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Societa' : BANCA FINNAT EURAMERICA  
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Regolamentata  
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Tipologia : REGEM  
Data/Ora Ricezione : 28 Marzo 2022 16:30:07  
Data/Ora Inizio : 28 Marzo 2022 16:30:08  
Diffusione presunta  
Oggetto : NOTICE OF CALL OF ORDINARY  
GENERAL MEETING

*Testo del comunicato*

Vedi allegato.

## **BANCA FINNAT EURAMERICA S.p.A.**

Headquarters: Rome – Palazzo Altieri - Piazza del Gesù, 49

Share Capital: Euro 72,576,000.00

Tax Code 00168220069

VAT Number 00856091004

Rome Business Register no. 444286

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### **NOTICE OF CALL OF ORDINARY GENERAL MEETING**

The shareholders of Banca Finnat Euramerica S.p.A. are hereby called to the Ordinary General Meeting at the registered office in Rome - Palazzo Altieri - Piazza del Gesù, 49 – on 28 April 2022 at 10:00, to discuss and vote on the following:

#### **AGENDA**

1. Separate financial statement closed on 31 December 2021 complete with the relative reports from the Board of Directors, Board of Auditors and the Company entrusted with the legal auditing of accounts. Presentation of the consolidated financial statement at 31 December 2021. Related and consequent resolutions.
  - 1.1. Approval of separate financial statement;
  - 1.2. Resolutions on the appropriation of the year's profit.
2. Appointment of a Director to complement the Board of Directors. Related and consequent resolutions.
3. Report on the remuneration policy and on the fees paid pursuant to art. 123-*ter* of Leg. Dec. 58/98 and 84-*quater* of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, including information on the remuneration policies for Directors, Employees and Consultants not bound by an employment relationship. Related and consequent resolutions.
  - 3.1. Binding resolution on the first section of the report on the remuneration policy, drawn up pursuant to art. 123-*ter*(3) of Leg. Dec. 58/1998.
  - 3.2. Non-binding resolution on the second section of the report on fees paid, drawn up pursuant to art. 123-*ter*(4) of Leg. Dec. 58/1998.

#### **INFORMATION ON THE COVID-19 HEALTH EMERGENCY**

Pursuant to art. 106(4) of Decree Law no. 18 of 17 March 2020 (the so-called “Italy Decree Law”), converted with amendments by Law no. 27 of 24 April 2020, as last extended by art. 3(1) of Decree Law no. 228 of 30 December 2021, converted by Law no. 15 of 25 February 2022 (hereafter “**Decree**”), those with voting rights are permitted to attend exclusively through a Proxy appointed by the Company pursuant to art. 135-*undecies* of Leg. Dec. no. 58/98 (hereafter “TUF”). For further information, see section “Attending the Meeting and appointing a Proxy” later in this notice.

Legitimate persons (Chair, Managing Director, Chair of the Board of Auditors, other members of Corporate Governance, Secretary, Proxy, Independent Auditors and/or employees and/or consultants authorised by the Chair) other than those who have voting rights (who must vote by Proxy) may attend the meeting also (or exclusively) through remote means that guarantee such

persons can be identified, in accordance with the procedures notified to them by the Company, in compliance with the applicable guidance for this eventuality.

The Company reserves the right to supplement and/or amend the information provided in this notice of call in view of the current COVID-19 pandemic and its developments, which cannot at present be foreseen. Any amendments and/or additions to the information contained in this notice of call will be promptly communicated in accordance with the procedures provided for by the legislation in force at the time.

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### **Attending the Meeting and appointing a Proxy**

Pursuant to art. 8 of the company bylaws and taking account of that laid down in the aforesaid art. 106 of the Decree, attendance at the meeting – exclusively through the proxy appointed by the Company (“**Proxy**”), and with the methods indicated below – is permitted to those who can demonstrate their legitimacy in the manner provided for by current legislation; the legitimacy to attend the Meeting and exercise the right to vote is certified by a communication to the Company made by an authorised intermediary in favour of the party entitled to vote, based on the evidence received up to the end of the accounting day of the seventh trading day prior to the date set for the Meeting (“**Record Date**”), coinciding with 19 April 2022.

