

**NOTICE OF CALL FOR THE  
ORDINARY SHAREHOLDERS' MEETING**

Parties entitled to participate and exercise voting rights inherent in ordinary shares are called to the Ordinary Shareholders' Meeting at the registered office in Desio, in Via Rovagnati no. 1, on **30 April 2013, at 11:00 am, on first call**, and if necessary, on second call on 2 May 2013, at the same time and location, to discuss and resolve on the following

**Agenda**

**1. Financial Statements for the year ending 31 December 2012:**

**1.1 Approval of the Financial Statements for the year ending 31 December 2012, Directors' Report on Operations and related documents:**

- **Report on corporate governance and ownership structures**
- **Board of Statutory Auditors' Report**
- **External Auditors' Report**

**1.2 Allocation of net profit**

- 2. Report on Group remuneration policies (pursuant to the relevant instructions issued by Bank of Italy and Consob)**
- 3. Appointment of a member of the Board of Directors (pursuant to art. 17, subsection 1, Articles of Association)**

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

As at the date of publication of this notice of call, the share capital of Banco di Desio and della Brianza S.p.A. (hereinafter also the "**Bank**" or the "**Company**"), subscribed and paid-in, amounts to Euro 67,705,040.00, divided among 130,202,000 shares with a par value of Euro 0.52 each, of which 117,000,000 ordinary shares and 13,202,000 non-convertible savings shares. Each ordinary share confers the right to one vote. The Company does not hold treasury shares.

### **Participation in Shareholders' Meetings**

Pursuant to art. 83-sexies of Legislative Decree no. 58/98 and art. 10 of the Articles of Association, those parties having the right to vote may participate in Shareholders' Meetings, or be represented according to the manner provided for by law, on condition that the Company receives a certification of their legal standing within the time period established by law. This certification must be issued by a qualified intermediary on the basis of evidence resulting from the Company's accounting records at the end of the **seventh** market day prior to the date set for the Shareholders' Meeting on first call, or **19 April 2013**.

Those who become shareholders subsequent to 19 April 2013 do not have the right to participate and vote at the Shareholders' Meeting.

### **Participating and voting by proxy**

Those who have the right to vote may be represented in accordance with the law, without exceptions or statutory limitation, through a written proxy, and have the right to use the specific form available at the registered office in Desio, in Via Rovagnati no. 1, General and Corporate Secretary's Office and on the Company's internet site ([www.bancodesio.it](http://www.bancodesio.it)) under the section, "Investor Relations / Shareholders' Meetings / 2013 Shareholders' Meeting". The proxy must be sent through a return receipt letter to the Company's registered office in via Rovagnati n. 1 - 20832 Desio (Monza Brianza), General and Corporate Secretary's Office, or by sending the document to the certified email address: **segreteriabdb@postacert.cedacri.it**. If the representative sends or transmits a copy of the proxy to the Company, he/she is responsible for attesting to the compliance of the proxy with the original version and the identity of the appointor. The proxy must be sent with a document of identification signed electronically in accordance with art. 135-novies, subsection 6 of Legislative Decree no. 58/98.

### **Representative designated by the Company**

The proxy may be sent, without charge to the appointor, with instructions for voting on all or some of the proposals on the agenda, to **Istifid S.p.A., Trust and Audit Firm, Trust Services** - Viale Jenner no. 51, 20159 Milan, as the representative designated by the Company pursuant to art. 135-undecies of Legislative Decree no. 58/98, provided that the appointor sends the original by the end of the second market day prior to the date set for the Shareholders' Meeting, including on second call (or by 26 April 2013 or **29 April 2013**, respectively). Without prejudice to the forwarding of the original proxy, the aforementioned representative may be notified through its certified email address: **2013assemblea.dd56@istifidpec.it**

Any proxies granted to Istifid S.p.A., Trust and Audit Firm, do not apply for proposals for which voting instructions were not provided. The proxy and voting instructions can be revoked with the time period indicated above.

