

BANCA FINNAT EURAMERICA S.p.A.

Registered office: Rome – Palazzo Altieri – Piazza del Gesù 49

Capital: € 72,576,000.00

Fiscal code: 00168220069

VAT registration: 00856091004

R.E.A. of Rome no. 444286

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NOTICE OF ORDINARY GENERAL MEETING

The Ordinary General Meeting of Shareholders of Banca Finnat Euramerica S.p.A. will be held at the Bank's registered office in Rome – Palazzo Altieri – Piazza del Gesù 49 – on 27 April 2017 at 4 pm, at single call, to transact the business set out in the following

AGENDA

1. *Financial statements at 31 December 2016, complete with the relevant reports by the Board of Directors, the Board of Statutory Auditors and the auditing firm in charge of auditing the accounts. Proposal for allocation of the profit. Relevant and ensuing resolutions. Presentation of the consolidated financial statements at 31 December 2016;*
2. *Integration of the Board of Directors pursuant to article 2386 of the Civil Code. Relevant and ensuing resolutions;*
3. *Determination of remuneration to the Chair of the Board of Directors subject to the prior withdrawal of previous resolutions. Relevant and ensuing resolutions;*
4. *Disclosure of the remuneration policies regarding Directors, Employees and freelance Collaborators. Remuneration Report pursuant to article 123-ter of Legislative Decree 58/98. Relevant and ensuing resolutions.*

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Attendance at the General Meeting

Pursuant to article 8 of the articles of association, the General Meeting may be attended by all those who can provide proof of their eligibility in accordance with applicable law; the right to attend, participate and vote at general meetings shall be attested in a notice sent to the Bank by a qualified intermediary acting on behalf of the person entitled to vote, on the basis of the shareholder information as at the end of the accounting day

on the seventh market trading day preceding the date scheduled for the general meeting (the “record date”), coinciding with 18 April 2017.

Credit or debit account recordings subsequent to that date shall not be taken into account when determining eligibility to vote at the General Meeting and, therefore, more precisely, any person who only becomes an owner of ordinary shares after the record date shall not be entitled either to attend or vote at this ordinary General Meeting. The intermediary’s notice must be received by the Bank by the end of the third market trading day preceding the date scheduled for the General Meeting, i.e. 24 April 2017. This shall be without prejudice to entitlement to participate and vote at the Meeting in the event that the notices are received by the Bank later than that date, provided that this occurs prior to the start of the Meeting’s business.

Shareholders holding any shares that are not yet paperless must submit them to an empowered intermediary in advance for inclusion in the centralised book entry management system for paperless shares pursuant to article 17 of the Joint Consob / Bank of Italy Measure of 22 February 2008 (as subsequently amended) and request transmission of the notice referred to above.

Voting by proxy

Any person who has the right to vote may be represented at the General Meeting, in accordance with the law, by means of a proxy issued either in writing or electronically, pursuant to article 21(2) of Legislative Decree 82/2005.

Shareholders may use the “Proxy Form” available at the Registered Office and on the Bank’s website www.bancafinnat.it (in the *Investor Relations/Agenda and Documents* section). The proxy may be transmitted to the Bank by registered letter with proof of receipt to the following address: Banca Finnat Euramerica S.p.A., Piazza del Gesù 49, 00186 Rome, or electronically to the following certified email address: banca.finnat@pec.finnat.it, or on line in the specific website section (*Investor Relations/Agenda and Documents/29april/Attendance and Voting*). In such cases, the Bank must receive the proxy before the time scheduled for the Meeting to commence its business. In the event that the representative provides or sends the Bank a copy of the proxy, he must certify, under his own responsibility, that it is a true copy of the original and the identity of the delegating party.

In accordance with applicable legislation, shareholders may appoint as a proxy, at no cost, Mr. Rocco Santarelli, Lawyer, as the Bank’s designated representative pursuant to art. 135-*undecies* of Italian Legislative Decree 58/98 (known as the Consolidation Law on Finance and abbreviated as “TUF”), who may then request Mr. Federico Raffaele, Lawyer, to stand in for him, if he is absent or incapacitated in any way. The appointment must be made by signing the appropriate form available in the section of the Bank’s website indi-

cated above. The signed form must be delivered to the designated representative – together with a copy of valid ID – by registered letter with proof of receipt to Mr. Rocco Santarelli at the Carbonetti Law Firm in Via San Valentino 21, 00197 Rome or by e-mail to rsantarelli@studiocarbonetti.it before the end of the second market trading day preceding the date scheduled for the General Meeting (i.e. 29 April 2017). In the event that a copy of the proxy is delivered or transmitted to the designated representative, it must be accompanied by a declaration certifying, under his own responsibility, that it fully conforms to the original.

The proxy shall be null and void in respect of proposals for which no voting instructions have been issued.

The proxy and the voting instructions are revocable until the second market trading day preceding the date scheduled for the General Meeting (i.e. 25 April 2017). The Notice to the Bank from the intermediary attesting eligibility to attend the Meeting is also required when the Bank's designated representative is appointed as a proxy; In the event of failure to send such a notice, the proxy shall be considered null and void.

