

PRESS RELEASE

Banco Desio:

- **Share capital increase for the purposes of a Stock Grant Plan for Group Management, as per the requirements of the Supervisory Provisions**
- **Ordinary and Extraordinary Shareholders' Meetings convened for 29 November 2011 at 11:00 a.m. (in first call)**

In its meeting held today, the Board of Directors of Banco di Desio e della Brianza S.p.A., following the approval of the Appointments and Remuneration Committee (for the matters under its responsibility), has passed several measures following on the resolutions taken on 21 July 2011, adopted in order to align the Group Incentive System to the “Provisions for banks and banking groups on the subject of remuneration and incentive policies and practices”, issued by the Bank of Italy on 30 March 2011.

Specifically, as on October 2011 we received the authorising ruling from the Bank of Italy (the “assessment ruling” pursuant to art. 56 of the Consolidated Banking Act) regarding the amendments to the Articles of Association related to the 2011-2013 Stock Grant Plan which, as known, is an integral part of the new Incentive System, the Board of Directors resolved to call the Ordinary and Extraordinary Shareholders' Meetings on 29 November 2011, at 11:00 a.m., in first call and, if necessary, on 30 November 2011, at the same time and in the same place, in second call, to discuss and resolve on the following Agenda:

ORDINARY SHAREHOLDERS' MEETING

- 1.1. Review of the Banco Desio Group Remuneration Policies in relation to the Incentive System for the Management, adopted in order to comply with the Supervisory Provisions on the matter issued by the Bank of Italy on 30 March 2011.*
- 1.2. Stock Grant Plan for the three-year period 2011-2012-2013, concerning the assignment, free of charge, of a maximum of 1,000,000 ordinary shares of the Company to the Management of the Banco Desio Group (as identified in application of the abovementioned Supervisory Provisions).*
- 1.3. Creation of a specific restricted profit reserve, to be used for the free share capital increase reserved for the Management of the Banco Desio Group, as per the Stock Grant Plan set forth in point 1.2 above.*

EXTRAORDINARY SHAREHOLDERS' MEETING

- 2.1. Amendment of art. of the Articles of Association to include paragraph 2, which sets forth a specific provision which, with regard to the remuneration policies pursuant to art. 21, paragraph 4 of the Articles of Association, permits the Extraordinary Shareholders' Meeting to resolve, pursuant to art. 2349 of the Italian Civil Code, the assignment of profits and/or profit reserves to workers of the company or its subsidiaries, through the issue of shares or other financial instruments, to be individually assigned, in compliance with the current regulations in force.*
- 2.2. Free share capital increase, pursuant to art 2349 of the Italian Civil Code, divisible, for a maximum nominal value of EUR 520.000, corresponding to a maximum number of 1,000,000 ordinary shares with a nominal value of EUR 0.52 each, to be used for the Stock Grant Plan for the Management of the Banco Desio Group, to be issued by the Board of Directors in several tranches, according to the terms and conditions set forth by said Plan, through the use of a specific profit reserve, as per the resolution of the Ordinary Shareholders' Meeting pursuant to point 1.3 above and subject to the recording in the register of companies of the resolution of the Extraordinary Shareholders' Meeting pursuant to point 2.1 above.*

Consequent assignment to the Board of Directors of all the required powers relating to the issue of the new shares.

2.3. Additional amendment to art. 4 of the Articles of Association, as a result of the approval of the aforementioned free share capital increase, including new paragraphs 3, 4, 5 and 6.

The Notice of Call, containing all the information required by art. 125-bis of the Consolidated Finance Act, as well as all the documentation which will be submitted to the Shareholders' Meeting pursuant to articles 125-ter and 125-quater of the Consolidated Law on Finance and by the aforementioned Supervisory Provisions, shall be made available on the Company internet site www.bancodesio.it, in the section "Investor Relations/Assemblee/Assemblee 2011", with the terms of law. The Information Document for the Stock Grant Plan, pursuant to art. 114-bis of the Consolidated Finance Act and art. 84-bis of Consob Regulation no. 11971/99, will be made available using the same methods.

Desio, 27 October 2011

BANCO DI DESIO E DELLA BRIANZA SpA
The Chairman

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