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Oggetto : NOTICE OF CALL OF ORDINARY AND
EXTRAORDINARY GENERAL MEETING

Testo del comunicato

Vedi allegato.

BANCA FINNAT EURAMERICA S.p.A.

Headquarters: Roma – Palazzo Altieri - Piazza del Gesù, 49

Share Capital: Euro 72,576,000.00

Tax Code 00168220069

VAT Number 00856091004

Rome Business Register no. 444286

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NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY GENERAL MEETING

The shareholders of Banca Finnat Euramerica S.p.A. are hereby called to a combined Ordinary and Extraordinary General Meeting at the registered office in Rome - Palazzo Altieri - Piazza del Gesù, 49 – on 30 April 2021 at 15:00, barring any updates which will be promptly announced as a consequence of developments arising from the COVID-19 health emergency or any guidance that may be issued in relation to said emergency, to discuss and vote on the following:

AGENDA

Extraordinary section

1. Proposals to modify articles 5, 7, 12, 12-*bis*, 13-*bis*, 15, 16 and 20 of the company bylaws. Elimination of art. 25. Proposal to renumber bylaw articles; related and consequent resolutions.

Ordinary section

1. Separate financial statement closed on 31 December 2020 complete with the relative reports from the Board of Directors, Board of Auditors and the Company entrusted with the legal auditing of accounts. Presentation of the consolidated financial statement at 31 December 2020. Related and consequent resolutions.
 - 1.1. Approval of separate financial statement;
 - 1.2. Resolutions on the destination of the period result.
2. Appointment of the members of the Board of Directors for the financial years ending 31 December 2021, 2022 and 2023; related and consequent resolutions.
 - 2.1. Determination of the number of members of the Board of Directors.
 - 2.2. Appointment of the members of the Board of Directors.
 - 2.3. Determination of the remuneration of the members of the Board of Directors.
3. Appointment of the Honorary Chair and determination of the term of office; related and consequent resolutions.
4. Appointment of the members of the Board of Auditors for the financial years ending 31 December 2021, 2022 and 2023; related and consequent resolutions.
 - 4.1. Appointment of the members of the Board of Auditors and its Chair.
 - 4.2. Determination of the remuneration of the members of the Board of Auditors.
5. Report on the remuneration policy and on the fees paid pursuant to art. 123-*ter* of Leg. Dec. 58/98 and 84-*quater* of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, including information on the remuneration policies for Directors, Employees and Consultants not bound by an employment relationship. Related and consequent resolutions.

- 5.1. Binding resolution on the first section of the report on the remuneration policy, drawn up pursuant to art. 123-*ter*(3) of Leg. Dec. 58/1998.
- 5.2. Non-binding resolution on the second section of the report on fees paid, drawn up pursuant to art. 123-*ter*(4) of Leg. Dec. 58/1998.

INFORMATION ON THE COVID-19 HEALTH EMERGENCY

Pursuant to art. 106(4) of Decree Law no. 18 of 17 March 2020 (the so-called “Italy Decree Law”), converted with amendments by Law no. 27 of 24 April 2020 (as subsequently amended), those with voting rights are permitted to attend exclusively through a Proxy appointed by the Company pursuant to art. 135-*undecies* of Leg. Dec. no. 58/98 (hereafter “TUF”). For further information, see section “Attending the Meeting and appointing a Proxy” later in this notice.

In view of the limitations arising from the aforesaid health emergency, the legitimate persons (Chair, Managing Director, Chair of the Board of Auditors, other members of Corporate Bodies, Secretary, Proxy, Auditing Firm and/or employees and/or consultants authorised by the Chair) may attend the meeting also (or exclusively) through remote means that guarantee such persons can be identified, in accordance with the procedures notified to them individually, in compliance with the applicable guidance for this eventuality. Instructions for attending the meeting through remote means will be sent by the Company to the persons concerned.

The Company reserves the right to supplement and/or amend the information provided in this notice of call in view of the current COVID-19 pandemic and its developments, which cannot at present be foreseen. Any amendments and/or additions to the information contained in this notice of call will be promptly communicated in accordance with the procedures provided for by the legislation in force at the time.

In addition, in order to guarantee timely receipt by the Company of the communications and documents indicated in this notice, Shareholders are invited to prefer the use of the telematic notification tools indicated below in place of postal services which, given the current emergency, may be delayed.

