

BANCO DI DESIO E DELLA BRIANZA S.p.A.
Registered offices in via Rovagnati,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 SHAREHOLDERS' MEETING

CALLING OF THE SPECIAL SHAREHOLDERS' MEETING FOR HOLDERS OF SAVINGS SHARES

Parties entitled to attend and exercise voting rights concerning **savings shares** are called to the Special Shareholders' Meeting at the company's registered office in Desio Via Rovagnati no. 1, on **29 April 2014, at 10.30, on first call** and, if necessary, on second call on 30 April 2014, at the same time and place, to discuss and resolve on the following

Agenda

1. Appointment of the Common Representative of savings shares for the years 2014–2015–2016
2. Determination of the fee of the Common Representative, based on the report of the outgoing representative pursuant to art. 29 of the Articles of Association
3. Proposal to replenish the provision for expenses in accordance with art. 146, paragraph 1, letter c) of Legislative Decree 58/1998

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 **29 April 2014, at 11.30, on first call** and, if necessary, on second call on 30 April 2014, at the same time and place, to discuss and resolve on the following

Agenda

Extraordinary shareholders' meeting

1. **Plan to amend articles 5, 8, 10, 12, 14, 16, 19, 21, 22, 23, 24, 27, 28 and 31 of the Articles of Association**

Ordinary shareholders' meeting

1. **Financial statements for the year ended 31 December 2013:**

1.1 Approval of the Financial Statements for the year ended 31 December 2013, 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)**
3. **Appointment of the Board of Directors**
 - 3.1 **Determination of the number of Board members**
 - 3.2 **Determination of the term of office**
 - 3.3 **Appointment of Board members**
 - 3.4 **Determination of fees**
4. **Appointment of the Board of Statutory Auditors for the years 2014-2015-2016**
 - 4.1 **Appointment of Standing Auditors and three Alternate Auditors**
 - 4.2 **Appointment of the Chairman of the Board of Statutory Auditors¹**
 - 4.3 **Assignment to the Board of Statutory Auditors of the role of Supervisory Body (appointed pursuant to Legislative Decree 231/2001)**
 - 4.4 **Determination of fees**
5. **Fee of the Common Representative of savings shareholders**
 - 5.1 **Proposal for the company's acceptance of responsibility for the fee resolved for the Common Representative, pursuant to art. 29, paragraph 3 of the Articles of Association**

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 Euro 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 **16 April 2014**.

Those who only become shareholders after 16 April 2014 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 / Shareholders' Meetings / 2014 Shareholders' Meetings" section. 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: segreteriabdb@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.

Appointed company representative

The proxy may be granted, at no charge to the delegating party, with voting instructions on all or some of the items on the agenda, to **Istifid S.p.A., Società Fiduciaria e di Revisione, Servizio Fiduciario** (Fiduciary and Auditing Firm, Fiduciary

¹ In the event of non-election from the minority list

Service) - Viale Jenner no. 51, 20159 Milan, as appointed company representative, in accordance with art. 135-undecies, Legislative Decree no. 58/98, provided that Istifid S.p.A. receives the original of the proxy, by the end of the second market trading day preceding the date set for the Shareholders' meeting, including on second call (i.e. by **25 April 2014** or 28 April 2014 respectively). Without prejudice to transmission of the original of the proxy, it may also be sent electronically to the certified e-mail address: **2014assemblea.jj75@istifidpec.it**

The proxy issued to Istifid S.p.A., Società Fiduciaria e di Revisione (Fiduciary and Auditing Firm) is of no validity in relation to proposals for which no voting instructions have been provided. The proxy and the voting instructions are revocable by the end of the second market trading day preceding the date set for the Shareholders' meeting.

The proxy form and the relevant instructions for compilation and transmission are available 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 / Shareholders' Meetings / 2014 Shareholders' Meetings" section.

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 **26 April 2014**). 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 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 **30 March 2014**), 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 **30 March 2014**), 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.

Plan to amend articles 5, 8, 10, 12, 14, 16, 19, 21, 22, 23, 24, 27, 28 and 31 of the Articles of Association

The Board of Directors deemed it necessary to launch a project for the revision of the Articles of Association, in order to update certain clauses, mainly in light of: i) the corrective provisions (Legislative Decree no. 91/2012 which amended Legislative Decree no. 27/2010) regarding "shareholders' rights"; ii) the development of supervisory legislation with particular reference to the 15th update of Bank of Italy Circular no. 263/2006 concerning internal control systems.

