

# 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

Milan, March 2, 2017

*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 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, entrance in Via Marco D'Aviano, n. 5 at 10 a.m. on April 11, 2017** to discuss upon the following

**AGENDA**

**Ordinary Part**

1. Approval of the FinecoBank S.p.A. financial statements at December 31, 2016, accompanied by the Reports of the Board of Directors and of the Auditing Company; Report of the Board of Statutory Auditors.
2. Allocation of the net profit for the year 2016 of FinecoBank S.p.A.
3. Appointment of the Board of Directors, determination of the number of the Directors and determination of the duration of their term in office.
4. Pursuant to Article 20 of the By-laws, determination of the remuneration due to the Directors for their work on the Board of Directors, the Board Committees and other company bodies.
5. Appointment of the Board of Statutory Auditors.
6. Pursuant to Article 23, paragraph 17, of the By-laws, determination of the remuneration due to the Statutory Auditors and determination of the remuneration due to the Chairman of the Board of Statutory Auditors as external member of the Supervisory Body.
7. 2017 Compensation Policy.
8. Renewal of the Severance payment policy
9. Renewal of the Severance payment policy
10. 2017 Incentive System.
11. 2017 Incentive System for Personal Financial Advisors identified as "Identified Staff".
12. Authorization to purchase and dispose of treasury shares in order to support the 2017 PFA System for the Personal Financial Advisors. Related and consequent resolutions.
13. Renewal of the authorization to purchase and dispose of treasury shares for stock granting plan "2015 – 2017 PFA PLAN. Related and consequent resolutions". Consequent and inherent resolutions.

**Extraordinary Part**

1. Delegation to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authority to resolve in 2022 to carry out a free capital increase, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 22,110.00 corresponding to up to

67,000 FinecoBank ordinary shares with a nominal value of Euro 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; relevant amendments of the By-laws.

2. Delegation to the Board of Directors, pursuant to Article 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, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 128,700.00 (to be allocated in full to share capital at Euro 0.33 per share, corresponding to the nominal value per share), corresponding to up to 390,000 FinecoBank ordinary shares with a nominal value of Euro 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 2017 Incentive System; relevant amendments of the By-laws.

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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 **March 31<sup>st</sup>, 2017**);
- the right to attend, and vote at, the Shareholders' Meeting by proxy, also by means of the Company's designated representative (please note that the Company's designated representative is Computershare S.p.A.);
- 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 8<sup>th</sup>, 2017**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the appointing members of the Board of Directors and the Board of Statutory Auditors on the basis of lists of candidates (please note that the lists shall be filed by March 17, 2017);
- the payment of the dividend resolved upon by the Shareholders' Meeting (envisaged on **April 26<sup>th</sup>, 2016**, with the ex-dividend date being **April 24<sup>th</sup>, 2016**, and the record date **April 25<sup>th</sup>, 2016**);

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 2<sup>th</sup>, 2017, in the newspapers “Il Sole 24 Ore” and “MF”.

Milan, March 2<sup>th</sup>, 2017

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 evidence of the communication required from their intermediaries according to Article 83-sexies of the Legislative Decree no. 58/1998 and 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.*

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## FinecoBank S.p.A.

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From e mobile phone or from abroad  
02 2899 2899  
[helpdesk@finecobank.com](mailto:helpdesk@finecobank.com)

FinecoBank S.p.A. – Part of the UniCredit Banking Group enrolled in the Register of Banking Groups at No. 02008.1  
Registered Office in Piazza Durante 11, Milan, 20131  
Headquarters in Via Rivoluzione d'Ottobre 16, Reggio Emilia, 42123  
Approved Share capital €200,545,403.85 fully subscribed and paid-in €200,540,166.09 - ABI Code 3015.5 – VAT No. 12962340159  
Tax ID No. and Milan Companies Register No. 01392970404 – Economic and Administrative Index (REA) No. 1598155  
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