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Attending the Meeting and appointing a Proxy

Pursuant to art. 8 of the company bylaws, attendance at the meeting – exclusively through the proxy appointed by the Company (“**Proxy**”), and with the methods indicated below – is permitted to those who can demonstrate their legitimacy in the manner provided for by current legislation; the legitimacy to attend the Meeting and exercise the right to vote is certified by a communication to the Company made by an authorised intermediary in favour of the party entitled to vote, based on the evidence received up to the end of the accounting day of the seventh trading day prior to the date set for the Meeting (“**Record Date**”), coinciding with 21 April 2021.

Credit or debit entries made to the accounts after such date are not taken into consideration for the purposes of legitimising the exercise of voting rights at the Meeting and, therefore, more precisely, those holding ordinary shares only after the *Record Date* will not have the right to attend or vote at the Meeting. The intermediary's communication must reach the Company by the

end of the third trading day prior to the date set for the Meeting, i.e. by 27 April 2021. The right to attend the Meeting and to vote remains unaffected in the event the communications are received by the Company after the above deadline, provided that they are received before the beginning of the Meeting's proceedings and without prejudice to the principle according to which attending and voting at the Meeting may only take place through delegation and/or sub-delegation to the Proxy. Shareholders holding shares that have not yet been dematerialised must first deliver them to an authorised intermediary for their entry into the centralised management system in dematerialised form, pursuant to the Consob/Banca d'Italia Joint Measure of 13 August 2018, and ask for the aforesaid communication to be sent.

Pursuant to art. 106(4) of Decree Law no. 18 of 17 March 2020 ("Italy Decree Law"), converted with amendments by Law no. 27 of 24 April 2020 (as subsequently amended), attendance at the Meeting by legitimate parties will be permitted, without access to the meeting venue, exclusively through the lawyer Rocco Santarelli, as the Proxy - who may be replaced, if unavailable or absent, by the lawyer Alfredo D'Innella – in the manner indicated below.

To that end, Shareholders may use the proxy form pursuant to art. 135-*undecies* Leg. Dec. 58/98 ("TUF") available on the Company website www.bancafinnat.it (under *Investor Relations/Corporate Governance/Shareholders' meeting/Attending and voting*). The signed form, together with the voting instructions on all or some of the proposals on the agenda, must be sent to the Proxy - together with a copy of a valid ID document and, if a legal entity, also including evidence of the entity's powers of representation (copy of certificate of incorporation, power of attorney, or similar) - by the end of the second trading day prior to the date set for the Meeting (i.e. 28 April 2021, by which the voting delegation and instructions may be revoked in the same manner), in one of the following ways: (i) the original document sent by registered letter with return receipt to lawyer Rocco Santarelli at Studio Legale Carbonetti e Associati, Via di San Valentino 21, 00197 Rome, in addition to a scanned copy emailed in advance to adinnella@studiocarbonetti.it; or (ii) a scanned copy emailed to certified email account alfredodinnella@ordineavvocatiroma.org (subject "Delega Assemblea BFE 2021") from your own certified email account (or, if no such account is held, from your own ordinary email account, with the specification that in this case the delegation with the voting instructions must be signed with a qualified or digital electronic signature).

Without prejudice to the need to attend the meeting and exercise the right to vote through a Proxy, such person may be given delegations and/or sub-delegations pursuant to art. 135-*novies* TUF, notwithstanding the provisions of art. 135-*undecies*(4) TUF. Such delegations and/or sub-delegations must be given in writing or scanned document signed with electronic signature pursuant to Leg. Dec. 82 of 7 March 2005.

To that end, Shareholders may use the proxy form pursuant to art. 135-*novies* TUF available on the Company website www.bancafinnat.it (under *Investor Relations/Corporate Governance/Shareholders' meeting/Attending and voting*). The delegation, together with voting instructions on all or some of the proposals on the agenda, must be sent to the Proxy in one of the following ways: (i) the original document sent by registered letter with return receipt to lawyer Rocco Santarelli at Studio Legale Carbonetti e Associati, Via di San Valentino 21, 00197 Rome, in addition to a scanned copy emailed in advance to adinnella@studiocarbonetti.it; or (ii) a scanned copy signed with electronic signature pursuant to Leg. Dec. 82 of 7 March 2005 to certified email account alfredodinnella@ordineavvocatiroma.org (subject "Delega Assemblea

BFE 2021") from your own certified email account (or, if no such account is held, from your own ordinary email account). Together with the proxy form, the legitimate person must send a copy of a valid ID document and, if a legal entity, also include evidence of the entity's powers of representation (copy of certificate of incorporation, power of attorney, or similar).

