

# NOTICE OF MEETING

## NOTICE OF MEETING

The Ordinary and Extraordinary Shareholders' Meeting of FinecoBank S.p.A. is to be held, **in single call, at the FinecoBank registered office in 11 Durante Square, Milan, entrance in 5 Marco D'Aviano Road at 10 a.m. on April 12, 2016** to discuss the following

### AGENDA

#### Ordinary Part

1. Approval of the FinecoBank S.p.A. financial statements at December 31, 2015, accompanied by the Reports of the Board of Directors and the Independent Auditors, and the Report of the Board of Statutory Auditors.
2. Allocation of FinecoBank S.p.A. 2015 net profit of the year.
3. 2016 Compensation Policy.
4. 2016 Incentive System.
5. 2016 Incentive System for Financial Advisors (PFA) identified staff.
6. Authorization to purchase and dispose of treasury shares. Consequent and inherent resolutions.
7. Determination of the remuneration to be paid to the Chairman of the Board of Statutory Auditors as external member of the Supervisory Body.

#### Extraordinary Part

1. Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve in 2021 to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of € 32,789.79 corresponding to up to 99,363 FinecoBank ordinary shares with a nominal value of € 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Personnel of FinecoBank in execution of the 2015 Incentive System; corresponding updates of the Articles of Association.
2. Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve, on one or more occasions for a maximum period of five years starting from the date of the Shareholders' resolution, to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of € 88,440.00 (to be allocated in full to share capital at € 0.33 per share, corresponding to the nominal value per share), corresponding to up to 268,000 FinecoBank ordinary shares with a nominal value of € 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Personnel of FinecoBank in execution of the 2016 Incentive System; corresponding updates of the Articles of Association.

\*\*\*\*\*

With reference to item 2 in the Ordinary Part, please note that any dividend authorized by the Meeting will be paid on **April 20, 2016** with coupon date of **April 18, 2016**, in accordance with the applicable laws and regulations.

#### FinecoBank S.p.A.

Piazza Durante, 11  
20131 Milano MI  
n. verde 800.52.52.52  
dal cell. e dall'estero  
02.2899.2899  
e-mail info@fineco.it

FinecoBank S.p.A. – Società appartenente al Gruppo Bancario UniCredit iscritto all'Albo dei Gruppi bancari n° 02008.1 - Sede legale 20131 Milano - P.zza Durante, 11 – Direzione Generale 42123 Reggio Emilia via Rivoluzione d'Ottobre, 16 - Cap. Soc. 200.245.793,88 Euro interamente versato - Cod. ABI 3015.5 - P.Iva 12962340159 - Codice Fiscale e n. iscr. R.I. Milano 01392970404 - R.E.A. n. 1598155 – Aderente al Fondo Nazionale di Garanzia e al Fondo Interbancario di Tutela dei depositi. Fineco The New Bank è un marchio concesso in uso a FinecoBank S.p.A.

In accordance with Article 83-*terdecies*, Legislative Decree no. 58/1998, those with accredited shareholder status as per the accounting records on **April 19, 2016** will be entitled to receive the dividend.

### **Right to attend and vote at the Shareholders' Meeting**

Shareholders should obtain confirmation of their entitlement to attend the Meeting and the right to vote by sending the Company a communication, through the intermediary responsible for keeping their FinecoBank share accounts, based on the record date of **April 1, 2016** (the seventh trading day prior to the date set for the Meeting in single call, so called **record date**). Any credit or debit transactions completed on the accounts after that date will not be considered valid for the purpose of voting at the Meeting. Anyone acquiring shares only after that date will not be entitled to attend or vote at the Meeting.

In order to speed up the admission process, shareholders entitled to attend the Meeting are asked to submit evidence of their status to their intermediaries. There will be no correspondence or email voting.

### **Voting proxies and the Company's designated representative**

Shareholders entitled to vote may be represented at the Meeting with a written proxy, in accordance with current laws and regulations. The proxy form issued by the accredited intermediaries may be used for this purpose, or alternatively there is a form available on the Company's website. Instead of the original form, the representative may provide the Company with a digital or printed copy of the form, with a self-declaration of conformity to the original and of the identity of the delegating person. Proxies submitted in electronic format with e-signatures (article 21, subsection 2, Legislative Decree no. 82/05) may be sent by email, to the following address: ShareholdersDelegation@fineco.it.

The proxy can also 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* Legislative Decree no. 58/98, as provided for by current legislation. In this regard, Computershare S.p.A. has prepared a specific form which can be downloaded from the section of the Company's website dedicated to this Shareholders' Meeting. The proxy conferred on the designated representative, to be sent to the addresses and in the manner indicated in the abovementioned 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 8, 2016**. 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.

