



# SPAFID CONNECT

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Diffusione presunta  
Oggetto : PR - 2018 Shareholders' Meeting

*Testo del comunicato*

Vedi allegato.

## PRESS RELEASE

**FinecoBank:**

**Shareholders' Meeting:**

- approved the 2017 Annual Report and Accounts and the dividend of Euro 0.285 per share;
- approved the completion of the Board of Statutory Auditor
- approved the 2018 Compensation Policy;
- approved the 2018 Incentive System for Employees Identified Staff, the 2018-2020 Long Term Incentive Plan for Employees, the 2018 Incentive System for Personal Financial Advisors Identified Staff, and the 2018-2020 Long Term Incentive Plan for Personal Financial Advisors Identified Staff;
- authorized the purchase and disposal of treasury shares, in order to implement the plans for Personal Financial Advisors;
- delegated the Board of Directors to approve the free capital increases to implement the incentive systems for the Employees

*Milan, April 11, 2018*

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 31, 2017**

The Shareholders' Meeting approved the Annual Report and Accounts of FinecoBank S.p.A. at December 31, 2017, which reported a net profit of Euro 214,283,600.37.

- **Allocation of the profit for the year 2017 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 0.285 per share to Shareholders, which will be paid out on April 25, 2018, with a coupon date of April 23, 2018, 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 April 24, 2018 will be entitled to receive the dividend.

- **Completion of the Board of statutory Auditors**

We also inform you that the Shareholders' Meeting, in ordinary session, approved the completion of the Board of Statutory Auditors by appointing, as permanent Statutory Auditors, Mrs. Elena Spagnol in place of Mr. Stefano Fiorini and, as new stand-in Statutory Auditors, Mr. Gianfranco Consorti.

The appointment of the new members of the Board of Statutory Auditors, whose office will expire along with the members of such Board in office, and therefore until the Shareholders' Meeting called for the approval of the 2019 financial statements, has been resolved with the majorities required by law, without applying the list vote system, in any case abiding by the principles of the minority representation and gender balance required by current provisions, also of a regulatory nature.

Mrs. Elena Spagnol – as representative of the minorities – will also serve as Chairman of the Board of Statutory Auditors.

The *curriculum vitae* of the new Statutory Auditors are available on the Governance Section of the Company's website ([www.finecobank.com](http://www.finecobank.com)).

- **2018 Compensation Policy**

The Shareholders' Meeting approved the 2018 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 2018 Compensation Policy also contains the Annual Compensation Report, and specific Annexes in order to provide the information required by the current Regulations.

- **2018 Incentive System for Employees Identified Staff**

The Shareholders' Meeting has approved the adoption of the 2018 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 a selected group of Company Employees pertaining to Identified Staff.

- **2018-2020 Long Term Incentive Plan for Employees**

The Shareholders' Meeting has approved the adoption of a 2018-2020 Long Term Incentive Plan for Employees, aimed at allocating an incentive in FinecoBank free ordinary shares, to be granted over a multi-year period to selected FinecoBank employees, subject to the achievement of specific performance goals.

- **2018 Incentive System for Personal Financial Advisors Identified Staff**

The Shareholders' Meeting has also approved the adoption of the 2018 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 a selected group of Personal Financial Advisors of the Company pertaining to Identified Staff.

- **2018-2020 Long Term Incentive Plan for Personal Financial Advisors Identified Staff**

The Shareholders' Meeting has also approved the adoption of the 2018-2020 Long Term Incentive Plan for Personal Financial Advisors Identified Staff, aimed at allocating an incentive in cash and/or in FinecoBank free ordinary shares, to be granted over a multi-year period, subject to the achievement of specific performance goals.

- **Authorization of purchase and disposal of treasury shares, in order to implement the 2018 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 2018 Incentive System for Personal Financial Advisors Identified Staff.

The authorization covers a maximum of 297,620 ordinary shares, corresponding to 0.05% ca. of the share capital, and, consequently, well below the maximum limit of 20% established by the applicable regulations.

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 MTA 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.

## Extraordinary Part

- **Delegation of the power to the Board of Directors to approve a free capital increase to complete the implementation of the 2017 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 2023, pursuant to Article 2349 of the Italian Civil Code, for a maximum of €29,700,00 corresponding to a maximum number of 90,000 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 2017 FinecoBank Identified Staff to complete the implementation of the 2017 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 2018 Incentive System**

Moreover, 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 €136,031.94 (to be allocated in full to share capital) through the issuance of a maximum of 412,218 new 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 2018 FinecoBank Identified Staff to implement the 2018 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 2018-2020 Long Term Incentive Plan for Employees**

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 € 324,743.10 (to be allocated in full to share capital) through the issuance of a maximum of 984.070 new 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 beneficiaries of the 2018-2020 Long Term Incentive Plan for Employees, in order to implement the Plan. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association

#### **FinecoBank**

FinecoBank is UniCredit Group's direct multichannel bank. It has one of the largest financial advisors' network in Italy\*, and is the number one broker in Italy for equity trades in terms of volume of orders\*\*. 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.

\*Source: Assoreti

\*\*Source: Assosim

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