

**BANCA IFIS S.P.A.**  
**MINUTES OF THE ORDINARY SHAREHOLDERS MEETING**  
**19th DECEMBER 2019 (6.27 p.m.)**

On 19th (nineteenth) December 2019 (two thousand and nineteen), at the registered office in Venice-Mestre, Via Terraglio no. 63,

AN ORDINARY SHAREHOLDERS MEETING WAS HELD in first call, of "BANCA IFIS S.P.A." (the "Bank") with registered office in Venice-Mestre, Via Terraglio no. 63, fully paid-up share capital of EUR 53,811,095.00, tax reference number and Venice-Rovigo Business Register number 02505630109, Economic and Administrative Index no. 0247118, member of the Interbank Deposit Protection Fund, Italian Banking Association code no. 3205.2, entered in the Register of Banks at no. 5508, Parent Company of the Banca IFIS Banking Group, quoted on the Mercato Telematico Azionario (screen-based stock exchange) - STAR segment - managed by "Borsa Italiana S.p.A." (the "Company")

THE FOLLOWING PERSON IS PRESENT

ERNESTO FÜRSTENBERG FASSIO, born in Genoa (GE) on 23rd February 1981, domiciled for the role at the Company's registered office, Italian citizen, who in his role as Vice President of the Board of Directors, after having extended a cordial welcome to all participants, on behalf of the President of the Board of Directors, who was abroad at this time, the Board of Statutory Auditors and the company's staff, and there being no opposition, also asked me, as Notary, to record the proceedings and to prepare the minutes of the extraordinary part of the Shareholders Meeting and to act as secretary for the ordinary part of the meeting (covered by these minutes) convened to discuss and 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 officers, 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.

These minutes show that the extraordinary part of the Shareholders Meeting will be minuted separately by Stefano Bandieramonte, a Notary from Venice-Mestre.

These minutes also acknowledge that:

-- in the absence of the President of the Board of Directors,

the Vice President of the Board of Directors, ERNESTO FÜRSTENBERG FASSIO, assumed the presidency of the Shareholders Meeting, in accordance with the Shareholders Meeting regulations and the Articles of Association;

-- some notices were read to the meeting and a number of preliminary formalities were attended to for the purposes of declaring that the meeting was correctly convened and to verify that a constitutive and deliberative quorum was present. Therefore, I, Notary, declare:

- that the proceedings of the Shareholders Meeting were recorded solely for the purpose of facilitating the preparation of the minutes and that the recordings, once the minutes are complete, will be deleted. It should be noted that the processing of personal data will be carried out in accordance with current legislation (Regulation (EU) no. 679/2016), it being understood that, as set out in Article 6 of the Shareholders Meeting regulations, no other recording instrument of any kind, photographic equipment and similar devices or mobile telephones can be brought into the meeting room without the President's specific authorisation;

- that the Shareholders Meeting was regularly convened, by means of a notice made available to the public on 19th November 2019 at "Borsa Italiana S.p.A." and at the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), as well as on the Company's website and an extract was published on 20th November 2019 in the newspaper "Italia Oggi", in first call for today 19th December 2019 at 6.00 p.m. at the registered office, and if necessary, in second call for the 30th December 2019, at the same location, at 9.30 a.m.;

- that the notice convening the meeting set out the Shareholders' right to request additions to the agenda and to present new draft resolutions pursuant to Article 126-bis of Legislative Decree 58/1998 (Italian Consolidated Finance Law (TUF)) and that no Shareholder had made use of this right;

- that in accordance with Article 135-undecies of the Italian Consolidated Finance Law (TUF), the Company has identified Matteo Minero, with offices in Milan (MI), Via Barozzi no. 1, as designated representative for the meeting, to whom shareholders have the right to confer proxy, with voting instructions, without incurring expense. The designated representative has declared that he has received proxy instructions to represent 2 (two) shareholders, whose names - along with the respective number of shares held - are shown in the documentation attached. As far as necessary, this documentation must be deemed as being expressly set out in these minutes;

- that Matteo Minero has also declared that he does not have any interests in his own name or on behalf of third parties regarding the proposed resolution on the agenda;

