

BANCA IFIS

Information on transactions of greater significance carried out with associated parties

(Pursuant to Art. 5 of Consob Regulation no. 17221 of 12 March 2010 and subsequently amended by resolution no. 17389 of 23 June 2010)

ACQUISITION BY BANCA IFIS OF:

- **A 40% SHAREHOLDING IN IFIS FACTORING S.R.L. HELD BY IFIS LEASING S.P.A.**
- **A 60% SHAREHOLDING IN IFIS FACTORING S.R.L. HELD BY INTERBANCA**

February 2017

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1. Document objectives and management

This informative document (hereinafter, the **'Document'**) has been prepared by Banca IFIS S.p.A. (hereinafter, **'Banca IFIS'** or **'The Issuer'** or the **'The Purchasing Company'**) pursuant to Art. 5 of Consob Regulation no. 17221 of 12 March 2010, subsequently amended by Resolution no. 17389 of 23 June 2010, which lays down provisions relating to Transactions with related parties (hereinafter, the **'OPC Consob Regulation'**), as well as to Banca IFIS's Procedure governing transactions with associated parties, whose last update was approved by the Board of Directors on 10 November 2016.

Specifically, this Document has been prepared as per the resolution adopted on 9 February 2017 by Banca IFIS's Board of Directors and concerns the acquisition of shares held by Interbanca S.p.A and IFIS Leasing S.p.A. (hereinafter **'Interbanca'** and **'IFIS Leasing'** or **'Selling companies'**), companies subject to management and coordination by Banca IFIS, in IFIS Factoring Ltd., also subject to management and coordination by Banca IFIS (hereinafter, the **'Transaction'** or **'Acquisition'**). IFIS Factoring's shareholders, up to the transfer date, are Interbanca with 60% of the share capital and IFIS Leasing with the remaining 40% share. IFIS Leasing, in turn, is wholly owned by Interbanca.

This Document and the Risk Management and Control Committee's opinion are made available to the public at Banca IFIS's registered office and on its website (www.bancaifis.it). These documents will also be simultaneously sent to Consob through the authorized storage mechanism pursuant to Art. 65 septies, paragraph 3, of the Issuers Regulations.

2. Risks related to potential conflicts of interest arising as a result of the Transaction

Due to the Transaction's characteristics, it does not expose the Issuer to particular risks, as shown in this Document. Specifically, it is stated that the selling price has been determined in accordance with the amounts reported in the Selling companies' financial statements and adequately protects minority shareholders present in Interbanca.

3. Transaction details

3.1 Description of the characteristics, formalities, terms and conditions of the Transaction

The Transaction in question is as follows:

- Purchase by Banca IFIS of Interbanca's shareholding in IFIS Factoring (equal to 60% of IFIS Factoring's total share capital) for a price of 65,328 million Euro;
- Purchase by Banca IFIS of IFIS Leasing's shareholding in IFIS Factoring (equal to 40% of IFIS Factoring's total share capital) for a price of 43,552 million Euro.

The Transaction is not subject to the Bank of Italy's prior approval due to being intercompany but rather only requires ex post facto notification to the same authority within 10 days of completion of the Transaction.

The acquisitions in question are formalized through the signing of private sale contracts drawn up by the Bank's notary, who will see to depositing these contracts at the applicable offices of the Business Register.

The aforementioned purchase/sale of shares constitutes a single Transaction of greater significance with associated parties (see paragraph 3.5 of this document), as the Selling companies are both controlled by Banca IFIS.

On 9 February 2016, based on the documentation received and the green light given by the Risk Management and Control Committee, and taking into consideration the interest of the Issuer to conclude the purchase/sale Transaction, as well as the convenience and substantial correctness of the relative conditions, Banca IFIS's Board of Directors authorized the signing of the relative contracts and granted certain Directors and the General Manager the mandate to finalize these, together with any instrumental, consequential or connected acts.

