

DOBANK S.P.A.

REGISTERED OFFICE IN VERONA, PIAZZETTA MONTE N. 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

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

All the shareholders entitled to participate and vote are summoned to the Ordinary Shareholders' Meeting on **19th April 2018**, on single call, at 10:00 am, in Rome, at the doBank offices located at Lungotevere Flaminio no. 18 , to discuss and resolve upon the following

AGENDA

1. Financial statements and consolidated financial statements at 31 December 2017

- 1.1 Approval of the financial statements at 31 December 2017; Presentation of the Consolidated Financial Statements at 31 December 2017; Reports of the Board of Directors, Board of Auditors and independent auditing company;
- 1.2 Allocation of the financial year profit and distribution of dividend. Related and consequent resolutions

2. Appointment of Board of Directors

- 2.1 Determination of number of members of Board of Directors
- 2.2 Determination of duration of assignment of Board of Directors
- 2.3 Appointment of members of Board of Directors;
- 2.4 Determination of fee for members of Board of Directors.

3. Appointment of Board of Auditors for 2018 – 2020 financial years

- 3.1 Appointment of three statutory auditors and two alternate auditors;
- 3.2 Appointment of Chairman of the Board of Auditors;
- 3.3 Determination of fee for members of Board of Auditors.

4. Remuneration policies:

- 4.1 Annual Report on remuneration and incentive policies (2018 policy and 2017 implementation);
- 4.2 2018 Share-Based Incentive Plan;
- 4.3 Severance Pay Policy.

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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.

The Bank, at the date of this notice, holds No. 1,750,000 own shares.

Each ordinary share gives the right to one vote.

RIGHT TO PARTICIPATE TO THE MEETING

Pursuant to 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 (**10th April 2018** – *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 **16th April 2018**. 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

Pursuant to 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 7th March 2005, No. 82. May be used the proxy form available at the registered office and on the Company's website www.dobank.com in the Section Governance – Shareholders' Meeting (<https://www.dobank.com/en/governance/shareholders-meeting>)

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 legal e-mail to the address 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 pursuant to 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 specific proxy form available, with the related instructions to fill in and transmit, at the Company's registered office and on the Company's website www.dobank.com, in the Section Governance – Shareholders' Meeting – (<https://www.dobank.com/en/governance/shareholders-meeting>).

The original proxy form must reach the Designated Proxy referred to above by the end of the second trading day before the date of the Shareholders' Meeting (**17th April 2018**), to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. "doBank 2018 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 date set for the Shareholders' Meeting (**17th April 2018**) 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

Pursuant to 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 of call, by **19th March 2018**, to add items to the agenda, specifying the additional items proposed in the request or submit resolution proposals concerning items already included in the agenda by this notice of call.

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 must be received by the Company - by **19th March 2018** - by registered letter at the registered office of the Company, Piazzetta Monte 1, 37121 Verona (to the attention of Corporate Affairs Office, or by legal e-mail dobank.pec@actaliscertymail.it (indicating, in the message accompanying the request, a telephone, fax or e-mail address of the sender).

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

Pursuant to Art. No. 127-ter of Legislative Decree No. 58/98, may ask questions on the items on the agenda of the Shareholders' Meeting those who have the right to vote in the Shareholders' Meeting, in favor of which the Company has received a specific communication made by an authorized intermediary in accordance with current legislation.

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 **16th April 2018**.

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.

Pursuant to Art. 127-ter of Legislative Decree No. 58/98 mentioned earlier on, no reply is due, even during the Meeting, 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 inside the same website.

It should also be noted that any answers provided in paper format to those entitled to vote at the start of the Meeting will be considered as provided during the Meeting.

APPOINTMENT OF THE BOARD OF DIRECTORS

The Board of Directors of the Company, pursuant to Art. No. 13.1 of the Articles of Association, is made up of a number of Directors of not less than seven and not more than eleven, determined by the Shareholders' Meeting within the aforementioned limit.

