

**FINECO**

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# NOTICE OF CALL

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

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**FINECO. SIMPLIFYING BANKING.**

## NOTICE OF CALL

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, on 28 April 2021 at 12:00 a.m.**, to discuss and resolve upon the following

### AGENDA

#### Ordinary Session

1. Approval of the Financial Statements for the year 2020 and presentation of the Consolidated Financial Statements.
2. Allocation of the profit for the year 2020 of FinecoBank S.p.A..
3. Filling of the vacancy on the Board of Directors. Related and consequent resolutions.
4. Filling of the vacancy on the Board of Statutory Auditors and appointment of its Chairperson. Related and consequent resolutions.
5. Appointment of the independent auditor of FinecoBank S.p.A. for the years 2022-2030 and remuneration.
6. 2021 Remuneration Policy
7. 2020 Remuneration Report.
8. 2021 Incentive System for Employees "Identified Staff".
9. 2021-2023 Long-Term Employee Incentive Plan for Employees.
10. 2021 Incentive System for Personal Financial Advisors "Identified Staff".
11. Authorisation to purchase and dispose of treasury shares in order to support the 2021 PFA System for Personal Financial Advisors. Consequent and inherent resolutions.

#### Extraordinary Session

1. Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve, in one or more instances for a maximum period of five years 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 143,131.89 (to be allocated in full to share capital) corresponding to up to 433,733 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 2021 of FinecoBank in execution of the 2021 Incentive System; consequent amendments to 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 2026 a free share capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of EUR 36,476.22 corresponding to up to 110,534 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; consequent amendments to 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 one or more instances for a maximum period of five years 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 283,511.58 corresponding to up to 859,126 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 2021-2023 Long Term Incentive Plan for employees; consequent amendments to the Articles of Association.

### Instructions for the Shareholders' Meeting

In light of the COVID-19 pandemic emergency and pursuant to Article 106 of Italian Decree-Law No. 18 of 17 March 2020, converted with amendments into Italian Law No. 27 of 24 April 2020, and as amended by effect of Article 3(6) of Italian Decree-Law No. 183 of 31 December 2020 (converted with amendments into Italian Law No. 21 of 26 February 2021), containing provisions related to that emergency:

- i) You may attend and vote at the Shareholders' Meeting only through the Company's Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance; moreover, you may appoint the Company's Designated Representative as your proxy and/or subdelegated proxy pursuant to Article 135-novies of the Consolidated Law on Finance in derogation from Article 135-undecies, in accordance with the following; Shareholders will not be able to attend the Shareholders' Meeting in person;
- ii) the members of the Governance and Supervisory boards, the Company's Designated Representative, the managers and employees of the Bank and of FinecoBank Group Companies, representatives of the Independent Auditor and other persons whose attendance at the Shareholders' Meeting is considered useful by the Chairman for transacting business and duly holding the Shareholders' Meeting, will be able to attend the Shareholders' Meeting, including through means of remote communication guaranteeing, among other things, the identity of the participants, without the necessity for the Chairman and the appointed Notary to be in the same place; on the other hand, holders of voting rights must vote through the Company's Designated Representative.

We inform Shareholders that the Company reserves the right to add to or amend the above instructions as may be required due to the current COVID-19 pandemic emergency and its currently unforeseeable developments.

### Right to attend and vote at the Shareholders' Meeting

Shareholders shall obtain confirmation of their entitlement to attend the Meeting and the right to vote by sending the Company a communication, through the intermediary responsible for keeping their FinecoBank share accounts, based on the **record date of April 19, 2021** (the seventh trading day prior to the date set for the Meeting in single call). Any credit or debit transactions completed on the accounts after that date will not be considered valid for the purpose of voting at the Meeting. Therefore, anyone acquiring shares only after that date will not be entitled to attend or vote at the Meeting.

No provisions have been made for voting by correspondence or by using electronic means..

