

## BANCA IFIS S.p.A.

### PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

and to art. 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, on measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency of COVID-19 (the "Decreto Cura Italia") as converted with modifications by Law 24<sup>th</sup> April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 as converted with modifications by Law 25<sup>th</sup> February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14.

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24<sup>th</sup> April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 converted with modifications by Law 25<sup>th</sup> February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14., 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:** Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli 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, Monte Titoli 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, Monte Titoli will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

**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.

With reference to the Extraordinary and Ordinary General Meeting of **BANCA IFIS S.p.A.** to be held at the Company's offices in Via Senato, no. 6, Milan, 20 April 2023, at 9.30 a.m., **single call**, as set forth in the notice of the shareholders' meeting published on the Company's website at <https://www.bancaifis.it>, in the section Corporate Governance/Shareholders' Meeting on 16 March 2023, and, in abridged form, in the Italian daily newspaper "Italia Oggi" and having regard to the Reports on the items on the Agenda made available by the Company(s)

## PROXY FORM (Part 1 of 2)

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

I, the undersigned ( <i>party signing the proxy</i> )	(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 information published on the Company's website at the following address <https://www.bancaifis.it/en/privacy/>

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

MONTE TITOLI S.p.A.

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. (\*)** \_\_\_\_\_ **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 MONTE TITOLI S.P.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- 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.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the attached disclosure.



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

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

**VOTING INSTRUCTIONS (3) (Part 2 of 2)**

intended for the Appointed Representative only - Tick the relevant boxes

**The undersigned (4) (Personal details)** \_\_\_\_\_

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

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Extraordinary and Ordinary General Meeting of BANCA IFIS to be held in at the Company's offices in Via Senato, no. 6, Milan, on 20 April 2023, at 9.30 a.m., on single call

**RESOLUTIONS SUBJECT TO VOTING**

**Extraordinary Part**

**1 Amendments to Articles 2, 4, 6, 8, 12, 14 and 20 of the Articles of Association. Related and consequent resolutions.**

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 (5)

*Tick only one box*

**Modify the instructions (express preference)**

**confirms the instructions**

**revokes the instructions**

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

**Against**

**Abstain**

## Ordinary Part

### 1 Financial statements at 31 December 2022:

#### 1.1 approval of the financial statements for the year as at 31 December 2022, presentation of the consolidated financial statements as at 31 December 2022 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 (5)

*Tick only one box*

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

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

Against

Abstain

#### 1.2 allocation of the period result; related and consequent resolutions;

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 (5)

*Tick only one box*

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

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

Against

Abstain

2 Remuneration:

2.1 Report on the remuneration policy and fees paid pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998: approval of Section I - 2023 Ifis Group Remuneration and Incentive Policy;

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 (5)

*Tick only one box*

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

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

Against

Abstain

2.2 Report on the remuneration policy and fees paid pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998: non-binding resolution on Section II - Information on fees paid in FY 2022;

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 (5)

*Tick only one box*

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

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

Against

Abstain

2.3 Amendment to certain provisions of the 2021-2023 Long-Term Incentive Plan; related and consequent resolutions;

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 (5)

*Tick only one box*

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

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

Against

Abstain

**3 Appointment of the Honorary Chairman. Related and consequent resolutions.**

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 (5)

*Tick only one box*

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

confirms the instructions

revokes the instructions

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

Against

Abstain



\_\_\_\_\_

*(Place and Date) \**

\_\_\_\_\_

*(Signature) \**

**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)**

- (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 [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for Banca IFIS 2023 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: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for Banca IFIS 2023 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for Banca IFIS 2023 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 Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

**Privacy Policy – Monte Titoli S.p.A.****1. INTRODUCTION**

1.1 This Privacy Policy explains how Monte Titoli S.p.A., a company of the Euronext Group (as defined below) having its registered office in Piazza degli Affari 6, Milano ("Monte Titoli" or "we", "us" or "our"), acting in its capacity of data controller, collects information from you when you or a company with which you are connected:

- 1.1.1 use our products or services;
- 1.1.2 subscribe for alerts or newsletters from Monte Titoli;
- 1.1.3 apply for the participation to the services managed by Monte Titoli;
- 1.1.4 provide us information by filling in forms.

1.2 As outlined below, the modalities of processing of your Personal Information (as defined below) will change depending on the applicable purpose of processing above.

1.3 Please read this Privacy Policy carefully and re-visit this page from time to time to review any changes that may have been made. This Privacy Policy shall not apply to information processed by this website. For more information, please read the relevant privacy statement available here.

1.4 Your data controller will be Monte Titoli that will process any Personal Information (as defined below) we collect about you in accordance with applicable data protection laws. Monte Titoli is part of the Euronext Group ("Euronext Group") which consist of Euronext N.V, a Dutch holding company, located at Beursplein 5, 1012 JW, Amsterdam, the Netherlands, and its affiliated companies.

