

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 the Ordinary and Extraordinary Shareholders' Meeting of FinecoBank S.p.A. will be held, in a single call, at FinecoBank's registered office **in Milan**, Piazza Durante, No. 11, entrance at Via Marco D'Aviano No. 5, on **29 April 2025** at **12.00 a.m.**, to discuss the following

### AGENDA

#### **Ordinary Part**

1. Approval of the FinecoBank S.p.A. 2024 year-end financial statements and presentation of the consolidated financial statements.
2. Allocation of FinecoBank S.p.A. 2024 net profit of the year.
3. Audit firm fee adjustment for CSRD.
4. 2025 Remuneration Policy.
5. 2024 Remuneration Report.
6. 2025 Incentive System for Employees "Identified Staff".
7. 2025 Incentive System for Personal Financial Advisors "Identified Staff".
8. Authorization to purchase and dispose of treasury shares for the purpose of the 2025 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 2030 within the legal limits a free share capital increase, pursuant to article 2349 of the Italian civil Code, for a maximum amount of Euro 42,754.47 corresponding to up to 129,559 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 for the 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 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 154,106.37 (to be allocated in full to share capital) corresponding to up to 466,989 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 2025 Identified Staff employees of FinecoBank for the execution of the 2025 Incentive System; consequent amendments to the Articles of Association.

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## 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 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 **16 April 2025** (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 – 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](http://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 2025**. The proxy and the voting instructions may be revoked at any time, and may again be conferred, with the methods and by the deadlines specified above (25 April 2025).

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, using only the same Proxy Form as above, in the manner and within the term indicated therein.

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](mailto:finecobank@pecserviziotitoli.it).

The Appointed Representative will be available to give clarification or information by phone on +390110923200 or by email at [sedeto@computershare.it](mailto: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 **6 April 2025**).

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 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](mailto: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 **13 April 2025**. Requests 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](mailto: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 **14 April 2025** 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 by registered post (marked *for the attention of the Corporate Law & Board Secretary's Office*), or by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it). Questions that are received by the Company in the manner indicated above by **16 April 2025** (*record date*) and which are relevant to the items on the agenda, will be answered by **24 April 2025**, 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.

### **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](http://www.emarketstorage.com)) managed by Teleborsa and on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://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 201,629,810.91, comprising 610,999,427 ordinary shares each with a par value of EUR 0.33. Each ordinary share gives the right to one vote except for the 81,682 treasury shares, equal to 0.013% 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](http://www.finecobank.com).

An excerpt from this notice will be published in "*Il Sole 24 Ore*" and "*Milano Finanza*" on 28 March 2025.

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The payment of any dividend resolved by the Shareholders' Meeting is scheduled for 21 May 2025, with an "ex-dividend" date of 19 May 2025 and record date of 20 May 2025.

Milan, 27 March 2025

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

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