

ANNEX 1

TO 2019 FINECOBANK COMPENSATION POLICY

INFORMATION TABLES PURSUANT
ART. 84-QUATER “ANNUAL REPORT -
SECTION II” OF THE REGULATION N° 11971
ISSUED BY COMMISSIONE NAZIONALE
PER LE SOCIETÀ E LA BORSA (CONSOB)

FINECO. SIMPLIFYING BANKING.

FinecoBank S.p.A. – Member of Unicredit

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 presents in the following pages the information that the Company is required to provide as per Section 84-quater of Consob's Issuers Regulation nr. 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.

Here below a brief information on the contents of the various tables is reported:

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

Provides, at an individual level and on an accrual basis, the details of 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 responsibilities (included an Executive with strategic responsibilities whose the employment relationship termination occurred during the year) the information is provided on an aggregate basis.

The overall compensation paid by FinecoBank to the Board of Directors for 2018 amounts to Euro 1.864.064.

The overall compensation paid by FinecoBank to the Board of Statutory Auditors for 2018 amounts to Euro 185.823.

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 - in consideration of the provision of the incentives based on financial instruments. More details on such plans are provided at the following 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 responsibilities

Nor the non-executive members of the Board of Directors, nor the members of the Board of Statutory Auditors benefit from any incentive plan, be it based on financial instruments or cash.

Only the Chief Executive Officer and General Manager and the Executives with strategic responsibilities benefit from Stock Option/Performance Stock Options plans launched by UniCredit Group in the previous years.

At current prices, all stock options, for which it could be possible to exercise the right ("vested"), are largely underwater.

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

The table reports - additionally to the shares granted within medium and/or long term incentive and retention equity plans - also the number of shares promised and/or granted in connection with the deferral of the annual incentive systems.

TABLE 3B: Monetary Incentive Plans in Favour of Members of the Administrative Body, General Managers and other Executives with strategic responsibilities

Provides the details of all the cash incentives accrued during the year in favour of the Chief Executive Officer and General Manager and of the other Executives with strategic responsibilities. Neither the non-executive members of the Board of Directors, nor the Statutory Auditors receive any 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 responsibilities

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 responsibilities.

