

DOBANK S.P.A.

REGISTERED OFFICE IN VERONA, PIAZZETTA MONTE NO. 1

SHARE CAPITAL EURO 41,280,000.00 FULLY PAID IN

REGISTER NUMBER IN REGISTER OF VERONA AND TAX CODE: 00390840239

VAT: 02659940239

REGISTERED UNDER NO. 10639 OF THE BANK REGISTER IN ACCORDANCE WITH ART. NO. 13 OF D.LGS. NO. 85/1993

PARENT COMPANY OF "GRUPPO BANCARIO DOBANK"

MEMBER OF THE INTERBANK DEPOSIT GUARANTEE FUND

CALL NOTICE FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Those entitled to attend and exercise the right to vote are called to the Ordinary and Extraordinary Shareholders' Meeting on **5 March 2019**, in a single call, at 10am, in Rome, at the doBank offices located at Lungotevere Flaminio 18, to discuss and resolve on the following

AGENDA

Ordinary Session

- 1. New Board Director appointment**

Extraordinary Session

- 1. Proposal to amend Articles 1, 2, 4, 6, 7, 11, 13, 14, 16, 17, 21, 23 and 24 of the Articles of Association. Related and consequent resolutions and authorisation to dispose of any treasury shares purchased under Article 2437-quater of the Civil Code. Conferral of related powers.**

* * * * *

INFORMATION ON THE SHARE CAPITAL ON THE DATE OF THE NOTICE OF CALL

The share capital subscribed and paid in is equal to Euro 41,280,000.00 divided in No. 80,000,000 ordinary shares, without nominal value.

On this notice date, the Company held 1,554,353 of its shares.

Each ordinary share gives the right to one vote.

RIGHT TO PARTICIPATE TO THE MEETING

Under Art. No. 83-sexies of Legislative Decree No. 58/98 and Art. No. 8 of the Articles of Association, the legitimate entitlement to attend the Meeting is subject to the Company's receiving the communication issued by an authorized intermediary in accordance with currently applicable legal regulations certifying ownership of the Shares based on the accounting records at the end of the accounting day of the seventh trading day before the date for the Meeting on single call (**22 February 2019 – record date**). Those who will be holders of shares after that date will not have the right to participate and vote in the Shareholders' Meeting.

The communication of the intermediary must reach the Company by the end of the third trading day before the date of the Meeting and, therefore, on **28 February 2019**.

The legitimacy to participate and vote remains valid if the communications are received by the Company beyond the aforementioned deadline, before the beginning of the Meeting.

PROXIES AT MEETINGS

Under Art. No. 9 of the Articles of Association, those entitled to participate at the Meeting may be represented by third part, also not Shareholders, in accordance with currently regulation, also by proxy granted with a document signed in electronic form pursuant to art. No. 21, paragraph 2, of Legislative Decree 7 March 2005, no. 82. The proxy form available at the registered office and on the Company's website www.dobank.com in the "Governance – Shareholders' Meeting" Section (<https://www.dobank.com/en/governance/shareholders-meeting>) may be used.

The voting proxies may be notified to the Company, accompanied by a copy of the identity document of the delegating person, by sending a registered letter to the Company's registered office, Piazzetta Monte 1, 37121 Verona (to the Corporate Affairs Office), or by certified e-mail to dobank.pec@actaliscertymail.it.

Any prior notification does not exempt the delegate, during the accreditation for access to the shareholders' meeting, from the obligation to certify under his own responsibility the conformity of the notified proxy to the original and the identity of the delegator.

The representative must keep the original of the proxy and keep track of any voting instructions received for one year from the end of the meeting.

PROXY TO THE DESIGNATED PERSON

The proxy can be granted, at no expense for the delegating party (except for postage costs), with voting instructions on all or some of the items on the agenda, to *Società per Amministrazioni Fiduciarie Spafid S.p.A.* with registered office in Milan, as the Proxy designated by the Company under Art. No. 135-undecies of Legislative Decree No. 58/98 and Art. No. 9 of the Articles of Association.

The proxy must contain voting instructions on all or some of the items on the agenda and it is effective only as regards those items for which voting instructions were given. Spafid can only be appointed as Proxy designated by the Company.

The proxy must be granted by signing the proxy form available, with the related instructions for completion and delivery to the Company's registered office and on the Company's website www.dobank.com, in the "Governance – Shareholders' Meeting" Section (<https://www.dobank.com/en/governance/shareholders-meeting>).

The original proxy must reach the above Appointed Representative by the end of the second trading day before the Shareholders' Meeting (1 March 2019), to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. "doBank 2019 Shareholders' Meeting Proxy", by hand delivery in normal business hours (from 9.00 a.m. to 5.00 p.m.) or by registered letter with advice of receipt or by courier. Without prejudice to sending the original proxy form with voting instructions attached, the form can also be sent via email to the following legal email address assemblee@pec.spafid.it. Sending the digitally signed proxy form to the legal email address specified above, pursuant to applicable legal regulations, satisfies the written form requirement.

The proxy and voting instructions may be withdrawn by the end of the second trading day before the Shareholders' Meeting (1 March 2019) in the manner indicated above.

It is worth noting that the shares in respect of which a full or partial proxy was granted are considered for the purpose of calculating the quorum for a validly convened meeting; regarding those items in respect of which no voting instructions were given, the shares are not considered for calculating the majority and the share capital percentage required to approve the resolutions.

ADDING ITEMS TO THE AGENDA AND SUBMITTING NEW RESOLUTION PROPOSALS

Under Art. No. 126-bis of Legislative Decree No. 58/98, Shareholders who, jointly or separately, represent at least one fortieth of the share capital may request, within ten days of publishing this notice, by **8 February 2019**, to add items to the agenda. They must specify the additional items proposed in the request or submit resolution proposals for items already included in the agenda.

