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Societa' : BANCA IFIS

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Oggetto : SHAREHOLDERS' MEETING OF BANCA IFIS S.P.A. – SUPPLEMENT TO NOTICE OF CALL

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

SHAREHOLDERS' MEETING OF BANCA IFIS S.P.A. – SUPPLEMENT TO NOTICE OF CALL

With reference to the Extraordinary Shareholders' Meeting of Banca Ifis S.p.A. called for 17 April 2025, the notice of which was published on 8 January 2025 on the website <https://www.bancaifis.it/chiamo/corporate-governance/assemblea-degli-azionisti/> and in the section "Corporate Governance / Shareholders' Meeting", at the authorised storage mechanism "eMarket STORAGE" (<https://www.emarketstorage.it>), as well as by excerpt in the daily newspaper "ItaliaOggi", on 6 March 2025 the Board of Directors resolved to supplement the aforesaid notice of call in the terms indicated below:

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 **17 April 2025 at 9:30** t the Company's registered office at No. 63 Via Terraglio, Venice – Mestre, to resolve on the following

Agenda

Ordinary part

1. Financial statements as at 31 December 2024:

- 1.1) approval of the financial statements as at 31 December 2024, and presentation of the consolidated financial statements as at 31 December 2024;**
- 1.2) allocation of the operating result; related and consequent resolutions.**

2. Resolutions concerning the Board of Directors:

- 2.1) determination of the number of members of the Board of Directors;**
- 2.2) determination of the term of office of the members of the Board of Directors;**
- 2.3) appointment of the members of the Board of Directors;**
- 2.4) determination of the remuneration of the members of the Board of Directors;**

3. Resolutions concerning the Board of Statutory Auditors:

- 3.1) appointment of the members of the Board of Statutory Auditors and its Chairman for the financial years 2025/2026/2027;**
- 3.2) determination of the remuneration of the members of the Board of Statutory Auditors.**

4. Remuneration:

- 4.1) Report on remuneration policy and remuneration paid pursuant to Art. 123-ter of Italian Legislative Decree No. 58/1998: approval of Section I - 2025 Banca Ifis Group Remuneration and Incentive Policy;**
- 4.2) Report on 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 2024; related and consequent resolutions.**

5) **Integration of fees in favour of the external auditing firm. Related and consequent resolutions.**

6) **Amendments to the Rules of Procedure of the Shareholders' Meeting of Banca Ifis. Related and consequent resolutions.**

Extraordinary Part

1) **Proposal to grant the Board of Directors, pursuant to art. 2443 of the Civil Code, the right, to be exercised by 30 June 2026, to increase the share capital, in a divisible manner and also in several tranches, with the exclusion of the right of option pursuant to art. 2441, paragraph 4, first period, of the Civil Code, with the issue of a maximum number of 8.406.781 ordinary shares, with regular enjoyment and having the same characteristics as those in circulation on the date of issue, whose issue price will be determined by the Board of Directors in accordance with the provisions of the law, to be released by contribution in kind as a service of a voluntary public offer for purchase and exchange concerning all the ordinary shares of illimity Bank S.p.A.; consequent amendment of art. 5 of the Articles of Association. Related and consequent resolutions.**

Shareholders' Meeting proceedings

Pursuant to art. 9, paragraph 6 of the Bank's Articles of Association, intervention in the Shareholders' Meeting by those with voting rights can only take place through the representative designated by the Company in accordance with Art. 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (the Consolidated Law on Finance or "TUF") - hereafter, also only "**Designated Representative**", as identified in the following paragraph "**Proxy to the Designated Representative pursuant to Article 135-*undecies* of the TUF**" -, to whom proxies and/or sub-delegations may also be conferred pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the same decree, with the methods specified below. The manner in which the Shareholders' Meeting is conducted may be supplemented and/or amended by the Company.

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 1.238.886 treasury shares (equal to 2,302% of the share capital), whose voting right is suspended pursuant to Art. 2357-*ter*, paragraph 2 of the Civil Code. Therefore, as of the date of this notice, there are 52.572.209 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 “About us / Corporate Governance / Ownership structure” - <https://www.bancaifis.it/chi-siamo/corporate-governance/azionariato/>) 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 8 April 2025, 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 14 April 2025). 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 art. 9, paragraph 6 of the Bank's Articles of Association, 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) Art. 135-*undecies* of the TUF, by means of the “*Proxy form to the designated representative*”; or
- (ii) Art. 135-*novies* of the TUF, 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 Art. 135-*undecies* of the TUF

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 TUF, 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 “About us/Corporate Governance/Shareholders' meeting” (<https://www.bancaifis.it/corporate-governance/assemblea-degli-azionisti/>).

