

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
Group VAT Number 04570150278
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 SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting has been convened in **single call** for **23 April 2020 at 09:30**, at the Registered Office of Banca IFIS S.p.A. (with entry from Via Gatta no. 11, Mestre-Venice), in order to adopt resolutions on the following:

Agenda

- 1) Approval of the Annual report as at 31 December 2019; press release on the Consolidated annual report as at 31 December 2019; allocation of the profit for the year; inherent and consequent resolutions;
- 2) Remuneration policies for corporate officers, employees and collaborators of the Banca IFIS Banking Group: Report on remuneration policies and compensation paid;
- 3) Updating of the Shareholders' Meeting Regulations;
- 4) Appointment of a Member of the Board; inherent and consequent resolutions.

It should be noted that, in order to minimize the risks associated with the ongoing health emergency, the Company has decided to avail itself of the option stated in Art. 106 of Legislative Decree no. 18 of 17 March 2020, containing 'Measures to strengthen the National Health Service and financial support for families, workers and businesses connected to the COVID-19 epidemiological emergency', establishing that participation in the Ordinary Shareholders' Meeting take place exclusively through the Designated Representative, pursuant to Article 135-undecies of Legislative Decree no. 58/98, to whom proxies and sub-delegations may be granted pursuant to Article 135-novies of the TUF [the Consolidated Act on Finance or CFA]. Hence, Shareholder access to the venue of the Shareholders' Meeting is excluded and the Meeting itself, for those admitted, will be carried out also using remote connection systems, in compliance with current and applicable provisions.

Share capital and voting rights

The share capital amounts to Euro 53.811.095,00, represented by 53.811.095 ordinary shares with a nominal value of Euro 1,00 each.

The shares are indivisible. Each share gives the right to one vote, except for treasury shares held at the date of the Ordinary Shareholders' Meeting.

On 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, 53.451.951 voting rights can be exercised at the Shareholders' Meeting. 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 Company website (www.bancaifis.it), section 'Corporate Governance/Shareholders' Meeting', provides details on the amount of share capital and its composition.

Entitlement to attend and vote

The right to attend and vote in the Shareholders' Meeting, which can only be exercised through the Designated Representative, is certified by means of a special notification - which each person entitled to attend and vote must request from his/her intermediary – which is then sent to the Company by an authorised intermediary on behalf of the Shareholder who is vested with voting rights, on the basis of applicable records at the end of the accounting day of 14 April 2020, the seventh open market day before the date set for the Shareholders' Meeting (record date). Those who become owners of shares only subsequent to said date, according to records, shall not be entitled to participate and vote in the Shareholders' Meeting. The authorised intermediary's notification must be sent to Banca IFIS's Corporate Affairs Office, at the registered office, by the end of the third open market day prior to the date set for the Shareholders' Meeting (in other words by 20 April 2020).

Entitlement to attend and vote remains if notification is received by the Bank later than the aforementioned term but before the beginning of the Meeting.

Voting in the Shareholders' Meeting through the Designated Representative

As permitted by Art. 106 of Legislative Decree no. 18 of 17 March 2020, containing measures to strengthen the National Health Service and financial support for families, workers and businesses connected to the COVID-19 epidemiological emergency (the 'Dcree'), participation in the Ordinary Shareholders' Meeting by those having the right to vote is only allowed through the Trustee Administration company 'SPAFID' S.p.A., with its registered office in Via Filodrammatici 10, 20121, Milan ('Spafid') – the representative for Shareholders appointed by the Company, pursuant to Art. 135-*undecies* of the TUF [CFA] (the 'Designated Representative').

Shareholders may grant a proxy with voting instructions for all or some of the proposals under deliberation regarding points on the agenda, free of charge (except for any postage costs), by signing the specific Proxy form available, with the relative instructions for its compilation and transmission, on the Company website (www.bancaifis.it), section 'Corporate Governance/ Shareholders' Meetings'.

The proxy must be sent, together with valid ID for the delegating Shareholder, or, if the delegating Shareholder is a legal person, that of the pro tempore legal representative or other party having suitable powers, together with suitable documentation certifying qualification and powers, to the aforementioned Designated Representative, by the end of the second open market day preceding the date of the Shareholders' Meeting (i.e. by 21 April 2020), to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121, Milan, ref 'Proxy for the DR of Banca IFIS's 2020 Shareholders' Meeting', by means of registered letter with advice of delivery or by courier. The completed Proxy form containing the voting instructions can also be sent electronically to the certified e-mail address assemblee@pec.spafid.it. Pursuant to current legislation, sending the proxy to the aforementioned certified e-mail address, signed with a qualified or digital electronic signature, has the same validity as the written form.

Voting instructions can be revoked by the end of the second open market day preceding the date set for the Shareholders' Meeting (i.e. by 21 April 2020) in the same manner as indicated above.

The Company also specifies that, pursuant to the aforementioned Decree, the Designated Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the TUF [CFA], in departure from Art. 135-*undecies*, paragraph 4, of the same.

