

# BANCA IFIS

VALUE TO YOUR BUSINESS

## INFORMATION DOCUMENT PERTAINING TO COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS

pursuant to article 114 bis of the CFA  
and Article 84 bis of the Consob Issuers' Regulations

Document approved by the Board of Directors  
in the meeting of March 6 2018

[www.bancaifis.it](http://www.bancaifis.it)



Banca IFIS S.p.A - Registered office in Via Terraglio 63, 30174 Mestre, Venice - Registration number in the Companies Registered of Venice and Tax Code 02505630109 - VAT number 02992620274 - REA (Administrative Economic Index) number: VE - 0247118 - Fully paid-up share capital Euro 53.811.095 - Registry of Banks no. 5508 - Parent Company of the Banca IFIS Banking Group S.p.A, enrolled in the registry of Banking Groups - Member of the Interbank Deposit Protection Fund, of the Italian Banking Association, of the Italian Factoring Association, of Factors Chain International. Member of the National Compensation Fund.

## Definitions

|                                  |   |
|----------------------------------|---|
| CFA/TUF                          | Refers to Italian Legislative Decree no. 58 of 24 February 1998 (in English: Consolidated Finance Act – CFA/in Italian: 'Testo Unico della Finanza' – TUF)  |
| <i>Claw back</i>                 | Contractual clause that requires recipients to return part of or all of the variable component of remuneration upon the occurrence of certain circumstances   |
| CONSOB                           | Italian Financial Market Regulatory Authority   |
| Equity                           | Ordinary shares in Banca IFIS, traded in the market regulated by the Italian Stock Exchange   |
| Issuer or Bank or Parent Company | Banca IFIS S.p.A.   |
| Issuer Regulations               | Refers to CONSOB Regulation no. 11971/99 as amended   |
| Key Personnel                    | The Group's personnel whose professional activity has or may have a significant impact on the Bank's risk profile   |
| Malus                            | Mechanism that operates during the deferral period, before actual payment of remuneration, as a result of which the variable component may be reduced, even falling to zero, in relation to the dynamics of the results |
| Recipients or Beneficiaries      | Individuals or entities who receive payment of a variable component of remuneration in accordance with what has been defined in this document   |
| Report                           | Remuneration report pursuant to Article 123-ter of CFA/TUF  |
| <i>Retention period</i>          | Period during which the sale of shares is prohibited  |
| Shareholders' Meeting            | Banca IFIS's Ordinary Shareholders' Meeting   |
| <i>Up-front</i>                  | Portion of variable remuneration that is paid without a deferral period   |
| <i>Vesting period</i>            | The period between the time during which the right to participate in the Plan is assigned and the moment when this right reaches maturity   |

## Introduction

In accordance with the requirements of Articles 114-*bis* of CFA/TUF and 84-*bis* of the Issuer Regulations and more specifically in accordance with Template 7 of Annex 3A of the Issuer Regulations regarding information that must be communicated to the market in relation to the attribution of remuneration plans based on financial instruments, the Bank has prepared this document to provide comprehensive information on the valuation of a portion of the variable component of remuneration for Banca IFIS S.p.A. Group's Key Personnel, in view of the forthcoming Shareholders' Meeting convened to approve, among other things, a new incentive plan (2018 Plan) that is contingent upon reaching specific performance targets set for the 2018 financial year.

The 2018 Plan, submitted to the Board of Directors by the Remuneration Committee and approved by the Board on 6 March 2018, is subject to the approval of the Ordinary Shareholders' Meeting convened for 19 April 2018.

This document also contains an information section regarding the implementation of remuneration plans based on financial instruments that are currently in use (the "2014 Plan", "2015 Plan", "2016 Plan" and "2017 Plan").

## 2018 PLAN

### 1 Beneficiaries

1.1. *The names of beneficiaries who are members of the issuer of financial instrument's Board of Directors, of the issuer's controlling companies, and of the companies controlled by the issuer, either directly or indirectly*

The beneficiary of the 2018 Plan who falls into the above categories is Mr. Giovanni Bossi in his capacity as the issuer's Chief Executive Officer.

There are no further beneficiaries of the 2018 Plan who are members of the Boards of Directors of subsidiary companies.

1.2. *Categories of issuer of financial instrument's employees or contractors and those of the issuer's controlling company or subsidiary companies*

Additional potential beneficiaries of the 2018 Plan have been identified among the personnel who have a significant impact on Banca IFIS Group's risk profile ("Key Personnel").

