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Oggetto : PR FINECOBANK\_Shareholders Meeting  
April 28th, 2022

*Testo del comunicato*

Vedi allegato.

## PRESS RELEASE

**FinecoBank:**

**Shareholders' Meeting:**

- approved the Financial Statements 2021 of FinecoBank S.p.A.;
- approved the allocation of the net profit for the year 2021 of FinecoBank S.p.A.;
- approved the 2022 Remuneration Policy;
- decided favourably on the 2021 Remuneration Report;
- approved the 2022 Incentive System for Employees Identified Staff and the 2022 Incentive System for Personal Financial Advisors Identified Staff;
- authorized the purchase and disposal of treasury shares, in order to implement the 2022 Incentive System for Personal Financial Advisors Identified Staff;
- delegated the Board of Directors to approve the free capital increases to implement the incentive systems for the employees.

*Milan, April 28, 2022*

The Ordinary and Extraordinary Meeting of the Shareholders of FinecoBank S.p.A., held today in Milan, passed the following resolutions in relation to individual items on the agenda:

### Ordinary Part

- **Approval of the Financial Statements 2021 of FinecoBank S.p.A..**

The Shareholders' Meeting approved the Financial Statements 2021 of FinecoBank S.p.A., which reported an individual net profit of euro 368,600,823.06.

- **Allocation of the net profit for the year 2021 of FinecoBank S.p.A..**

The Shareholders' Meeting has also approved the proposals made by the Board of Directors regarding the allocation of the profit for the year, which include the payment of a dividend of Euro 0.39 per share to Shareholders, which will be paid out on May 25, 2022, with a coupon date of May 23, 2022, in accordance with the applicable laws and regulations. In

accordance with Article 83-*terdecies*, of the Legislative Decree no. 58 of February 24, 1998, those with accredited shareholder status as per the accounting records on May 24, 2022 will be entitled to receive the dividend.

- **Approval of the 2022 Remuneration Policy.**

The Shareholders' Meeting approved the 2022 Remuneration Policy, which illustrates the principles that FinecoBank Group applies to develop, implement and monitor the compensation systems.

- **Non-binding decision on the 2021 Remuneration Report.**

The Shareholders' Meeting decided favorably on the 2021 Remuneration Report. The Annexes to the document providing the information required by the current Regulations were also illustrated.

- **2022 Incentive System for Employees Identified Staff.**

The Shareholders' Meeting has approved the adoption of the 2022 Incentive System, which, as required by national and international regulatory authorities, provides for the allocation of an incentive – in cash and/or in free ordinary shares – to be granted, subject to the achievement of specific performance objectives, over a multi-year period to the FinecoBank Employees classified as Identified Staff.

- **2022 Incentive System for Personal Financial Advisors Identified Staff.**

The Shareholders' Meeting has also approved the adoption of the 2022 Incentive System for the Personal Financial Advisors of the Bank, which, as required by national and international regulatory authorities, provides for the allocation of an incentive – in cash and/or in free ordinary shares of FinecoBank – to be granted, subject to the achievement of specific performance objectives, over a multi-year period to the FinecoBank Personal Financial Advisors classified as Identified Staff.

- **Authorization of purchase and disposal of treasury shares, in order to implement the 2022 Incentive System for Personal Financial Advisors Identified Staff. Related and consequent resolutions.**

The Shareholders' Meeting, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, has authorized the purchase and disposal of treasury shares, in order to have

the necessary shares to implement the 2022 Incentive System for Personal Financial Advisors Identified Staff.

The authorization covers a maximum of 260,779 ordinary shares, corresponding to 0.04% of the share capital, and, consequently, well below the maximum limit of 20% established by the applicable regulations, also considering the no. 122,866 treasury shares held as of today by the Bank, corresponding to 0.02% of the share capital, as well as the maximum number of treasury shares that are currently estimated to be assigned for the incentive systems already approved or that will be approved in the future, or other requirements that cannot be envisaged at present.

The price for the purchases cannot be less than the nominal value per share of € 0.33 and not more, as a maximum, than the closing price of the FinecoBank shares recorded on the Euronext Milan electronic stock on the day prior to the purchase, plus 5%.

The authorization for the purchase has been given for a period of 18 months from the date of the shareholders' meeting approval, notwithstanding the required authorizations of the Supervisory Authorities.

### **Extraordinary Part**

- **Delegation of power to the Board of Directors to approve a free capital increase to implement the 2022 Incentive System.**

Moreover, the Shareholders' Meeting, has resolved to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to approve a free capital increase – on one or more occasions and for a maximum period of five years starting from the date of the shareholders' resolution, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of € 120,976.02 (to be allocated in full to share capital) through the issuance of maximum 366,594 FinecoBank ordinary shares with a nominal value of € 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2022 FinecoBank Identified Staff employees in execution of the 2022 Incentive System. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

- **Delegation of power to the Board of Directors to approve a free capital increase to complete the implementation of the 2021 Incentive System.**

Moreover, the Shareholders' Meeting, has granted the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to carry on a free capital increase in 2027, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of € 35,671.35

through the issuance of maximum 108,095 FinecoBank ordinary shares with a nominal value of € 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2021 FinecoBank Identified Staff employees in execution of the 2021 Incentive System. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

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The summary statement of votes of the Shareholders' Meeting will be made available to the public on the Company's website and on the accredited storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)).

#### **FinecoBank**

FinecoBank is one of the most important FinTech banks in Europe. Listed on the FTSE MIB, Fineco offers a unique business model in Europe, combining advanced platforms with a large network of financial advisors. It offers a single account with banking, trading and investment services, through transactional and advisory platforms developed with proprietary technologies. Fineco is a leading bank in brokerage in Europe, and one of the most important players in Private Banking in Italy, offering advanced and tailor-made advisory services. Since 2017, FinecoBank is in the UK with an offer focused on brokerage, banking and investment services. Fineco Asset Management was founded in Dublin in 2018, with the mission to develop investment solutions in partnership with top international asset managers.

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