Credit or debit entries made to the accounts after such date are not taken into consideration for the purposes of legitimising the exercise of voting rights at the Meeting and, therefore, more precisely, those holding ordinary shares only after the *Record Date* will not have the right to attend or vote at the Meeting. The intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Meeting, i.e. by 25 April 2022. The right to attend the Meeting and to vote remains unaffected in the event the communications are received by the Company after the above deadline, provided that they are received before the beginning of the Meeting's proceedings and without prejudice to the principle according to which attending and voting at the Meeting may only take place through delegation and/or sub-delegation to the Proxy. Shareholders holding shares that have not yet been dematerialised must first deliver them to an authorised intermediary for their entry into the centralised management system in dematerialised form, pursuant to the Consob/Banca d'Italia Joint Measure of 13 August 2018, and ask for the aforesaid communication to be sent.

Pursuant to art. 106 of the Decree, attendance at the Shareholders' Meeting by legitimate parties will be permitted, without access to the meeting venue, exclusively through the lawyer Rocco Santarelli, as the Proxy - who may be replaced, if unavailable or absent, by the lawyer Francesca De Giacomi or, alternatively, by the lawyer Giorgio Politano – in the manner indicated below.

To that end, Shareholders may use the proxy form pursuant to art. 135-*undecies* Leg. Dec. 58/98 (“**TUF**”) available on the Company website [www.bancafinnat.it](http://www.bancafinnat.it) (under *Investor Relations/Corporate Governance/Shareholders' Meeting/Attending and voting*). The signed form, together with the voting instructions on all or some of the proposals on the agenda, must be sent to the Proxy - together with a copy of a valid ID document and, if a legal entity, also including evidence of the entity's powers of representation (copy of certificate of incorporation, power of attorney, or similar) - by the end of the second trading day prior to the date set for the Meeting (i.e. 26

April 2022, by which the voting delegation and instructions may be revoked in the same manner), in one of the following ways: (i) the original document sent by registered letter with return receipt to lawyer Rocco Santarelli at Studio Legale Carbonetti e Associati, Via di San Valentino 21, 00197 Rome, in addition to a scanned copy emailed in advance to [fdegiacommi@studiocarbonetti.it](mailto:fdegiacommi@studiocarbonetti.it); or (ii) a scanned copy emailed to certified email account [francescadedegiacomi@pec.it](mailto:francescadedegiacomi@pec.it) (subject "Delega Assemblea BFE 2022") from your own certified email account (or, if no such account is held, from your own ordinary email account, with the specification that in this case the delegation with the voting instructions must be signed with a qualified or digital electronic signature).

Without prejudice to the need to attend the meeting and exercise the right to vote through a Proxy, such person may be given delegations and/or sub-delegations pursuant to art. 135-*novies* TUF, notwithstanding the provisions of art. 135-*undecies*(4) TUF. Such delegations and/or sub-delegations must be given in writing or scanned document signed with electronic signature pursuant to Leg. Dec. 82 of 7 March 2005.

To that end, Shareholders may use the proxy form pursuant to art. 135-*novies* TUF available on the Company website [www.bancafinnat.it](http://www.bancafinnat.it) (under *Investor Relations/Corporate Governance/Shareholders' Meeting/Attending and voting*). The delegation, together with voting instructions on all or some of the proposals on the agenda, must be sent to the Proxy in one of the following ways: (i) the original document sent by registered letter with return receipt to lawyer Rocco Santarelli at Studio Legale Carbonetti e Associati, Via di San Valentino 21, 00197 Rome, in addition to a scanned copy emailed in advance to [fdegiacommi@studiocarbonetti.it](mailto:fdegiacommi@studiocarbonetti.it); or (ii) a scanned copy to certified email account [francescadedegiacomi@pec.it](mailto:francescadedegiacomi@pec.it) (subject "Delega Assemblea BFE 2022") from your own certified email account (or, if no such account is held, from your own ordinary email account specifying that in this case the proxy with the voting instructions must be signed with a qualified electronic or digital signature). Together with the proxy form, the legitimate person must send a copy of a valid ID document and, if a legal entity, also include evidence of the entity's powers of representation (copy of certificate of incorporation, power of attorney, or similar).

The voting delegations and/or sub-delegations pursuant to art. 135-*novies* of the TUF, with the relative written voting instructions, must be received no later than 12:00 pm on 27 April 2022 (notwithstanding that the Proxy may accept delegations and/or sub-delegations and/or voting instructions even after the aforesaid deadline, provided the Meeting's proceedings have not yet begun). Delegations and voting instructions may always be revoked, by the above deadline and in the same manner described for giving the same.

