



BANCA FINNAT

**DIRECTORS' REPORT ON
THE PROPOSALS CONCERNING AGENDA ITEMS FOR THE SHAREHOLDERS' MEETING PREPARED IN
ACCORDANCE WITH ARTICLE 125-TER
OF THE ITALIAN CONSOLIDATED FINANCIAL LAW**

BANCA FINNAT EURAMERICA S.p.A.

Registered office: Rome – Palazzo Altieri - Piazza del Gesù, 49

Share capital: 72,576,000.00 euros

Tax Identification No. 00168220069

VAT Registration No. 00856091004

Rome R.E.A. no. 444286

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NOTICE OF CALL OF GENERAL SHAREHOLDERS' MEETING

Notice is hereby given to the Shareholders of Banca Finnat Euramerica S.p.A. that the General Shareholders' Meeting will be held at the Bank's Registered Office in Rome (Palazzo Altieri - Piazza del Gesù, 49) on 28 April 2015 at 10.00 a.m. in first call and on 29 April 2015 in second call, same place and time, to discuss and resolve on the following:

AGENDA

1. *Statutory financial statements for the year ended 31 December 2014 complete with the related reports by the Board of Directors, the Board of Statutory Auditors and the Auditing Firm. Proposed allocation of the year's profit. Inherent and consequent resolutions. Presentation of the consolidated financial statements at 31 December 2014;*
2. *Appointment of the members of the Board of Directors for the years ending 31 December 2015, 2016 and 2017, after the definition of their number; definition of their compensation; inherent and consequent resolutions;*
3. *Appointment of the Honorary Chairman and definition of the term of office; determination of his/her compensation;*
4. *Appointment of the members of the Board of Statutory Auditors and of its Chairman for the years ending 31 December 2015, 2016 and 2017, definition of their compensation; inherent and consequent resolutions;*
5. *Authorisation to the purchase and/or disposal of treasury shares: inherent and consequent resolutions;*
6. *Report on remuneration in accordance with Article 123-ter of Italian Legislative Decree no. 58/98, including disclosure on the remuneration policies for Directors, Employees and outside workers who are not employees. Inherent and consequent resolutions.*

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Participation in Shareholders' Meetings

In accordance with Article 8 of the articles of association, all those able to prove their legitimate presence in accordance with the methods prescribed by current legislation may attend the shareholders' meeting. The right to attend and exercise voting rights is certified by a communication to the Company, made through a qualified intermediary in favour of the party with voting rights, on the basis of the evidence relating to the terms of the accounting date of the seventh trading day prior to the date set for the shareholders' meeting (record date), i.e. Friday, 17 April 2015.

The credits or debits recorded on the accounts after said date shall not be relevant for the purposes of establishing the right to vote in the Shareholders' Meeting and, therefore, more specifically, those who can prove their ownership of ordinary shares only after the *record date* shall not be entitled either to participate or to vote in this Ordinary Shareholders' Meeting. The notice by the intermediary must reach the Bank no later than the third trading day prior to the date set for the shareholders' meeting, i.e. by Wednesday 23 April 2015. This is without prejudice to the legitimate right to attend the shareholders' meeting and vote should notices reach the Bank beyond said terms, provided it is prior to the start of the meeting.

Shareholders holding any shares that have not yet been dematerialised must first deliver them to a qualified intermediary for input into the centralised management system under dematerialisation regime, in accordance with the Consob/Bank of Italy Joint Regulation of 22 February 2008, as amended, and request the transmission of the aforesaid notice.

Voting by proxy

All those with voting rights may be represented in the Shareholders' Meeting in accordance with the law by means of a written proxy or with a computerised document signed in electronic form in accordance with Article 21, Paragraph 2, of Italian Legislative Decree no. 82 of 7 March 2005.

Shareholders may use the "Proxy form" available from the registered office and the Company's website www.bancafinnat.it (section: Agenda and Documents). The proxy can be sent to the Bank by registered mail with advice of receipt to the following address: Banca Finnat Euramerica S.p.A., Piazza del Gesù 49, 00186 Rome, Italy or by electronic notification to the certified email address banca.finnat@pec.finnat.it or else using the application available from the Website (section: Agenda and Documents/28April/Attendance and voting). In

