

# **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 24, 2024 at 12.30 a.m.**, to discuss and resolve upon the following

**AGENDA**

**Ordinary Part**

1. Approval of the FinecoBank S.p.A. 2023 year-end financial statements and presentation of the consolidated financial statements.
2. Allocation of FinecoBank S.p.A. 2023 net profit of the year.
3. 2024 Remuneration Policy.
4. 2023 Remuneration Report.
5. 2024 Incentive System for Employees "Identified Staff".
6. 2024-2026 Long Term Incentive Plan for employees.
7. 2024 Incentive System for Personal Financial Advisors "Identified Staff".
8. Authorization to purchase and dispose of treasury shares for the purpose of the 2024 incentive system for personal financial advisors (PFA) identified staff. Consequent and inherent resolutions.

**Extraordinary Part**

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, pursuant to article 2349 of the Italian civil Code, for a maximum amount of Euro 200,566.74 (to be allocated in full to share capital) corresponding to up to 607,778 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 2024 Identified Staff employees of FinecoBank in execution of the 2024 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 2029 a free share capital increase, pursuant to article 2349 of the Italian civil Code, for a maximum amount of Euro 39,933.30 corresponding to up to 121,010 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.
3. 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, pursuant to article 2349 of the Italian civil Code, for a maximum amount of Euro 460,286.64 (to be allocated in full to share capital) corresponding to up to 1,394,808 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 beneficiaries of the 2024-2026 Long-Term Incentive Plan for employees in execution of the plan itself; 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.**

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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 **April 15, 2024**);
- 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 15, 2024**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (expected for 22 May 2024, having 20 May 2024, as the ex-dividend date, and 21 May 2024, as record date),

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 23, 2024, in the newspapers "*Il Sole 24 Ore*" and "*Milano Finanza*".

Milan, March 22, 2024

THE CHAIRMAN OF THE BOARD OF DIRECTORS  
*Signed Marco Mangiagalli*

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