- that for the purpose of better fulfilling the legal provisions on the matter of the right to ask questions prior to the Shareholders Meeting (Article 127-ter of Italian Consolidated Finance Law (TUF)) and during the meeting, the meeting proceeded as follows: all questions received in writing prior to the Shareholders Meeting and any posed during the meeting, which must be presented in writing and delivered before the intervention as per Article 9 of the Shareholders Meeting Regulations, received a response at the end of all interventions, based on what was effectively understood during the intervention;
- that records, documents and notices required by law were filed and the obligations of market disclosure were met;
- that the current paid-up share capital, as shown in the Venice Business Register on 5th August 2010, is EUR 53,811,095.00 (fifty-three million, eight hundred and eleven thousand and ninety-five Euros point zero zero) represented by 53,811,095 (fifty-three million, eight hundred and eleven thousand and ninety-five) registered ordinary shares of EUR 1 (one Euro) each;
- that to obtain a Shareholders Meeting admission ticket, communications from intermediaries relating to shares were produced, in accordance with Article 9 of the Articles of Association;
- that pursuant to current personal data protection provisions (Regulation (EU) no. 679/2016), the data of the participants at the Shareholders Meeting is collected and processed by the Company solely for the purpose of complying with Shareholders Meeting and corporate obligations, in order to ensure the security and confidentiality of the data;
- that at **6.27 p.m. (six twenty-seven p.m. - the time when the ordinary part of the agenda was discussed)** the shareholders indicated in the document, which is attached to these minutes at letter "A", were present (in person or represented by proxy) and therefore a total of 36,764,829 (thirty-six million seven hundred and sixty-four thousand eight hundred and twenty-nine) ordinary shares with the right to vote were represented at the Shareholders' Meeting, out of a total of no. 53,811,095 (fifty three million eight hundred and eleven thousand and ninety-five) ordinary shares that make up the share capital, equal to 68.32% (sixty-eight point three two per cent) of the share capital;
- that in any case during the Shareholders Meeting, up-to-date information regarding attendance was notified prior to voting;
- that, to this end, to enable minutes to be taken correctly, Shareholders were requested, as far as possible, not to leave the meeting. Anyone wishing to leave the meeting room was asked to declare this when leaving the room at the

appropriate position and to avoid leaving the room during voting;

- that, in accordance with the Shareholders Meeting Regulations and current legislation on the matter, the legitimacy of those present was verified in order to participate in discussions and to exercise the right to vote in the Shareholders Meeting and, in particular, that proxy instructions given to participants were verified as complying with current legislation and the Articles of Association; proxy instruction documents will be stored in Company records;

- that at today's date, the Shareholders Records, supplemented by the communications received in accordance with Article 120 of Italian Consolidated Finance Law (TUF) and by other information made available, show that the only shareholder with a shareholding greater than 3% (three percent) of the subscribed share capital and represented by shares with voting rights is "LA SCOGLIERA S.p.A.", holder of 27,120,847 ordinary shares, equal to 50.40% of the share capital;

- that no agreements referred to in Article 122 of Italian Consolidated Finance Law (TUF) were brought to the Company's attention;

- that at today's date, "BANCA IFIS S.P.A." holds 359,144 (three hundred and fifty-nine thousand one hundred and forty-four) treasury shares, equal to 0.667% (zero point six six seven percent) of the share capital;

- that, as indicated above, the President of the Board of Directors is not present, but is justifiably absent;

- that the following members of the Board of Directors were present: Vice President, Ernesto Fürstenberg Fassio, Chief Executive Officer, Luciano Colombini, Directors, Alessandro Csillaghy De Pacser, Antonella Malinconico, Simona Arduini, Beatrice Colleoni and Divo Gronchi. The following Directors were justifiably absent: Daniele Umberto Santosuosso, Luca Lo Giudice, Monica Billio and Roberto Diacetti;

- that the following members of the Board of Statutory Auditors were present: The President, Giacomo Bugna, and the Standing Auditors, Franco Olivetti and Marinella Monterumisi;

- that the documents and information set out in Article 125-*quater* of the Italian Consolidated Finance Law (TUF) were made available to shareholders at the company's registered office and on the website [www.bancaifis.it](http://www.bancaifis.it) in the "Corporate Governance/Shareholders' Meeting" section. The documentation relating to the Shareholders' Meeting, including the Directors' Explanatory Report on the proposals concerning the items on the agenda pursuant to Article 125-*ter* of the Italian Consolidated Finance Law (TUF), was made available to the public at the same time as the notice convening the

Shareholders Meeting was published, at the Bank's registered office, at Borsa Italiana S.p.A., and at the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), as well as on the website [www.bancaifis.it](http://www.bancaifis.it).

