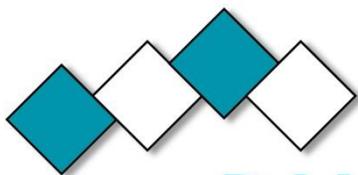


ARTICLES OF ASSOCIATION



BANCA CARIGE

BANCA CARIGE S.p.A.
Cassa di Risparmio
di Genova e Imperia

March 2016
(Shareholders' Meeting of
31/03/2016)

*Translation in English of the document originally
issued in Italian. In the event of any discrepancy,
the Italian language prevails.*

Amendments to the Articles of Association approved by the Extraordinary Shareholders' Meeting of 31 March 2016.

Filed with the Companies Register of the Genoa Chambers of Commerce on 1 April 2016, prot. No. 12778 of 1 April 2016 and formally registered on 1 April 2016.

Parent Company of the Banca CARIGE Group, pursuant to art. 61 of Legislative Decree no. 385 of 1 September 1993.

CONTENTS

TITLE I	Incorporation-Registered Office-Period of Duration (arts. 1-3).....	1
TITLE II	Business purpose (art. 4).....	1
TITLE III	Share capital (arts. 5-7).....	2
TITLE IV	Bodies of the Company (art. 8).....	2
TITLE V	Meetings (arts. 9-17).....	3
TITLE VI	Board of Directors (arts. 18-23).....	5
TITLE VII	Chairman (art. 24).....	11
TITLE VIII	Executive Committee (art. 25).....	12
TITLE IX	Board of Statutory Auditors – Independent Audit (art. 26)	13
TITLE X	Chief Executive Officer – General Manager (arts. 27-28).....	15
TITLE XI	Legal representation – Company signature (art. 29)	16
TITLE XII	Financial Statements – Profit allocation (arts. 30-33)	16
TITLE XIII	Liquidation (art. 34).....	17
TITLE XIV	Savings shares (arts. 35-37).....	17
TITLE XV	Final Provisions (art. 38)	18

BANCA CARIGE S.p.A. - CASSA DI RISPARMIO DI GENOVA E IMPERIA

ARTICLES OF ASSOCIATION

TITLE I – INCORPORATION – REGISTERED OFFICE – PERIOD OF OPERATION

ART. 1

1. A joint-stock company has been set up under the name of “Banca Carige S.p.A. – Cassa di Risparmio di Genova e Imperia” or, for short, “BANCA CARIGE S.p.A.” or “CARIGE S.p.A.”, following the granting of bank status pursuant to Act no. 218 of 30 July 1990 and Legislative Decree no. 356 of 20 November 1990 by the Cassa di Risparmio di Genova e Imperia, to which it is thus bound by continuity constraints, sanctioned by Decree of the Minister of the Treasury of 10 October 1991 and published in edition no. 254 of the *Gazzetta Ufficiale della Repubblica Italiana* of 29 October 1991.
2. It takes its origins therefore from the aforesaid Cassa di Risparmio, founded on 18 March 1846 by the Monte di Pietà di Genova, in turn instituted by the Doge of the Republic of Genoa by the Decree of 10 March 1483.

ART. 2

1. The Company has its registered office at Via Cassa di Risparmio no. 15, Genoa.
2. In accordance with art. 20 and the legislation in force, it may institute or abolish divisions and branches in Italy and abroad.

ART. 3

The Company shall remain in operation until 31 December 2050. This period may be extended subject to resolution by an Extraordinary Meeting.

TITLE II – BUSINESS PURPOSE

ART. 4

1. The purpose of the Company is the banking activity and, in particular, but without limitations:
 - a) public savings and the provision of credit in its various forms;
 - b) activities permitted for the purpose of mutual recognition, referred to in Article 1, section 2, paragraph f) of Legislative Decree no. 385 of 1 September 1993le;
 - c) general financing activities governed by special laws, including facilitated financing activities;
 - d) offering loans against pledge and accepting grants for the payment collection department and treasury and finance department;
 - e) the creation and management of complementary pension schemes, pursuant to Legislative Decree no. 124 of 21 April 1993 and subsequent amendments and integrations;
 - f) the issuance of bonds in accordance with the legislation in force.
2. In order to best achieve its business purpose, the Company may execute every financial, moveable and immovable transaction useful to such achievement, including the acquisition of holdings.
3. The Company is the parent company of the banking group Banca CARIGE, pursuant to art. 61 of Legislative Decree no.385 of 1 September. In exercising its management and coordination activities, the Company issues provisions for executing the instructions given by the Bank of Italy to the members of the Group, in the interest of maintaining stability within the Group.

TITLE III – SHARE CAPITAL

ART. 5

1. The share capital amounts to EUR 2,791,421,761.37 and is divided into 830,181,175 shares with no indication of par value, of which 830,155,633 ordinary shares and 25,542 savings shares. The savings shares are governed by Title XIV below.
2. If this share capital should be increased, the provisions set out in Article 2441 of the Civil Code shall apply: the procedures and conditions of issuance, not governed by law, shall be established by a Shareholders' Meeting.
3. In addition to the ordinary shares and savings shares, shares having different rights may be issued in observance of the relevant legislation in force.

ART. 6

1. The shares are indivisible.
2. In case of co-ownership of a share, the rights of the co-owners shall be exercised by a common representative in accordance with Article 2347 of the Civil Code.

ART. 7

1. The role of shareholder entails observance of the Articles of Association.
2. Shareholders, who have not agreed to the resolutions on matters as per the first paragraph of art. 2437 of the Civil Code, have the right to withdraw their shares, either in part or totally. In this case, liquidation of the shares shall occur in accordance with provisions in arts. 2437 *ter* and 2437 *quater* of the Civil Code. The right to withdraw is not permitted in those cases referred to in art. 2437 of the Civil Code.
3. Within the context of their relationship with the Company, shareholders shall be domiciled at the place indicated in the Shareholders' Register.
4. The Bank may request authorised intermediaries, at any time and paying the expenses, through an authorised centralised management company, the identifying data of the shareholders who did not expressly prohibit their disclosure, together with the number of registered shares on the accounts in their names.
5. If said request is made upon petition by the shareholders, the provisions of the laws and regulations at the time in force shall be enforced, also with reference to the minimum share for the submission of the petition, with allocation of the costs in equal parts between the Bank and the requesting shareholders, unless otherwise provided by the applicable regulations.

