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Oggetto : PR - FinecoBank Shareholders Meeting

*Testo del comunicato*

Vedi allegato.

## PRESS RELEASE

**FinecoBank:**

**Shareholders' Meeting:**

- approved the Financial Statements 2020 of FinecoBank S.p.A.;
- approved the allocation of the net profit for the year 2020 of FinecoBank S.p.A.;
- integrated the Board of Directors through the appointment of a Director;
- integrated the Board of Statutory Auditors through the appointment of two Standing Auditors, including the Chairperson, and two Alternate Auditors;
- appointed KPMG S.p.A. as independent auditor of FinecoBank S.p.A. for the years 2022-2030 and determined the relevant compensation;
- approved the 2021 Remuneration Policy;
- decided favourably on the 2020 Remuneration Report;
- approved the 2021 Incentive System for Employees Identified Staff, the 2021-2023 Long-Term Employee Incentive Plan for employees and the 2021 Incentive System for Personal Financial Advisors Identified Staff;
- authorized the purchase and disposal of treasury shares, in order to implement the 2021 Incentive System for Personal Financial Advisors Identified Staff;
- delegated the Board of Directors to approve the free capital increases to implement the incentive systems for the employees.

***Milan, April 28, 2021***

The Ordinary and Extraordinary Meeting of the Shareholders of FinecoBank S.p.A., held today in Milan, passed the following resolutions in relation to individual items on the agenda:

### **Ordinary Part**

- **Approval of the Financial Statements 2020 of FinecoBank S.p.A..**

The Shareholders' Meeting approved the Financial Statements 2020 of FinecoBank S.p.A., which reported an individual net profit of euro 323,122,986.40.

- **Allocation of the net profit for the year 2020 of FinecoBank S.p.A..**

The Shareholders' Meeting approved the proposal made by the Board of Directors regarding the allocation to Reserve of the net profit for the year 2020 of FinecoBank S.p.A., in compliance with the recommendations issued by the European Central Bank and the Bank of Italy regarding the maintenance of an extremely prudent approach until September 30, 2021.

- **Integration of the Board of Directors.**

The Shareholders' Meeting appointed Mrs. Alessandra Pasini as member of the Board of Directors of FinecoBank S.p.A.. Mrs. Pasini was co-opted by the same administrative body at its meeting of 16 March 2021 pursuant to art. 2386 of Italian Civil Code.

The tenure of the new Director will end on the date of the Shareholders' Meeting held to approve the Financial Statements for the year 2022, together with the other members of the Board of Directors.

The *curriculum vitae* of the new Director is available on the Governance Section of the Company's website ([www.finecobank.com](http://www.finecobank.com)).

- **Integration of the Board of Statutory Auditors and appointment of its Chairperson.**

The Shareholders' Meeting appointed, upon the proposal of some asset management companies and institutional investors, Mrs. Luisa Marina Pasotti (Chairwoman) and Mr. Giacomo Ramenghi, as Standing Auditors, and Mrs. Lucia Montecamozzo and Mr. Alessandro Gaetano, as Alternate Auditors, with a term in office expiring on the date of the Shareholders' Meeting called upon to approve the financial statements at December 31, 2022, together with the other members of the Board of Statutory Auditors.

The *curricula* of the new Statutory Auditors are available on the Governance Section of the Company's website ([www.finecobank.com](http://www.finecobank.com)).

- **Appointment of the independent auditor of FinecoBank S.p.A..**

The Shareholders' Meeting approved the proposal to appoint KPMG S.p.A. as independent auditor of FinecoBank S.p.A. for the years 2022-2030 determining the relevant compensation, as reported in the motivated proposal of the Board of Statutory Auditors.

- **Approval of the 2021 Remuneration Policy.**

The Shareholders' Meeting approved the 2021 Remuneration Policy, which sets out the principles and standards that FinecoBank applies in developing, implementing and monitoring the Company's compensation practices, plans and programs.

- **Non-binding decision on the 2020 Remuneration Report.**

The Shareholders' Meeting decided favorably on the 2020 Remuneration Report. Aside the document, the specific Annexes providing the information required by the current Regulations were illustrated.

