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Societa' : BANCA IFIS

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Informazione
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Data/Ora Ricezione : 28 Aprile 2022 15:06:07

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Diffusione presunta

Oggetto : Banca Ifis, the Shareholders' Meeting
approves the 2021 financial statements and
a dividend of 0.95 Euro per share

Testo del comunicato

Vedi allegato.

Banca Ifis, the Shareholders' Meeting approves the 2021 financial statements and a dividend of 0.95 Euro per share

- **Board of Directors renewed: female representation on the Bank's board rises to 54% from 41% with 7 out of 13 members women**
- **BoD confers appointments for the three-year period 2022-2024**
- **Internal committees and supervisory body appointed**

Mestre (Venice), 28 April 2022 - The ordinary Shareholders' Meeting of Banca Ifis, which met today in single call, chaired by Sebastien Egon Fürstenberg in accordance with the applicable provisions, and hence in the manner set out in Art. 106 of Decree-Law no. 18 of 17 March 2020, approved:

- the **2021 annual financial statements**;
- the distribution to shareholders of a **dividend of 0.95 Euro**, equal to twice the coupon for FY 2020, gross of any withholding taxes, per share, with ex-dividend date (coupon no. 25) on 23 May 2022, record date on 24 May 2022 and payment from 25 May 2022. Payment will be made through the authorised intermediaries with which the shares are registered on the Monte Titoli System;
- **the increase in the number of directors from 12 to 13**, appointing members of the Board of Directors for the three-year period 2022-2024: Simona Arduini, Antonella Malinconico, Beatrice Colleoni, Monica Billio, Sebastien Egon Fürstenberg, Ernesto Fürstenberg Fassio, Frederik Geertman, Monica Regazzi, Paola Paoloni, Giovanni Meruzzi, Luca Lo Giudice and Roberta Gobbi (taken from the list that obtained the highest number of votes submitted by the majority shareholder La Scogliera SA, owner of no. 27.174.347 ordinary shares of Banca Ifis, equal to 50,50% of the related share capital) and Roberto Diacetti (taken from the minority list submitted by a group of international and national institutional investors, jointly holding 1.946.588 ordinary shares of Banca Ifis, equal to 3,61745% of the related share capital), with determination of the remuneration due to the directors. The majority list received 71,722% of the votes and the minority list received 28,203% of the votes. Of the Directors appointed, Simona Arduini, Antonella Malinconico, Beatrice Colleoni, Monica Billio, Monica Regazzi, Paola Paoloni, Giovanni Meruzzi, Roberta Gobbi and Roberto Diacetti declared that they meet the independence requirements established by current legislation and the Corporate Governance Code for Listed Companies. With the entry of Paola Paoloni and Roberta Gobbi, **the female representation in the Board of Directors rises to 54% (7 out of 13 members)**. As of today, on the basis of the information available to the Bank, Ernesto Fürstenberg Fassio holds, through La Scogliera SA, 27,174,347 ordinary shares in Banca Ifis while Sebastien Egon Fürstenberg holds 52,000 ordinary shares in Banca Ifis. The members of the Board of Statutory Auditors were also appointed in the persons of: Andrea Balelli (Chairman), Franco Olivetti (Standing Auditor), Annunziata Melaccio (Standing Auditor), Marinella Monterumisi (Alternate Auditor) and Emanuela Rollino (Alternate Auditor), with determination of the remuneration due for each office. In particular, Franco Olivetti, Annunziata Melaccio and Marinella Monterumisi were taken from the list that obtained the highest number of votes submitted by the majority shareholder La Scogliera SA, owner of no. 27.174.347 ordinary shares of Banca Ifis, equal to 50,50% of the related share capital (which obtained 71,722% of the votes) and Andrea Balelli and Emanuela Rollino were taken from the minority list submitted by a group of international and national institutional investors, jointly holding 1.946.588 ordinary shares of Banca Ifis, equal to 3,61745% of the related share capital (which obtained 28,143% of the votes);
- **Section I of the document "Report on the Remuneration Policy and on remuneration paid"** prepared in accordance with Art. 123-ter of Legislative Decree no. 58/1998. The Shareholders' Meeting also resolved in favour of Section II of the aforementioned document relating to the implementation of remuneration policies during FY 2021;

- the remuneration plan based on the assignment of Banca Ifis shares for certain corporate figures described in the information document drawn up pursuant to Art. 114-bis of Italian Legislative Decree no. 58/1998 and related implementing rules (Art. 84-bis of Consob Regulation no. 11971/1999) and made available to the shareholders by the legal deadline;
- the proposal to integrate the fees to the independent auditors EY S.p.A. for the increased activities carried out for the audit of the 2021 financial statements;
- the assignment to PriceWaterhouseCoopers S.p.A. of the tasks related to the statutory audit of the accounts of Banca Ifis S.p.A. for the nine-year period 2023-2031, and the related annual fee;
- the stipulation of a D&O insurance policy in favour of the members of the corporate bodies.

At the end of the Shareholders' Meeting, the newly elected Board of Directors of Banca Ifis met and:

- appointed the company officers, confirming Sebastien Egon Fürstenberg as Chairman, Ernesto Fürstenberg Fassio as Vice Chairman and Frederik Geertman as Chief Executive Officer;
- verified and ascertained, on the basis of the information provided by them, that the following directors meet the independence requirements pursuant to current legislation and the Corporate Governance Code for Listed Companies Simona Arduini, Antonella Malinconico, Beatrice Colleoni, Monica Billio, Monica Regazzi, Paola Paoloni, Giovanni Meruzzi, Roberta Gobbi and Roberto Diacetti;
- received the positive outcome of the assessment carried out by the newly-elected Board of Statutory Auditors concerning the independence requirements of its members, as set out in the Corporate Governance Code for Listed Companies;
- appointed the Control and Risk Committee in the persons of Simona Arduini (Chairperson), Monica Billio, Antonella Malinconico, Paola Paoloni e Roberto Diacetti, all of whom are non-executive and the majority of whom meet the independence requirements set out in current legislation and in the Corporate Governance Code for Listed Companies;
- appointed the Appointments Committee in the persons of Antonella Malinconico (Chairperson), Monica Regazzi and Roberto Diacetti, all of whom are non-executive and the majority of whom meet the independence requirements set out in current legislation and in the Corporate Governance Code for Listed Companies;
- appointed the Remuneration Committee in the persons of Giovanni Meruzzi (Chairperson), Beatrice Colleoni and Luca Lo Giudice, all of whom are non-executive and the majority of whom meet the independence requirements set out in current legislation and in the Corporate Governance Code for Listed Companies;
- appointed the Supervisory Board for the three-year period 2022-2024, consisting of the director Giovanni Meruzzi (Chairperson) Standing auditor Annunziata Melaccio, director Monica Regazzi, the Compliance Manager and the Internal Audit Manager in office at the Bank;
- appointed Antonella Malinconico as Lead Independent Director and Frederik Geertman as the Director in charge of the Internal Control and Risk Management System.

As part of the lists submitted by Shareholders for the appointment of Directors and Statutory Auditors, and made available to the public, the CVs of the newly-elected members of the Board of Directors and the Board of Statutory Auditors of Banca Ifis are published on the Bank's website www.bancaifis.it - section "Corporate Governance/Shareholders' Meeting 28 April 2022".

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