The Directors are appointed by the Shareholders' Meeting on the basis of lists presented by the Shareholders in office in which the candidates must be listed, not exceeding eleven, each matched with a progressive number, and must have the requirements of the applicable law and regulations of time in force.

The right to submit lists only those entitled to vote who, alone or together with others, hold in total at the time of submission of the list of shares entitled to vote representing at least 1% of the share capital (pursuant to the Art. No. 13.10 of the Articles of Association and Consob Resolution No. 20273 of 24th January 2018). It should be noted that the ownership of the minimum shareholding required for the presentation of the lists, to the extent indicated above, is determined having regard to the shares that are registered in favor of the individual shareholder, or several shareholders jointly, on the day on which the lists are filed with the Company.

Every person entitled to vote (as well as (i) the legitimated subjects belonging to the same group, by this means the subject, also non-corporate, controlling pursuant to the Art. No. 2359 of the Civil Code and any subsidiary controlled by, or under the common control of the same subject, or (ii) the members of the same shareholders' agreement pursuant to the Art. No. 122 of Legislative Decree No. 58 dated 24th February 1998, or (iii) the legitimated subjects who are otherwise

connected to each other by of significant liaison relationships in accordance with applicable laws and / or regulations in force and applicable) may present or participate in the presentation of only one list as each candidate may appear on only one list, under penalty of ineligibility.

Each list must be composed of a number of candidates who meet the independence requirements established under the legislation currently in force applicable to Independent Directors to ensure the presence of the minimum number in accordance with statutory and regulatory requirements to meet such requirements.

Each list which presents a number of candidates equal to or greater than three, must be composed of candidates belonging to both genders, in order to ensure respect for the balance between genders, at least in the minimum time measurement to time required by law and regulations , pro-tempore in force (since this is the first mandate to which said legislation applies, this measure is equal to 1/5 of the Directors elected, rounded up if not an entire number).

The lists of candidates must be filed by 12:00 a.m. on **26th March 2018** - using one of the following methods: (i) by hand delivery at the registered office of the Company, Piazzetta Monte 1, 37121 Verona, Corporate Affairs Office, during normal office hours; (ii) by legal e-mail to the address dobank.pec@actaliscertymail.it. At the time of filing, the information enabling the identification of the subject transmitting the lists must be provided. The certification certifying the ownership of the minimum shareholding required for the presentation of the lists, to the extent indicated above, may also be produced subsequent to the filing of the list, provided that at least twenty-one days before the date of the Meeting (by **29th March 2018**), by communication issued by an authorized intermediary in accordance with current legislation.

The lists must be accompanied by the documentation and information required by the Articles of Association and by current regulations. To this end, it should be noted in particular that, together with the lists, they must be provided:

- i. information on the identity of the shareholders presenting the lists, with an indication of the percentage of the total interest held;
- ii. the declarations of shareholders other than those who hold, even jointly, a controlling interest or relative majority, certifying the absence of relationships, even indirect with the latter (remember that those who present a "minority list" are recipients of the recommendations formulated by Consob with Communication No. DEM / 9017893 of 26th February 2009);
- iii. a declaration of the candidates certifying that they possess the requisites provided for by the regulations, including the regulations in force and by the bylaws, including those of honorableness and, where applicable, independence, and their acceptance of the candidacy and office, if elected; a facsimile of such statements is available on the website www.dobank.com (Section Governance - Shareholders' Meeting - <https://www.dobank.com/en/governance/shareholders-meeting>);
- iv. exhaustive information on the personal and professional characteristics of the same and on the skills acquired in the banking, financial and / or other areas of relevance referred to in the "Guidance on the qualitative and quantitative composition of the Board of Directors considered optimal" and the list the administration and control positions held in other companies;
- v. any other further or different declaration, information and / or document provided for by the regulations and regulations in force.

The lists for which the provisions of Art. No. 13 of the Articles of Association, are considered as not presented.

Shareholders are invited, in determining the number of members of the Board and in presenting the lists, to pay the utmost attention to the "Orientation on the qualitative and quantitative composition of the Board of Directors considered optimal", which contains the analysis carried out by the outgoing Board on its qualitative / quantitative composition considered suitable for the purpose of the proper performance of its functions, in compliance with the applicable provisions on corporate governance.