The proxy form, with the related instructions for completing and sending, are available at the Company's registered office in Desio, Via Rovagnati n. 1, General and Corporate Secretary's Office, and on the Company's internet site ([www.bancodesio.it](http://www.bancodesio.it)) under the section, "Investor Relations / Shareholders' Meetings / 2013 Shareholders' Meeting".

### **Right to submit questions**

Pursuant to art. 127-ter of Legislative Decree no. 58/98, those having the right to vote may ask questions on the issues on the agenda, including prior to the Shareholders' Meeting, by sending a return receipt letter to the Company's registered office in Desio, Via Rovagnati n. 1, 20832 Desio (Monza Brianza), General and Corporate Secretary's Office, or by sending the questions to the certified email address **segreteriabdb@postacert.cedacri.it**, along with documents identifying the entitled party who sent the questions. The questions must be received no later than the **third** day prior to the date set for the Shareholders' Meeting on first call (or **27 April 2013**). The legal standing to exercise the aforementioned right is certified by a letter to the Company issued by the qualified intermediary in accordance with art. 23 of the Regulation regarding services for centralised management, liquidation, systems of guarantee and related management services. The questions received by the stated deadline will be answered, at the latest, during the Shareholders' Meeting, with the Company reserving the right to providing a single response to questions of a similar nature. Note that the responses are considered to be provided during the Shareholders' Meeting, if they are in paper format and made available to every party that has voting rights at the beginning of said Meeting.

### **Adding items to the agenda and resolution proposals for issues already on the agenda**

Pursuant to art. 126-bis of Legislative Decree no. 58/98, shareholders who, including as a group, represent at least one-fortieth of the share capital with voting rights:

- may request, in writing and within **ten** days of the publication of this notice of call (or **6 April 2013**), additions to be made to the agenda items to be discussed, indicating in the request the additional proposed topics. The request must be submitted in writing by the proposing shareholders through a return receipt letter sent to the Company's registered office in Desio, Via Rovagnati n. 1, 20832 Desio (Monza Brianza), General and Corporate Secretary's Office, or to the certified email address **segreteriabdb@postacert.cedacri.it**. The request must be accompanied by the certification issued by the qualified intermediary attesting to the ownership of the necessary percentage of shares. By the same date, and in the same manner, a report on the proposed issues to be discussed must be submitted to the Company. Additions to the agenda are not permitted for issues on which the Shareholders' Meeting normally resolves, as established by law, on Directors' proposals or on the basis of a project or a report prepared by the Directors, other than those provided for in art. 125-ter, subsection 1, of 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 and within **ten** days of the publication of this notice of call (or **6 April 2013**), resolution proposals on issues already on the agenda. The proposals must be accompanied by the certification issued by the qualified intermediary attesting to the ownership of the necessary percentage of shares and submitted according to the instructions above.

### **Voting by post or electronic means**

There are no procedures allowing voting by post or by electronic means.

### **Documentation**

The documentation related to the Shareholders' Meeting, including the Board of Directors' Report and the resolution proposals on the agenda items, are made available to the public, within the period and in

the manner envisaged by governing regulation, at the Company's registered office in Desio, Via Rovagnati n. 1, General and Corporate Secretary's Office, at Borsa Italiana S.p.A., and on the Company's internet site ([www.bancodesio.it](http://www.bancodesio.it)) under the section, "Investor Relations / Shareholders' Meetings / 2013 Shareholders' Meeting". The shareholders and parties having voting rights have the authorisation to obtain a copy.

Additionally, the share capital composition is provided on the Company's internet site at the address and section indicated above.

Specifically, the following are made available:

- as of today, the report describing the appointment of a member of the Board of Directors, prepared in compliance with art. 125-ter of Legislative Decree no. 58/98; note that, due to the fact that the member being appointed is someone other than the individual elected from the minority list, the appointment will be governed by the methods and majorities established by law, according to art. 17, subsection 1 of the Articles of Association.
- no later than 8 April 2013, the report on remuneration, prepared 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, and the financial report and other documents as per art. 154-ter of Legislative Decree no. 58/98.

Desio, 27 March 2013

The Chairman of the Board of Directors  
Ing. Agostino Gavazzi