

**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

**ORDINARY SHAREHOLDERS' MEETING HELD ON 19<sup>TH</sup> APRIL 2018**

**Summary account of the votes on the items of agenda  
 pursuant to article 125-quarter, paragraph 2,  
 of Legislative Decree No. 58 of February 24, 1998**

**Item no. 1 of the agenda**

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| <p><b>1. Financial statements and consolidated financial statements at 31 December 2017</b><br/> <b>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;</b><br/> <b>1.2 Allocation of the financial year profit and distribution of dividend. Related and consequent resolutions.</b></p> |
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Shares present at the meeting when the vote was opened no. 64,325,528 equal to 80.407% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

**Vote result**

	<b>no. shares</b>	<b>%</b>
<b>Votes for</b>	64,080,868	99.620%
<b>Votes Against</b>	0	0.000%
<b>Abstentions</b>	45,660	0.071%
<b>No votes</b>	199,000	0.309%
<b>Total shares</b>	<b>64,325,528</b>	<b>100.000%</b>

## Item no. 2 of the agenda

### 2. Appointment of Board of Directors

#### 2.1 Determination of number of members of Board of Directors

Shares present at the meeting when the vote was opened no. 64,325,528 equal to 80.407% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

#### Vote result

	no. shares	%
<b>Votes for</b>	64,080,868	99.620%
<b>Votes Against</b>	0	0.000%
<b>Abstentions</b>	45,660	0.071%
<b>No votes</b>	199,000	0.309%
<b>Total shares</b>	<b>64,325,528</b>	<b>100.000%</b>

#### 2.2 Determination of duration of assignment of Board of Directors

Shares present at the meeting when the vote was opened no. 64,325,528 equal to 80.407% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

#### Vote result

	no. shares	%
<b>Votes for</b>	62,928,225	97.828%
<b>Votes Against</b>	0	0.000%
<b>Abstentions</b>	1,198,303	1.863%
<b>No votes</b>	199,000	0.309%
<b>Total shares</b>	<b>64,325,528</b>	<b>100.000%</b>

### 2.3 Appointment of members of Board of Directors;

Shares present at the meeting when the vote was opened no. 64,325,528 equal to 80.407% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

#### Vote result

	no. shares	%
<b>LIST no. 1*</b>	48,186,096	74.910%
<b>LISTA no. 2**</b>	16,139,432	25.090%
<b>Votes Against</b>	0	0.000%
<b>Abstentions</b>	0	0.000%
<b>No votes</b>	0	0.000%
<b>Total shares</b>	<b>64,325,528</b>	<b>100.000%</b>

\* List presented by Avio S.à r.l. (participation of 40,080,000 shares equal to 50.10% of the share capital)

\*\* List presented by Studio Legale Trevisan & Associati in name of a group of investors (total participation of no. 4,194,847 shares equal to 5.2436% of the share capital)

#### List of candidates elected as members of the Board of Directors:

Name	List	Independent (1)
Giovanni Castellaneta	1	
Andrea Mangoni	1	
Nunzio Guglielmino	1	✓
Giovanni Lo Storto	1	✓
Emanuela Da Rin	1	
Paola Bruno	1	
Francesco Colasanti	1	
Giuseppe Ranieri	1	
Giovanni Battista Dagnino	2	✓

(1) Independent pursuant to art. 13 of the Bylaws

## 2.4 Determination of fee for members of Board of Directors.

Shares present at the meeting when the vote was opened no. 64,325,528 equal to 80.407% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

### Vote result

	no. shares	%
<b>Votes for</b>	63,557,322	98.806%
<b>Votes Against</b>	448,024	0.696%
<b>Abstentions</b>	45,660	0.071%
<b>No votes</b>	274,522	0.427%
<b>Total shares</b>	<b>64,325,528</b>	<b>100.000%</b>

## Item no. 3 of the agenda

### 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;

Shares present at the meeting when the vote was opened no. 64,325,528 equal to 80.407% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

### Vote result

	no. shares	%
<b>LIST no. 1*</b>	48,186,096	74.910%
<b>LISTA no. 2**</b>	16,139,432	25.090%
<b>Votes Against</b>	0	0.000%
<b>Abstentions</b>	0	0.000%
<b>No votes</b>	0	0.000%
<b>Total shares</b>	<b>64,325,528</b>	<b>100.000%</b>

\* List presented by Avio S.à r.l. (participation of 40,080,000 shares equal to 50.10% of the share capital)

\*\* List presented by Studio Legale Trevisan & Associati in name of a group of investors (total participation of no. 4,194,847 shares equal to 5.2436% of the share capital)

**List of candidates elected as members of the Board of Auditors:**

<b>Name</b>	<b>Office</b>	<b>List</b>
Chiara Molon	Chairman of the Board of Auditors	2
Francesco Mariano Bonifacio	Statutory Auditor	1
Nicola Lorito	Statutory Auditor	1
Roberta Senni	Alternative Auditor	1
Sonia Peron	Alternative Auditor	2

**3.3 Determination of fee for members of Board of Auditors.**

Shares present at the meeting when the vote was opened no. 65,625,528 equal to 82.032% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

**Vote result**

	<b>no. shares</b>	<b>%</b>
<b>Votes for</b>	65,305,346	99.512%
<b>Votes Against</b>	0	0.000%
<b>Abstentions</b>	45,660	0.070%
<b>No votes</b>	274,522	0.418%
<b>Total shares</b>	<b>65,625,528</b>	<b>100.000%</b>

**Item no. 4 of the agenda**

**4. Remuneration policies:**

**4.1 Annual Report on remuneration and incentive policies (2018 policy and 2017 implementation);**

Shares present at the meeting when the vote was opened no. 65,625,528 equal to 82.032% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

**Vote result**

	<b>no. shares</b>	<b>%</b>
<b>Votes for</b>	64,924,152	98.931%
<b>Votes Against</b>	456,716	0.696%
<b>Abstentions</b>	45,660	0.070%
<b>No votes</b>	199,000	0.303%
<b>Total shares</b>	<b>65,625,528</b>	<b>100.000%</b>

**4.2 2018 Share-Based Incentive Plan;**

Shares present at the meeting when the vote was opened no. 65,625,528 equal to 82.032% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

**Vote result**

	<b>no. shares</b>	<b>%</b>
<b>Votes for</b>	64,924,152	98.931%
<b>Votes Against</b>	456,716	0.696%
<b>Abstentions</b>	45,660	0.070%
<b>No votes</b>	199,000	0.303%
<b>Total shares</b>	<b>65,625,528</b>	<b>100.000%</b>

### 4.3 Severance Pay Policy.

Shares present at the meeting when the vote was opened no. 65,625,528 equal to 82.032% of the no. 80,000,000 shares with voting rights.

The voting result was the following:

#### Vote result

	no. shares	%
<b>Votes for</b>	63,312,786	96.476%
<b>Votes Against</b>	2,068,082	3.151%
<b>Abstentions</b>	45,660	0.070%
<b>No votes</b>	199,000	0.303%
<b>Total shares</b>	<b>65,625,528</b>	<b>100.000%</b>