Considering the conditions outlined in the 2018 Plan, any additional beneficiaries of the 2018 Plan are to be identified in the following categories:

- General Manager;
- Executives with strategic responsibilities for key business units;
- Heads of business units;
- Heads of risk management facilities;
- Heads of service, consultancy and support facilities;
- Heads of Key Operating Units.

1.3. *The names of beneficiaries of the plans belonging to the following groups:*

a) *An issuer of financial instruments' General Managers*

The issuer's General Manager, Mr. Alberto Staccione, is among the beneficiaries of the 2018 Plan.

b) *other executives with strategic responsibilities over an issuer of financial instruments not considered to be "smaller", in accordance with Article 3, paragraph 1, letter f), of Consob Regulation no. 17221 of 12 March 2010, in the event in which, over a financial year, total remuneration has been earned (obtained adding the monetary remuneration and remuneration based on financial instruments) that is greater than the highest total remuneration among those attributed to the members of the Board of Directors, that is, the management bodies, and the issuer's General Managers*

There are no beneficiaries of the 2018 Plan who fall into this category.

c) *individuals who control the issuer of shares, who are employees or who perform contract work for the issuer*

There are no beneficiaries of the 2018 Plan who fall into this category.

#### 1.4. *Description and number, separated by category:*

a) *executives with strategic responsibilities that are different from those indicated in letter b) of paragraph 1.3*

- There is one additional potential beneficiary of the 2018 Plan who falls into the category of executives with strategic responsibilities for a key business unit, other than the General Manager already indicated in point 1.3.

b) *for “smaller” companies, pursuant to Article 3, paragraph 1, letter f), of Consob Regulation no. 17221 of 12 March 2010, an indication of the total of the issuer of financial instrument's executives with strategic responsibilities*

Banca IFIS S.p.A. does not fall into the category of “smaller” companies.

c) *any other category of employees or contractors for whom different characteristics of the Plan are outlined (for example, executives, middle managers, employees etc.)*

There are no further categories defined, beyond those indicated above in point 1.2.

## 2 Reasons for Adopting the Plan

For detailed information on the reasons for adopting the 2018 Plan, please refer to the information contained in Section I of the Remuneration Report approved for 2018.

## 3 Approval Process and Timescale for Assigning Financial Instruments

### 3.1. *Scope of the powers and functions that the Shareholders' Meeting delegates to the Board of Directors to implement the Plan*

Under the provisions of the Articles of Association, the Ordinary Shareholders' Meeting is responsible for approving remuneration plans based on financial instruments, while the Board of Directors is responsible for, at least annually, reviewing these policies and ensuring that remuneration and incentive policies are implemented correctly.

### 3.2. *Plan Administrators and their Functions and Responsibilities*

The Human Resources and *Financial Officing* units have been entrusted, for those aspects under their jurisdiction, with administration and operational management of the 2018 Plan.

Risk Management, supporting the Remuneration Committee and following approval of the financial statements by the Shareholders' Meeting, collaborates with Financial Officing to determine the amount of variable remuneration due to the Chief Executive Officer and General Manager, as well as to additional potential beneficiaries of the Plan, and to check conditions established to assign variable remuneration.

### 3.3. *Existing Plan review procedures, also in relation to possible changes in base objectives*

No specific procedures are envisaged for reviewing the 2018 Plan.

### 3.4. *Description of the methods used to determine the availability and allocation of the financial instruments on which plans are based (e.g., free allocation of actions, increases in capital with exclusion of option rights, purchase and sale of treasury shares)*

The 2018 Plan provides for the assignment of a number of treasury shares held by the Issuer.

The number of shares to be allocated is determined by taking the average market price in the month prior to determining the variable component as being the share's *fair value*, to be carried out on the date of the Shareholders' Meeting to approve the financial statement. The number of shares is determined by rounding to the nearest integer.

Shares may also be allocated in response to *Long Term Incentives* described in the approved 2018 Remuneration Report. The number of shares to be allocated will be determined by taking the average market price in the month prior to determining the *Long Term Incentive* as being the share's *fair value*, to be carried out on the date of the Shareholders' Meeting to approve the financial statement at the end of the relevant *accrual period* (three-year period 2018-2020). The number of shares is determined by rounding to the nearest integer.

