

## **DOBANK S.P.A.**

REGISTERED OFFICE IN VERONA, PIAZZETTA MONTE NO. 1

SHARE CAPITAL EURO 41,280,000.00 FULLY PAID IN

REGISTER NUMBER IN REGISTER OF VERONA AND TAX CODE: 00390840239

VAT: 02659940239

REGISTERED UNDER NO. 10639 OF THE BANK REGISTER IN ACCORDANCE WITH ART. NO. 13 OF D.LGS. NO. 85/1993

PARENT COMPANY OF "GRUPPO BANCARIO DOBANK"

MEMBER OF THE INTERBANK DEPOSIT GUARANTEE FUND

### **CALL NOTICE FOR THE ORDINARY SHAREHOLDERS' MEETING 17 April 2019**

Those entitled to attend and exercise the right to vote are called to the Ordinary Shareholders' Meeting on 17 April 2019, in a single call, at 10.00 am, in Rome, at the doBank offices located at Lungotevere Flaminio 18, to discuss and resolve on the following

#### **AGENDA**

##### **1. Financial statements and consolidated financial statements at December 31, 2018**

- 1.1 Approval of the financial statements for the year ended December 31, 2018; Presentation of the Consolidated Financial Statements at December 31, 2018; Reports of the Board of Directors, the Board of Statutory Auditors and the independent auditors;
- 1.2 Allocation of the profit for the year and distribution of the dividend. Related and consequent resolutions.

##### **2. Remuneration policies:**

- 2.1 Annual Report on remuneration and incentive policies;
  - a) Sec. I - 2019 policy;
  - b) Sec. II - 2018 implementation;
- 2.2 2019 Incentive Plan based on financial instruments (with the Consob Information Document for the 2019 share plan attached);
- 2.3 Severance Pay Policy

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#### **INFORMATION ON THE SHARE CAPITAL ON THE DATE OF THE NOTICE OF CALL**

The share capital subscribed and paid in is equal to Euro 41,280,000.00 divided in No. 80,000,000 ordinary shares, without nominal value.

On this notice date, the Company held 1,554,353 of its shares.

Each ordinary share gives the right to one vote.

#### **RIGHT TO PARTICIPATE TO THE MEETING**

Under Art. No. 83-sexies of Legislative Decree No. 58/98 and Art. No. 8 of the Articles of Association, the legitimate entitlement to attend the Meeting is subject to the Company's receiving the communication issued by an authorized intermediary in accordance with currently applicable legal regulations certifying ownership of the Shares based on the accounting records at the end of the accounting day of the seventh trading day before the date for the Meeting on single call (**8 April 2019 – record date**). Those who will be holders of shares after that date will not have the right to participate and vote in the Shareholders' Meeting.

The communication of the intermediary must reach the Company by the end of the third trading day before the date of the Meeting and, therefore, on **12 April 2019**. The legitimacy to participate and vote remains valid if the communications are received by the Company beyond the aforementioned deadline, before the beginning of the Meeting.

#### **PROXIES AT MEETINGS**

Under Art. No. 9 of the Articles of Association, those entitled to participate at the Meeting may be represented by third part, also not Shareholders, in accordance with currently regulation, also by proxy granted with a document signed in electronic form pursuant to art. No. 21, paragraph 2, of Legislative Decree 7 March 2005, no. 82. The proxy form available at the registered office and on the Company's website [www.dobank.com](http://www.dobank.com) in the Governance – Shareholders' Meeting Section (<https://www.dobank.com/en/governance/shareholders-meeting>) may be used.

The voting proxies may be notified to the Company, accompanied by a copy of the identity document of the delegating person, by sending a registered letter to the Company's registered office, Piazzetta Monte 1, 37121 Verona (to the Corporate Affairs Office), or by certified e-mail to [dobank.pec@actaliscertymail.it](mailto:dobank.pec@actaliscertymail.it).

Any prior notification does not exempt the delegate, during the accreditation for access to the shareholders' meeting, from the obligation to certify under his own responsibility the conformity of the notified proxy to the original and the identity of the delegator.

The representative must keep the original of the proxy and keep track of any voting instructions received for one year from the end of the meeting.

#### **PROXY TO THE DESIGNATED PERSON**

In accordance with the provisions of the Articles of the Association, the Company has not designated representatives to whom the legitimate parties may confer a proxy with voting instructions pursuant to art. 135-undecies of Legislative Decree no. 58/98 ("TUF").

