

Fincobank S.p.A. –Shareholders’ Meeting April 28th, 2020

Proxy form to confer the proxy/sub delegation to the Designated Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

Pursuant to Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16th, 2020 and published on Italian Gazzetta Ufficiale on March the 17th, 2020 and as stated in the supplement to the notice of call of Fincobank S.p.A. Shareholders’ Meeting on April 28th, 2020, published on March 19th 2020, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to fincobank@pecserviziitolit.it. Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 011 0923213 from 9:00 a.m. to 6 p.00 pm from Monday to Friday or by e-mail to sedeto@computershare.it.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

* mandatory information

The undersigned * Place of birth * Date of birth*

Tax code *

Resident in (town/city) * at (street / address) *

telephone no *, e-mail

(2) entitled to exercise the voting right as: registered share holder - legal rapresentative – attorney/proxy holder with authority to sub-delegate pledgee –

Taker in - beneficiary interest holder - official receiver– manager – other (specify)

for no* of ordinary shares **Fincobank** (ISIN IT0000072170)

(3) registered in the name ofPlace of birth *Date of birth *

C. F./ Partita IVA (o altro codice equivalente)

Resident in (town/city) * at (street / address) *

(4)Registered in the securities account no..... At..... Bank code (ABI)..... Branch code.....
(CAB).....

(5)as resulting from communication no. Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to Fincobank S.p.A. Ordinary/Extraordinary called for April 28th 2020, with reference to the above mentioned shares, in accordance with the instructions provided and

DECLARES that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- under his/her own liability, as proxy holder the compliance of the proxy form electronically provided to the original document and the identity of the proxy grantor;
- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

DATE Form of identification (6) (type)* Issued by * no. * SIGNATURE

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VOTING INSTRUCTION

RESOLUTIONS TO BE VOTED (7)	VOTING INSTRUCTION			
ORDINARY PART				
1. Approval of the FinecoBank S.p.A. financial statements as at December 31st, 2019 and presentation of the consolidated financial statements.				
<i>Section A</i> – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
2. Allocation of FinecoBank S.p.A. 2019 net profit of the year 2019.				
<i>Section A</i> – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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<i>Section A2</i> – vote for proposal published pursuant to article 126-bis of TUF (8)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
3. Coverage of the negative IFRS 9 reserve.				
<i>Section A</i> – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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F	C	A		
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.				
4.a - Determination of the number of the Directors				
<i>Section A</i> – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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<i>Section A2</i> – vote for proposal published pursuant to article 126-bis of TUF (8)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
4.b - Determination of the duration of their term in office				
<i>Section A</i> – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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F	C	A		
4.c - Appointment of the Board of Directors				
<i>Section A</i> – vote For list having the number to be fill in the side box or vote Contrary/Abstention in relation to all lists (10)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">N...</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	N...	C	A
N...	C	A		
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.				
<i>Section A</i> – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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F	C	A		
6. Appointment of the Board of Statutory Auditors.				
<i>Section A</i> – vote For list having the number to be fill in the side box or vote Contrary/Abstention in relation to all lists (10)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">N...</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	N...	C	A
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7. Determination, pursuant to Article 23, paragraph 17, of the current Articles of Association, of the remuneration due to the Board of Statutory Auditors.				
Section A – vote for resolution proposed in accordance with the recommendation of the Board of Directors	F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A	
8. 2020 remuneration policy.				
Section A – vote for resolution proposed by the Board of Directors	F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A	
9. 2019 remuneration report.				
Section A – vote for resolution proposed by the Board of Directors	F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A	
10. 2020 Incentive System for Employees “Identified Staff”.				
Section A – vote for resolution proposed by the Board of Directors	F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A	
11. 2020 Incentive System for Personal Financial Advisors “Identified Staff”.				
Section A – vote for resolution proposed by the Board of Directors	F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A	
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.				
Section A – vote for resolution proposed by the Board of Directors	F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A	
13. Amendments to the Procedures for Shareholders’ Meetings.				
Section A – vote for resolution proposed by the Board of Directors	F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A	
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 FincoBank 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 FincoBank in execution of the 2020 Incentive System; corresponding updates of the Articles of Association.				
Section A – vote for resolution proposed by the Board of Directors	F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A	

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<p>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.</p>				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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<p>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.</p>				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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Derivative action against Directors				
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Designated Representative will vote C – against)</i>	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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DATE

SIGNATURE

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Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (*together with a valid ID document and, in case, the documentation providing proof of the signatory power*) via the Appointed Representative together with the **Voting Instructions** reserved to him within **27 April 2020 h. 12:00**, using one of the following methods:
 - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to fincobank@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to fincobank@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to fincobank@pecserviziotitoli.it. In this case the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73, 10126 Torino;
 - 4) **Via FAX**: number 0110923202.

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.fincobank.com.

Computershare S.p.A., as Designated Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Section A.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).

8. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Designated Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
 9. In the absence of a proposal from the Board of Directors or other proposal published subsequently and reported in the instruction form, the Designated Representative will be called to approve a proposal from those presented at the meeting by the President on behalf of the proposing subjects. Therefore the voting instructions are collected by the Designated Representative in Section C as the only expression of vote on the proposals presented by the subjects indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to each other but bind the Designated Representative to cast the vote only if the proposer has the characteristics indicated in the correspondent instruction. In the case of several proposals submitted by various subjects holding minority interests not previously disclosed and not reported in the instruction form, the Designated Representative will not be able to cast any vote.
 10. Indicate the number of the list or the proposal (as provided on the Company website) that you want to vote “for” or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists/proposals. If only one list/proposal is presented, the voting instructions will relate to that one.
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INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

1. PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Designated Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Designated Representative;
- legal obligations: to comply with the legal obligations the Designated Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

2. THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

3. DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of "treatment" pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated. The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

4. RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.