

ANNEX I

REMUNERATION POLICY AND REPORT

FINECOBANK GROUP

INFORMATION TABLES PURSUANT TO
ART. 84-QUATER OF THE REGULATION N°
11971 ISSUED BY COMMISSIONE NAZIONALE
PER LE SOCIETÀ E LA BORSA (CONSOB)

FINECO. SIMPLIFYING BANKING

FinecoBank S.p.A.

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 provides in the following pages the information that the Company is required to provide as per Section 84-quater of Consob's Issuers Regulation no. 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.

Reported below is a brief description of the contents of the various tables:

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

Provides, at an individual level and on aggregate basis, 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 responsibility (included an Executive with strategic responsibility whose employment contract ended in 2018) the information is provided on an aggregate basis.

The overall compensation paid by FinecoBank to the Board of Directors for the year 2020 equals to Euro 2,539,282.

The overall compensation paid by FinecoBank to the Board of Statutory Auditors for the year 2020 equals to Euro 233,596.

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 - within the provision for incentives based on financial instruments. More details on such plans are provided in 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 responsibility

Neither the non-executive members of the Board of Directors, nor the members of the Board of Statutory Auditors benefit from incentive plans, whether based on financial instruments or cash.

None of the Executives with strategic responsibility benefits from Stock Option plans.

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

The table reports the shares granted within medium and/or long-term incentive and retention equity plans, as well as the number of shares promised and/or granted in connection with the deferral scheme of short-term incentive systems.

TABLE 3B: Cash-based Incentive Plans for Members of the Administrative Body, General Managers and other Executives with strategic responsibility

Provides the details of the cash-based incentives matured during the year for the Chief Executive Officer and General Manager and of the other Executives with strategic responsibility. Neither the non-executive members of the Board of Directors nor the Statutory Auditors receive 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 responsibility

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 responsibility.