7. Compensation Tables

Consob Issuers Regulation nr. 11971 - Annex 3A / Schedule 7-bis

Amounts in Euro (A)	Name and surname (B)	Office (C)	Period of which office was held (D)	Office expiry (E)	Fixed compensation (F)				Compensation for committee participation (G)	Variable compensation (H)		Total (I)	Fair Value of equity compensation (J)	Severance indemnity for end of office or termination of employment (K)
					Emoluments (F.1)	Attendance (F.2)	Lump sum (F.3)	Compensation for expenses (F.4)		Employment (F.5)	Compensation for committee participation (G.1)			
	Enrico Gotta Ramusino	Chairman of the Board of Directors of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	90,000	4,200	5,000	150,000	210,000	-	-	210,000	1,192,232	-
		Total compensation in the company preparing the financial statements			90,000	4,200	5,000	150,000	210,000			210,000		
		Total compensation from subsidiaries and associates												
		Total												
	Francesco Sella	Vice Chairman of the Board of Directors of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	40,000	7,500	5,877	50,000	93,300	-	-	93,300	23,900	-
		Total compensation in the company preparing the financial statements			40,000	7,500	5,877	50,000	93,300			93,300		
		Total compensation from subsidiaries and associates												
		Total												
	Alessandro Iotti	Chief Executive Officer / General Manager of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	75,000	9,000	5,000	90,000	134,000	-	-	134,000	1,111,288	-
		Total compensation in the company preparing the financial statements			75,000	9,000	5,000	90,000	134,000			134,000		
		Total compensation from subsidiaries and associates												
		Total												
	Maria Laura D'Onofrio *	Member of the Board of Directors of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	40,000	3,600	-	-	48,000	-	-	48,000	43,600	-
		Total compensation in the company preparing the financial statements			40,000	3,600	-	-	48,000			48,000		
		Total compensation from subsidiaries and associates												
		Total												
	Giammarco Montanari	Member of the Board of Directors of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	40,000	3,500	5,137	40,000	48,637	-	-	48,637	48,000	-
		Total compensation in the company preparing the financial statements			40,000	3,500	5,137	40,000	48,637			48,637		
		Total compensation from subsidiaries and associates												
		Total												
	Paola Albano	Chairman of the Remuneration Committee of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	20,000	2,700	5,197	20,000	22,700	-	-	22,700	22,000	-
		Total compensation in the company preparing the financial statements			20,000	2,700	5,197	20,000	22,700			22,700		
		Total compensation from subsidiaries and associates												
		Total												
	Maria Chiara Mangiari	Member of the Board of Directors of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	75,000	10,500	5,197	75,000	90,697	-	-	90,697	90,697	-
		Total compensation in the company preparing the financial statements			75,000	10,500	5,197	75,000	90,697			90,697		
		Total compensation from subsidiaries and associates												
		Total												
	Paola Albano	Member of the Board of Directors of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	40,000	3,600	3,761	40,000	47,361	-	-	47,361	47,361	-
		Total compensation in the company preparing the financial statements			40,000	3,600	3,761	40,000	47,361			47,361		
		Total compensation from subsidiaries and associates												
		Total												
	Elewa Biffi	Member of the Board of Directors of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	40,000	3,000	41	40,000	43,041	-	-	43,041	43,041	-
		Total compensation in the company preparing the financial statements			40,000	3,000	41	40,000	43,041			43,041		
		Total compensation from subsidiaries and associates												
		Total												
	Maurizio Santacrose	Member of the Board of Directors of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	40,000	3,000	41	40,000	43,041	-	-	43,041	43,041	-
		Total compensation in the company preparing the financial statements			40,000	3,000	41	40,000	43,041			43,041		
		Total compensation from subsidiaries and associates												
		Total												
	Maurizio Santacrose	Member of the Board of Directors of UniCredit Bank Italia S.p.A.	01/01/2018 - 31/12/2018	01/01/2018 - 31/12/2018	40,000	3,000	41	40,000	43,041	-	-	43,041	43,041	-
		Total compensation in the company preparing the financial statements			40,000	3,000	41	40,000	43,041			43,041		
		Total compensation from subsidiaries and associates												
		Total												
		Total compensation in the company preparing the financial statements			480,000	57,900	14,876	200,000	1,602,776			1,602,776		
		Total compensation from subsidiaries and associates												
		Total			480,000	57,900	14,876	200,000	1,602,776			1,602,776		

* Included member employees of Unicredit Group. The fix amount of member employees of Unicredit Group has been defined in compliance with the in force policy "Policy in materia di irragionieri, composizione e remunerazione degli Organi Sociali della Società di Gruppo".

