

**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 SHAREHOLDERS' MEETING**

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

### **Agenda**

- 1) **Financial statements at 31 December 2021:**
  - 1.1) **approval of the financial statements at 31 December 2021, presentation of the consolidated financial statements at 31 December 2021 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 the remuneration policy and fees paid pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998: approval of Section I - 2022 Ifis Group Remuneration and Incentive Policy;**
  - 2.2) **Report on the remuneration policy and fees 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 2021;**
  - 2.3) **Remuneration plan based on the assignment of Banca Ifis shares for certain corporate figures described in the information document drawn up pursuant to Art. 114-bis of the Consolidated Law on Finance and related implementing rules;**  
**related and consequent resolutions;**
- 3) **Board of Directors:**
  - 3.1) **determination of the number of members of the Board of Directors;**
  - 3.2) **appointment of the members of the Board of Directors;**
  - 3.3) **determination of term of office;**
  - 3.4) **determination of the remuneration of the members of the Board of Directors;**  
**related and consequent resolutions;**
- 4) **Board of Statutory Auditors:**
  - 4.1) **appointment of the members of the Board of Statutory Auditors for the three-year period 2022-2024;**
  - 4.2) **determination of the remuneration of the members of the Board of Statutory Auditors;**  
**related and consequent resolutions;**

- 5) **Directors and Officers (D&O) third party liability insurance policy; related and consequent resolutions;**
- 6) **Proposal of the Board of Statutory Auditors pursuant to Art. 13 of Italian Legislative Decree no. 39/2010 for the assignment of the statutory audit engagement for financial years 2023-2031; related and consequent resolutions;**
- 7) **Engagement for the statutory audit of the accounts: integration of the fees; 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 339.139 treasury shares (equal to 0,630% 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 53.471.956 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](http://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 April 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 April 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 Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. - with registered office in Milan ("**Spafid**") - 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](http://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 April 2022), according to the following alternative procedures: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (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 Spafid S.p.A., Foro Buonaparte n. 10, 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: [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (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 April 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](http://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 April 2022) and in any case before the meeting starts. By this deadline (i.e. 27 April 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), Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. can be contacted by e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following numbers (+39) 0280687319 and (+39) 0280687335 (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 April 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](mailto: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 April 2022) by means of publication on the Company's website [www.bancaifis.it](http://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](mailto: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 13 April 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 April 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 April 2022 on its website [www.bancaifis.it](http://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.

#### **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 Corporate Affairs) by the twenty-fifth day prior to the date of the Meeting. Since this term expires on a non-working day (Sunday, 3 April 2022), the deadline for submitting lists is set at the first working day following the twenty-fifth day prior to the date of the Meeting: therefore, lists for the appointment of the Board of Directors may be submitted by the entitled shareholders by Monday, 4 April 2022.

Only those shareholders who, alone or together with other shareholders, can prove that they hold at least 1% of the ordinary shares are entitled to submit lists.

The ownership of the minimum percentage necessary for the submission of lists is determined considering the shares registered in the shareholder's favour on the date on which the lists are filed at the Bank. The ownership of the equity investment held on the day on which the lists are submitted can be certified also after the filing of the lists, provided that at least twenty-one days prior to the date of the meeting - i.e. by Thursday, 7 April 2022 - by transmitting to the Company the required communication by the authorised intermediaries.

Each shareholder may submit or take part in the submission of only one list and each candidate may be included in only one list, under penalty of ineligibility, pursuant to current legislation.

Lists must be supplied complete with:

- information regarding the identity of the shareholders who submitted the lists, indicating the percentage of shares held;
- a declaration by the shareholders other than those who hold, also jointly, a controlling or relative

majority interest, certifying the absence of relationships with the latter, pursuant to Art. 147-ter of the Consolidated Law on Finance and Art. 144-quinquies of the Regulation adopted by Consob with Resolution no. 11971/1999 (the "Issuers' Regulation");

- 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 the legislation and regulations in force and that they accept the candidature.

Candidates cannot be included on lists if they do not comply with the requirements of integrity, professionalism and independence provided for by Art. 26 of Italian Legislative Decree 385/1993.

