



SPAFID  
CONNECT

Informazione Regolamentata n. 0147-56-2021	Data/Ora Ricezione 28 Giugno 2021 12:21:08	MTA - Star
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Societa' : BANCA IFIS  
Identificativo : 149249  
Informazione  
Regolamentata  
Nome utilizzatore : IFISN01 - DA RIO  
Tipologia : REGEM  
Data/Ora Ricezione : 28 Giugno 2021 12:21:08  
Data/Ora Inizio : 28 Giugno 2021 12:21:09  
Diffusione presunta  
Oggetto : NOTICE OF CALL FOR THE ORDINARY  
AND EXTRAORDINARY  
SHAREHOLDERS' MEETING - 28/07/2021

*Testo del comunicato*

Vedi allegato.



**Banca Ifis S.p.A.**  
**Registered office in Venice - Mestre, Via Terraglio 63**  
**Share capital Euro 53,811,095 fully paid-up**  
**Tax Code and registration in the Company Register of Venice and Rovigo under no.**  
**02505630109**  
**Group VAT number 04570150278**  
**Registered in the Banking Register under no. 5508**  
**Parent Company of the Banca Ifis S.p.A.**  
**Banking Group, enrolled in the Register of Banking Groups**

**NOTICE OF CALL FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS'**  
**MEETING**

The Ordinary and Extraordinary Shareholders' meeting of Banca Ifis S.p.A. is called **in a single convocation** for **28 July 2021 at 9:30 am** in the Registered Office (with entrance from Via Gatta, no. 11 Mestre - Venice) to resolve on the following

**Agenda**

**Extraordinary part**

- 1) Changes to articles 10, 11, 13, 15, 17, 18, 20, 21 and 22 of the Articles of Association. Related and ensuing resolutions.

**Ordinary part**

- 1) Updates to the remuneration policies and therefore also to the Report on the remuneration policies and remuneration paid approved by the Shareholders' meeting of 22 April 2021. Related and ensuing resolutions.
- 2) Remuneration plan based on financial instruments for some company figures described in the information document drawn up pursuant to article 114-*bis* of Italian Legislative Decree no. 58 of 24 February 1998 as amended, and relative implementation regulations. Related and ensuing resolutions.
- 3) Authorisation for the purchase and payment of treasury shares pursuant to articles 2357 and 2357-*ter* of the Italian Civil Code, article 132 of Italian Legislative Decree no. 58 of 24 February 1998 as amended and article 144-*bis* of the Consob Regulation implemented with resolution no. 11971 of 14 May 1999 as amended. Related and ensuing resolutions.

Please note that the date and/or place and/or action and/or voting method and/or holding of the Shareholders' Meeting, indicated in this notice of call, are subordinate to compatibility with regulations in force or measures issued by the competent authorities due to the ongoing Covid-19 epidemiological emergency. Any changes will be promptly notified in the same way established for publication of the notice and/or in any case through the information channels established by regulations in force at the time.

Please also note that in order to reduce the risks connected to the health emergency in progress to a minimum, the Company has decided to avail itself of the rights set forth by art. 106 of (It.) Decree Law no. 18 of 17 March 2020 containing "Measures to strengthen the National Health Service and of economic support for families, workers and companies connected to the COVID-19 epidemiological

emergency” (converted with amendments by Law no. 27/2020), as last amended by art. 3 of (It.) Decree Law no. 183 of 31 March 2020 (converted with amendments by Law no. 21 of 26 February 2021 (the “**Decree**”), to foresee that shareholders only take part in the Shareholders Meeting through the designated representative pursuant to article 135-undecies of (It.) Legislative Decree no. 58/1998 (as subsequently amended, the “**TUF**” (consolidated law on finance)), who may also be assigned proxies or sub-proxies pursuant to article 135-novies of the TUF, with shareholders being refused access to meeting premises, and that the Shareholders’ Meeting take place, for those entitled, also (or solely) using remote connection methods that enable identification, by means communicated singly to them, in accordance with provisions in force and applicable, without the Chairman and the Secretary/Notary having to be present in the same place.

### **Share capital and voting rights**

The share capital amounts to Euro 53,811,095,00, divided into 53,811,095 ordinary shares with a par value of 1,00 euro each.

The shares are indivisible. Each one attributes the right to one vote except for treasury shares in portfolio at the Shareholders’ Meeting date.

At the publication date of this notice the Company holds 339,139 treasury shares (equal to 0.630% of share capital), for which voting rights are suspended pursuant to art. 2357-ter, paragraph 2 of the (It.) Civil Code. At this notice date, the rights to vote exercisable in the Shareholders’ Meeting are, therefore, 53,471,956. Treasury shares are however computed in capital in order to calculate the shares required for Shareholder Meeting constitution and resolutions.

The website [www.bancaifis.it](http://www.bancaifis.it) (Section “Corporate Governance/Shareholders’ Meetings”) provides details on the share capital amount and its composition.

