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Informazione Regolamentata n. 0259-19-2021	Data/Ora Ricezione 30 Aprile 2021 17:05:07	MTA - Star
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Societa' : BANCA FINNAT EURAMERICA
Identificativo : 146286
Informazione
Regolamentata
Nome utilizzatore : FINNATN06 - Ascani
Tipologia : 1.1
Data/Ora Ricezione : 30 Aprile 2021 17:05:07
Data/Ora Inizio : 30 Aprile 2021 17:05:09
Diffusione presunta
Oggetto : BANCA FINNAT EXTRAORDINARY
GENERAL MEETING AND ORDINARY
GENERAL MEETING

Testo del comunicato

Vedi allegato.

PRESS RELEASE

THE BANCA FINNAT EXTRAORDINARY GENERAL MEETING HAS APPROVED

- THE AMENDMENT OF ARTICLES 5, 7, 12, 12-BIS, 13-BIS, 15, 16 AND 20 OF THE COMPANY BYLAWS, THE ELIMINATION OF ART. 25. AND THE RENUMBERING OF BYLAW ARTICLES

THE BANCA FINNAT ORDINARY GENERAL MEETING HAS APPROVED

- THE BALANCE SHEET TO 31 DECEMBER 2020, WHICH CLOSES WITH CONSOLIDATED NET INCOME OF €5.1 MILLION
- THE DISTRIBUTION OF A FIRST DIVIDEND OF €0.00245 PER SHARE TO BE PAID ON 26 MAY 2021 AND A SECOND DIVIDEND OF €0.01085 TO BE PAID BETWEEN 1 OCTOBER 2021 AND 31 JANUARY 2022
- THE APPOINTMENT AND REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS
 - THE APPOINTMENT OF THE HONORARY CHAIR
- THE APPOINTMENT AND REMUNERATION OF THE MEMBERS OF THE BOARD OF AUDITORS
 - REMUNERATION POLICY

Rome, 30 April 2021 - The **EXTRAORDINARY** general meeting of Banca Finnat Euramerica S.p.A. shareholders, held today online given the exceptional circumstances in line with government provisions to tackle the COVID-19 emergency, approved by a majority Board of Directors' proposal to amend articles 5, 7, 12, 12, 12 *bis*, 13 *bis*, 15, 16 and 20 of the company bylaws, to eliminate article 25 and to consequently renumber the articles of the company bylaws.

In relation to these proposed changes, Banca d'Italia notified the Bank on 19 March 2021 that the proposed amendments to the company bylaws do not conflict with the principle of sound and prudent management, pursuant to art. 56 and 61 of the Consolidated Banking Law.

The provisions introduced into the bylaws mainly concern the application of the following:

- Law no. 160 of 27 December 2019, containing “National budget for the financial year 2020 and multi-year budget for the three-year period 2020-2022” with reference to the regulation of gender quotas;
- Banca d’Italia Regulation of 5 December 2019 implementing articles 4-*undecies* and 6(1), letters b) and c-*bis*) of the TUF, with reference to the regulation of corporate governance of intermediaries;
- the latest updates to Circular no. 285 of Banca D’Italia dated 17 December 2013 (“Banca D’Italia Circular”). To that end, account has also been taken of the proposal to review these supervisory provisions on the corporate governance of banks and banking groups placed out for consultation on 24 December 2020 by Banca d’Italia;
- Treasury Ministry Decree no. 169 of 23 November 2020 (published in the Official Journal on 15 December 2020), setting out the regulations on the requirements and eligibility criteria for corporate officers of banks, amongst other things.

The **ORDINARY** general meeting of Banca Finnat Euramerica S.p.A. shareholders, held today online given the exceptional circumstances in line with government provisions to tackle the COVID-19 emergency, voted by a majority to approve the separate financial statement at 31 December 2020 containing the relative reports by the Board of Directors, the Board of Auditors, and the Company entrusted with the legal auditing of accounts.

The General Meeting also reviewed the consolidated financial statement at 31 December 2020, which highlights:

- A growth in **consolidated Group net income** from €0.4 million at 31.12.2019 to €5.1 million at 31.12.2020.
- An **Interest Margin** stable at €16.2 million (down 0.8% on 2019).
- A **Dealing Margin** of €68.2 million, an increase on the €67.7 million recorded at 31.12.2019, calculated net of the effects of the transfer of the business unit by the subsidiary Investire SGR to Redo SGR.
- A **CET 1** Capital Ratio of 34.9%.

