

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.

**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 28, 2020** to discuss and resolve upon the following

AGENDA

Ordinary Part

- 1. Approval of the FinecoBank S.p.A. financial statements as at December 31st, 2019 and presentation of the consolidated financial statements.**
- 2. Allocation of FinecoBank S.p.A. 2019 net profit of the year 2019.**
- 3. Coverage of the negative IFRS 9 reserve.**
- 4. Appointment of the Board of Directors, once the number of the Directors has been set and determination of the duration of their term in office.**
- 5. Determination, pursuant to Article 20 of the current Articles of Association, of the remuneration due to the Directors for their work on the Board of Directors, the Board Committees and other company bodies.**
- 6. Appointment of the Board of Statutory Auditors.**
- 7. Determination, pursuant to Article 23, paragraph 17, of the current Articles of Association, of the remuneration due to the Board of Statutory Auditors.**
- 8. 2020 remuneration policy.**
- 9. 2019 remuneration report.**
- 10. 2020 Incentive System for Employees "Identified Staff".**
- 11. 2020 Incentive System for Personal Financial Advisors "Identified Staff".**
- 12. Authorization for the purchase and disposition of treasury shares in order to support the 2020 PFA System for the Personal Financial Advisors. Related and consequent resolutions.**
- 13. Amendments to the Procedures for Shareholders' Meetings.**

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 174,234.39 (to be allocated in full to share capital) by issuing up to 527,983 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 2020 of FinecoBank in execution of the 2020 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 2025 a free share capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Eur 24,032.91 corresponding to up to 72,827 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.

3. **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 37,788.63 corresponding to up to 114,511 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, and in 2025 for a maximum amount of Eur 70,029.30 corresponding to up to 212,210 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 2018-2020 Long Term Incentive Plan for employees; 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 17, 2020**);
- 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 (please note that the requests must be received no later than **March 23, 2020**);
- 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 21, 2020**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the filing of the lists for the election of the Board of Directors and Board of Statutory Auditors (please note that lists must be filed no later than **April 3, 2020**);
- the payment of any dividend resolved by the Shareholders' Meeting (scheduled on May 20, 2020, with date for coupon detachment on **May 18, 2020** and record date on **May 19, 2020**),

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

This excerpt is published on March 14, 2020, in the newspapers "Il Sole 24 Ore" and "Milano Finanza".

Milan, March 13, 2020

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