

**FINECO**

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# SHAREHOLDERS' MEETING APRIL 28, 2021

INFORMATION ON THE INTEGRATION  
OF THE BOARD OF STATUTORY AUDITORS

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**FINECO. SIMPLIFYING BANKING.**

## ORDINARY SHAREHOLDERS' MEETING OF 28 APRIL 2021

### **Item 4 of the Agenda: Filling of the vacancy on the Board of Statutory Auditors and appointment of its Chairperson. Related and consequent resolutions.**

#### Documents to be submitted for candidates

Any sShareholders who intend to submit candidacies for membership of the Board of Statutory Auditors must produce the following documents, duly signed and dated:

- 1) a declaration of their candidacy and confirmation that they meet the legal and statutory requirements to hold the position (see Annex 1, together with the data protection statement, which the candidate must confirm knowledge of);
- 2) a full CV in Italian and English;
- 3) a list of positions held in other companies.

The Shareholders must send these documents, together with a certificate from the intermediary confirming their status as a Shareholder, to the Company's head office marked for the attention of the "Corporate Law and Board Secretary's Office": a) by registered post; b) by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it).

Shareholders are asked to submit their proposals at least 15 days before the date of the Meeting, so that all candidacies can be acknowledged.

FinecoBank S.p.A.  
Milan, 24 March 2021

**IMPORTANT:** *The content of this document is made available to the Shareholders for information purposes only; as such, it is not intended to replace or supplement any provisions of the law, regulations or of the bylaws which govern the procedure for appointing the corporate bodies. Shareholders are asked to refer to the relevant provisions.*

## ANNEX 1

### **DECLARATION OF CANDIDACY, ACCEPTANCE OF POSITION AND CONFIRMATION THAT THERE ARE NO GROUNDS FOR INELIGIBILITY, FORFEITURE OR INCOMPATIBILITY AND THAT THE CANDIDATE MEETS THE REQUIREMENTS SET OUT IN THE APPLICABLE PROVISIONS OF LAWS AND REGULATIONS.**

The undersigned \_\_\_\_\_, born in \_\_\_\_\_ (\_\_\_\_), on \_\_\_\_\_, resident in \_\_\_\_\_, \_\_\_\_\_ national, tax code \_\_\_\_\_, in relation to the candidacy for the position of Statutory Auditor of FinecoBank S.p.A., under his or her own responsibility:

### **DECLARES**

- that he/she irrevocably accepts the possible nomination as candidate for the position of Statutory Auditor of FinecoBank S.p.A.;

### **HAVING SEEN**

among other things the provisions of Article 26 of Legislative Decree 385 of 1 September 1993, Article 148 of Legislative Decree 58 of 24 February 1998 ("TUF"), Article 2 of Recommendation 7 of the Code of Corporate Governance adopted by the Corporate Governance Committee, the Decree of the Ministry for the Economy and Finance no. 169 of 23 November 2020 ("MD 169/2020") and the Decree of the Ministry of Justice no. 162 of 30 March 2000 ("MD 162/200"), and in general the provisions of laws, regulations and/or of the Bylaws in force.

### **DECLARES AND CONFIRMS**

in accordance with Articles 46 and 47 of Presidential Decree no. 445 of 28 December 2000, under his or her own responsibility and aware that, pursuant to Article 76 of the above-mentioned Presidential Decree no. 445 of 28 December 2000, any false declarations, false documents or the use of false documents or those containing untruthful information shall be punished in accordance with the Penal Code and the provisions of applicable special laws, that on the date of this document, he/she meets the criteria prescribed by the laws in force and by the Bylaws of FinecoBank to hold the position of Statutory Auditor of the Company, as specified below:

#### **(A) PROFESSIONALISM AND COMPETENCE REQUIREMENTS**

- that he/she meets the professionalism and integrity criteria as laid down in the current laws and regulations and in particular, in Articles 9 and 10 of MD 169/2020 and of Art. 1 of MD 162/2000;
- that he/she meets the professionalism criteria laid down in Article 23 paragraph 2 of the Bylaws, and in particular: (check the relevant box)
  - that he/she has been listed for at least three years on the Register of Legal Auditors and that he/she has exercised the activity of legal accounts auditor for at least three years;
  - that he/she has at least three years' experience in the exercise of:
    - a) the profession of certified public accountant or lawyer, primarily in the banking, insurance and financial sectors;

b) university lecturing, in subjects concerning - in the legal field - banking, commercial and/or fiscal law, as well as the financial markets and - in the business/finance field - banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance;

c) management functions at public entities or governmental authorities operating in the credit, financial or insurance sector, as well as in the provision of investment services sector or collective portfolio management sector, both of which are defined in Legislative Decree no. 58 of 24 February 1998.