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Name and surname	Office	Period in which office was held	Office expiration date	Equity held by the Shareholder Meeting	Fixed Compensation			Variable compensation		Total	Non-vesting benefits	Other remuneration	Total	Fair Value of equity compensation ****	Severance indemnity for termination of employment
					Lump sum payments	Compensation for sec. 2389 Italian Civil Code	Fixed salary	Compensation for membership	Profit sharing						
Enrico Costa Samuato	Chairman of the Board of Directors	28/04/2020	approvato al 31/12/19	16,267	1,900	48,770	68,936	-	-	-	-	-	68,936	-	-
	Member of the Remuneration Committee	28/04/2020	approvato al 31/12/19	4,677	1,900	48,770	6,677	-	-	-	-	-	7,073	-	-
	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	21,134	3,300	48,770	75,073	-	-	-	-	-	75,073	-	-
	Total compensation in the company preparing the financial statements			33,080	4,800	133,519	174,189	-	-	-	-	-	174,189	-	-
Francesco Sola	Vice Chairman of the Board of Directors	27/04/2020	approvato al 31/12/19	33,880	4,800	133,519	174,189	-	-	-	-	-	174,189	-	-
	Chairman of Risk and Related Parties Committee	27/04/2020	approvato al 31/12/19	6,448	1,900	16,120	30,816	-	-	-	-	-	30,816	-	-
	Chairman of the Board of Directors	27/04/2020	approvato al 31/12/19	33,880	4,800	40,656	82,488	-	-	-	-	-	82,488	-	-
	Total compensation in the company preparing the financial statements			74,208	11,500	100,896	143,792	-	-	-	-	-	143,792	-	-
Alessandro Fusi	Chief Executive Officer/General Manager	27/04/2020	approvato al 31/12/19	91,940	22,200	56,776	170,916	-	-	-	-	-	170,916	-	-
	Member of the Board of Directors	27/04/2020	approvato al 31/12/19	1,000,000	1,000,000	1,000,000	3,000,000	-	-	-	-	-	3,000,000	-	-
	Total compensation in the company preparing the financial statements			1,091,940	23,200	57,776	1,740,916	-	-	-	-	-	1,740,916	-	-
	Total compensation in the company preparing the financial statements			1,091,940	23,200	57,776	1,740,916	-	-	-	-	-	1,740,916	-	-
Pierluigi Albano	Member of the Board of Directors	27/04/2020	approvato al 31/12/19	4,288	1,900	8,000	14,188	-	-	-	-	-	14,188	-	-
	Member of the Board of Directors	27/04/2020	approvato al 31/12/19	33,880	4,800	8,000	46,680	-	-	-	-	-	46,680	-	-
	Member of the Board of Directors	27/04/2020	approvato al 31/12/19	13,552	4,800	15,932	34,284	-	-	-	-	-	34,284	-	-
	Total compensation in the company preparing the financial statements			51,720	11,500	32,932	85,152	-	-	-	-	-	85,152	-	-
Enrico Biffi	Chairman of the Board of Directors	27/04/2020	approvato al 31/12/19	78,716	17,400	17,400	113,516	-	-	-	-	-	113,516	-	-
	Chairman of the Board of Directors	27/04/2020	approvato al 31/12/19	12,956	1,900	14,056	14,056	-	-	-	-	-	14,056	-	-
	Member of the Board of Directors	27/04/2020	approvato al 31/12/19	6,448	1,900	10,048	10,048	-	-	-	-	-	10,048	-	-
	Total compensation in the company preparing the financial statements			22,352	4,700	24,104	24,104	-	-	-	-	-	24,104	-	-
Giovanni Brondi	Member of the Board of Directors	31/12/2020	approvato al 31/12/22	47,432	10,800	-	58,232	-	-	-	-	-	58,232	-	-
	Member of the Board of Directors	31/12/2020	approvato al 31/12/22	47,432	10,800	-	58,232	-	-	-	-	-	58,232	-	-
	Member of the Board of Directors	31/12/2020	approvato al 31/12/22	47,432	10,800	-	58,232	-	-	-	-	-	58,232	-	-
	Total compensation in the company preparing the financial statements			142,296	32,400	-	174,696	-	-	-	-	-	174,696	-	-
Piero Giovanni Di Ponti	Member of the Board of Directors	31/12/2020	approvato al 31/12/22	33,880	4,800	-	38,680	-	-	-	-	-	38,680	-	-
	Member of the Board of Directors	31/12/2020	approvato al 31/12/22	13,552	4,800	-	18,352	-	-	-	-	-	18,352	-	-
	Member of the Board of Directors	31/12/2020	approvato al 31/12/22	69,944	13,900	-	83,844	-	-	-	-	-	83,844	-	-
	Total compensation in the company preparing the financial statements			117,376	23,500	-	140,876	-	-	-	-	-	140,876	-	-
Maurizio Geronzi	Member of the Board of Directors	31/12/2020	approvato al 31/12/22	60,984	13,900	-	74,784	-	-	-	-	-	74,784	-	-
	Member of the Board of Directors	31/12/2020	approvato al 31/12/22	33,880	4,800	-	38,680	-	-	-	-	-	38,680	-	-
	Member of the Board of Directors	31/12/2020	approvato al 31/12/22	13,552	4,800	-	18,352	-	-	-	-	-	18,352	-	-
	Total compensation in the company preparing the financial statements			108,416	23,500	-	131,916	-	-	-	-	-	131,916	-	-
Maurizio Salmasso	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	47,432	10,200	1,714	59,346	-	-	-	-	-	59,346	-	-
	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	13,900	1,500	1,714	17,114	-	-	-	-	-	17,114	-	-
	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	13,900	1,500	1,714	17,114	-	-	-	-	-	17,114	-	-
	Total compensation in the company preparing the financial statements			45,232	13,200	3,428	61,860	-	-	-	-	-	61,860	-	-
Giovanni Moravati	Member of the Board of Directors	27/04/2020	approvato al 31/12/19	12,956	1,900	2,016	16,872	-	-	-	-	-	16,872	-	-
	Member of the Board of Directors	27/04/2020	approvato al 31/12/19	4,636	1,900	6,036	6,036	-	-	-	-	-	6,036	-	-
	Member of the Board of Directors	27/04/2020	approvato al 31/12/19	33,880	4,800	8,248	46,928	-	-	-	-	-	46,928	-	-
	Total compensation in the company preparing the financial statements			51,472	8,600	14,280	74,352	-	-	-	-	-	74,352	-	-
Maurizio Salmasso	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	88,520	17,400	2,858	108,778	-	-	-	-	-	108,778	-	-
	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	88,520	17,400	2,858	108,778	-	-	-	-	-	108,778	-	-
	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	13,900	1,500	1,714	17,114	-	-	-	-	-	17,114	-	-
	Total compensation in the company preparing the financial statements			190,940	36,300	4,572	231,814	-	-	-	-	-	231,814	-	-
Andrea Zappalà	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	17,863	3,900	-	21,763	-	-	-	-	-	21,763	-	-
	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	17,863	3,900	-	21,763	-	-	-	-	-	21,763	-	-
	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	17,863	3,900	-	21,763	-	-	-	-	-	21,763	-	-
	Total compensation in the company preparing the financial statements			53,589	11,700	-	65,289	-	-	-	-	-	65,289	-	-
Maurizio Salmasso	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	33,880	4,800	-	38,680	-	-	-	-	-	38,680	-	-
	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	33,880	4,800	-	38,680	-	-	-	-	-	38,680	-	-
	Member of the Board of Directors	28/04/2020	approvato al 31/12/19	33,880	4,800	-	38,680	-	-	-	-	-	38,680	-	-
	Total compensation in the company preparing the financial statements			101,640	14,400	-	116,040	-	-	-	-	-	116,040	-	-
TOTAL BOARD OF DIRECTORS	Total compensation in the company preparing the financial statements			699,125	146,400	241,066	2,093,032	-	-	-	-	-	2,093,032	-	-
	Total compensation in the company preparing the financial statements			699,125	146,400	241,066	2,093,032	-	-	-	-	-	2,093,032	-	-
	Total compensation in the company preparing the financial statements			699,125	146,400	241,066	2,093,032	-	-	-	-	-	2,093,032	-	-
	Total compensation in the company preparing the financial statements			699,125	146,400	241,066	2,093,032	-	-	-	-	-	2,093,032	-	-

