



# SPAFID CONNECT

Informazione Regolamentata n. 0259-26-2019	Data/Ora Ricezione 28 Giugno 2019 16:12:47	MTA - Star
--	--	------------

Societa' : BANCA FINNAT EURAMERICA

Identificativo : 120218

Informazione  
Regolamentata

Nome utilizzatore : FINNATN06 - Ascani

Tipologia : REGEM

Data/Ora Ricezione : 28 Giugno 2019 16:12:47

Data/Ora Inizio : 29 Giugno 2019 06:00:20

Diffusione presunta

Oggetto : NOTICE OF CALL OF GENERAL  
SHAREHOLDERS' MEETING

*Testo del comunicato*

Vedi allegato.

## **BANCA FINNAT EURAMERICA S.p.A.**

Registered Office: Rome – Palazzo Altieri - Piazza del Gesù, 49

Share Capital: Euro 72,576,000.00

Tax Identification No. 00168220069

VAT Registration No. 00856091004

Rome R.E.A. No. 444286

\* \* \* \*

### **NOTICE OF CALL OF GENERAL SHAREHOLDERS' MEETING**

Notice is hereby given to the Shareholders of Banca Finnat Euramerica S.p.A. (the “Company”), that the General Shareholders’ Meeting will be held at the Bank’s Registered Office in Rome (Palazzo Altieri - Piazza del Gesù, 49) on 1 August 2019 at 9:30 am in single call to discuss and resolve on the following:

#### **AGENDA**

- 1) Granting of statutory accounts auditing assignment for the nine-year period 2020-2028 and determination of the fee. Inherent and consequent resolutions;
- 2) Amendments of Articles 4.4 – 7.1 – 7.5 of the Shareholders' Meeting Regulation. Inherent and consequent resolutions;
- 3) Re-determining the fees of the Directors. Inherent and consequent resolutions.

\* \* \* \*

#### **Participation in Shareholders’ Meetings**

In accordance with Article 8 of the articles of association, all those able to prove their legitimate presence in accordance with the methods established by current legislation may attend the Shareholders' Meeting. The right to attend and exercise voting rights is certified by a communication to the Company, made through a qualified intermediary in the favour of the party with voting rights, on the basis of the evidence relating to the terms of the accounting date of the seventh trading day prior to the date established for the Shareholders' Meeting (record date) coinciding with 23 July 2019.

Credit or debit registrations made in the accounts after that date are not significant for the purposes of the legitimacy to exercise the voting right in the Shareholders' Meeting and, therefore, more specifically, those who hold ordinary shares only after the *record date* shall not have the right to attend at or vote in the Shareholders' Meeting. The notice by the intermediary must reach the Company no later than on the third trading day prior to the date established for the Shareholders' Meeting, namely by 29 July 2019. This is without prejudice to the legitimate right to attend the Shareholders' Meeting and vote should notices reach the Company beyond said terms, provided it is prior to the start of the meeting. Shareholders' holding shares that may not yet have dematerialised, must first deliver them to a qualified intermediary for input into the centralised management system by virtue of dematerialisation, in accordance with the Consob/Bank of Italy Joint Provision of 13 August 2018, and request the transmission of the aforesaid notice.

## **Voting by proxy**

Those who hold the voting right may be represented in the Shareholders' Meeting, in accordance with the law, by proxy granted in writing or with an electronic document signed electronically.

The Shareholders may use the "Proxy Form" available at the Registered Office and on the Company's internet website [www.bancafinnat.it](http://www.bancafinnat.it) (*Investor Relations/Corporate Governance/Ordinary Shareholders' Meeting/Attendance and Voting* section). The proxy can be sent to the Company by registered mail with advice of receipt to the following address: Banca Finnat Euramerica S.p.A., Piazza del Gesù 49, 00186 Rome, or by electronic notification to the certified email address [banca.finnat@pec.finnat.it](mailto:banca.finnat@pec.finnat.it), or using the specific application available on the internet website (*Investor Relations/Corporate Governance/Ordinary Shareholders' Meeting/Attendance and Voting* section). Together with the proxy form, the legitimated person shall send a copy of a valid identity document and, if a legal person, also evidence of his/her powers of representation (copy of company search, power of attorney or other suitable deed). In such cases, the proxy and the respective documentation must reach the Company no later than the time at which meeting works begin. Should the representative deliver or send the Company a copy of the proxy, it must specify, at its own liability, that it complies with the original proxy and the identity of the delegating party.

In compliance with applicable regulations, shareholders may confer powers of attorney, at no cost, to Rocco Santarelli, as the representative appointed by the company in accordance with Article 135-undecies of Italian Legislative Decree no. 58/98 (the Italian Consolidated Financial Law, "TUF"), who may be replaced in case of unavailability or absence, by Federico Raffaele. The proxy must be granted by signing a specific form found in the aforementioned section (*Investor Relations/Corporate Governance/Ordinary Shareholders' Meeting/Attendance and Voting*) of the Company's internet website. The signed form must be delivered to the designated representative - together with a copy of a valid identity document and, if a legal person, also evidence of his/her powers of representation (copy of company search, power of attorney or other suitable deed) – by registered mail with advice of receipt to Rocco Santarelli at Studio Legale Carbonetti e Associati in Via San Valentino 21, 00197 Rome or by email to the address [rsantarelli@studiocarbonetti.it](mailto:rsantarelli@studiocarbonetti.it) by the second trading day prior to the date established for the Shareholders' Meeting (deadline coinciding with 30 July 2019). If the designated representative is delivered or sent a copy of the proxy, it must be accompanied by a declaration certifying under his own liability the conformity with the original.

