

Informazione Regolamentata n. 0147-12-2023	Data/Ora Ricezione 16 Marzo 2023 09:59:10	Euronext Star Milan
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Societa' : BANCA IFIS

Identificativo : 173547

Informazione
Regolamentata

Nome utilizzatore : IFISN01 - DA RIO

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Data/Ora Ricezione : 16 Marzo 2023 09:59:10

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Diffusione presunta

Oggetto : Notice Call of ordinary and extraordinary
Shareholder' meeting - Banca Ifis S.p.A. 20
April 2023

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 ORDINARY AND EXTRAORDINARY SHAREHOLDERS'
MEETING

The Extraordinary and Ordinary Shareholders' Meeting is convened of Banca Ifis S.p.A. (the "**Bank**" or the "**Company**") in a **single call** for **20 April 2023 at 9:30** at the Company's offices in Via Senato, no. 6, Milan to resolve on the following

Agenda

Extraordinary part

- 1) **Amendments to Articles 2, 4, 6, 8, 12, 14 and 20 of the Articles of Association. Related and consequent resolutions.**

Ordinary part

- 1) **Financial statements at 31 December 2022:**
 - 1.1) **approval of the financial statements at 31 December 2022, presentation of the consolidated financial statements at 31 December 2022 and the consolidated non-financial statement pursuant to Italian Legislative Decree no. 254 of 30/12/2016 - Sustainability Report;**
 - 1.2) **allocation of the period result; related and consequent resolutions;**
- 2) **Remuneration:**
 - 2.1) **Report on remuneration policy and remuneration paid pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998: approval of Section I - 2023 Ifis Group Remuneration and Incentive Policy;**
 - 2.2) **Report on the remuneration policy and remuneration paid pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998: non-binding resolution on Section II - Information on fees paid in FY 2022;**
 - 2.3) **Amendment to certain provisions of the 2021-2023 Long-Term Incentive Plan; related and consequent resolutions;**
- 3) **Appointment of the Honorary Chairman. Related and consequent resolutions.**

The Company - in accordance with the provisions of Art. 106, paragraph 4, of Decree-Law no. 18 of 17 March 2020 converted into law with amendments by Law no. 27 of 24 April 2020, as amended and supplemented (the "**Cura Italia Decree**"), the effectiveness of which was most recently extended to the Shareholders' Meetings to be held by 31 July 2023 by Art. 3, paragraph 1, of Decree-Law no. 228 of 30

December 2021, as converted by Law no. 15 of 25 February 2022 and subsequently amended by Article 3, paragraph 10-*undecies*, of Decree-Law no. 198 of 29 December 2022, as converted with amendments by Law no. 14 of 24 February 2023 - has decided to avail itself of the option to provide that Shareholders' attendance of the Shareholders' Meeting shall take place exclusively through the conferment of proxy (or sub-delegation) to the representative designated by the Company pursuant to Article 135-*undecies* of Legislative Decree no. 58 of 24 February 1998 (the "**Consolidated Law on Finance**") - Monte Titoli S.p.A, with registered office in Milan (the "**Designated Representative**" or "**Monte Titoli**") in the manner specified below in the paragraph "*Attendance of and representation at the Shareholders' Meeting*", with all and any physical attendance of persons therefore being precluded. The Designated Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the Consolidated Law on Finance, as an exception to Article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance, in the manner specified below in the paragraph "*Proxy (or sub-delegation) to the Designated Representative pursuant to Article 135-novies of the Consolidated Law on Finance*".

It should be noted that, without prejudice to the foregoing regarding the possibility for those with voting rights to attend exclusively through the Designated Representative, the directors, the auditors, the meeting secretary, the notary, the Designated Representative himself, the representatives of the auditing firm as well as the other subjects whose attendance of the Shareholders' Meeting is required, may also participate in the latter by means of telecommunications that guarantee their identification, without the need for the chairman, secretary and notary to be in the same place. Instructions for participating in the Shareholders' Meeting by telecommunications means will be made known by the Company to the directors and auditors, as well as to all others entitled to attend, other than those who are entitled to vote. 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.