### 3.5. *Role played by Directors in deciding the characteristics of the above plans; possible conflicts of interests arising for the Directors involved*

The Board of Directors, in identifying the characteristics of the 2018 Plan, was supported by the Remuneration Committee, made up of three Non-Executive Directors, the majority of whom are independent. Based on the current Remuneration and Incentive Policies, given that remuneration for Non-Executive Directors will not be linked to the Bank's financial results and that the Non-Executive Directors will not be beneficiaries of share-based incentive plans, no conflict of interest arose for the Directors involved. There are also no conflicts of interest pursuant to the Remuneration Committee's internal regulations, which state that no Director may take part in Committee meetings in which proposals regarding their own remuneration are formulated for submission to the Board of Directors.

### 3.6. *Date of the decision taken by the competent body to propose the approval of plans to the Shareholders' Meeting and, if applicable, the remuneration committee's proposal*

On 5 March 2018, the Remuneration Committee gave its favourable opinion on the Remuneration Report pursuant to Article 123-ter of CFA/TUF and on this document. Both documents were approved by the Board of Directors on 6 March 2018 in order to propose approval of the plan during the Shareholder's Meeting on 19 April 2018.

### 3.7. *As per the requirements of Article 84-bis, paragraph 5, letter a) of the Consob Regulations, the date of the decision taken by the competent body to allocate instruments and any proposals put forward to this body that were formulated by any Remuneration Committee*

For details on the information requested, see Chapter 5 and the attached Table 1.

### 3.8. *The market price, recorded on the above dates for the financial instruments on which plans are based, if traded on regulated markets*

For details on the information requested, see Chapter 5 and the attached Table 1.

3.9. *For plans based on financial instruments traded on regulated markets, the terms and methods the issuer considers when determining the timescale for allocating instruments under the plan, including possible timing coincidence between:*

- i) allocation and any decisions taken on the matter by the Remuneration Committee; and*
- ii) the circulation of any relevant information pursuant to Article 114, paragraph 1 of CFA/TUF; for example, where this information:*

- a. is not already in the public domain and is likely to have a positive impact on the market price, or*

- b. is already in the public domain and is likely to have a negative impact on the market price*

The timescale for allocating shares is established within the context of the Remuneration and Incentive Policies annually deliberated in advance and that is neutral as regards possible events that could affect the market value of the Parent Company's shares. When implementing the 2018 Plan, information will be given to the market, where provided for by current legislation and regulatory provisions.

## 4 Characteristics of the allocated instruments

4.1. *Description of the forms in which financial instrument-based remuneration plans are structured*

The 2018 Plan is based on allocation of the Parent Company's treasury shares.

4.2. *Indication of the plan's actual implementation period, specifying any different cycles involved*

The 2018 Plan's actual implementation period begins in 2019 (this being the period in which the 2018 financial year's results are recorded) and concludes in 2022 (last allocation period). The deferred component is subject to a retention period of one additional year.

4.3. *Termination of the Plan*

The 2018 Plan, linked to the results for the period between 1 January 2018 and 31 December 2018, will end during the 2023 financial year with the end of the retention period required for the deferred variable component.

4.4. *Maximum number of financial instruments, including options, allocated in each financial year in relation to individuals identified or to the specified categories*

At present, it is not possible to indicate the number of shares that will be allocated under the 2018 Plan, insofar as their precise identification is contingent upon reaching individual performance targets and connected to the trend of the stock market price. This information will be provided in the timescale and manner provided for by current legislation and regulatory provisions.

4.5. *Methods and implementation clauses included in the Plan, stating whether the actual allocation of financial instruments is subject to meeting conditions or achieving certain results, including performance results; description of these conditions and results*

Activation of the 2018 Plan is dependent upon the following access (*gate*) conditions:

- the Group's consolidated result before taxes for the year in question, exceeding € 80m<sup>1</sup>;
- compliance with the minimum regulatory limit in force for the Group's Liquidity Coverage Ratio (LCR) indicator identified on a quarterly basis in the reference year;
- compliance with the minimum regulatory limit in force for the Group's Net Stable Funding Ratio indicator identified quarterly in the reference year;
- a consolidated Total Capital Ratio exceeding the *Overall Capital Requirement* communicated by the Supervisory Body under the "Decisions on capital" at the conclusion of the supervisory review process (SREP).

The absence of any one of these parameters will prevent payment of the variable component.