The voting delegations and/or sub-delegations pursuant to art. 135-*novies* of the TUF, with the relative written voting instructions, must be received no later than 12 pm on 29 April 2021 (notwithstanding that the Proxy may accept delegations and/or sub-delegations and/or voting instructions even after the aforesaid deadline, provided the Meeting's proceedings have not yet begun). Delegations and voting instructions may always be revoked, by the above deadline and in the same manner described for giving the same.

If the proxy delivers or sends a copy of the delegation, he/she must certify under his/her own responsibility that the delegation matches the original and the identity of the delegating person.

The Proxy is at the disposal of the Shareholders for further clarification by telephone +39 06 8083138 and email adinnella@studiocarbonetti.it.

The delegation has no effect on proposals in relation to which no voting instructions have been received.

The delegation also has no effect in the absence of a communication from the authorised intermediary certifying the legitimacy to attend the Meeting.

The Company reserves the right to further supplement and/or amend the instructions provided above in view of the current COVID-19 pandemic and its developments, which cannot at present be foreseen.

No postal or electronic voting procedures are envisaged.

Right to ask questions

Pursuant to art. 127-*ter* TUF, those entitled to vote may ask questions about matters on the agenda, by email to ufficiolegale@finnat.it, or in writing by registered letter with return receipt to Banca Finnat Euramerica S.p.A. – Ufficio Legale – Piazza del Gesù 49, 00186 Rome.

In addition, pursuant to art. 127-*ter*, paragraph 1-*bis* TUF, questions must be received no later than the Record Date (21 April 2021) and the Company undertakes to publish, by 27 April 2021 (i.e. three days before the date set for the meeting), the responses to those questions relevant to the agenda on its website www.bancafinnat.it (under *Investor Relations/Corporate Governance/Shareholders' meeting/Documentation from Shareholders' meeting 30 April 2021*).

The Company may provide a single response to questions with the same content.

The legitimacy of the asker will be verified via the communication sent by the intermediary pursuant to art. 43 of the Banca d'Italia-Consob Joint Measure of 13 August 2018 or via the communication pursuant to art. 83-*sexies* TUF sent by the intermediary for the purpose of attending the Meeting. Ownership of the right to vote may also be certified after the questions are sent provided it is within the third day following the Record Date.

Supplementing the agenda and submitting new resolution proposals

Pursuant to art. 126-*bis* TUF, Shareholders that, also jointly, represent at least one fortieth of the share capital, may request, within ten days of the publication of this notice (so no later than 30 March 2021), that additional matters for discussion be added to the agenda indicating the additional topics proposed in their question, or submit resolution proposals on matters already on

the agenda. The question must be submitted in writing by registered letter with return receipt to the Company's registered office in Piazza del Gesù 49, 00186 Rome, or by certified email to banca.finnat@pec.finnat.it together with the intermediary's communication. Within the above deadline and using the same methods, proponents must deliver a report to the Board of Directors on the reason for submitting additional matters for discussion or the reason for submitting new resolution proposals on matters already on the agenda. Attendees are reminded that supplementing the agenda is not permitted for topics on which the Meeting rules, according to law, upon proposal of the directors or on the basis of a project or a report prepared by them (other than those stated in article 125-ter, paragraph 1, TUF). Announcements on supplementing the agenda or submitting new resolution proposals on matters already on the agenda are made, in the same ways in which the notice of call is published, at least fifteen days before the date set for the Meeting, i.e. 15 April 2021. At the same time, the reports prepared by the proponents for supplementing the agenda and/or submitting additional resolution proposals, together with any assessment made by the board of directors, will be published in the same forms as the Meeting documentation.

Right to submit resolution proposals individually before the Meeting

In addition to the above, bearing in mind attendance at the Meeting is envisaged exclusively through a Proxy, persons entitled to attend the Meeting who intend to submit resolution proposals on matters already on agenda are invited to submit them in advance, by 15 April 2021, in the same ways indicated in the previous section. These proposals will be published on the Company website by 16 April 2021 to enable those entitled to vote to make a decision in full knowledge of said new proposals and allow the Proxy to collect any voting instructions on the same. The proponent must provide suitable documentation attesting to his/her legitimacy to attend the Meeting and the issue of a delegation to the Proxy to attend the same Meeting.

Statutory amendments

In reference to the proposals for statutory amendments included on the agenda, the procedure for gaining authorisation from Banca d'Italia is still underway and should be completed by the date of the meeting. The amendments include, but are not limited to, the adaptation of the company bylaws to new regulations with particular reference to the issue of the Decree of the Ministry of Economy and Finance no. 169 of 23 November 2020 (in force as of 30 December 2020).