TABLE 2: Stock Option assigned to the Members of the Administrative Body, to General Managers and other Executives with Strategic Responsibility

(A)	(B)	(1)	Options held at the beginning of the year			Options assigned during the year							Options exercised during the year			(15)	(16)
			(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)		
Name and surname	Office	Plan	Number of Options	Exercise Price	Exercise Period (from .. to)	Number of Options	Exercise Price	Exercise Period (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	Chief Executive Officer/ General Manager																
(i) Compensation in the Company preparing the Financial Statement																	
(ii) Compensation from Subsidiaries and Associates																	
(iii) Total																	
Other Executives with Strategic Responsibility																	
(i) Compensation in the Company preparing the Financial Statement																	
(ii) Compensation from Subsidiaries and Associates																	
(iii) Total																	

TABLE 3A: Incentive Plans based on financial instruments other than stock options for Members of the Administrative Body, General Managers and other Executives with Strategic Responsibility																
Amounts in euro	(A) Name and sur name	(B) Office	(1) Plan	Financial instruments assigned during previous years and not vested during the year				Financial instruments assigned during the year				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 not assigned **	(10) Number and type of financial instruments	(11) Value on maturity date		(12) Fair Value	
	Alexsandro Foti	Chief Executive Officer/ General Manager														
	(I) Compensation in the Company preparing the Financial Statement															
			Fineco shares - 2014 Group Incentive System										26,984	218,570		
			Fineco shares - 2014 2017 Multi Year Plan Top Management - 3 ^a tranche										153,707	1,702,920		
			Fineco shares - 2015 Group Incentive System										12,202	98,836		
			Fineco shares - 2016 Group Incentive System										10,144	82,166		
			Fineco shares - 2017 Group Incentive System										17,543	142,098		
			Fineco shares promised - 2015 Group Incentive System	12,202	100% 31.12.2019										3,994	
			Fineco shares promised - 2016 Group Incentive System	20,288	50% 31.12.2019 50% 31.12.2020										6,641	
			Fineco shares promised - 2017 Group Incentive System	26,313	34% 31.12.2019 33% 31.12.2020 33% 31.12.2021										27,623	
			Fineco shares promised - 2018 Group Incentive System	26,643	34% 31.12.2020 33% 31.12.2021 33% 31.12.2022							17,763			56,885	
			Fineco shares promised - 2019 Fineco Incentive System	27,597	34% 31.12.2021 33% 31.12.2022 33% 31.12.2023							15,333			54,191	
			Fineco shares promised - 2020 Fineco Incentive System												336,451	
			Fineco shares promised - 2018-2019 LTIP Plan	258,096	40% 31.12.2020 60% 31.12.2023										494,619	
	(III) Compensation from Subsidiaries and Associates															
	(III) Total												559,959	33,096	2,244,591	980,749