The proposed amendments, although partly concerning the regulation of savings shares, do not prejudice the rights of the category and, therefore, do not need to be presented to the Special Shareholders' Meeting in accordance with art. 146 paragraph 1 letter b) of Legislative Decree no. 58/1998.

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.

Appointment of company officers

The Board of Directors and the Board of Statutory Auditors are appointed on the basis of lists of candidates, pursuant to articles 16 and 27 of the Articles of Association, to which reference should be made.

Shareholders who, alone or together with other shareholders, represent at least 2.5% of share capital represented by **ordinary shares**, are entitled to submit a list. The lists, signed by the presenting shareholders and accompanied by the required documentation, must be filed at the company's registered office in Desio, via Rovagnati no. 1, General Secretariat, by the 25th day preceding the date of the shareholders' meeting on first call, i.e. by 4 April 2004, or sent to the certified e-mail address segreteriaadb@postacert.cedacri.it, together with the information that permits the identification of the entitled party who sends said lists.

In order to prove ownership of the number of ordinary shares needed to present said lists, shareholders must produce the relevant certification; this may also take place after the list is filed, provided that it is done within the term laid down by the law and the relevant regulations, for the publication of lists by the company, i.e. by 8 April 2014 and, in any case, the certification must prove ownership of the shares on the day the list is filed.

Each shareholder may not submit or vote on more than one list, including through third parties or a trust company. Shareholders belonging to the same group and shareholders who subscribe to the same shareholders agreement regarding the Bank's shares cannot submit or vote on more than one list, including through third parties or a trust company. A candidate may be submitted on only one list, under penalty of ineligibility.

Lists presented that do not conform to the provisions of the Articles of Association shall be considered as not submitted.

Lists filed for the appointment of the Board of Directors and the Board of Statutory Auditors are made available to the public at the company's registered office in Desio, via Rovagnati no. 1, General Secretariat, on the company's website at www.bancodesio.it, "Investor Relations / Shareholders' Meetings / 2014 Shareholders' Meetings" section and with the other methods provided by Consob, at least 21 days before the date of the shareholders' meeting (i.e. 8 April 2014).

Shareholders are asked to take into account the recommendations contained in Consob Communication no. DEM/9017893 of 26 February 2009 on the "Appointment of members of administration and control bodies".

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

Board of Directors – Without prejudice to the above with reference to the appointment of company officers, the ordinary shareholders' meeting, based on prior determination of the number of members of the Board of Directors, elects the directors based on the lists presented by shareholders, which shall be composed of no more than eleven candidates, numbered in progressive order. The lists must be accompanied by: - information relating to the identity of the shareholders who submitted the lists, specifying the total percentage held; - a declaration by the presenting shareholders, other than those who hold, including jointly, a controlling or majority interest, attesting to the absence of any associate relationship with the latter, as identified by the legal and regulatory provisions established for the election of the Board of Statutory Auditors; - the CVS of each candidate and declarations by which the individual candidates accept their candidacy and certify that there are no causes of impediment or ineligibility, and that they satisfy the requirements of integrity, professionalism and, if necessary, independence, prescribed by law and the Articles of Association, and the absence of incompatibility as regards the so-called "interlocking prohibition" pursuant to art. 36 of Law no. 214/2011. The lists must indicate which candidates meet the independence requirements. Shareholders who file a list with a number of candidates equal to or greater than eight are required to indicate at least two candidates who meet the independence requirements. If the lists contain a number of candidates equal to or greater than three, they must include candidates of different gender, to ensure that candidates from the less represented gender make up at least one fifth of the total, rounded up to the higher figure in case of a fractional number (for the purposes of compliance with gender balance in accordance with art. 147-ter of Legislative Decree 58/1998, as introduced by Law no. 120 of 12 July 2011).

Those for whom there exists the basis for impediment or ineligibility or who do not meet the integrity or professionalism requirements established by the applicable regulations, cannot be appointed directors and, if appointed, cease office. At least two of the members of the Board of Directors must satisfy the independence requirements laid down by law.

For more information on the election mechanism, please refer to art. 16, paragraph 14 of the Articles of Association.