- that shareholders have the right to request copies of the documentation referred to in the previous sections;
- that representatives of the External Auditor, "EY S.P.A.", were allowed to participate in the Shareholders Meeting;
- that the General Manager, Alberto Staccione, was present;
- that a number of the Company's employees and contract workers were present in the room and at the entrance for service reasons;
- that staff from Spafid S.p.A. were also present in the room, to assist the Company in recording entrances and votes;
- that professionals, consultants, experts, financial analysts and qualified journalists were allowed to participate in the Shareholders Meeting;
- that with regard to the method of intervening, participants were invited to take part in discussion, following the provisions of Article 11 and following of the Shareholders Meeting regulations, which will be followed in detail in order for the Shareholders Meeting to take place;
- that, in particular, the President has determined that, in accordance with Article 11 of the Shareholders Meeting Regulations, the period of time "made available for each speaker to participate in the discussion" is set at ten minutes;
- that, in accordance with the second paragraph of Article 11 of the Shareholders Meeting Regulations, anyone who has already participated in a discussion may ask to speak a second time on the same subject for a duration, generally, of five minutes, including for the purpose of declaring the results of any vote;
- that speakers will participate in chronological order, in the order questions are submitted;
- that anyone participating in a discussion must be aware of the agenda of the Shareholders Meeting;
- that responses will be provided at the end of the discussion;
- that the President may respond directly to questions, or invite other members of the Board of Directors and/or the Board of Statutory Auditors or, if necessary, other individuals indicated in Article 9 of the Shareholders Meeting Regulations, to respond;
- that any discussion, including the name of the participant, responses provided and the declaration of the result of any vote will be summarised in these minutes, except for the right of each participant to request that his or her speech is reported in full as an attachment to the minutes, provided

that this request is accompanied at the same time by the related written text;

- that in relation to the technical method of managing the proceedings of the Shareholders Meeting and of voting, in accordance with Article 18 of the Shareholders Meeting Regulations, which permits the use of electronic systems which allow a voter to be identified:

---- voting is carried out by open vote, using the appropriate electronic voting device named "televoter" which was issued during registration;

---- the televoter will display the identification data of each participant, the votes that he or she carries in the Shareholders Meeting, in his or her own name and/or as proxy; the televoter is strictly for personal use and will be activated at the start of each voting process;

---- the start and finish of each voting process will be indicated by the President; at the start of each vote, each voter must express his or her vote by pressing only one of the buttons on the televoter marked as follows:

FOR

AGAINST

ABSTAIN

once a vote has been selected, confirm it by pressing the "OK" button;

---- so long as the OK button has not been pressed, voters can change their vote; once the OK button is pressed, votes cannot be changed and will remain visible on the televoter display until the end of the voting process; any voter who does not express any vote will be considered as "not voting", representatives who act on behalf of multiple shareholders, including through trustee owners, and who intend to express different votes in accordance with instructions received, must go to the "assisted voting" position;

---- anyone not wishing to be included in the calculation to determine the voting majority is invited to leave the room prior to the start of the voting process, notifying the staff that they are exiting and handing over their televoter;

---- a vote cannot be validly expressed prior to the start of the voting process; voters may verify their vote by going to the appropriate position; participants in the Shareholders Meeting are asked not to leave the room until the voting process has finished and the result of the vote has been declared; for more information or if there are problems with the televoter, participants can ask the members of staff that are present, at the appropriate position;

---- the televoter that was issued must also be used to enter and exit the room during the meeting's proceedings; participants are asked to respect this request so that the list of participants attached to these minutes at letter "A" will correctly reflect the names of individuals who left the room before each vote;