**10% of the amount has been paid by UniCredit S.p.A.

7. Compensation Tables

(A)	(B)	(C)	(D)	(E)				(F)			(G)	(H)																
				Amounts in Euro	Period of which office was held	Office expiry	Emoluments received by the Shareholders' Meeting	Attendance tokens	Lump sum expense reimbursements ***	Fixed compensation			Variable non-equity compensation	Non-monetary benefits	Other remuneration	Total	Fair Value of equity compensation	Severance indemnity for end of office or termination of employment *****										
S T A U D I T O R Y	Elena Spagnol	Chairman of the Board of Statutory Auditors	01/01/2018 - 31/12/2018	Approv. AR at 31/12/19	50,000	9,900	3,151	6,077	6,077	6,077	60,128	60,128	-	-	-	-	-	-										
																			(I) Total compensation in the company preparing the financial statements	60,051	60,051	-	-	-	-	-	-	-
																			(II) Compensation from subsidiaries and associates	9,900	9,900	-	-	-	-	-	-	-
																			(III) Total	69,951	69,951	-	-	-	-	-	-	-
A U D I T O R Y	Barbara Aloisi	Standing Auditor	01/01/2018 - 31/12/2018	Approv. AR at 31/12/19	40,000	10,200	397	6,077	6,077	6,077	56,674	56,674	-	-	-	-	-	-										
																			(I) Total compensation in the company preparing the financial statements	50,597	50,597	-	-	-	-	-	-	-
																			(II) Compensation from subsidiaries and associates	10,200	10,200	-	-	-	-	-	-	-
																			(III) Total	60,797	60,797	-	-	-	-	-	-	-
T O D O R Y	Marino Vozzi	Standing Auditor	01/01/2018 - 31/12/2018	Approv. AR at 31/12/19	40,000	9,300	4,545	6,077	6,077	6,077	60,021	60,021	-	-	-	-	-	-										
																			(I) Total compensation in the company preparing the financial statements	59,945	59,945	-	-	-	-	-	-	-
																			(II) Compensation from subsidiaries and associates	9,300	9,300	-	-	-	-	-	-	-
																			(III) Total	69,245	69,245	-	-	-	-	-	-	-
A U D I T O R Y	Federica Bovalo	Alternate Auditor	01/01/2018 - 31/12/2018	Approv. AR at 31/12/19	-	-	-	-	-	-	-	-	-	-	-	-	-	-										
																			(I) Total compensation in the company preparing the financial statements	-	-	-	-	-	-	-	-	-
																			(II) Compensation from subsidiaries and associates	-	-	-	-	-	-	-	-	-
																			(III) Total	-	-	-	-	-	-	-	-	-
I T O D O R Y	Sant'Anno Consorti	Alternate Auditor	11/01/2018 - 31/12/2018	Approv. AR at 31/12/19	-	-	-	-	-	-	-	-	-	-	-	-	-	-										
																			(I) Total compensation in the company preparing the financial statements	-	-	-	-	-	-	-	-	-
																			(II) Compensation from subsidiaries and associates	-	-	-	-	-	-	-	-	-
																			(III) Total	-	-	-	-	-	-	-	-	-
S	TOTAL BOARD OF STATUTORY AUDITORS	(I) Total compensation in the company preparing the financial statements	(II) Compensation from subsidiaries and associates	(III) Total	130,000	29,400	8,199	167,598	167,598	167,598	186,823	186,823	-	-	-	-	-	-	-									
					(I) Total compensation in the company preparing the financial statements	130,000	29,400	8,199	167,598	167,598	186,823	186,823	-	-	-	-	-	-	-	-	-							
					(II) Compensation from subsidiaries and associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-						
					(III) Total	130,000	29,400	8,199	167,598	167,598	186,823	186,823	-	-	-	-	-	-	-	-	-							
S T A T I S T I C A	Other Executives with Strategic Responsibilities (Total no. 5)*****	(I) Total compensation in the company preparing the financial statements	(II) Compensation from subsidiaries and associates	(III) Total	-	-	-	1,622,207	1,622,207	1,622,207	2,196,522	2,196,522	-	-	-	-	-	-										
					(I) Total compensation in the company preparing the financial statements	-	-	-	1,622,207	1,622,207	1,622,207	2,196,522	2,196,522	-	-	-	-	-	-	-								
					(II) Compensation from subsidiaries and associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-						
					(III) Total	-	-	-	1,622,207	1,622,207	1,622,207	2,196,522	2,196,522	-	-	-	-	-	-	-	-							

*** To be considered as expense reimbursements "p.a. di lista" and reimbursement per Km
 ***** The amount is referred to the fringe benefit of the insurance policy Directors & Officers (D&O).
 ***** Included an Executive with strategic responsibilities whose the employment relationship termination occurred during the year
 ***** The indemnities related to the termination of the employment have been defined and paid in compliance with the applicable Severance Policy. The notice and 20% of the severance have been paid immediately after the termination (€ 889,916,540), the remaining 80% of the severance (€ 633,277,660) is deferred in cash and shares, subject to malis e clawback, over a further 5 years period.

7. Compensation Tables

Amounts in euro	TABLE 2: Stock Option assigned to the Members of the Administrative Body, to General Managers and other Executives with Strategic Responsibilities																
	Options held at the beginning of the year			Options assigned during the year							Options exercised during the year						
(A)	(B)	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)
Name and surname	Office	Plan	Number of Options*	Exercise Price**	Period of Possible Exercise (from...to)	Number of Options	Exercise Price	Period of Possible Exercise (from...to)	Fair Value at Assignment Date	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 Manager	Chief Executive Officer/ General Manager																
(I) Compensation in the Company preparing the Financial Statement			7.738	117,019	09/07/2012 09/07/2018										7.738		
(II) Compensation from Subsidiaries and Associates																	
(III) Total			7.738												7.738		
Other Executives with Strategic Responsibilities																	
n. 2 Executives***			1.626	134,691	26/11/2009 31/12/2018											1.626	
n. 2 Executives***			1.229	166,399	28/06/2010 31/12/2019											1.229	
n. 5 Executives***			6.961	117,019	09/07/2012 09/07/2018										6.961		
(IV) Compensation from Subsidiaries and Associates																	
(III) Total			9.816												9.816		2.855