Shareholders for whom the Company has received an ad hoc communication by an intermediary authorized by applicable legal regulations are entitled to request that further items be added to the agenda or to present new resolution proposals.

The requests for integration and the other proposed resolutions must be submitted in writing and received by the Company - by **8 February 2019** - by registered letter at the Company's registered office, Piazzetta Monte 1, 37121 Verona (for the attention of Corporate Affairs Office, or by legal e-mail dobank.pec@actaliscertymail.it (indicating a sender's telephone, fax or e-mail address).

Within the aforementioned ten-day term, must present, by the proposing Shareholders, a report stating the reasons for the proposed resolutions on the new subjects they are proposing to discuss or the reasons for the further proposed resolutions presented on items already in the agenda.

The integration of the agenda is not allowed for the matters on which the Shareholders' Meeting resolves, according to the law, on the proposal of the Directors or on the basis of a project or a report prepared by them.

Any additions to the agenda or the presentation of further resolution proposals will be announced by the Company, with the same procedures for publishing this notice, at least fifteen days before the date of the Shareholders' Meeting.

RIGHT TO PROPOSE QUESTIONS BEFORE THE MEETING

Under Art. No. 127-ter of Legislative Decree No. 58/98, those who have the right to vote in the Shareholders' Meeting and in favour of whom the Company has received a communication from an authorised intermediary under legislation, may ask questions on the agenda items.

The questions must be sent to the Company in writing, by registered mail, at the Registered Office of the Company, Piazzetta Monte 1, 37121 Verona, (to the attention of the Corporate Affairs Office), or by legal e-mail to the address dobank.pec@actaliscertymail.it. The questions must be received by the Company by **2 March 2019**.

The Company reserves the right to provide a single reply to questions concerning the same issue. All questions received before the Meeting will be answered at the latest during the Meeting.

Under Art. 127-ter of Legislative Decree No. 58/98, no reply is due to the questions asked before the Meeting, when the information requested is already available in "question and answer" format in a special section of the Company's website or when the answer is published on the same website.

Any answers provided in paper format to those entitled to vote at the start of the Meeting will be treated as if provided during the Meeting.

DIRECTOR APPOINTMENT

On 17 October 2018, Paola Bruno resigned from her position as non-independent and non-executive Company director, with immediate effect.

The Shareholders' Meeting must resolve on the above replacement by a majority of the share capital represented at the meeting, with no restrictions on the choice between the members of the lists previously submitted. Since Paola Bruno was taken from the Majority List, under Law no. 120 of 12 July 2011, which imposes an obligation to reserve a portion of the Board of Directors' members of listed companies for the less represented gender. The new director must belong to the less represented gender.

The Board of Directors, subject to the favourable opinion of the Appointments Committee, proposed the confirmation of Marella Idi Maria Villa, who was co-opted on 25 January 2019 to the Shareholders' Meeting.

All Shareholders may file any alternative proposals with a reasonable advance notice, i.e. **ten days before the Shareholders' Meeting**, by sending them to the e-mail address dobank.pec@actaliscertymail.it, together with the required documentation (Declaration of acceptance of office and possession of directors' requirements; Annex 1 - Directors' qualitative and quantitative profile declaration; Annex 2 - Directors' Curriculum Vitae - available on the website www.dobank.com, in the "Governance - Shareholders' Meeting" section).

For more information on the Director replacement, please refer to Art. no. 13 of the Articles of Association and the Explanatory Report on the agenda item, which will be made public within the terms and according to legal procedures.

Right of withdrawal

The amendment of Article 4 of the Company's Articles of Association provides for the elimination of any reference to the exercise of the banking activity. It will therefore cease to be a banking institution on the effective amendment date. This change will legitimise the exercise of the right of withdrawal by shareholders who have not taken part in the adoption of the relevant resolution. These shareholders may exercise the right of withdrawal within 15 days from the Shareholders' meeting resolution registration date in the companies register. This date, and the terms and conditions for the effectiveness of the right of withdrawal, will be announced in a notice published on this website and in the daily newspaper MF/Milano Finanza.

DOCUMENTATION AND INFORMATION FOR THE SHAREHOLDERS

The Shareholders' Meeting documentation, including the Board of Directors' explanatory reports required by regulations on the agenda items and resolution proposals, will be made public within the terms and in the manner provided for by legislation, with the right to obtain a copy for Shareholders and those entitled to vote.

This documentation will be available at the Company's registered office, Piazzetta Monte 1, 37121 Verona, on the Company's website at www.dobank.com, "Governance – Shareholders' Meeting" Section (<https://www.dobank.com/en/governance/shareholders-meeting>) and on "eMarket Storage", managed by Spafid Connect SpA and available on the website www.emarketstorage.com.

Those entitled to participate in the Shareholders' Meeting are invited to appear in advance to facilitate registration, which will start at 8:30 am

This notice is published today on the Company's website (www.dobank.com, "Governance – Shareholders' Meeting" Section <https://www.dobank.com/en/governance/shareholders-meeting>) and on "eMarket Storage", managed by Spafid Connect S.p.A. available on the site www.emarketstorage.com and as an extract, in the newspaper MF/ Milano Finanza on 29 January 2019.

For any further information about the Shareholders' Meeting and the procedures for exercising rights, please contact the following telephone number: +39 0458764367 (on weekdays during office hours).

Rome, 29 January 2019

On behalf of the Board of Directors
The Chairman
(Giovanni Castellaneta)