such cases, the proxy must reach the Company no later than the time at which the Shareholders' Meeting begins. Should the representative deliver or send a copy of the proxy to the Company, the representative shall certify, under his/her responsibility, the proxy's conformity to the original and the identity of the delegating party. In compliance with applicable regulations, shareholders may confer powers of attorney, at no cost, to Attorney Massimo Tesei, as the representative appointed by the company in accordance with Article 135-*undecies* of Italian Legislative Decree no. 58/98 (the Italian Consolidated Financial Law, "TUF"), who may be replaced in case of unavailability or absence by Attorney Rocco Santarelli. The proxy shall be conferred by signing the specific form available from the aforesaid section of the Bank's website. The signed form must be delivered to the appointed representative – together with the copy of a valid identity document - by means of registered letter with advice of receipt addressed to Attorney Massimo Tesei c/o Studio Legale Carbonetti e Associati, via San Valentino 21, 00197 Rome, Italy, or e-mailed to mtesei@studiocarbonetti.it no later than the second trading day prior to the date set for the Shareholders' Meeting (i.e. 24 April 2015). If a copy of the proxy is delivered or transmitted to the designated representative, said proxy shall be accompanied by a declaration attesting its conformity with the original under the signatory's responsibility.

The proxy has no effect for any proposal in relation to which no voting instructions have been given.

The proxy and voting instructions may be revoked until the second trading day prior to the date set for the Shareholders' Meeting (i.e., 24 April 2015). The communication made to the Bank by the intermediary certifying the legitimate intervention in the Shareholders' Meeting is also necessary when the proxy is conferred to the representative appointed by the Bank; in the absence of the aforesaid communication, the proxy shall be deemed null and void.

There are no provisions for correspondence voting or electronic voting procedures.

Right to ask questions

Those who have the right to vote may ask questions about the items on the agenda by e-mailing said questions to the email address ufficiolegale@finnat.it, or by posting them via registered letter with advice of receipt to Banca Finnat Euramerica S.p.A. – Ufficio Legale – Piazza del Gesù 49, 00186 Rome, Italy, attaching the documents proving their right to vote. The right to exercise this right can alternatively be proven by a communication certifying the right to attend the shareholders' meeting and exercise voting rights, made by a

qualified intermediary in accordance with article 83-*sexies*, paragraph 1 of the Italian Consolidated Financial Law, or by producing certificates issued by intermediaries and stating the corporate right that can be exercised in accordance with Article 83-*quinquies*, paragraph 3 of the Italian Consolidated Financial Law. Pursuant to Article 127-*ter*, paragraph 1-bis, of the Italian Consolidated Financial Law, the requests must be received no later than the third trading day prior to the date set for the Shareholders' Meeting, i.e. no later than 25 April 2015.

Questions asked prior to the shareholders' meeting shall be answered, at the latest, during the meeting. The Bank may provide a single answer to several questions having the same content.

Additions to the agenda and submission of new draft resolutions

In accordance with Article 126-*bis* of the Italian Consolidated Financial Law, the Shareholders who individually or jointly represent at least one fortieth of the share capital, may request, within 10 days from the publication of this notice (and therefore no later than 29 March 2015), to add items on the agenda, specifying the further items proposed in the request or submit draft resolutions on items already on the agenda. The request shall be submitted in writing to the Registered Office of the Company, piazza del Gesù 49 - 00186 Rome, Italy, or by e-mail to the certified address banca.finnat@pec.finnat.it, accompanied by the certification of the intermediary demonstrating the proposing Shareholders' rights. Within the above terms and in the same ways, the proposing Shareholders shall also provide the Board of Directors with a report stating the reasons of the draft resolutions on the new items whose discussion is proposed as an addition to the agenda or the reason for the additional draft resolutions submitted on items already on the agenda. Furthermore, it should be recalled that this addition is not allowed for items on which the shareholders' meeting resolves, by provision of law, at the proposal of the directors or on the basis of a project or report prepared by them (other than those indicated in Article 125-*ter*, paragraph 1, of the Italian Consolidated Financial Law). Notice shall be given of any additions to the agenda or of submission of further draft resolutions on items already on the agenda in the same ways as prescribed for the publication of the notice of call, at least fifteen days prior to the date set for the Shareholders' Meeting. At the same time as the publication of the news of supplement or of submission, the public shall also be provided with information, in the same way as prescribed for the documents relating to the Shareholders' Meeting, in the form of a report prepared by the applicants, accompanied by any assessment by the administrative body.

Appointment of the Board of Directors and filing of the lists

The Board of Directors shall be appointed in accordance with Article 12-*bis* of the Articles of Association, to which reference is made.

It should be recalled that the Directors are appointed on the basis of lists submitted by the Shareholders, in which the candidates shall be listed by a sequential number. Only Shareholders who, alone or jointly with other shareholders, hold a total of 2.5% of the share capital with voting rights in the Company's Ordinary Shareholders' Meetings may present lists.