Those who do not intend to participate in the Shareholders' Meeting in the manner provided for by Art. 135-*undecies* of the TUF [CFA], may alternatively participate by granting to the same Designated Representative, a proxy or sub-delegation pursuant to Art. 135-*novies* of the TUF [CFA], containing voting instructions on all or some of the proposals on the agenda, using the proxy/sub-delegation form available on the Company website (www.bancaifis.it) in the section 'Corporate Governance/ Shareholders' Meetings'.

For notification of proxies/sub-delegations, also by electronic means, the procedures described in the

Proxy form must be followed. The proxy must be received by 18:00 on the day before the meeting at the latest. Up to this deadline, any proxies and voting instructions can be revoked.

For any questions on the granting of proxies to the Designated Representative (in particular, regarding how to fill out the Proxy form and voting instructions and how to transmit the form), please contact Spafid by e-mail at confidential@spafid.it or call the following telephone number (+39) 02 80687331 (on office days, from 9:00 to 17:00). The Company reserves the right to integrate and/or modify the above instructions if need be, according to the Covid 19 epidemiological emergency situation and any relative developments that are currently unforeseeable.

Right to ask questions

Pursuant to Art. 127-*ter* of the TUF [CFA], Shareholders may ask questions on items on the agenda even prior to the Shareholders' Meeting. Questions must be received by Banca IFIS's Corporate Affairs Office, at the registered office, during working hours (09:00-13:30/14:30-17:00) by 16 April 2020 included, the fifth open market day preceding the date set for the Shareholders' Meeting, and can be forwarded, together with the notification issued by an authorized broker, to the certified e-mail address segreteria@bancaifis.legalmail.it. Questions shall be answered during the same Meeting. A single answer may be given to questions having the same content.

Additions to the agenda and presentation of new proposed resolutions

Pursuant to Art. 126 *bis* of the TUF [CFA], the Shareholders who, even jointly, represent at least one fortieth of the share capital may ask, within ten days from the publication date of this convening notice, to add other items to the agenda, indicating the additional items proposed by them in the request, or they may present resolution proposals on the existing items of the agenda.

The request, together with a statement certifying ownership of the shareholding and valid proof of identity (for natural persons) or documentation certifying the relevant powers (for legal entities) must be submitted in writing and delivered to the Corporate Affairs Office, at the Bank's registered office, during office hours (09:00-13:30/14:30-17:00), or sent by means of certified electronic mail to the address segreteria@bancaifis.legalmail.it, together with the report indicated below, as well as the certifications, issued by an authorized broker, certifying possession of at least 2,5% of the share capital and bearing indication of the corporate right that can be exercised.

Those who are entitled to vote may submit proposed resolutions individually during the Shareholders' Meeting.

Additions to the agenda are not allowed for topics on which the Shareholders' Meeting is called to adopt a resolution, pursuant to the law, upon proposal of the Board of Directors, or on the basis of a project or report prepared by the latter, other than the one referred to in Art. 125-*ter*, paragraph 1, of the TUF [CFA].

News on any additions to the agenda or on the presentation of additional proposed resolutions on topics already on the agenda shall be given, in the same forms required by law for the notice to convene, at least fifteen days prior to the date set for the Shareholders' Meeting. Additional proposed resolutions shall be made available to the public according to the methods required by the law at the same time as publication of the news of the presentation.

Shareholders who request additions to the agenda or present proposed resolutions on items already included on the agenda shall prepare a report justifying their reasons. Said report must be forwarded to the Board of Directors by the deadline for presenting the relevant request, as indicated above. The report shall be made available to the public, accompanied by any observations made by the Board of Directors, at the same time as the news of additions to the agenda or additional proposed resolutions, according to the methods prescribed by the law.

Voting by correspondence or via electronic means

There are no procedures in place for voting by correspondence or with electronic means.

Documentation

The documents and information referred to in Art. 125-*quarter* of the TUF [CFA] are made available to the Shareholders at the registered office and in the section 'Corporate Governance/Shareholders' Meetings' on the Bank's website, www.bancaifis.it.

The documentation pertaining to this Shareholders' Meeting, including the Directors' report on proposals concerning the items on the agenda pursuant to Art. 125-*ter* of Italian Legislative Decree 58/98, and the Information document on equity-based compensation plans as per Arts. 114 *bis* of the Consolidated Law on Finance and 84 *bis* of Consob's 'Issuers' Regulations', if not already published, shall be made available to the public, at the same time as the publication of this notice, at the Bank's registered office, at Borsa Italiana S.p.A., on the authorised market storage mechanism site www.emarketstorage.com, as well as on the Bank's website, www.bancaifis.it.

With the same methods, documentation concerning items 1) and 2) on the agenda will be available by 30 March 2020.

The Shareholders are entitled to view all deeds filed at the registered office and to request a copy of said documents.

The Company reserves the right to add and/or amend the contents of this notice following changes in the Covid 19 situation.

Mestre-Venice, 24 March 2020

The Chairman of the Board of Directors
(Sebastien Egon Fürstenberg)

An abridged convening notice has been published in Italian in the newspaper 'Italia Oggi'.