

**BANCA IFIS S.P.A.**

Via Terraglio 63, 30174 MESTRE-VENICE

Tax Code and registration no. in the Companies Register of Venice 02505630109 – VAT no. 02992620274

Share capital as of 31<sup>st</sup> December 2014: Euro 53,811,095.00 fully paid upEnrolled in the Register of Banks and Parent Company of the Banca IFIS Banking Group,  
enrolled in the register of Banking Groups

www.bancaifis.it

**SUMMARY REPORT OF THE VOTING BY THE  
ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
HELD ON 8 APRIL 2015**(pursuant to art. 125-*quater*, paragraph 2, of Italian Legislative Decree 58/98)**Item 1 on the agenda - Ordinary Part****Approval of the Financial Statements as of 31<sup>st</sup> December 2014; communication of the Consolidated Financial Statements of the Group as of 31<sup>st</sup> December 2014; allocation of profits for the year; inherent and consequent resolutions.**The proposal contained in the Directors' Explanatory Report, written and made available to the public pursuant to article 125-*ter* of Italian Leg. Decree 58/2008, was approved.Shares present at the meeting at the start of the voting (personally or by proxy):  
40,206,689 ordinary shares entitled to 40,206,689 votes, representing 74.718% of the share capital of 53,811,095 ordinary shares.**Outcome of the voting**

	<b>no. of shares</b>	<b>% of share capital</b>
<b>Non-voting</b>	0	0.000%
<b>In favour</b>	40,115,174	74.548%
<b>Against</b>	0	0,000%
<b>Abstentions</b>	91,515	0.170%
<b>Total voting shares</b>	<b>40,206,689</b>	<b>74,718%</b>

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**Item 2 on the agenda - Ordinary Part**

**Remuneration policies for corporate officers, employees and collaborators of the Banca IFIS Banking Group: Report on remuneration.**

The proposal contained in the Directors' Explanatory Report, written and made available to the public pursuant to article 125-ter of Italian Leg. Decree 58/2008, was approved.

Shares present at the meeting at the start of the voting (personally or by proxy):  
40,206,689 ordinary shares entitled to 40,206,689 votes, representing 74.718% of the share capital of 53,811,095 ordinary shares.

**Outcome of the voting**

	<b>no. of shares</b>	<b>% of share capital</b>
<b>Non-voting</b>	0	0,000%
<b>In favour</b>	40,109,801	74.538%
<b>Against</b>	38,945	0.072%
<b>Abstentions</b>	57,943	0,108%
<b>Total voting shares</b>	<b>40,206,689</b>	<b>74.718%</b>

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**Item 3 on the agenda - Ordinary Part**

**Authorisation to purchase and sell treasury shares, subject to revocation of the previous authorisation.**

The proposal contained in the Directors' Explanatory Report, written and made available to the public pursuant to article 125-ter of Italian Leg. Decree 58/2008, was approved.

Shares present at the meeting at the start of the voting (personally or by proxy):  
40,206,689 ordinary shares entitled to 40,206,689 votes, representing 74.718% of the share capital of 53,811,095 ordinary shares.

**Outcome of the voting**

	<b>no. of shares</b>	<b>% of share capital</b>
<b>Non-voting</b>	0	0,000%
<b>In favour</b>	39,508,919	73.422%
<b>Against</b>	639,827	1.189%
<b>Abstentions</b>	57,943	0,108%
<b>Total voting shares</b>	<b>40,206,689</b>	<b>74.718%</b>

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**Item 1 on the agenda - Extraordinary Part**

**Amendment of existing articles 1, 10, 11, 12, 13, 14, 15, 16, 17, 21, 22, of the Articles of Association; inherent and consequent resolutions.**

The proposal contained in the Directors' Explanatory Report, written and made available to the public pursuant to article 125-ter of Italian Leg. Decree 58/2008, was approved.

Shares present at the meeting at the start of the voting (personally or by proxy):  
40,206,689 ordinary shares entitled to 40,206,689 votes, representing 74.718% of the share capital of 53,811,095 ordinary shares.

**Outcome of the voting**

	<b>no. of shares</b>	<b>% of share capital</b>
<b>Non-voting</b>	0	0.000%
<b>In favour</b>	40,148,416	74.609%
<b>Against</b>	330	0.001%
<b>Abstentions</b>	57,943	0.108%
<b>Total voting shares</b>	<b>40,206,689</b>	<b>74.718%</b>

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*Mestre- Venice, 10 April 2015*