

ORDINARY SHAREHOLDERS' MEETING

DIRECTORS' REPORT

APPROVAL OF THE FINECOBANK S.P.A. FINANCIAL STATEMENTS 2019 AND PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS.

ALLOCATION OF FINECOBANK S.P.A. 2019 NET PROFIT OF THE YEAR.

THIS DOCUMENT APPROVED BY THE BOARD OF DIRECTORS ON APRIL 6, 2020, CONSTITUTES AMENDMENT OF THE DIRECTORS' REPORT ON ITEMS 1 AND 2 ON THE AGENDA OF THE ORDINARY SECTION PUBLISHED ON MARCH 19, 2020

Dear Shareholders,

We have called this Ordinary meeting to resolve, inter alia, on the approval of the Financial Statements 2019 and the allocation of the net profit for the year 2019 of FinecoBank S.p.A (the “**Company**” or “**FinecoBank**”).

In connection with the above, the proposals submitted for your approval are described below.

1. APPROVAL OF THE FINANCIAL STATEMENTS 2019 AND ALLOCATION OF FINECOBANK S.P.A. 2019 NET PROFIT OF THE YEAR

On February 11, 2020, the Board of Directors approved the Bank's draft Financial Statements for the year ended December 31, 2019 and the related Report on Operations, which shows a net profit of Euro 285,891,402.60. The same Board of Directors also approved the Consolidated Financial Statements of the FinecoBank Group as at 31 December 2019.

On April 6, 2020, the Board of Directors, in compliance with the recommendation of the European Central Bank and Bank of Italy dated 27 March 2020 on dividend policy in the aftermath of the COVID-19 epidemic, in full compliance with the relevant regulation and best practices consolidated on the matter, decided to **revoke the proposal regarding the distribution of a dividend equal to Euro 0.32 per share, totaling Euro 195,052,000.00**, on the agenda of the Ordinary Shareholders' Meeting convened for 28 April 2020, and passed a resolution to propose the allocation the net profit, equal to Euro 285,891,402.60, as follows: (i) Euro 41,177.47, equal to 0.014% of the net profit for the year, to the Legal Reserve, one fifth of the share capital having been reached; (ii) Euro 285,850,225.13 to the Extraordinary Reserve.

In line with the latest European Central Bank clarification dated 29 March 2020, FinecoBank will release the 2019 dividend deducted up to now from CET1 capital for prudential purposes. Therefore, CET1 ratio pro-forma will result equal to 24.19%.

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ITEMS 1 AND 2 ON THE AGENDA

The Bank of Italy has specified that it will consider whether to extend its recommendation on dividend policy beyond 1 October 2020.

Subject to the any further measures and/or recommendations prohibiting or in fact inhibiting payment that will be given by the competent institutions, the Board of Directors intends to convene an Ordinary Shareholders' Meeting after 1 October 2020 to submit a proposal for the distribution of part of the reserves to shareholders by the end of the financial year 2020, in the same amount already approved by the Board of Directors in February, equal to Euro 195,052.000.00.

Indeed, the resilient and diversified business model of FinecoBank allows the Bank to continue to maintain high profitability, in the presence of strong capital solidity, low exposure to credit risk and a positive track record in the management of operational risks. Therefore the Bank feels comfortable to be able to distribute the dividend.

The documentation envisaged by art. 154-ter of the Consolidated Law on Finance shall be made available to the public at least twenty-one days prior to the date of the Shareholders' meeting in single call. (i.e. by April 6, 2020).

2. RESOLUTIONS PROPOSED TO THE ORDINARY SHAREHOLDERS' MEETING

Dear Shareholders,

if you agree with the content shown in this report, we ask you to pass the following resolution:

1. to approve the Financial Statements 2019, in their entirety;
2. to approve the allocation of the net profit for the year of Euro 285,891,402.60, as follows: (i) to the Legal Reserve Euro 41,177.47 equal to 0.014% of the profit for the year, one fifth of the share capital having been reached; (ii) to the Extraordinary Reserve Euro 285,850,225.13.