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Societa' : BANCA FINNAT EURAMERICA

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Informazione
Regolamentata

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Data/Ora Ricezione : 30 Marzo 2020 17:15:54

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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. are hereby invited to attend the Ordinary General Meeting to be held at the Company's registered office in Rome – Palazzo Altieri – Piazza del Gesù 49 – on 29 April 2020, at 10 am, at single call, unless timeously informed otherwise, in connection with the latest developments in the COVID-19 health emergency and any regulatory measures adopted in relation thereto, to transact the business set out in the following:

AGENDA

1. Approval of the financial statements at 31 December 2019, 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 2019. Related and ensuing resolutions;
2. 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.

We must also specify that the date and/or location and/or attendance and/or voting procedures and/or holding of the General Meeting as indicated in this notice shall in any case be consistent with the applicable regulations and/or measures adopted by the competent Authorities, in relation to the COVID-19 health emergency, as well as with the fundamental principles for protecting the health of the shareholders, employees, members and advisors of the Company. Any changes shall be promptly notified by way of the same channels as this notice and/or the same information channels envisaged by the applicable regulations in force from time to time.

Furthermore, to ensure that the Company promptly receives the communications and other documents mentioned in this notice, we hereby invite our Shareholders to prefer the digital communication tools referred to below instead of the postal service, which, considering the emergency under way, could experience delays.

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Attendance of the General Meeting and appointment of a Designated Proxy

Pursuant to article 8 of the articles of association, the General Meeting may be attended - exclusively through a proxy designated by the Company (the "**Designated Proxy**"), according to

the procedure specified below - by whoever 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 Company 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**"), which coincides with 20 April 2020.

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 Company no later than the third day of market trading prior to the date fixed for the general meeting, i.e. 24 April 2020. This shall be without prejudice to entitlement to participate and vote at the Meeting in the event that the notices are received by the Company later than that date, provided that this occurs prior to the start of the Meeting's business and subject to the principle that attendance of and voting at the general meeting shall be possible exclusively through the delegation and/or sub-delegation of powers to the Designated Proxy.

Shareholders holding any shares that are not yet paperless must submit them beforehand to an empowered intermediary, for inclusion in the centralised book entry management system for paperless shares pursuant to the Joint Consob / Bank of Italy Measure of 13 August 2018, and request that the notice referred to above be made.

Pursuant to article 106(4) of Decree Law 18/2020, concerning "measures for improving the national health service and providing economic relief to households, workers and businesses, in relation to the COVID-19 health emergency" (the "**Decree**"), attendance of the general meeting by the entitled Shareholders shall be allowed, without their physical presence in the venue of the Meeting, exclusively through Mr. Rocco Santarelli, as the Designated Proxy - with Mr. Simoni Riccioni standing in for him, if he is incapacitated in any way or unable to attend - in accordance with the following procedure.

Therefore, the Shareholders may use the proxy form pursuant to article 135-undecies of Italian Legislative Decree 58/98 (known as the Consolidated Law on Finance and abbreviated as the "**TUF**"), available at the Company's website www.bancafinnat.it (in the *Investor Relations/Corporate Governance/Ordinary General Meeting/Attendance and Voting* section). The signed proxy form, complete with the voting instructions regarding all or some of the proposals set out in the agenda of the Meeting, shall then be sent to the Designated Proxy – together with the 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 addressed to Mr. Rocco Santarelli c/o Studio Legale Carbonetti e Associati, Via di San Valentino 21, 00197 Rome (Italy), or to the certified email address

rocco.santarelli@gigapec.it or to the email address sriccioni@studiocarbonetti.it, no later than the second day of market trading prior to the date fixed for the General Meeting (i.e. 27 April 2020, which is also the deadline for withdrawing the proxy and voting instructions, by way of the same procedure).

Subject to the requirement that attendance of and voting at the General Meeting shall be exercised through the said Designated Proxy, he may also be delegated and/or sub-delegated powers pursuant to article 135-novies of the TUF, also by waiving the provisions of article 135-undecies, paragraph 4, of the TUF. The said delegation and/or sub-delegation of powers (proxy) shall be made in writing, or by way of an electronically signed digital document pursuant to Legislative Decree 82/2005.

