

ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING

NOTICE OF CALL

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

FINECO

NOTICE OF CALL

Notice is hereby given that a combined Ordinary and Extraordinary Shareholders' Meeting of FinecoBank S.p.A. will be held **in Milan, at its registered office in Piazza Durante 11, entrance on Via Marco D'Aviano 5, on 27 April 2023 at 11.00 am**, to discuss 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.

Arrangements for the Shareholders' Meeting

In accordance with the provisions contained in Article 106 of Decree Law No. 18 of 17 March 2020, converted with amendments into Law No. 27 of 24 April 2020, as subsequently amended and supplemented, and subsequent extensions:

- i) You may attend and vote at the Shareholders' Meeting and only through the Appointed Representative pursuant to Article 135-undecies of the Consolidated Law on Finance; moreover, you may give the Appointed Representative proxies and/or sub-proxies pursuant to Article 135-novies of the Consolidated Law on Finance in derogation from the aforementioned Article 135-undecies, in accordance with the following; Shareholders will not be able to attend the Shareholders' Meeting in person;
- ii) the members of the Governance and Supervisory boards, the Appointed Representative, the managers and employees of the Bank and of FinecoBank Group Companies, representatives of the Independent Auditor and other persons whose attendance at the Shareholders' Meeting is considered useful by the Chairman for transacting business and duly holding the Shareholders' Meeting, will be able to attend the Shareholders' Meeting, including through means of remote communication guaranteeing, among other things, the identity of the participants, without the necessity for the Chairman and the appointed Notary to be in the same place; on the other hand, holders of voting rights must vote through the Appointed Representative.

Right to attend and vote at the Shareholders' Meeting

Shareholders shall 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 **18 April 2023** (the seventh trading day prior to the date set for the Meeting in single call). 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. Therefore, anyone acquiring shares only after that date will not be entitled to attend or vote at the Meeting.

There will be no correspondence or email voting.

Attendance at the Shareholders' Meeting and Proxy Voting through the Appointed Representative

In accordance with the provisions contained in Article 106 of Decree Law No. 18 of 17 March 2020, as subsequently amended and supplemented, and subsequent extensions, attendance at the Shareholders' Meeting by those who are entitled to vote is permitted exclusively through the Appointed Representative.

Consequently, the Company has appointed Computershare S.p.A. – with offices in Turin, Via Nizza 262/73, 10126 – to represent the shareholders pursuant to Article 135-undecies of the Consolidated Law on Finance and of the aforementioned Decree Law (the “**Appointed Representative**”). Shareholders who wish to attend the Shareholders' Meeting must therefore give the Appointed Representative the proxy – with voting instructions – on all or some of the proposed resolutions on the items on the agenda using the specific proxy form, also in electronic form, prepared by said Appointed Representative in agreement with the Company, which will be available on the Company's *website* at www.finecobank.com (“*Governance/Shareholders' Meeting*”) where there is a link to a procedure for electronically submitting the proxy itself.

The Proxy Form and voting instructions must be submitted, in accordance with the instructions contained on the Proxy Form and on the website of the Company, no later than the second trading day

prior to the date set for the Shareholders' Meeting, i.e. **by 25 April 2023**. You will also have until the same deadline should you wish to revoke an instrument of proxy.

Instruments of proxy will be valid only for those proposals for which voting instructions have been submitted.

All shares for which instruments of proxy have been executed, including partial instruments, will count towards the quorum of the Shareholders' Meeting. Where no voting instructions have been submitted for any proposed resolution, these non-voting shares will not count towards determining a majority or the share capital percentage required to approve resolutions.

The Appointed Representative may also be given proxies or *sub*-proxies pursuant to Article 135-*novies* of the Consolidated Law on Finance, notwithstanding Article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance. In this event, instruments of proxy must be executed via a Proxy Form in the manner and by the deadline stated on the Company *website* mentioned above.

Proxies submitted in electronic format with e-signatures pursuant to applicable law may be sent to Computer share by email, to the following address: finecobank@pecserviziotitoli.it.

The Appointed Representative will be available to give clarification or information by phone on 0110923200 or by email at sedeto@computershare.it.

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

Shareholders individually or jointly representing more than 2.50% of share capital may exercise their right to add to the Agenda of the Shareholders' Meeting and/or to present new draft resolutions regarding items already on the Agenda, under the circumstances and in the manners set forth in Article 126-*bis* of the Consolidated Law on Finance, within ten days of this notice being published (i.e. by **27 March 2023**).

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*, paragraph 1, of the Consolidated Law on Finance.