TITLE IV – BODIES OF THE COMPANY

ART. 8

The bodies of the Company are as follows:

- a) General Meeting of the Shareholders;
- b) Board of Directors;
- c) Chairman;
- d) Executive Committee, in accordance with the provisions of Article 25 below;
- e) Board of Statutory Auditors;
- f) Chief Executive Officer and/or General Manager, in accordance with the provisions of Article 27 below.

TITLE V – SHAREHOLDERS' MEETINGS

ART. 9

Provided they are properly convened and constituted, Shareholders' Meetings shall represent all shareholders. The resolutions of Shareholders' Meetings, adopted in accordance with the law and the present Articles of Association, shall be binding for all shareholders, even those who are absent or dissenting.

ART. 10

1. Shareholders' Meetings shall be convened in accordance with the law at the registered office or at any other place indicated in the notice of meeting provided it is in Italy.
2. Notice of convening the shareholders' meeting is published on the website of the bank in accordance with art. 125-bis of Legislative Decree no. 58 of 24 February 1998, and by other different methods provided for by the provisions of the law and regulations at the time in force.
3. The notice of call contains details of the day, the time and the place of the meeting, the list of matters to be dealt with, as well as other information which is required by the legislation and regulations at the time in force.
4. Without prejudice to the application of the legislation and regulations at the time in force, in accordance with art. 2367 of the Italian Civil Code the Directors must call the Shareholders' Meeting without delay, when it is requested by a number of shareholders which represents at least one twentieth of the share capital and the matters to be dealt with are included in the request. In addition the shareholders who, including jointly, represent at least one fortieth of the share capital may request, within the terms and according to the methods stated in art. 126-bis of Legislative Decree no. 58 of 24 February 1998, an addition to the list of matters to be dealt with, indicating in the request the further matters they propose, or submit proposals for resolution on matters already on the agenda, preparing a report on the new matters which they propose for discussion, or on the further proposals for resolution on matters already on the Agenda. The call and the addition to the agenda on request of the shareholders are not permitted for matters on which the Shareholders' Meetings passes resolutions, in accordance with the law, on the proposal of the Directors or based on a plan or report prepared by them other than those in art. 125-ter, paragraph 1, Legislative Decree no. 58 of 24 February 1998.

ART. 11

1. Each ordinary share shall grant entitlement to one vote.
2. The representation in the Shareholders' Meeting shall be governed by the legislation and regulations at the time in force, and in particular by art. 135-novies of Legislative Decree no. 58 of 24 February 1998 as well as the provisions contained in the Shareholders' Meeting rules and procedures. In addition art. 135-decies and art. 135-undecies of the same Legislative Decree no. 58 of 24 February 1998 are applied in the case of a proxy being granted respectively to a representative in a conflict of interest and to the representative designated by the Bank.
3. The proxy may be notified electronically using the appropriate section of the website of the Company, according to the procedures set out in the Notice of Call.

ART. 12

1. Shareholders' Meetings shall be ordinary or extraordinary.
2. Ordinary Shareholders' Meetings shall be called at least once a year within four months of the end of the financial year of the Company.
3. Extraordinary Shareholders' Meetings shall be called whenever any of the resolutions reserved for it by law is to be adopted.
4. Ordinary Shareholders' Meetings resolve, in addition to the matters attributed to it by law,

also on the authorizations to carry out the actions of the Directors with respect to transactions with related parties and connected persons, in accordance with Article 2364, Paragraph 1, number 5) of the Italian Civil Code, in accordance with the laws and regulations at the time in force.

5. Notwithstanding the provisions of Article 104, Paragraph 1, of Legislative Decree 58 of 24 February 1998, if the securities of the Bank are subject to a public purchase and/or exchange offer, the authorisation of the Shareholders' Meeting is not necessary for the execution of actions or transactions that may contrast the attainment of the goals of the offer, during the period between the notice as per Article 102, Paragraph 1, of the same Decree and the closure or expiration of the offer.
6. Notwithstanding the provisions of Article 104, Paragraph 1-bis, of Legislative Decree 58 of 24 February 1998, the authorization of the Shareholders' Meeting is not necessary for the implementation of every decision made before the start of the period indicated in the previous paragraph, which has not yet been implemented in full or in part, that does not fall within the normal course of the activities of the Company and whose implementation may contrast the attainment of the goals of the offer.

ART. 13

1. The entitlement to participate in the Shareholders' Meeting and to exercise the right to vote is governed by applicable legal and regulatory provisions, as shall also be indicated in the notice of call.
2. Without prejudice to the provisions of paragraph 1 above, the provisions of the law and applicable regulations, as well as those contained in these Articles of Association and in the Shareholders' Meeting rules and procedures at the time in force, shall apply with regard to the validity of the constitution of the Shareholders' Meeting, whether ordinary or extraordinary and for the validity of their resolutions. Ordinary and Extraordinary Shareholders' Meetings shall be held in a single convening notice, applying the majorities referred to in the first paragraph of art. 2369 of the Italian Civil Code. The Board of Directors may nevertheless decide - if it sees fit - to hold the Shareholders' Meeting in several convening notices.
3. During an Ordinary Shareholders' Meeting, if a banking foundation is able to exercise a vote that represents the majority of the shares present and entitled to vote, as ascertained by the Chairman during the Shareholders' Meeting and immediately prior to completing any voting session, the Chairman shall confirm this situation and exclude the banking foundation from the vote, for the purpose of the resolution, upon detection of this situation, limited to a number of shares that represents the difference plus one between the number of ordinary shares of this foundation and the total amount of ordinary shares of the remaining participants allowed to vote at the time of voting.

ART. 14

1. Shareholders' Meetings shall be presided over by the Chairman of the Board of Directors or, if he/she is absent or prevented from attending, by the Deputy Chairman; if both are absent or prevented from attending, the Shareholders' Meeting shall be presided over by the most senior Director present at the Meeting.
2. A Director shall be deemed most senior, if he/she has been a member of the Board of Directors for the longest uninterrupted period of time; if two or more Directors have been members of the Board of Directors for equal periods of time, the eldest of the Directors shall be considered the most senior.
3. The Chairman of the Shareholders' Meeting shall be responsible for ensuring that the Meeting is convened and validly constituted and that there is the entitlement to take part in the Meeting. The Chairman shall also lead and facilitate discussions and voting, and

establish the results, in compliance with the Shareholders' Meeting rules and procedures at the time in force.

