



SPAFID CONNECT

Informazione Regolamentata n. 1967-20-2018	Data/Ora Ricezione 19 Aprile 2018 15:14:12	MTA
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Societa' : doBank SpA
Identificativo : 102434
Informazione
Regolamentata
Nome utilizzatore : DOBANKN02 - Paolo Romani
Tipologia : REGEM
Data/Ora Ricezione : 19 Aprile 2018 15:14:12
Data/Ora Inizio : 19 Aprile 2018 15:14:13
Diffusione presunta
Oggetto : Shareholders' Meeting

Testo del comunicato

Vedi allegato.

Press release

The Shareholders' Meeting

Verona, 19 April 2018 - The Shareholders' Meeting of doBank S.p.A. ("doBank") met today in ordinary session, in single call, and approved all the items on the agenda:

Financial statements for the year 2017

With the 99,62% of the favorable votes of those present, the Shareholders' Meeting approved **the Financial Statements of doBank S.p.A. at December 31, 2017**, which closed with a Net Result of Euro 33.9 million.

During the meeting the consolidated financial statements of the Group at 31 December 2017 were also presented, which closed with consolidated revenues of € 194.9 million, an increase of 3% compared to € 188.4 million in 2016, and a group net result of Euro 45.0 million, an increase of 11% compared to Euro 40.4 million in the financial year 2016.

The Shareholders' Meeting then approved the distribution of dividends for the financial year 2017 for Euro 31,496,000, equal to Euro 0.394, gross of taxes, for each ordinary share, (i.e. for each of the shares that will result in circulation on the ex-dividend date, therefore excluding the treasury shares held at that date) corresponding to 70% of consolidated profit (70% payout).

The dividend will be paid on 23 May 2018 (with coupon no. 1 on 21 May and record date on 22 May).

Appointment of corporate members and determination of fee.

The Shareholders' Meeting established the number of members of the Board of Directors at 9 and established the total annual gross fee at a total of € 850,000.00.

The Shareholders' Meeting confirmed the option, for the Board of Directors, pursuant to art. 2389, paragraph 3, of the Civil Code.

The Shareholders' Meeting, with the list voting system governed by art. 13 of the bylaws, has therefore appointed directors of the Company, who will remain in office until the approval of the financial statements for the year ended December 31, 2020, Giovanni Castellaneta, Andrea Mangoni, Nunzio Guglielmino, Giovanni Lo Storto, Emanuela Da Rin, Paola Bruno, Francesco Colasanti, Giuseppe Ranieri, taken from the list that obtained the majority [74,91%] of the present

doBank S.p.A.

Piazzetta Monte, 1 – 37121 Verona (VR)
T: 800 44 33 94 – F: +39 045 8944 831
Mail: info@dobank.com
dobank.pec@actaliscertymail.it
Sito web: www.dobank.com

doBank S.p.A. – Sede Legale in Verona, Piazzetta Monte n. 1
Banca iscritta all'Albo delle Banche e Capogruppo del Gruppo Bancario doBank S.p.A. – Albo dei Gruppi Bancari cod. 10639, cod. ABI 10639 – Iscrizione al Registro Imprese CCIAA di Verona CCIAA/NREA: VR/19260 – Codice Fiscale n° 00390840239 e Partita IVA n° 02659940239 – Capitale Sociale € 41.280.000 interamente versato – Aderente al Fondo Interbancario di Tutela dei Depositi.

Bari: Via Abate Giacinto Gimma, 93 - Bologna: Galleria Ugo Bassi 1 - Brescia: Via Sorbanella, 26 - Catania: Corso Italia, 104 - Firenze: Via Spartaco Lavagnini, 44/C - Lecce: Via Giacomo Leopardi, 132 - Messina: Via XXVII Luglio, 62 - Milano: Viale Brenta 18/B - Napoli: Piazza Municipio, 4 - Palermo: Via Ruggero Settimo, 42 - Perugia: Via Francesco Baracca, 5 - Roma: Lungotevere Flaminio, 18; Via Mario Carucci, 131 - Torino: Via Nizza, 150 - Verona: Via Giuseppe Garibaldi, 2

Shareholders' votes (presented by the Shareholder AVIO S.à rl), and Giovanni Battista Dagnino, taken from the list voted by the minority [25,09% of the presents] of the Shareholders (presented from the Trevisan Law Firm on behalf of a group of institutional investors).