Requests for inclusion of items on the Agenda shall be submitted in writing, together with certification of the shareholding, addressed to the *Corporate Law & Board Secretary's Office*, at the Company's registered office in Milan or sent by registered post; requests may also be sent by certified email to corporate.law@pec.fineco.it. Shareholders making such requests or proposals must also send a report to the Board of Directors stating the grounds for their request or proposal by the same deadline and in the same manners as set out above.

The applicant's legitimacy will be verified through the communication made by the intermediary pursuant to Article 43 of the Regulations Governing Central Counterparties, Central Depositories and Centralised Management Activities (Bank of Italy and Consob Provision of 13 August 2018 on *Post-trading*, as last amended on 10 October 2022 - the "Bank of Italy and Consob Provision of 13 August 2018 on *Post-trading*").

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.

In connection with the fact that attendance at the Shareholders' Meeting is envisaged exclusively through the Appointed Representative, eligible shareholders who wish to make proposals for resolutions and votes on items on the agenda must submit them by 11 April 2023. Requests for inclusion of items

on the Agenda shall be submitted in writing, pursuant to the Bank of Italy and Consob Provision of 13 August 2018 on *Post-trading*, together with certification of the shareholding, addressed to the *Corporate Law & Board Secretary's Office*, at the Company's registered office in Milan or sent by registered post; requests may also be sent by certified email to corporate.law@pec.fineco.it.

Each resolution proposal shall indicate the agenda item to which it relates and state the specific resolution proposal.

These proposals, where relevant, will be published by 12 April 2023 on the Company's *website* in order to enable those entitled to vote to do so in an informed manner, also taking into account such new proposals, and also allow the Appointed Representative to collect any voting instructions on the same.

The shareholders may raise questions on Agenda items prior to the Shareholders' Meeting, pursuant to Article 127-ter of the Consolidated Law on Finance, by sending them to the Company's Registered office in Milan (marked *for the attention of the Corporate Law & Board Secretary's Office*), or by certified email to corporate.law@pec.fineco.it. Questions that are received by the Company in the manner indicated above by **18 April 2023** (*record date*) and which are relevant to the items on the agenda, will be answered by 24 April 2023, as provided for by the legislation. The applicant's legitimacy will be verified by the communication made by the intermediary pursuant to Article 43 of the Bank of Italy and Consob Provision of 13 August 2018 on *Post-trading*, or through the communication pursuant to Article 83-sexies of the Consolidated Law on Finance made by the intermediary for the purpose of attending the Shareholders' Meeting.

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

Appointment of members of the Board of Directors and the Board of Statutory Auditors

The procedure for the appointment of members of the Board of Directors and the Board of Statutory Auditors is governed by the provisions of the Italian Civil Code, the Consolidated Law on Finance and related executive regulations, as well as articles 13 and 23 of the Articles of Association, to which reference should be made. Accordingly, the following should be noted.

Board of Directors

Appointment of the members of the Board of Directors – Determination of the number of members of the Board of Directors - Composition and entitlement to submit lists

The members of the Board of Directors shall be appointed on the basis of lists of candidates, in which the candidates shall be listed in numerical order. Each list must include a number of candidates of the less represented gender such that at least the minimum gender balance required by the applicable laws and regulations is satisfied.

Please note that pursuant to Article 13 of the Articles of Association and in compliance with applicable laws and regulations, the members of the Board of Directors shall be appointed on the basis of lists submitted by eligible parties. The parties with the right to submit lists are the Board of Directors as well as multiple shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by current laws or regulations. It should be noted that Consob, in its Executive Resolution of the Head of the Corporate Governance Division no. 76 of 30 January 2023, set the minimum shareholding required for FinecoBank to present lists of candidates for election to the Board of Directors and Board of Statutory Auditors at 1% of share capital.

Ownership of the minimum shareholding for submission of the lists is determined with regard to the shares registered in the name of an individual shareholder, or more than one shareholder jointly, on the day on which the lists are filed with the Company and shall be certified in accordance with the applicable legislation; this certification can be received by the Company after the filing, provided within the period set for the publication of the lists by the Company (*i.e.*, 21 days before the date set for the Shareholders' Meeting).

Each entitled party (including the entitled parties belonging to the same group or who are parties to a shareholders' agreement concerning FinecoBank shares, or who are otherwise related to each other by virtue of relevant relationships as envisaged under the applicable legislative and/or regulatory provisions) may submit or contribute to the submission of only one list. Likewise, each candidate may appear on only one list under penalty of ineligibility.

Each list with a number of candidates equal to or greater than 3 (three) (*i*) must be made up of candidates belonging to both genders, to ensure respect for the gender balance to at least to the minimum extent required by current laws and regulations (*i.e.*, at least two fifths, without prejudice to the provisions of Article 144-*undecies*.1 of the Consob Issuer's regulation, for bodies consisting of three members) and (*ii*) must ensure that at least the majority of the candidates meet the independence requirements set out in the Articles of Association, without prejudice to the fact that the first candidate on any list, also including one with less than 3 (three) candidates, must meet the aforementioned independence requirements provided for by Article 13, paragraph 3 of the Articles of Association.