* The data is referred to the number of Financial Instruments underlying the options assigned and have been adjusted because of the capital operation resolved by UniCredit General Meeting on 29, April 2009 (script dividendo), on 15, November 2009, on 16, December 2011 and on 12, January 2017.

** The exercise price has been modified after Capital Increase resolved on March, 13th 2017

*** Included an Executive with strategic responsibilities whose the employment relationship termination occurred during the year

7. Compensation Tables

TABLE 3A: Incentive Plans based on financial instruments other than stock options, in favour of Members of the Administrative Body, General Managers and other Executives with Strategic Responsibilities														
Amounts in euro	(A) Name and surname	(B) Office	(1) Plan	Financial instruments assigned 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	
	Alessandro Foti	Chief Executive Officer/ General Manager												
	(I) Compensation in the Company preparing the Financial Statement													
			Unicredit shares - 2013 Group Incentive System*									2.401	40.663	
			Fineco shares - 2014 Group Incentive System									35.978	361.687	
			Fineco shares - 2015 Group Incentive System									24.404	245.333	
			Fineco shares - 2014-2017 Multi-year Plan Top Management - 2 ^a tranche									179.894	1.746.771	
			Fineco shares promised - 2014 Group Incentive System	53.968	50% 31.12.2018 50% 31.12.2019									38.440
			Fineco shares promised - 2014-2017 Multi-year Plan Top Management	275.728	44% 31.12.2018 56% 31.12.2019									314.222
			Fineco shares promised - 2015 Group Incentive System	36.606	34% 31.12.2017 33% 31.12.2018 33% 31.12.2019									32.081
			Fineco shares promised - 2016 Group Incentive System	30.432	34% 31.12.2018 33% 31.12.2019 33% 31.12.2020						20.289			38.058
			Fineco shares promised - 2017 Group Incentive System	26.313	34% 31.12.2019 33% 31.12.2020 33% 31.12.2021						17.543			38.228
			Fineco share promised - 2018 Group Incentive System	44.406	40% 31.12.2018 20% 31.12.2020 20% 31.12.2021 20% 31.12.2022			05/02/2019	9,57					236.583
			Fineco share promised - 2018-2019 LTI Plan	258.096	40% 31.12.2020 60% 31.12.2023			08/05/2018	9,88					494.619
	(II) Total													
							2.974.954				37.832		2.394.654	1.192.232

(II) Compensation from Subsidiaries and Associates

* The shares amounts are expressed with conversion rate and after Capital increase resolved on March, 13th 2017

7. Compensation Tables

TABLE 3A: Incentive Plans based on financial instruments other than stock options, in favour of Members of the Administrative Body, General Managers and other Executives with Strategic Responsibilities															
(A)	(B)	(1)	(2)		(3)	(4)				(5)		(9)	(10)		(12)
			Number and type of financial instruments	Vesting period		Number and type of financial instruments	Assignment date	Vesting period	Fair Value on assignment date	Market price upon assignment	Number and type of financial instruments		Value on maturity date	Financial instruments vested during the year and assignable	
Other Executives with Strategic Responsibilities															
(I) Compensation in the Company preparing the Financial Statement	n. 5 Executives**	Fineco shares - 2014 Group Incentive System											67.997	683.574	
	n. 5 Executives**	Fineco shares - 2015 Group Incentive System											42.632	428.579	
	n. 5 Executives**	Fineco shares - 2014 2017 Multi year Plan Top Management 2^ ^a tranche											314.599	3.054.756	
	n. 5 Executives**	Fineco shares promised - 2014 Group Incentive System	87.448	50% 31.12.2018 50% 31.12.2019											62.288
	n. 5 Executives**	Fineco shares promised - 2014 2017 Multi year Plan Top Management	482.675	44% 31.12.2018 56% 31.12.2019											550.060
	n. 5 Executives**	Fineco share promised - 2015 Group Incentive System	63.945	34% 31.12.2017 33% 31.12.2018 33% 31.12.2019											56.040
	n. 5 Executives**	Fineco share promised - 2016 Group Incentive System	53.268	34% 31.12.2018 33% 31.12.2019 33% 31.12.2020								35.515			66.616
	n. 5 Executives**	Fineco share promised - 2017 Group Incentive System	46.059	34% 31.12.2019 33% 31.12.2020 33% 31.12.2021								30.708			66.916
	n. 4 Executives	Fineco share promised - 2018 Group Incentive System				94.772			05/02/2019	9,57					
	n. 4 Executives	Fineco share promised - 2018-2020 LTI Plan				220.981			08/05/2018	9,88					511.623
(II) Compensation from Subsidiaries and Associates															474.971
(III) Total										3.089.702		66.223	4.166.910		1.788.514

