correct management;
- c) the adequacy of the organisational, administrative and accounting structure adopted by the Company and its sound working;
- d) the completeness, adequacy, functionality and reliability of the internal control and risk management systems;
- e) execution of management and coordination activities by the Bank;
- f) other facts and deeds provided for by the law;

fulfilling all the functions delegated in compliance of the relative regulations provided for by the law.

The Board of Statutory Auditors verifies, in particular, the adequate coordination of all functions and structures involved in the internal control system, including the external auditing company entrusted with auditing accounts, promoting, if necessary, the appropriate adjustment measures.

To this purpose, the Board of Statutory Auditors and the external auditing company exchange the significant information and data necessary for the performance of their duties.

The Statutory Auditors, in carrying out any check or assessment, may avail themselves of internal control structures and functions as well as conducting inspections and investigations at any time, even individually.

The Board of Statutory Auditors may ask the Directors, the General Manager, the managers and any other employees any information on corporate operations, trends or specific operations, even if referring to controlled companies. It may exchange information with the

corresponding body in the controlled companies about the administration and control systems and the general trend of the company's operations.

It being understood that the Board of Statutory Auditors has the obligation to report to the Supervisory bodies any facts or deeds that might constitute management irregularities or violation of rules of the laws currently in force, it must also notify the Board of Directors of any deficiencies or irregularities identified, requesting the adoption of suitable corrective measures and checking over time the effectiveness of such measures.

THE ANNUAL FINANCIAL STATEMENTS AND PROFIT

Art.23) The accounting year closes on 31 (thirty-first) of December every year.

The Board of Directors draws up the annual financial statements in observance with the Law.

Art.24) The net profit resulting from the balance sheet, less the amount necessary for the compulsory legal reserve, is divided among the shareholders in proportion to the shares held; unless the Shareholders' Meeting specifically deliberates that such profit should be entirely or partially allocated to extraordinary reserves, the Board of Directors or put aside for following accounting years.

The dividends not collected are transferred to the Company.

LIQUIDATION

Art.25) Should the company fold in any way and for any reason, the Shareholders' Meeting will establish how the company is to be liquidated and will nominate one or more liquidators, determining the powers of such liquidators.

APPLICABLE LAWS

Art.26) All that is not specifically stated herein is governed by the applicable laws in force.