Each list must also include the following requirements:

- at least a quarter of components (if this ratio is not a whole number, it is rounded down to the lower whole number if the first decimal place is less than or equal to 5; otherwise it is rounded up to the higher whole number) they must meet the independence requirements laid down in the Code of Corporate Governance for Listed Companies approved by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., and in Art. 148, paragraph 3 of the Consolidated Law on Finance. These candidates must be placed on the list in the first four places in the sequential order;

- a number of candidates belonging to the less represented gender equal to at least one third, except for the lists that present a number of candidates lower than three.

Lists that do not comply with the requirements outlined above shall be deemed not to have been submitted.

In submitting the lists, shareholders are invited to take into account the results of the prior analysis carried out by the Board of Directors of Banca Ifis on the size, composition and functioning of the Board itself, in compliance with the provisions of law and regulations in force and, in particular, the supervisory provisions of the Bank of Italy concerning the organisation and corporate governance of banks. The guidelines that emerged from this analysis on the figures whose presence on the Board is considered appropriate are contained in the Document on the "Optimal qualitative and quantitative composition of the Board of Directors of Banca Ifis". The document is available on the website [www.bancaifis.it](http://www.bancaifis.it) "Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting of 28 April 2022" section.

The lists will be made available to the public at the registered office, at the market management company and on the website [www.bancaifis.it](http://www.bancaifis.it) by Thursday, 7 April 2022.

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 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.

### **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 (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 Corporate Affairs) by the twenty-fifth day prior to the date of the Meeting. Since this term expires on a non-working day (Sunday, 3 April 2022), the deadline for submitting lists is set at the first working day following the twenty-fifth day prior to the date of the Meeting: therefore, lists for the appointment of the Board of Statutory Auditors may be submitted by the entitled shareholders by Monday, 4 April 2022.

Only those shareholders who, alone or together with other shareholders, can prove that they hold at least 1% of the ordinary shares are entitled to submit lists.

The ownership of the minimum percentage necessary for the submission of lists is determined considering the shares registered in the shareholder's favour on the date on which the lists are filed at the Bank. The ownership of the equity investment held on the day on which the lists are submitted can be certified also after the filing of the lists, provided that at least twenty-one days prior to the date of the meeting - i.e. by Thursday, 7 April 2022 - by transmitting to the Company the required communication by the authorised intermediaries.

Each shareholder may submit or take part in the submission of only one list and each candidate may be included in only one list, under penalty of ineligibility, pursuant to current legislation.

Lists must be supplied complete with:

- information regarding the identity of the shareholders who submitted the lists, indicating the percentage of shares held;
- a declaration by the shareholders other than those who hold, also jointly, a controlling interest or a relative majority, certifying the absence of relationships of connection as provided for by Art. 144-*quinquies* of the Issuers' Regulation 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 candidature.

Candidates who already hold positions as auditor in five other listed companies or who do not comply with the requirements of integrity, professionalism and independence set out in the applicable legislation and regulations, or who fall within the cases described in Art. 148, paragraph 3 of the Consolidated Law on Finance, cannot be included on the lists.

Each list shall contain at least one candidate for the office of Standing Auditor and at least one candidate for the office of Alternate Auditor belonging to the less represented gender. This requirement does not apply to lists with fewer than three candidates.

Outgoing auditors may be re-elected.

In submitting the lists, shareholders are invited to take into account the results of the prior analysis carried out by the Board of Statutory Auditors of Banca Ifis on the size, composition and functioning of the Board itself, in compliance with the provisions of law and regulations in force and, in particular, the supervisory provisions of the Bank of Italy concerning the organisation and corporate governance of banks. The guidelines that emerged from this analysis on the figures whose presence on the Board is considered appropriate are contained in the Document on the "Optimal qualitative and quantitative composition of the Board of Statutory Auditors of Banca Ifis". The document is available on the website [www.bancaifis.it](http://www.bancaifis.it) "Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting of 28 April 2022" section.

The lists will be made available to the public at the registered office, at the market management company and on the website [www.bancaifis.it](http://www.bancaifis.it) by Thursday, 7 April 2022.

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 following are made available to shareholders at the registered office and on the website [www.bancaifis.it](http://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](http://www.emarketstorage.com), as well as on the website [www.bancaifis.it](http://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, 18 March 2022

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

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