The variable component will also be recognised on condition that the beneficiary is still in post/an employee of the Group and not serving a period of notice for resignation or dismissal at the time of delivery, except for pension contributions. Payment of the variable component of remuneration will also be suspended where disciplinary proceedings are in progress for fraud or gross negligence causing damage to the Bank or for behaviour that may lead to the individual's dismissal for just cause.

It is, in any case, specified that, in accordance with usual best market practice, the rules for deferment and partial payment in the Bank's treasury shares are applied if the variable component of remuneration is greater than € 70,000.

Except in the above case, the potential beneficiaries of the 2018 Plan, with the exception of the Chief Executive Officer and the General Manager, are also subject to assessment on whether allocated objectives have been met, as described in detail in the approved 2018 Remuneration Report relating to allocated objectives for the year as well as for *Long-Term Incentive plans*.

The effective allocation of instruments, with regard to the deferred variable component, is also subject to *malus* mechanisms that may reduce, or even cancel, the previously determined *ex-post* amount, according to the criteria presented in the following table:

|                    |              | <b>Group Consolidated Total Capital Ratio<sup>2</sup></b> |                 |                |         |
|--------------------|--------------|---|-----------------|----------------|---------|
|                    |              | < 11.38%  | 11.38%< <12.38% | 12.38%< 13.38% | >13.38% |
| <b>Group RORAC</b> | ≥ 15%        | -100.0%   | ---             | ---            | ---     |
|                    | 10.5%< < 15% | -100.0%   | -30.0%          | -20.0%         | -10.0%  |
|                    | < 10.5%      | -100.0%   | -40.0%          | -30.0%         | -20.0%  |

(C)

<sup>1</sup> Elements that derive from extraordinary transactions will be disregarded from calculations, such as capital gains, corporate mergers, splits, acquisitions or any other non-recurring operation that the Board of Directors may decide on and that is likely to change the value of the indicator.

<sup>2</sup> EU Regulation no. 575/2013 (CRR) and Directive 2013/36/EU (CRD IV).



The deferred variable component is also cancelled if the individual causes or contributes to causing:

- a significant annual loss for the Group (losses equal to or exceeding 5% of net assets);
- violations of the obligations imposed under Article 26 or, when the individual is an interested party, under Article 53, paragraphs 4 et seq., of the CBA/TUB or of obligations regarding remuneration and incentive schemes;
- fraudulent conduct or gross negligence causing damage to the Group;

or also where:

- the Shareholders' Meeting has decided to revoke an office for just cause or the Board of Directors has decided to terminate the employment contract for just cause.

The above criteria are audited in each of the three closed financial years<sup>3</sup> following determination of the variable component (*accrual period*) and are applied when the above conditions are met, taking into consideration the lower result recorded in the reference period.

The Group also reserves the right to use whatever means it deems suitable for the restitution of the variable component recognised and/or paid to key personnel who have exceeded the significance level in the case that the individual has caused or contributed to causing:

- a significant annual loss for the Group<sup>4</sup> (losses equal to or exceeding 5% of net assets);
- violations of the obligations imposed under Article 26 or, when the individual is an interested party, under Article 53, paragraphs 4 et seq., of the CBA/TUB or of obligations regarding remuneration and incentive schemes;
- fraudulent conduct or gross negligence causing damage to the Group;

or also where a consolidated Total Capital Ratio<sup>5</sup> is lower than the *Overall Capital Requirement* communicated by the Supervisory Body under the "Decisions on capital" at the conclusion of the supervisory review process (SREP).

These criteria are also assessed in each of the three closed financial years<sup>6</sup> (*accrual period*) following determination of the variable component and applied on occurrence of the above conditions.

#### 4.6. *Restrictions on the availability of allocated financial instruments, or on instruments earned when options are exercised, with particular regard to the periods of time during which the successive transfer to the Company itself or to third parties is allowed or forbidden*

The structure of the variable component of remuneration must be compatible with the risk analysis undertaken by the banking group and to be sustainable must be compatible with the levels of capital and liquidity in the medium- and long-term.

The variable component may not exceed a 1:1 ratio compared to the fixed component and is determined when the financial statements to 31 December of the previous year are approved.

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<sup>3</sup> One condition considered sufficient to apply the corrective mechanisms listed in the table is when these conditions are met in at least one of the three years of observation (*accrual period*).

