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**EXTRAORDINARY SHAREHOLDER'S  
MEETING**

**DIRECTORS' REPORT**

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The original version in Italian takes precedence.

**EXTRAORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**Amendments to articles 5, 13 and 23 of Articles of Association, primarily aimed at aligning the statutory provisions with the new rules governing the list of candidates submitted by the Board of Directors upon the renewal of the Board itself. Related and consequent resolutions**

Dear Shareholders,

you have been called to attend the Extraordinary Shareholders' Meeting of FinecoBank S.p.A. (the "**Company**" or "**FinecoBank**" or the "**Bank**") in order to resolve on certain amendments to the Articles of Association required to align them with the new Article 147-ter.1 of Legislative Decree No. 58/1998 (the "TUF"), introduced by Law No. 21 of 5 March 2024 (the "**Capital Law**"), as well as with the related implementing provisions set out in CONSOB Regulation No. 11971/1999 (the "**Issuers' Regulation**"), adopted by CONSOB Resolution No. 23725 of 29 October 2025. These rules govern, in particular, the power of the Board of Directors to submit a list of candidates upon the renewal of the administrative body.

At the same time, it is proposed to make certain further minor amendments aimed at simplifying and streamlining the Articles of Association and/or at reflecting the provisions of reference more fully and in a more up-to-date manner, including the removal of references to authorizations to increase the share capital that are no longer effective and the updating of the provisions of the Articles of Association on independence and/or professional requirements for the corporate bodies, in accordance with applicable legislation.

This report has been prepared in order to illustrate the reasons for the proposed resolutions relating to the item on the agenda, in compliance with Article 125-ter of the TUF and in accordance with the provisions of Article 72 and Annex 3A of the Issuers' Regulation.

**1. REASONS FOR AND OUTLINE OF THE PROPOSAL**

The main proposed amendments are outlined below. The text showing the specific changes in detail is set out in Paragraph 3 below.

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In **article 5** of the Articles of Association, it is proposed to delete paragraphs 8 to 16, with the aim of simplifying the content of the article, ensuring greater clarity and order in the Articles of Association. These paragraphs, in fact, concern authorizations to increase the share capital (granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code) which are no longer effective due to the expiry of the relevant time limits and/or because the relevant powers have been exercised. Accordingly, the numbering of the subsequent paragraphs is updated.

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It is also proposed to simplify **paragraph 2 of article 13** of the Articles of Association, concerning the directors' requirements, maintaining an ambulatory reference to the provisions in force from time to time. Similarly, **paragraph 3** of the same article, concerning the independence requirements that must be met by the majority of the members of the Board of Directors, is amended in order to reflect the relevant legal and self-regulatory provisions more fully and in a more up-to-date manner. In particular, it is intended to broaden the statutory definition of independence, by referring to all the requirements laid down by the provisions in force from time to time and by the Corporate Governance Code for listed companies in force from time to time.

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We now turn to the examination of the further proposed amendments, connected with the new rules concerning the list submitted by the Board of Directors for the renewal of the body, again referring to Paragraph 3 below for the detailed highlighting of the changes.

As is known, the current Articles of Association grant the Board of Directors the power to submit its own list of candidates upon renewal of the body. This matter has been affected by the recent reform introduced by Article 147-ter.1 of the TUF, introduced by the Capital Law, as well as by the implementing provisions contained in the Issuers' Regulation and adopted by Consob Resolution No. 23725 of 29 October 2025.

By formalising the possibility for the outgoing boards of listed companies to submit a list of candidates, the new Rules set out in detail the conditions and limits for exercising such power and introduce specific rules for the allocation of seats where the Board's list receives the highest number of votes (or is the only duly submitted list).

These provisions make it necessary to amend the Articles of Association in order to ensure full compliance with the new legal framework, also in view of the renewal of the administrative body which will be resolved by the Shareholders' Meeting in April 2026.

In particular, it is proposed to amend **paragraph 5 of article 13** of the Articles of Association by providing that the Board of Directors must resolve on the submission of the list with the favourable vote of two-thirds of its members. The list must also include a minimum number of candidates equal to that indicated in the Board's proposal, increased by one third, with rounding to the nearest whole number where the increase does not result in an integer. These amendments align the Articles of Association with paragraph 1 of the new Article 147-ter.1 of the TUF and paragraph 1 of Article 144-quater.1 of the Issuers' Regulation, which govern both the majority required for the outgoing Board of Directors to approve the list and the criteria for determining the minimum number of candidates to be included in that list.