For more information on the appointment of the Board of Directors, please refer to Art. No. 13 of the Articles of Association and the Explanatory Report on the related item on the agenda, which will be made available to the public within the terms and according to the procedures established by current legislation.

The lists presented on a regular basis will be made available to the public, at least 21 days before the Shareholders' Meeting, no later than **29th March 2018**, at the Company's registered office, on the Company's website at www.dobank.com, Section Governance – Shareholders' Meeting - <https://www.dobank.com/en/governance/shareholders-meeting> and on the storage mechanism called "eMarket Storage", managed by Spafid Connect SpA and available on the website www.emarketstorage.com.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Shareholders' Meeting elects the Board of Statutory Auditors, consisting in three Statutory Auditors. The Shareholders' Meeting also elects two Alternate Auditors. The appointment of the Board of Statutory Auditors of the Company proceeds in compliance with the provisions of Art. No. 23 of the Articles of Association, to which express reference is made for what is not reported below.

The appointment of the Statutory and Alternate members of the Board of Statutory Auditors takes place on the basis of lists presented by legitimate persons, in which the candidates must be listed by means of a progressive number. The lists are divided into two lists, reporting respectively up to 3 (three) candidates for the office of Statutory Auditor and up to 2 (two) candidates for that of Alternate Auditor.

The right to present lists for the appointment of Statutory Auditors are those entitled to vote who, alone or together with others, are holders of shares with voting rights representing at least 1% of the share capital (pursuant to Art. No. 23.6 of the Articles of Association and Consob Resolution No. 20273 of 24th January 2018). It should be noted that the ownership of the minimum shareholding required for the presentation of the lists, to the extent indicated above, is determined having regard to the shares that are registered in favor of the individual shareholder, or several shareholders jointly, on the day on which the lists are filed on the Company.

In the event of a list that presents candidates for the office of Statutory Auditors and Alternate Auditor, at least the first candidate for the office of Statutory Auditors and at least the first candidate for the position of Alternate Auditor reported in the respective lists must be registered for three years in the register of Statutory Auditors and must have been audited for a period of no less than 3 (three) years.

In the case of a list with a number of candidates equal to or greater than 3 (three), each list for the appointment as Statutory Auditor and Alternate Auditor must present a number of candidates belonging to the less represented gender which, within the list same, the respect of gender balance at least to the minimum extent required by legislation, including regulatory, in force (being the first mandate to which such legislation applies, this measure is equal to 1/5 of the elected Auditors, rounding up in excess case does not result in an integer).

With specific regard to the preparation of the lists and the composition of the Board of Statutory Auditors, it should be noted that may not be elected Statutory Auditors, and if elected fall from office, those who exceed the limits of the number of offices, or for which causes of ineligibility occur, of incompatibility and forfeiture or who do not meet the requirements of integrity and professionalism, as well as any other requirement established by the current provisions of law and regulations. For the purposes of Art. No. 1, paragraph 2, letters b) and c) of the Decree of the Ministry of Justice 30th March 2000, No. 162, which establishes the requisites of professionalism and integrity, the matters pertaining to commercial law and tax law, business administration and corporate finance, as well as matters relating to the financial and credit sectors, are strictly considered within the scope of the Company's activities. The Statutory Auditors may assume administrative and control positions in other companies within the limits established by the provisions, including regulations, in force.

All persons entitled to vote (as well as (i) legitimate parties belonging to the same group, meaning those, also not the Parent Company, pursuant to Art. No. 2359. Civ., and each subsidiary controlled by, or under the common control of the same subject or (ii) the members of the same shareholders' agreement pursuant to Art. No. 122 of Legislative Decree No. 58 dated 24th February 1998, or (iii) the legitimated parties that are otherwise connected by relevant liaison relationships in accordance with current and applicable laws and/or regulations) may present or participate in the presentation of only one list, just as each candidate may appear on only one list, under penalty of ineligibility.