### **Legitimacy to take part and to vote**

Legitimacy to take part in the Shareholders’ Meeting and to exercise voting rights – solely through the designated representative - is certified by the specific communication, to be requested from its depositary intermediary by each eligible party, made to the Company by a qualified intermediary, for the party with the right to vote, based on the relative evidence at the end of the accounting day of 19 July 2021, seventh open market day prior to the record date.

Those holding shares after that date, based on registration in accounts, will not have the right to take part and vote in the Meeting. The communication made by the qualified intermediary must be received by Corporate Affairs in the registered office of Banca Ifis, by the end of the third open market day prior to the day fixed for the Shareholders’ Meeting (that is by 23 July 2021). However without prejudice to legitimacy to take part and vote – to be exercised solely by the designated representative – if the communication is received by the Company after that term, as long as this is before the start of the single call meeting works.

### **Taking part in the Shareholders’ Meeting by vote delegated to the Designated Representative**

As permitted by art. 106 of the Decree, participation in the Meeting and the exercising of voting rights by those with a right to vote is only permitted through Società per Amministrazioni Fiduciarie “SPAFID” S.p.A. – with registered office in Milan (“**Spafid**”) – shareholders’ representative designated by the Company, pursuant to art. 135-undecies of the TUF (the “**Designated Representative**”).

The Designated Representative can be assigned proxies pursuant to art. 135-undecies of the TUF, at no expense for the delegating party (except for any delivery charges), with voting instructions on all or some of the proposals on the agenda.

That proxy must be granted by signing the specific proxy form available, with instructions on how to fill it in and transmit it, on the Company website ([www.bancaifis.it](http://www.bancaifis.it)), section “Corporate Governance / Shareholders’ Meeting” ([Shareholders’ Meeting - Banca Ifis](#)).

The proxy must be received, with a copy of a valid identity document or, if the Delegating

Shareholder is a legal person, of the legal representative pro tempore or another subject assigned suitable powers, together with documents proving the position and powers, by the aforementioned Designated Representative, by the end of the second open market day prior to the Shareholders' Meeting date (that is by 23:59 on 26 July 2021), by the following alternative methods: (i) transmission of copy reproduced electronically (PDF) to the certified e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy for Banca Ifis 2021 Shareholders' Meeting") from the person's own certified e-mail address (or, if the party does not have one, from its ordinary e-mail address; in that case the proxy with voting instructions must be signed with certified or digital electronic signature); (ii) transmission of the original by courier or registered letter with return receipt to Spafid S.p.A., Foro Buonaparte no. 10, 20121 Milan (Ref. "Proxy for Banca Ifis 2021 Shareholders' Meeting") sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to the address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy for Banca Ifis 2021 Shareholders' Meeting").

The proxy and related voting instructions may be revoked by the end of the second open market day prior to the date fixed for the Shareholders' Meeting (that is by 26 July 2021) by methods indicated above for attribution.

The proxy is not valid for proposals for which no voting instructions were given.

Moreover, the Company specifies that pursuant to the aforementioned Decree, the abovementioned Designated Representative can also be granted proxies or sub-proxies pursuant to article 135-novies of the TUF, in derogation to art. 135-undecies, paragraph 4, of the TUF.

Those who do not intend to use the intervention method established by art. 135-undecies of the TUF may, alternatively, take part and exercise voting rights by granting the same Designated Representative proxy or sub-proxy pursuant to art. 135-novies of the TUF, containing voting instructions on all or some of the proposals on the agenda, by using the proxy/sub-proxy form available on the Company website ([www.bancaifis.it](http://www.bancaifis.it)), section "Corporate Governance / Shareholders' Meeting" ([Shareholders' Meeting - Banca Ifis](#)).

The methods specified above and provided on the proxy form must be followed to transmit the proxies/sub-proxies, even electronically. The proxy must be received by 18:00 on the day before the Shareholders' Meeting in single call (that is 27 July 2021). By that term (i.e. 27 July 2021) the proxy and voting instructions can always be revoked in the same ways used to grant them.

For any clarifications needed on granting the proxy to the Designated Representative (in particular on filling in the proxy form and the voting instructions and transmission) Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. can be contacted by e-mail at the address [confidential@spafid.it](mailto:confidential@spafid.it) or at the following phone numbers (+39) 0280687319 and (+39) 0280687335 (on office days, from 9:00 to 17:00).