TABLE 3A: Incentive Plans based on financial instruments other than stock options for Members of the Administrative Body, General Managers and other Executives with Strategic Responsibility													
(A) Name and surname	(B) Office	(1) Plan	Financial instruments assigned during previous years and not vested during the year				Financial instruments assigned during the year				Financial instruments vested during the year and assignable		(12) Fair Value
			(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	
Other Executives with Strategic Responsibility													
(i) Compensation in the Company preparing the Financial Statement		Finexo shares - 2014 Group Incentive System											
n. 5 Executives*													
n. 5 Executives*		Finexo shares - 2014, 2017 Multi-year Plan Top Management - 3 ^o tranche										43,724	354,164
n. 5 Executives*		Finexo shares - 2015 Group Incentive System										269,072	2,981,049
n. 5 Executives*		Finexo shares - 2016 Group Incentive System										21,315	172,652
n. 5 Executives*		Finexo shares - 2017 Group Incentive System										17,756	143,824
n. 5 Executives*		Finexo shares promised - 2015 Group Incentive System	21,315	100% 31.12.2019								30,708	248,735
n. 5 Executives*		Finexo shares promised - 2016 Group Incentive System	35,512	50% 31.12.2019 50% 31.12.2020									
n. 5 Executives*		Finexo shares promised - 2017 Group Incentive System	46,059	34% 31.12.2019 33% 31.12.2020 33% 31.12.2021									
n. 4 Executives		Finexo shares promised - 2018 Group Incentive System	56,832	34% 31.12.2020 33% 31.12.2021 33% 31.12.2022									
n. 4 Executives		Finexo shares promised - 2019 Finexo Incentive System	57,513	34% 31.12.2021 33% 31.12.2022 33% 31.12.2023									
n. 4 Executives		Finexo shares promised - 2020 Finexo Incentive System				88,879	1,253,972	35,72% 31.12.2020 21,43% 31.12.2021 21,43% 31.12.2023 21,43% 31.12.2024	09/02/2020	13,618		33,374	112,936
(ii) Total							1,253,972						
(iii) Compensation from Subsidiaries and Associates											71,264	3,900,423	
(iii) Total											71,264	3,900,423	

* Included an Executive with strategic responsibility whose employment relationship ended in 2018.

** The listed financial instruments represent the upfront tranche currently in holding period.

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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 2019	Acquired*	Sold
Held at the end of 2020						
CONSIGLIO DI AMMINISTRAZIONE						
Enrico Cotta Ramusino	Presidente	FinecoBank	Ord.	30,000	18,000	48,000
Marco Mangiagalli	Presidente			-		-
Francesco Salta	Vice Presidente			-		-
Alessandro Foti	Amministratore Delegato / Direttore Generale	FinecoBank	Ord.	333,926	220,580	446,629
Patrizia Albano	Consigliere			-		-
Elena Biffi	Consigliere			-		-
Giancarla Branda	Consigliere			-		-
Paola Gianotti De Ponti	Consigliere			-		-
Marin Gueorguiev	Consigliere			-		-
Maria Chiara Molegutti	Consigliere			-		-
Gianmarco Montanari	Consigliere			-		-
	posso in indiretto (conuge)	FinecoBank	Ord.	100		100
Maurizio Santacroce	Consigliere			-		-
Andrea Zappia	Consigliere			-		-
Maria Alessandra Zunino De Pignier	Consigliere			-		-
COLLEGIO SINDACALE						
Elena Spagnol	Presidente del Collegio Sindacale			-		-
Luisa Marina Pasotti	Presidente del Collegio Sindacale			-		-
Barbara Aloisi	Sindaco Effettivo			-		-
Massimo Gatto	Sindaco Effettivo			-		-
Chiara Orlandini	Sindaco Effettivo			-		-
Giacomo Ramenghi	Sindaco Effettivo			-		-
Marziano Viozzi	Sindaco Effettivo			-		-
Federica Bonato	Sindaco Supplente			-		-
Gianfranco Consorti	Sindaco Supplente			-		-

TABLE 2: Investments of Other Executives with Strategic Responsibility					
Number of Executives with Strategic responsibilities	Investee Company	Type of shares	Numero azioni		
			Held at the end of 2019	Acquired*	Sold
Held at the end of 2020					
4	FinecoBank	Ord.	399,823	314,123	564,349

*including shares linked to Incentive Plans