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 11.59 pm on 15 April 2025), by one or other of the following two methods: (i) transmission of an electronically reproduced copy (PDF) to the certified email address rd@pec.euronext.com (subject line “Proxy Banca Ifis Shareholders' Meeting April 2025”) from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered mail with return receipt, to the

following address: Monte Titoli S.p.A., Piazza degli Affari n. 6, 20121 Milan (Ref. “Proxy Banca Ifis Shareholders’ Meeting April 2025”), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to rd@pec.euronext.com (subject line: “Proxy Banca Ifis Shareholders’ Meeting April 2025”).

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 11:59 pm on 15 April 2025) 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 Art. 135-*novies* of the TUF

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

Those who do not intend to make use of the intervention procedure set out in Art. 135-*undecies* of the TUF 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 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's website (www.bancaifis.it), section "About us/Corporate Governance/Shareholders' meeting" (<https://www.bancaifis.it/chi-siamo/corporate-governance/azionariato/>).

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 TUF 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. 16 April 2025); 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. Within the aforementioned time limit (i.e. 16 April 2025), 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 TUF, 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 the Banca Ifis Corporate Affairs, at the company's registered office, during office hours (9 am - 1 pm / 2 pm - 5 pm), no later than 8 April 2025 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 depositary 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 11 April 2025). 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 depositary 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

TUF 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 14 April 2025) by means of publication on the Company's *website* www.bancaifis.it, section "About us / Corporate Governance / Shareholders' meeting" (<https://www.bancaifis.it/chisiamo/corporate-governance/azionariato/>). No response will be due if the information requested is already made available by the Company on its *website* in the section "About us / Corporate Governance / Shareholders' meeting" (<https://www.bancaifis.it/chisiamo/corporate-governance/azionariato/>), 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 TUF, 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 16 March 2025), 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 TUF.

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 2 April 2025).

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 TUF - well in advance and, in any case, by 2 April 2025. The aforementioned proposals, clearly and completely formulated, must be sent to the Company by the aforementioned deadline in the manner indicated above. Such proposals, if any, must indicate 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 3 April 2025 on its *website* www.bancaifis.it, section "About us/Corporate Governance/Shareholders' meeting" (<https://www.bancaifis.it/chi-siamo/corporate-governance/azionariato/>) 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.

Appointment of the Board of Directors

The appointment of the Board of Directors shall take place - pursuant to and in accordance with the procedures set out in Art. 11 of the Articles of Association - on the basis of the lists submitted by the shareholders, which may contain names up to the maximum number of directors provided for by the Articles of Association, i.e. up to a maximum of fifteen candidates, listed in sequential order.

The lists must be submitted by the shareholders, under penalty of forfeiture, to the registered office (for the attention of the Corporate Affairs Area) by the twenty-fifth day prior to the date of the Meeting (i.e. by 23 March 2025).

Only shareholders who, alone or together with other shareholders, hold a shareholding of at least 1% of the Company's share capital at the time of submission of a list are entitled to submit a list.

Ownership of the minimum shareholding for the purposes of submitting a list may also be certified after the list has been filed, provided that it is filed no later than the twenty-first day prior to the date of the Shareholders' Meeting (i.e. by 27 March 2025), by means of a communication to the Company by an intermediary authorised pursuant to the regulations in force.

Each shareholder may submit or take part in the submission of only one list, even if through an intermediary or trust company, and each candidate may only be present on one list under penalty of ineligibility.

Lists must be supplied complete with:

- information relating to the identity of shareholders who submitted lists, stating the overall percentage of shares held;
- a complete report on the personal and professional characteristics of the candidates as well as a declaration by the same candidates stating that they meet the independence requirements set out in the legislation and regulations in force and that they accept the candidature.

Each list must also include the following requirements:

- must contain at least two candidates;
- where there are 2 or more candidates, candidates who meet the requirements of independence provided for by the current legislation, in the minimum number provided for by the current legislation, also taking into account the segment in which the shares are listed (if the ratio does not result in a whole number, the resulting number is rounded up to the next unit, except for corporate bodies made up of three members, for which rounding-off is always down to the lower integer). These candidates must be the first names on the list in sequential order;
- a number of candidates, at least equal to the measure provided for in current legislation, belonging to the least represented gender, except for lists with 2 candidates, it being understood that in this case, the 2 candidates must be of different genders.