### **Additions to the Agenda, new proposals for existing Agenda items and the right to raise questions prior to the Meeting**

Shareholders who represent at least 2.50% of the share capital (individually or collectively) may suggest items for inclusion on the Agenda, or submit new proposals for existing Agenda items, as indicated in Article 126-*bis* Legislative Decree no. 58/98, within ten days from the date of publication of this notice (**by March 21, 2016**).

Shareholders may not suggest items on which the Meeting is required by law to pass resolutions at the proposal of the Directors, or in relation to a project or report of the Directors, other than those indicated in Article 125-*ter*, subsection 1, Legislative Decree no. 58/98.

Requests for the inclusion of items on the Agenda should be submitted in writing, together with certification of the shareholding, addressed to the Corporate Law Office, at the Company's Registered office in Milan or sent by registered post. They may also be sent by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it).

Shareholders must also inform the Board of Directors of the reasons for the request or proposal, by the same date and under the same conditions.

The requesting shareholder's entitlement to submit the request will be verified by the intermediary (Article 23 of the Regulations on centralized management, liquidation, guarantees and management companies - Bank of Italy and Consob Measure of February 22, 2008 as amended).

Details of amendments to the Agenda and of new proposals to existing items will be given in the same way as this Notice, in accordance with current regulations. The shareholders' requests, together with any comments by the Board of Directors, will be made available to the public in the same way as the other documents relating to the Meeting.

Shareholders with voting rights may submit individual proposals for Meeting resolutions.

They may also raise questions on Agenda items prior to the Meeting (Article 127-*ter* Legislative Decree no. 58/98) by sending them to the Company's Registered office in Milan (marked for the attention of the Corporate Law Office), or by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it). Questions received in accordance with the above conditions, **on or before April 9, 2016**, and which are relevant to the Agenda items will be answered no later than the Meeting itself, in accordance with current regulations. The requesting shareholder's entitlement to submit the questions will be verified by the intermediary (Article 23 of the Regulations on centralised management, liquidation, guarantees and management companies - Bank of Italy and Consob Measure of February 22, 2008 as amended), or through a communication made by the intermediary in accordance with Article 83-*sexies* Legislative Decree no. 58/98.

The Company will not reply to questions that were not submitted in accordance with the above terms and conditions.

### **Documents for the Shareholders' Meeting**

The full text of the proposals, the explanatory reports and other documents relevant to the items on the Agenda will be available to the public at the Registered office, on the website of FinecoBank, and at the accredited storage system of Blt Market Services available on [www.emarketstorage.com](http://www.emarketstorage.com), in accordance with laws and regulations. Shareholders may obtain copies of the above documents.

### **Share capital and shares with voting rights**

The share capital of FinecoBank S.p.A., fully paid and amounting to € 200,245,793.88, is divided into 606,805,436 ordinary shares, each with a nominal value of € 0.33. Each share gives the right to one vote except for the 1,408,834 own shares equal to 0.23% of the share capital for which the voting rights have been suspended.

## Website

All references to the Company's website refer to the address [www.fineco.it](http://www.fineco.it) (Article 125-*quater* Italian Legislative Decree 58/98). An excerpt from this notice will be published in "Il Sole 24 Ore" and "MF" on March 12, 2016.

Milan, March 11, 2016

CHAIRMAN OF THE BOARD OF DIRECTORS  
Signed Enrico Cotta Ramusino

*Shareholders having the right to attend the Shareholders' Meeting and exercise voting rights are kindly requested to arrive before the starting time scheduled for the Meeting, bringing a personal identification document, so as to facilitate the admission procedures and ensure the Meeting starts on time.*  
*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. and on Saturday from 9 a.m. until 1.00 p.m..*

Translation in English of the document originally issued in Italian. In the event of any discrepancy, the Italian language version prevails.

Piazza Durante, 11  
20131 Milan MI  
freephone 800.52.52.52  
From a mobile phone or from abroad  
02.2899.2899  
e-mail [helpdesk@fineco.it](mailto:helpdesk@fineco.it)

FinecoBank S.p.A. - Part of the UniCredit Banking group enrolled in the Register of Banking Groups at No. 02008.1 - Registered Office Piazza Durante 11, Milan 20131 - Headquarters Via Rivoluzione d'Ottobre 16, Reggio Emilia 42123 - Share capital €200,245,793.88 fully paid up, ABI code 3015.5 - VAT no. 12962340159 - tax code and Milan Co. Reg. no. 01392970404 - Economic Administrative Index no. 1598155 - Member of the National Interbank Deposit Guarantee Fund. Fineco The New Bank is a trademark licensed for use by FinecoBank S.p.A.