



# SPAFID CONNECT

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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

Tax Identification No.: 00168220069

VAT registration: 00856091004

R.E.A. (Rome) No. 444286

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**NOTICE OF ORDINARY GENERAL MEETING**

The Shareholders of Banca Finnat Euramerica S.p.A. (the “**Company**”) are hereby invited to attend the Ordinary General Meeting to be held at the Bank’s registered office in Rome – Palazzo Altieri – Piazza del Gesù 49 – on 24 April 2019, at 10 am, at single call, to transact the business set out in the following:

**AGENDA**

- 1) Approval of the financial statements at 31 December 2018, 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. Presentation of the consolidated financial statements at 31 December 2018. Related and ensuing resolutions;
- 2) Approval of the Regulation of the General Meeting. Related and ensuing resolutions;
- 3) Remuneration Report pursuant to article 123-ter of Legislative Decree 58/98 and disclosure of the remuneration policies regarding the Directors, Employees and freelance Collaborators. Related 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 11 April 2019.

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. 17 April 2019. 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 paper-

less shares pursuant to the Joint Consob / Bank of Italy Measure of 13 August 2018, and request that the notice referred to above be made.

### **Voting by proxy**

Any person entitled to vote at a General Meeting may appoint a proxy, in accordance with the law, by means of an instrument in writing or by means of a digital document signed electronically.

Shareholders may use the “Proxy Form” available at the Registered Office and on the Bank’s website [www.bancafinnat.it](http://www.bancafinnat.it) (in the section *Investor Relations/Corporate Governance/General Meetings/Attendance and Voting*). 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](mailto:banca.finnat@pec.finnat.it), or online in the specific website section (*Investor Relations/Corporate Governance/General Meetings/Attendance and Voting*). Together with the proxy form the eligible party must also send a copy of a valid ID and, if a legal person, proof of its powers of representation (a copy of a certificate issued by a chamber of commerce, a power of attorney or other such instrument). 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/she must certify, under his/her 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, Mr. Rocco Santarelli, Lawyer, as the representative designated by the Bank pursuant to article 135-undecies of Italian Legislative Decree 58/98 (known as the Consolidated Law on Finance and abbreviated as “TUF”), who may then request Mr. Federico Raffaele 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/Corporate Governance/General Meetings/Attendance and Voting*). The signed form must be delivered to the designated representative – together with a copy of a valid ID and, if a legal person, proof of its powers of representation (a copy of a certificate issued by a chamber of commerce, a power of attorney or other such instrument) – by registered letter with proof of receipt to Mr. Rocco Santarelli at the Carbonetti Law Firm based at Via San Valentino 21, 00197 Rome, or by e-mail to [rsantarelli@studiocarbonetti.it](mailto:rsantarelli@studiocarbonetti.it) before the end of the second day of market trading preceding the date scheduled for the Meeting (i.e. 18 April 2019). If a copy of the proxy is consigned or transmitted to the designated representative, it must be accompanied by a declaration certifying, under his/her 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. 18 April 2019). 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](mailto: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 at General Meetings 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.

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 22 March 2019), 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](mailto: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.

### **Documentation relating to the General Meeting and disclosures to the shareholders**

The documentation relating to the business transacted at the Meeting – including the report by the Board of Directors and the proposed resolutions, as well as the annual financial report, the report by the Board of Statutory Auditors and the independent auditor's report – 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 emarket dissemination system called SDIR and the emarket storage mechanism called "STORAGE" (available at [www.emarketstorage.com](http://www.emarketstorage.com)) and on the Bank's website at [www.bancafinnat.it](http://www.bancafinnat.it) (in the *Investor Relations/Corporate Governance/General Meetings/General Meeting Documents 24 April 2019* section).

Shareholders are entitled to obtain a copy thereof, at their own expense

### **Information on the share 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 22 March 2019, the Bank holds 28,810,640 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](http://www.bancafinnat.it) (in the *Investor Relations/Corporate Governance* section).

Roma, 22 March 2019

The Chairperson of the Board of Directors  
(*Ms. Flavia Mazzarella*)

Fine Comunicato n.0259-8

Numero di Pagine: 6