

**FINECOBANK S.P.A.**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
April 11, 2018**

**Attendance to the meeting: no. 873 Shareholders in person or by proxy  
representing no. 500,253,459 ordinary shares corresponding 82.250413% of the share capital**

**SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING**

**ORDINARY PART**

**1. Approval of the FinecoBank S.p.A. financial statements as at December 31, 2017**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	857	494,531,090	98.856106	98.856106	81.309556
Against	3	1,026,968	0.205290	0.205290	0.168851
Abstentions	4	958,769	0.191657	0.191657	0.157638
Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>873</b>	<b>500,253,459</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250413</b>

2. Allocation of the net profit for the year 2017 of FinecoBank S.p.A.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	858	494,969,858	98.943815	98.943815	81.381697
Against	3	1,026,968	0.205290	0.205290	0.168851
Abstentions	3	520,001	0.103948	0.103948	0.085497
Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>873</b>	<b>500,253,459</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250413</b>

3. Completion of the Board of Statutory Auditors

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	857	283,056,367	99.252915	99.252915	46.539415
Against	11	1,824,420	0.639728	0.639728	0.299967
Abstentions	3	306,169	0.107357	0.107357	0.050340
Not Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>871</b>	<b>285,186,956</b>	<b>100.000000</b>	<b>100.000000</b>	<b>46.889721</b>

4. 2018 Compensation Policy

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	807	471,249,765	94.202219	94.202219	77.481699
Against	31	7,067,734	1.412831	1.412831	1.162059
Abstentions	25	18,199,228	3.638002	3.638002	2.992271
Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>872</b>	<b>500,253,359</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250397</b>

5. 2018 Incentive System

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	845	493,625,762	98.675152	98.675152	81.160704
Against	13	2,370,953	0.473950	0.473950	0.389826
Abstentions	5	520,012	0.103950	0.103950	0.085499
Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>872</b>	<b>500,253,359</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250397</b>

6. “2018 – 2020 Long Term Incentive Plan” for FinecoBank Employees

	<b>NO. OF SHAREHOLDERS</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES</b>	<b>% ON SHARES ADMITTED</b>	<b>% ON SHARE</b>
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	(IN PERSON OR BY PROXY)		REPRESENTED	TO VOTE	CAPITAL
In Favour	837	491,452,552	98.240730	98.240730	80.803390
Against	21	4,544,163	0.908372	0.908372	0.747140
Abstentions	5	520,012	0.103950	0.103950	0.085499
Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>872</b>	<b>500,253,359</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250397</b>

**7. 2018 Incentive System for Personal Financial Advisors “Identified Staff”**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	846	494,495,009	98.848913	98.848913	81.303623
Against	14	1,501,717	0.300191	0.300191	0.246909
Abstentions	3	520,001	0.103948	0.103948	0.085497
Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>872</b>	<b>500,253,359</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250397</b>

**8. 2018 – 2020 Long Term Incentive Plan for Personal Financial Advisors “Identified Staff”**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	836	491,291,420	98.208520	98.208520	80.776897
Against	24	4,705,306	0.940585	0.940585	0.773635
Abstentions	3	520,001	0.103948	0.103948	0.085497

Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>872</b>	<b>500,253,359</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250397</b>

9. Authorization for the purchase and disposition of treasury shares

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	846	494,495,009	98.848913	98.848913	81.303623
Against	13	1,501,716	0.300191	0.300191	0.246908
Abstentions	4	520,002	0.103948	0.103948	0.085497
Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>872</b>	<b>500,253,359</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250397</b>

**EXTRAORDINARY PART**

1. Delegation to the Board of Directors of the authority to resolve a free share capital for a maximum amount of Eur 29,700.00

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	848	494,792,178	98.908317	98.908317	81.352483
Against	10	1,195,538	0.238987	0.238987	0.196567
Abstentions	5	529,011	0.105749	0.105749	0.086979

Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>872</b>	<b>500,253,359</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250397</b>

**2. Delegation to the Board of Directors of the authority to resolve a free share capital for a maximum amount of Eur 136,031.94**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	845	494,486,009	98.847114	98.847114	81.302143
Against	12	1,501,706	0.300189	0.300189	0.246907
Abstentions	6	529,012	0.105749	0.105749	0.086979
Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>872</b>	<b>500,253,359</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250397</b>

**3. Delegation to the Board of Directors of the authority to resolve a free share capital for a maximum amount of Eur 324,743.10**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	835	491,376,552	98.225538	98.225538	80.790894
Against	23	4,611,164	0.921766	0.921766	0.758156
Abstentions	5	529,011	0.105749	0.105749	0.086979
Not Voting	9	3,736,632	0.746948	0.746948	0.614368
<b>Total</b>	<b>872</b>	<b>500,253,359</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.250397</b>