

<p>Informazione Regolamentata n. 1615-44-2023</p>	<p>Data/Ora Ricezione 27 Aprile 2023 12:54:21</p>	<p>Euronext Milan</p>
---	---	-----------------------

Societa' : FINECOBANK

Identificativo : 175898

Informazione
Regolamentata

Nome utilizzatore : FINECOBANKN02 - Spolini

Tipologia : 3.1

Data/Ora Ricezione : 27 Aprile 2023 12:54:21

Data/Ora Inizio : 27 Aprile 2023 12:54:23

Diffusione presunta

Oggetto : FinecoBank_PR Shareholders Meeting
2023

Testo del comunicato

Vedi allegato.

PRESS RELEASE

FinecoBank:

Shareholders' Meeting:

- approved the Financial Statements 2022 of FinecoBank S.p.A.;
- approved the allocation of the net profit for the year 2022 of FinecoBank S.p.A.;
- approved the elimination of negative reserve not subject to change recognized in the FinecoBank S.p.A. financial statements by means of its definitive coverage;
- approved the integration of the Independent Auditor's fees;
- appointed the new company boards and determined the relevant remuneration;
- approved the 2023 Remuneration Policy;
- decided favourably on the 2022 Remuneration Report;
- approved the 2023 Incentive System for Employees Identified Staff and the 2023 Incentive System for Personal Financial Advisors Identified Staff;
- authorized the purchase and disposal of treasury shares, in order to implement the 2023 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 27, 2023

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 2022 of FinecoBank S.p.A..**

The Shareholders' Meeting approved the Financial Statements 2022 of FinecoBank S.p.A., which reported an individual net profit of euro 421,984,575.17.

- **Allocation of the net profit for the year 2022 of FinecoBank S.p.A..**

The Shareholders' Meeting has also approved the proposals made by the Board of Directors regarding the allocation of the profit for the year, which include the payment of a dividend of Euro 0.49 per share to Shareholders, which will be paid out on May 24, 2023, with the "ex-dividend" date of May 22, 2023, in accordance with the applicable laws and regulations. In accordance with Article 83-*terdecies*, of the Legislative Decree no. 58 of February 24, 1998, those with accredited shareholder status as per the accounting records on May 23, 2023 will be entitled to receive the dividend.

- **Elimination of negative reserve.**

The Shareholders' Meeting approved the elimination of the negative reserve arising from the valuation of equity securities designated at fair value through other comprehensive income covering it by using the available extraordinary reserve in the amount of Euro 136.77.

- **Integration of the Independent Auditor's fees.**

The Shareholders' Meeting approved, upon the proposal of the Board of Statutory Auditors, KPMG's request for an integration of the fees in consideration of the additional activities that KPMG is required to perform in light of the changes in the regulatory framework concerning the preparation of annual financial reports and the statutory audit, which constitute circumstances for the adjustment of the fees as set forth in the Mandate.

- **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.**

The Shareholders' Meeting, on the basis of the list vote system, appointed the Directors for the 2023 – 2025 financial years, with a term in office expiring on the date of the Shareholders' Meeting called upon to approve the financial statements at December 31, 2025, and resolved that their number should be 11. The Directors appointed are:

- Marco Mangiagalli, Alessandro Foti, Patrizia Albano, Giancarla Branda, Gianmarco Montanari, Maria Alessandra Zunino de Pignier, Maria Lucia Candida, Paola Generali e Arturo Patarnello, taken from List no. 1 submitted by the Board of Directors of FinecoBank S.p.A. obtaining the majority of the Shareholders' Meeting votes;
- Elena Biffi and Marin Gueorguiev, taken from List no. 2 submitted by some asset management companies and institutional investors voted by the minority shareholders.

When submitting their candidacies, Marco Mangiagalli, Patrizia Albano, Giancarla Branda, Gianmarco Montanari, Maria Alessandra Zunino de Pignier, Maria Lucia Candida, Paola Generali, Arturo Patarnello, Elena Biffi and Marin Gueorguiev declared their independence pursuant to the Legislative Decree no. 58 of February 24, 1998 and to the Corporate Governance Code for listed companies.

The Board thus composed (6 members belonging to the female gender and 5 members belonging to the male gender) fully enhances compliance with and application of the regulations on gender balance.

The curriculum vitae of the new Directors are available on the Governance Section of the Company's website (www.finecobank.com).