4. If a Notary is not required by law to attend the Meeting, the Chairman shall be assisted by a Secretary appointed by those present, and, if necessary, by two Scrutineers selected by the Chairman from among those present.

ART. 15

1. The minutes of the Shareholders' Meeting, to be recorded in a special register kept in accordance with the law, shall be signed by the Chairman of the Meeting and the Secretary, unless the minutes are drawn up by a Notary.
2. Copies of and excerpts from the minutes, certified as accurate by the Chairman of the Board of Directors or by the Secretary, shall be plenipotentiary.

ART. 16

The resolutions of the Shareholders' Meeting shall be adopted by open voting.

ART. 17

If there are still outstanding items on the agenda at the end of the session, the Chairman of the Meeting may defer these to the next working day.

TITLE VI – BOARD OF DIRECTORS

ART. 18

1. The Company shall be run by a Board of Directors comprised of a minimum of seven and a maximum of fifteen members, as established by the Meeting, which shall be solely responsible for the appointment of the Chairman and Deputy Chairman of the Board.
2. Where the number of members of the Board of Directors is less than the maximum permitted, the Shareholders' Meeting may increase the number during the period of office. The new members are appointed at the ordinary Shareholders' Meeting with the list voting system as per the following paragraph 9. The terms of office of Directors appointed in this way shall expire at the same time as those in office when they were appointed.
3. The Directors shall remain in office for three financial years and their term of office shall expire on the date of the Shareholders' Meeting called for approving the financial statements related to the last financial year of their term in office. Directors can be re-elected.
4. At least one fourth of the members of the Board of Directors must meet the independence requirements outlined in the legislative provisions and regulations at the time in force, as well as those outlined in the Corporate Governance Code for listed companies which the Bank has adopted (rounded down to the nearest lower unit if the first decimal number is 5 or less).

This is without prejudice to any legislative provision and regulations which foresee a higher minimum number of independent Directors.

In particular, Directors falling within at least one of the following classes shall not be considered independent:

- a) the spouse, up to fourth degree relatives and in-laws of the Directors of the Bank, the executive Directors, the spouse, up to fourth degree relatives and in-laws of the Directors of its subsidiary companies, of companies it is a subsidiary of and those subject to joint control;
- b) Directors who, directly or indirectly, or through subsidiaries, trust companies or via

third parties, control the Bank or are able to exert considerable influence over it, or who participate in a shareholders' agreement through which one or more individuals may exert control or considerable influence over the Bank;

- c) Directors who are, or who have been during the three previous financial years, key office holders (meaning Chairman of the Board of Directors, Executive Directors, and Managers with strategic responsibility) of the Bank, of one of its subsidiaries which has strategic importance or of a company subject to joint control with the Bank, or of a company or any organisation which, including together with others through a shareholders' agreement, controls the Bank or is able to exert considerable influence over it;
- d) Directors who, directly or indirectly (for example via subsidiaries or companies of which they are key office holders as defined above, or acting as partners of a professional firm or a consultancy company), have, or have had during the previous financial year, a significant commercial, financial or professional relationship (for example independent contractor or employee working relationships or other relationships of a financial or professional nature which compromise their independence):
 - i) with the Bank, one of its subsidiaries, or with one of its relative key office holders;
 - ii) with an individual who, including together with others through a shareholder's agreement, controls the Bank, or, if it is a company or organisation, with the relative key office holders;
 - iii) with the companies subject to joint control with the Bank;
 - iv) with the Directors of the Bank and the individuals in letter a); or are, or have been in the previous three financial years, employees of one of the individuals referred to under items i) and ii);
- e) Directors who receive, or have received in the previous three financial years, from the Bank or from one of its subsidiaries or a company of which it is a subsidiary, a significant additional remuneration compared to the fixed fee for a Non-Executive Director of the Bank, including therein any participation in incentive plans linked to company performance, including share-based plans;
- f) Directors who have held this position in the Bank for more than nine of the last twelve years;
- g) Directors who hold the position of Executive Director in another company in which an Executive Director of the Bank serves as a Director;
- h) Directors who are shareholders or Directors of a company or an entity which are part of the Bank's Independent Auditors network;
- i) Directors who are close relatives of a person who is in one of the positions referred to under the items above.

The lack of the requirement of independence of a Director as defined above shall not imply his/her dismissal from office if the requirement is met by the minimum number of Directors who according to this article must qualify as independent.

5. The composition of the Board of Directors must ensure at least the minimum gender balance required by the prevailing law or regulations in force.
6. Non-Executive Directors may take on a maximum of ten governing or control positions (of which a maximum of five executive positions) in other companies listed on regulated markets and in banking, financial or insurance companies or companies of a considerable size (i.e. with a share capital of no less than two million Euros) not belonging to the Group, in compliance with the maximum limit of five governing or control positions in listed companies other than CARIGE S.p.A.
7. Executive Directors may take on a maximum of six governing or control positions (of

which a maximum of three executive positions) in other companies listed on regulated markets and in banking, financial or insurance companies or companies of a considerable size which do not belong to the Group, in compliance with the maximum limit of three governing or control positions in listed companies other than CARIGE S.p.A.