1.5 In the event of any conflict between this Privacy Policy and the terms of a contract you have with us, the relevant provision of that contract shall prevail. Nothing in this Privacy Policy shall apply to the extent that it is incompatible with applicable data protection laws.

1.6 Effective Date: 29 April 2021

**2. WHAT PERSONAL INFORMATION DO WE COLLECT**

2.1 "Personal Information" refers to information which does or is capable of identifying you as an individual. Monte Titoli will process the Personal Information provided in connection with the products, services and activities of paragraph 1.1 above, including the following data:

- 2.1.1 your name;
  - 2.1.2 email address;
  - 2.1.3 other personal contact details (including telephone number and postal address);
  - 2.1.4 job title;
  - 2.1.5 employer;
  - 2.1.6 corporate contact details (including business "direct dial" or office address);
  - 2.1.7 date of birth (for instance, where you hold a regulated position in respect of a listed company);
  - 2.1.8 financial information (where necessary to conclude services contracts with you);
  - 2.1.9 your photograph;
  - 2.1.10 career history, professional background and other CV related information (for example, where you provide this to us in connection with an application to be a qualified advisor);
- 2.2 We will only collect information that is necessary for us to provide you with the product or service that you have requested. The type of information that we may collect will depend upon the nature of that service or product.

**3. HOW WILL WE USE ANY PERSONAL INFORMATION THAT WE COLLECT AND ON WHICH LEGAL GROUND?**

3.1 The following is an overview of Monte Titoli's purposes for processing Personal Information.

Please remember that additional information may be provided to you in a separate notice, or in our terms and conditions. In addition to 1.5, in the event of any conflict between any separate notice and our terms and conditions, our terms and conditions shall take precedence.

3.2 The purposes for which we process your Personal Information are to:

- 3.2.1 provide you with specific services in accordance with a contract you are entering, or have entered into with us;
  - 3.2.2 register you for client services;
  - 3.2.3 onboard you as a client and to carry out background and screening checks (for instance, where your firm applies for membership of a service provided by Monte Titoli);
  - 3.2.4 compile and maintain files on prospective and current directors and qualified advisors, and to carry out background and screening checks on the same, in order to comply with regulatory requirements;
  - 3.2.5 carry out regulatory reporting when required by the type of service provided by Monte Titoli;
- (the purposes above are jointly defined as the "Mandatory Purposes");
- 3.2.6 provide you with newsletters or alerts where you have signed-up for these;
  - 3.2.7 conduct market research surveys, where you choose to participate in these;
  - 3.2.8 run competitions to which you registered;



(the purposes of 3.2.6 to 3.2.8 above and 3.3 below are jointly defined as the "Marketing Purposes")

3.3 Your Personal Information may be processed either electronically or in hard copy form, both inside and outside the EU and the EEA, in accordance with Section 5. We may send you direct marketing communications. Where these are electronic communications (email or telephone) we will have obtained your prior consent. In limited circumstances, where we have obtained your explicit prior consent, we may send you marketing communications in relation to carefully selected and relevant third party partners, whose products and services may be of interest to you. You may opt out of certain kinds of marketing, or all forms of marketing, by emailing us at the following address: [privacy@montetitoli.it](mailto:privacy@montetitoli.it). Alternatively, you can click on the "opt-out" link provided in all our marketing emails.

3.4 The processing of your Personal Information for the Mandatory Purposes is necessary for the performance of the products and/or services offered by Monte Titoli. If you do not want to have your Personal Information processed for such purposes, you shall not use the products/services provided by Monte Titoli, but in such case you will not be able to use them. The processing of your Personal Information for the Marketing Purposes is discretionary and subject to your prior consent. In case of lack of consent from you, you will not be able to receive the communications and participate to the initiatives referred above.

#### **4. DISCLOSURE OF YOUR PERSONAL INFORMATION**

4.1 We may share your Personal Information within the Euronext Group, both inside and outside the European Economic Area as mentioned in Section 5, in order to provide you with our services. Access to your Personal Information is limited to those employees, agents and contractors of the Euronext Group who need access to it in order to provide you with our services; to communicate with you (including, with your prior consent, to send you marketing communications); and to carry out legal or regulatory obligations.

4.2 We may also employ the services of third party service providers located both inside and outside the European Economic Area as mentioned in Section 5 to help us in certain areas, such physical security, marketing and market research. Where third party service providers receive your information we will remain responsible for the use of your Personal Information. We take appropriate steps to ensure that such third parties treat your Personal Information with the same consideration that we do.

4.3 We may from time to time be required to disclose your Personal Information to law enforcement bodies, regulators, agencies or third parties under a legal requirement or court order. We act responsibly and take account of your interests when responding to any such requests.