- that the names of those who declared they would not be voting, those who would be voting against, abstaining or those who would be leaving the room before each vote must be recorded in the minutes and/or its appendices;

- that for the purposes of correct scrutineering, as noted above, staff from Spafid S.p.A. assisted the President, by recording entrances and votes;

- that the President requested that speakers, when voting, should communicate any absence of legitimacy to vote under applicable law which provides that:

(i) anyone who holds, directly or indirectly, a shareholding greater than 3% in a company with publicly traded shares (5% for SMEs) must give written notice to that company and to Consob;

ii) that they are subject to specific legal obligations and must report to the Bank of Italy if they acquire a shareholding in banks that, when added to those already held, result in: a) a shareholding held directly or indirectly that is equal to or greater than 10%, or reaches or exceeds the thresholds of 20%, 30% and 50% of the share capital or voting rights; b) the ability to exercise significant influence over its management; c) the control of it, regardless of the size of shareholding;

iii) holders of significant shareholdings in banks must satisfy the integrity requirements set out in current regulations and, where these requirements are not met, voting rights relating to shareholdings exceeding the participation thresholds established by the regulations may not be exercised.

So, the President declared that, based on the information available regarding the entitlement to vote, all necessary checks had been carried out and nobody had declared an impediment or lack of entitlement to vote and that, therefore, the Shareholders Meeting is validly constituted and is able to resolve on the items on the agenda. Since the related documentation was made available to the public for a long period of time prior to the date of the meeting, it was proposed, unless the shareholders wished otherwise, not to read it out.

Since nobody opposed this proposal not to read out the documentation, the President, referring to the single item on the agenda of the ordinary part

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

invited the President of the Remuneration Committee, Simona Arduini, to address the meeting.

The President of the Remuneration Committee, after thanking the President and all of the participants in the discussion, firstly, clarified that the Shareholders Meeting has been asked to resolve on some changes to the remuneration policy. The proposed changes are aimed at increasing the Banca IFIS Group's competitiveness and attractiveness in the market, giving it a greater capacity to attract and retain staff with high reputation, ability and professionalism. These are fundamental to the Bank achieving its business results and fulfilling its strategic plans.

The modifications meet the Bank's wider strategic vision.

There are two important questions in relation to the contents of the proposed amendments. In particular, these relate to some new instruments that are absolutely in line with practices adopted by other institutions and companies (financial and non-financial).

The first question concerns the possibility, in exceptional and limited circumstances, of establishing an entry bonus aimed at allowing the Bank to engage and retain new, qualified and ambitious staff, including from other competitor institutions. This would be a one-off premium, which is not personalised, but is aimed at different managerial profiles. One possibility which has already been used when the Chief Executive Officer was selected and engaged last spring. It is worth noting that Mr. Colombini, prior to his entry into Banca IFIS, was engaged in another qualified professional role, which he had not left, and the Bank was able to engage him through the use of an entry premium and with an agreed commitment TO BE ABLE to take up the role for a certain period of time.

The second question concerns the clauses relating to the Chief Executive Officer's severance package which is the subject of the amendment on today's agenda.

The severance package referred to here is valid - it should be reiterated here because the press have reported some incorrect information on precisely this point - only in the event that the Bank terminates the employment contract without justification or for termination owing to causes not connected with the CEO's wishes. It has been inserted in the policy with the aim of ensuring a stable timeframe for the CEO's contract with the Bank in order to begin, implement and bring to fruition its Industrial Plan. It is in the public domain that the above plan will be presented to the financial community on 14th January 2020.

In this meeting, I believe it is also appropriate to highlight that, with regard to Mr. Colombini's remuneration package, the variable part subject to modification, and, I add, reduction, compared with the previous management, will from this moment forward be linked to results in order to



align the interests of the Chief Executive Officer to the sustainability of the business in a medium to long-term time horizon. Last, but my no means least, as of now, the modifications significantly reduce the risk of rewarding any underachievements.

The President thanked the President of the Remuneration Committee, Simona Arduini, and declared the debate open, inviting the secretary to read the related operating methods to the meeting.

