

Bit Market Services

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Informazione
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Diffusione presunta

Oggetto : Shareholders' Meeting approves 2015
Annual Report and Accounts and dividend

Testo del comunicato

Vedi allegato.



PRESS RELEASE

FinecoBank: Shareholders' Meeting approves the 2015 Annual Report and Accounts and the dividend of €0.255 per share

Milan, April 12th, 2016

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 Annual Report and Accounts of FinecoBank S.p.A. at December 31st, 2015**

The Shareholders' Meeting approved the Annual Report and Accounts of FinecoBank S.p.A. at December 31st, 2015, which reported a net profit of €191.1 million.

- **Allocation of the profit for the year 2015 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 €0.255 per share to Shareholders, which will be paid out on April 20th, 2016, with a coupon date of April 18th, 2016, in accordance with the applicable laws and regulations. In accordance with Article 83-*terdecies*, of Legislative Decree no. 58/1998, those with accredited shareholder status as per the accounting records on April 19th, 2016 will be entitled to receive the dividend.

- **2016 Compensation Policy**

The Shareholders' Meeting approved the 2016 Compensation Policy, which sets out the principles and standards that FinecoBank applies in developing, implementing and monitoring the Company's compensation practices, plans and programs. The 2016 Compensation Policy also contains the Annual Compensation Report, which provides information on the compensation, its implementation and the results of the Compensation Policy and the Incentive System for the previous year and the current year.

- **2016 Incentive System**

The Shareholders' Meeting has approved the adoption of the 2016 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 long-term period (2017-2022) to a selected group of Company employees.

- **2016 Incentive System for Financial Advisors (PFA) identified staff**

The Shareholders' Meeting has also approved the adoption of the 2016 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 long-term period (2017-2021) to a selected group of Personal Financial Advisors of the Company.

- **Authorisation for the purchase and disposal of treasury shares. Related and consequent resolutions**

The Shareholders' Meeting, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, has authorised the purchase and disposal of treasury shares, also in order to have the necessary shares to implement the 2016 Incentive System for a selected group of Personal Financial Advisors.

The authorisation covers a maximum of 250,000 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 taking into account the 1,408,834 treasury shares held by the Company, at today's date, corresponding to 0.23% of the share capital.

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 average of the closing prices of the Fineco shares recorded on the MTA electronic stock in the 30 stock exchange trading days prior to the purchase, plus 10%.

The authorisation for the purchase has been given for a period of 18 months from the date of the shareholders' meeting approval.

The buy backs of treasury shares may be carried out subject to having received the required authorisation from the Supervisory Authority, pursuant to Articles 77-78 of EU Regulation 575/2013 of June 26th, 2013 (CRR).

- **Determination of remuneration due to the Chairman of the Board of Statutory Auditors for appointment as external member of the Supervisory Body.**

The Shareholders' Meeting has set the remuneration due to Chairman of the Board of Statutory Auditors at €15,000.00 gross per annum for the position of external member of the Supervisory Body, as a separate and additional amount due to that person for the position held in the Board of Statutory Auditors.

Extraordinary Part

- **Delegation of the power to the Board of Directors to approve a free capital increase to complete the implementation of the 2015 Incentive System**

The Shareholders' Meeting has assigned the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to approve a free capital increase in the Company's share capital in 2021, pursuant to Article 2349 of the Italian Civil Code, for a maximum of €32,789.79 corresponding to a maximum number of 99,363 ordinary shares of FinecoBank with a nominal value of €0.33 per share, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2015 Key Personnel of FinecoBank to complete the implementation of the 2015 Incentive System. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

- **Delegation of the power to the Board of Directors to approve a free capital increase to implement the 2016 Incentive System**

Lastly, the Shareholders' Meeting, assigned 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 €88,440.00 (to be allocated in full to share capital at €0.33 per share, corresponding to the nominal value per share), through the issue of a maximum of 268,000 new Fineco 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 2016 Key Personnel of FinecoBank to implement the 2016 Incentive System. The



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FinecoBank

FinecoBank is the direct, multi-channel bank of the UniCredit Group, with one of the largest advisory networks in Italy. It is the leading bank in Italy for equity trades in terms of volume of orders and number one online broker in Europe for number of orders executed. FinecoBank offers an integrated business model combining direct banking and financial advice, with a single free-of-charge account including a full range of banking, credit, trading and investment services, which are also available through applications for smartphone and tablet. With its fully integrated platform, FinecoBank is the benchmark for modern investors.

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