

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

**Registered Office in Via Terraglio 63, Mestre 30174, Venice - Italy**

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

**Tax Code and registration no. in the**

**Companies Register of Venice 02505630109**

**VAT registration no. 02992620274**

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

**Parent company of the Banca IFIS S.p.A. banking group, listed on the**

**Register of Banking Groups**

**NOTICE TO CONVENE THE ORDINARY**

**SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting has been convened for 29 April 2011 at 9:00 am at Banca IFIS' Registered Office in first call and for 30 April 2011, at the same time and place, with the following

**Agenda**

- 1) Approval of the Annual Report as at 31 December 2010; communication of the Group consolidated Annual Report as at 31 December 2010; allocation of profits for the year and distribution of available reserves through the assignment of treasury shares; inherent and consequent resolutions;
- 2) Authorization to purchase and sell treasury shares, subject to revocation of the previous authorization;
- 3) Insurance policy against 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 enactment in 2010 and update to the policies;

5) Measures on the composition of the Board of Directors as per article 6, second paragraph, of Italian M.D. no. 161 of 18 March 1998.

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

The share capital amounts to Euro 53,811,095.00, represented by 53,811,095.00 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 in portfolio as of the date of the Meeting.

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

The right to attend and to 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 19 April 2011, seventh day of open market preceding the date set for the Meeting in first call. Those who become owners of shares only subsequent to said date shall not be entitled to participate in and vote during the Shareholders' Meeting. As per the Articles of Incorporation, the authorized broker's notification must be received by the General Secretary's Office of Banca IFIS, at the Registered Office, at least two business days before the date set for the 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 granted 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 designated 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 has to be received by the General Secretary's Office of Banca IFIS (Via Terraglio 63, 30174 Venice - Mestre), by and no later than midnight of Tuesday 27 April 2011, second day of open market preceding the date set for the 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 the items listed in the agenda even prior to the Shareholders' Meeting. Questions received by the General Secretary's Office 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. 126 *bis* of the Italian Consolidated Law on Finance, the

Shareholders who, individually or 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 requests must be submitted in writing and delivered to the General Secretary's Office, 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 of the corporate right that can be exercised.

#### **Documentation**

The documentation required by the regulations in force shall be filed with the Company's Registered Office and Borsa Italiana S.p.A..

Said documentation shall also be made available through the Bank's website [www.bancaifis.it](http://www.bancaifis.it).

Venice-Mestre, 21 March 2011

The Chairman of the Board of Directors

(Sebastien Egon Fürstenberg )