If the proxy delivers or sends a copy of the delegation, he/she must certify under his/her own responsibility that the delegation matches the original and the identity of the delegating person.

The Proxy is at the disposal of the Shareholders for further clarification by telephone +39 06 8083138 and email [fdegiacommi@studiocarbonetti.it](mailto:fdegiacommi@studiocarbonetti.it).

The delegation has no effect on proposals in relation to which no voting instructions have been received.

The delegation also has no effect in the absence of a communication from the authorised intermediary certifying the legitimacy to attend the Meeting.

### **Right to ask questions**

Pursuant to art. 127-*ter* TUF, those entitled to vote may ask questions about matters on the agenda, by email to [ufficiolegale@finnat.it](mailto:ufficiolegale@finnat.it), or by certified email to [banca.finnat@pec.finnat.it](mailto:banca.finnat@pec.finnat.it), or

in writing by registered letter with return receipt to Banca Finnat Euramerica S.p.A. – Ufficio Legale – Piazza del Gesù 49, 00186 Rome.

Questions must be received no later than the Record Date (19 April 2022) and the Company undertakes to publish, by 25 April 2022 (i.e. three days before the date set for the meeting), the responses to those questions relevant to the agenda on its website [www.bancafinnat.it](http://www.bancafinnat.it) (under *Investor Relations/Corporate Governance/Shareholders' Meeting/Right to ask questions*).

The Company may provide a single response to questions with the same content.

The legitimacy of the asker will be verified via the communication sent by the intermediary pursuant to art. 43 of the Banca d'Italia-Consob Joint Measure of 13 August 2018 or via the communication pursuant to art. 83-*sexies* TUF sent by the intermediary for the purpose of attending the Meeting. Ownership of the right to vote may also be certified after the questions are sent provided it is within the third day following the Record Date.

### **Supplementing the agenda and submitting new resolution proposals**

Pursuant to art. 126-*bis* TUF, Shareholders that, also jointly, represent at least one fortieth of the share capital, may request, within ten days of the publication of the notice, that additional matters for discussion be added to the agenda indicating the additional topics proposed in their question, or submit resolution proposals on matters already on the agenda. The question must be submitted in writing by registered letter with return receipt to the Company's registered office in Piazza del Gesù 49, 00186 Rome, or by certified email to [banca.finnat@pec.finnat.it](mailto:banca.finnat@pec.finnat.it) together with the intermediary's communication. Within the above deadline and using the same methods, proponents must deliver a report to the Board of Directors on the reason for submitting additional matters for discussion or the reason for submitting new resolution proposals on matters already on the agenda. Attendees are reminded that supplementing the agenda is not permitted for topics on which the Meeting rules, according to law, upon proposal of the directors or on the basis of a project or a report prepared by them (other than those stated in article 125-*ter*, paragraph 1, TUF). Announcements on supplementing the agenda or submitting new resolution proposals on matters already on the agenda are made, in the same ways in which the notice of call is published, at least fifteen days before the date set for the Meeting, i.e. 13 April 2022. At the same time, the reports prepared by the proponents for supplementing the agenda and/or submitting additional resolution proposals, together with any assessment made by the board of directors, will be published in the same forms as the Meeting documentation.

### **Right to submit resolution proposals individually before the Meeting**

In addition to the above, bearing in mind that attendance at the Meeting is envisaged exclusively through a Proxy, persons entitled to attend the Meeting who intend to submit resolution proposals on matters already on the agenda are invited to submit them in advance, by 13 April 2022, in the same ways indicated in the previous section. These proposals will be published on the Company website by 14 April 2022 to enable those entitled to vote to make a decision in full knowledge of said new proposals and allow the Proxy to collect any voting instructions on the same. The proponent must provide suitable documentation attesting to his/her legitimacy to attend the Meeting and the issue of a delegation to the Proxy to attend the same Meeting.

## Appointment of a Director to complement the Board of Directors

Shareholders intending to submit proposals of candidates for the appointment of a Director to complement the board are invited to carefully read the document entitled “Guidance for shareholders on the quality/quantitative composition of the board of directors” containing the quality/quantitative composition deemed optimal for effective performance of the duties and responsibilities entrusted to them by law, the supervisory provisions, and the company bylaws (in terms of skills, experience, age, gender and international standing), having regard to the Bank's characteristics and objectives.

