

FINECO

B A N K

EXCERPT FROM THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING PURSUANT TO ARTICLE 125-BIS PARAGRAPH 1, OF THE LEGISLATIVE DECREE NO.58/1998

This is an English translation of the original Italian document.
The original version in Italian takes precedence.

FINECO. SIMPLIFYING BANKING.

FinecoBank S.p.A. - Member of UniCredit

**EXCERPT FROM THE NOTICE OF CALL OF THE
ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
(pursuant to Article 125-bis, paragraph 1, of the Italian Legislative Decree no. 58/1998)**

The Ordinary and Extraordinary Shareholders' Meeting of FinecoBank S.p.A. is to be held, **in single call, at the FinecoBank registered office in Milan, Piazza Durante, no. 11, entrance in Via Marco D'Aviano no. 5 at 10 a.m. on April 10, 2019** to discuss and resolve upon the following

AGENDA

Ordinary Part

1. Approval of the FinecoBank S.p.A. financial statements as at December 31st, 2018 and presentation of the Consolidated Financial Statements.
2. Allocation of FinecoBank S.p.A. 2018 net profit of the year.
3. 2019 Compensation Policy.
4. Termination Payments Policy.
5. 2019 Incentive System for Employees "Identified Staff".
6. 2019 Incentive System for Personal Financial Advisors "Identified Staff".
7. Authorization for the purchase and disposal of treasury shares in order to support the 2019 PFA System for the Personal Financial Advisors "Identified Staff". Related and consequent resolutions.

Extraordinary Part

1. Delegation to the Board of Directors, under the provisions of section 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 share capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Eur 95,021.85 (to be allocated in full to share capital) by issuing up to 287,945 FinecoBank new ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Identified Staff 2019 of FinecoBank in execution of the 2019 Incentive System; corresponding updates of the Articles of Association.
2. Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve in 2024 a free share capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Eur 30,731.91 corresponding to up to 93,127 FinecoBank new ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Identified Staff 2018 of FinecoBank in execution of the 2018 Incentive System; corresponding updates of the Articles of Association.
3. Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve in 2020 a free share capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Eur 23,333.64 corresponding to up to 70,708 FinecoBank new ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Identified Staff 2014 of FinecoBank in execution of the 2014 Incentive System; corresponding updates of the Articles of Association.
4. Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve in 2020 a free share capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Eur 139,517.07 corresponding to up to 422,779 FinecoBank new ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the beneficiaries of the 2014 – 2017 Multi Year Plan Top Management for its execution; corresponding updates of the Articles of Association.

Information concerning the share capital and shares with voting rights as well as information concerning manner, terms and procedures regarding:

- the right to attend and vote at the Shareholders' Meeting (please note that the **record date** falls on **April 1, 2019**);
- the right to attend, and vote at, the Shareholders' Meeting by proxy, also by means of the Company's designated representative (please note that the Company's designated representative is Computershare S.p.A.);
- the exercise of the right to add to the agenda and to submit further resolution proposals on items already on the agenda;
- the exercise of the right to ask questions pertaining to items on the agenda prior to the Shareholders' Meeting (please note that questions must be received by the Company no later than **5:00 p.m. (Milan time) of April 7, 2019**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the payment of the dividend resolved upon by the Shareholders' Meeting (envisaged on **April 25, 2019**, with the ex-dividend date being **April 23, 2019** and the **record date April 24, 2019**),

is given in the notice of call available on the Company's internet website www.finecobank.com.

This excerpt is published on March 9, 2019, in the newspapers "Il Sole 24 Ore" and "Milano Finanza".

Milan, March 8, 2019

THE CHAIRMAN OF THE BOARD OF DIRECTORS
Signed Enrico Cotta Ramusino

Shareholders having the right to attend the Shareholders' Meeting and exercise voting rights are kindly requested to arrive before the starting time scheduled for the Meeting, bringing evidence of the communication required from their intermediaries according to Article 83-sexies of the Consolidated Law on Finance and a personal identification document, so as to facilitate the admission procedures and ensure the Meeting starts on time.

Information regarding how to take part in the Meeting can be obtained telephonically from the TOLL-FREE NUMBER 800.101.101, which is available from Monday to Friday from 8.00 a.m. until 8 p.m.

finecobank.com