8. The provisions of article 2390 of the Italian Civil Code still apply to all Directors, as does the prevailing law on the taking or holding of positions in competing firms or groups in the banking, insurance and financial sector.
9. The election of the members of the Board of Directors occurs on the basis of the lists submitted by the members as follows: shareholders who, individually or jointly with other members, prove that they are the holders of at least 1% (one percent) of the ordinary share capital, or another lower threshold of ownership, which - pursuant to the legislation in force - shall be indicated in the Notice of Call of the Shareholders' Meeting convened to decide upon the appointment of the Directors, shall be entitled to submit and/or send in a list of candidates, which may include as many names as the maximum number of Directors provided for by the Articles of Association, numbered in sequential order and deposited at the head office of the Company, under penalty of cancellation, within the terms set out by legal and regulatory provisions in force at the time, as shall also be indicated in the Notice of Call. The lists presenting at least three candidates must comply with the criterion of gender balance as per paragraph 5 above, and provide a number of expressly indicated candidates meeting the independence requirements under paragraph 4 above equal to at least one fourth of the candidates in the list (rounded down to the nearest lower unit if the first decimal number is 5 or less). A candidate can qualify as both independent and from the least represented gender. The lists are made available to the public at the Company's registered office, on the website of the Bank and with the other procedures prescribed by the legal and regulatory provisions in force at the time, and within the required term. The ownership of the minimum shareholding necessary for the presentation of the list shall be attested with the procedures and within the terms prescribed by legal and regulatory provisions in force at the time, in accordance with the indications of the Notice of Call. Each shareholder may only submit and vote for one list of candidates and each candidate shall only appear on one list, under penalty of ineligibility. No later than by the deadline scheduled for deposit, each list shall be filed with the Company's registered office together with each candidate's curriculum vitae and a declaration, whereby each candidate accepts his/her candidature and attests, under his/her own responsibility, the non-existence of any grounds for ineligibility and incompatibility, compliance with the requirements provided for by the law and regulations in force for the office of Director, the list of governing and control positions held at other companies, and any mention of suitability to qualify as independent Director - pursuant to the preceding paragraph 4. Any list submitted in non-observance of the prescriptions referred to above shall be rejected.

Following the outcome of the voting procedure:

- a) the votes obtained by each list will be subsequently divided by one, two, three, four and so on until the number of the Directors to be elected is reached;
- b) the ratios so obtained will be granted progressively to the candidates of each list in the order in which they appear in the list itself;
- c) candidates, listed in a decreasing order on the basis of the ratios obtained, who have obtained the highest ratios, will be elected, it being in any case understood that the candidate at the top of the minority list will be appointed director, namely the list that obtained the majority of votes from among those duly submitted and voted for and which is not connected - even indirectly - with the members who submitted or voted for the list that came first by number of votes. If an individual who on the basis of the regulations in force turns out to be linked to one or more shareholders who have submitted or voted for the list which comes first by number of votes, has voted for a

- minority list, the existence of this link becomes important only if the vote has been decisive in the election of the Director from the minority lists. In each case the legislation and regulations at the time in force shall apply;
- d) in case of equality of ratios for the last Director to be elected, the one from the list which has obtained the majority of the votes or the eldest, in case of a tie vote, will be chosen;
 - e) if, at the end of the voting procedure, Directors, meeting the independence requirements set out in paragraph 4 above or meeting the gender balance requirements under paragraph 5 above are not elected in sufficient numbers, the candidate elected with the lowest ratio who does not meet the independence requirements or the candidate with the lowest ratio whose election would result in a gender imbalance, shall respectively be excluded in the first and second case. The excluded candidates shall be replaced by the next candidates in the ranking, whose election would meet the criteria laid down in paragraphs 4 and 5 above. This procedure shall be repeated until the number of directors to be elected under paragraphs 4 and 5 is reached. In the event that, having adopted the criteria set out above, it is not possible to reach the number of Directors to be appointed, the Meeting shall appoint the missing Directors immediately by way of a resolution adopted by simple majority upon recommendation of the members in attendance;
 - f) the first and second candidates from the list that has obtained the majority of the votes will be elected Chairman and Deputy Chairman, respectively;
10. If a single list of candidates is submitted, the candidates on that list will be elected as members of the Board of Directors, until the number of Directors to be elected is reached less one, who shall be immediately appointed by the Shareholders' Meeting by simple majority vote, but with the voting procedure excluding members who submitted a single list, upon recommendation of the same members having the right to vote pursuant to this paragraph. If, after following the above procedure, not enough Directors are appointed who meet the independence requirements as per paragraph 4, or satisfy the gender balance criteria as per paragraph 5, the Shareholders' Meeting shall proceed, in the first case, to exclude the candidate elected with the lowest ratio who does not meet the independence requirements and, in the second case, to exclude the candidate with the lowest ratio whose election would result in a failure to meet the gender balance criteria; after the above exclusions, the Meeting shall forthwith appoint the missing Directors by simple majority resolution upon recommendation of the members in attendance.
11. For the replacement and the removal of Directors the applicable legislation and regulations shall be complied with. In particular the provisions of law shall apply, without recourse to the voting list system, for any replacements of members of the Board of Directors, except in the event of resignation of all Directors. Any replacement of members of the Board of Directors must nevertheless comply with paragraphs 4 and 5 above.
12. However, if the majority of the Directors resign, the entire Board shall be deemed dismissed and a Meeting must be called as a matter of urgency by the Directors remaining in office or, where the requirements set forth by the law are met, by the Board of Auditors, in order to replace all the Directors, who will be appointed through the voting list system as provided for by this article 18. The Directors who remain in office may in the meantime perform the activities in the ordinary course of business.

ART. 19

1. The Board of Directors shall meet at the head office of the Company or at any other place in Italy. The Chairman or person acting in his stead shall issue the call for the meeting and decide the agenda.

2. The Directors, numbering no less than one third of the Board members, or the Board of Auditors, may request that the Board meet in an extraordinary session, indicating the business to be transacted therein.
3. Each call for a meeting shall be sent by registered letter, fax or e-mail to the members of the Board, the Standing Auditors and the General Manager, if appointed, at least five full days prior to the meeting and, in an emergency, by telegram, fax or e-mail at least twenty-four hours prior to the meeting.