#### **5. CROSS-BORDER TRANSFERS OF YOUR PERSONAL INFORMATION**

5.1 We are an international organisation, with businesses both inside and outside of the European Economic Area ("EEA"), in particular in USA third party service providers who handle data on our behalf may be based in locations around the world, and we may also be subject to scrutiny from courts or regulators in a number of different jurisdictions. For these reasons, your Personal Information may be transferred to other countries both inside and outside of the EU and the EEA. As privacy laws in other countries may not be equivalent to those in your home country, we only make arrangements to transfer data overseas where we are satisfied that adequate levels of protection are in place to protect any information held in that country or that the service provider acts at all times in compliance with applicable privacy laws. Where required under applicable laws we will take measures to ensure that Personal Information handled in other countries will receive at least the same level of protection as it is given in your home country, for instance by entering into contracts incorporating the European Commission approved model contract clauses.

#### **6. MODALITIES OF PROCESSING OF YOUR PERSONAL INFORMATION**

6.1 Your Personal Information are processed by electronic and non-electronic means for the time strictly necessary to achieve the objectives for which that information has been collected. Monte Titoli implements appropriate technical and organizational measures so as to prevent losses and illegal or incorrect use of data, or non-authorized access.

#### **7. RETENTION OF YOUR PERSONAL INFORMATION**

7.1 We will retain your Personal Information for as long as is reasonably necessary for the purposes listed in Section 3 above. In particular:

- Personal Information collected for the Mandatory Purposes are retained for the period necessary to the provision of the required product or service, plus a maximum of 10 years from the termination of the services;
- Personal Information collected for the Marketing Purposes are retained for the period necessary to the provision of the required product or service and for the following 2 years; At the end of the retention period your Personal Information will be either deleted or anonymized and aggregated.

7.2 However, in some circumstances we may retain Personal Information for longer periods of time, for instance where we are required to do so in accordance with legal, tax or accounting obligations. In specific circumstances also we may also retain your Personal Information for longer periods of time so that we have an accurate record of your dealings with us in the event of any complaints or challenges.

#### **8. PROTECTION OF YOUR PERSONAL INFORMATION**

8.1 We will hold your Personal Information securely whilst it is under our control, including where it is processed by third party service providers on our behalf. We train our employees in respect of their obligations under data protection laws, and we ensure that only relevant Monte Titoli employees, contractors and agents have access to your Personal Information.

8.2 We take the security of our physical premises and our servers seriously and we will take all appropriate technical measures using recognized security procedures and tools in accordance with good industry practice to protect your Personal Information across all of these platforms.

#### **9. YOUR RIGHTS**

9.1 Subject to applicable law, you may have some or all of the following rights in respect of your Personal Information:

9.1.1 to obtain a copy of your Personal Information together with information about how and on what basis that Personal Information is processed;

- 9.1.2 to rectify inaccurate Personal Information (including the right to have incomplete Personal Information completed);
- 9.1.3 to erase your Personal Information (in limited circumstances, where it is no longer necessary in relation to the purposes for which it was collected or processed);
- 9.1.4 to restrict processing of your Personal Information where:
  - 9.1.4.1 the accuracy of the Personal Information is contested;
  - 9.1.4.2 the processing is unlawful but you object to the erasure of the Personal Information;
  - 9.1.4.3 we no longer require the Personal Information but it is still required for the establishment, exercise or defense of a legal claim
- 9.1.5 to challenge processing which we have justified on the basis of a legitimate interest (as opposed to your consent, or to perform a contract with you);
- 9.1.6 to prevent us from sending you direct marketing;
- 9.1.7 to withdraw your consent to our processing of your Personal Information (where that processing is based on your consent);
- 9.1.8 to object to decisions which are based solely on automated processing or profiling.
- 9.1.9 In addition to the above, you have the right to lodge a complaint with the supervisory authority. In the Italy there is the Garante per la protezione dei dati personali.
- 9.1.10 If you wish to investigate the exercising of any of these rights, please contact us using the details set out below. You can exercise the rights mentioned above through the modalities set out in Section 11 below.

#### **10. CHANGES TO THIS PRIVACY POLICY**

10.1 Any changes we make to this Privacy Policy will be notified in advance and detailed on this page in order to ensure that you are fully aware of what Personal Information is collected, how it is used and under what circumstances it will be disclosed.

#### **11. INFORMATION ABOUT THE DATA CONTROLLER AND CONTACT DETAILS**

11.1 Your data controller will be Monte Titoli S.p.A. In all cases, if you have any complaints or queries relating to the processing of your Personal Information by any member of Monte Titoli, or to exercise any rights in respect of your Personal Information, you should contact us in one of the following ways:

- By post: Monte Titoli S.p.A. - Legal Department - Piazza degli Affari, 6 - 20123, Milano
- By email: [privacy@montetitoli.it](mailto:privacy@montetitoli.it)