To this end, the Shareholders may use the ad hoc proxy form, pursuant to article 135-novies of the TUF, available at the Company's website www.bancafinnat.it (in the *Investor Relations/Corporate Governance/General Meetings/Attendance and Voting* section). The proxy form, complete with the voting instructions regarding all or some of the proposals set out in the agenda of the Meeting, shall then be sent to the Designated Proxy, according to the above mentioned procedure for the transmission of proxies, pursuant to article 135-undecies of the TUF, or to the Company by registered letter with proof of receipt addressed to: 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. 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 Company 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 Company 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.

The Designated Representative is willing to provide Shareholders with further clarifications at the phone number +39 06 8083138 and at the email address sriccioni@studiocarbonetti.it.

The proxy shall have no validity in respect of any proposals for which no voting instructions have been given.

Likewise, the proxy shall have no validity lacking the communication by the qualified intermediary, attesting the entitlement to attend the General Meeting.

Pursuant to article 106 of the Decree, attendance of the General Meeting (by the directors, statutory auditors, the Designated Proxy, chairperson, secretary and other persons qualified to attend in accordance with the law), and the exercise of any voting rights, may be guaranteed by audio/visual conference call, such as to allow the identification of the participants and, in any case, without the need for the chairperson and the secretary to attend in the same place.

The instructions for attending a General Meeting by conference call shall be notified by the Company to the interested persons.

The Company also reserves the right to further supplement and/or amend the above instructions, on the basis of any intervening needs in relation to the current COVID-19 health emergency and any developments that cannot be foreseen at present.

In any case, no voting by correspondence or electronic means shall be provided.

Right to submit questions

Pursuant to article 127-ter of the TUF, 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, or by registered letter with proof of receipt to Banca Finnat Euramerica S.p.A. – Legal Office – Piazza del Gesù 49, 00186 Rome.

Furthermore, pursuant to article 127-ter, paragraph 1-bis, of the TUF, the questions must be received within the Record Date (i.e. 20 April 2020) and the Company undertakes to make available, within Midday of 27 April 2020 (i.e. two days before the date fixed for the Meeting), the replies to the questions found to be pertinent to the agenda, on its website www.bancafinnat.it (*in the Investor Relations/Corporate Governance/General Meetings/Documents section*).

The Company may provide a single reply to the questions on the same subject.

The entitlement of the party making the request shall be verified by way of a communication by the intermediary, made pursuant to article 43 of the Joint Consob / Bank of Italy Measure of 13 August 2018, or byway of the communication referred to in article 83-quinquies(3) of the TUF by the intermediary, in relation to attendance of the General Meeting.

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 Company's capital may request, within ten days of publication of this notice (i.e. within 9 April 2020), 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 Company's registered office at Piazza del Gesù 49 – 00186 Rome, or by certified email at 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, i.e. within 14 April 2020. The reports drawn up by the parties making the request of a supplement and/or any further draft resolutions submitted, accompanied by any evaluations by the Company's management, shall be made available to the public at the same time, according to the same procedure laid down for the documentation relating to the Meeting.

The persons entitled to vote at the Meeting may individually submit draft resolutions at the General Meeting through the Designated Proxy.

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 Company's Registered Office, at the authorised emarket dissemination system called SDIR and the emarket storage mechanism called "STORAGE" (available at www.emarketstorage.com) and on the Company's website at www.bancafinnat.it (in the *Investor Relations/Corporate Governance/General Meetings/General Meeting Documents 29 April 2020* 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 29 March 2020, the Company holds 28,810,640 treasury shares, for which voting rights have been suspended.

The subsidiaries hold no shares of the Company.

The Company's Articles of Association are available at the website www.bancafinnat.it (in the *Investor Relations/Corporate Governance section*).

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An extract of this notice was published in the daily newspaper "Il Messaggero" on 30 March 2020.

Roma, 30 March 2020

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

Fine Comunicato n.0259-12

Numero di Pagine: 8