### Attendance at the Shareholders' Meeting and Proxy Voting through the Company's Designated Representative

In light of the COVID-19 pandemic emergency and pursuant to Article 106 of Italian Decree-Law No. 18 of 17 March 2020, as subsequently amended and integrated and its subsequent extensions, containing provisions related to that emergency, anyone holding voting rights will only be able to attend the Shareholders' Meeting through the Company's Designated Representative.

Accordingly, the Company has appointed Computershare S.p.A. - which has its registered office at via Nizza 262/73, Turin 10126 - to represent shareholders pursuant to Article 135-undecies of Italian Legislative Decree No. 58/1998 and of the Italian Decree-Law mentioned above (the "**Company's Designated Representative**"). Shareholders wishing to attend the Shareholders' Meeting must therefore appoint the Company's Designated Representative as their proxy - and submit voting

instructions thereto - to vote on their behalf on all or some of the resolutions proposed on the agenda. They should do so by completing and submitting the Proxy Form, electronically if so preferred, as prepared by the Company's Designated Representative in agreement with the Company and which will be available on the Company's website at [www.finecobank.com](http://www.finecobank.com) (section "*Governance/Shareholders' Meeting*"), where you will find a link explaining how to submit the Proxy Form electronically.

The Proxy Form and voting instructions must be submitted, in accordance with the instructions contained on the Proxy Form and on the website of the Company, no later than the second trading day prior to the date set for the Meeting (i.e. **by 26 April 2021**).

On or before the said deadline, the proxy and voting instructions can always be revoked in the same manner as they were conferred. The proxy is only valid for the proposals in relation to which voting instructions have been conferred.

All shares for which proxy have been executed, including partial proxy, will count towards the quorum of the Shareholders' Meeting. Where no voting instructions have been submitted for any proposed resolution, these non-voting shares will not count towards determining a majority or the share capital percentage required to approve resolutions.

The Company's Designated Representative may also be appointed as proxy or *subdelegated proxy* pursuant to Article 135-*novies* of the Consolidated Law on Finance, by way of derogation from Article 135- *undecies*, paragraph 4, of Italian Legislative Decree No. 58/98. In this event, proxy must be executed via a Proxy Form in the manner and by the deadline stated on the Company website mentioned above.

Proxies conferred by means of an electronically signed document in accordance with the applicable legal provisions may be notified to Computershare by e-mail to [finecobank@pecserviziotitoli.it](mailto:finecobank@pecserviziotitoli.it).

The Appointed Representative will be available to give clarification or information by phone on 0110923200 or by email at [sedeto@computershare.it](mailto:sedeto@computershare.it).

### **Additions to the Agenda, new proposals for existing Agenda items and the right to raise questions prior to the Meeting**

Shareholders individually or jointly representing more than 2.50% of share capital may exercise their right to add to the Agenda of the Shareholders' Meeting and/or to present new draft resolutions regarding items already on the Agenda, under the circumstances and in the manners set forth in Article 126-*bis* of the Consolidated Law on Finance, within ten days of this notice being published (i.e. by **3 April 2021**).

Shareholders may not suggest items on which the Meeting is required by law to pass resolutions at the proposal of the Directors, or in relation to a project or report of the Directors, other than those indicated in Article 125-*ter*, paragraph 1, of the Consolidated Law on Finance.

Requests for inclusion of items on the Agenda shall be submitted in writing, together with certification of the shareholding, addressed to the *Corporate Law & Board Secretary's Office*, at the Company's registered office in Milan or sent by registered post; requests may also be sent by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it). Shareholders making such requests or proposals must also send a report to the Board of Directors stating the grounds for their request or proposal by the same deadline and in the same manners as set out above.

The requesting shareholder's entitlement to submit the request will be verified by the intermediary pursuant to Article 43 of the Regulation governing central counterparties and central depositories (Joint Regulation of the Bank of Italy and Consob dated August 13, 2018 on post-trading).

Details of amendments to the Agenda and of new proposals to existing items will be given in the same way as this Notice, in accordance with current regulations. The shareholders' requests, together with any comments by the Board of Directors, will be made available to the public in the same way as the other documents relating to the Meeting.

