

# BANCA IFIS

**Banca IFIS S.p.A.**  
**Registered office in Venice - Mestre, Via Terraglio 63**  
**Share capital Euro 53,811,095 fully paid up**  
**Tax Code and Companies' Register of Venice no. 02505630109**  
**VAT no. 02992620274**  
**Bank of Italy's Register of Banks No. 5508**  
**Parent Company of the Banca IFIS S.p.A. Banking Group,**  
**enrolled in the Register of Banking Groups**

## **NOTICE TO CONVENE THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting has been convened, in **single call**, for **22 March 2016 at 9:30 am** at the Registered Office (entering in Via Gatta, n. 11 Mestre - Venezia), in order to adopt resolutions on the following:

### **Agenda**

- 1) Approval of the Annual report as at 31 December 2015; press release on the consolidated Annual report as at 31 December 2015; allocation of the profit for the year; inherent and consequent resolutions;
- 2) Remuneration policies for corporate officers, employees and collaborators of the Banca IFIS Banking Group: Report on Remuneration;
- 3) Appointment of the Board of Directors, once having determined the number of members to appoint; fixing of the duration in office and relative compensation;
- 4) Appointment of the Board of Statutory Auditors for the three year period 2016 – 2018 and fixing of relative compensation.

### **Share Capital and voting rights**

The share capital amounts to Euro 53,811,095.00, represented by 53,811,095 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 as of the date of the AGM.

On the date of publication of this notice, the company holds 739,446 treasury shares.

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

The right to attend and vote at the Shareholders' Meeting is certified by a special notification to the Bank from an authorised intermediary on behalf of the Shareholder who is vested with voting rights, on the basis of the information applicable at the end of the accounting day of 11 March 2016, the seventh open market day before the date set for the Shareholders' Meeting (record date). Those who become owners of shares only subsequent to said date shall not be entitled to participate and vote in the Shareholders' Meeting. As per the Articles of Association, the authorised intermediary's notification must be sent to Banca IFIS's Corporate Affairs Office, at the registered office, by the end of the third open market day prior to the date set for the Shareholders' Meeting (in other words by 17 March 2016), without prejudice to the provisions of paragraph 4 of Art. 83-*sexies* of the Italian Consolidated Law on Finance.

In order to facilitate registration and admission to the AGM, those who intend to take part are invited to arrive earlier than the starting time, with your ID documents at hand.

### **Procedure for exercising the voting right by proxy**

Shareholders who are entitled to vote may be represented during the Shareholders' Meeting by means of written proxy. A facsimile of a proxy form is available on the Bank's website ([www.bancaifis.it](http://www.bancaifis.it)), in the section 'Corporate Governance / Shareholders' Meetings'.

The proxy can be sent electronically by means of the special application available in the same section of the aforementioned website.

Any sending of the proxy in advance does not exempt the delegate from the obligation of certifying the conformity of the notified copy to the original and the identity of the delegating party during accreditation to access the works of the Shareholders' meeting.

### **Issuer's Designated Representative**

Shareholders may grant a proxy with voting instructions, free of charge, to Mrs. Chiara Boldrin, enrolled in the Board of Certified Public Accountants and Auditors of Venice, with office 'Boldrin & Vianello Certified Public Accountants' at the address of Castello 5507, 30122, Venice, acting in the capacity of the Bank's designated representative, pursuant to Art. 135-undecies of the Italian Consolidated Law on Finance, by signing a special form, again available in the same section of the Bank's website. The proxy has no legal effect with regards to proposals for which voting instructions have not been provided. The original form should be received by the representative at his office by and no later than Friday, 18 March 2016, second open market day preceding the date set for the Shareholders' Meeting, together with a copy of a valid identification document of the delegating shareholder or, if the delegating shareholder is a legal person, of the legal representative or another duly authorised party. A copy of the proxy with voting instructions, accompanied by a statement of conformity to the original, may be sent in advance, within the same term, by certified electronic mail to the address [chiaraboldrin@pecsicura.it](mailto:chiaraboldrin@pecsicura.it).

Within the same term, proxy and voting instructions can be revoked according to the same methods.

The instructions already provided on the authorized broker's notice and the other provisions of Art. 135-undecies of the Italian Consolidated Law on Finance shall apply, with no need for additional references.

### **Right to ask questions**

Pursuant to Art. 127-ter of the Italian Consolidated Law on Finance, the Shareholders may ask questions on items in the agenda even prior to the Shareholders' Meeting. Questions must be received by Banca IFIS's Corporate Affairs Office, at the registered office, during working hours (09:00-13:30/14:30-17:00) by 19 March 2016 included, the third day preceding the date set for the Shareholders' Meeting, and can be forwarded, together with the notification issued by an authorized broker, to the certified e-mail address [segreteria@bancaifis.legalmail.it](mailto:segreteria@bancaifis.legalmail.it). Questions shall be answered at the latest during the same meeting. A single answer may be given to questions with the same contents.