For further information, see the report by the Board of Directors, which will be published in accordance with the law.

Appointment of the Board of Directors and filing of the lists

The Board of Directors is appointed in accordance with art. 12 and 12-bis of the company bylaws. The Board of Directors is appointed based on the lists submitted by Shareholders in which candidates must be listed with progressive numbering. Shareholders who, alone or with other Shareholders, hold a total of 2.5% of the share capital with voting rights at the Company's ordinary meeting are entitled to submit lists.

At least twenty-five days before the date of the Meeting, the lists must be filed at the Company's Registered Office in Piazza del Gesù 49 – 00186 Rome or sent by certified email to

banca.finnat@pec.finnat.it, together with the documentation required by the company bylaws and current regulations (since this deadline falls on 5 April 2021, which is a public holiday, lists filed by 12 pm on 6 April 2021 will be accepted). In particular, the following must be filed:

- information on the identity of the shareholders submitting the list, with indication of the total shares held;
- declarations from individual candidates in which they accept the nomination and certify, under their own responsibility, that there are no grounds for ineligibility or incompatibility and that they meet the requirements set out in the applicable legislation in force at the time;
- CV containing detailed information on the personal and professional characteristics of each candidate;
- further information required by the applicable legal provisions and regulations.

In addition, at least twenty-one days before the date of the Meeting (i.e. by 9 April 2021), an intermediary authorised under the law must also file a notice proving the ownership, at the time the list is filed, of the number of shares necessary for submitting it.

Each shareholder – like all parties to a shareholders' agreement pursuant to art. 122 TUF, the respective parent companies, subsidiaries and companies subject to joint control pursuant to art. 93 TUF – may not submit or take part in the submission of more than one list, including through a third party or trust, nor may they vote, including through a third party or trust, on different lists, and each candidate may appear on only one list, on pain of ineligibility. Endorsements and votes cast in violation of this prohibition will not be attributed to any list.

When submitting lists, shareholders are also invited to take account of the recommendations given in Consob notice DEM/9017893 of 26 February 2009.

Shareholders are reminded that, pursuant to art. 2.2 lett. c), First Part, Heading IV, Chapter 1, Section IV of Banca d'Italia Circular no. 285 of 17 December 2013, at least one quarter of the members of the Board of Directors must meet the requirement of independence required by the applicable legislation in force at the time.

Lists containing three or more candidates must include a number of candidates belonging to the least represented gender that ensures compliance with gender balance at least to the minimum extent envisaged by the regulations in force at the time. To that end, bear in mind that, pursuant to paragraph 1-ter of art. 147-ter TUF and art. 144-undecies.1 of Consob Regulation no. 11971/99, the least represented gender must make up at least two-fifths of the elected board members and if the application of the gender distribution criterion does not produce an integer number of members from the least represented gender, this number must be rounded up.

Submitted lists that fail to comply with the provisions of art. 12-bis of the company bylaws are considered as not submitted.

On the subject of list submission, Shareholders are invited to consider that outlined in the “*Report on Quality/Quantitative Composition*” available on the Company website www.bancafinnat.it (under *Investor Relations/Corporate Governance/Shareholders' meeting/Documentation from Shareholders' meeting 30 April 2021*).

To the same end, the requirements and criteria laid down in the Decree of the Ministry of Economy and Finance no. 169 of 23 November 2020 for the members of bank governing bodies must also be taken into consideration.

Further information on submitting, filing and publishing lists is given in art. 12-*bis* of the company bylaws on the Company website (www.bancafinnat.it) and in the Board of Directors Report available on the same website.

Filed lists will be published at least 21 days before the Meeting, i.e. no later than 9 April 2021.

Appointment of the Board of Auditors and filing of the lists

The Board of Auditors is appointed in accordance with art. 20 of the company bylaws.

Solely Shareholders who, alone or with other Shareholders, hold a total of 2% of the share capital with voting rights at the Company's ordinary meeting are entitled to submit lists.

At least twenty-five days before the date of the Meeting, the lists must be filed at the Company's Registered Office in Piazza del Gesù 49 – 00186 Rome or sent by certified email to banca.finnat@pec.finnat.it, together with the documentation required by the company bylaws and current regulations (since this deadline falls on 5 April 2021, which is a public holiday, lists filed by 12 pm on 6 April 2021 will be accepted). In particular, the following must be filed:

- information on the identity of the shareholders submitting the lists, with indication of the total percentage of the share capital held;
- declaration from individual candidates in which they accept the nomination and certify, under their own responsibility, that there are no grounds for ineligibility or incompatibility and that they meet the requirements set out in the applicable legislation in force at the time for the assumption of the respective offices;
- CV containing detailed information on the personal and professional characteristics of each candidate and the list of the offices of administration and control held by them at other companies;
- declaration from shareholders other than those holding, including jointly, a controlling or majority stake, certifying to the absence of any relationships pursuant to the applicable regulations;
- further information required by the legal provisions and regulations.