3.2 Indication of the associated parties with whom the Transaction is carried out, the nature of the relationship and the extent of these parties' interests in the Transaction

The Transaction can be defined as a Transaction between associated parties as Banca IFIS:

- Exerts direct control over Interbanca (Banca IFIS holds 99.993% of Interbanca's share capital);
- Exercises indirect control over IFIS Leasing (which is wholly-owned by Interbanca).

The following synoptic table shows the connections existing between the Corporate officers of the companies involved in the Transaction.

Name	Banca IFIS	Interbanca	IFIS Leasing
Sebastien Egon Furstenberg	Chairman of the BoD	Chairman of the BoD	
Giovanni Bossi	C.E.O.	C.E.O.	
Alberto Staccione	General Manager	Director	Chairman of the BoD
Giuseppe Benini	Director	Director	
Giacomo Bugna	Chairman of the Board of Statutory Auditors	Chairman of the Board of Statutory Auditors	Chairman of the Board of Statutory Auditors
Giovanna Ciriotto	Standing Auditor	Standing Auditor	Standing Auditor
Piera Vitali		Standing Auditor	Standing Auditor

3.3 Indication of the economic rationale and benefits for the bank behind the transaction

The acquisition of shareholdings in IFIS Factoring is part of a broader strategic plan to reorganize the corporate and organizational structure of the Group.

Specifically, through the two acquisitions in question, Banca IFIS will be able to carry out the subsequent merger by incorporation of IFIS Factoring applying the provisions of Art. 2505 of the Italian Civil Code (incorporation of wholly owned companies). This Article states that if a company merges with one that holds all the shares or quotas of the former, then the provisions of Article 2501-ter, first paragraph, number 3), 4) and 5) do not apply (and, therefore, it is not necessary to state the proposed merger exchange ratio, any monetary adjustment, the methods used to assign the shares or quotas of the company resulting from the merger or the incorporating company, and the date from which such shares may participate in profit-sharing) and Articles 2501-quinquies and 2501 sexies (and, therefore, it is not necessary to provide a Board of Directors' report nor an expert report).

3.4 Method used to calculate the Transaction consideration and evaluation of its adequacy in relation to market values of similar transactions

Calculation of the consideration for the equity interest held by Interbanca

The parties have agreed upon a fixed and unchanging consideration for the total shareholding of 60% of IFIS Factoring's share capital equal to Euro 65,328 million, payable to Interbanca. This amount has been calculated according to the value of the shareholding concerned in the accounting statements containing the preliminary results as at 31/12/2016 as approved by Interbanca's Board of Directors.

Calculation of the consideration for the equity interest held by IFIS Leasing

The parties have agreed upon a fixed and unchanging consideration for the total shareholding of 40% of IFIS Factoring's share capital, equal to Euro 43,552 million payable to IFIS Leasing. This amount has been calculated according to the value of the shareholding concerned in the accounting statements containing the preliminary results as at 31/12/2016 as approved by IFIS Leasing's Board of Directors.

In both cases, the valuations took into account Assirevi's preliminary orientation (OPI no. 1R October 2016) in terms of accounting treatment for business combinations under common control.

3.5 Indication of the economic, financial and equity effects of the Transaction and the most important applicable ratios

The economic effects on the financial statements of the companies involved in the Transaction are almost negligible, as the investments are in line with the amounts entered in the Selling companies' financial statements and, hence, do not generate either gains or losses.

With regard to the financial effects, Banca IFIS, through payment of the agreed price, will transfer liquidity to Interbanca in the amount of €65,328 million and to IFIS Leasing in the amount of €43,552 million, thus reducing its cash availability in favour of the subsidiaries.

The effects on the consolidated capital base are insignificant as they do not generate significant changes in either company's own funds.

The Transaction in question qualifies as one of greater significance in that, following calculation of the more important ratios required by applicable legislation, the value of the Transaction far exceeds the 5% own funds threshold.

