

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 27, 2023 at 11 a.m.**, to discuss and resolve upon the following

AGENDA

Ordinary Session

1. Approval of the FinecoBank S.p.A. 2022 year-end financial statements and presentation of the consolidated financial statements.
2. Allocation of FinecoBank S.p.A. 2022 net profit of the year.
3. Elimination of negative reserve not subject to change recognized in the FinecoBank S.p.A. financial statements by means of its definitive coverage.
4. Integration of the Independent Auditor's fees.
5. Determination of the number of Directors.
6. Determination of Directors' Term of Office.
7. Appointment of the Board of Directors.
8. Determination, pursuant to Article 20 of the Articles of Association, of the remuneration due to the Directors for their activities within the Board of Directors and Board Committees.
9. Appointment of the Board of Statutory Auditors.
10. Determination, pursuant to Article 23, paragraph 17, of the Articles of Association, of the remuneration due to the members of the Board of Statutory Auditors.
11. 2023 Remuneration Policy.
12. 2022 Remuneration Report.
13. 2023 Incentive System for Employees "Identified Staff".
14. 2023 Incentive System for Personal Financial Advisors "Identified Staff".
15. Authorization for the purchase and disposition of treasury shares in order to support the 2023 PFA System. Related and consequent 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 Euro 177,097.47 (to be allocated in full to share capital) corresponding to up to 536,659 FinecoBank new 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 2023 Identified Staff employees of FinecoBank in execution of the 2023 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 2028 a free share capital increase, as allowed by article 2349 of the Italian civil Code, for a maximum amount of Euro 27,921.96 corresponding to up to 84,612 FinecoBank new 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 2022 Identified Staff employees of FinecoBank in execution of the 2022 Incentive System;

consequent amendments to the Articles of Association.

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 - **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 18, 2023**);
- 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 18, 2022**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the submission of lists for the appointment of members of the Board of Directors and the Board of Statutory Auditors (please note that the lists must be filed by 2 April 2023);
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (expected for 24 May 2023, having 22 May 2023, as the ex-dividend date, and 23 May 2023, as record date),

is given in the notice of call available on the Company's internet website www.finecobank.com.

This excerpt is published on March 18, 2023, in the newspapers "*Il Sole 24 Ore*" and "*Milano Finanza*".

Milan, March 17, 2023

THE CHAIRMAN OF THE BOARD OF DIRECTORS
Signed Marco Mangiagalli

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