**(B) INTEGRITY AND PROBITY REQUIREMENTS, AND OTHER CAUSES OF INELIGIBILITY**

- that he or she is not in any of the conditions of forfeiture or disqualification as provided for in Article 2382 of the Italian Civil Code;
- that he/she meets the probity and integrity criteria as laid down in Article 3 of MD 169/2020 and of Art. 2 of MD 162/2000;
- that he/she meets the criteria regarding honesty in personal and professional matters, pursuant to Article 4 MD 169/ 2020; in the event that one or more of the situations identified in Article 4 paragraph 2 of MD 169/2020 arises, that he/she will inform the Company and specifically the Board of Statutory Auditors, clarifying that such situation(s) does/do not compromise the probity and honesty criteria;
- that he/she can act with full independence of judgement and awareness of the duties and rights pertaining to the position, in the interests of the sound and prudent management of the company and in accordance with the law and any other applicable provisions, undertaking to inform the Company and specifically the Board of Statutory Auditors of any information concerning any situations referred to in Article 13 paragraph 1 points a), b), c), h) and i) of MD 169/2020 and the reasons why such situations do not materially affect his/her independence of judgement;
- that he/she is not in any of the conditions which would constitute an impediment under the applicable laws, also having regard to the rules on incompatibility laid down in Article 17 of Legislative Decree 39 of 27 January 2010 and the related enacting provisions, in relation to the auditing firm Deloitte S.p.A. in relation to the award of a mandate for the legal auditing of accounts given by the Company's Ordinary Meeting of Shareholders and in relation to the auditing firm, proposed to the next Meeting on 28 April, for the granting of the auditing mandate for the financial years 2022-2030.

**(C) CAUSES OF SUSPENSION**

- that he/she is not subject to any of the causes of suspension pursuant to Article 6 of MD 169/2020.

**(D) AVAILABILITY OF TIME AND LIMITS ON DIRECTORSHIPS AND AUDIT APPOINTMENTS**

- that he/she can dedicate sufficient time to the performance of the role of Statutory Auditor of FinecoBank pursuant to Article 16 of MD 169/2020 and taking into account the contents of the Quali-Quantitative Composition;
- for the sole candidates for the office of Standing Auditor of FinecoBank, with reference to the limits on the number of directorships and audit appointments under Article 148-*bis* of the TUF and Articles 144-*duodecies* et seq. of Consob Regulation no. 11971/1999, as well as the limits on the number of appointments under Article 17 of MD 169/2020: (check the relevant box)

that he/she meets the above-mentioned limits on the number of directorships and audit appointments;

that he/she undertakes to resign from any positions which may be incompatible with the role of Statutory Auditor of FinecoBank, if appointed by the above-mentioned Meeting of the Company, in good time ahead of the deadline indicated in Article 23 paragraph 7 of MD 169/2020.

(E) OTHER CAUSES OF INCOMPATIBILITY

with reference to the prohibitions laid down in Article 36 of Decree Law 201/2011 converted by Law 214/2011 (“prohibition on interlocking”):(check the relevant box)

that he/she does not hold any position on any management, supervisory or control body nor any position of top management in any competing company operating in the credit, insurance or financial markets;

that he/she undertakes to resign from any positions or roles which may be incompatible with the role of Statutory Auditor of FinecoBank if appointed by the above-mentioned Meeting of the Company.

(F) INDEPENDENCE REQUIREMENTS

that he/she meets the independence criteria as laid down in Article 148 TUF, by Art. 23 paragraph 2 of the Bylaws of FinecoBank, by Art. 2, Recommendation 7 of the Code of Corporate Governance of listed companies and by Art. 14 of MD 169/2020.