ART. 20

1. The Board of Directors is vested with all the powers of ordinary and extraordinary administration – except those powers reserved strictly to the Shareholders' Meeting by law - including:
 - a) merger in the cases provided for by articles 2505 and 2505 bis of the Italian Civil Code;
 - b) establishment or closure of branch offices;
 - c) share capital reduction in case of withdrawal of a shareholder;
 - d) compliance of the Articles of Association with regulations.
2. In addition to non-delegable powers in accordance with the law or applicable regulatory provisions, or those reserved to the competence of the Board of Directors by the Corporate Governance Code for Listed Companies, which the bank has adhered to, any decision concerning the following shall remain the exclusive competence of the Board:
 - a) the definition of the overall governance structure and approval of the organisational structure of the bank, ensuring its correct implementation and taking swift corrective actions against any shortcomings or inadequacies, including the exercise of any responsibilities foreseen by the applicable legislation or regulations;
 - b) business strategies, organisational system, the internal control and risk governance system, entry into new markets and opening to new products, internal risk measurement systems, outsourcing of corporate functions, the internal capital adequacy assessment process, in accordance with the prevailing legislation and regulations;
 - c) the appointment and dismissal of the Chief Executive Officer or General Manager, and upon recommendation by the Chief Executive Officer or General Manager, the appointment of one or more Co-General Managers and the appointment of one or more Deputy General Managers;
 - d) the acquisition and transfer of strategic shareholdings, i.e. shareholdings which allow control to be exerted pursuant to Article 2359 of the Italian Civil Code or which represent an investment of over 10% of the regulatory capital of the Bank;
 - e) the appointment or designation of representatives within the corporate bodies of investees;
 - f) the designation of criteria for the direction and co-ordination of Group companies or entities and for the execution of instructions issued by the Supervisory Authority;
 - g) merger in the cases provided for by articles 2505 and 2505 bis of the Italian Civil Code;
 - h) the establishment or closure of branch offices;
 - i) reduction of share capital in case of withdrawal of a shareholder;
 - l) compliance of the articles of association with regulations;
 - m) appointment to and removal from office of the Manager responsible for preparing the Company's financial reports, subject to an opinion of the Board of Auditors, pursuant to article 31 below;
 - n) the appointment and removal of the managers of the internal control, compliance and risk control functions, subject to an opinion of the Board of Auditors;
 - o) the constitution of committees within the Board of Directors;
 - p) approval of and changes to the main internal regulations.
3. The Board of Directors shall adopt procedures that assure the transparency and the substantial and procedural probity of transactions with related parties, designed to protect

the integrity of decision making processes in transactions with connected persons, in accordance with applicable regulations. The procedures may provide for appropriate waivers, when allowed for the transactions – carried out directly or through subsidiary companies - having characteristics of urgency and in all cases prescribed by applicable regulations, as well as specific resolution procedures, including the authorisation of the Shareholders' Meeting, in accordance with Section 2364, Paragraph 1, number 5) of the Italian Civil Code, all within the limits and conditions set out by the legal and regulatory provisions in force at the time.

4. Every three months, the Board of Directors shall report to the Board of Auditors on activities and key economic, financial or asset-related operations conducted by the Company or by its subsidiaries and, in particular, on operations, in which the Directors have an interest on their own behalf or on behalf of third parties, without prejudice to the provisions in article 2391 of the Italian Civil Code regarding directors' interests.

The report shall be drawn up by the Board of Directors and shall be submitted to the Board of Auditors within 60 days following the end of each calendar quarter.

ART. 21

1. In observance of the legal provisions and Articles of Association, the Board of Directors may delegate its powers to an Executive Committee and/or the Chief Executive Officer, pursuant to Article 27, if appointed, hereby limiting the powers of said Executive Committee. For the provision of credit and ordinary management, powers of resolution may also be granted to the General Manager, if appointed, Executives, Managers, and, under exceptional circumstances, to other Company employees. The Board shall be responsible for determining these powers and execution thereof. These powers may also be delegated to the Executives and Managers of other companies in the Group, as long as on a contractual basis and without altering the compliance with and use of the internal company procedures on lending.
2. The delegated Bodies shall report to the Boards of Directors and the Board of Statutory Auditors concerning decisions taken within the powers granted as above, the general management trend and its outlook, as well as the extent and nature of the more significant transactions carried out by the Company and its subsidiaries. As a rule, such reports are to be prepared on a quarterly basis, according to the methods set forth by the Board of Directors.

ART. 22

1. In order for meetings of the Board of Directors to be valid, the majority of the members in office must be present.
2. Board meetings shall be presided over by the Chairman; if he/she is absent or prevented from attending, the Deputy Chairman shall preside over the meetings; if both are absent or prevented from attending, meetings shall be presided over by the most senior Director present, identified on the basis of the criteria set out in Article 14.
3. In order for resolutions to be valid, an absolute majority of the votes of those present shall be required; in the event of a tie vote, the proposal will be considered rejected. All voting procedures shall be by open voting. In the case of abstention from the vote due to the existence of an interest which they have in the operation on their own behalf or on behalf of third parties, the Directors abstaining from the vote are counted in determining whether the meeting is duly formed and not counted in determining the majority required for the approval of the resolution.
4. The General Manager, if appointed, shall take part in meetings in an advisory voting capacity and shall be entitled to have his/her opinions recorded in the minutes.
5. The Board shall appoint a Secretary, and, in case he/she should be absent or prevented from attending, a replacement, from among its members or from among the Executives and Managers of the Company. The Secretary, or replacement, shall be responsible for drawing up

the minutes of each meeting, which shall be signed by both the person presiding over the meeting and the Secretary.

6. The minutes of meetings are recorded in a special register kept in accordance with the law.
7. Copies and excerpts from the minutes, certified as accurate by the Chairman or Secretary, shall be plenipotentiary.
8. Meetings of the Board of Directors may take place, if the Chairman deems it appropriate, via long distance communication systems, provided that all the participants can be identified and are able to follow the debate and take part in the discussion of the subject matters in real time. Subject to such conditions, the meeting of the Board of Directors shall be deemed held wherever both the Chairman and Secretary are, so that the minutes can be drawn up in the company register and signed in accordance with the last part of paragraph 5 above.
9. For further ways in which the Board of Directors functions and the methods of appointing its internal committees, the provisions contained in the Regulations governing the meetings of the Board of Directors are to be complied with.