At least twenty-five days prior to the date of the Shareholders' Meeting in first call (thus, no later than 3 April 2015), the lists shall be filed at the Registered Office of the Company in piazza del Gesù 49 - 00186 Rome, Italy, or be sent to the certified email address banca.finnat@pec.finnat.it, together with the additional documentation required by the Articles of Association and by current regulations. In particular, the following shall be filed:

- information about the identity of the shareholders who present the list, indicating the total interest held;
- the statements whereby the individual candidates accept the candidacy and certify, under their own responsibility, that there are no grounds for ineligibility and incompatibility and that the requirements prescribed for the office by current laws and regulations are met;
- the CV containing the professional characteristics of the individual candidates.

At least twenty-one days before the date of the Shareholders' Meeting in first call (thus, no later than 7 April 2015), a notice shall be filed, released by a legally authorised intermediary, proving ownership, at the time the list is filed with the Company, of the number of shares required for the presentation.

Each Shareholder or party adhering to a significant shareholders' agreement in accordance with Article 122 of Italian Legislative Decree no. 58 dated 24 February 1998, the respective controlling parties, the subsidiaries and joint control entities in accordance with Article 93 of Italian Legislative Decree no. 58 dated 24 February 1998, may only present or participate in the presentation of more than one list, directly or through a third party or trustee company. They may not vote for different lists directly or through a third party or trustee company. Candidates may only be presented on a single list, under penalty of ineligibility. Subscriptions and votes cast in breach of this prohibition shall not be assigned to any list.

When presenting the lists, Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of 26 February 2009.

In accordance with Article 12-*bis* of the Articles of Association, each list shall contain at least one candidate fulfilling the independence requirements per Article 148, Third Paragraph of Italian Legislative Decree no. 58/1998; if the list contains more than seven candidates, it shall contain at least two candidates fulfilling the aforementioned independence requirements. One of the candidates in possession of these requirements of independence must be included in the first place of each list.

Upon renewing the Board of Directors, the principle of gender balance shall be enforced as prescribed by Article 147-ter paragraph 1-ter of the Italian Consolidated Financial Law. In accordance with the transitional clause (Article 25 of the Articles of Association), for this renewal the quota reserved to the less represented gender is one fifth (rounded upwards) of the members to be elected. Therefore, lists containing at least three candidates shall include at least one fifth (rounded upwards) of candidates belonging to the less represented gender.

Lists presented that do not comply with the provisions of Article 12-*bis* of the Articles of Association shall be considered as not presented.

For the purposes of the presentation of the lists, Shareholders are invited to consider the contents of the document specifying the optimal qualitative and quantitative Composition of the Board of Directors approved by the Board of Directors of 3 April 2013 and available at the Company's Website www.bancafinnat.it, Corporate Governance section.

Additional information about the presentation, the filing and the publication of the lists is contained in Article 12-*bis* of the Articles of Association, at the Company's website (www.bancafinnat.it) and in the Board of Directors' Report, available at the same site.

The filed lists shall be made available to the public at least 21 days before the Shareholders' Meeting, i.e. no later than 7 April 2015.

Appointment of the Board of Statutory Auditors and filing of the lists

The Board of Statutory Auditors shall be appointed in accordance with Article 20 of the Articles of Association, to which reference is made.

Only Shareholders who, alone or jointly with other shareholders, hold a total of 2% of the share capital with voting rights in the Company's Ordinary Shareholders' Meetings may present lists.

At least twenty-five days prior to the date of the Shareholders' Meeting in first call (thus, no later than 3 April 2015), the lists shall be filed at the Registered Office of the Company in piazza del Gesù 49 - 00186 Rome, Italy, or be sent to the certified email address banca.finnat@pec.finnat.it, together with the additional documentation required by the Articles of Association and by current regulations. In particular, the following shall be filed:

- information about the identity of the shareholders who have presented lists, with the indication of the total shareholding percentage held;
- the statement whereby individual candidates accept their own candidacy and certify, under their own responsibility, that there are no grounds for ineligibility and incompatibility, as well as the fulfilment of the requirements prescribed by current regulations for their respective offices;
- the CV containing comprehensive information about individual candidates' personal and professional characteristics as well as the list of administration and control duties they performed for other companies;
- the statement by the shareholders who do not hold, individually or jointly, a controlling or relative majority interest, attesting the absence of connections in accordance with the applicable regulations.

At least twenty-one days before the date of the Shareholders' Meeting in first call (thus, no later than 7 April 2015), a notice shall be filed, released by a legally authorised intermediary, proving ownership, at the time the list is filed with the Company, of the number of shares required for the presentation.