Since the intervention at the Shareholders' Meeting is envisaged exclusively through the Company's Designated Representative, entitled shareholders who intend to submit proposals for resolutions and votes on the items on the agenda must submit them by April 12, 2021. The requests - together with the certification attesting the ownership of the shareholding pursuant to the Joint Regulation of the Bank of Italy and Consob dated August 13, 2018 on post-trading - must be addressed to the attention of the Corporate Law & Board Secretary's Office and submitted in writing at the Company's registered office in Milan or sent by registered mail with return receipt; they may also be sent by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it).

Each resolution proposal shall indicate the item on the agenda to which it refers and the specific resolution proposal.

These proposals, where relevant, will be published without delay (or by 13 April 2021) on the Company's website in order to allow those entitled to vote to express themselves in an informed manner also taking into account these new proposals and to allow the Company's Designated Representative to collect any voting instructions also on these proposals.

The shareholders may also raise questions on agenda items prior to the Meeting, pursuant to Article 127-ter of the Consolidated Law on Finance, by sending them by registered mail with return receipt to the Company's Registered office in Milan (marked *for the attention of the Corporate Law & Board Secretary's Office*), or by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it). Questions received by the Company by **19 April 2021** (record date), in the manner prescribed, and which are relevant to the items on the Agenda, will be answered no later than 23 April 2021 pursuant to the procedures provided for by law. The requesting shareholder's entitlement to submit the questions will be verified by the intermediary, pursuant to Article 43 of the Joint Regulation of the Bank of Italy and Consob dated August 13, 2018 on post-trading, or through a communication made by the intermediary in accordance with Article 83-sexies of the Consolidated Law on Finance.

The Company will not reply to questions that were not submitted in accordance with the above terms.

#### **Filling of the vacancy on the Board of Directors.**

With reference to item 3. on the agenda of the Shareholders' Meeting, it bears reminding that the Shareholders' Meeting will pass resolutions by the majorities laid down in law, and that the list voting mechanism will not apply.

For more information on appointing members of the Board of Directors, see the Directors' Report discussed in item 3. of the Ordinary Session agenda.

#### **Filling of the vacancy on the Board of Statutory Auditors and appointment of its Chairperson.**

With reference to item 4. on the agenda of the Shareholders' Meeting, it bears reminding that the Shareholders' Meeting will pass resolutions by the majorities laid down in law, as the list voting mechanism does not apply.

For more information on filling vacancies on the Board of Statutory Auditors and appointing its chair, see the Directors' Report discussed in item 4. of the Ordinary Session agenda.

### **Documents for the Shareholders' Meeting**

The full text of the proposals, the explanatory reports and other documents relevant to the items on the agenda will be available to the public at the Company's registered office and at the headquarters, on the website of FinecoBank, on the website of the accredited storage system "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)) managed by Spafid Connect S.p.A. and on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), in accordance with laws and regulations.

Shareholders may obtain copies of the above documents.

### **Share capital and share with voting rights**

As at the date of publication of this notice, the share capital of FinecoBank S.p.A. - issued and fully paid - is EUR **201,152,834.19**, represented by **609,554,043** ordinary shares each with a par value of EUR 0.33. Each ordinary share carries the right to vote, with the exception of **122,866** treasury shares (**representing 0.02016%** of share capital), whose right to vote has been suspended.

### **Website**

Any reference contained in this document to the Company's website is to be understood as being made, also in accordance with the provisions of article 125-*quater* of the Consolidated Law on Finance, at the following address: [www.finecobank.com](http://www.finecobank.com).

An excerpt of this notice has been published on 25 March 2021 in the newspapers "*Il Sole 24 Ore*" and "*Milano Finanza*".

Milan, 24 March 2021

THE CHAIRMAN OF THE BOARD OF DIRECTORS

*Signed, Marco Mangiagalli*

[finecobank.com](http://finecobank.com)