

## **PRESS RELEASE**

**THE ORDINARY SHAREHOLDERS' MEETING APPROVED THE FINANCIAL STATEMENTS AS OF 31 DECEMBER 2016 AND THE DISTRIBUTION OF A DIVIDEND FOR EURO 0.0846 FOR EACH ORDINARY SHARE AND EURO 0.1016 FOR EACH SAVINGS SHARE**

**ON CONCLUSION OF THE PROCEDURE CONSEQUENT TO THE 2016 "SREP", THE "CET1" MINIMUM CAPITAL REQUIREMENT OF 6% IS CONFIRMED**

**THE ORDINARY SHAREHOLDERS' MEETING APPROVED THE ANNUAL DOCUMENT ON REMUNERATION POLICIES**

**THE EXTRAORDINARY SHAREHOLDERS' MEETING APPROVED THE ARTICLE OF ASSOCIATION AMENDMENT CONCERNING THE INCREASE IN THE MAXIMUM NUMBER OF DIRECTORS FROM 11 TO 12**

**THE ORDINARY SHAREHOLDERS' MEETING APPROVED THE CORPORATE OFFICES FOR THE THREE-YEAR PERIOD 2017-2019 AND THE BOARD OF DIRECTORS, MEETING AFTERWARDS, APPOINTED STEFANO LADO AS CHAIRMAN AND RESOLVED THE COMPOSITION OF THE INTERNAL BOARD COMMITTEES**

### Approval of the financial statements and distribution of the dividend - Remuneration policies

The ordinary shareholders' meeting of Banco di Desio e della Brianza S.p.A., meeting in first calling on 6 April 2017, approved the financial statements as of 31 December 2016 and within this sphere also approved the distribution of a dividend for Euro 0.0846 for each ordinary share and Euro 0.1016 for each savings share. In accordance with the stock market calendar, the dividend will be approved for payment on 12 April 2017, against detachment of coupon No. 26; the ex-dividend date, for the purpose of the listings of the securities, and the record date<sup>1</sup> will be 10 and 11 April 2017, respectively. The separate financial statements and the consolidated financial statements have been submitted for audit by Deloitte & Touche S.p.A. which expressed an opinion without irregularities.

On 4 April 2017, the Bank of Italy informed the Parent Company of the conclusion of the procedure for imposition of the additional capital requirements, further to the 2016 Supervisory Review and Evaluation Process (SREP), as from the reporting on the own funds as of 30 June 2017. The decision on the capital

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<sup>1</sup> date of legitimization to payment of the dividend introduced in Article 83 terdecies of the Consolidated Finance Law by It. Leg. Decree No. 91/2012

adopted by the Bank of Italy essentially confirms that already communicated to the general public at the time of approval of the draft financial statements and therefore that the Group will be obliged to apply the following ratios:

6% for the Common Equity Tier1 ratio, binding - as per Article 67 *ter* of the Consolidated Banking Law - to the extent of 4.75% (of which 4.5% for the minimum regulatory requirements and 0.25% for the additional requirements) and for the remaining part from the capital conservation buffer component;

7.6% for the Tier1 ratio, binding - as per Article 67 *ter* of the Consolidated Banking Law - to the extent of 6.35% (of which 6.0% for the minimum regulatory requirements and 0.35% for the additional requirements) and for the remaining part from the capital conservation buffer component;

9.75% for the Total Capital Ratio, binding - as per Article 67 *ter* of the Consolidated Banking Law - to the extent of 8.5% (of which 8% for the minimum regulatory requirements and 0.5% for the additional requirements) and for the remaining part from the capital conservation buffer component.

The Group therefore discloses capital ratios as of 31 December 2016 considerably higher than the minimum requirements established, confirming its elevated capital soundness:

CET 1                      10.90%

TIER 1                     11.04%

Total Capital Ratio   13.47%

The ordinary shareholders' meeting also approved the annual document on remuneration policies, drawn up in accordance with the pertinent supervisory provisions.

#### Article of Association amendments

The Extraordinary Shareholders' meeting, which met in first calling again on 6 April 2017 before the ordinary shareholders' meeting, approved the Article of Association amendments concerning in particular the increase in the maximum number of directors from 11 to 12.

