



ANNEX I

REMUNERATION POLICY AND REPORT

FINECOBANK GROUP

INFORMATION TABLES PURSUANT TO
ART. 84-QUATER OF THE REGULATION N°
11971 ISSUED BY COMMISSIONE NAZIONALE
PER LE SOCIETÀ E LA BORSA (CONSOB)

FINECO. SIMPLIFYING BANKING

FinecoBank S.p.A.

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7. Compensation Tables

7.1 Disclosure as per section 84-quater of the Italian National Commission for Listed Companies (Consob) Issuers Regulation no.11971

A set of tables provides in the following pages the information that the Company is required to provide as per Section 84-quater of Consob's Issuers Regulation no. 11971.

For a more detailed understanding of the methodological criteria underlying the information reported in the various tables, reference is made to Annex 3A of the said Consob Regulation.

Reported below is a brief description of the contents of the various tables:

TABLE 1: Compensation paid to members of the Administrative and Auditing Bodies, to General Managers and to other Executives with strategic responsibility

Provides, at an individual level and on aggregate basis, the compensation paid to the Chief Executive Officer and General Manager, to the members of the Board of Directors and of the Board of Statutory Auditors.

For the other 5 Executives with strategic responsibility (included an Executive with strategic responsibility whose employment contract ended in 2018) the information is provided on an aggregate basis.

The overall compensation paid by FinecoBank to the Board of Directors for the year 2020 equals to Euro 2,539,282.

The overall compensation paid by FinecoBank to the Board of Statutory Auditors for the year 2020 equals to Euro 233,596.

The "Fair value of equity compensation" (column 7) does not represent a value actually paid to/gained by the beneficiaries of equity plans, being instead the cost that the Company is booking - on an accrual basis and during the vesting period - within the provision for incentives based on financial instruments. More details on such plans are provided in Table 2 and Table 3A.

TABLE 2: Stock Options assigned to the members of the Administrative Body, to General Managers and other Executives with strategic responsibility

Neither the non-executive members of the Board of Directors, nor the members of the Board of Statutory Auditors benefit from incentive plans, whether based on financial instruments or cash.

None of the Executives with strategic responsibility benefits from Stock Option plans.

TABLE 3A: Incentive plans based on financial instruments other than stock options, for members of the Administrative Body, General Managers and other Executives with strategic responsibility

The table reports the shares granted within medium and/or long-term incentive and retention equity plans, as well as the number of shares promised and/or granted in connection with the deferral scheme of short-term incentive systems.

TABLE 3B: Cash-based Incentive Plans for Members of the Administrative Body, General Managers and other Executives with strategic responsibility

Provides the details of the cash-based incentives matured during the year for the Chief Executive Officer and General Manager and of the other Executives with strategic responsibility. Neither the non-executive members of the Board of Directors nor the Statutory Auditors receive variable compensation.

Information on the investments held by the members of the Administrative and Auditing Bodies, by General Managers and by other Executives with strategic responsibility

Table 1 and Table 2, drafted in compliance with schedule 7-ter, provide the shareholding in FinecoBank held by the Chief Executive Officer and General Manager, the other members of the Board of Directors, the members of the Board of Statutory Auditors and the other Executives with strategic responsibility.

