

**Banca IFIS S.p.A.**  
**Annual General Shareholders' Meeting**  
**19 April 2019**

**Point 1 on the agenda**

*Approval of the Individual financial statements for the year ended 31 December 2018; Communication of the Group consolidated financial statements at 31 December 2018; Allocation of the profit for the year; Inherent and consequent resolutions*

	No. of shares	% of shares represented in the AGM	% of Share Capital
Shares represented in AGM	40.581.636	100%	75,415%
Shares for which vote was cast	39.852.956	98,204%	74,061%
For	39.841.421	98,176%	74,039%
Against	2	0,000%	0,000%
Abstained	11.533	0,028%	0,021%
Non-votes	728.680	1,796%	1,354%
<b>TOTAL</b>	<b>40.581.636</b>	<b>100%</b>	<b>75,415%</b>

**Point 2 on the agenda**

*Remuneration policies for corporate officers, employees and associates of the Banca IFIS Banking Group: Report on remuneration*

	No. of shares	% of shares represented in the AGM	% of Share Capital
Shares represented in AGM	40.581.636	100%	75,415%
Shares for which vote was cast	39.835.043	98,160%	74,028%
For	34.648.521	85,380%	64,389%
Against	5.181.834	12,769%	9,630%
Abstained	4.688	0,012%	0,009%
Non-votes	746.593	1,840%	1,387%
<b>TOTAL</b>	<b>40.581.636</b>	<b>100%</b>	<b>75,415%</b>

**Point 3.1 on the agenda**

*Appointment of the Board of Directors: Determination of the number of members*

	No. of shares	% of shares represented in the AGM	% of Share Capital
Shares represented in AGM	40.581.636	100%	75,415%
Shares for which vote was cast	38.901.072	95,859%	72,292%
For	35.718.377	88,016%	66,377%
Against	3.140.631	7,739%	5,836%
Abstained	42.064	0,104%	0,078%
Non-votes	1.680.564	4,141%	3,123%
<b>TOTAL</b>	<b>40.581.636</b>	<b>100%</b>	<b>75,415%</b>

**Point 3.2 on the agenda**

*Appointment of the Board of Directors: Determination of the term of office*

	No. of shares	% of shares represented in the AGM	% of Share Capital
Shares represented in AGM	40.581.636	100%	75,415%
Shares for which vote was cast	39.380.522	97,040%	73,183%
For	38.085.538	93,849%	70,776%
Against	1.254.720	3,092%	2,332%
Abstained	40.264	0,099%	0,075%
Non-votes	1.201.114	2,960%	2,232%
<b>TOTAL</b>	<b>40.581.636</b>	<b>100%</b>	<b>75,415%</b>

**Point 3.3 on the agenda***Appointment of the Board of Directors*

	No. of shares	% of shares represented in the AGM	% of Share Capital
Shares represented in AGM	40.581.636	100%	75,415%
Shares for which vote was cast	40.581.636	100,000%	75,415%
List 1	28.226.036	69,554%	52,454%
List 2	4.395.990	10,832%	8,169%
List 3	6.594.641	16,250%	12,255%
List 4	1.292.089	3,184%	2,401%
Against	30.016	0,074%	0,056%
Abstained	42.864	0,106%	0,080%
Non-votes	0	0,000%	0,000%
<b>TOTAL</b>	<b>40.581.636</b>	<b>100%</b>	<b>75,415%</b>

**Point 3.4 on the agenda***Appointment of the Board of Directors: Determination of fees*

	No. of shares	% of shares represented in the AGM	% of Share Capital
Shares represented in AGM	40.581.636	100%	75,415%
Shares for which vote was cast	39.205.043	96,608%	72,857%
For	37.653.274	92,784%	69,973%
Against	1.432.955	3,531%	2,663%
Abstained	118.814	0,293%	0,221%
Non-votes	1.376.593	3,392%	2,558%
<b>TOTAL</b>	<b>40.581.636</b>	<b>100%</b>	<b>75,415%</b>

**Point 4.1 on the agenda***Appointment of the Board of Statutory Auditors for the 2019-2021 three-year period*

	No. of shares	% of shares represented in the AGM	% of Share Capital
Shares represented in AGM	40.581.636	100%	75,415%
Shares for which vote was cast	40.581.636	100,000%	75,415%
List 1	27.204.704	67,037%	50,556%
List 2	9.165.046	22,584%	17,032%
List 3	2.314.046	5,702%	4,300%
Against	30.016	0,074%	0,056%
Abstained	1.867.824	4,603%	3,471%
Non-votes	0	0,000%	0,000%
<b>TOTAL</b>	<b>40.581.636</b>	<b>100%</b>	<b>75,415%</b>

**Point 4.2 on the agenda***Appointment of the Board of Statutory Auditors for the 2019-2021 three-year period: determination of fees*

	No. of shares	% of shares represented in the AGM	% of Share Capital
Shares represented in AGM	40.581.636	100%	75,415%
Shares for which vote was cast	39.205.039	96,608%	72,857%
For	38.758.513	95,508%	72,027%
Against	334.717	0,825%	0,622%
Abstained	111.809	0,276%	0,208%
Non-votes	1.376.597	3,392%	2,558%
<b>TOTAL</b>	<b>40.581.636</b>	<b>100%</b>	<b>75,415%</b>

**Point 5 on the agenda***Mandate for statutory auditing: Integration of the consideration due*

	<b>No. of shares</b>	<b>% of shares represented in the AGM</b>	<b>% of Share Capital</b>
Shares represented in AGM	40.581.636	100%	75,415%
Shares for which vote was cast	39.835.043	98,160%	74,028%
For	39.797.979	98,069%	73,959%
Against	9.740	0,024%	0,018%
Abstained	27.324	0,067%	0,051%
Non-votes	746.593	1,840%	1,387%
<b>TOTAL</b>	<b>40.581.636</b>	<b>100%</b>	<b>75,415%</b>