Specifically:

- The Transaction value in terms of % of own funds amounts to 10,157%, being the Transaction consideration equal to €108,880 million and consolidated own funds to €1.071.929 thousand;
- The Transaction value in terms of assets is less than the above-mentioned threshold.

3.6 Impact on the compensation of Banca IFIS's Board of Directors

The Transaction does not involve any change in the compensation of the Directors of the Issuer nor any of its subsidiaries.

3.7 Corporate officers and Key managers who led or participated in the negotiations

Corporate representatives who led or participated in the negotiations are:

- Mr. Giovanni Bossi, Banca IFIS's C.E.O.;
- Mr. Alberto Staccione, Banca IFIS's General Manager.

Consistent with the provisions of Banca IFIS's Procedure for the management of transactions with associated parties, the independent Directors sitting on the Risk Management and Control Committee also participated in the investigation and negotiation phases. These parties are:

- Mr. Giuseppe Benini, Chairman of the Risk Management and Control Committee;
- Ms. Francesca Maderna;
- Prof. Daniele Santosuosso;
- Prof. Antonella Malinconico.

3.8 Approval of the Transaction

The Transaction was unanimously approved by Banca IFIS's Board of Directors on 9 February 2017, following the favorable opinion of the Risk Management and Control Committee (made up of independent Directors only), with no abstentions or votes against.

The Board of Directors and the Risk Management and Control Committee (made up of independent Directors only) were provided with appropriate information on the Transaction well in advance.

The Risk Management and Control Committee was also involved in the negotiations and the preparatory stage by means of receiving complete and timely information flows with the right to ask questions and make comments.

An extract of the minutes of the Risk Management and Control Committee meeting is attached to this document.

3.9 Determination of the transaction's significance when considered cumulatively, as per Art. 5, paragraph 2 of the 'OPC Consob regulation'

Not applicable.

Enclosures

MINUTES OF THE RISK MANAGEMENT AND CONTROL COMMITTEE MEETING

On 8 February 2017, at 17:00 at the Company's headquarters at Via Terraglio 63 in Mestre-Venice, the Risk Management and Control Committee meeting started.

Present at this Meeting were:

The Chairman of the Committee, Mr. Giuseppe Benini, and the Directors Ms. Francesca Maderna, Prof. Antonella Malinconico and Prof. Daniele Santosuosso;

The Chairman of the Board of Statutory Auditors, Mr. Giacomo Bugna and Standing Auditor, Ms. Giovanna Ciriotto;

The Deputy Chairman, Mr. Alessandro Csillaghy de Pacser;

Also present:

Mr. Vincenzo Schiazzano - Head of Corporate Affairs

Ms. Federica Lovato - Corporate Affairs

Mr. Ruggero Miceli - Head of Internal Auditing

... OMISSIS ...

At the end of the Meeting, the Risk Management and Control Committee, composed of independent Directors only, acknowledged:

- The Bank's interest in completing the following purchase transaction by Banca IFIS of shareholdings in IFIS Factoring:
 - Shares held by Interbanca (equal to 60% of the total share capital) for a price of 65,328 million Euro;
 - Shares held by IFIS Leasing (40% of the total) for a price of 43,552 million Euro.
- The convenience and substantial correctness of the relative conditions.

The Committee believes it in Banca IFIS's interest to complete the transaction and gives the green light for approval of such Transaction by the Board of Directors and the granting of a mandate to the Chairman, the Deputy Chairman, the C.E.O. and the General Manager to carry out, jointly and/or separately, any relevant and consequent tasks, including the power to sign on behalf of both the purchaser and seller.

... OMISSIS ...

Having discussed the topic in full, the meeting ended at 19.15 hours.

The Directors:

Mr. Giuseppe Benini

Ms. Francesca Maderna

Prof. Antonella Malinconico

Prof. Daniele Santosuosso