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ANEXO II (A)	TABLE I: Compensation paid to members of the administrative and auditing bodies, to general managers and to other executives with strategic responsibility.										(7)	(8)			
	(A)	(B)	(C)	(D)	(E) Fixed Compensation				(F) Variable non-equity compensation				(4)	(5)	(6)
					Endowments received by the Shareholder Meeting	Allowance for expenses related to the Shareholder Meeting	Compensation for committee membership	Compensation for committee membership	Bonuses and other incentives	Profit sharing					
Name and surname	Office	Period in which office was held	Office expiration date	Endowments received by the Shareholder Meeting	Allowance for expenses related to the Shareholder Meeting	Compensation for committee membership	Compensation for committee membership	Bonuses and other incentives	Profit sharing	Other remuneration	Total	Fair/Value of equity compensation	Severance indemnity or termination of employment		
Elena Saggol	Chairman of the Board of Statutory Auditors	01/01/2020	27/04/2020	16.120	4.500	926	21.466	-	-	-	1.922	21.468	-		
		28/04/2020	30/09/2020	27.705	10.000	-	38.905	-	-	-	-	38.905	-		
				43.825	15.300	926	60.051	-	-	-	-	60.973	-		
Luigi Maria Pasotti	Member Auditor	28/04/2020	30/09/2020	16.339	8.400	88	24.827	-	-	-	-	24.827	-		
		01/01/2020	31/12/2020	16.339	8.400	88	24.827	-	-	-	-	24.827	-		
				16.339	8.400	88	24.827	-	-	-	-	24.827	-		
Serena Abis	Standing Auditor	01/01/2020	28/04/2020	13.005	4.500	-	17.505	-	-	1.939	19.444	-	-		
				13.005	4.500	-	17.505	-	-	1.939	19.444	-	-		
				13.005	4.500	-	17.505	-	-	1.939	19.444	-	-		
Massimo Gallo	Standing Auditor	28/04/2020	31/12/2020	33.880	18.800	309	54.989	-	-	-	-	54.989	-		
				33.880	18.800	309	54.989	-	-	-	-	54.989	-		
				33.880	18.800	309	54.989	-	-	-	-	54.989	-		
Chiara Olivetti	Standing Auditor	28/04/2020	11/03/2020	22.814	11.400	-	34.214	-	-	-	34.214	-	-		
				22.814	11.400	-	34.214	-	-	-	34.214	-	-		
				22.814	11.400	-	34.214	-	-	-	34.214	-	-		
Giuseppe Ramaglia	Member Auditor	28/04/2020	11/03/2020	11.006	8.400	-	19.406	-	-	-	19.406	-	-		
				11.006	8.400	-	19.406	-	-	-	19.406	-	-		
				11.006	8.400	-	19.406	-	-	-	19.406	-	-		
Maurizio Pozzi	Standing Auditor	01/01/2020	28/04/2020	13.005	3.900	779	17.684	-	-	1.939	19.623	-	-		
				13.005	3.900	779	17.684	-	-	1.939	19.623	-	-		
				13.005	3.900	779	17.684	-	-	1.939	19.623	-	-		
Roberto Biondi	Member Auditor	01/01/2020	28/04/2020	13.005	3.900	779	17.684	-	-	1.939	19.623	-	-		
				13.005	3.900	779	17.684	-	-	1.939	19.623	-	-		
				13.005	3.900	779	17.684	-	-	1.939	19.623	-	-		
Gianfranco Corsini	Member Auditor	01/01/2020	28/04/2020	-	-	-	-	-	-	-	-	-	-		
				-	-	-	-	-	-	-	-	-	-	-	
				-	-	-	-	-	-	-	-	-	-	-	
TOTAL BOARD OF STATUTORY AUDITORS				153.934	71.700	2.162	227.797	-	-	5.799	233.596	-	-		
				153.934	71.700	2.162	227.797	-	-	5.799	233.596	-	-		
				153.934	71.700	2.162	227.797	-	-	5.799	233.596	-	-		
Other Executives with Strategic Responsibility (Item 4.5)				-	-	-	1.640.000	-	-	-	76.233	2.044.000	-		
				-	-	-	1.640.000	-	-	-	76.233	2.044.000	-		
				-	-	-	1.640.000	-	-	-	76.233	2.044.000	-		
* For "out of pocket expenses" and mileage (Item 4.6).															
** The amount refers to the fringe benefit of the remuneration policy. Directors & Officers (D&Os).															
*** Mr. Zappa assigned from office at the beginning of 2021 and therefore will not remain in office until the 31st of December.															
**** Includes an Executive with strategic responsibility whose employment relationship ended in 2018.															

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TABLE 2: Stock Option assigned to the Members of the Administrative Body, to General Managers and other Executives with Strategic Responsibility

(A)	(B)	(1)	Options held at the beginning of the year				Options assigned during the year							Options exercised during the year				(15)	(16)
			(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)				
Name and surname	Office	Plan	Number of Options	Exercise Price	Exercise Period (from .. to)	Number of Options	Exercise Price	Exercise Period (from .. to)	Exercise Price	Assignment Date	Fair Value at Assignment Date	Market Price of Underlying Shares upon Assignment of Options	Number of Options	Exercise Price	Market Price of Underlying Shares on Exercise Date	Options Lapsed during the year (Number)	Options held at the end of the year (Number)	Options relevant to this year (Fair Value)	
Alessandro Foti	Chief Executive Officer/ General Manager																		
(I) Compensation in the Company preparing the Financial Statement																			
(II) Compensation from Subsidiaries and Associates																			
(III) Total																			
Other Executives with Strategic Responsibility																			
(I) Compensation in the Company preparing the Financial Statement																			
(II) Compensation from Subsidiaries and Associates																			
(III) Total																			

