



**FINECOBANK S.P.A.**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

**APRIL 11, 2017**

**SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**  
**April 11, 2016**

Attendance to the meeting: no. 587 Shareholders in person or by proxy  
representing no. 458.527.782 ordinary shares corresponding 75,451327% of the share capital

**SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING**

**ORDINARY PART**

1. **Approval of the FinecoBank S.p.A. financial statements as at December 31, 2016, accompanied by the Reports of the Board of Directors and of the Auditing Company; Report of the Board of Statutory Auditors**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	579	455.586.112	99,358453	99,358453	74,967271
Against	1	84.483	0,018425	0,018425	0,013902
Abstentions	1	187	0,000041	0,000041	0,000031
Not Voting	6	2.857.000	0,623081	0,623081	0,470123
<b>Total</b>	<b>587</b>	<b>458.527.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,451327</b>



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2. Allocation of the net profit for the year 2016 of FinecoBank S.p.A.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	579	454.702.781	99,165808	99,165808	74,821918
Against	1	968.000	0,211110	0,211110	0,159286
Abstentions	1	1	0,000000	0,000000	0,000000
Not Voting	6	2.857.000	0,623081	0,623081	0,470123
<b>Total</b>	<b>587</b>	<b>458.527.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,451327</b>

3. Appointment of the Board of Directors, determination of the number of the Directors and determination of the duration of their term in office

3.a Determination of the number of the Directors

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	557	452.002.564	98,576920	98,576920	74,377594
Against	21	3.454.625	0,753417	0,753417	0,568463
Abstentions	2	12.001	0,002617	0,002617	0,001975
Not Voting	7	3.058.592	0,667046	0,667046	0,503295
<b>Total</b>	<b>587</b>	<b>458.527.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,451327</b>



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**3.b Determination of the duration of their term in office**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	556	444.255.012	96,887262	96,887262	73,102724
Against	20	3.334.177	0,727148	0,727148	0,548643
Abstentions	4	7.880.001	1,718544	1,718544	1,296664
Not Voting	7	3.058.592	0,667046	0,667046	0,503295
<b>Total</b>	<b>587</b>	<b>458.527.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,451327</b>

**3.c Appointment of the Directors**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
List. no. 1	42	255.055.509	55,624876	55,624876	41,969707
List. no. 2	537	202.674.020	44,201034	44,201034	33,350266
Against	3	498.232	0,108659	0,108659	0,081985
Abstentions	4	98.429	0,021466	0,021466	0,016197
Not Voting	1	201.592	0,043965	0,043965	0,033172
<b>Total</b>	<b>587</b>	<b>458.527.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,451327</b>



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4. Pursuant to Article 20 of the By-laws, determination of the remuneration due to the Directors for their work on the Board of Directors, the Board Committees and other company bodies

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	557	452.325.419	98,647331	98,647331	74,430720
Against	19	3.331.551	0,726576	0,726576	0,548211
Abstentions	5	13.812	0,003012	0,003012	0,002273
Not Voting	6	2.857.000	0,623081	0,623081	0,470123
<b>Total</b>	<b>587</b>	<b>458.527.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,451327</b>

5. Appointment of the Board of Statutory Auditors

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
List. no. 1	356	368.868.120	80,446188	80,446188	60,697716
List. no. 2	224	87.065.413	18,988034	18,988034	14,326724
Against	0	0	0,000000	0,000000	0,000000
Abstentions	5	99.688	0,021741	0,021741	0,016404
Not Voting	2	2.494.561	0,544037	0,544037	0,410483
<b>Total</b>	<b>587</b>	<b>458.527.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,451327</b>

6. Pursuant to Article of Article 23, paragraph 17, of the By-laws, determination of the remuneration due to the Statutory Auditors and determination of the remuneration due to the Chairman of the Board of Statutory Auditors as external member of the Supervisory Body

	NO. OF SHAREHOLDERS	NO. OF SHARES	% ON ORDINARY SHARES	% ON SHARES ADMITTED	% ON SHARE
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	(IN PERSON OR BY PROXY)		REPRESENTED	TO VOTE	CAPITAL
In Favour	556	452.313.419	98,644714	98,644714	74,428746
Against	18	3.331.550	0,726575	0,726575	0,548211
Abstentions	7	25.813	0,005630	0,005630	0,004248
Not Voting	6	2.857.000	0,623081	0,623081	0,470123
<b>Total</b>	<b>587</b>	<b>458.527.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,451327</b>