Terms and procedure for submitting the lists

The lists must be filed with the Registered Office or the Head Office of the Company, (expressly stating: “*for the attention of the Corporate Law & Board Secretary’s Office*”), or by certified email to corporate.law@pec.fineco.it attaching the documents in PDF format provided that the filing party, including a legal entity, uses its own certified email or, failing that, signs the electronic document (PDF) with advanced, qualified or digital signature, by **2 April 2023**.

Together with each list, by the deadline indicated in the paragraph above for their submission, the entitled persons who have submitted a list shall also deposit any additional documents or declarations required by laws or regulations in force at the time, and:

- for Shareholders, details of the Shareholders who submitted the list, indicating the total shareholding held by each;
- exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) and the list of administration, management and control positions they hold in other companies;
- the statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility for the candidacy, and that they have the required suitability prescribed by applicable laws, regulations and the Articles of Association.

A list that does not meet the above requirements shall be disregarded.

In submitting lists, the shareholders are required to take account of the “*Qualitative and quantitative composition of the Board of Directors of FinecoBank*”; this contains the results of the preliminary analysis carried out by the Board of Directors on its optimal qualitative/quantitative composition in view of properly performing its functions, in accordance, in particular, with the corporate governance provisions set out in Bank of Italy Circular no. 285 of 17 December 2013 and Ministerial Decree no.

169 of 23 November 2020. This document, approved by the Board of Directors on 23 February 2023, is available on the FinecoBank *website* ("*Governance/Shareholders' Meeting*" section).

In this regard, in order to enable the Shareholders easier reading of the qualifications of each applicant, the Board of Directors requires that, when submitting the lists, each candidate present a signed statement briefly outlining the skills developed in the various areas specified in the document "*Qualitative and quantitative composition of FinecoBank Board of Directors.*"

Board of Statutory Auditors

Appointment of the members of the Board of Statutory Auditors - Composition and entitlement to submit lists

The appointment of regular and alternate Statutory Auditors shall be made on the basis of lists of candidates submitted by Shareholders, in which the candidates shall be listed in numerical order.

Lists shall be divided in two sections, containing respectively up to three candidates for the position of Statutory Auditor and up to two candidates for the position of Stand-in Statutory Auditor. At least the first two candidates for the post as regular Statutory Auditor and at least the first candidate for the post as alternate statutory auditor included in the respective lists must be registered in the national register of auditors and must have practiced the statutory auditing of accounts for a period of not less than three years.

Each list for the position of standing auditor and substitute auditor must include a number of candidates of the less represented gender such that the list satisfies at least the minimum gender balance required by the applicable laws and regulations (*i.e.*, at least one third of the standing members of the Board of Statutory Auditors, as indicated in Article 144.undecies.1 of the Consob Issuer's Regulation, as the Control Body of FinecoBank consists of three standing members).

Under the Articles of Association, the Chair of the Board of Statutory Auditors is assigned to the person who is first in the minority list of the regular Statutory Auditors that has obtained the most votes. Shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by current laws or regulations. It should be noted that Consob, in its Executive Resolution of the Head of the Corporate Governance Division no. 76 of 30 January 2023, set the minimum shareholding required for FinecoBank to present lists of candidates for election to the Board of Directors and Board of Statutory Auditors at 1% of share capital. Minority shareholders who are not affiliated with the shareholders concerned shall be entitled to extend the deadline for presenting lists in the circumstances and according to the procedures set forth in current laws and regulations.

Ownership of the minimum shareholding for submission of the lists is determined with regard to the shares registered in the name of an individual shareholder, or more than one shareholder jointly, on the day on which the lists are filed with the Company and shall be certified in accordance with the applicable legislation; this certification can be received by the Company after the filing, provided within the period set for the publication of the lists by the Company (*i.e.*, 21 days before the date set for the Shareholders' Meeting).

Each entitled party (including the entitled parties belonging to the same group or who are parties to a shareholders' agreement concerning FinecoBank shares, or who are otherwise related to each other by virtue of relevant relationships as envisaged under the applicable legislative and/or regulatory

provisions) may submit or contribute to the submission of only one list. Likewise, each candidate may appear on only one list under penalty of ineligibility.

In submitting lists, Shareholders are asked to take into account the guidance contained in the “*Qualitative/quantitative composition of the Board of Statutory Auditors of FinecoBank S.p.A*”, containing the results of the prior analysis carried out by the Board of Statutory Auditors on its qualitative/quantitative composition considered optimal for the proper performance of its assigned functions, in accordance, in particular, with the provisions of Ministerial Decree No. 169 of 23 November 2020. This document, approved by the Board of Statutory Auditors on 13 March 2023, is available on the FinecoBank website (“*Governance/Shareholders' Meeting*” section).

