

# **EXCERPT FROM THE NOTICE OF CALL**

## **OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

**(PURSUANT TO ARTICLE 125-BIS PARAGRAPH 1,  
OF THE LEGISLATIVE DECREE NO.58/1998)**

This is an English translation of the original Italian document.  
The original version in Italian takes precedence.

**EXCERPT FROM THE NOTICE OF CALL OF THE  
ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
(pursuant to Article 125-bis, paragraph 1, of the Italian Legislative Decree no. 58/1998)**

The Ordinary and Extraordinary Shareholders' Meeting of FinecoBank S.p.A. is to be held, **in single call, at the FinecoBank registered office in Milan, Piazza Durante, no. 11, on April 28, 2022 at 10 a.m.**, to discuss and resolve upon the following

**AGENDA**

**Ordinary Session**

1. Approval of the Financial Statements for the year 2021 and presentation of the Consolidated Financial Statements.
2. Allocation of the profit for the year 2021 of FinecoBank S.p.A..
3. 2022 Remuneration Policy.
4. 2021 Remuneration Report.
5. 2022 Incentive System for Employees "Identified Staff".
6. 2022 Incentive System for Personal Financial Advisors "Identified Staff".
7. Authorization to purchase and dispose of treasury shares in order to support the 2022 PFA System for Personal Financial Advisors. Consequent and inherent resolutions.

**Extraordinary Session**

1. Delegation to the Board of Directors, under the provisions of article 2443 of the Italian Civil Code, of the authority to resolve, in one or more instances for a maximum period of five years from the date of the Shareholders' resolution, to carry out a free share capital increase, as allowed by article 2349 of the Italian civil Code, for a maximum amount of EUR 120,976.02 (to be allocated in full to share capital) corresponding to up to 366,594 FinecoBank new ordinary shares with a nominal value of EUR 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2022 Identified Staff employees of FinecoBank in execution of the 2022 Incentive System; consequent amendments to the Articles of Association.
2. Delegation to the Board of Directors, under the provisions of article 2443 of the Italian Civil Code, of the authority to resolve in 2027 a free share capital increase, as allowed by section 2349 of the Italian civil Code, for a maximum amount of EUR 35,671.35 corresponding to up to 108,095 FinecoBank new ordinary shares with a nominal value of EUR 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2021 Identified Staff employees of FinecoBank in execution of the 2021 Incentive System; consequent amendments to the Articles of Association.

In order to minimise the risks for Shareholders related to the ongoing health emergency, the Bank - in accordance with the provisions of Article 106 of Law Decree no. 18/2020 converted into Law no. 27/2020 as subsequently amended and extended, which introduced some exceptional rules applicable to the Shareholders' Meetings of listed companies - **has decided to avail itself of the option to provide that Shareholders' attendance at the Shareholders' Meeting shall take place exclusively through the Designated Representative appointed pursuant to Article 135-undecies of Legislative Decree no. 58/98, without physical participation on their part.**

\*\*\*

Information concerning the share capital and shares with voting rights as well as information concerning manner, terms and procedures regarding:

- the right to attend and vote at the Shareholders' Meeting (please note that the *record date* falls on **April 19, 2022**);
- the exercise of the right to add to the agenda and to submit further resolution proposals on items already on the agenda;
- the exercise of the right to ask questions pertaining to items on the agenda prior to the Shareholders' Meeting (please note that questions must be received by the Company no later than **April 19, 2022**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (expected for 25 May 2022, having 23 May 2022, as the ex-dividend date, and 24 May 2022, as record date),

is given in the notice of call available on the Company's internet website [www.finecobank.com](http://www.finecobank.com).

This excerpt is published on March 25, 2022, in the newspapers "*Il Sole 24 Ore*" and "*Milano Finanza*".

Milan, March 24, 2022

THE CHAIRMAN OF THE BOARD OF DIRECTORS  
*Signed Marco Mangiagalli*

[finecobank.com](https://www.finecobank.com)