The undersigned person also:

- **undertakes** to inform FinecoBank S.p.A. promptly of any changes to the information declared above and to produce at the request of the Company all documentation which can prove the truthfulness of the information as declared;

- having seen the data protection statement indicated in Regulation (EU) No. 2016/679 which is annexed hereto, hereby **authorises** the publication of the above data and information relating to the personal and professional details contained in his/her CV and the list of directorships held with other companies, also annexed to this declaration.

Date \_\_\_\_\_

Signature \_\_\_\_\_

Annexes:

- CV

- List of positions held in other companies

## POLICY ON THE PROCESSING AND PROTECTION OF PERSONAL DATA<sup>1</sup>

This policy is intended to provide you with an overview of the use of your personal data by FinecoBank S.p.A. and of your rights under Articles 13 and 14 of the General Regulation on the Protection of Personal Data - Regulation (EU) 2016/679 (hereinafter also “GDPR”).

### 1. DATA CONTROLLER

**The Data Controller is FinecoBank S.p.A.** - Parent Company of the FinecoBank Banking Group - with registered office at Piazza Durante no. 11, 20131 Milan (hereinafter “**Bank**” or “**Fineco**”).

**The Data Protection Officer (DPO)** can be contacted at:

FinecoBank S.p.A.  
Data Protection Officer  
P.zza Durante no. 11, 20131 Milan  
E-mail: [compliance@fineco.it](mailto:compliance@fineco.it)

### 2. PURPOSE AND LEGAL BASIS OF PROCESSING

Fineco processes the personal data in its possession, collected directly from you, or possibly through competent local administrations, also for the purpose of verifying their truthfulness, for the following purposes:

#### **A. Need to comply with regulatory obligations arising from your accepting a senior position at Fineco.**

These obligations concern, inter alia, the verification, during the candidacy phase and on an ongoing basis, whether you meet the eligibility requirements set out by law, Fineco's By-laws and the provisions of the Code of Conduct for Listed Companies, to accept and hold office or particular qualifications (requirements of integrity, fairness, professionalism, competence, independence, time commitment and holding of multiple positions, compliance with the prohibition of interlocking) and for the application of regulations on related-party transactions as well as for the fulfilment of social security and tax obligations related to the remuneration paid.

Please note that some of the checks indicated involve the processing of data referring to your family<sup>2</sup> and, therefore, we ask you to have them read this Policy.

The needs illustrated above constitute **the legal basis legitimising the relevant processing**. The conferment of data is necessary to fulfil the obligations deriving from accepting a senior position; without your personal data, Fineco would be unable to establish/continue the relationship or execute it.

#### **B. Fulfilment of legal obligations and requests from the Public and/or Supervisory Authorities** regarding the need to acquire, communicate and/or make public - also in the candidacy phase prior to taking office - on the website [www.finecobank.com](http://www.finecobank.com) and/or in specific company documents (e.g., Prospectuses/Corporate Governance Report, Financial Statements) information concerning you (e.g., that contained in your curriculum vitae, in the list of positions held, as required by current regulations and in compliance with Fineco's By-laws and Code of Conduct).

The needs illustrated above constitute **the legal basis legitimising the relevant processing**. The conferment of data is necessary to fulfil obligations under the law and requests of Authorities and to accept a senior position at Fineco; without your personal data, Fineco would be unable to fulfil its legal obligations and therefore to establish the relationship with you.

### 3. TYPES OF DATA PROCESSED

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<sup>1</sup> Directors, Statutory Auditors and their families.

<sup>2</sup> The perimeter of your family is identified in accordance with the specific applicable rules.

Fineco processes personal data collected directly from you, or from third parties (e.g., competent local authorities), which include, by way of example, personal details (e.g., name, surname, address, date and place of birth) bank data, information on your financial situation (e.g., personal estate, information on credit reports), positions held and related remuneration, employment relationships, commercial/professional relationships, etc..

This information may relate to existing or past relationships with Fineco as well as with third parties.

### **3.1 Judicial Data**

Fineco processes judicial data (i.e., personal data relating to criminal convictions, crimes or related security measures, including any information on ongoing proceedings) that may involve you in order to ascertain the subjective and good repute requirements and/or prerequisites that prohibit holding a senior position.