#### Appointment of the Board of Directors and the Board of Statutory Auditors

The ordinary shareholders' meeting therefore took steps, subject to the establishment of the number of Directors for the three-year period 2017-2019 as 12, to appoint the Board of Directors and the Board of Statutory Auditors. Said bodies - after the resolutions falling under the responsibility of said Board meeting at the end of the shareholders' meeting session - emerged as being made up as follows:

Directors

Stefano LADO	Chairman
Tommaso CARTONE	Deputy Chairman (*)
Graziella BOLOGNA	(E)
Marina BROGI	(I)
Nicolò DUBINI	(I)
Cristina FINOCCHI MAHNE	(I)
Agostino GAVAZZI	(E)
Egidio GAVAZZI	(E)
Paolo GAVAZZI	(E)
Tito GAVAZZI	(E)
Gerolamo PELLICANO'	(I)
Gigliola ZECCHI BALSAMO	(I)

(\*) Director tasked with the Internal Control and Risk Management System

Statutory Auditors

Giulia PUSTERLA	Chairwoman (I)
Rodolfo ANGHILERI	Standing (I)
Franco FUMAGALLI ROMARIO	Standing (I)
Elena NEGONDA	Alternate (I)
Erminio BERETTA	Alternate (I)
Massimo CELLI	Alternate (I)

The names with (E) by the side are identified as Executive Directors in accordance with the Corporate Governance Code for listed companies.

The names with (I) by the side possess the independence requirements ascertained both with regard to the Consolidated Finance Law and with reference to the Corporate Governance Code for listed companies.

The Board of Statutory Auditors is assigned the function of 231 Supervisory Body pursuant to Italian Legislative Decree No. 231/2001.

The Board of Directors has also resolved the following composition of the Committees established within the same:

<b>EXECUTIVE COMMITTEE</b>	Agostino GAVAZZI (P) (E) Graziella BOLOGNA (E) Egidio GAVAZZI (E) Paolo GAVAZZI (E) Tito GAVAZZI (E)
<b>CONTROL AND RISK COMMITTEE</b>	Gerolamo PELLICANO' (P) (I) Tommaso CARTONE Cristina FINOCCHI MAHNE (I)
<b>APPOINTMENTS COMMITTEE</b>	Cristina FINOCCHI MAHNE (P) (I) Marina BROGI (I) Gigliola ZECCHI BALSAMO (I)
<b>REMUNERATION COMMITTEE</b>	Nicolò DUBINI (P) (I) Stefano LADO Gerolamo PELLICANO' (I)
<b>RELATED PARTY TRANSACTIONS COMMITTEE</b>	Marina BROGI (P) (I) Nicolò DUBINI (I) Gigliola ZECCHI BALSAMO (I)

The names with (P) by the side are indicated as Chairmen/Chairwomen of the Committees.

The resumes of the members are available on the website [www.bancodesio.it](http://www.bancodesio.it), "Home/La Banca /Governance/Assemblea" section.

As of the date of appointment, none of the afore-mentioned members of the Board of Directors and the Board of Statutory Auditors held significant equity investments in the share capital of the company in pursuance of Article 120 of the Consolidated Finance Law (with the exception of the significant equity investment originally declared by the Chairman Stefano Lado, made public in accordance with the law).

#### Appointment of the Common Representative of the Shareholders holding Savings Shares

The Special Meeting of the Shareholders holding Savings Shares, meeting on 6 April 2017, before the

ordinary and extraordinary shareholders' meeting, resolved:

- subject to reporting on the activities carried out by the outgoing representative, the appointment of Mr. Francesco Foti to the office of Common Representative of the savings shareholders for the three-year period 2017-2019, assigning an annual fee of Euro 10,000, inclusive of forfeit reimbursement of the expenses for the accomplishment of the function and net of VAT and contributions;
- the re-establishment of the funds for the expenses necessary for safeguarding the common interests of the category for an amount equal to the fee resolved in favour of the Common Representative.

The ordinary shareholders' meeting consequently resolved that the Company should cover this fee, excluding the recourse to the earnings due to the Savings Shares.

Desio, 6 April 2017

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

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