

FINECO

B A N K

SHAREHOLDERS' MEETING

FEBRUARY 18, 2020

INFORMATION ON THE
INTEGRATION OF THE BOARD

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

FINECO. SIMPLIFYING BANKING.

FEBRUARY 18TH, 2020, ORDINARY SHAREHOLDERS' MEETING

Agenda item no. 1: Integration of the Board of Directors. Related and consequent resolutions.

Documents to be filed for possible candidacies

The Shareholders who wish to file resolution proposals on candidacies for the integration of the Board of Directors must give the Company the following documents duly signed and dated:

- 1) a declaration regarding the candidacy and a statement concerning his/her possessing the requirements necessary to take on the office (pls. see form below - annex 1, together with the information notice on the processing and protection of personal data, which the candidate must be aware of);
- 2) a detailed curriculum vitae;
- 3) a list of offices held in other companies.

Each candidate, furthermore, must produce a statement (pls. see form below - annex 2) giving analytical evidence of the expertise acquired in the areas of competency envisaged by the “Quali-Quantitative Profile of the Board of Directors” and published on the Governance/Documents section of the Company web-site.

The Shareholders must give the Company the above documents, in one of the following modalities:

- until the day before the Shareholders' Meeting, at the its Registered Office “to the attention of the Corporate Law and Board Secretary's Office” by any of the following means: a) by hand delivery, during office times (h 8.30-13:00/14:00-17:00); b) through the post, by means of a registered letter with recorded delivery; c) through certified e-mail addressed to corporate.law@pec.fineco.it;
- in the day of the Shareholders' Meeting, during the and at the place of the meeting itself, by hands of Notary or of any Company's personnel.

FinecoBank S.p.A.

Milan, January 17th, 2020

ATTENTION The contents of this document are put at the FinecoBank Shareholders' disposal merely for information purposes and, as such, are not to be taken as in any way replacing or supplementing the current statutory, regulatory and by-laws provisions with regard to the Directors' appointment, that Shareholders must refer to.

ANNEX 1

STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF CAUSES OF INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY FOR THE CANDIDACY, AND THE EXISTENCE OF THE REQUIRED PROFESSIONAL EXPERIENCE, INTEGRITY AND INDEPENDENCE PRESCRIBED BY APPLICABLE LAWS, REGULATIONS AND THE BY-LAWS

I, the undersigned _____, born in _____, on _____, resident in _____, nationality _____, fiscal code no. _____, in relation to the candidacy as Director of FinecoBank, under my own responsibility:

DECLARE

– I irrevocably accept my candidacy as member of the Board of Director of FinecoBank S.p.A. and I irrevocably accept my possible appointment as Director;

In view of the provisions, *inter alia*, set forth in: Article 2382 and 2383 of the Italian Civil Code, Article 26 of the Legislative Decree no. 385 dated September 1, 1993, Article 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the “**Consolidated Law on Finance**”), the Decree of the Ministry of Treasury, Budget and Economic Planning no. 161 dated March 18, 1998 and the Decree of the Ministry of Justice no. 162 dated March 30, 2000

CERTIFY THAT

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the By-laws of FinecoBank, for the appointment as Director.

With reference to Article 13 of the FinecoBank’s By-laws, Article 3 of the Corporate Governance Code approved by the Corporate Governance Committee (the “**Corporate Governance Code for Listed Companies**”) and Articles 147-*ter*, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance,

DECLARE

- I meet the independence requirements envisaged by Article 13 of the By-laws and Article 3 of the Corporate Governance Code for Listed Companies;
- I **DO NOT** meet the independence requirements envisaged by Article 13 of the By-laws and Article 3 of the Corporate Governance Code for Listed Companies;
- I meet the independence requirements envisaged by Article 148, paragraph 3, of the Consolidated Law on Finance;
- I **DO NOT** meet the independence requirements envisaged by Article 148, paragraph 3, of the Consolidated Law on Finance.

I, the undersigned, also:

- **UNDERTAKE** to promptly inform FinecoBank S.p.A. of any changes in the above circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Regulation (EU) 2016/679 attached, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the so-called “profile form” (Annex “A”) and in the list of the offices held in other companies herewith attached.