No procedures have been established for voting by correspondence or electronic means.

Right to submit questions

Persons entitled to vote at the General Meeting may submit questions relating to the items on the agenda by e-mail to ufficiolegale@finnat.it, or by registered letter with proof of receipt to Banca Finnat Euramerica S.p.A. – Legal Office – Piazza del Gesù 49, 00186 Roma, attaching the documentation proving their eligibility to exercise the right to vote. Eligibility to exercise such right may alternatively be proven by a notice certifying entitlement to attend the Meeting and to vote issued by a qualified intermediary pursuant to article 83-*sexies* (1) of the TUF, or by presenting certificates issued by intermediaries specifying the company-related right which may be exercised pursuant to article 83-*quinquies* (3) of the TUF. Pursuant to article 127-*ter* (1-*bis*) of the TUF, the questions must be received by the third day preceding the date scheduled for the Meeting, i.e. no later than 24 April 2017.

Questions received prior to the General Meeting will be answered at the latest during the Meeting. The Bank may provide a single response to questions with identical content.

Addition of items to the agenda and submission of presentation of new draft resolutions.

Pursuant to article 126-*bis* of the TUF, any Shareholders who, jointly or severally, represent at least one fortieth of the Bank's share capital may, within 10 days of publication of this notice (and therefore no later than 6 April 2017), request that the business items to be may be supplemented, specifying the additional proposed items in their request or submit new draft resolutions concerning matters already on the agenda. Such requests must be made in writing and sent by registered letter with proof of receipt to the Bank's registered

office in Piazza del Gesù 49 - 00186 Rome, or by certified e-mail to banca.finnat@pec.finnat.it together with documentary evidence from the intermediary attesting to the relevant entitlement of the Shareholders making the proposal. Any parties making such a request must provide the Board of Directors with a report containing the reasons why they are proposing resolutions on new business to be discussed and resolved upon or the reasons why they are proposing new draft resolutions on matters already set out in the agenda. Moreover, it should be recalled that no additions to the agenda may be proposed on those matters which the Meeting, pursuant to law, resolves upon at the proposal of the Directors or on the basis of drafts or reports drawn up by them (other than those referred to in article 125-ter (1) of the TUF). Any supplementary business or draft resolutions on business items already set out in the agenda must be notified with the same procedures required for publication of notices convening a General Meeting, at least fifteen days prior to the date scheduled for the Meeting. The reports drawn up by the parties making such requests shall be made available to the public at the same time and in the same form as that envisaged for the documentation necessary for the Meeting, together with any evaluations made by the Bank's Management.

Those entitled to vote may submit draft resolutions individually to the Meeting.

Integration of the Board of Directors

With regard to item 2 on the agenda, it should be recalled that as this item merely deals with the integration of the Board of Directors pursuant to article 2386 of the Italian Civil Code and article 12-bis of the Articles of Association, the General Meeting is required to pass resolutions with the majority established by law and in respect of the principles related to membership of the Board of Directors established by law and the Articles of Association, without applying the provisions of law and those of the Articles of Association relating to the list voting system.

Documentation relating to the General Meeting and disclosures to the Shareholders

All the documentation related to the business transacted at the Meeting shall be made available to the public under the terms and conditions envisaged by applicable regulations, at the Bank's registered offices, on the e-market SDIR (regulated disclosures system) and the e-market STORAGE system available on the website www.emarketstorage.com, as well as on the Bank's website www.bancafinnat.it (*Investor Relations/Agenda and Documents* section).

Shareholders have the right to obtain a copy thereof at their own expense. In particular, the following documents will be made available::

- i. The Directors' Report on items 1, 2 and 3 of the agenda, at least 30 days prior to the Meeting;

- ii. The Directors' Report on Remuneration pursuant to art. 123-*ter* of the TUF (item 4 on the agenda), as well as the financial report, the other documents indicated in art. 154-*ter* of the TUF, the documents referred to in art. 77 (2-*bis*) of the Consob Regulation 11971/99 and the Report on Corporate Governance and Ownership Structures pursuant to art. 123-*bis* of the TUF (item 1 on the agenda), at least 21 days prior to the Meeting.

Information on the share capital

The Bank's Share Capital amounts to Euro 72.576.000,00 (seventy-two million five hundred and seventy-six thousand and zero cents), divided into 362,880,000 (three hundred and sixty-two million eight hundred and eight thousand) ordinary shares of Euro 0.20 (zero.20), each of which with voting rights. No shares or other securities with restrictions on voting rights have been issued.

As at 27 March 2017, the Bank holds n. 29,492,710 own shares for which voting rights have been suspended.

Subsidiaries own no shares in the Bank.

The Bank's Articles of Association are available on the website www.bancafinnat.it (in the *Investor Relations/Corporate Governance* section).

Rome, 27 March 2017

The Chair of the Board of Directors

(*Ms. Flavia Mazzarella*)