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CONNECT

Informazione Regolamentata n. 0147-57-2022	Data/Ora Ricezione 15 Giugno 2022 09:40:45	Euronext Star Milan
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Societa' : BANCA IFIS
Identificativo : 163652
Informazione
Regolamentata
Nome utilizzatore : IFISN01 - DA RIO
Tipologia : REGEM
Data/Ora Ricezione : 15 Giugno 2022 09:40:45
Data/Ora Inizio : 15 Giugno 2022 09:40:46
Diffusione presunta
Oggetto : Notice of call of extraordinary and ordinary
shareholders' meeting - Banca Ifis S.p.A.
28 July 2022

Testo del comunicato

Vedi allegato.

Banca Ifis S.p.A.
Registered office in Venice - Mestre, Via Terraglio 63
Fully paid-up share capital 53.811.095 Euro
Tax Code and Reg. no. with the Companies Register of Venice and Rovigo 02505630109
Group VAT number 04570150278
Registered with the Register of Banks under no. 5508
Parent Company of the Banca Ifis S.p.A. Banking Group,
registered with the Register of Banking Groups

NOTICE OF CALL OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS'
MEETING

The Extraordinary and Ordinary Shareholders' Meeting of Banca Ifis S.p.A. is convened **in a single call** for **9.30 on 28 July 2022**, to meet at the Registered Office (with entrance from Via Gatta, no. 11, Mestre - Venice) to resolve on the following

Agenda

Extraordinary Part

- 1) **Amendments to Articles 1, 3, 4, 6, 9, 10, 10-bis, 11, 12, 12-bis, 13, 14, 15, 19, 21, 22, 23, 24 and 25 of the Articles of Association. Related and consequent resolutions.**

Ordinary Part

- 1) **Amendment to certain provisions of the “2021-2023 Long Term Incentive Plan” and related amendments to Section I of the Report on Remuneration Policy for FY 2022 and fees paid during FY 2021. Related and consequent resolutions.**

It should be noted that the date and/or place and/or manner of voting and/or holding of the Shareholders' Meeting, indicated in this notice of call, remain subject to compatibility with current legislation 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 as the publication of the notice and/or through the information channels provided for by the legislation in force over time.

It should also be noted that, in order to minimise the risks associated with the current health emergency, the Company has decided to avail itself of the option provided by Art. 106 of Decree Law no. 18 of 17 March 2020, concerning “Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19” (converted with amendments by Law no. 27/2020), the effectiveness of which was lastly extended to the Shareholders' Meetings to be held by 31 July 2022, by Art. 3, paragraph 1, of Decree Law no. 228 of 30 December 2021, as converted by Law no. 15/2022, (the “**Decree**”), to rule that attendance at the Shareholders' Meeting and the exercise of voting rights by shareholders shall take place exclusively through the representative appointed pursuant to Article 135-*undecies* of Italian Legislative Decree no. 58/1998 (as subsequently amended, the “**Consolidated Law on Finance**”), to whom proxies or sub-proxies may also be conferred pursuant to Art. 135-*novies* of the Consolidated Law on Finance, and access to the meeting premises by shareholders or their proxies other than the above-mentioned designated representative is precluded for the entitled persons, also (or exclusively) through the use of remote connection systems that allow their identification, according to the methods individually communicated to them, in compliance with the current and applicable provisions, without the need for the Chairman and the Secretary/Notary to be in the same place.

Share capital and voting rights

The share capital amounts to 53.811.095,00 Euro, represented by 53.811.095 ordinary shares with a nominal amount of 1,00 Euro each.

Shares are indivisible. Each gives the right to one vote with the exception of treasury shares held in portfolio at the date of the Meeting.

As at the date of publication of this notice, the Company holds 1.377.981 treasury shares (equal to 2.561% of the share capital), whose voting right is suspended pursuant to Art. 2357-ter, paragraph 2 of the Italian Civil Code. Therefore, as of the date of this notice, there are 52.433.114 voting rights exercisable at the Meeting. However, treasury shares are counted in the capital for the purpose of calculating the shares required for the constitution and resolutions of the Shareholders' Meeting.

On the website www.bancaifis.it (Section "Corporate Governance/Shareholders' Meeting") ([Shareholders' Meeting - Banca Ifis](#)) details are provided on the amount of the share capital and its composition.

Eligibility to attend and vote

The eligibility to attend and exercise the voting right at the Shareholders' Meeting - that may only be exercised through the designated representative - is certified by the specific communication to be requested by each entitled subject to its own depositary intermediary, sent to the Company by the authorised intermediary in favour of the subject who has the right to vote, based on the evidence relating to the end of the accounting day of 19 July 2022, the seventh trading day prior to the date set for the Shareholders' Meeting in single call (the "record date").