- **Determination, pursuant to Article 20 of the Articles of Association, of the remuneration due to the Directors for their work on the Board of Directors and the Board Committees.**

Furthermore, the Shareholders' Meeting resolved to grant: (i) to the members of the Board of Directors a total amount equal to Euro 715,000 for each year in office; (ii) to the Chairman and Deputy Chairman, pursuant to Article 2389, paragraph 3, of the Italian Civil Code, an additional gross annual global remuneration equal to Euro 285,000; (iii) to the members of the Board Committees an additional gross annual remuneration equal to: (a) Euro 40,000 for the Chairman of the Risks and Related Parties Committee and Euro 30,000 for each member of this Committee; (b) Euro 30,000 in favour of the Chairman of other Board Committees (other than the Risks and Related Parties Committee) and Euro 20,000 for each member of other Board Committees; (iv) for the participation in the Board of Directors' meeting and other Committees, an attendance fee equal to Euro 600.00, with the possibility of accruing several fees in the event of attendance at more than one meeting on the same day.

- **Appointment of the Board of Statutory Auditors.**

The Shareholders' Meeting appointed the members of the Board of Statutory Auditors for the 2023 – 2025 financial years, with a term of office expiring on the date of the Shareholders' Meeting called upon to approve the financial statements at December 31, 2025.

Since only one list has been submitted by some asset management companies and institutional investors, according to Article 23 of the Articles of Association and to current legal provisions, the new Board of Statutory Auditors is therefore made up by Luisa Marina

Pasotti, as Chairman, Massimo Gatto and Giacomo Ramenghi, as permanent Auditors. The stand-in Statutory Auditors appointed are Lucia Montecamozzo and Marco Salvatore.

The curriculum vitae of the Auditors are available on the Governance section of the Company website (www.finecobank.com).

- **Determination, pursuant to Article 23, paragraph 17, of the current Articles of Association, of the remuneration due to the Board of Statutory Auditors.**

The Shareholders' Meeting also resolved to grant to the Chairman of the Board of Statutory Auditors a total gross annual amount equal to Euro 80,000.00 and to each permanent Auditor a total gross annual amount equal to 65,000.00, in addition to Euro 600.00 as an attendance fee for each Board of Statutory Auditors and Board of Directors meeting.

- **Approval of the 2023 Remuneration Policy.**

The Shareholders' Meeting approved the 2023 Remuneration Policy, which illustrates the principles that FinecoBank Group applies to develop, implement and monitor the compensation systems.

- **Non-binding decision on the 2022 Remuneration Report.**

The Shareholders' Meeting decided favorably on the 2022 Remuneration Report. The Annexes to the document providing the information required by the current Regulations were also illustrated.

- **2023 Incentive System for Employees Identified Staff.**

The Shareholders' Meeting has approved the adoption of the 2023 Incentive System, which 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 the FinecoBank Employees classified as Identified Staff.

- **2023 Incentive System for Personal Financial Advisors Identified Staff.**

The Shareholders' Meeting has also approved the adoption of the 2023 Incentive System for the Personal Financial Advisors of the Bank, which 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 the FinecoBank Personal Financial Advisors classified as Identified Staff.

- **Authorization of purchase and disposal of treasury shares, in order to implement the 2023 Incentive System for Personal Financial Advisors Identified Staff. Related and consequent resolutions.**

The Shareholders' Meeting, pursuant to Article 2357 of the Italian Civil Code, has authorized the purchase and disposal of treasury shares, in order to acquire the financial instruments needed to carry out the 2023 Incentive System for Personal Financial Advisors Identified Staff.

The authorization covers a maximum of 246,015 ordinary shares, corresponding to 0.04% of the share capital, and, consequently, well below the maximum limit of 20% established by the applicable regulations, also considering the no. 136,479 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 above, as a maximum, the official closing price of the FinecoBank ordinary shares registered in the MTA the day preceding to the purchase, increased by 15%.

The authorization for the purchase has been given for a period of 18 months from the date of the shareholders' meeting approval, notwithstanding the required authorizations of the Supervisory Authorities.

Extraordinary Part

- **Delegation of power to the Board of Directors to approve a free capital increase to implement the 2023 Incentive System.**

Moreover, the Shareholders' Meeting, has resolved to assign to 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 instances 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 € 177,097.47 (to be allocated entirely to capital) by issuing up to 536,659 new 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 FinecoBank Identified Staff employees in execution of the 2023 Incentive System. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

- **Delegation of power to the Board of Directors to approve a free capital increase to complete the implementation of the 2022 Incentive System.**

Moreover, the Shareholders' Meeting, has assigned to the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to carry on a free capital increase in 2028, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of € 27,921.96 through the issuance of maximum 84,612 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 FinecoBank Identified Staff employees in execution of the 2022 Incentive System. 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 Teleborsa S.p.A. (www.emarketstorage.com).

Contacts:

Fineco - Media Relations

Tel.: +39 02 2887 2256

mediarelations@finecobank.com

Fineco - Investor Relations

Tel. +39 02 2887 3736/2358

investors@finecobank.com

Barabino & Partners

Tel. +39 02 72023535

Emma Ascani

+39 335 390 334

e.ascani@barabino.it

Fine Comunicato n.1615-44

Numero di Pagine: 8