

**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 of 24 February 1998**

**In accordance with Article 106 of Legislative Decree no. 18 of 17 March 2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/98. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-delegations 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 ordinary proxy form.**

With reference to the **Ordinary Shareholders' Meeting of Banca IFIS S.p.A.**, to be held on 23<sup>rd</sup> April 2020, at 9:30 a.m., in single call, in Mestre - Venice, with entrance from Via Gatta, n. 11, at the Company's registered office, as indicated in the notice of call of the Shareholders' Meeting published on 24<sup>th</sup> March 2020, on the Company's website at [www.bancaifis.it](http://www.bancaifis.it), in the section "Corporate Governance / Shareholders' Meetings" and having read the Reports on the items on the Agenda made available by the Company(s)

**with this form**

<b>I, the undersigned</b> <i>(part y signing t he proxy)</i>	Name(*)	Surname (*)
Born in (*)	on (*)	Tax identification code or other same document if foreign (*)
resident in(*)	Address (*)	
Phone n° (*)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No (*)
<b>in quality of</b> <i>(tick t he box t hat int erest s you)</i>		
<input type="checkbox"/> delegate o attorney w ith sub-delegation pow ers <input type="checkbox"/> legal representative <i>(copy of the documentation of the pow ers of representation to be enclosed)</i> <input type="checkbox"/> party w ith the right to vote <input type="checkbox"/> pledgee <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other <i>(specify)</i> .....		
Shareholder (if different)	Name Surname/nam e of t he company: (*)	
	Born in (*)	on (*)
	Registered office /Resident in (*)	
	Tax identification code or other identification (if foreign) (*)	
<b>related to</b>		
No. _____ shares Banca IFIS S.p.A - ISIN _____	Registered in the securities account (*)	No. _____ At the custodianABI CAB
referred to the communication <i>(pursuant t o Article 83-sexies of D.Lgs. 58/98)</i> (2) No. _____		supplied by the intermediary:

**Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("SPAFID")**, with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the proxy/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

\_\_\_\_\_ (Place and date)

\_\_\_\_\_ (Signature of the delegating party)

By signing this proxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.

\_\_\_\_\_ (Place and date)

\_\_\_\_\_ (Signature of the delegating party)

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

(\*) Mandatory

(\*\*) It is recommended to fill in order to better assist the delegating party.

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SPAFID declares that it has no personal interest in the proposed resolutions being voted upon. However, in view of 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, 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.

**VOTING INSTRUCTIONS**

*(Section containing information intended for the Delegate only - Tick the relevant boxes)*

The undersigned Signatory of the proxy (3) (personal details) \_\_\_\_\_

hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary General Meeting of **Banca IFIS S.p.A.** to be held in Mestre - Venice, with entrance from Via Gatta, n. 11, at the Company's registered office, on single call, on 23<sup>rd</sup> April 2020, at 9:30 a.m., in single call.

**Item 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**

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings

<input type="checkbox"/> confirms the instructions	<b>modify the instructions (express preference)</b>  <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

**Item 2 – Remuneration policies for corporate officers, employees and collaborators of the Banca IFIS Banking Group: Report on remuneration policies and compensation paid**

**a) Deliberates on Section II of the Report on remuneration policies and compensation paid, prepared pursuant to Art. 123-ter of the TUF [Consolidated Act on Finance or FCA]**

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings

<input type="checkbox"/> confirms the instructions	<b>modify the instructions (express preference)</b>  <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

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<b>b) Deliberates on Section I of the Report on remuneration policies and compensation paid, prepared pursuant to Art. 123-ter of the TUF [Consolidated Act on Finance or FCA], for the purpose of adjusting Banca IFIS Banking Group's remuneration policies for 2020</b>			
Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	<b>modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

<b>c) Deliberates on Banca IFIS's equity-based compensation plan for certain corporate officers described in the information document prepared pursuant to Art. 114-bis of the TUF [Consolidated Act on Finance or FCA] and relative implementation rules (Art. 84-bis of the 'Issuers' Regulations')</b>			
Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	<b>modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

<b>Item 3 - Updating of the Shareholders' Meeting Regulations</b>			
Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	<b>modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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<b>Item 4 – Appointment of a Member of the Board; inherent and consequent resolutions</b>			
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions ( <b>express preference</b> )		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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 (Place and date)

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 (Signature of the delegating party)

<b>DIRECTORS' LIABILITY ACTION</b>		
In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the Italian 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:		
<input type="checkbox"/> in favour	<input type="checkbox"/> against	<input type="checkbox"/> abstain

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 (Place and date)

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 (Signature of the delegating party)

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**INSTRUCTIONS FOR THE FILLING AND SENDING  
OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Article 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 name of the custodian. The information can be obtained from the account statement provided by the custodian.
2. Indicate the Communication reference for the Shareholders' Meeting issued by the custodian upon request from the person entitled to vote.
3. Indicate the name and surname of the signatory of the proxy form and the voting instructions.

**Instructions for sending**

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,

by one of the following alternative methods:

- (i) by sending a copy of this proxy form reproduced electronically (PDF), via certified email box to the following address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Ref "Proxy Form – AGM Banca IFIS 2020") or, if not available, by sending, from own ordinary mail address, this proxy form signed with eligible electronic or digital signature;
- (ii) by sending the proxy form, in original, by courier or registered letter to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, (Ref. Proxy Form – AGM Banca IFIS 2020), **anticipating this proxy form reproduced electronically (PDF)** through electronic mail to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Ref "Proxy Form – AGM Banca IFIS 2020"). In this case, Spafid S.p.A. reserves the right to accept the copy of the proxy reproduced electronically (PDF) , only if the delegating party has signed the certification of the conformity of the copy with the original referred to on page 1.

**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.**

For any clarification or information please 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) 0280687331-02.80687319 (during regular office hours, from 9:00 a.m. to 5:00 p.m.).

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**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)

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**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 63, pursuant to Art. 13 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, including interns, temporary workers, consultants, and employees of companies outside the Bank, yet connected, controlled, or controlling, all specifically appointed as data processors or persons in charge of processing.

The updated list of Data Processors is available at the Bank's registered office and 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 sending a written request to the organisational unit responsible for the relevant verification at the Bank's registered office or by email to [privacy@bancaifis.it](mailto:privacy@bancaifis.it).