### **Addition to the agenda and presentation of new proposed resolutions**

Pursuant to Art. 126 bis of the Italian Consolidated Law on Finance, the Shareholders who, even jointly, represent at least one fortieth of the share capital may ask, within ten days from the publication date of this convening notice, to add other items to the agenda, indicating the additional items proposed by them in the request or may present resolution proposals on the items of the agenda.

The request, together with a statement certifying the ownership of the shareholding and a copy of an identification document (for natural persons) or the documentation certifying the relevant powers (for legal entities) must be submitted in writing and delivered to the Corporate Affairs Office, at the

Bank's registered office, during office hours (09:00-13:30/14:30-17:00), or sent by means of certified electronic mail to the address [segreteria@bancaifis.legalmail.it](mailto:segreteria@bancaifis.legalmail.it), together with the report indicated below 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.

Those who are entitled to vote may individually submit proposed resolutions during the Shareholders' Meeting.

The integration of the agenda is not allowed for topics on which the Shareholders' Meeting is called to adopt a resolution, pursuant to the law, upon proposal of the Board of Directors or on the basis of a project or report prepared by the latter, other than the one referred to in Art. 125-ter, paragraph 1, of the Italian Consolidated Law on Finance.

News on any additions to the agenda or on the presentation of additional proposed resolutions on topics already on the agenda shall be given, in the same forms required by law for the notice to convene, at least fifteen days prior to the date set for the Shareholders' Meeting. Additional proposed resolutions shall be made available to the public according to the methods required by the law at the same time as publication of the news of the presentation.

Shareholders who request additions to the list of the topics to be discussed or present proposed resolutions on the topics already included in the agenda shall prepare a report that indicates the reason for the proposed resolutions on the new topic for which they propose the discussion or the reason for additional proposed resolutions: said report must be forwarded to the Board of Directors by the deadline for presenting the relevant request, as indicated above. The report shall be made available to the public, accompanied by any observations made by the Board of Directors, at the same time as the publication of the news of the addition to the agenda or the presentation of additional proposed resolutions according to the methods prescribed by the law.

#### **Voting by correspondence or with electronic means**

There are no procedures in place for voting by correspondence or with electronic means.

#### **Proposals concerning the appointment of the Board of Directors**

The Board of Directors shall be appointed, pursuant to and according to the methods established by Art. 11 of the Articles of Association, based on lists presented by the Shareholders. Such lists may contain names up to the maximum number of Directors established by the Articles of Association, and consequently up to a maximum of fifteen candidates, listed in sequential order.

The lists must be submitted by the Shareholders, under penalty of forfeiture, at the Bank's registered office (for the attention of the Corporate Affairs Office) by the twenty-fifth day preceding the date of the Annual General Meeting, in other words by Friday, 26 February 2016.

Only Shareholders who, alone or together with others, prove to be the owners of at least 1% of the ordinary shares have the right to submit lists.

The ownership of the minimum number of shares needed to present the lists is determined by taking into account the shares recorded in favour of the individual Shareholder on the day in which the lists are submitted to the Bank. Ownership of the shareholding held on the day on which the lists are submitted can also be certified after such submission, provided it is done at least twenty-one days prior to the date of the Meeting, in other words by Tuesday, 1 March 2016, by forwarding to the company the required notice by the authorized brokers.

Each Shareholder may submit or contribute to submitting one list only, and each candidate may appear on only one list, under penalty of ineligibility, pursuant to the regulations in force.

The lists must be accompanied by:

- Information relating to the identity of the Shareholders who have presented the lists, stating the percentage of shares held as a whole;
- A declaration by Shareholders other than those who own, also jointly, a controlling or relative majority interest, certifying the absence of connections provided for by Art. 147-ter of Italian Leg.

Decree no. 58/1998 and by Art. 144-*quinquies* of the ‘Regulations implementing Leg. Decree no. 58/1998 concerning Issuers’ regulations’ with the latter;

- Exhaustive information on candidates’ personal and professional characteristics, as well as a declaration by the candidates themselves certifying possession of the requirements established by law and acceptance of their candidacy.

Candidates who do not possess the honourableness, professionalism and independence requirements set forth by applicable regulations as per Art. 26 of Italian Leg. Decree no. 385/1993 may not be included in the lists.

Moreover, each list has to respect the following requisites:

- At least one fourth of the candidates (wherever this is not a whole number, it shall be rounded down to the next number if the first decimal is below .5 and rounded up to the next number if the first decimal is above .5) must meet the requirements of independence established both by the Corporate Governance Code for Listed Companies approved by the Corporate Governance Committee and by Article 148, paragraph 3 of Legislative Decree no. 58/1998. These candidates must be positioned, on the list, in the first four positions of the sequential order;

- A number of candidates belonging to the least represented gender equal to at least one third, except for those lists that include a number of candidates that is less than three.

Any list failing to observe the above rules will be considered not to have been submitted.