All crediting or debiting of the accounts subsequent to said date, have no relevance for the right to exercise the right to vote at the Shareholders' Meeting. Those who are found to own the shares only after that date, based on the records made on the accounts, will not be entitled to attend and vote at the Shareholders' Meeting. The communication from the authorised intermediary must be received by Banca Ifis Corporate Affairs, at the registered office, by the end of the third trading day preceding the day set for the Shareholders' Meeting (i.e. by 25 July 2022). However, the right to attend and vote - that may only be exercised by means of the designated representative - remains unaffected in case the notice is received by the Company after the above-mentioned deadline, provided that it is received before the beginning of the meeting's single call.

Participation in the meeting by voting by proxy for the Designated Representative

As allowed by Art. 106 of the Decree, the participation in the Shareholders' Meeting and the exercise of voting rights by those entitled to vote are allowed exclusively through the company Monte Titoli S.p.A. - with registered office in Milan - the shareholders' representative appointed by the Company, pursuant to Art. 135-undecies of the Consolidated Law on Finance (the "**Designated Representative**"). The Designated Representative can be granted a proxy pursuant to Art. 135-undecies of the Consolidated Law on Finance, without any charge for the delegating party (except for possible mailing costs), with voting instructions on all or some of the proposals on the agenda.

This proxy must be granted by means of the specific proxy form available, together with the relevant instructions for its completion and transmission, on the Company's website (www.bancaifis.it), section "Corporate Governance/Shareholders' Meeting" ([Shareholders' Meeting - Banca Ifis](#)).

The proxy must be received, together with a copy of a currently valid identity document of the delegating shareholder or, if the delegating shareholder is a legal entity, of the *pro tempore* legal representative or of another subject with appropriate powers, together with appropriate documentation certifying their qualification and powers, by the Designated Representative, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by 23.59 on 26 July 2022), according to the following alternative procedures: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address rd@pec.euronext.com (subject "Proxy for Banca Ifis 2022 Shareholders' Meeting") from

one's own certified e-mail address (or, failing that, from one's own ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Monte Titoli S.p.A., Piazza Affari, 6, 20121 Milan (Ref. "Proxy for Banca Ifis 2022 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address: rd@pec.euronext.com (subject "Proxy for Banca Ifis 2022 Shareholders' Meeting").

The proxy and the related voting instructions are revocable by the end of the second trading day prior to the date set for the Meeting (i.e. by 26 July 2022) in the manner set forth above for conferral.

Proxies have no effect on proposals for which no voting instructions have been provided.

Moreover, the Company specifies that, pursuant to the said Decree, the Designated Representative may also be granted proxies or sub-proxies pursuant to Art. 135-*novies* of the Consolidated Law on Finance, as an exception to Art. 135-*undecies*, paragraph 4, of the Consolidated Law on Finance.

Those who do not intend to make use of the intervention procedure set out in Art. 135-*undecies* of the Consolidated Law on Finance may alternatively participate and exercise their voting right by granting a proxy or sub-proxy to the Designated Representative pursuant to Art. 135-*novies* of the Consolidated Law on Finance, containing voting instructions on all or some of the proposals on the agenda, by using the proxy/sub-proxy form, available on the Company's website (www.bancaifis.it), section "Corporate Governance/Shareholders' Meeting" ([Shareholders' Meeting - Banca Ifis](#)).

With regard to the transmission of proxies/sub-proxies, also electronically, the methods described above shall be followed with regard to proxies pursuant to Art. 135-*undecies* of the Consolidated Law on Finance and reported in the proxy form. The proxy must be received by 18.00 on the day preceding the single-call Meeting (i.e. 27 July 2022) and in any case before the meeting starts. By this deadline (i.e. 27 July 2022) the proxy and voting instructions can always be revoked in the same way as they were granted.

For any clarification concerning the granting of proxy to the Designated Representative (and in particular concerning the filling in of the proxy form and the voting instructions and their transmission), Monte Titoli S.p.A. can be contacted by e-mail at registerservices@euronext.com or by phone at the following number (+39) 02.33635810 (on working days, from 9.00 to 17.00).