ART. 23

1. Members of the Board of Directors are due an annual remuneration and fees for attending meetings of the Board of Directors and the Executive Committee, in addition to the reimbursement of any expenses incurred in the performance of their duties.
2. Directors may not be paid more than one attendance fee per day.
3. The Shareholders' Meetings shall determine the remuneration and attendance fees of Directors.
4. In addition to determining the remuneration payable to the bodies it appoints, The Ordinary Shareholders' Meeting approves:
 - a) the remuneration and incentive policies for members of corporate bodies and remaining personnel with the frequency prescribed by the prevailing legislation;
 - b) any share-based compensation plans.
 - c) the criteria for determining the compensation to be paid in the event of early termination of employment or early dismissal from office, including limits to the number of years of fixed salary and the maximum amount (arising from the application of said criteria) that can be paid.
5. Pursuant to the provisions in article 2389, paragraph 3, of the Italian Civil Code, the Board of Directors shall lay down any additional compensation for the Chairman, Deputy Chairman and Chief Executive Officer, if appointed pursuant to article 27, as well as for the members of the Executive Committee and of the committees within the Board of Directors. The Board of Directors shall further lay down - in line with the provisions of the Corporate Governance Code for Listed Companies and the applicable regulatory provisions, as well as with the decisions taken by the Ordinary Shareholders' Meeting pursuant to the preceding paragraph 4 - the criteria on the basis of which a significant part of the remuneration of the Chief Executive Officer, if appointed, and of the Executives with strategic responsibilities is determined, including in relation to financial results achieved by the Company and the attainment of specific objectives.

TITLE VII - CHAIRMAN

ART. 24

1. Pursuant to Article 29 herein, the Chairman shall act as legal representative of the Company vis-à-vis third parties and before the courts and also has the power to sign on behalf of the Company.
2. The Chairman presides over the Shareholders' Meetings, calls the meetings of the Board of Directors, sets the agendas, chairs the meetings, coordinates proceedings and ensures that

adequate information about the items on the agenda is provided to all Directors.

3. The Chairman promotes the effective functioning of the corporate governance system, guaranteeing the balance of powers; he/she acts as a contact person for the internal control bodies and internal committees.
4. In cases of utmost and undeferrable urgency, the Chairman, upon binding recommendation from the Chief Executive Officer or General Manager, may take decisions, which would usually fall to the Board of Directors, if the latter is unable to hold a meeting.
5. Decisions taken shall be brought to the attention of the Board of Directors at the first subsequent meeting.
6. If the Chairman is absent or prevented from attending meetings, his/her functions shall be fulfilled by the Deputy Chairman; if both are absent or prevented from attending, the functions of the Chairman shall be fulfilled by the most senior Director, as identified under the criteria set forth in Article 14 paragraph 2.

TITLE VIII – EXECUTIVE COMMITTEE

ART. 25

1. The Board of Directors, where the Bank's size or operational complexity demands, may appoint an Executive Committee determining the number of members, term of office and powers thereof, in compliance with the legislation and regulations at the time in force and taking account of any appointment of the Chief Executive Officer.
2. The Executive Committee shall be comprised of the Chief Executive Officer, if appointed pursuant to Article 27, as member by right, in addition to two to four other members.
3. On an absolute majority basis, the Executive Committee shall appoint its Chairman from among its members: if no member is appointed or the appointed member is absent or prevented from attending, the role is performed by the most senior member of the Committee, as identified under art. 14. The Chairman of the Committee calls the meetings of the Executive Committee, sets the agendas, coordinates proceedings and ensures that adequate information about the items on the agenda is provided to all members.
4. In cases of utmost and undeferrable urgency, the Chairman of the Committee, upon binding recommendation from the Chief Executive Officer or General Manager, may take decisions, which would usually fall to the Executive Committee, if it is unable to hold a meeting. Decisions taken shall be brought to the attention of the Committee at its first subsequent meeting.
5. The Chairman of the Board of Directors shall take part, with no voting rights, in the meetings and shall be entitled to have his/her statements recorded in the minutes, to ensure an effective connection of information flows and foster dialogue among the different bodies. If the Chief Executive Officer is not appointed, the General Manager, if appointed, shall take part in meetings in an advisory voting capacity and shall be entitled to have his/her opinions recorded in the minutes.
6. The Executive Committee shall meet whenever its Chairman deems it necessary or at the request of at least one third of its members.
7. In order for the meetings to be valid, the majority of the members in office must be present. In order for resolutions to be valid, an absolute majority of the votes of those present shall be required. In the case of abstention from the vote due to the existence of an interest which they have in the operation on their own behalf or on behalf of third parties, the members abstaining from the vote are counted in determining whether the meeting is duly formed and not counted in determining the majority required for the approval of the resolution.
8. In the event of a tie vote, the proposal will be considered rejected.
9. The functions of Secretary of the Executive Committee shall be carried out by the Secretary

of the Board or, if he/she is absent or prevented from attending, by a replacement appointed by the Committee from among its members or from among the Managers and Executives of the Company.

10. The Secretary, or replacement, shall be responsible for drawing up the minutes of each meeting, which shall then be signed by the person presiding over the meeting and said Secretary.
11. The minutes of meetings shall be recorded in a special register kept in accordance with the law.
12. Copies of and extracts from minutes, certified as accurate by the Chairman or Secretary, shall be plenipotentiary.

TITLE IX – BOARD OF STATUTORY AUDITORS INDEPENDENT AUDIT

ART. 26

1. The Ordinary Shareholders' Meeting shall appoint three Standing Auditors and two Alternate Auditors.
2. Standing and Alternate Auditors may be re-elected.
3. For the term of office, all powers, duties, requirements of integrity, professionalism, independence, limits to the cumulative number of positions held, removal of the members and, in general, any aspect related to the operation of the Board of Statutory Auditors shall be in observance of the legislation in force and applicable regulations.
4. The Board of Statutory Auditors is vested with all the powers necessary to carry out the duties assigned to it by the legislation in force and applicable regulations, as well as by the Corporate Governance Code for Listed Companies which the Bank has adhered to, and in particular to:
 - oversee the observance of all legal, regulatory and Articles of Association provisions, the proper administration, and the adequacy of the Bank's organisational and accounting structures;
 - ascertain the effectiveness of and properly coordinate all the units and functions involved in the control system.
 - inform the Bank of Italy without delay of any facts or evidence it may become aware of, which might represent an irregularity of banking management or a breach of the banking standards.

Without prejudice to the obligations of reporting to the Bank of Italy, the Board of Statutory Auditors notifies the Chairman of the Board of Directors, the Board of Directors, the Executive Committee, the Chief Executive Officer and the General Manager, if appointed, of any deficiencies and irregularities identified, requests the adoption of suitable corrective measures and checks their effectiveness over time.