In the event that, by the aforementioned deadline (12 pm on 6 April 2021), only one list is filed or only lists submitted by Shareholders who are connected pursuant to art. 144-*quinquies* of Consob Regulation no. 11971/99, the deadline for submitting lists will be extended until the third day after said date, i.e. until 5 pm on 9 April 2021. Compliance with this time is necessary to enable the Company to publish the lists filed by shareholders under the terms of art. 144-*sexies*(5) of Consob Regulation no. 11971/99, which also expires on 9 April 2021. In that event, the threshold for submitting lists will be reduced by half to 1% of the share capital.

In addition, at least twenty-one days before the date of the Meeting (i.e. by 9 April 2021), an intermediary authorised under the law must also file a notice proving the ownership, at the time the list is filed, of the number of shares necessary for submitting it.

Candidates on each list must be given progressive numbers for the office of acting auditor and progressive letters for the office of alternate auditor.

Each shareholder – like all parties to a shareholders' agreement pursuant to art. 122 TUF, the respective parent companies, subsidiaries and companies subject to joint control pursuant to art. 93 TUF – may not submit or take part in the submission of more than one list, including through a third party or trust, nor may they vote, including through a third party or trust, on different lists,

and each candidate may appear on only one list, on pain of ineligibility. Endorsements and votes cast in violation of this prohibition will not be attributed to any list.

To ensure gender balance on the Board of Auditors, lists containing three or more candidates must include persons of different gender in the first two places in the section(s) for acting auditor and alternate auditor where at least two candidates are indicated.

To that end, for this election of the Board of Auditors, the principle of gender balance as envisaged by art. 148, co. 1-*bis* of TUF will apply, according to which the least represented gender must make up at least two-fifths of the members of the Board of Auditors. Since this corporate body is made up of three members, pursuant to art. 144-*undecies*.1 of Consob Regulation no. 11971/99, the number is rounded down.

As stated in art. 20 of the company bylaws, persons incompatible under the law or who do not possess the requirements of honourability, independence and professionalism laid down by the current applicable legislation, or who exceed the limits on the number of offices held under the applicable laws and regulations may not be elected to the office of auditor.

Submitted lists that fail to comply with the provisions of art. 20 of the company bylaws are considered as not submitted.

Moreover, on the subject of list submission, the requirements and criteria laid down in the Decree of the Ministry of Economy and Finance no. 169 of 23 November 2020 for the members of bank governing bodies must also be taken into consideration.

Further information on submitting, filing and publishing lists is given in art. 20 of the company bylaws on the Company website (www.bancafinnat.it) and in the Board of Directors Report available on the same website.

Filed lists will be published at least 21 days before the Meeting, i.e. no later than 9 April 2021.

Meeting documentation and information to shareholders

Documentation relating to the matters on the agenda - including Board of Directors reports and resolution proposals as well as the annual financial report, Board of Auditors report and the report from the Company entrusted with the legal auditing of accounts - will be published, as and when envisaged by current legislation, at the Registered Office, on the eMarket SDIR platform and on the eMarket STORAGE platform available at www.emarketstorage.com, and on the Company website www.bancafinnat.it (under *Investor Relations/Corporate Governance/Shareholders' meeting/Documentation from Shareholders' meeting 30 April 2021*).

Shareholders may request a copy at their own expense.

Information on share capital

The Company's share capital is Euro 72,576,000.00 (seventy-two million five hundred and seventy-six thousand/00), divided into 362,880,000 (three hundred and sixty-two million eight hundred and eighty thousand) ordinary shares of Euro 0.20 (zero/20), each of which gives the right to one vote. No shares or other securities with limited voting rights have been issued.

On 19 March 2021, the Company holds 28,810,640 treasury shares whose voting rights are suspended.

Subsidiaries do not hold any shares in the Company.

The company bylaws are available on the Company website www.bancafinnat.it (under *Investor Relations/Corporate Governance*).

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An extract of this notice of call was published on 20 March 2021 in the newspaper Il Messaggero.

Rome 19 March 2021

Chairman of the Board of Directors
(*Flavia Mazzarella*)

Fine Comunicato n.0259-11

Numero di Pagine: 11