The lists of candidates must be filed by 12:00 a.m. on **26th March 2018**, by one of the following methods: (i) by hand delivery at the registered office of the Company, Piazzetta Monte 1, 37121 Verona, Corporate Affairs Office during the normal office hours; (ii) by legal e-mail to the address dobank.pec@actaliscertymail.it. At the time of filing, information must be provided to identify the subject who transmits the lists. The certification certifying the ownership of the minimum shareholding required for the presentation of the lists, to the extent indicated above, may also be produced subsequent to the filing of the list, provided that at least twenty-one days before the date of the Meeting (**29th March 2018**), by communication issued by an authorized intermediary in accordance with current legislation.

Together with the lists, within the deadline indicated above, the legitimized subjects who submitted them must also file any further documentation and declaration required by the regulations in force at the time. It should be noted in particular that, together with the lists, they must be provided:

- i. information relating to the identity of the shareholders who presented the lists, with an indication of the overall percentage shareholding held;
- ii. a declaration by the shareholders who presented the list and other than those who hold, even jointly, a controlling or relative majority stake, certifying the absence or presence of liaison relationships established by Art. No. 144-*quinquies*, paragraph No. 1, of Consob Regulation 11971/1999 with the latter (please note that those who present a "minority list"

are recipients of the recommendations formulated by Consob with Communication No. DEM / 9017893 of 26th February 2009);

- iii. the declarations with which the individual candidates accept the candidacy and certify, under their own responsibility, the absence of causes of incompatibility or ineligibility, and likewise the existence of the requisites prescribed by the law and by the Articles of Association;
- iv. exhaustive information on personal and professional characteristics as well as the list of administrative and control positions held in other companies.

The list for which the aforementioned provisions are not observed is considered as not presented.

It should be noted that, in the event that at the expiry of the deadline for filing lists, only one list has been filed, or only lists submitted by shareholders that are connected to each other pursuant to Art. No. 144-*quinquies* of the "Regolamento Emittenti", the lists may be presented up to the third day following that date (and therefore until **28th March 2018**). In this case, the threshold for the presentation of the lists will be reduced by half and will therefore be equal to 0.5% of the share capital.

For more information on the appointment of the Board of Statutory Auditors, please refer to Art. No. 23 of the Articles of Association and the Explanatory Report on the related item on the agenda, which will be made available to the public within the terms and according to the procedures established by current legislation.

The lists presented on a regular basis will be made available to the public, at least 21 days before the Shareholders' Meeting, no later than **29th March 2018**, at the Company's registered office, on the Company's website at www.dobank.com, Section Governance – Shareholders' Meeting - <https://www.dobank.com/en/governance/shareholders-meeting> and on the storage mechanism called "eMarket Storage", managed by Spafid Connect SpA and available on the website www.emarketstorage.com.

DOCUMENTATION AND INFORMATION FOR THE SHAREHOLDERS

The documentation relating to the Shareholders' Meeting, including the reports of the Board of Directors and proposed resolutions on the agenda, will be made available to the public in accordance with the provisions required by law, with the right of Shareholders and those who have the right to obtain a copy.

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, Section Governance – Shareholders' Meeting - <https://www.dobank.com/en/governance/shareholders-meeting> and at the storage mechanism called "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 present themselves in advance of the time the meeting is called in order to facilitate registration operations, which will start at 08:30 a.m.

This notice of call is published from today on the Company's website (www.dobank.com, Section Governance – Shareholders' Meeting - <https://www.dobank.com/en/governance/shareholders-meeting>) and on the storage mechanism called "eMarket Storage", managed by Spafid Connect S.p.A. available on the site www.emarketstorage.com and to extract, on the newspaper MF/ Milano Finanza on 9th March 2018.



The Shareholders' Meeting assistance service may be contacted at the following number, if any further information is required on the Shareholders' Meeting and, more particularly, on the manner of exercise of associated rights: telephone: +39 0647979399 (weekdays only in office hours).

Verona, March 9th, 2018

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