5. According to the legislation in force, at least one Standing Auditor and one Alternate Auditor shall be chosen from among those enrolled in the Register of Auditors, who have exercised an auditing activity for no less than three years. The Auditors who do not meet such requirement must have gained at least three-years of experience in the following fields:
 - a) management or control activities or managing duties for joint-stock companies with a share capital of no less than two million Euros, or
 - b) professional activities as lawyers, accountants or university professors in juridical, economic, financial, technical or scientific subjects – strictly related to banking, financial, and insurance activities, or
 - c) management of public bodies or public authorities operating in the credit, financial and insurance sectors or, in any case, in sectors that are strictly related to the sector in which

the Bank operates.

6. The composition of the Board of Statutory Auditors must ensure at least the minimum gender balance required by the prevailing law or regulations.
7. The appointment of the Board of Statutory Auditors occurs on the basis of lists submitted by the shareholders, including a maximum of five candidates in numerical order, with an indication of the office of Standing or Alternate Auditor for which each candidate is presented. Lists presenting at least three candidates must guarantee the representation of both genders in the identification of the first two candidates to the position of Standing Auditor. Should the lists name two candidates to the position of Alternate Auditor, they must be of different gender. Only members who, individually or together with other members, can prove that they are holders of at least 1% of the ordinary share capital shall be entitled to submit lists, or a lower ownership threshold, which - pursuant to the legislation in force - shall be indicated in the call for the Meeting summoned to decide upon the appointment of the Auditors. The ownership of the minimum shareholding necessary for the presentation of the list shall be attested with the procedures and within the terms prescribed by legal and regulatory provision at the time in force, in accordance with the indications of the Notice of Call. Each member may only submit or contribute towards the submission of one list and each candidate shall only appear on one list or contribute towards the submission of one list, under penalty of ineligibility. The curriculum vitae of candidates shall be included at the foot of the lists submitted by members or be attached thereto. With regard to restrictions on the cumulative number of positions, which may be held in other companies, the legal provisions and regulations shall apply. Each list shall be filed with the Company's registered office together with all declarations, certificates or documents required by the existing regulations, along with the declarations in which the individual candidates accept their candidature and attest, under their own responsibility, to the non-existence of causes of ineligibility and incompatibility, as well as the fulfilment of the requirements for the office set out by law and the regulations, and by the Corporate Governance Code for Listed Companies which the Bank adheres to. The lists submitted by the shareholders must be deposited, as indicated in the Notice of Call, at the head office of the company within the terms prescribed by the legal and regulatory provisions at the time in force. In the event that one list is submitted, within the term referred to above, the provisions of the law and regulations in force shall apply. Any list submitted in non-observance of the prescriptions referred to above shall be rejected. The lists are made available to the public at the Company's registered office, on the website of the Bank and with the other procedures prescribed by the legal and regulatory provisions at the time in force, within the required term. Each shareholder may only vote for one list, pursuant to the law.
8. The following procedures are to be adopted for electing members to the Board of Auditors: two Standing Auditors and one Alternate Auditor shall be selected from the list in the order in which they appear in the list, which obtained the majority of votes; the third Standing Auditor and a second Alternate Auditor shall be respectively the first and second candidates in the order in which they appear in the minority list, which obtained the majority of votes from among those submitted and voted for and which is not linked - even indirectly - to the members who submitted and voted for the list which ranked first by number of votes: the Chairmanship of the Board of Auditors shall fall to the Standing Auditor elected from the aforesaid minority list. In the event of a tie vote among the minority lists, the candidate selected from the list, submitted by the shareholders owning the largest shareholding or, subordinately, the majority of shareholders, is elected. In the event of a tie vote among the other lists, a ballot shall be held.
9. If an individual who on the basis of the regulations in force turns out to be linked to one or more shareholders who have submitted or voted for the list which comes first by number of votes, has voted for a minority list, the existence of this link becomes important only if the

vote has been decisive in the election of the Auditor from a minority list.

10. In the event that, notwithstanding the provisions of paragraph 7 above, a single list is proposed or only one list is voted for, the first three candidates in order of appearance on the list – provided this list receives the majority of the votes represented in the Shareholders' Meeting - shall be elected as Standing Auditors, and the fourth and fifth candidates in order of appearance on the list shall be elected as Alternate Auditors, and the candidate at the top of the list shall be appointed Chairman of the Board of Statutory Auditors.
11. Any replacement of an Auditor shall be based on the same list as the one on which the Auditor to be replaced appears. In the case of replacement of the Chairman, the ingoing alternate auditor assumes the role of Chairman of the Board of Auditors. Where for whatever reason it is not possible to replace the auditor ceasing to hold office in compliance with the principle of gender balance, he/she will be relieved in office by the Alternate Auditor, even if belonging to the most represented gender, who shall remain in office until the next possible meeting.
12. If Standing and/or Alternate Auditors are to be appointed to the Board of Auditors following the early retirement of Auditors from office, the Shareholders' Meeting shall proceed as follows: if Auditors elected from the majority list are to be replaced, the appointment of the Auditor or Auditors shall take place by majority vote without restriction to a list, in such a way that compliance with the criterion of gender balance as per paragraph 6 above is met. If, however, a Standing Auditor designated from a minority vote is to be replaced, the Shareholders' Meeting shall replace the Auditor by a relative majority vote, selecting him/her from among the candidates on the same list as the one on which the Auditor to be replaced appeared, such candidates having confirmed their candidature at least fifteen days prior to the date of a Shareholders' Meeting convened in first or sole call, and having submitted declarations concerning the non-existence of grounds for ineligibility or incompatibility and which confirm the requirements prescribed for the office.
13. The annual remuneration of Auditors throughout their term of office shall be set by the Ordinary Shareholders' Meeting, which shall also determine the amount of any fees paid for attendance of meetings of the Board of Directors and the Executive Committee. The Auditors shall also be reimbursed for expenses incurred in the performance of their duties.
14. Auditors may not be paid more than one attendance fee per day.
15. The independent audit is carried out by an Auditing Firm so appointed in accordance with applicable regulations.
16. In any case, if not provided for herein, the legislative and regulatory provisions at the time in force and the existing Regulations of the Board of Statutory Auditors shall apply

TITLE X – CHIEF EXECUTIVE OFFICER - GENERAL MANAGER

ART. 27

The Board of Directors appoints a Chief Executive Officer or a General Manager; the Chief Executive Officer, if appointed, also carries out the functions of General Manager and must comply with the requirements set out in the legal, regulatory and supervisory provisions in force in order to hold the office of General Manager of banks and must have gained adequate experience, at least at a Central Management level, for a period of no less than three years in the banking sector.