Board of Statutory Auditors – Without prejudice to the above with reference to the appointment of the company officers, the ordinary shareholders' meeting elects the Board of Statutory Auditors, consisting of three standing auditors and three alternate auditors, on the basis of the lists which must contain no more than six candidates, numbered in progressive order, three for the office of standing auditor and three for the office of alternate auditor and, nonetheless, at least two candidates, one for the office of standing auditor and one for the office of alternate auditor. The list must expressly indicate the candidates for the offices of standing auditor and alternate auditor. The lists that, in consideration of both sections, present a number of candidates equal to or greater than three, must also include candidates of a different gender, to ensure that the

composition of the Board of Statutory Auditors conforms to the provisions of the aforementioned legislation in force concerning gender balance. The lists must be accompanied by: - information relating to the identity of the shareholders who submitted the lists, specifying the total percentage held; - a declaration by the presenting shareholders, other than those who hold, including jointly, a controlling or majority interest, attesting to the absence of any associate relationship with the latter, as identified by the legal and regulatory provisions in force; - the CVs of each candidate and declarations by which the individual candidates accept their candidacy and certify, under their own responsibility, that there are no causes of impediment or ineligibility, and that they satisfy the requirements of integrity, professionalism and independence prescribed by law and the Articles of Association, and the absence of incompatibility as regards the so-called "interlocking prohibition" pursuant to art. 36 of Law no. 214/2011; - the list of offices held in accordance with art. 2400, last paragraph of the Civil Code.

Those for whom there exists the basis for impediment or ineligibility or who do not meet the integrity or independence requirements established by the applicable legal and regulatory provisions, cannot be elected statutory auditors and, if elected, cease office. The statutory auditors are also required to comply with the applicable legal and regulatory provisions on the limits imposed on the number of administration and control offices that can be held.

The statutory auditors must also meet the following professionalism requirements, without prejudice to additional requirements set forth by the applicable legal and regulatory provisions: I) at least one of the standing auditors and at least one of the alternate auditors must be selected from those listed in the Register of Auditors and have performed statutory audit activities for a period of no less than three years; this requirement must, in any case, be satisfied by the Chairman of the Board of Statutory Auditors; II) statutory auditors who do not meet the requirement referred to in point I) are chosen from those who have acquired general experience of at least three years in carrying out: a) administration or control activities or management tasks at a corporation in the credit, financial and insurance sectors, that have a share capital of no less than EUR 2 million; or b) professional or permanent university teaching activities in the legal, economic, financial and technical-scientific fields strictly concerning company activities; or c) management functions at public authorities or public administrations operating in the credit, financial and insurance sectors or, in any case, strictly regarding company activities. The following are considered subjects and business sectors strictly relating to company activities: legal, economic, financial and technical-scientific subjects relating to banking activities, stock brokerage firms, asset management companies, financial companies in general and insurance firms; the business sectors relating to credit, stock brokerage, asset management and finance in general, insurance and technical, economic and legal consulting on said subjects.

If, by the deadline of 4 April 2014, only one list has been filed for the appointment of the Board of Statutory Auditors or several lists have been filed, but these lists are attributable to shareholders with relationships with one another in accordance with the applicable legal and regulatory provisions, or several lists have been presented, but only one list is deemed to have been validly filed in compliance with the legislation in force and the Articles of Association, it is communicated in accordance with the prescribed legal and regulatory forms. In each of these cases, lists may be filed for the appointment of the Board of Statutory Auditors up until the third day after 4 April 2014, i.e. up until 7 April 2014, by shareholders who, alone or together with other shareholders, represent at least 1.25% of share capital represented by ordinary shares.

For more information on the election mechanism, please refer to art. 27, paragraph 10 of the Articles of Association.

Documentation

The documentation relating to the Special Shareholders' Meeting and the Ordinary and Extraordinary Shareholders' Meetings, including therein 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, on the Borsa Italiana S.p.A. website and on the company's website www.bancodesio.it, "Investor Relations / Shareholders' Meetings / 2014 Shareholders' Meetings" section. Shareholders and those with voting rights are entitled to obtain a copy thereof.

In particular, with reference:

- to the Special Shareholders' Meeting,
 - the report on the appointment of the Common Representative of savings shareholders, on the determination of the fee of the Common Representative and the proposed replenishment of the provision for expenses, is made available as of today's date;
- to the Extraordinary and Ordinary Shareholders' Meetings:

- the report on the plan to amend the Articles of Association, the report on the appointment of the Board of Directors and the report on the appointment of the Board of Statutory Auditors, as well as the report on item 5 on the agenda regarding the Fee of the Common Representative of savings shareholders is made available as of today's date;
- by 7 April 2014, 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 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, 20 March 2014

The Chairman of the Board of Directors
Agostino Gavazzi