<sup>4</sup> Elements that derive from extraordinary transactions will be disregarded from calculations, such as capital gains, corporate mergers, splits, acquisitions or any other non-recurring transaction that the Board of Directors may decide on and that is likely to change the value of the indicator.

<sup>5</sup> EU Regulation no. 575/2013 (CRR) and Directive 2013/36/EU (CRD IV).

<sup>6</sup> A condition sufficient for application of the corrective mechanisms listed in the table is the occurrence of one of these conditions in at least one of the three years of observation (*accrual period*).

- A) The portion of deferred variable remuneration is 40% and is paid in this manner:
- 50% in Banca IFIS S.p.A. shares which will be allocated after the three-year *vesting*<sup>7</sup> period expires and will be exercisable at the end of further one-year *retention*<sup>8</sup> period for the shares;
  - the remaining 50% of the variable component of remuneration subject to differing timescales will instead be paid in cash at the end of the three-year period and are subject to annual reassessment at the current legal rate.

B) The variable component of remuneration not subject to differing timescales (the remaining 60% – up front) will instead be paid:

- 50% cash;
- the remaining 50% in shares in the Parent Company at the end of the three-year *retention*<sup>9</sup> period for the shares, in line with the strategic planning horizon.

The number of shares to be allocated is determined by taking the average market price in the month preceding the determination of variable component as being the share's *fair value*, to be carried out on the date of the Shareholders' Meeting to approve the financial statement. The number of shares is determined by rounding to the nearest integer.

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<sup>7</sup> Period after which shares may be allocated.

<sup>8</sup> Period during which the sale of shares is prohibited.

<sup>9</sup> Cf. note 8.

*4.7. Description of any termination clauses applicable to Plans where the beneficiaries carry out hedging transactions that allow them to neutralise any prohibitions on the sale of allocated financial instruments, also in the form of options, or of financial instruments received after exercising these options*

The 2018 Plan does not outline any of the above termination clauses. It is strictly forbidden for individual employees to carry out *hedging strategies* on remuneration or on other aspects that may alter or invalidate the alignment effects on business risk inherent in the remuneration mechanisms envisaged.

*4.8. Description of the effects arising from the termination of the employment relationship*

The variable component is recognised under the condition that the beneficiary is still in post/employed by the Group and not serving a period of notice for resignation or termination at the moment of provision; an exception to this would be for pension contributions.

Payment of the deferred variable component would also be prevented if the Shareholders' Meeting decides to revoke an office for just cause or the Board of Directors has decided to terminate the employment contract for just cause.

*4.9. Indication of other possible causes for cancelling plans*

There are no additional annulment clauses for the 2018 Plan beyond those already illustrated in the preceding paragraphs.

*4.10. Justification for any provision for the company to redeem the financial instruments in the plans, envisaged pursuant to Article 2357 et seq. of the Italian Civil Code; the beneficiaries of the redemption should specify whether the provision is only intended for special categories of employees; the effects of termination of employment on this redemption*

The Bank does not foresee any redemption of shares covered by the 2018 Plan.

*4.11. Loans or other benefits intended to be granted for the purchase of shares pursuant to Article 2358 of the Italian Civil Code*

No granting of loans or other facilities is outlined for shares covered by the 2018 Plan, pursuant to Art. 2358 of the Italian Civil Code.

*4.12. Assessments of the expected costs for the company on the date of the related allocation, as determinable based on already defined terms and conditions, by total amount and for each instrument in the Plan*

It is currently not possible to quantify exactly the expected cost because its determination depends on conditions being met and on identified performance targets being reached.

*4.13. Indication of any diluting effects on capital caused by remuneration plans*

Payment of the equity component of variable remuneration, made through the Bank's treasury shares, will not entail any significant diluting effects on the Parent Company's capital.

*4.14. Limits on the exercising of voting rights and the allocation of ownership rights*

Ownership of shares is conferred to beneficiaries and the full availability of the shares occurs on conclusion of the *retention* period, except for cases where *malus* and *claw-back* mechanisms apply, which are described above and detailed in the approved 2018 Remuneration Report.

*4.15. Any information regarding the reliable assessment of the actual value of shares not traded on a regulated market*

These conditions do not apply insofar as Banca IFIS S.p.A. shares are traded on regulated markets.