#### **Right to ask questions**

Pursuant to art. 127-ter of the TUF those with a right to vote may ask questions on items on the agenda before the Meeting. The questions must be received by the Corporate Affairs of Banca Ifis, in the registered office, in office hours (9:00-13:30 / 14:30-17:00) by 19 July 2021 included, seventh open market day prior to the date fixed for the Shareholders' Meeting. They can be transmitted, together with the communication from a qualified intermediary, to the certified e-mail address [segreteria@bancaifis.legalmail.it](mailto:segreteria@bancaifis.legalmail.it), it can also receive ordinary e-mail. In order to facilitate organising answers, the questions must contain the page number of the explanatory report drafted by the Board of Directors pursuant to art. 125-ter of the TUF or other document made available for the Meeting. Questions received by the aforementioned term and strictly pertinent to items on the agenda will be the only ones considered. Questions presented formally and received before the Meeting will be answered within at latest three open market days before the Meeting, through publication on the Company website [www.bancaifis.it](http://www.bancaifis.it), section "Corporate Governance / Shareholders' Meeting" ([Shareholders' Meeting - Banca Ifis](#)). No answer will be due if the information requested has already been made available by the Company on the Company website, section "Corporate Governance / Shareholders' Meeting" ([Shareholders' Meeting - Banca Ifis](#)) or the answer has already been published. Questions on

the same subject could receive just one joint answer. Questions that do not concern the agenda will not be answered.

### **Integration to the agenda and presentation of new resolution proposals**

Pursuant to art. 126-*bis* of the TUF, shareholders who, even jointly, represent at least one fortieth of share capital may ask for an addition to the list of subjects to be discussed, within ten days from publication of this notice of call, indicating the additional topics they are suggesting in the question, or may submit resolution proposals on items already on the agenda.

The question, together with the communication certifying share ownership and a copy of an identity card (for natural persons) or documents certifying powers (for legal persons), must be submitted in writing and delivered to Corporate Affairs in the Bank's registered office during office hours (9:00-13:30 / 14:30-17:00), or be sent by certified electronic mail to the address [segreteria@bancaifis.legalmail.it](mailto:segreteria@bancaifis.legalmail.it), together with the report indicated below and the certifications, issued by a qualified intermediary, certifying ownership of at least 2.5% of capital and indicating the corporate right exercisable.

The agenda cannot be integrated for subjects on which the Shareholders' Meeting resolves, pursuant to law, on an administrative body proposal or based on a project or a report prepared by the latter, different to the one pursuant to art. 125-*ter*, paragraph 1, of the TUF.

Any additions to the agenda or the presentation of further resolution proposals on subjects already on the agenda will be communicated, in the same ways established by law for the notice of call, at least 15 days before the Shareholders' Meeting date (that is by 13 July 2021).

Shareholders requesting an addition to the list of subjects to be discussed or who present resolution proposals on subjects already on the agenda must prepare a report stating the reason for the resolution proposal on the new subjects they suggest be discussed or the reason for the further resolution proposals. That report must be sent to the administrative body by the last term for submitting the relative request, as indicated above. The report will be made available to the public, accompanied by any administrative body considerations, at the same time as the notification of an addition to the agenda or of the presentation of further resolutions proposals as established by law.

Seeing that participation in the Shareholders' Meeting may only take place through the Designated Representative, for the sole purpose of this Meeting and considering the circumstances and extraordinary measures, those with the right to vote may submit proposals to resolve on items on the agenda individually – pursuant to article 126-*bis*, paragraph 1, second to last point, of the TUF – suitably in advance, in any case, by 13 July 2021. The aforementioned proposals, formulated clearly and in full, must be delivered to the Company by the aforementioned term in the aforementioned ways. Those proposals must indicate the Meeting agenda item they are referred to, the text of the resolution proposed and the personal details of the requesting party, as well as information relating to ownership of the shares and the related voting rights. To allow all shareholders to know the individual proposals to be submitted during the Meeting and give their voting instructions on them to the Designated Representative, by 14 July 2021 the Company will publish the aforementioned proposals on its website [www.bancaifis.it](http://www.bancaifis.it), section "Corporate Governance / Shareholders' Meeting" ([Shareholders' Meeting - Banca Ifis](#)); reserving the right to check – for publication purposes – pertinence with items on the agenda, the completeness, compliance with laws applicable, and the legitimacy of the proposing parties.

### **Vote by correspondence or electronic means**

There will be no voting by correspondence or by electronic means.

### **Documentation**

The shareholders have access to the documents and information in the registered office and on the website [www.bancaifis.it](http://www.bancaifis.it) section “Corporate Governance / Shareholders’ Meeting” pursuant to art. 125-*quater* of the TUF.

The documents related to this Shareholders’ Meeting, including the Explanatory Report of directors on proposals concerning items on the agenda pursuant to art. 125-*ter* of the TUF, will be made available to the public as specified by law in the registered office of the Company, on the authorised mechanism eMarket Storage [www.emarketstorage.com](http://www.emarketstorage.com), and on the website [www.bancaifis.it](http://www.bancaifis.it) in the section “Corporate Governance / Shareholders’ Meeting” ([Shareholders’ Meeting - Banca Ifis](#)).

Shareholders have the right to view all deeds deposited in the registered office and to receive a copy.

Venice-Mestre, 28 June 2021

The Chairman  
of the Board of Directors  
(Sebastien Egon Fürstenberg)

Notice published in extract form in the daily newspaper “Italia Oggi”.

Fine Comunicato n.0147-56

Numero di Pagine: 7