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 52.433.144 voting rights exercisable at the Meeting. Pursuant to Article 2368, paragraph 3 of the Italian Civil Code, as referred to in Article 2357-*ter*, paragraph 2, last sentence of the Italian Civil Code, treasury shares (i) are counted in the capital for the purpose of calculating the quotas required for the regular constitution of the Shareholders' Meeting, but (ii) are not counted in the capital for the purpose of calculating the majority and quota required for the approval of shareholders' meeting resolutions.

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 11 April 2023, 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 17 April 2023). However, the right to attend and vote 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.

Attendance of and representation in the Shareholders' Meeting

Pursuant to Article 106, subsection 4 of the Cura Italia Decree, the Bank availed itself of the option to provide that participation in the Shareholders' Meeting is permitted exclusively by proxy, in particular, by conferring proxy, free of charge, to the Designated Representative, i.e. Monte Titoli.

Proxies may be conferred, in the manner described below, alternatively pursuant to:

- (i) article 135-*undecies* of the Consolidated Law on Finance, by means of the "[*Proxy form to the designated representative*]"; or
- (ii) Article 135-*novies* of the Consolidated Law on Finance, by means of the "[*Ordinary proxy (or sub-delegation) form*]".

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) 02,3363581 (on working days, from 9.00 to 17.00).

Delegation of Designated Representative pursuant to article 135-*undecies* of the Consolidated Law on Finance

Those entitled to vote may grant proxy with voting instructions, on all or some of the items on the agenda, to Monte Titoli in its capacity as Designated Representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance, at no cost to the delegating party (except for any shipping costs). 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 18 April 2023), 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 2023 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 2023 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 2023 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 23:59 on 18 April 2023) in the manner set forth above for conferral. Proxies have no effect on proposals for which no voting instructions have been provided.

Delegation (or sub-delegation) of Designated Representative pursuant to article 135-*novies* of the Consolidated Law on Finance

Moreover, the Company specifies that 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. In order to allow the Company and the Designated Representative to receive and verify the proxies (or sub-delegations) in advance of the start of the Shareholders' Meeting proceedings, it is recommended that the persons entitled to vote receive the proxies (or sub-delegations) in advance of the start of the Shareholders' Meeting proceedings by 17:00 on the day prior to the Shareholders' Meeting in single call (i.e. 19 April 2023); it being understood that the Designated Representative may accept proxies and/or sub-delegations and/or voting instructions even after the aforementioned deadline as long as it is before the start of the Shareholders' Meeting proceedings. By this deadline (i.e. 19 April 2023) the proxy and voting instructions can always be revoked in the same way as they were granted.

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 (9.00-13.00/14.00-17.00), no later than 11 April 2023 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. The Company does not guarantee a reply to applications received after this deadline.

Those who attest to ownership of shares on the date of application are entitled to a response. For this purpose, a certification, effective until the aforementioned date, issued by the depository intermediary, attesting the ownership of the shares by the applicant, must be produced, also after the filing of the application, provided that it is within the third day following the record date (i.e. by 14 April 2023). However, the notice is not necessary if the Company receives the notice from the intermediary required for participation in the Shareholders' Meeting. In the event that the shareholder has requested from its depository intermediary the notice of entitlement to attend the Shareholders' Meeting, it will be sufficient to include in the request the references of such notice that may have been issued by the authorised intermediary.

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 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 17 April 2023) 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 call notice (i.e. by 26 March 2023), 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 (9.00-13.00/14.00-17.00), 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 5 April 2023).

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, 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 5 April 2023. 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 6 April 2023 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.

For the purposes of the foregoing, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with 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, 16 March 2023

The Chairman
of the Board of Directors
(Ernesto Fürstenberg Fassio)

Notice published in extract form in the daily newspaper "Italia Oggi".

Fine Comunicato n.0147-12

Numero di Pagine: 8