

**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 CALL OF ORDINARY SHAREHOLDERS' MEETING**

Parties entitled to attend and exercise voting rights attached to the **ordinary shares** are called to the Ordinary Shareholders' Meeting at the Company's registered office in Desio, Via Rovagnati no. 1, on **27 March 2018, at 10:00 am, on first call**, and if necessary, on second call on 28 March 2018, at the same time and place, to discuss and resolve on the following

### **Agenda**

#### **1. Financial Statements for the year ended 31 December 2017:**

##### **1.1 Approval of the separate financial statements of Banco di Desio e della Brianza S.p.A. for the year ended 31 December 2017, 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**

##### **1.3 Presentation of Banco Desio Group consolidated financial statements for the year ended 31 December 2017**

##### **1.4 Presentation of the non-financial consolidated statement ("Sustainability Report") of the Banco Desio Group for the year ended 31 December 2017**

#### **2. Report on the Group remuneration policies. Related and consequent resolutions.**

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#### **Information on the share capital to date**

As at the date of publication of this notice, the subscribed and paid-in share capital of Banco di Desio e della Brianza S.p.A. (hereinafter also the "**Banco**" or the "**Company**") amounted to EUR 67,705,040.00, consisting of 130,202,000 shares with a par value of EUR 0.52 each, including 117,000,000 ordinary shares and 13,202,000 non-convertible savings shares. Each ordinary share carries the right 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. The mentioned certification must be issued by a qualified intermediary based on its accounting records at the end of the **seventh** market day prior to the date set for the Shareholders' Meeting on first call, i.e. **16 March 2018**.

Those who become shareholders subsequent to 16 March 2018 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 limitations imposed in the Articles of Association, by written proxy; to this end, they may 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](http://www.bancodesio.it), in the section "Home/La Banca/Governance/Assemblea". The proxy can be sent by registered letter with return receipt to the Company at its registered office, Via Rovagnati no. 1 - 20832 Desio (MB), General Secretariat, or the document can be sent to the certified e-mail address: [segreteria@pec.bancodesio.it](mailto:segreteria@pec.bancodesio.it). If representatives deliver or send a copy of the proxy to the Company, they shall certify, under their own responsibility, the identity of the delegating party and that the proxy conforms to the original. The proxy can be granted using an electronically signed document pursuant to art. 135-*novies*, paragraph 6 of Italian Legislative Decree no. 58/98, as well as pursuant to art. 21, paragraph 2, of Italian Legislative Decree no. 82 of 2005.

As permitted 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 Italian Legislative Decree 58/1998.

### **Right to ask questions**

Pursuant to art. 127-*ter*, of Italian 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 [segreteria@pec.bancodesio.it](mailto:segreteria@pec.bancodesio.it), along with information enabling identification of the entitled party who submits the questions. The questions must be received by the end of the **third** day prior to the date set for the Shareholders' Meeting on first call (i.e. by **24 March 2018**). Entitlement to exercise the aforementioned right is attested by a communication to the Company issued by the authorised intermediary pursuant to art. 23 of the Regulations governing central depositories, settlement, guarantee systems and the associated management companies. Questions received by the aforesaid deadline will be answered at the latest during the Shareholders' Meeting, the Company reserving the right to provide a single reply to questions with the same content. Please note that replies shall be considered as provided during the Shareholders' Meeting, if they are given in paper format to each party entitled to vote at the beginning of said Meeting.

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

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

- may, within **ten** days from publication of this notice of call (i.e. by **5 March 2018**), request additions to the agenda in writing, specifying in said request the additional items proposed. The question must be submitted in writing by the 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 [segreteria@pec.bancodesio.it](mailto:segreteria@pec.bancodesio.it). The question must be accompanied by the certifications issued by the authorised intermediary attesting ownership of a sufficient number of shares for submitting the question. By the same date, and in the same manner, a report on the proposed items to be discussed must be submitted 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 a Directors' proposal or based on a project or report prepared by them, other than those set out in art. 125-*ter*, paragraph 1, of Italian Legislative Decree no. 58/98. Any additions to the agenda will be published in the same manner as the notice at least fifteen days prior to the Shareholders' Meeting date.

- may submit, in writing, within **ten** days from publication of this notice of call (i.e. by **5 March 2018**), resolution proposals on items already on the agenda. The proposals must be accompanied by the certification issued by the authorised intermediary attesting ownership of the necessary percentage of shares and submitted according to the instructions above.

### **Vote by post or by electronic means**

No procedures are envisaged for voting by post or by electronic means (except for the possibility to use "televoter" devices inside the meeting room).

### **Documentation**

The documentation relating to the Ordinary 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 deadlines and procedures 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](http://www.bancodesio.it) in the section "Home/La Banca/Governance/Assemblea".

The documentation will also be available on the authorised storage platform at [www.lininfo.it](http://www.lininfo.it). Shareholders and those entitled to vote may obtain a copy of said documentation.

Specifically, the following shall be available by 5 March 2018: the remuneration report drafted in accordance with art. 123-*ter* of Italian Legislative Decree no. 58/98, the report on corporate governance and ownership structures prepared pursuant to art. 123-*bis* of Italian Legislative Decree no. 58/98, the financial report and the other documents pursuant to art. 154-*ter* of Italian Legislative Decree no. 58/98 as well as the consolidated non-financial statement prepared in accordance with Italian Legislative Decree no. 254/16 ("Sustainability Report").

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

Desio, 23 February 2018

The Chairman of the Board of Directors  
Stefano Lado