

SHAREHOLDER RIGHTS DIRECTIVE II (SRDII)

(Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement)

Directive (EU) 2017/828, commonly referred to as Shareholder Rights Directive II (SRDII), which amends Directive 2007/36 / EC, aims to strengthen the rights of shareholders of companies listed on regulated markets based in a member state of European Union (EU) or in another Contracting State of the European Economic Area (EEA) (hereinafter the "Issuers") by improving the cross-border flow of information and facilitating the exercise of voting rights at company meetings.

To this end, the SRDII sets new governance obligations for listed companies through a more intense and transparent involvement of shareholders.

The SRDII will have a global impact on all institutions acting as intermediaries, regardless of where they have their registered office. Consequently, Banca del Sempione SA (hereinafter the "Bank") is also subject to it.

➤ **The changes introduced by the legislation**

In order to facilitate the transmission of communications between the Issuers and their shareholders and encourage the long-term commitment of the latter, the new legislation:

- a) introduces the right of the Issuers to obtain from the financial intermediaries the identification of their shareholders regardless of the place of residence of the latter;
- b) formalizes the obligation to provide shareholders with all information on the share capital transactions of the Issuers or on other corporate events necessary to exercise their rights as shareholders and which are already included in a service we offer to our customers;
- c) introduces the right of the customers, who hold shares of a specific Issuer in deposits with the Bank, when expressly requested, to receive any information that may be communicated to the Bank in relation to upcoming general meetings of said Issuer, thus facilitating exercise of the right to vote.

➤ Data transmission

The identification of the shareholders is a precondition for direct communication between the shareholders and the company.

The Bank will be required, upon simple request, to forward to the Issuer, directly or through other banking intermediaries, the identification data of its customers who are holders of the Issuer's shares. The data must be complete as a partial transmission would not allow the Issuer to identify and consequently communicate with its shareholders.

The customer cannot refuse the transmission of the information to the Issuer.

➤ Terms and definitions

Shareholder: natural or legal person recognized as a shareholder by the national law of the Issuer's jurisdiction. The SRDII focuses mainly on investors and shareholders, whose identities will be disclosed if they hold more than a threshold share of issued capital. The predefined threshold is set at 0.5% of the capital issued by an Issuer, but Member States can set a different threshold or not apply any threshold.

Customer: natural or legal person who has concluded a custody agreement with the Bank, or an agreement under which the Bank acts as an intermediary in relation to the shares held by the Customer.

Issuer: listed company based in a member state of the European Union (EU) or another contracting state of the European Economic Area (EEA) admitted to trading on a regulated market.

Intermediary: a person, such as an investment firm or a credit institution or a central securities depository, which provides services of safekeeping of shares, administrations of shares or maintenance of securities accounts on behalf of shareholders or other persons. The intermediaries are required to facilitate the right of the Issuers to identify their shareholders and to facilitate the exercise of the rights of the shareholders.