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TABLE 3A: Incentive Plans based on financial instruments other than stock options for Members of the Administrative Body, General Managers and other Executives with Strategic Responsibility																
Amounts in euro	(A) Name and sur name	(B) Office	(1) Plan	Financial instruments assigned during previous years and not vested during the year				Financial instruments assigned during the year				Financial instruments vested during the year and assignable		Financial instruments relevant to the year		
				(2) Number and type of financial instruments	(3) Vesting period	(4) Number and type of financial instruments	(5) Fair Value on assignment date	(6) Vesting period	(7) Assignment date	(8) Market price upon assignment	(9) Number and type of financial instruments not assigned **	(10) Number and type of financial instruments	(11) Value on maturity date	(12) Fair Value		
	Alexsandro Foti	Chief Executive Officer/ General Manager														
	(I) Compensation in the Company preparing the Financial Statement															
			Fineco Shares - 2014 Group Incentive System											26,984	218,570	
			Fineco Shares - 2014 2017 Multi Year Plan Top Management - 3 ^a tranche											153,707	1,702,920	
			Fineco Shares - 2015 Group Incentive System											12,202	98,836	
			Fineco Shares - 2016 Group Incentive System											10,144	82,166	
			Fineco Shares - 2017 Group Incentive System											17,543	142,098	
			Fineco Shares promised - 2015 Group Incentive System	12,202	100% 31.12.2019											3,994
			Fineco Shares promised - 2016 Group Incentive System	20,288	50% 31.12.2019 50% 31.12.2020											6,641
			Fineco Shares promised - 2017 Group Incentive System	26,313	34% 31.12.2019 33% 31.12.2020 33% 31.12.2021											27,623
			Fineco Shares promised - 2018 Group Incentive System	26,643	34% 31.12.2020 33% 31.12.2021 33% 31.12.2022								17,763			56,885
			Fineco Shares promised - 2019 Fineco Incentive System	27,597	34% 31.12.2021 33% 31.12.2022 33% 31.12.2023								15,333			54,191
			Fineco Shares promised - 2020 Fineco Incentive System		35,72% 31.12.2020 21,43% 31.12.2022 21,43% 31.12.2023 21,43% 31.12.2024					09/02/2020	13,618					336,451
			Fineco Shares promised - 2018-2019 LT Plan	258,096	40% 31.12.2020 60% 31.12.2023											494,619
	(III) Compensation from Subsidiaries and Associates															
	(III) Total						559,959						33,096	2,244,591		980,404

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Amounts in euro		TABLE 3A: Incentive Plans based on financial instruments other than stock options for Members of the Administrative Body, General Managers and other Executives with Strategic Responsibility														
		(A) Name and surname	(B) Office	(1) Plan	Financial instruments assigned during previous years and not vested during the year			Financial instruments assigned during the year				Financial instruments vested during the year and not assigned **		Financial instruments vested during the year and assignable		Financial instruments relevant to the year
(2) Number and type of financial instruments	(3) Vesting period				(4) Number and type of financial instruments	(5) Fair Value on assignment date	(6) Vesting period	(7) Assignment date	(8) Market price upon assignment	(9) Number and type of financial instruments	(10) Number and type of financial instruments	(11) Value on maturity date	(12) Fair Value			
Other Executives with Strategic Responsibility																
(i) Compensation in the Company preparing the Financial Statement																
	n. 5 Executives*		Finexo shares - 2014 Group Incentive System													
	n. 5 Executives*		Finexo shares - 2014, 2017 Multi-year Plan Top Management - 3 ^a tranche												43,724	354,164
	n. 5 Executives*		Finexo shares - 2015 Group Incentive System												269,072	2,981,049
	n. 5 Executives*		Finexo shares - 2016 Group Incentive System												21,315	172,652
	n. 5 Executives*		Finexo shares - 2017 Group Incentive System												17,756	143,824
	n. 5 Executives*		Finexo shares promised - 2015 Group Incentive System	21,315	100% 31.12.2019										30,708	248,735
	n. 5 Executives*		Finexo shares promised - 2016 Group Incentive System	35,512	50% 31.12.2019 50% 31.12.2020											
	n. 5 Executives*		Finexo shares promised - 2017 Group Incentive System	46,059	34% 31.12.2019 33% 31.12.2020 33% 31.12.2021											
	n. 4 Executives		Finexo shares promised - 2018 Group Incentive System	56,832	34% 31.12.2020 33% 31.12.2021 33% 31.12.2022											
	n. 4 Executives		Finexo shares promised - 2019 Finexo Incentive System	57,513	34% 31.12.2021 33% 31.12.2022 33% 31.12.2023											
	n. 4 Executives		Finexo shares promised - 2020 Finexo Incentive System		40% 31.12.2020 20% 31.12.2021 20% 31.12.2022 20% 31.12.2023											
(ii) Compensation from Subsidiaries and Associates																
(iii) Total																
													3,900,423	1,511,625		