Date _____ Signature _____

Annexes:

- *Curriculum vitae* (Italian and English version)
- List of offices held in other companies
- Statement concerning the knowledge / expertise accrued in the areas of competency envisaged by the document named “Assessment of the Qualitative and Quantitative composition of the FinecoBank Board of Directors” (Annex “A”)

ANNEX A – STATEMENT CONCERNING THE KNOWLEDGE / EXPERTISE ACCRUED IN THE AREAS OF COMPETENCY ENVISAGED BY THE DOCUMENT NAMED “ASSESSMENT OF THE QUALITATIVE AND QUANTITATIVE COMPOSITION OF THE FINECOBANK BOARD OF DIRECTORS”

I, the undersigned _____, born in _____, on _____, resident in _____, nationality _____, fiscal code no. _____, in relation to the assumption of office of FinecoBank’s Director – without prejudice of the compliance with the professional requirements set out by the current regulations – hereby declare to have a good knowledge of and experience in two or more of the following areas of competency:

- THE BANKING INDUSTRY AND TECHNIQUES FOR ASSESSING AND MANAGING RISKS CONNECTED WITH BANKING:** *gained through long-term experience in administration, management and control in the financial sector;*
- BUSINESS MANAGEMENT AND COMPANY ORGANISATION:** *gained through long-term experience in administration, management and control in companies or groups of a considerable economic scale;*
- READING AND UNDERSTANDING FINANCIAL STATEMENTS OF A FINANCIAL INSTITUTION:** *gained through long-term experience in administration and control in financial companies or in working as an independent professional or university lecturer;*
- CORPORATE AFFAIRS (audit, compliance, legal, corporate, ecc.):** *gained through long-term experience in auditing or management control in large-scale companies or working as an independent professional or university lecturer;*
- FINANCIAL REGULATION:** *gained through specific, long-term experience in financial companies or supervisory bodies or in working as an independent professional or university lecturer;*
- GLOBAL DYNAMICS OF THE ECONOMIC/FINANCIAL SYSTEM:** *gained through considerable experience in research organisations, research departments of companies or international organisations, or supervisory authorities;*
- EXPERIENCE AND FAMILIARITY WITH MARKETS IN WHICH FINECOBANK OPERATES:** *gained through studies or research at research organisations or through long-term business or professional activities at organisations, groups or companies (public or private), even at 7 international level;*
- INTERNATIONAL EXPERIENCE AND KNOWLEDGE OF INTERNATIONAL MARKETS RELATING TO FINECOBANK’S ACTIVITY:** *gained through studies or previous professional or academic experiences*
- KNOWLEDGE AND EXPERTISE IN THE FIELD OF INFORMATION TECHNOLOGY:** *acquired through studies or practical professional experience in previous positions held.*

Finally, I undertake to promptly inform FinecoBank S.p.A. of any changes in the above status of mine.

Date _____Signature

POLICY ON THE PROCESSING AND PROTECTION OF PERSONAL DATA¹

This policy is intended to provide you with an overview of the use of your personal data by FinecoBank S.p.A. and of your rights under Articles 13 and 14 of the General Regulation on the Protection of Personal Data - Regulation (EU) 2016/679 (hereinafter also GDPR).

1. DATA CONTROLLER

The Data Controller is FinecoBank S.p.A. - Parent Company of the FinecoBank Banking Group - with registered office at Piazza Durante no. 11, 20131 Milan (hereinafter "Bank" or "Fineco").

The Data Protection Officer (DPO) can be contacted at:

FinecoBank S.p.A.
Data Protection Officer
P.zza Durante no. 11, 20131 Milan
E-mail: compliance@fineco.it

2. PURPOSE AND LEGAL BASIS OF PROCESSING

Fineco processes the personal data in its possession, collected directly from you, or possibly through competent local administrations, also for the purpose of verifying their truthfulness, for the following purposes:

A. Need to comply with regulatory obligations arising from your accepting a senior position at Fineco.

These obligations concern, inter alia, the verification, during the candidacy phase and on an ongoing basis, whether you meet the eligibility requirements set out by law, Fineco's By-laws and the provisions of the Code of Conduct for Listed Companies, to accept and hold office or particular qualifications (requirements of integrity, fairness, professionalism, competence, independence, time commitment and holding of multiple positions, compliance with the prohibition of interlocking) and for the application of regulations on related-party transactions as well as for the fulfilment of social security and tax obligations related to the remuneration paid.

Please note that some of the checks indicated involve the processing of data referring to your family² and, therefore, we ask you to have them read this Policy.

The needs illustrated above constitute **the legal basis legitimising the relevant processing**. The conferment of data is necessary to fulfil the obligations deriving from accepting a senior position; without your personal data, Fineco would be unable to establish/continue the relationship or execute it.

B. Fulfilment of legal obligations and requests from the Public and/or Supervisory Authorities regarding the need to acquire, communicate and/or make public - also in the candidacy phase prior to taking office - on the website www.finecobank.com and/or in specific company documents (e.g., Prospectuses/Corporate Governance Report, Financial Statements) information concerning you (e.g., that contained in your curriculum vitae, in the list of positions held, as required by current regulations and in compliance with Fineco's By-laws and Code of Conduct).

The needs illustrated above constitute **the legal basis legitimising the relevant processing**. The conferment of data is necessary to fulfil obligations under the law and requests of Authorities and to accept a senior position at Fineco; without your personal data, Fineco would be unable to fulfil its legal obligations and therefore to establish the relationship with you.

¹ Directors, Statutory Auditors and their families.

² The perimeter of your family is identified in accordance with the specific applicable rules.