At the time of application, they declared that they possess the independence requirement provided for by art. 148 3°com., of Legislative Decree 58/1998 (TUF) and of the “*Codice di Autodisciplina*”, (Corporate Governance Code) for listed companies, Messrs. Nunzio Guglielmino, Giovanni Lo Storto and Giovanni Battista Dagnino, while Giovanni Castellaneta has declared to be independent pursuant to TUF .

The Shareholders' Meeting, with the list voting system governed by art. 23 of the By-laws, has also appointed Statutory Auditors of the Company for the years 2018-2020 and who will remain in office until the approval of the Financial Statements for the year ended December 31, 2020, Chiara Molon (Chairman), taken from the list voted for by the minority [25,09% of the presents] of the shareholders (presented by the law firm Trevisan on behalf of a group of institutional investors), Francesco Mariano Bonifacio and Nicola Lorito taken from the list that obtained the majority [74,91% of the presents] of shareholders' votes (presented by the shareholder AVIO S.à rl) , with a total annual fee of € 115,000.00, of which € 45,000.00 to the Chairman and € 35,000.00 for each Statutory Auditor. Alternate auditors were also elected, Sara Peron from the list voted by the minority [25,09% of the presents] of shareholders (presented by the Trevisan Law Firm on behalf of a group of institutional investors), and Roberta Senni, from the list that obtained the majority [74,91% of the presents] of Shareholders' votes (presented by the Shareholder AVIO S.à rl). All statutory auditors have declared that they possess the independence requirement provided for by art. 148,3 com., of Legislative Decree 58/1998.

The *curricula vitae* of the members of the Board of Directors and of the Board of Statutory Auditors will be available on the Company's website www.dobank.com in the Governance section.

Annual Report on Remuneration, Share-Based Incentive Plan and Severance Pay Policy.

The Shareholders' Meeting approved the Annual Report on Remuneration and incentive policies (2018 policy and 2017 implementation), drafted in compliance with the provisions of the Supervisory Provisions for Banks and which highlights the main characteristics and results of the implementation of the remuneration policy and Group incentive plans for the members of the bodies with strategic supervision, management and control functions and the other Group personnel.

The Shareholders' Meeting subsequently approved the 2018 Incentive Plan based on Shares, which provides for the possibility to assign, to the Group's key resources, to other selected managerial resources and / or pertaining to the asset managers, i.e the personnel performing the recovery activities, incentives, cash and / or free ordinary shares, to be paid over a multi-year period, subject to the achievement of specific performance targets.

At last, the Shareholders' Meeting approved the Severance Pay Policy prepared in compliance with the regulatory provisions contained in Title IV, Chapter 2, "Remuneration and incentive policies and practices" of Bank of Italy Circular 285 , which provide that the Shareholders' Meeting approve, among other things, the criteria for determining the remuneration to be paid in case of early termination of the employment relationship or early termination of office, including the limits set in terms of number of years of the fixed remuneration and the maximum amount resulting from their application.

The Remuneration and Incentive Policy, Share-Based Incentive Plan and Severance Pay Policy will be available on the Company's website www.dobank.com in the Governance section.

The minutes of the Shareholders' Meeting of doBank S.p.A. it will be made available to the public in the manner and within the time limits established by current legislation.

Statement by the financial reporting officer.

Mr Mauro Goatin, in his quality of *Dirigente Preposto* of the company, declares - pursuant to paragraph 2, article 154-bis of Legislative Decree no. 58/1998 ("*Testo Unico della Finanza*") - that the accounting information contained in this press release corresponds to the document results, books and accounting entries.

doBank S.p.A.

doBank, listed on the Electronic Stock Market (Mercato Telematico Azionario) organised and operated by Borsa Italiana S.p.A. since July 2017, is the leading player in Italy in the business of managing loans, primarily non-performing. With more than 17 years of experience in the sector and asset under management of Euro 77 billion as of December 31, 2017, the Group is a historical partner to primary Italian and international financial institutions and investors.

With an outstanding operating model the Group manages all stages in the life-cycle of the loans and has received top Servicing Ratings at European level.

In 2017, doBank had gross revenues of about Euro 213 million with an EBITDA margin of 33% and a high level of cash generation.

Contacts

Image Building

doBank S.p.A.

Simona Raffaelli – Vanessa Corallino

dobank@imagebuilding.it

Investor Relations

doBank S.p.A.

Manuela Franchi – Fabio Ruffini

06 47979154

Fine Comunicato n.1967-20

Numero di Pagine: 6