** The listed financial instruments represent the upfront tranche currently in holding period.

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Amounts in euro (A)	(B)	TABLE 3B: Cash-based Incentive Plans for Members of the Administrative Body, General Managers and other Executives with Strategic Responsibility									
		(1)		(2)			(3)			(4)	
		Plan		(A)	(B)	(C)	(A)	(B)	(C)	(A)	(B)
Name and surname	Office		Payable / Paid	Deferred	Deferral period	No longer payable	Payable / Paid	Still deferred	Other Bonuses		
Alessandro Foti	Chief Executive Officer/ General Manager										
		2020 Group Incentive System	200,000	240,000	50% 31.12.2022 50% 31.12.2025						
		2019 Group Incentive System								204,000	
		2018 Group Incentive System								170,000	
		2017 Group Incentive System								170,000	
		2016 Group Incentive System								112,200	
		2015 Group Incentive System					170,000				
			200,000	240,000			170,000			656,200	
(II) Compensation from Subsidiaries and Associates											
(III) Total			200,000	240,000			170,000			656,200	
Other Executives with Strategic Responsibility											
		2020 Group Incentive System	453,184	532,621	50% 31.12.2022 50% 31.12.2025						
		2019 Group Incentive System								425,160	
		2018 Group Incentive System								362,632	
		2017 Group Incentive System								297,594	
		2016 Group Incentive System								196,412	
		2015 Group Incentive System					297,000				
(II) Compensation from Subsidiaries and Associates											
(III) Total			453,184	532,621			297,000			1,281,798	

* Included an Executive with strategic responsibility whose employment relationship ended in 2018.

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Consob Issuers Regulation n. 11971 - Annex 3A/Schedule 7-ter

Name and surname	Office	Investee Company	Type of shares	Number of shares		
				Held at the end of 2019	Acquired*	Sold
CONSIGLIO DI AMMINISTRAZIONE						
Enrico Cotta Ramusino	Presidente	FinecoBank	Ord.	30,000	18,000	48,000
Marco Mangiagalli	Presidente			-		-
Francesco Salta	Vice Presidente			-		-
Alessandro Foti	Amministratore Delegato / Direttore Generale	FinecoBank	Ord.	333,926	220,580	446,629
Patrizia Albano	Consigliere			-		-
Elena Biffi	Consigliere			-		-
Giancarla Branda	Consigliere			-		-
Paola Gianotti De Ponti	Consigliere			-		-
Marin Gueorguiev	Consigliere			-		-
Maria Chiara Molegutti	Consigliere			-		-
Gianmarco Montanari	Consigliere			-		-
Maurizio Santacroce	possesso indiretto (conuge)	FinecoBank	Ord.	100		100
Andrea Zappia	Consigliere			-		-
Maria Alessandra Zunino De Pignier	Consigliere			-		-
COLLEGIO SINDACALE						
Elena Spagnol	Presidente del Collegio Sindacale			-		-
Luisa Marina Pasotti	Presidente del Collegio Sindacale			-		-
Barbara Aloisi	Sindaco Effettivo			-		-
Massimo Gatto	Sindaco Effettivo			-		-
Chiara Orlandini	Sindaco Effettivo			-		-
Giacomo Ramenghi	Sindaco Effettivo			-		-
Marziano Viozzi	Sindaco Effettivo			-		-
Federica Bonato	Sindaco Supplente			-		-
Gianfranco Consorti	Sindaco Supplente			-		-

Number of Executives with Strategic responsibilities	Investee Company	Type of shares	Numero azioni		
			Held at the end of 2019	Acquired*	Sold
4	FinecoBank	Ord.	399,823	314,123	149,597
					564,349

*including shares linked to Incentive Plans