3. TYPES OF DATA PROCESSED

Fineco processes personal data collected directly from you, or from third parties (e.g., competent local authorities), which include, by way of example, personal details (e.g., name, surname, address, date and place of birth) bank data, information on your financial situation (e.g., personal estate, information on credit reports), positions held and related remuneration, employment relationships, commercial/professional relationships, etc..

This information may relate to existing or past relationships with Fineco as well as with third parties.

3.1 Judicial Data

Fineco processes judicial data (i.e., personal data relating to criminal convictions, crimes or related security measures, including any information on ongoing proceedings) that may involve you in order to ascertain the subjective and good repute requirements and/or prerequisites that prohibit holding a senior position.

In such cases, processing is **necessary to fulfil a legal obligation or to comply with requests from Public or Supervisory Authorities** (for example, filling in the questionnaire requested by the ECB). This need constitutes **the legal basis legitimising the relevant processing**. The conferment of data is necessary to fulfil legal obligations; without your personal data, Fineco would be unable to fulfil its regulatory obligations and therefore to establish the relationship with you.

4. RECIPIENTS OR CATEGORIES OF RECIPIENTS OF PERSONAL DATA

Your data may come to the knowledge of the natural and legal persons in the list available on the website www.finecobank.com in their capacity as **Data Processors** and of the natural persons belonging to the categories below in the discharge of their duties in the capacity as persons in charge of processing: employees of or seconded to Fineco, temporary workers, interns, consultants and employees of external companies appointed as Processors.

The data may be communicated to:

- i. entities to whom such communication must be made to in order to comply with an obligation of law (e.g., Bank of Italy and ECB), regulations or EU law;
- ii. companies belonging to the Fineco Group, and namely subsidiaries or affiliates pursuant to art. 2359 of the Italian Civil Code (also located abroad), to whom such communication is permitted as a result of an order of the Italian Data Protection Authority or of a legal requirement.

The list of persons to whom the data may be communicated is available in the "Privacy" section of the website www.finecobank.com.

5. TRANSFER OF DATA TO THIRD COUNTRIES

Fineco informs that personal data may also be transferred to countries outside the European Union or the European Economic Area (so-called Third Countries) recognised by the European Commission with an adequate level of personal data protection or, otherwise, only if it is contractually guaranteed by all Fineco suppliers located in the Third Party Country an adequate level of personal data protection with respect to that of the European Union (e.g., by signing the standard contractual clauses provided by the European Commission) and that the exercise of the rights by data subjects is always ensured.

6. PROCESSING METHODS

Personal data are processed by means of manual, IT and telematic instruments using logic strictly related to the purposes and, in any case, in order to guarantee the security and confidentiality of said data.

7. RIGHTS OF DATA SUBJECTS

The GDPR entitles you to know what data concerning you is in Fineco's possession, as well as how it is used and to obtain, when the conditions subsist, the copy, erasure, updating, correction or, if of interest, integration of the data, as well as the right to portability.

7.1. Period of data retention and right to erasure

Fineco processes and keeps your personal data **for the duration of the term of your office**, to fulfil the inherent and ensuing obligations and to comply with legal, contractual and regulatory applicable obligations, as well as for defensive purposes of its own or third parties until the expiry of the longer period of limitation provided for by applicable law (i.e., 11 years) starting from the date of termination of office.

At the end of the applicable storage period, personal data relating to you shall be **deleted** or **stored in a form that does not allow your identification** (e.g., irreversible anonymisation), unless further processing is necessary for one or more of the following purposes: **i)** resolution of **pre-litigation and/or litigation** initiated before the expiry of the retention period; **ii)** to carry out **investigations/inspections** by internal control functions and/or external authorities initiated prior to the expiry of the retention period; **iii)** to comply with requests from **Italian and/or foreign public authorities** received by/notified to Fineco before the expiry of the retention period.

8. HOW TO EXERCISE YOUR RIGHTS

The e-mail address which you may contact to exercise your rights under paragraph 7 above is: privacy@finecobank.com or submit the request in writing to FinecoBank, Via Rivoluzione d'Ottobre no. 16, 42123 Reggio Emilia.

The term for reply is **one (1) month**, which may be extended by **two (2) months** in particularly complex cases; in such cases, the Bank shall provide at least one interim communication within **one (1) month**.

In principle, the exercise of rights is free of charge; Fineco reserves the right to request a contribution in case of manifestly groundless or excessive (even repetitive) requests.

9. COMPLAINTS OR REPORTS TO THE ITALIAN DATA PROTECTION AUTHORITY

Fineco informs you that you are entitled to lodge a complaint or make a report to the *Italian Data Protection Authority* (Garante per la protezione dei dati personali) or alternatively to lodge a complaint with Judicial Authorities. The contact details of the *Italian Data Protection Authority* can be found on the *website* <http://www.garanteprivacy.it>.

[finecobank.com](https://www.finecobank.com)