ART. 28

1. The General Manager or Chief Executive Officer carrying out the functions of the General Manager, exercises the powers set out under these Articles of Association and by the Board of Directors.

2. In particular, the General Manager shall take part in the Shareholders' Meeting and, at the request of the Chairman or the Board of Directors or the Executive Committee or on his own initiative, shall put forward matters to be resolved upon by the Board or the Committee, hereby arranging for the execution of such resolutions.
3. The General Manager is the Head of Human Resources, whose activities he/she shall direct and co-ordinate, and shall be responsible for all offices and operating units of the Company; he/she may recommend the employment, appointment, promotion and remuneration of personnel, in addition to any other measures related thereto; he/she may propose and adopt disciplinary measures in accordance with the legislation in force and decides upon the allocation of personnel and their transfers.
4. If the Chief Executive Officer and the General Manager are absent or prevented from attending, the functions of the General Manager are carried out by one or more of the managers designated for this purpose by the Board of Directors.
5. The signature of whoever replaces the General Manager shall serve as proof of the absence or prevention from attending of the latter or of whoever should, in sequential order, replace him/her.

TITLE XI - LEGAL REPRESENTATION - COMPANY SIGNATURE

ART. 29

1. Legal representation of the Company *vis-à-vis* third parties and before the courts (of any jurisdiction and level and before any ordinary, special or arbitrating Judicial Authority, with the express option of appointing attorneys, legal representatives and technical consultants and instructing these to make third-party declarations on behalf of the Company) as well as the company signature shall fall to the Chairman of the Board of Directors; if he/she is absent or prevented from acting as signatory on behalf of the Company, this power shall fall to the Deputy Chairman.
2. The signature of the Chairman's replacement shall serve as proof of the absence or prevention from attending of the Chairman or of whoever should, in sequential order, replace him/her.
3. On a case-by-case basis for specific deeds or on an on-going basis for categories of deeds, the Board may delegate the power of representing the Company and signing on its behalf to Board members, members of the Executive Committee, the Chief Executive Officer or General Manager and, in consultation with the Chief Executive Officer or the General Manager, to Managers, Executives and, under exceptional circumstances, to other employees of the Company or other Group Companies or subsidiaries.
4. In certain cases, the Board may delegate responsibility for representing the Company and signing on its behalf to non-company personnel.

TITLE XII - FINANCIAL STATEMENTS - PROFIT ALLOCATION

ART. 30

1. The financial year of the Company shall close on 31 December of each year.
2. The Board of Directors shall draw up the financial statements in accordance with the law.

ART. 31

The Board of Directors shall appoint or remove, subject to the opinion of the Board of Statutory Auditors, the Manager responsible for preparing the Company's financial reports and select him

from individuals meeting the integrity requirements set out for Directors and having the necessary experience in management, accounting and finance; such expertise must have been gained through work experience with appropriate responsibility for a suitable period of time in companies operating in the banking industry. The Board of Directors shall grant this person the powers and means for performing the duties required of him/her in compliance with the regulations in force.

ART. 32

1. The net profit shown on the balance sheet shall be distributed as follows:
 - a) no less than 10% shall be allocated to the legal reserve;
 - b) if the Shareholders' Meeting so decides, members may be paid a dividend, the amount of which shall be determined by the Shareholders' Meeting;
 - c) the Meeting shall allocate the remainder of the profits.
2. The Board of Directors may submit a proposal to the Shareholders' Meeting for the creation and increase of special reserve funds to be deducted from the net profit also prior to the allocation of the amounts referred to in paragraphs b) and c).

ART. 33

Dividends, which are not collected within five years from their becoming due and payable, shall become the property of the Company.

TITLE XIII – LIQUIDATION

ART. 34

The Company shall be liquidated in accordance with the legal provisions in force.

TITLE XIV – SAVINGS SHARES

ART. 35

SAVINGS SHARES

Savings shares, which can be in either registered or bearer form, without prejudice to the limitations provided for by law, grant the right to take part and vote exclusively in the special Meeting of the holders of savings shares. Savings shares carry a right to a 25% increase in the dividends payable on ordinary shares. In case of distribution of reserves, savings shares have the same rights as the other shares.

Holders of savings shares may convert them into ordinary shares for an equal amount upon prior request to the Company, submitted on any working day of any month. The conversion date, understood as the day on which the conversion shall become effective, shall be the tenth day the stock exchange is open during the month following that of the conversion request. The latter may not be submitted during periods comprised between the day after a Shareholders' Meeting has been called and the day (inclusive) on which the Shareholders' Meeting has been held, hereby including a call subsequent to the first call, and, in any case, until the day prior to the payout of dividends, which may be resolved upon by the Shareholders' Meetings. A reduction of capital due to losses is governed by the legal provisions in force.

ART. 36

SPECIAL MEETING

The special Meeting for the holders of savings shares decides on matters reserved to it by law.

The legal provisions in articles 10 and 13 shall apply to convene and participate in a Special Meeting; the constitution of and resolutions by the Meeting shall be in observance of the provisions of the law.

ART. 37
COMMON REPRESENTATIVE

For the appointment of a common representative, the legislation in force shall be observed. The representative shall remain in office for three financial years.

The remuneration shall be equal to 5% of the remuneration payable to the Chairman of the Board of Statutory Auditors and shall be paid by the Company. The Shareholders' Meeting may provide for additional remuneration, which will be paid out of the fund set aside for the expenses necessary for the protection of common interests.

The common representative shall have the obligations and powers set forth by law.

TITLE XV – FINAL PROVISIONS

ART. 38

For that which is not provided for by these Articles of Association, reference should be made to the legislation in force.