## 5 Update on the State of Implementation of Current Plans

### 2014 Plan

In relation to the 2014 Plan, approved by the Board of Directors on 17 March 2014 and by the Ordinary Shareholders' Meeting on 17 April 2014, the Bank prepared a document to provide complete information about the valuation of a portion of the variable component of remuneration for Banca IFIS S.p.A. Group's "Key Personnel" through a programme of allocating ordinary Banca IFIS shares. This document is available at [www.bancaifis.it](http://www.bancaifis.it) under "Corporate Governance", "Shareholders' Meeting" for 2014.

After the approval of the financial statements, during which the conditions for allocating variable remuneration were met, the beneficiaries (CEO and General Manager) of the Plan were identified for whom the Company has registered an overall cost of € 834,146.00 of which: (i) € 166,823.82 before taxes, equal to a total of 8,592 shares, as an *up-front* variable remuneration; (ii) € 250,243.80 before taxes in shares to be determined in accordance with the provisions of the year's Plan.

The *up-front* variable remuneration was paid in shares with a two-year retention period. During 2016, no conditions were met that led to full recovery of *up-front* variable remuneration (*claw-back*). In 2016 and 2017, no *malus* conditions were met regarding deferred variable remuneration.

### 2015 Plan

In relation to the 2015 Plan, approved by the Board of Directors on 18 February 2015 and by the Ordinary Shareholders' Meeting on 8 April 2015, the Bank prepared a document to provide complete information about the valuation of a portion of the variable component of remuneration for Banca IFIS S.p.A. Group's "Key Personnel" through a programme of allocating ordinary Banca IFIS shares. This document is available at [www.bancaifis.it](http://www.bancaifis.it) under "Corporate Governance", "Shareholders' Meeting" for 2015.

After the approval of the financial statements, during which the conditions for allocating variable remuneration were met, the beneficiaries (CEO and General Manager) of the Plan were identified for whom the Company has registered an overall cost of € 834,146.00 of which: (i) € 250,233.49 before taxes, equal to a total of 9,295 shares, as an *up-front* variable remuneration; (ii) € 166,829.20 before taxes in shares to be determined in accordance with the provisions of the year's Plan.

The *up-front* variable remuneration was paid in shares with a three-year *retention* period. During 2017, no conditions were met that led to full recovery of *up-front* variable remuneration (*claw-back*) and no *malus* conditions were met regarding deferred variable remuneration.

### 2016 Plan

In relation to the 2016 Plan, approved by the Board of Directors on 2 February 2016 and by the Ordinary Shareholders' Meeting on 22 March 2016, the Bank prepared a document to provide complete information about the valuation of a portion of the variable component of remuneration for Banca IFIS S.p.A. Group's "Key Personnel" through a programme of allocating ordinary Banca IFIS

shares. This document is available at [www.bancaifis.it](http://www.bancaifis.it) under “Corporate Governance”, “Shareholders’ Meeting” for 2016.

After the approval of the financial statements, during which the conditions for allocating variable remuneration were met, the beneficiaries (CEO and General Manager) of the Plan were identified for whom the Company has registered an overall cost of € 835,038.93 of which: (i) € 250,511.68 before taxes, equal to a total of 6,891 shares, as *up-front* variable remuneration; (ii) € 167,007.79 before taxes, equal to a total of 4,594 shares as deferred variable remuneration.

The *up-front* variable remuneration was paid in shares with a three-year *retention* period. Any conditions leading to full recovery of *up-front* variable remuneration (*claw-back*) and any *malus* conditions regarding deferred variable remuneration will be checked during the first six months of 2018.

### **2017 Plan**

In relation to the 2017 Plan, approved by the Board of Directors on 2 March 2017 and by the Ordinary Shareholders’ Meeting on 21 April 2017, the Bank prepared a document to provide complete information about the valuation of a portion of the variable component of remuneration for Banca IFIS S.p.A. Group's “Key Personnel” through a programme of allocating ordinary Banca IFIS shares. This document is available at [www.bancaifis.it](http://www.bancaifis.it) under “Corporate Governance”, “Shareholders’ Meeting” for 2017.

It should be noted that, as at the date this document was prepared, the official elements are not yet available which are necessary to check the conditions for the distribution of the variable component of remuneration relating to the 2017 Plan, these will be noted following approval of the financial statements by the Ordinary Shareholders’ Meeting. The information about the status of implementation of the 2017 Plan will, therefore, be provided in the timescales and under the methods provided for by current legislation and regulatory provisions.

**REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS**

Table no. 1 from Template 78, Appendix 3A, Consob Regulation no. 11971/1999

| Name and surname or category   | Appointment (to be indicated only for individuals listed by name) | CLASSIFICATION 1   |                                   |                                 |                      |                                    |                            |                     |
|--|---|--|-----------------------------------|---------------------------------|----------------------|------------------------------------|----------------------------|---------------------|
|  |   | Financial instruments other than share options (8)   |                                   |                                 |                      |                                    |                            |                     |
|  |   | Section 1  |                                   |                                 |                      |                                    |                            |                     |
|  |   | Instruments relating to plans, currently valid, approved based on previous Shareholders' Meeting resolutions |                                   |                                 |                      |                                    |                            |                     |
|  |   | Date of Shareholders' Meeting resolution   | Type of financial instrument (12) | Number of financial instruments | Allocation date (10) | Instrument's actual purchase price | Market price at allocation | Vesting period (14) |
| (2) Giovanni Bossi   | Chief Executive Officer   | 17/04/2014   | Banca IFIS shares (Up-front)      | 6695                            | 04/05/2015           | 19.41618                           | 18.2864                    | -                   |
|  |   | 17/04/2014   | Banca IFIS shares (Deferred)      | *10664                          | 04/05/2015           | 19.41618                           | 18.2864                    | 3                   |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (3) Alberto Staccione  | General Manager   | 17/04/2014   | Banca IFIS shares (Up-front)      | 1897                            | 04/05/2015           | 19.41618                           | 18.2864                    | -                   |
|  |   | 17/04/2014   | Banca IFIS shares (Deferred)      | *3021                           | 04/05/2015           | 19.41618                           | 18.2864                    | 3                   |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (4) Giovanni Bossi   | Chief Executive Officer   | 08/04/2015   | Banca IFIS shares (Up-front)      | 7243                            | 22/03/2016           | 26.9213                            | 28.78                      | -                   |
|  |   | 08/04/2015   | Banca IFIS shares (Deferred)      | *4517                           | 23/03/2016           | 26.9213                            | 28.78                      | 3                   |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (5) Alberto Staccione  | General Manager   | 08/04/2015   | Banca IFIS shares (Up-front)      | 2052                            | 22/03/2016           | 26.9213                            | 28.78                      | -                   |
|  |   | 08/04/2015   | Banca IFIS shares (Deferred)      | *1280                           | 23/03/2016           | 26.9213                            | 28.78                      | 3                   |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (4) Giovanni Bossi   | Chief Executive Officer   | 22/03/2016   | Banca IFIS shares (Up-front)      | 5364                            | 24/04/2017           | 36.35335                           | 36.35335                   | -                   |
|  |   | 22/03/2016   | Banca IFIS shares (Deferred)      | 3576                            | 24/04/2017           | 36.35335                           | 36.35335                   | 3                   |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (5) Alberto Staccione  | General Manager   | 22/03/2016   | Banca IFIS shares (Up-front)      | 1527                            | 24/04/2017           | 36.35335                           | 36.35335                   | -                   |
|  |   | 22/03/2016   | Banca IFIS shares (Deferred)      | 1018                            | 24/04/2017           | 36.35335                           | 36.35335                   | 3                   |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (4) Giovanni Bossi   | Chief Executive Officer   | 21/04/2017   | Banca IFIS shares (Up-front)      | **                              |                      |                                    |                            |                     |
|  |   | 21/04/2017   | Banca IFIS shares (Deferred)      | **                              |                      |                                    |                            |                     |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (5) Alberto Staccione  | General Manager   | 21/04/2017   | Banca IFIS shares (Up-front)      | **                              |                      |                                    |                            |                     |
|  |   | 21/04/2017   | Banca IFIS shares (Deferred)      | **                              |                      |                                    |                            |                     |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (6)  |   |  |                                   |                                 |                      |                                    |                            |                     |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (7)  |   |  |                                   |                                 |                      |                                    |                            |                     |
| Notes  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (*) The number of shares is calculated at the market price on the allocation date. This number will be recalculated at the moment of payment.  |   |  |                                   |                                 |                      |                                    |                            |                     |
| (**) Data on assignable shares with reference to incentives allocated for results of the 2017 financial year will be available following the resolutions of the Ordinary Shareholders' Meeting convened for 19 April 2018. |   |  |                                   |                                 |                      |                                    |                            |                     |