The proxy has no effect for any proposal in relation to which no voting instructions have been given. The proxy and the voting instructions may be revoked until the second trading day prior to the date established for the Shareholders' Meeting (deadline coinciding with 30 July 2019). The communication made to the Company by the intermediary certifying the legitimate intervention in the Shareholders' Meeting is also necessary where the conferral of the proxy is to the representative appointed by the Company. Failure to send such communication shall result in the proxy being considered as without effect.

No correspondence voting or electronic voting procedures are established.

## **Right to Ask Questions**

Those who have the right to vote may ask questions about the items on the agenda by e-mailing said queries to the email address [ufficiolegale@finnat.it](mailto:ufficiolegale@finnat.it), or by sending them by registered mail with advice of receipt to Banca Finnat Euramerica S.p.A. – Ufficio Legale – Piazza del Gesù 49, 00186 Rome, attaching the documents proving the legitimate right to vote. The legitimate right to exercise

this right can alternatively be proven by a communication certifying the legitimate right to attend the Shareholders' Meeting and exercise voting rights made by a qualified intermediary in accordance with article 83-*sexies*, paragraph 1 of the Italian Consolidated Financial Law or the display of certificates issued by intermediaries and stating the corporate right that can be exercised in accordance with Article 83-*quinquies*, paragraph 3 of the Italian Consolidated Financial Law.. In accordance with Art. 127-*ter*, paragraph 1-*bis* of the Italian Consolidated Financial Law, questions must be received by the third day prior to the date fixed for the Shareholders' Meeting (deadline coinciding with 29 July 2019).

Answers will be given to questions asked prior to the Shareholders' Meeting, at the latest during the meeting. The Company may provide a single response to questions having the same content.

### **Additions to the agenda and submission of new draft resolutions**

In accordance with Art. 126-*bis* of the Italian Consolidated Financial Law, the Shareholders who, even jointly, represent at least one-fortieth of the share capital, may request, within 10 days from the publication of this notice (and therefore by 9 July 2019), an addition to the agenda, indicating in the request the additional items proposed, or submit draft resolutions on items already on the agenda. The request must be submitted in writing sent by registered mail with advice of receipt to the Company's Registered Office in Piazza del Gesù 49 – 00186 Rome, or by certified email to the address [banca.finnat@pec.finnat.it](mailto:banca.finnat@pec.finnat.it) together with the certification of the intermediary certifying the respective legitimacy by the proposing Shareholders. Within the above terms and in the same ways, the proposing Shareholders must also provide the Board of Directors with a report stating the reasons of the draft resolutions on the new items whose discussion is proposed as an addition to the agenda or the reason related to further draft resolutions submitted on items already on the agenda. Furthermore, it is recalled that this addition is not allowed for subjects on which the Shareholders' Meeting resolves, by provision of law, upon proposal of the directors or on the basis of a project or report prepared by them (other than those indicated in Article 125-*ter*, paragraph 1, of the Italian Consolidated Financial Law). Notice shall be given regarding the additions to the agenda or the submission of additional draft resolutions on items already on the agenda in the same forms prescribed for publication of the notice of call, at least fifteen days prior to that fixed for the Shareholders' Meeting. At the same time as the publication of the news of supplement or of submission, the public shall also be provided with information, in the same way as envisaged for the documents relating to the shareholders' meeting, in the form of a report prepared by the applicants, accompanied by any assessment of the administrative body.

Those holding the voting right may submit individually draft resolutions in the Shareholders' Meeting.

### **Shareholders' Meeting Documentation and Information to Shareholders**

The documentation relating to the items on the agenda - including the explanatory reports of the Board of Directors - will be made available to the public, in the terms and by the methods provided by existing regulations, at the Registered Office, on the eMarket SDIR distribution system and the eMarket STORAGE system available at the address [www.emarketstorage.com](http://www.emarketstorage.com), and on the Company's internet website [www.bancafinnat.it](http://www.bancafinnat.it) (*Investor Relations/Corporate Governance/Shareholders' Meeting/Shareholders' Meeting Documentation 1 August 2019* section).

Shareholders are entitled to obtain a copy of the documents at their expense.

**Information on the Share Capital**

The share capital of the Company is 72,576,000.00 euros (seventy-two million, five hundred and seventy-six thousand euros and zero cents), divided up into 362,880,000 (three hundred and sixty-two million, eight hundred and eighty thousand) ordinary shares each of 0.20 euros (twenty cents) and each of which gives the right to one vote. No shares or other securities have been issued with limits to voting rights.

As of 26 June 2019, the Company held 28,810,640 own shares for which voting rights are suspended.

The subsidiaries do not possess any Company shares.

The Articles of Association are available on the Company's internet website [www.bancafinnat.it](http://www.bancafinnat.it) (*Investor Relations/Corporate Governance* section).

Rome, 27 June 2019

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

Fine Comunicato n.0259-26

Numero di Pagine: 6