#### 7. 2017 Compensation Policy

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	530	435.489.530	94,981818	94,981818	71,660353
Against	32	11.336.390	2,472507	2,472507	1,865417
Abstentions	17	8.130.291	1,773245	1,773245	1,337850
Not Voting	7	3.541.571	0,772429	0,772429	0,582770
<b>Total</b>	<b>586</b>	<b>458.497.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,446390</b>

#### 8. Renewal of the Severance payment policy

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	504	428.736.077	93,508866	93,508866	70,549064
Against	70	26.214.321	5,717437	5,717437	4,313600
Abstentions	5	5.813	0,001268	0,001268	0,000957
Not Voting	7	3.541.571	0,772429	0,772429	0,582770
<b>Total</b>	<b>586</b>	<b>458.497.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,446390</b>



9. 2017 Incentive System

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	558	444.143.968	96,869382	96,869382	73,084452
Against	5	3.424.842	0,746970	0,746970	0,563562
Abstentions	17	8.071.972	1,760526	1,760526	1,328253
Not Voting	6	2.857.000	0,623122	0,623122	0,470123
<b>Total</b>	<b>586</b>	<b>458.497.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,446390</b>

10. 2017 Incentive System for Personal Financial Advisors identified as “Identified Staff”

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	565	452.832.355	98,764350	98,764350	74,514137
Against	9	2.798.753	0,610418	0,610418	0,460538
Abstentions	6	9.674	0,002110	0,002110	0,001592
Not Voting	6	2.857.000	0,623122	0,623122	0,470123
<b>Total</b>	<b>586</b>	<b>458.497.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,446390</b>



11. Authorization for the purchase and disposition of treasury shares in order to support the 2017 PFA System for the Personal Financial Advisors. Related and consequent resolutions

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	555	454.063.254	99,032814	99,032814	74,716683
Against	20	1.571.715	0,342797	0,342797	0,258628
Abstentions	5	5.813	0,001268	0,001268	0,000957
Not Voting	6	2.857.000	0,623122	0,623122	0,470123
<b>Total</b>	<b>586</b>	<b>458.497.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,446390</b>

12. Renewal of the authorization to purchase and dispose of treasury shares for stock granting plan “2015 – 2017 PFA PLAN. Related and consequent resolutions”. Consequent and inherent resolutions

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	347	357.041.856	78,369907	78,369907	58,751689
Against	220	95.680.736	21,001712	21,001712	15,744386
Abstentions	5	5.813	0,001276	0,001276	0,000957
Not Voting	6	2.857.000	0,627105	0,627105	0,470123
<b>Total</b>	<b>586</b>	<b>455.585.405</b>	<b>100,000000</b>	<b>100,000000</b>	<b>74,967155</b>



**EXTRAORDINARY PART**

1. Delegation to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authority to resolve in 2022 to carry out a free capital increase, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 22,110.00 corresponding to up to 67,000 FinecoBank ordinary shares with a nominal value of Euro 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Personnel of FinecoBank in execution of the 2016 Incentive System; relevant amendments of the By-laws

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	559	445.132.735	97,085036	97,085036	73,247155
Against	6	2.439.856	0,532141	0,532141	0,401481
Abstentions	15	8.068.191	1,759701	1,759701	1,327631
Not Voting	6	2.857.000	0,623122	0,623122	0,470123
<b>Total</b>	<b>586</b>	<b>458.497.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,446390</b>

2. Delegation to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authority to resolve, on one or more occasions for a maximum period of five years starting from the date of the Shareholders' resolution, to carry out a free capital increase, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 128,700.00 (to be allocated in full to share capital at Euro 0.33 per share, corresponding to the nominal value per share), corresponding to up to 390,000 FinecoBank ordinary shares with a nominal value of Euro 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Personnel of FinecoBank in execution of the 2017 Incentive System; relevant amendments of the By-laws

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	556	446.112.091	97,298637	97,298637	73,408309
Against	9	1.460.500	0,318540	0,318540	0,240327
Abstentions	15	8.068.191	1,759701	1,759701	1,327631
Not Voting	6	2.857.000	0,623122	0,623122	0,470123
<b>Total</b>	<b>586</b>	<b>458.497.782</b>	<b>100,000000</b>	<b>100,000000</b>	<b>75,446390</b>