The secretary asked anyone intending to participate in the discussion, if they had not already done so, to take their televoter and go to the "discussion" area of the "assisted vote" position, in order to deliver the necessary participation request form to the member of staff. Questions will be answered at the end of the discussion, after the meeting has been suspended for a short time, if necessary. It should be noted that the President will call upon the cooperation of the Chief Executive Officer, the President of the Remuneration Committee and, if necessary/appropriate, of other Directors, employees or other participants, in accordance with the Shareholders Meeting Regulations, to answer any questions.

The President, noting that nobody wished to address the meeting, declared the discussion of the sole point on the ordinary part of the agenda to be closed and opened the voting process, the secretary read the necessary voting formalities to the meeting and shareholders were again invited to reaffirm their entitlement to vote. Accordingly, the President:

- acknowledged that 234 shareholders were present who were entitled to vote, representing in person or by proxy 36,764,829 (thirty-six million seven hundred and sixty-four thousand eight hundred and twenty-nine) ordinary shares, equal to approximately 68.32% of the 53,811,095 ordinary shares making up the share capital;

- asked participants to confirm their entitlement to vote in accordance with legislation and the Articles of Association and again invited anyone not wishing to be included in the calculation to determine the voting majority to leave the room, making their exit known to the relevant staff;

- declared that nobody stated that they were impeded from voting or that their right to vote was limited in any way;

- asked those entitled to vote not to leave the meeting until the voting process was finished;

- read the following proposed resolution to the meeting:

*"The Shareholders Meeting of Banca IFIS S.p.A., having examined the Board of Directors' explanatory report referred to in point 1 of the Ordinary Part of the agenda,*

*resolves*

to approve the modifications made to the contents of Section I of the "Remuneration Report" prepared in accordance with Article 123-ter of Italian Consolidated Finance Law (TUF), as set out in the Board of Directors' explanatory report, also for the purposes of adjusting the Banca IFIS Banking Group's remuneration policies for 2019 and, specifically, the following paragraphs: Section I, paragraph 2.1. "Principal changes from the previous financial year"; Section I, paragraph 4, sub-paragraph "Remuneration for the Parent Company's Directors"; Section I, paragraph 4, "Remuneration for the Parent Company's Auditors"; Section I, paragraph 4, sub-paragraph "Remuneration for the Parent Company's Chief Executive Officer and General Manager"; Section I, paragraph 6; Section I, paragraph 7, sub-paragraph "Severance packages in the event of cessation of the role or termination of the employment contract of key personnel".

- it should be noted that voting will be carried out using the televoter;

- proxies for multiple shareholders intending to express different votes according to their instructions were invited to go to the appropriate assisted vote position.

So, at 6.38 p.m. (six thirty-eight p.m.), the President put the proposed resolution as set out above to the vote.

Votes were cast using the televoter.

The proposed resolution was approved by majority, with:

- 30,555,560 votes FOR, equal to 83.1108% of the share capital participating in the vote;

- 6,209,269 votes AGAINST, equal to 16.8892% of the share capital participating in the vote;

- 0 abstentions;

- and 0 non-voters;

with the specification that the names of the shareholders voting FOR, the names of the shareholders voting AGAINST and the related numbers of shares are shown in the documents attached to these minutes under letter "B" and that these documents, which are fully reported here for the purpose, also show the votes expressed by the designated representative Matteo Minero as a consequence of the voting instructions received from the shareholders, GENERALI INVESTMENTS SICAV, holder of 500,000 (five hundred thousand) shares with the right to vote and GENERALI SMART FUNDS SICAV, holder of a total of 46,735 (forty-six thousand seven hundred and thirty-five) shares with the right to vote.

The Vice President, with there being nothing further to resolve upon and nobody wishing to address the meeting, declared discussion of the entire agenda as closed, also thanking the secretary and all participants, dispensing [the Notary], as far as necessary, from reading the appendices and declaring the Shareholders Meeting closed at 6.42 p.m. (six

forty-two p.m.).

The President of the  
Shareholders Meeting  
Ernesto Fürstenberg Fassio

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The Secretary  
Stefano Bandieramonte

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