Candidates shall be sorted in each list by means of sequential number for the office of Permanent Auditor and by means of a sequential letter for the office of Alternate Auditor.

Each Shareholder or party adhering to a significant shareholders' agreement in accordance with Article 122 of Italian Legislative Decree no. 58 dated 24 February 1998, the respective controlling parties, the subsidiaries and joint control entities in accordance with Article 93 of Italian Legislative Decree no. 58 dated 24 February 1998, may only present or participate in the presentation of more than one list, directly or through a third party or trustee company. They may not vote for different lists directly or through a third party or trustee company.

Candidates may only be presented on a single list, under penalty of ineligibility. Subscriptions and votes cast in breach of this prohibition shall not be assigned to any list.

Upon renewing the Board of Statutory Auditors, the principle of gender balance shall be enforced as prescribed by Article 148 paragraph 1-*bis* of the Italian Consolidated Financial Law. In accordance with the transitional clause (Article 25 of the Articles of Association), for this renewal the quota reserved to the less represented gender is one fifth (rounded upwards) of the permanent auditors to be elected. To assure gender balance within the Board of Statutory Auditors, lists presenting at least three candidates shall include persons of different gender in the first two positions of the Permanent Auditor and Alternate Auditor section or sections where at least two candidates are indicated.

Lists presented that do not comply with the provisions of Article 20 of the Articles of Association shall be considered as not presented.

Additional information about the presentation, the filing and the publication of the lists is contained in Article 20 of the Articles of Association, at the Company's website (www.bancafinnat.it) and in the Board of Directors' Report, available at the same site.

The filed lists shall be made available to the public at least 21 days before the Shareholders' Meeting, i.e. no later than 7 April 2015.

Shareholders' meeting documentation and information to shareholders

The documentation about agenda items shall be made available to the public, within the terms and in the ways prescribed by current regulations, at the Registered Office, at the website www.emarketstorage.com of the SDIR-NIS / NIS-Storage systems and on the Company's Website www.bancafinnat.it (Agenda and Documents section).

Shareholders are entitled to obtain a copy of the documents at their own expense. More specifically, the following documents shall be made available:

- i. the Directors' Reports on agenda items 2, 3 and 4 at least 40 days before the Shareholders' Meeting;
- ii. the Directors' Reports on agenda item 1 at least 30 days before the Shareholders' Meeting;
- iii. the Directors' Report on agenda item 5, the Report on Remuneration in accordance with Article 123-ter of the Italian Consolidated Financial Law (agenda item 6), as well as the financial report, the other

documents under Article 154-ter of the Italian Consolidated Financial Law, the documents indicated in Article 77, Paragraph 2-bis, of Consob Regulation no. 11971/99 and the report on corporate governance and ownership structure in accordance with Article 123-bis of the Italian Consolidated Financial Law (agenda item 1), at least 21 days before the Shareholders' Meeting.

Information on the share capital

The share capital of Banca Finnat Euramerica S.p.A. is 72,576,000.00 euros (seventy-two million, five hundred and seventy-six thousand euros and zero cents), divided up into 362,880,000 (three hundred and sixty-two million, eight hundred and eighty thousand) ordinary shares each of 0.20 euros (twenty cents) and each of which gives the right to one vote. No shares or other securities have been issued with limits to voting rights.

As of 19 March 2015, the Bank held 25,307,589 treasury shares for which voting rights are suspended.

Subsidiaries do not own any share in the Bank.

The Articles of Association are available on the Company website www.bancafinnat.it (section: Corporate Governance).

Rome, 19 March 2015

The Chairman of the Board of Directors

(Giampietro Nattino)

**DIRECTORS' REPORT ON
THE PROPOSALS CONCERNING AGENDA ITEMS
FOR THE SHAREHOLDERS' MEETING**

3. *Appointment of the Honorary Chairman, term in office, compensation*

As prescribed by the Articles of Association, the Shareholders' Meeting may proceed to appoint an Honorary Chairman.

The Honorary Chairman shall be selected among personalities who have contributed to the success and/or development of the Company who need not be members of the Board of Directors.

If the Honorary Chairman identified is not a member of the Board of Directors, the Shareholders' Meeting shall resolve with the majorities prescribed by law without applying the list presentation mechanism required for the appointment of members of the Board of Directors.

The Shareholders' Meeting shall set the term of office of the Honorary Chairman, for a period that may exceed that of the Board of Directors in office and shall set his/her compensation.

If the Honorary Chairman is not a Director, (s)he may attend the meetings of the Board of Directors without voting rights.

Rome, 19 March 2015

*On behalf of the Board of Directors
The Chairman
(Giampietro Nattino)*