

**BANCO DI DESIO E DELLA BRIANZA S.p.A.**  
Registered offices in via Rovagnati no. 1 – 20832 Desio (MB)  
Tax Code no. 01181770155  
Listed in the Register of Companies of Monza e Brianza  
Share Capital EUR 67,705,040.00 fully paid-in  
Member of the Fondo Interbancario di Tutela dei Depositi (Interbank Deposit Protection Fund)  
and the Fondo Nazionale di Garanzia (National Guarantee Fund)  
Listed in the Register of Banks at ABI (Italian Banking Association) no. 3440/5  
Parent Company of the Banco di Desio e della Brianza Banking Group  
Enrolled in the Register of Banking Groups at no. 3440/5

## **NOTICE OF CALLING OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETINGS**

Parties entitled to attend and exercise voting rights concerning **ordinary shares** are called to the Extraordinary and Ordinary Shareholders' Meetings at the company's registered office in Desio, via Rovagnati no. 1, on **28 April 2015, at 11.00, on first call** and, if necessary, on second call on 29 April 2015, at the same time and place, to discuss and resolve on the following

### **Agenda**

#### **Extraordinary shareholders' meeting**

- 1. Amendments to the Articles of Associations to comply with regulations (Articles 16, 18, 19, 21 and 25). Related and consequent resolutions.**

#### **Ordinary shareholders' meeting**

- 1. Financial statements for the year ended 31 December 2014:**

- 1.1 Approval of the Financial Statements for the year ended 31 December 2014, Report of the Board of Directors on operations and related documents:**

- Report of the Board of Directors on operations and related Report on corporate governance and ownership structures
- Report of the Board of Statutory Auditors
- Report of the Independent Auditors

- 1.2 Allocation of profit for the year**

- 2. Report on Group remuneration policies (pursuant to the relevant provisions issued by the Bank of Italy and by Consob) Related and consequent resolutions**

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#### **Information on share capital on today's date**

On the date of publication of this notice, the share capital of Banco di Desio e della Brianza S.p.A. (hereinafter also referred to as the "**Bank**" or the "**Company**"), subscribed and paid-in, totalled EUR 67,705,040.00, subdivided into 130,202,000 shares with a nominal value of EUR 0.52 each, of which 117,000,000 ordinary shares and 13,202,000 non-convertible savings shares. Each ordinary share entitles the holder to one vote. The company does not own any treasury shares.

#### **Attendance at the Shareholders' Meeting**

Pursuant to art. 83-*sexies* of Legislative Decree no. 58/98 and art. 10 of the Articles of Association, holders of voting rights for whom the company has received, within the legal terms, a communication attesting their legitimate right to attend, can take part in the Shareholders' Meeting or be represented therein in accordance with the manners set forth by law. This communication must be issued by an authorised intermediary on the basis of its own accounting records at the end of the

**seventh** market trading date preceding the date set for the Shareholders' Meeting on first call, coinciding with **17 April 2015**.

Those who only become shareholders after 17 April 2015 shall not be entitled to attend and vote at the Shareholders' Meeting.

#### **Attendance and voting by proxy**

Those with voting rights may be represented according to law, without exemptions or statutory limitations, by written proxy, with the right to use the appropriate form available from the company's registered office in Desio, via Rovagnati no. 1, General Secretariat, and on the company's website [www.bancodesio.it/Investor\\_Relations/Assemblee/Assemblee 2015](http://www.bancodesio.it/Investor_Relations/Assemblee/Assemblee_2015). The proxy can be sent by registered letter with return receipt to the company at its registered offices in via Rovagnati no. 1 - 20832 Desio (MB), General Secretariat, or the document can be sent to the certified e-mail address: **segreteriaadb@postacert.cedacri.it**. If representatives deliver or send a copy of the proxy to the company, they shall certify, under their own responsibility, that the proxy conforms to the original and the identity of the delegating party. The proxy can be granted by an electronically-signed document pursuant to art. 135-*novies*, paragraph 6, Legislative Decree no. 58/98, as well as pursuant to art. 21, paragraph 2 of Legislative Decree no. 82 of 2005.

As envisaged by art. 10 of the Articles of Association, the Company does not intend to exercise its right to appoint a representative pursuant to art. 135-*undecies* of Legislative Decree no. 58/1998.

