



**Banco di Desio e della Brianza S.p.A.**

Sede legale in Desio (MB),  
via Rovagnati n. 1, iscritta alla Camera  
di Commercio Metropolitana di Milano,  
Monza e Brianza e Lodi,  
R.E.A. n. MB-129094,  
Codice Fiscale n. 01181770155,  
PIVA n. 10537880964,  
Capitale sociale Euro 67.705.040,00, i.v.

Aderente al Fondo Interbancario  
di Tutela dei Depositi e al Fondo  
Nazionale di Garanzia, iscritta  
all'Albo delle Banche al cod. ABI  
n. 3440/5 e Capogruppo del  
Gruppo Bancario Banco di Desio e  
della Brianza, iscritto all'Albo dei  
Gruppi Bancari al n. 3440/5.

## PRESS RELEASE

### RESOLUTIONS OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

### **The merger by incorporation of Banca Popolare di Spoleto S.p.A. into Banco di Desio e della Brianza S.p.A. was approved.**

### **Appointment of the Independent Director Valentina Casella**

Further to the press releases issued on 11 December 2018 and 11 March 2019, notice is hereby given that the Shareholders' Meeting of Banco di Desio e della Brianza S.p.A. ("**Banco Desio**"), meeting today in extraordinary session, approved the plan for the merger by incorporation of the subsidiary Banca Popolare di Spoleto S.p.A. ("**Banca Popolare di Spoleto**" or "**BPS**") into Banco Desio itself (the "**Merger**").

Note that, as a result of the Merger, the current shareholders of BPS will be assigned 1 ordinary share of Banco Desio for every 5 ordinary shares of Banca Popolare di Spoleto. For further information on the Merger, reference should be made to the Plan for the Merger and the Banco Desio's Board of Directors' Report on the Merger, available to the public at Banco Desio's registered office, on Banco Desio's website at [www.bancodesio.it](http://www.bancodesio.it) and on the authorised storage device "1info".

The Merger has already been authorised by the Bank of Italy pursuant to and for the purposes of Articles 56, 57 and 61 of the TUB [CBL – Consolidated Banking Law].

To service the Merger share exchange, today's Extraordinary Shareholders' Meeting of Banco Desio also approved a share capital increase for a maximum nominal amount of EUR 2,987,819.64, through the issue of a maximum of 5,745,807 ordinary shares, with regular entitlement, with a nominal value of EUR 0.52, to be assigned to BPS shareholders based on the share-exchange ratio established in the Plan for the Merger. The Shareholders' Meeting of Banca Popolare di Spoleto approved the Merger on last 7 May.

The effects of the Merger for statutory purposes will start from the date indicated in the Merger Deed. For accounting and tax purposes, BPS transactions will be charged to the financial statements of Banco Desio as from 1 January 2019, assuming that this date is earlier than the last of the entries referred to in Article 2504-*bis* of the Italian Civil Code.

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Today's ordinary Shareholders' Meeting of Banco Desio, having acknowledged the proposal made by the majority shareholder Brianza Unione di Luigi Gavazzi e Stefano Lado S.A.p.A., confirmed Valentina Casella as a member of the Bank's Board of Directors. Casella confirmed that she meets the independence requirements set out in Article 148 of Italian Legislative Decree no. 58/98 and Article 3 of the Corporate



Governance Code of Borsa Italiana S.p.A. The *curriculum vitae* of the Director Casella is available to the public on the Bank's website at [www.bancodesio.it](http://www.bancodesio.it).

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The minutes of the above-mentioned Extraordinary and Ordinary Shareholders' Meeting will be made available to the public as required by law at the registered office of Banco Desio (in Desio, Via Rovagnati 1), on the website of Banco Desio, at [www.bancodesio.it](http://www.bancodesio.it) (Section "the bank - Corporate Governance - Extraordinary Shareholders' Meeting of 9 - 10 May 2019") and on the authorised storage device "1info", which can be consulted on the website [www.1info.it](http://www.1info.it). The summary voting report will also be made available on the Banco Desio website at [www.bancodesio.it](http://www.bancodesio.it), in accordance with the law and regulations.

Desio, 9 May 2019

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

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