** Included an Executive with strategic responsibilities whose the employment relationship termination occurred during the year

7. Compensation Tables

Amounts in euro		TABLE 3B: Monetary Incentive Plans in favour of Members of the Administrative Body, General Managers and other Executives with Strategic Responsibilities									
(A)	(B)	(1)		(2)			(3)			(4)	
		Name and surname	Office	Plan	(A)	(B)	(C)	(A)	(B)		(C)
					Payable / Paid	Deferred	Deferral period	Non longer payable	Payable / Paid	Still deferred	Other Bonuses
	Chief Executive Officer/ General Manager										
	(I) Compensation in the Company preparing the Financial Statement	2018 Group Incentive System	170.000	255.000	33% 31.12.2019						
		2017 Group Incentive System			67% 31.12.2023			85.000		170.000	
		2016 Group Incentive System								112.200	
		2015 Group Incentive System								170.000	
(II)	Compensation from Subsidiaries and Associates										
(III) Total			170.000	255.000					85.000	452.200	
	Other Executives with Strategic Responsibilities										
	(I) Compensation in the Company preparing the Financial Statement	n. 4 Executives	362.632	543.948	33% 31.12.2019						
		n. 5 Executives*			67% 31.12.2023			148.798		297.594	
		n. 5 Executives*								196.412	
		n. 5 Executives*								297.000	
(II)	Compensation from Subsidiaries and Associates										
(III) Total			362.632	543.948					148.798	791.006	

* included an Executive with strategic responsibilities whose the employment relationship termination occurred during the year

7. Compensation Tables

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

TABLE 1: Investments of the Members of the Administrative and Auditing Bodies and General Managers

Name and surname	Office	Investee Company	Type of shares	Number of shares		
				Held at the end of 2017	Acquired*	Sold
BOARD OF DIRECTORS						
Enrico Cotta Ramusino	Chairman	FincoBank	Ord.	65.000	65.000	-
Francesco Saita	Vice Chairman			-		-
Alessandro Foti	Chief Executive Officer / General Manager	FincoBank	Ord.	123.330	240.276	239.778
Patrizia Albano	Director			-		-
Elena Biffi	Director			-		-
Manuela D'Onofrio	Director			-		-
Maria Chiara Malaguti	Director			-		-
Gianmarco Montanari	Director			-		-
	indirect ownership (spouse)			100		100
Maurizio Santacroce	Director			-		-
BOARD OF STATUTORY AUDITORS						
Elena Spagnol	Chairman of the Board Statutory Auditors	FincoBank	Ord.	-		-
Barbara Aloisi	Standing Auditor			-		-
Marziano Viozzi	Standing Auditor			-		-
Federica Bonato	Alternate Auditor			-		-
Gianfranco Consorti	Alternate Auditor			-		-

TABLE 2: Investments of Other Executives with Strategic Responsibilities

Number of Executives with Strategic responsibilities	Investee Company	Type of shares	Number of shares		
			Held at the end of 2017	Acquired*	Sold
4	FincoBank	Ord.	142.985	341.672	209.608
					275.049

*including shares related to the assignments of Incentive Systems Plans

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