

Bit Market Services

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Diffusione presunta
Oggetto : NOTICE OF ORDINARY GENERAL
MEETING

Testo del comunicato

Vedi allegato.

BANCA FINNAT EURAMERICA S.p.A.

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

Capital: € 72,576,000.00

Fiscal code: 00168220069

VAT registration: 00856091004

R.E.A. of Rome no. 444286

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NOTICE OF ORDINARY GENERAL MEETING

The Ordinary General Meeting of Shareholders of Banca Finnat Euramerica S.p.A. will be held at the Bank's registered office in Rome – Palazzo Altieri – Piazza del Gesù 49 – on 29 April 2016, at 10 am, at single call, to transact the business set out in the following

AGENDA

- 1. Financial statements at 31 December 2015, complete with the relevant reports by the Board of Directors, the Board of Statutory Auditors and the auditing firm in charge of auditing the accounts. Proposal for allocation of the profit. Relevant and ensuing resolutions. Presentation of the consolidated financial statements at 31 December 2015;*
- 2. Integration of the Board of Directors, pursuant to article 2386 of the Civil Code. Relevant and ensuing resolutions;*
- 3. Determination of the remuneration of the members of the Board of Directors and of the Honorary Chairman. Relevant and ensuing resolutions;*
- 4. Authorisation to purchase and/or dispose of treasury shares. Relevant and ensuing resolutions;*
- 5. Disclosure of the remuneration policies regarding the Directors, Employees and freelance Collaborators. Remuneration Report pursuant to article 123-ter of Legislative Decree 58/98. Relevant and ensuing resolutions.*

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Attendance of the General Meeting

Pursuant to article 8 of the articles of association, the General Meeting may be attended by all those who can provide proof of their eligibility and qualifications, in accordance with the applicable law; the right to attend, speak and vote at general meetings shall be attested in a notice sent to the Bank by a qualified

intermediary acting on behalf of the person entitled to vote, on the basis of the shareholder information applicable at the end of the accounting day for the seventh day of market trading preceding the date fixed for the general meeting (the “record date”), coinciding with 20 April 2016.

Credit or debit account recordings subsequent to that date shall not be taken into account when determining eligibility to vote at the General Meeting and, therefore, more precisely, any person who becomes an owner of ordinary shares only after the record date shall not be entitled either to attend or vote at this ordinary General Meeting. The notice by the intermediary must be received by the Bank no later than the third day of market trading preceding the date fixed for the general meeting, i.e. 26 April 2016. This shall be without prejudice to entitlement to participate and vote at the Meeting in the event that the notices are received by the Bank later than that date, provided that this occurs prior to the start of the Meeting’s business.

Shareholders holding any shares that are not yet paperless must submit them to an empowered intermediary in advance for inclusion in the centralised book entry management system for paperless shares pursuant to the Joint Consob / Bank of Italy Measure of 22 February 2008 (as amended) and request that the notice referred to above be made.

Voting by proxy

Any person who has the right to vote may be represented at the General Meeting, in accordance with the law, by means of a proxy issued either in writing or electronically, pursuant to article 21(2) of Legislative Decree 82/2005.

Shareholders may use the “Proxy Form” available at the Registered Office and on the Bank’s website www.bancafinnat.it (in the section Investor Relations/Agenda and Documents). The proxy may be transmitted to the Bank by registered letter with proof of receipt to the following address: Banca Finnat Euramerica S.p.A., Piazza del Gesù 49, 00186 Rome, or electronically to the following certified email address: banca.finnat@pec.finnat.it, or online in the specific website (section Investor Relations/Agenda and Documents/29april/Attendance and Voting). In such cases, the Bank must receive the proxy before the time scheduled for the Meeting to commence its business. In the event that the representative provides or sends the Bank a copy of the proxy, he must certify, under his own responsibility, that it is a true copy of the original and the identity of the party appointing the proxy.

In accordance with applicable legislation, shareholders may appoint as a proxy, at no cost, Prof. Francesco Carbonetti, Lawyer, as the representative designated by the Bank pursuant to article 135-undecies of Italian Legislative Decree 58/98 (known as the Consolidation Law on Finance and abbreviated as “TUF”), who may then request Mr. Rocco Santarelli to stand in for him, if he is absent or incapacitated in any way. The

appointment must be made by signing the appropriate form available in the section of the Bank's website mentioned above (Investor Relations/Agenda and Documents/29april/Attendance and Voting). The signed form must be delivered to the designated representative – together with a copy of valid ID – by registered letter with proof of receipt to Prof. Francesco Carbonetti at the Carbonetti Law Firm based at Via San Valentino 21, 00197 Rome, or by e-mail to rsantarelli@studiocarbonetti.it before the end of the second day of market trading preceding the date scheduled for the Meeting at first call, i.e. 27 April 2016. The proxy shall have no effect in respect of proposals for which no voting instructions have been issued. If a copy of the proxy is consigned or transmitted to the designated representative, it must be accompanied by a declaration certifying, under his own responsibility, that it fully conforms with the original proxy.