DIVIDEND

Taking account of Banca d'Italia's recommendation on the distribution of dividends of 16 December 2020, the shareholders' meeting voted by a majority - as proposed by the Board of Directors - to distribute the following dividends:

1. payment of a first dividend of €0.00245 per share to be paid on 26 May 2021 (distribution date 24 May 2021 – coupon 36); this amount is within the maximum permitted in compliance with the provisions of the above recommendation.
2. payment of a second dividend of €0.01085 per share to be paid between 1 October 2021 and 31 January 2022, distribution of which, in compliance with the provisions of the above recommendation, is subject to verification by the Board of Directors of the absence of the limits and conditions set out by the European Central Bank and by Banca d'Italia that may hinder or limit said distribution.

APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS

The General Meeting established the number of ten and appointed the following as members of the Board of Directors for the three-year period 2021/2023 up to the approval of the balance sheet at 31/12/2023, based on a single list submitted by the majority shareholder Arturo Nattino, drawn up based on the optimal quality/quantitative composition of the Board of Directors and voted by a majority by the attendees: Maria Teresa Bianchi; Ermanno Boffa; Roberto Cusmai; Vincenzo Marini Marini; Arturo Nattino; Giulia Nattino; Maria Sole Nattino; Paola Pierri; Lupo Rattazzi; Marco Tofanelli. Paola Pierri, Maria Teresa Bianchi, and Vincenzo Marini Marini have declared that they meet the requirements of independence envisaged for the office of Director under art. 13 of Treasury Ministry Decree no. 169/2020, articles 147-*ter*(4) and 148(3) of Legislative Decree no. 58 of 24 February 1998 and the Corporate Governance Code approved by Borsa Italiana S.p.A. in January 2020.

The resolutions appointing the Board of Directors shall take effect once today's amendment of art. 12 of the company bylaws has been registered with the Companies Register.

The corporate officers shall be appointed by the Administrative Authority at the first useful meeting, envisaged for 5 May next.

The General Meeting also ruled on the remuneration of the Board of Directors.

APPOINTMENT OF THE HONORARY CHAIR

The General Meeting appointed Giampietro Nattino as Honorary Chair for the three-year period 2021/2023.

APPOINTMENT OF THE MEMBERS OF THE BOARD OF AUDITORS

The General Meeting also appointed the following as members of the Board of Auditors for the three-year period 2021/2023 up to the approval of the balance sheet at 31/12/2023, based on a single list submitted by the majority shareholder Arturo Nattino and voted by a majority by the attendees: Laura Bellicini – Acting Auditor; Barbara Fasoli Braccini – Acting Auditor; Salvatore Ferri – Acting Auditor; Nicola Pironti di Campagna – Alternate Auditor; Monica Petrella – Alternate Auditor.

Salvatore Ferri, Barbara Fasoli Braccini, Laura Bellicini, Nicola Pironti di Campagna and Monica Petrella have declared that they meet the requirements of independence envisaged for the office under art. 14 of Treasury Ministry Decree no. 169/2020, article 148(3) of Leg. Dec. 58/1998 and those envisaged by the Corporate Governance Code approved by Borsa Italiana S.p.A. in January 2020.

The General Meeting appointed Salvatore Ferri as Chair of the Board of Auditors.

The General Meeting also ruled on the remuneration of the Board of Auditors.

REMUNERATION POLICY

The General Meeting approved by a majority the remuneration policy pursuant to art. 123-ter of Leg. Dec. 58/98, which is covered in the Directors' report available at: www.bancafinnat.it (under Corporate Governance).

The financial reporting manager in charge of drawing up corporate accounts (Giulio Bastia) declares, pursuant to article 154 *bis*(2) of the T.U.F., that the accounting information given in this press release complies with the accounting records, books and entries.

(PURSUANT TO ART. 66 OF CONSOB RESOLUTION NO. 11971 OF 14 MAY 1999)

This press release will be published in the Investor Relations/Press Releases section of the website www.bancafinnat.it

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Fine Comunicato n.0259-19

Numero di Pagine: 7