

**BANCO DI DESIO E DELLA BRIANZA S.p.A.**

Registered offices in via Rovagnati, 1 – 20832 Desio (MB)

Tax Code no. 01181770155

Registered in the Metropolitan Chamber of Commerce of Milan, Monza and Brianza and Lodi

Share capital 70,692,590.28 Euros fully paid-up

Member of the Interbank Deposit Protection Fund

and the National Guarantee Fund

Registered on the Register of Banks at ABI Code no. 3440/5

Parent Company of the Banco di Desio e della Brianza Banking Group

Entered in the Banking Group Register under no. 3440/5

**EXTRACT  
NOTICE OF CALLING  
SPECIAL, EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING**

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

The persons entitled to attend and exercise the voting rights relating to **savings shares** are called to a Special Meeting at the Company's registered office in Desio, Via Rovagnati n. 1, for the following day

**23 April 2020, 10.00 a.m**

**on first call** and, if necessary, on second call on 24 April 2020, at the same time and place, to discuss and deliberate on the following

**Agenda**

1. Appointment of the Common Representative of savings shareholders for the years 2020 – 2022
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 ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS**

The persons entitled to attend and exercise the voting rights relating to **ordinary shares** are called to an Extraordinary and Ordinary Shareholders' Meeting at the Company's registered office in Desio, Via Rovagnati n. 1, for the following day

**23 April 2020, 11.00 a.m,**

**on first call** and, if necessary, on second call on 24 April 2020, at the same time and place, to discuss and deliberate on the following

**Agenda**

**Extraordinary shareholders' meeting**

1. **Modifications of articles 16, 17, 26 and 27 of the Articles of Association. Related and consequent resolutions**

**Ordinary shareholders' meeting**

**1. Financial statements as at 31 December 2019:**

**1.1 Approval of the individual Financial Statements of Banco di Desio e della Brianza S.p.A. for the year ended 31 December 2019, Report of the Board of Directors on operations and related documents:**

- Report on corporate governance and the ownership set-ups
- Report of the Board of Statutory Auditors
- Report of the Independent Auditors

**1.2 Allocation of profit for the year**

**1.3 Presentation of the Consolidated Financial Statements of Banco Desio Group as at 31 December 2019**

**1.4 Submission of the Consolidated non-financial statement (so-called "Sustainability Report") of Banco Desio Group as at 31 December 2019**

2. **Annual report on remuneration policy and compensation paid. Related and consequent resolutions**
  - 2.1. Remuneration policy (Section I)
  - 2.2. Reporting of compensation (Section II)
3. **Appointment of the Board of Directors for the years 2020 - 2022**
  - 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 2020 – 2022**
  - 4.1 Appointment of Standing Auditors and three Alternate Auditors
  - 4.2 Appointment of the Chairman of the Board of Statutory Auditors<sup>1</sup>
  - 4.3 Determination of fees
5. **Engagement as auditor for the years 2021 - 2029. Related and consequent resolutions**
6. **Fee of the Common Representative of savings shareholders**

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**Information**

For information on the Company's share capital, the right to add to the agenda and submit new resolution proposals, the right to attend and represent at the Shareholders' Meeting, the right to ask questions before the Shareholders' Meeting, amendments to the Articles of Association and the procedures and deadlines for submitting lists for the appointment of the Board of Directors and the Board of Statutory Auditors, please refer to the full text of the notice of calling published on the Company's website at [www.bancodesio.it](http://www.bancodesio.it), in the "Home/The Bank/Governance/Shareholders' Meeting" section.

**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 and on the company's website, [www.bancodesio.it](http://www.bancodesio.it), "Home/The Bank/Governance/Shareholders' Meeting" section.

The documentation will also be available on the authorised storage mechanism at the following address: [www.1info.it](http://www.1info.it). Shareholders and those with voting rights are entitled to obtain a copy thereof.

In consideration of the urgent measures concerning the containment and management of the COVID-19 epidemiological emergency as per the Prime Ministerial Decree of 11 March 2020, the Company reserves the right to make any further communication in accordance with the law concerning the timing and methods of the Shareholders' Meeting, taking into account the measures adopted from time to time by the competent Authorities.

Desio, 13 March 2020

The Chairman of the Board of Directors  
Stefano Lado

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<sup>1</sup> In the event of non-election from the minority list