

FINECO

B A N K

SUPPLEMENT TO THE NOTICE OF CALL

OF THE ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING
ON 28 APRIL, 2020

FINECO. SIMPLIFYING BANKING.

SUPPLEMENT TO THE NOTICE OF CALL

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF FINECOBANK S.P.A.

With reference to the Ordinary and Extraordinary Shareholders' Meeting of FinecoBank S.p.A., which has been already convened, in single call, at the FinecoBank registered office in Milan, Piazza Durante no. 11, entrance in Via Marco D'Aviano no. 5, for **April 28, 2020 at 10 a.m.**, as indicated in the notice of call made available on March 13, 2020 (the "**Notice**") on the Company's website, on the accredited storage system "*e-Market storage*", as well as for excerpt on March 14, 2020 in the newspapers "*Il Sole 24 Ore*" and "*Milano Finanza*",

WE INFORM YOU THAT

in relation to the measures adopted by the Italian Authorities in order to contain the COVID-19 emergency, **it will be possible to attend at the Shareholders' Meeting only by proxy to be granted to the Representative designated by the Company pursuant to art. 135-undecies of the Italian Consolidated Law on Finance** ("TUF") or also by means of proxy and/or sub-delegation in accordance with art. 135-novies TUF, as an exception to art. 135-undecies, paragraph 4, TUF, **excluding, therefore, the physical attendance of Shareholders at the Shareholders' Meeting**, as permitted by art. 106, Law Decree March 17, 2020 no. 18 "*Misure di potenziamento del Servizio sanitario nazionale e di sostegno economico per famiglie, lavoratori e imprese connesse all'emergenza epidemiologica da COVID-19*" published on the *Gazzetta Ufficiale* of the Italian Republic on March 17, 2020 (the "**Decree**").

The instructions concerning the terms and methods for granting proxy to the Representative designated by the Company are as follows.

Company's designated Representative

The proxy may be conferred on Computershare S.p.A., with registered office in Milan, Representative designated by the Company for this purpose, pursuant to Article 135-undecies of TUF, as provided for by current legislation, with the power to replace it in a case of impossibility. Computershare S.p.A. shall prepare a specific form, which will be made available in the section of the Company's website (Section "*Governance/Shareholders' Meeting*"). The proxy conferred on the designated Representative, to be sent to the addresses and in the manner indicated in the above-mentioned form, must contain the voting instructions on all or some of the proposals on the agenda and must be sent to Computershare S.p.A. **by April 24, 2020** (the second trading day prior to the date set forth the Meeting in single call). On or before the said deadline, the proxy and voting instructions can always be revoked in the same manner as they were conferred. The proxy is only valid for the proposals in relation to which voting instructions have been conferred. It is also possible to confer on the designated Representative proxy and/or sub-delegation in accordance with art. 135-novies TUF, as an exception to art. 135-undecies, paragraph 4, TUF. The proxy and sub-delegation forms are available on the Company's website. Such proxies and sub-delegations should be sent, along with the relevant voting instructions, by and no later than April 27, 2020 at 12 a.m. (provided that the designated Representative can also accept proxies, sub-delegations and/or voting instructions after the above-mentioned deadline and before the proceedings of the shareholders' meeting commence).

Without prejudice to the procedures to attend at the Shareholders' Meeting described above, any other term, condition and information referred to in the Notice of Call shall remain valid.

This notice is published today on the Company's website, on the accredited storage system "*e-Market storage*", as well as on March 20, 2020 in the newspapers "*Il Sole 24 Ore*" and "*Milano Finanza*".

Milan, March 19, 2020

THE CHAIRMAN OF THE BOARD OF DIRECTORS
Signed Enrico Cotta Ramusino

Information regarding how to take part in the Meeting can be obtained telephonically from the TOLL-FREE NUMBER 800.101.101, which is available from Monday to Friday from 8.00 a.m. until 8 p.m.

finecobank.com