

**FINECO**

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# 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.

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**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, on April 28, 2021 at 12 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.

In order to minimise the risks for Shareholders related to the ongoing health emergency, the Bank - in accordance with the provisions of Article 106 of Law Decree no. 18/2020 converted into Law no. 27/2020 as subsequently amended, which introduced some exceptional rules applicable to the Shareholders' Meetings of listed companies - **has decided to avail itself of the option to provide that Shareholders' attendance at the Shareholders' Meeting shall take place exclusively through the Designated Representative appointed pursuant to Article 135-undecies of Legislative Decree no. 58/98, without physical participation on their part.**

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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 19, 2021**);
- 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 **April 19, 2021**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda,

is given in the notice of call available on the Company's internet website [www.finecobank.com](http://www.finecobank.com).

This excerpt is published on March 25, 2021, in the newspapers "*Il Sole 24 Ore*" and "*Milano Finanza*".

Milan, March 24, 2021

THE CHAIRMAN OF THE BOARD OF DIRECTORS  
*Signed Marco Mangiagalli*



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