In such cases, processing is **necessary to fulfil a legal obligation or to comply with requests from Public or Supervisory Authorities** (for example, filling in the questionnaire requested by the ECB). This need constitutes **the legal basis legitimising the relevant processing**. The conferment of data is necessary to fulfil legal obligations; without your personal data, Fineco would be unable to fulfil its regulatory obligations and therefore to establish the relationship with you.

## **4. RECIPIENTS OR CATEGORIES OF RECIPIENTS OF PERSONAL DATA**

Your data may come to the knowledge of the natural and legal persons in the list available on the website [www.finecobank.com](http://www.finecobank.com) in their capacity as **Data Processors** and of the natural persons belonging to the categories below in the discharge of their duties in the capacity as persons in charge of processing: employees of or seconded to Fineco, temporary workers, interns, consultants and employees of external companies appointed as Processors.

The data may be communicated to:

- i. entities to whom such communication must be made to in order to comply with an obligation of law (e.g., Bank of Italy and ECB), regulations or EU law;
- ii. companies belonging to the Fineco Group, and namely subsidiaries or affiliates pursuant to art. 2359 of the Italian Civil Code (also located abroad), to whom such communication is permitted as a result of an order of the Italian Data Protection Authority or of a legal requirement.

The list of persons to whom the data may be communicated is available in the "Privacy" section of the website [www.finecobank.com](http://www.finecobank.com).

## **5. TRANSFER OF DATA TO THIRD COUNTRIES**

Fineco informs that personal data may also be transferred to countries outside the European Union or the European Economic Area (so-called Third Countries) recognised by the European Commission with an adequate level of personal data protection or, otherwise, only if it is contractually guaranteed by all Fineco suppliers located in the Third Party Country an adequate level of personal data protection with respect to that of the European Union (e.g., by signing the standard contractual clauses provided by the European Commission) and that the exercise of the rights by data subjects is always ensured.

## **6. PROCESSING METHODS**

Personal data are processed by means of manual, IT and telematic instruments using logic strictly related to the purposes and, in any case, in order to guarantee the security and confidentiality of said data.

## **7. RIGHTS OF DATA SUBJECTS**

The GDPR entitles you to know what data concerning you is in Fineco's possession, as well as how it is used and to obtain, when the conditions subsist, the copy, erasure, updating, correction or, if of interest, integration of the data, as well as the right to portability.

### **7.1. Period of data retention and right to erasure**

Fineco processes and keeps your personal data **for the duration of the term of your office**, to fulfil the inherent and ensuing obligations and to comply with legal, contractual and regulatory applicable obligations, as well as for defensive purposes of its own or third parties until the expiry of the longer period of limitation provided for by applicable law (i.e., 11 years) starting from the date of termination of office.

**At the end of the applicable storage period**, personal data relating to you shall be **deleted** or **stored in a form that does not allow your identification** (e.g., irreversible anonymisation), unless further processing is necessary for one or more of the following purposes: **i)** resolution of **pre-litigation and/or litigation** initiated before the expiry of the retention period; **ii)** to carry out **investigations/inspections** by internal control functions and/or external authorities initiated prior to the expiry of the retention period; **iii)** to comply with requests from **Italian and/or foreign public authorities** received by/notified to Fineco before the expiry of the retention period.

### **8. HOW TO EXERCISE YOUR RIGHTS**

The e-mail address which you may contact to exercise your rights under paragraph 7 above is: [privacy@finecobank.com](mailto:privacy@finecobank.com) or submit the request in writing to FinecoBank, Via Rivoluzione d'Ottobre no. 16, 42123 Reggio Emilia.

The term for reply is **one (1) month**, which may be extended by **two (2) months** in particularly complex cases; in such cases, the Bank shall provide at least one interim communication within **one (1) month**.

In principle, the exercise of rights is free of charge; Fineco reserves the right to request a contribution in case of manifestly groundless or excessive (even repetitive) requests.

### **9. COMPLAINTS OR REPORTS TO THE ITALIAN DATA PROTECTION AUTHORITY**

Fineco informs you that you are entitled to lodge a complaint or make a report to the *Italian Data Protection Authority* (Garante per la protezione dei dati personali) or alternatively to lodge a complaint with Judicial Authorities. The contact details of the *Italian Data Protection Authority* can be found on the *website* <http://www.garanteprivacy.it>.