



PROXY FORM FOR PARTICIPATION IN THE SHAREHOLDERS' MEETING

In reference to the Ordinary Shareholders' Meeting of Banca IFIS S.p.A. convened in Venice - Mestre, Via Terraglio 63, at 9:00 am for 30 April 2013, in a single call, in order to discuss and resolve on the following

Agenda

- 1) Approval of the Annual Report as at 31 December 2012; communication of the consolidated Annual Report as at 31 December 2012; allocation of the profit for the year; inherent and consequent resolutions;
- 2) Compensation policies for corporate officers, employees and associates of the Banca IFIS Group: Report on compensation.
- 3) Appointment of the Board of Directors, having decided upon the number of members, definition of the duration in office and compensation;
- 4) Appointment of the Board of Statutory Auditors for the three years 2013 – 2015 and definition of compensation;
Insurance policy for the civil liability of corporate officers (D&O); inherent and consequent resolutions;
- 5) Authorization to purchase and sell treasury shares, subject to revocation of the previous authorization;
- 6) Insurance policy against civil liability of officers in corporate bodies (D&O)
inherent and consequent resolutions;
- 7) Shareholders' Meeting Regulations

I, the undersigned

born in on, Tax Code

residing / with office in.....

shareholder of Banca IFIS S.p.A. (hereinafter referred to as the "**Shareholder**"),

appoint

Mr./Mrs.

born in on, Tax Code

residing in.....

with the right to be substituted by Mr./Mrs.

born in on, Tax Code

residing in.....

to represent me for all shares for which I have a right to vote during the Shareholders' Meeting ¹, with full approval of his/her doings.

Respectfully.

Shareholder's signature _____

Signature place and date _____

¹ The delegated party is invited to appear at the Meeting with a copy of the communication issued by the brokers referred to in art. 2370 of the Italian Civil Code and an identity card.

(*) INFORMATION PURSUANT TO ART. 13 OF ITALIAN LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003 ON THE PROCESSING OF PERSONAL DATA

Banca IFIS (hereinafter also referred to as the Bank), Owner of the Data Processing, pursuant to art. 13 of Italian Legislative Decree 196/2003 (hereinafter the Code) informs you that the Personal Data provided by you in any way will be processed in a fair, lawful and transparent manner, respecting the right to privacy of each individual, and only for the purpose of allowing the Company to manage the Shareholders' Meeting and the consequent legal fulfilments.

The Personal Data is processed by Banca IFIS with manual, computer and/or telematic instruments, with logics strictly related to the aforementioned purposes, in order to guarantee the security of the Data and the right to privacy of the interested party, and in any event in compliance with the provisions of Legislative Decree 196/2003.

The law (art. 7 of Legislative Decree 196/2003) entitles the interested party the right to know which personal data the Owner has, other subjects to which this information has been communicated and how they process it, how the data is being used, as well as the right to have this data deleted, transformed in anonymous form or blocked in case the processing is carried out in violation of the law, the right to ask for this information to be updated, corrected or integrated, or the right to object to the processing of this data. The interested party may nevertheless object at any time to the processing aimed at the sending of commercial and/or advertising material, at direct sales and/or for market research purposes. The costs and expenses for the shipping, duplication and/or release of any information requested by the interested party shall be charged to the latter's account.

The Owner of the data processing is Banca IFIS S.p.A., with registered office at the address of Via Terraglio, 63 – 30174 Venice - Mestre. Tel. (switchboard) +39 041 50 27 511 - fax +39 041 50 27 555 e-mail: privacy@bancaifis.it. Your personal data may be disclosed to company employees or associates specifically authorized to process it, in their capacity of managers or assigned personnel, for the purposes mentioned above.