Any list where the above provisions are not observed is considered as not having been presented.

The lists will be made available to the public at the registered office, on the Company's website and according to the other procedures provided for by current legislation, at least twenty-one days prior to the date of the Shareholders' Meeting.

Each person entitled to vote may vote for only one list pursuant to the Articles of Association.

For more information on the procedures for the appointment of the Board of Directors, reference should be made to the provisions contained in Article 11 of the Articles of Association, to the Company's website and to the Board of Directors' explanatory report on the items on the agenda of the Shareholders' Meeting, which will be available on the website within the terms required by law.

Appointment of the Board of Statutory Auditors

The Board of Statutory Auditors shall be appointed, pursuant to and in accordance with the procedures set out in Art. 21 of the Articles of Association, on the basis of lists submitted by the shareholders, in which the candidates shall be listed in sequential order and in a number not exceeding the members to be elected (i.e., three Standing Auditors and two Alternate Auditors). The list shall include two sections: one for the candidates to the office of standing auditor, and one for the alternate auditor candidates.

The lists must be submitted by the shareholders, under penalty of forfeiture, to the registered office (for the attention of the Corporate Affairs Area) by the twenty-fifth day prior to the date of the Meeting (i.e. by 23 March 2025).

Only shareholders who, alone or together with other shareholders, hold a shareholding of at least 1% of the Company's share capital at the time of submission of a list are entitled to submit a list.

Ownership of the minimum shareholding for the purposes of submitting a list may also be certified after the list has been filed, provided that it is filed no later than the twenty-first day prior to the date of the Shareholders' Meeting (i.e. by 27 March 2025), by means of a communication to the Company by an intermediary authorised pursuant to the regulations in force.

Each shareholder may submit or take part in the submission of only one list, even if through an intermediary or trust company, and each candidate may only be present on one list under penalty of ineligibility.

Lists must be supplied complete with:

- information relating to the identity of shareholders who submitted lists, stating the overall percentage of shares held;
- a declaration of the shareholders other than those who hold, including jointly, a controlling or relative majority shareholding, certifying the absence of relationships as provided for by Article 144-quinquies of the Regulation adopted by CONSOB resolution no. 11971/1999, as subsequently amended and supplemented, concerning the discipline of issuers" with the latter as well as other significant relationships;
- a complete report on the personal and professional characteristics of the candidates as well as a declaration by the same candidates stating that they meet the requirements set out in by the law and that they accept the candidacy.

Candidates who do not meet the requirements of integrity, professionalism and independence provided for by Art. 26 of Legislative Decree no. 385/1993 and the relative implementation regulations, also of a regulatory nature, in force at the time, or who come under the hypotheses pursuant to Art. 148, paragraph 3 of the TUF, may not be included in said lists.

Each list must contain candidates for the office of standing auditor and candidates for the office of alternate auditor belonging to both genders at least to the minimum extent provided for by current legislation. This provision does not apply to lists that - considering both sections - present fewer than three candidates.

Outgoing auditors are eligible for re-election.

The lists will be made available to the public at the registered office, on the Company's website and according to the other procedures provided for by current legislation, at least twenty-one days prior to the date of the Shareholders' Meeting.

Each person entitled to vote may vote for only one list pursuant to the law and the Articles of Association.

For more information on the procedures for the appointment of the Board of Statutory Auditors, reference should be made to the provisions contained in Article 21 of the Articles of Association, to the Bank's website and to the Board of Directors' explanatory report on the items on the agenda of the Shareholders' Meeting, which will be available on the website within the terms required by law.

Documentation

The documents and information pursuant to Art. 125-*quater* of the TUF are made available to shareholders at the registered office and on the *website* www.bancaifis.it section “About us / Corporate Governance / Shareholders’ meeting” (<https://www.bancaifis.it/chi-siamo/corporate-governance/azionariato/>).

The documentation relating to this Shareholders' Meeting, including the Directors' Explanatory Reports on the proposals concerning the items on the agenda pursuant to Art. 125-*ter* of the TUF, 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 on the *website* www.bancaifis.it under the section “About us / Corporate Governance / Shareholders’ meeting” (<https://www.bancaifis.it/chi-siamo/corporate-governance/azionariato/>).

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

Venice-Mestre, 07 March 2025

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

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

Fine Comunicato n.0147-29-2025

Numero di Pagine: 10