The proxy shall have no validity in respect of any proposals for which no voting instructions have been given. The proxy and voting instructions are revocable until the second day of market trading preceding the date fixed for the Meeting, i.e. 27 April 2016. The notice to the Bank by the intermediary attesting entitlement to participate in the Meeting must be sent also in the event that the Bank's designated representative is appointed as a proxy; if no such notice is sent, the proxy shall be considered to have no effect.

It shall not be possible to vote by correspondence or electronic means.

Right to submit questions

The persons entitled to vote at the Meeting may submit questions, relating to the business to be transacted thereat, by email to ufficiolegale@finnat.it, or by registered letter with proof of receipt to Banca Finnat Euramerica S.p.A. – Legal Office – Piazza del Gesù 49, 00186 Rome, enclosing the documentation proving their entitlement to vote. The entitlement to exercise such rights may alternatively be proven by a notice attesting the entitlement to attend and vote by an intermediary qualified pursuant to article 83-sexies(1) of the TUF, or by presentation of certificates issued by the intermediaries specifying the company-related rights that may be exercised pursuant to article 83-quinquies(3) of the TUF. Pursuant to article 127-ter(1-bis) of the said TUF, the questions must be received before the end of the third day preceding the date scheduled for the Meeting, i.e. 26 April 2016.

Questions received prior to the Meeting will be answered at the latest during the Meeting. The Bank may provide a single response to questions with identical content.

Supplementary business to be transacted at the Meeting and presentation of new draft resolutions

Pursuant to article 126-*bis* of the TUF, any Shareholders that represent either individually or jointly at least one fortieth of the Bank's capital may request, within 10 days of publication of this notice (i.e. within 8 April

2016), the supplementing of the business to be transacted at the Meeting, specifying any further matters in their request, or may present new draft resolutions with regard to the business already set out in the agenda. Such requests must be made in writing and sent by registered letter with proof of receipt to the Bank's registered office at Piazza del Gesù 49 – 00186 Rome, or by certified email at banca.finnat@pec.finnat.it, and must be accompanied by documentary evidence by the intermediary of the related entitlement of the Shareholders making the proposal. Any parties making such a request must provide to the Board of Directors a report on the supplementary business proposed for transaction, or the reasons relating to the new draft resolutions regarding the business already set out in the agenda, within the same deadline mentioned above and according to the same procedures. It is also noted moreover that no such supplementary business may be proposed in respect of matters on which the Meeting is to resolve, pursuant to law, following a proposal by the directors or on the basis of a project or a report drawn up by them (other than those referred to in article 125-ter(1) of the TUF). Any supplementary business to be transacted, or new draft resolutions regarding the business already set out in the agenda, must be notified in accordance with the same procedures required for the publication of a notice calling a General Meeting, at least fifteen days before the date scheduled for the Meeting. The report drawn up by the parties making the request shall be made available to the public at the same time as publication of the notice of supplementary business, or of the presentation, accompanied by any evaluations by the Bank's management, according to the same procedure laid down for the documentation relating to the Meeting.

The persons entitled to vote at the Meeting may individually present draft resolutions at the General Meeting.

Integration of the Board of Directors

Having regard to item 2 on the agenda of the Meeting, the attendees are reminded that, since it involves the simple integration of the Board of Directors, pursuant to article 2386 of the Italian Civil Code and article 12bis of the Bank's articles of association, the General Meeting shall decide with the majority and the Board membership and quorum requirements established by law, without the application of the statutory provisions and the provisions of the articles of association relating to the list voting system.

Documentation relating to the General Meeting and disclosures to the shareholders

The documentation relating to the business transacted at the Meeting shall be made available to the public, within the deadlines and according to the procedures specified in the applicable legislation, at the Bank's Registered Office, at the authorised storage mechanism called "NIS Storage" (at www.emarketstorage.com) and on the Bank's website at www.bancafinnat.it (in the Investor Relations/Agenda and Documents section).

Shareholders are entitled to obtain a copy thereof, at their own expense. In particular, the following documents will be made available:

- i. the Directors' Report on items 1, 2 and 3 of the agenda, at least 30 days prior to the Meeting;
- ii. the Directors' Report on item 4 of the agenda, the Remuneration Report, made pursuant to article 123ter of the TUF (item 5 on the agenda), and the financial report, the other documents pursuant to article 154-ter of the TUF, the documents referred to in article 77(2-bis) of the Consob Regulation 11971/99 and the report on the management and shareholder structure, made pursuant to article 123-bis of the TUF (item 1 on the agenda) at least 21 days prior to the Meeting.

Information concerning the capital

The capital of Banca Finnat Euramerica S.p.A. amounts to € 72,576,000.00 (seventy-two million five hundred and seventy-six thousand point 00), divided into 362,880,000 (three hundred and sixty-two million eight hundred and eighty thousand) ordinary shares with a value of € 0.20 (zero point 20) each, each of which entitles its holder to one vote. No shares or other stocks with restrictions on voting rights have been issued. As at 24 March 2016, the Bank holds n.29.166.896 treasury shares for which voting rights have been suspended.

The subsidiaries hold no shares of the Bank.

The Bank's Articles of Association are available at the website www.bancafinnat.it (in the section Investor Relations/Corporate Governance).

Rome, 29 March 2016

The Chair of the Board of Directors

(dr. Giampietro Nattino)

Fine Comunicato n.0259-20

Numero di Pagine: 7