The appointment of the Director will take place without the application of list voting, with the majorities required by law, on the basis of the proposals made by shareholders. To that end, interested shareholders may submit proposals of candidates by 13 April 2022 by registered letter with return receipt to the Company's registered office in Piazza del Gesù 49, 00186 Rome, or by certified email to [banca.finnat@pec.finnat.it](mailto:banca.finnat@pec.finnat.it) together with the intermediary's communication. Properly submitted applications will be made available to the public as and when envisaged by law.

Proposals must be sent with the following:

- declaration from individual candidates in which they accept the nomination and certify, under their own responsibility, that there are no grounds for ineligibility or incompatibility and that they meet the requirements set out in law and in the bylaws (a facsimile of which is published on the Company's website [www.bancafinnat.it](http://www.bancafinnat.it) (under *Investor Relations/Corporate Governance/Shareholders' Meeting/Documentation Meeting 28/04/2022*);
- signed and dated CV of each candidate containing detailed information on their personal and professional characteristics and any eligibility to qualify as independent;

It should be noted that the current composition of the Board of Directors complies with current legislation on gender balance; as such, the proposed candidate may belong to any gender.

With regard to the contents of the Decree of the Ministry of Economy and Finance no. 169 of 23 November 2020 (the “**Fit & Proper Regulation**”) issued in implementation of, among other things, art. 26 of Leg. Dec. no. 385/1993, as subsequently amended, and applicable with reference to the appointments made subsequent to 30 December 2020, and to that stated in the Guidance, no candidates may be submitted who are not in possession of the following requirements:

- i) respectability, and who do not meet the criteria of correctness, pursuant to art. 3 and 4 of the Fit & Proper Regulation, respectively;
- ii) professionalism, and who do not meet the criteria of competence, pursuant to art. 7 and 10 of the Fit & Proper Regulation, respectively;
- iii) independence, pursuant to art. 13 of the Fit & Proper Regulation, where applicable.

Each candidate must also;

- i) act with full independence of judgement and awareness of the duties and rights inherent in the role, pursuant to art. 15 of the Fit & Proper Regulation;
- ii) comply with the limitations on the number of offices held, pursuant to art. 17 of the Fit & Proper Regulation; and
- iii) guarantee appropriate time availability to perform the role, pursuant to art. 16 of the Fit & Proper Regulation, taking account of the possibility of sitting on internal board committees.

Applications for which the above provisions are not complied with will be considered as not submitted.



Further information on the submission, filing and publication of applications is given in the “Board of Directors Report”, available on the Company's website [www.bancafinnat.it](http://www.bancafinnat.it) (under *Investor Relations/Corporate Governance/Shareholders' Meeting/Documentation Meeting 28/04/2022*).

### **Meeting documentation and information to shareholders**

Documentation relating to the matters on the agenda - including Board of Directors reports and resolution proposals as well as the annual financial report, Board of Auditors report and the report from the Company entrusted with the legal auditing of accounts - will be published, as and when envisaged by current legislation, at the Registered Office, on the eMarket SDIR platform and on the eMarket STORAGE platform available at [www.emarketstorage.com](http://www.emarketstorage.com), and on the Company website [www.bancafinnat.it](http://www.bancafinnat.it) (under *Investor Relations/Corporate Governance/Shareholders' Meeting/Documentation Meeting 28/04/2022*).

Shareholders may request a copy at their own expense.

### **Information on share capital**

The Company's share capital is Euro 72,576,000.00 (seventy-two million five hundred and seventy-six thousand/00), divided into 362,880,000 (three hundred and sixty-two million eight hundred and eighty thousand) ordinary shares of Euro 0.20 (zero/20), each of which gives the right to one vote. No shares or other securities with limited voting rights have been issued.

On 21 March 2022, the Company holds 28.810.640 treasury shares whose voting rights are suspended.

Subsidiaries do not hold any shares in the Company.

The company bylaws are available on the Company website [www.bancafinnat.it](http://www.bancafinnat.it) (under *Investor Relations/Corporate Governance*).

\* \* \* \*

An extract of this notice of call was published on 29 March 2022 in the newspaper Il Messaggero.

Rome, 28 March 2022

Chair of the Board of Directors  
(Mr Marco Tofanelli)

Fine Comunicato n.0259-12

Numero di Pagine: 8