#### **ADDING ITEMS TO THE AGENDA AND SUBMITTING NEW RESOLUTION PROPOSALS**

Under Art. No. 126-bis of Legislative Decree No. 58/98, Shareholders who, jointly or separately, represent at least one fortieth of the share capital may request, within ten days of publishing this notice, by **25 March 2019**, to add items to the agenda. They must specify the additional items proposed in the request or submit resolution proposals for items already included in the agenda.

Shareholders for whom the Company has received an ad hoc communication by an intermediary authorized by applicable legal regulations are entitled to request that further items be added to the agenda or to present new resolution proposals.

The requests for integration and the other proposed resolutions must be submitted in writing and received by the Company - by **25 March 2019** - by registered letter at the Company's registered office, Piazzetta Monte 1, 37121 Verona (for the attention of Corporate Affairs Office, or by legal e-mail [dobank.pec@actaliscertymail.it](mailto:dobank.pec@actaliscertymail.it) (indicating a sender's telephone, fax or e-mail address).

Within the aforementioned ten-day term, must present, by the proposing Shareholders, a report stating the reasons for the proposed resolutions on the new subjects they are proposing to discuss or the reasons for the further proposed resolutions presented on items already in the agenda.

The integration of the agenda is not allowed for the matters on which the Shareholders' Meeting resolves, according to the law, on the proposal of the Directors or on the basis of a project or a report prepared by them.

Any additions to the agenda or the presentation of further resolution proposals will be announced by the Company, with the same procedures for publishing this notice, at least fifteen days before the date of the Shareholders' Meeting.

#### **RIGHT TO PROPOSE QUESTIONS BEFORE THE MEETING**

Under Art. No. 127-ter of Legislative Decree No. 58/98, those who have the right to vote in the Shareholders' Meeting and in favour of whom the Company has received a communication from an authorised intermediary under legislation, may ask questions on the agenda items.

The questions must be sent to the Company in writing, by registered mail, at the Registered Office of the Company, Piazzetta Monte 1, 37121 Verona, (to the attention of the Corporate Affairs Office), or by legal e-mail to the address [dobank.pec@actaliscertymail.it](mailto:dobank.pec@actaliscertymail.it). The questions must be received by the Company by **14 April 2019**.

The Company reserves the right to provide a single reply to questions concerning the same issue. All questions received before the Meeting will be answered at the latest during the Meeting.

Under Art. 127-ter of Legislative Decree No. 58/98, no reply is due to the questions asked before the Meeting, when the information requested is already available in "question and answer" format in a special section of the Company's website or when the answer is published on the same website.

Any answers provided in paper format to those entitled to vote at the start of the Meeting will be treated as if provided during the Meeting.

#### **DOCUMENTATION AND INFORMATION FOR THE SHAREHOLDERS**

The Shareholders' Meeting documentation, including the Board of Directors' explanatory reports required by regulations on the agenda items and resolution proposals, will be made public within the terms and in the manner provided for by legislation, with the right to obtain a copy for Shareholders and those entitled to vote.

This documentation will be available at the Company's registered office, Piazzetta Monte 1, 37121 Verona, on the Company's website at [www.dobank.com](http://www.dobank.com), Governance – Shareholders' Meeting Section - <https://www.dobank.com/en/governance/shareholders-meeting> and on "eMarket Storage", managed by Spafid Connect SpA and available on the website [www.emarketstorage.com](http://www.emarketstorage.com).

Those entitled to participate in the Shareholders' Meeting are invited to appear in advance to facilitate registration, which will start at 8:30 am

This notice is published today on the Company's website ([www.dobank.com](http://www.dobank.com), Governance – Shareholders' Meeting - Section <https://www.dobank.com/en/governance/shareholders-meeting>) and on "eMarket Storage", managed by Spafid Connect S.p.A. available on the site [www.emarketstorage.com](http://www.emarketstorage.com) and as an extract, in the newspaper MF/ Milano Finanza on 15 March 2019.

For any further information about the Shareholders' Meeting and the procedures for exercising rights, please contact the following telephone number: +39 0458764367 (on weekdays during office hours).

Rome, 15 March 2019

On behalf of the Board of Directors  
The Chairman  
(Giovanni Castellaneta)