

BANCA IFIS

Banca IFIS S.p.A.
Registered Office in Venice-Mestre, Via Terraglio 63
Share capital €53,811,095 fully paid
Tax code and Venice Business Register no. 02505630109
VAT Number 02992620274
Enrolled in the Register of Banks with no. 5508
Parent Company of the Banca IFIS S.p.A. Banking Group
Enrolled in the Register of Banking Groups

NOTICE OF THE CONVOCAZIONE OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Extraordinary and Ordinary Shareholders' Meeting has been convened for **19 December 2019 at 18:00**, or for 30 December 2019 in second call at 09:30, at the Registered Office of Banca IFIS S.p.A. (the "**Bank**"), with entry from Via Gatta, no. 11 Venice-Mestre, to resolve on the following:

Agenda

Extraordinary Part

1) Amendments to Articles 8, 10, 12, 13 and 20 of the Articles of Association and introduction of Articles 10-*bis* and 12-*bis*. Related and consequent resolutions.

Ordinary Part

1) Update to the remuneration policies for representatives, employees and contract workers of the Banca IFIS Banking Group and subsequent update to the Report on Remuneration approved by the Shareholders' Meeting of 19 April 2019. Related and consequent resolutions.

Share capital and voting rights

The share capital is €53,811,095.00, represented by 53,811,095 ordinary shares with a nominal value of €1.00 each.

Shares are indivisible. Each one gives the right to one vote except for treasury shares in the portfolio on the date of the Shareholders' Meeting.

As of the date of publication of this notice, the Company holds 359,144 treasury shares (equal to 0.667% of the share capital), whose right to vote is suspended pursuant to Art. 2357-*ter*, paragraph 2 of the Italian Civil Code. Therefore, as of the date of this notice, the voting rights that can be exercised at the Shareholders' Meeting are 53,451,951. The treasury shares are computed in the capital for the purposes of calculating the amount required for the constitution and resolutions of the Shareholders' Meeting.

The website www.bancaifis.it ("Corporate Governance/Shareholders' Meeting" section) provides details on the amount of share capital and its composition.

Entitlement to attend and vote

The entitlement to attend the Shareholders' Meeting and exercise the right to vote is certified by the specific communication made to the Bank by an authorised intermediary in favour of the subject who has the right to vote and on the basis of evidence relating to the end of the accounting day of 10 December 2019, the seventh open market day preceding the date set for the Shareholders' Meeting (*record date*) if in first call, or 16 December if in second call. Based on the entries made in the accounts, those who become owners of shares after that date will not have the right to attend and vote in the Shareholders' Meeting. The communication from the authorised intermediary must reach the Banca IFIS's Corporate Affairs Department at its registered office by the end of the third open market day prior

to the date set for the Shareholders' Meeting (i.e. by 16 December if in first call or by 20 December 2019 if in second call). However, the right to attend and vote shall remain unaffected if the communication is received by the Bank after the above deadline, but in any case by the time the meeting begins.

In order to facilitate registration and admission, those attending the Shareholders' Meeting are invited to kindly present themselves in advance of the time of the meeting, with proof of identity.

Procedure for voting by proxy

Those with voting rights may be represented at the Shareholders' Meeting by a proxy with a written power of attorney issued according to the methods set forth in the current laws, with the ability to sign the relevant form that can be downloaded and printed from the Bank's website (www.bancaifis.it) in the "Corporate Governance/Shareholders' Meeting" section.

The proxy may be notified electronically, accompanied by a copy of the proof of identity of the delegating party, using the appropriate application available in the same section of the aforementioned website.

Any prior transmission of a copy of the power of attorney does not exempt the proxy from the requirement to certify the conformity of the notified copy to the original and the identity of the delegating party during accreditation for access to the Shareholders' Meeting. The proxy shall keep the original of the proxy and keep a record of any voting instructions received for one year, starting from the conclusion of the meeting.