Terms and procedure for submitting the lists

The lists must be filed with the Registered Office or the Head Office of the Company, (expressly stating: “*for the attention of the Corporate Law & Board Secretary's Office*), or by certified email to corporate.law@pec.fineco.it attaching the documents in PDF format provided that the filing party, including a legal entity, uses its own certified email or, failing that, signs the electronic document (PDF) with advanced, qualified or digital signature, by **2 April 2023**.

Together with each list, by the deadline indicated in the paragraph above for their submission, the entitled persons who have submitted a list shall also deposit any additional documents or declarations required by laws or regulations in force at the time, and:

- details of the Shareholders who submitted the list, indicating the total shareholding held by each;
- exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) and the list of administration, management and control positions they hold in other companies;
- the statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility for the candidacy, and that they have the required suitability prescribed by applicable laws, regulations and the Articles of Association.

In the event that, upon the deadline for submitting the lists, (i) only one list has been filed, or only (ii) lists submitted by Shareholders who, under current legislation, are related to each other, the Company shall promptly give notice by a special press release within the deadline and in the manner prescribed by law; if so, lists may be submitted until **5 April 2023** (*i.e.*, by the third day following the deadline) by Shareholders representing, alone or jointly with others, at least 0.5% of the capital made up by the ordinary shares, subject to the other terms and conditions for submission.

A list that does not meet the above requirements shall be disregarded.

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In addition, Shareholders who intend to submit lists for the appointment of corporate bodies are invited to comply with the recommendations set out by Consob in Communication no. DEM/9017893 of February 26, 2009, to which reference should be made. In this regard, the lists submitted by Shareholders other than those who hold, even jointly, a controlling or majority interest must be accompanied by a declaration, certifying the absence, with respect to such shareholders, of relationships defined as relevant under article 147-ter, paragraph 3, of the Consolidated Law on Finance and article 144-quinquies of the Issuers' Regulations, also taking into account the cases indicated in the aforementioned Consob Communication no. DEM/9017893.

The lists submitted by the shareholders, together with the required documentation, will be made available to the public at the registered office and the Head Office of the Company, on the FinecoBank website, as well as on the website of the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and on the website of the market management company Borsa Italiana S.p.A. (www.borsaitaliana.it), until **6 April 2023**. Please be informed that the Board has resolved to submit its own list of candidates: the list submitted by the Board of Directors for the renewal of the Board of Directors will be made available to the public at least 30 days prior to the date of the Shareholders' Meeting, i.e., by **28 March 2023**.

More detailed information on the procedure for the appointment of the members of the Board of Directors and the Board of Statutory Auditors and on the documents required for submitting lists is found in the document entitled "*Information on the procedure for appointing the corporate bodies of FinecoBank*" available on the FinecoBank website ("*Governance / Shareholders' Meeting*" section), that the entitled persons are invited to view.

In addition, on the Company's website (section "*Governance / Shareholders' Meeting*") a template of the letter for submitting the lists is available with a list of the documents that must be attached, together with the statement of acceptance of the candidacy as a member of the Board of Directors or the Board of Statutory Auditors, as well as the statement of the existence or absence of relevant relationships.

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 Company's registered office and at the headquarters, on the FinecoBank website, on the website of the accredited storage system "eMarket STORAGE" (www.emarketstorage.com) managed by Teleborsa and on the website of Borsa Italiana S.p.A. (www.borsaitaliana.it), in accordance with laws and regulations.

Shareholders may obtain copies of the above documents.

Share capital and share with voting rights

As at the date of publication of this notice, the fully paid-up share capital of FinecoBank S.p.A. is EUR 201,339,553.80, comprising 610,119,860 ordinary shares each with a par value of EUR 0.33. Each ordinary share gives the right to one vote except for the 91,459 treasury shares, equal to 0.01499% of the share capital for which the voting rights have been suspended.

Website

Any reference contained in this document to the company's website is to be understood as being made, also in accordance with the provisions of article 125-*quater* of the Consolidated Law on Finance, at the following address: www.finecobank.com.

An excerpt from this notice will be published in "*Il Sole 24 Ore*" and "*Milano Finanza*" on 18 March 2023.

The payment of any dividend resolved by the Shareholders' Meeting is scheduled for 24 May 2023, with an "ex-dividend" date of 22 May 2023 and record date of 23 May 2023.

Milan, 17 March 2023

THE CHAIRMAN OF THE BOARD OF DIRECTORS
Signed, Marco Mangiagalli

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