- **2021 Incentive System for Employees Identified Staff.**

The Shareholders' Meeting has approved the adoption of the 2021 Incentive System, which, as required by national and international regulatory authorities, provides for the allocation of an incentive – in cash and/or in free ordinary shares – to be granted, subject to the achievement of specific performance objectives, over a multi-year period to a selected group of Company Employees pertaining to Identified Staff.

- **2021-2023 Long-Term Employee Incentive Plan for employees.**

The Shareholders' Meeting has approved the adoption of the 2021-2023 Long-Term Employee Incentive Plan that provides for the allocation of an incentive in the form of free ordinary shares, to be paid over a multi-year period to selected FinecoBank Group resources, subject to the achievement of specific performance objectives.

- **2021 Incentive System for Personal Financial Advisors Identified Staff.**

The Shareholders' Meeting has also approved the adoption of the 2021 Incentive System for the Personal Financial Advisors of the Bank, which, as required by national and international regulatory authorities, provides for the allocation of an incentive – in cash and/or in free ordinary shares of FinecoBank – to be granted, subject to the achievement of specific performance objectives, over a multi-year period to a selected group of Personal Financial Advisors of the Company pertaining to Identified Staff.

- **Authorization of purchase and disposal of treasury shares, in order to implement the 2020 Incentive System for Personal Financial Advisors Identified Staff. Related and consequent resolutions.**

The Shareholders' Meeting, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, has authorized the purchase and disposal of treasury shares, in order to have the necessary shares to implement the 2021 Incentive System for Personal Financial Advisors Identified Staff.

The authorization covers a maximum of 203,773 ordinary shares, corresponding to 0.03% of the share capital, and, consequently, well below the maximum limit of 20% established by the applicable regulations, also considering the no. 119,934 treasury shares held as of today by the Bank, corresponding to 0.02% of the share capital, as well as the maximum number of treasury shares that are currently estimated to be assigned for the incentive systems already approved or that will be approved in the future, or other requirements that cannot be envisaged at present.

The price for the purchases cannot be less than the nominal value per share of € 0.33 and not more, as a maximum, than the closing price of the FinecoBank shares recorded on the MTA electronic stock on the day prior to the purchase, plus 5%.

The authorization for the purchase has been given for a period of 18 months from the date of the shareholders' meeting approval.

### **Extraordinary Part**

- **Delegation of the power to the Board of Directors to approve a free capital increase to implement the 2021 Incentive System.**

Moreover, the Shareholders' Meeting, assigned the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to approve a free capital increase – on one or more occasions and for a maximum period of five years starting from the date of the shareholders' resolution, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of € 143,131.89 (to be allocated in full to share capital) through the issuance of a maximum of 433,733 FinecoBank ordinary shares with a nominal value of € 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2021 FinecoBank Identified Staff to implement the 2021 Incentive System. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

- **Delegation of the power to the Board of Directors to approve a free capital increase to complete the implementation of the 2020 Incentive System.**

Moreover, the Shareholders' Meeting, assigned the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to approve a free capital increase to resolve in 2026, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of € 36,476.22 through the issuance of a maximum of 110,534 FinecoBank ordinary shares with a nominal value of € 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2020 FinecoBank Identified Staff to implement the 2020 Incentive System. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

- **Delegation of the power to the Board of Directors to approve a free capital increase to complete the implementation of the 2021-2023 Long Term Incentive Plan.**

Lastly, the Shareholders' Meeting, assigned the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to approve a free capital increase – on one or more occasions and for a maximum period of five years starting from the date of the shareholders' resolution, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of € 283,511.58 (to be allocated in full to share capital) through the issuance of a maximum of 859,126 FinecoBank ordinary shares with a nominal value of € 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. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

\* \* \*

The summary statement of votes of the Shareholders' Meeting will be made available to the public on the Company's website and on the accredited storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)).

#### **FinecoBank**

FinecoBank is one of the most important FinTech banks in Europe. Listed on the FTSE MIB, Fineco offers an unique business model in Europe, combining advanced platforms with a large network of financial advisors. It offers a single account with banking, trading and investment services, through transactional and advisory platforms developed with proprietary technologies. Fineco is a leading bank in brokerage in Europe, and one of the most important players in Private Banking in Italy, offering advanced and tailor-made advisory services. Since 2017, FinecoBank is in the UK with an offer focused on brokerage, banking and investment services. Fineco Asset Management was founded in Dublin in 2018, with the mission to develop investment solutions in partnership with top international asset managers.



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