Right to ask questions

Pursuant to Art. 127-*ter* of the Consolidated Law on Finance, those who have the right to vote may ask questions on the items on the agenda before the Shareholders' Meeting. Applications must be received by Banca IFIS Corporate Affairs, at the registered office, during office hours (9.00-13.30/14.30-17.00), no later than 19 July 2022 inclusive, the seventh trading day prior to the date set for the Shareholders' Meeting, and may be sent, together with the communication issued by an authorised intermediary certifying the ownership of the shares by the applicant, to the certified e-mail address segreteria@bancaifis.legalmail.it, which also receives ordinary e-mails. In order to facilitate the organisation of the answers, the questions shall contain the reference to the page number of the explanatory report drawn up by the Board of Directors pursuant to Art. 125-*ter* of the Consolidated Law on Finance or any other document made available to the Meeting. Only applications received by the above deadline and strictly pertinent to the items on the agenda will be taken into consideration. Questions duly submitted and received by the above deadline will be answered at the latest within three trading days prior to the Shareholders' Meeting (i.e. by 25 July 2022) by means of publication on the Company's website www.bancaifis.it, section "Corporate Governance/Shareholders' Meeting" ([Shareholders' Meeting - Banca Ifis](#)). No response will be due if the information requested is already made available by the Company on its website, in the section "Corporate Governance/Shareholders' Meeting" ([Shareholders' Meeting - Banca Ifis](#)), or if the reply has already been published. Questions with the same content may be answered as one. Questions that are not pertinent to the agenda will not be answered.

Additions to the agenda and presentation of new resolution proposals

Pursuant to Art. 126-*bis* of the Consolidated Law on Finance, shareholders that individually or jointly represent at least one fortieth of the share capital may ask, within ten days of publication of this notice of call, to supplement the list of items on the agenda to be discussed, indicating in that request the additional matters proposed; they may also present proposals for resolution on items already on the agenda.

The application, together with the communication certifying the ownership of the shareholding and a copy of an identity document (for natural persons) or of the documentation certifying the relevant powers (for legal entities), must be submitted in writing and delivered to Corporate Affairs, at the registered office of the Bank, during office hours (9.00-13.30/14.30-17.00), or sent by certified e-mail to the address segreteria@bancaifis.legalmail.it, together with the report indicated below as well as the certifications, issued by an authorised intermediary, certifying the possession of at least 2,5% of the capital and indicating the shareholding right that can be exercised.

Supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a plan or report prepared by them that is different to those set out in Art. 125-*ter*, paragraph 1, of the Consolidated Law on Finance.

Any additions to the agenda or the presentation of further proposals for resolutions on items already on the agenda will be notified, in the same form prescribed by law for the notice of call, at least fifteen days before the date set for the Meeting (i.e. by 15 July 2022).

Shareholders who request the integration of the list of items to be discussed or submit proposals for resolutions on items already on the agenda shall prepare a report containing the reasons for the proposals for resolutions on the new items they propose to discuss, or the reasons for further proposals for resolutions: this report shall be sent to the Board of Directors by the deadline for submitting the related request, as indicated above. The report will be made available to the public, accompanied by any assessments by the Board of Directors, at the same time as the publication of the notice of supplementation of the agenda or the presentation of further proposals for resolution in the manner prescribed by law.

Given that participation in the Shareholders' Meeting is permitted exclusively through the Designated Representative, for the sole purpose of this Meeting and taking into account the extraordinary circumstances and measures, those who have the right to vote may submit individually to the Company resolution proposals on the items of the agenda - pursuant to Art. 126-*bis*, paragraph 1, penultimate sentence of the Consolidated Law on Finance - well in advance and, in any case, by 13 July 2022. The aforementioned proposals, clearly and completely formulated, must be sent to the Company by the aforementioned deadline in the manner indicated above. These proposals, if any, shall indicate the item on the agenda of the Meeting to which they refer, the text of the proposed resolution and the personal data of the applicant, as well as information concerning the ownership of the shares and the related voting right. In order to allow all shareholders to know the individual proposals that will be submitted and to give their voting instructions to the Designated Representative also on the same, the Company shall publish by 25 July 2022 on its website www.bancaifis.it, section "Corporate Governance/Shareholders' Meeting" ([Shareholders' Meeting - Banca Ifis](#)) the aforementioned proposals, reserving the right to verify - for the purpose of publication - their relevance with respect to the items on the agenda, their completeness, their compliance with the applicable regulations, as well as the legitimacy of the proposers.

Voting by correspondence or electronic means

There are no provisions for voting by correspondence or electronic means.

Documentation

The following are made available to shareholders at the registered office and on the website www.bancaifis.it section “Corporate Governance/Shareholders’ Meeting” ([Shareholders’ Meeting - Banca Ifis](#)): the documents and information pursuant to Art. 125-*quater* of the Consolidated Law on Finance.

The documentation relating to this Shareholders’ Meeting, including the Directors’ Explanatory Report on the proposals concerning the items on the agenda pursuant to Art. 125-*ter* of the Consolidated Law on Finance, will be made available to the public by the legal deadlines at the Company’s registered office and at the authorised storage mechanism eMarket Storage www.emarketstorage.com, as well as on the website www.bancaifis.it under the section “Corporate Governance/Shareholders’ Meeting” ([Shareholders’ Meeting - Banca Ifis](#)).

Shareholders are entitled to inspect all documents filed at the registered office and may obtain copies thereof.

Venice-Mestre, 15 June 2022

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

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

Fine Comunicato n.0147-57

Numero di Pagine: 7