When submitting the lists, Shareholders may take into account the results of the preliminary analysis carried out by the Board of Directors of Banca IFIS on the size, composition and functioning of the Board itself, in compliance with legislative and regulatory provisions in force and, in particular, of the supervisory provisions of Bank of Italy on the subject of organization and corporate governance of Banks. The opinions that emerged from said analysis on the figures whose presence on the Board is deemed appropriate are contained in the Report on the optimal qualitative-quantitative composition of Banca IFIS’s Board of Directors and in the Directors’ Explanatory Report on proposals concerning the topics on the agenda of the Shareholders’ Meeting. Both these documents are available on the website [www.bancaifis.it](http://www.bancaifis.it).

The lists shall be made available to the public at the Bank’s registered office, at the company that manages the stock market and on the website [www.bancaifis.it](http://www.bancaifis.it) by Tuesday, 1 March 2016.

Each Shareholder entitled to vote shall be able to vote for only one list, pursuant to the law and the Articles of Association.

### **Proposals concerning the appointment of the Board of Statutory Auditors**

The Board of Statutory Auditors shall be appointed, pursuant to and according to the methods established by Art. 21 of the Articles of Association, based on lists presented by Shareholders on which candidates are listed in sequential order and with a number of candidates not exceeding the members to be elected (three Standing Auditors and two Substitute Auditors). Each list consists of two sections: one for candidates for the office of Standing Auditor and the other for candidates for the office of Substitute Auditor.

The lists must be submitted by the Shareholders, under penalty of forfeiture, at the Bank’s registered office (for the attention of the Corporate Affairs Office) by the twenty-fifth day preceding the date of the Meeting, in other words by Friday, 26 February 2016.

Only Shareholders who, alone or together with others, prove to be the owners of at least 1% of the ordinary shares have the right to submit lists.

The ownership of the minimum number of shares needed to present the lists is determined by taking into account the shares recorded in favour of the individual Shareholder on the day in which the lists are submitted to the Bank. Ownership of the shareholding held on the day on which the lists are submitted can also be certified after such submission, provided it is done at least twenty-one days prior to the date of the Meeting, in other words by Tuesday, 1 March 2016, by forwarding to the company the required notice by the authorized brokers.

Each Shareholder may submit or contribute to submitting one list only, and each candidate may appear on only one list, under penalty of ineligibility, pursuant to the regulations in force.

The lists must be accompanied by:

- Information relating to the identity of the Shareholders who have presented lists, stating the percentage of shares held as a whole;
- A declaration by Shareholders other than those who own, also jointly, a controlling or relative majority interest, certifying the absence of connections provided for by Art. 144-*quinquies* of the 'Regulations implementing Leg. Decree no. 58/1998 concerning Issuers' regulations' with the latter, as well as of other significant relationships;
- Exhaustive information on candidates' personal and professional characteristics, as well as a declaration by the candidates themselves certifying possession of the requirements established by law and acceptance of their candidacy.

Candidates who already cover Auditor positions in five other listed companies or who do not possess the honourableness, professionalism and independence requirements set forth by applicable regulations, or that fall within the cases referred to in Art. 148, paragraph 3 of Italian Leg. Decree no. 58/1998, shall not be included in the lists.

Each list has to indicate at least one candidate for the office of Standing Auditor and at least one candidate for the office of Substitute Auditor belonging to the least represented gender.

Such requirement does not apply to lists with less than three candidates. Outgoing Statutory Auditors can be re-elected.

The lists shall be made available to the public at the Bank's registered office, at the company that manages the stock market and on the website [www.bancaifis.it](http://www.bancaifis.it) by Tuesday, 1 March 2016.

Each Shareholder entitled to vote shall be able to vote for only one list, pursuant to the law and the Articles of Association.

#### **Documentation**

The documents and information referred to in Art. 125-*quater* of the Italian Consolidated Law on Finance are made available to the Shareholders at the registered office and in the section 'Corporate Governance / Shareholders' Meetings' on the Bank's website, [www.bancaifis.it](http://www.bancaifis.it).

The documentation pertaining to this Shareholders' Meeting, including the Directors' report on proposals concerning the items on the agenda pursuant to Art. 125-*ter* of Italian Legislative Decree 58/98, the Report on the optimal qualitative-quantitative composition of Banca IFIS's Board of Directors and the Information document on equity-based compensation plans as per Arts. 114 bis of the Consolidated Law on Finance and 84 bis of Consob's Issuers' Regulations, if not already published, shall be made available to the public, at the same time as the publication of this notice, at the Bank's registered office, at Borsa Italiana S.p.A., on the authorised market storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), as well as on the Bank's website [www.bancaifis.it](http://www.bancaifis.it).

With the same methods, the documentation concerning the topics in items 1) and 2) of the agenda will be available by 1 March 2016, together with the list of candidates for the offices of Director and Auditor.

The Shareholders are entitled to view all deeds filed at the registered office and to request a copy of said documents.

Venice-Mestre, 4 February 2016

The Chairman of the Board of Directors  
(Sebastien Egon Fürstenberg)

An abridged convening notice has been published in Italian in the newspaper 'Italia Oggi'.