

## **PRESS RELEASE**

### **MEASURES TAKEN BY THE BOARD OF DIRECTORS AFTER TODAY'S ORDINARY SHAREHOLDERS' MEETING**

- **CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING FOR THE APPROVAL OF THE PLAN FOR THE MERGER BY INCORPORATION OF BANCA POPOLARE DI SPOLETO S.P.A. INTO BANCO DI DESIO E DELLA BRIANZA S.P.A. AND OF THE ORDINARY SHAREHOLDERS' MEETING FOR THE APPOINTMENT OF AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**
  
- **CO-OPTATION OF THE INDEPENDENT DIRECTOR VALENTINA CASELLA AND CONSEQUENT REVIEW OF THE COMPOSITION OF SOME COMMITTEES**

The Board of Directors resolved to convene the Extraordinary Shareholders' Meeting for the approval of the Plan for the Merger by incorporation of Banca Popolare di Spoleto S.p.A. into Banco di Desio e della Brianza S.p.A. on 9 May 2019 in first call and, if necessary, on 10 May 2019 in second call, as well as the Ordinary Shareholders' Meeting for the appointment of an independent member to the Board of Directors following the death of Gigliola Zecchi Balsamo on last 20 March. The Council expressed again its sorrow at the sad event recognising her valuable human and professional contribution.

In order to ensure maximum continuity in the Board's structure, the Board has deemed it appropriate - in the meantime - to co-opt a new independent member in the person of Valentina Casella, taking into account the investigation carried out by the Appointment Committee and with the favourable opinion of the Board of Statutory Auditors.

Following the aforesaid co-optation, the Board of Directors reviewed the composition of the following Board committees:

<b>APPOINTMENT COMMITTEE</b>	Cristina FINOCCHI MAHNE (Chairwoman) Marina BROGI Gerolamo PELLICANÒ
<b>REMUNERATION COMMITTEE</b>	Nicolò DUBINI (Chairman) Stefano LADO Valentina CASELLA
<b>COMMITTEE FOR RELATED PARTY AND ASSOCIATED PARTY TRANSACTIONS</b>	Marina BROGI (Chairwoman) Nicolò DUBINI Valentina CASELLA

The composition of the Executive Committee and the Control and Risk Committee remains unchanged.

Desio, 28 March 2019

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

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