

## Banca Ifis S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article **135-novies** of Legislative Decree No. 58/1998

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27 and as extended by effect of paragraph 6 of art. 3, D.L. 183/2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form

**Declaration of the Appointed Representative - Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.**

With reference to the **Ordinary General Meeting of Banca Ifis S.p.A.** (hereinafter the "**Company**" or "**Banca Ifis**"), to be held on **22 April 2021, at 09:30 a.m., in single call**, at the Registered Office of Banca Ifis (with entry from Via Gatta no. 11, Mestre-Venice), as set forth in the notice of the shareholders' meeting published on the Company's website at [www.bancaifis.it](http://www.bancaifis.it), in the "Corporate Governance/Shareholders' Meetings" section and, in abridged form, in the Italian daily newspaper "*Italia Oggi*" on 24 March 2021 and having regard to the Reports on the items on the Agenda made available by the Company(s)

**Please note: This form may be subject to change following any Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

### PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form (§)

I, the undersigned (*party signing the proxy*)

(Name and Surname) (\*)

Born in (\*)

On (\*)

Tax identification code or other identification if foreign (\*)

Resident in (\*)

Address (\*)

Phone No. (\*\*)

Email (\*\*)

Valid ID document (type) (\*)  
(to be enclosed as a copy)

Issued by (\*)

No. (\*)

(§)The Company will process the personal data in accordance with the attached information .

(\*) Mandatory. (\*\*) It is recommended to fill.

**Banca Ifis S.p.A.**

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

in quality of (tick the box that interests you) (\*)

- shareholder with the right to vote *OR IF DIFFERENT FROM THE SHARE HOLDER*
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)		
	Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

**Related to**

No. (\*) \_\_\_\_\_ Banca Ifis shares ISIN IT0003188064 Registered in the securities account (1) n. \_\_\_\_\_ at the custodian \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_  
 referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No.. \_\_\_\_\_ Supplied by the intermediary: \_\_\_\_\_

(to be filled in with information regarding any further communications relating to deposits)

**DELEGATES/SUB DELEGATES SOCIETÀ PER AMMINISTRAZIONI FIDUCIARIE SPAFID S.P.A. ("SPAFID")**, with registered office in Milan, Tax Code no. 00717010151, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

- DECLARES**
- that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions even only in respect of some resolution proposals in the agenda and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;
  - to have requested from the custodian the communication for participation in the Meeting as indicated above;
  - that there are no reasons for incompatibility or suspension of the exercise of voting rights;
  - (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**AUTHORIZE** Spafid and the Company to the treatment of his/her/its personal data for the purposes and under the terms and conditions specified in the attached information.



(Place and Date) \*

(Signature) \*

**Banca Ifis S.p.A.**

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

**VOTING INSTRUCTIONS**

intended for the Appointed Representative only - Tick the relevant boxes

The undersigned (3) *(Personal details)*

*(indicate the holder of the right to vote only if different - name and surname / denomination)*

Hereby appoints Spafid to vote in accordance with the voting instructions given below at Ordinary General Meeting of Banca Ifis to be held on 22 April 2021, at 09:30 a.m., in single call, at the Registered Office of Banca Ifis (with entry from Via Gatta no. 11, Mestre-Venice).

**RESOLUTIONS SUBJECT TO VOTING**

**1. Financial Statements for the year as at 31 December 2020:**

**1.1 approval of the financial statements for the year as at 31 December 2020, presentation of the consolidated financial statements as at 31 December 2020 and of the consolidated non financial statement pursuant to (IT) Legislative Decree no. 254 of 30/12/2016 – Sustainability Report;**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*

**Modify the instructions** *(express preference)*

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain

**Banca Ifis S.p.A.**

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

**1.2 allocation of the operating result.**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain

**2. Remuneration:**

**2.1 Remuneration Report pursuant to art. 123-ter of (It.) Legislative Decree no. 58/1998: approval of Section I - 2021 Remuneration and Incentive Policy of the IFIS Group.**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain

**Banca Ifis S.p.A.**

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

**2.2 Remuneration Report pursuant to art. 123-ter of (It.) Legislative Decree no. 58/1998: non-binding resolution on Section II - Information on remuneration paid in financial year 2020.**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain

**2.3 Remuneration plan based on assigning Banca IFIS shares for some company figures described in the information document drawn up pursuant to art. 114-bis of the TUF and relative implementation regulations**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain

**Banca Ifis S.p.A.**

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

**3. Appointment of directors; related and ensuing resolutions.**

**3.1 Appointment of Director to replace the Director Divo Gronchi**

Proposal of the Board of Directors on the appointment of Frederik Herman Geertman, already co-opted to replace Director Divo Gronchi

*Tick only one box*

In Favour

Against

Abstain

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) \_\_\_\_\_ on the appointment of a new Director to replace Divo Gronchi

*Tick only one box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain

**3.2 Confirmation of the remuneration for the benefit of Engineer Frederik Herman Geertman, determined as resolved by the Shareholders' Meeting on 19 April 2019**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain

**Banca Ifis S.p.A.**

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

**3.3 Appointment of Director to replace the Director Luciano Colombini**

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)  
(Shareholders' name) \_\_\_\_\_ on the appointment of a new Director to  
replace Mr. Luciano Colombini.

*Tick only one  
box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain

**4. Appointment of the independent auditor: integration of fees; related and ensuing resolutions.**

Proposal of the Board of Directors, based on the motivated proposal of the Board of Statutory  
Auditors regarding the integration of the times and the consideration to be paid to the auditing  
company EY S.p.A.

*Tick only one  
box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain



\_\_\_\_\_  
(Place and Date) \*

\_\_\_\_\_  
(Signature) \*

**Banca Ifis S.p.A.**

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

**DIRECTORS' LIABILITY ACTION**

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

*Tick only one box*

**In Favour**

**Against**

**Abstain**



\_\_\_\_\_  
*(Place and Date) \**

\_\_\_\_\_  
*(Signature) \**



**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

---

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy for Banca Ifis 2021 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for Banca Ifis 2021 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line: "Proxy for Banca Ifis 2021 Shareholders' Meeting")

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Spafid S.p.A. by email to the following address [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following telephone numbers (+39) 02.80687319 – 02.80687335 (during open office hours from 9:00 a.m. to 5:00 p.m.).

## Banca Ifis S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

### PROTECTION OF PERSONAL DATA INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by Spafid S.p.A. – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR). Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: [privacy@spafid.it](mailto:privacy@spafid.it).

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

### PRIVACY STATEMENT PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679 ("GDPR")

Banca Ifis S.p.A. (the Bank), the data controller, with registered office in Venice - Mestre, Via Terraglio n. 63, pursuant to Artt. 13 and 14 of EU Regulation 2016/679 (the Regulation), gives notice that personal data provided in any manner by you will be processed fairly, legally, and transparently, only for the purposes of allowing management of the shareholders' meeting and subsequent legal obligations.

The data will be processed by the Bank using manual, computer, and electronic instruments strictly for the aforementioned purposes and in order to ensure the security and confidentiality of the data involved.

In relation to performance of the tasks assigned, personal data may also be shared with the Bank's personnel, and with consultants, and employees of companies outside the Bank, all specifically appointed as data processors or persons in charge of processing.

The updated list of data processors is available on its website [www.bancaifis.it](http://www.bancaifis.it).

Pursuant to Articles 15 to 22 of the Regulation, data subjects may exercise their rights at any time by an e-mail to [privacy@bancaifis.it](mailto:privacy@bancaifis.it).