Representative designated by the Bank

Shareholders may confer a power of attorney with voting instructions (on all or some of the proposed resolutions concerning the items on the agenda), without charge, to the lawyer, Mr Matteo Minero, with Office in Via Barozzi, 1 - 20122 Milano, as a representative designated by the Bank pursuant to Art. 135-*undecies* of Italian Legislative Decree 58/1998 (the "**Consolidated Law on Finance**") by signing the relevant form available in the same section of the Bank's website. The power of attorney has no effect for proposals for which no voting instructions were provided. The original of the form must reach the representative at his/her office by Tuesday, 17 December, the second open market day before the date set for the Shareholders' Meeting if in first call, or by Monday, 23 December 2019 if in second call, along with a copy of the valid proof of identity of the delegating shareholder, or the legal representative or another person with appropriate powers if the delegating shareholder is a legal entity. A copy of the power of attorney with voting instructions, accompanied by a declaration of conformity to the original, may be sent in advance, by the same date, by certified email to the address matteo.minero@pec.belex.com.

The power of attorney and voting instructions can be revoked using the same method and by the same date.

The instructions already described for the communication from the authorised intermediary and the other provisions of Art. 135-*undecies* of the Consolidated Law on Finance apply.

Right to ask questions

Pursuant to Art. 127-*ter* of the Consolidated Law on Finance, shareholders may ask questions on the items on the agenda even before the Shareholders' Meeting. Questions must be sent to the Banca IFIS Corporate Affairs Department at the registered office during business hours (9:00-13:30 / 14:30-17:00) by the end of 16 December 2019, the third day prior to the date set for the Shareholders' Meeting if in first call, or by 20 December 2019 if in second call, and may be transmitted, along with the communication issued by an authorised intermediary, to the certified email address segreteria@bancaifis.legalmail.it. Questions will be answered during the Shareholders' Meeting. A single response may be provided to questions with the same content.

Additions to the agenda and presentation of new proposed resolutions

Pursuant to Art. 126-*bis* of the Consolidated Law on Finance, shareholders who, even jointly, represent at least one fortieth of the share capital may request that an addition be made to the list of items to be

discussed, within ten days of publication of this notice, indicating in the request the additional items they propose, or rather they may submit proposed resolution on items already on the agenda.

The request, along with the communication certifying the ownership of the shares and a copy of proof of identity (for natural persons) or of the documentation certifying the related powers (for legal entities), must be submitted in writing and delivered to the Corporate Affairs Department, at the registered office of the Bank, during office hours (9:00-13:30 / 14:30-17:00), or sent via certified email to segreteria@bancaifis.legalmail.it along with the report indicated below and the certificates issued by an authorised intermediary attesting the ownership of at least 2.5% of the share capital and indicating the company right that may be exercised.

Those having the right to vote may individually submit proposed resolutions to the Shareholders' Meeting.

There may be no additions to the agenda for items on which the Shareholders' Meeting resolves, in accordance with the law, on a proposal from the Board of Directors or on the basis of a project or a report it prepares, other than that referred to in Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Any additions to the agenda or presentation of further proposed resolutions on items already included in the agenda will be communicated in the same form as that required by law for the notice of convocation, at least fifteen days prior to the date set for the Shareholders' Meeting. Further proposed resolutions will be made available to the public following the legally approved methods along with the publication of the presentation notice.

Shareholders who request the addition of items to be treated to the list or present proposed resolutions on items that are already on the agenda, must prepare a report with the reasons for the proposed resolutions on the new items they propose to be discussed or the reasons for further proposed resolutions. This report must be sent to the administrative body within the deadline for presentation of the related request, as indicated above. The report will be made available to the public, accompanied by any evaluations by the administrative body, along with the publication of the notice of in the additions made to the agenda or presentation of further proposed resolutions, using the methods provided for by law.

Voting by correspondence or electronic means

There are no voting procedures set forth by correspondence or electronic means.

Documentation

The documents and information set forth in Art. 125-*quater* of the Consolidated Law on Finance are made available to shareholders at the registered office and on the website www.bancaifis.it in the "Corporate Governance/Shareholders' Meeting" section.

The documentation relating to this Shareholders' Meeting, including the Directors' Explanatory Report on the proposals concerning the items on the agenda pursuant to Article 125-ter of the Consolidated Law on Finance, is made available to the public at the same time as this notice is published, at the Bank's registered office, at Borsa Italiana S.p.A., and at the authorised storage mechanism www.emarketstorage.com, as well as on the website www.bancaifis.it.

Shareholders have the right to view all of the acts filed at the office and are able to obtain a copy.

Venice-Mestre, 19 November 2019

Chairman
of the Board of Directors
(Sebastien Egon Fürstenberg)

Notice published as an excerpt in the newspaper "Italia Oggi"