#### **Right to ask questions**

Pursuant to art. 127-*ter*, Legislative Decree no. 58/98, questions may be asked about items on the agenda, including before the shareholders' meeting, by those with voting rights, via registered letter with return receipt to the company's registered office in via Rovagnati no. 1 - 20832 Desio (MB), General Secretariat, or via certified e-mail to the address **segreteriaadb@postacert.cedacri.it**, together with the information that permits identification of the entitled party who sends said questions. The questions must be received by the end of **third** market trading day prior to the date set for the Shareholders' meeting on first call (i.e. by **25 April 2015**). Entitlement to exercise the aforementioned right is certified by a communication to the company issued by the authorised intermediary pursuant to art. 23 of the Regulations which govern centralised management, settlement, guarantee systems and the associated management companies. Questions received by the aforesaid term will receive a response at the latest during the shareholders' meeting, and the company reserves the right to provide a single response to questions with the same content. Please note that replies will be deemed to have been made at the shareholders' meeting when they are supplied in paper form to each party entitled to vote at the beginning of the shareholders' meeting.

#### **Additions to the agenda and proposed resolutions on items already on the agenda**

Pursuant to art. 126-*bis*, Legislative Decree no. 58/98, shareholders who represent, individually or jointly, at least one fortieth of share capital with voting rights:

- may, within **ten** days from publication of this call notice (i.e. by **6 April 2015**), request additions to the agenda in writing, specifying in said request the additional items proposed. The question must be sent in writing by proposing shareholders via registered letter with return receipt to the company's registered office in via Rovagnati no. 1 - 20832 Desio (MB), General Secretariat, or via certified e-mail to the address **segreteriaadb@postacert.cedacri.it**. The question must be accompanied by the communications issued by the authorised intermediary certifying ownership of the shareholding needed to present the question. By said term and with the same methods, a report on the items which they propose should be dealt with must be sent to the company. Additions to the agenda are not permitted for matters on which the shareholders' meeting is required by law to pass resolutions based on the proposal of Directors or based on a project or report prepared by them, other than those set out in art. 125-*ter*, paragraph 1, of Legislative Decree no. 58/98. Any additions to the agenda must be submitted using the same methods as this notice at least fifteen days before the date set for the shareholders' meeting.

- may present in writing, within **ten** days from publication of this call notice (i.e. by **6 April 2015**), proposed resolutions on items already on the agenda. The proposals must be accompanied by the communications issued by the authorised intermediary certifying ownership of the shareholding needed to present the proposal and submitted according to the methods indicated in the previous paragraph.

#### **Voting by correspondence or electronically**

No procedures are envisaged for voting by correspondence or electronically (except for the possibility to use so-called "televoter" devices within the meeting room).

#### **Amendment to articles 16, 18, 19, 21 and 25 of the Articles of Association**

The Board of Directors has launched the revision of the Articles of Association to adapt to the changes in supervisory legislation, with particular regard to the Bank of Italy Circular no. 285 - 1<sup>st</sup> update, concerning the issue of Corporate Governance, and 7<sup>th</sup> update, concerning Remuneration Policies.

The effectiveness of the proposed amendments is subject to the issuing of the assessment provision by the Bank of Italy pursuant to art. 56 of Legislative Decree no. 385/1993.

For more details see the Report of the Board of Directors.

### **Documentation**

The documentation relating to the Ordinary and Extraordinary Shareholders' Meetings, including the reports of the Board of Directors and the proposed resolutions on items on the agenda, are made available to the public, in accordance with the terms and methods set forth in the applicable legislation, at the company's registered office in Desio, via Rovagnati no. 1, General Secretariat, and on the company's website [www.bancodesio.it/Investor Relations/Assemblee/Assemblee 2015](http://www.bancodesio.it/Investor_Relations/Assemblee/Assemblee_2015). The documentation will also be available on the authorised storage platform at [www.1info.it](http://www.1info.it). Shareholders and those with voting rights are entitled to obtain a copy thereof.

In particular, with regard to the Extraordinary Shareholders' Meeting, the report on amendments to the Articles of Association shall be available by 7 April 2015. With regard to the Ordinary Shareholders' Meeting, the following shall be available by 3 April 2015: the remuneration report drafted in accordance with art. 123-*ter* of Legislative Decree no. 58/98, the report on corporate governance and ownership structures prepared in accordance with art. 123-*bis* of Legislative Decree no. 58/98, as well as the financial report and other documents pursuant to art. 154-*ter* of Legislative Decree no. 58/98.

The composition of share capital is also available on the Company's website, at the above address and in the aforesaid section.

Desio, 27 March 2015

The Chairman of the Board of Directors  
Eng. Agostino Gavazzi