In **paragraph 6 of article 13** of the Articles of Association, an obligation is introduced, if a list is submitted by the outgoing Board of Directors, to comply with the composition criteria in terms of gender balance and independence when forming lists that indicate a number of candidates equal to or greater than two. This provision, consistent with the updated wording of point (a) of paragraph 2 of Article 144-undecies.1 of the Issuers' Regulation, is intended, inter alia, to reduce recourse to sliding mechanisms and to ensure the maintenance of a significantly high proportion of independent directors, in line with FinecoBank's established practice.

It is also proposed to amend **paragraph 7 of article 13** of the Articles of Association, adjusting the deadline by which any list submitted by the Board of Directors must be filed and published in accordance with the prescribed procedures. In accordance with paragraph 2 of the new Article 147-ter.1 of the TUF, this requirement must be fulfilled by the fortieth day prior to the date of the meeting called to resolve on the appointment of the members of the administrative body.

It is also proposed to supplement the current **paragraph 12 of article 13** of the Articles of Association, clarifying that the rules set out therein continue to apply in cases not governed by the subsequent new paragraphs 13 (i.e., the Board of Directors' list which receives the highest number of votes at the shareholders' meeting) and 14 (i.e., the Board of Directors' list which is the only duly submitted list or the only one to receive votes at the shareholders' meeting). Indeed, only these latter cases are governed by the new rules introduced by the Capital Law.

The new **paragraph 13 of article 13** governs the case where the list submitted by the Board of Directors receives the highest number of votes, in compliance with Article 147-ter.1 of the TUF and the relevant implementing regulatory provisions. More specifically, the proposed new paragraph is structured according to the following provisions.

**Point (a)** provides that, where the list submitted by the Board of Directors is the one that has obtained the highest number of votes, the minorities are overall reserved a number of seats equal to 20% (twenty percent) of the total members of the Board, with rounding up to the next whole number where the application of the percentage does not result in an integer (see the combined provisions of paragraph 3, point (b), of the new Article 147-ter.1 of the TUF and paragraph 2 of the new Article 144-quater.1 of the Issuers' Regulation). The provision for a fixed share of seats overall reserved for minorities is consistent with FinecoBank's nature as a public company, ensures an appropriate balance between the requirements of governability of the administrative body and the representativeness of minorities, and fosters a Board composition consistent with the qualitative and quantitative profile deemed optimal. In this way, in fact, it is ensured that the skills and professionalism of the candidates selected and included in the list ranked first by number of votes are broadly reflected among those elected, thus promoting compliance with the qualitative and quantitative profile defined as ideal, in line with the provisions of Bank of Italy Circular No. 285 of 17 December 2013 and the Corporate Governance Code.

As regards the internal allocation of the seats overall reserved for minorities, as identified in point (a) above, the new paragraph provides for two alternative methods depending on the overall outcome of the vote, namely those set out in points a.1) and a.2) below.

In particular, **point a.1)** governs the case where the first two minority lists, as resulting from the votes obtained at the shareholders' meeting, do not together obtain more than 20% (twenty percent) of the votes cast. In this case, in accordance with paragraph 3, point *b)* of the new Article 147-ter.1 of the TUF, the seats overall due to minorities are distributed between those two minority lists on a proportional basis to the votes obtained by them, applying the quotient method (a method commonly used to ensure minority representation): the votes of each of those lists are divided by consecutive integers and the resulting quotients are attributed to the candidates in the order in which they appear on the list, with the candidates with the highest quotients being elected up to the total number of directors to be elected overall for the minorities. In the event of a tie, the following successive criteria apply: priority is given to the list with fewer elected members, then to the list with

the higher overall number of votes, and finally, if necessary, to a new vote at the shareholders' meeting. If only one minority list is present, all the reserved seats are allocated to it.

**Point a.2)** applies, by contrast, where the first two minority lists, as resulting from the votes obtained at the shareholders' meeting, together obtain more than 20% (twenty percent) of the votes cast. In that case, the seats overall reserved for minorities are distributed proportionally among all minority lists that have obtained at least 3% (three percent) of the votes. In this case too, the quotient method is used and the same tie-breaking criteria provided for in point a.1) apply. Moreover, in this case as well, if only one minority list is present, all the reserved seats are allocated to it.

**Point b)** provides that the seats not allocated to minorities as indicated in point a) above are attributed to the Board of Directors' list. Furthermore, as provided for by paragraph 3, point (a), of the new Article 147-ter.1 of the TUF, a further individual vote must be held on each candidate on the Board's list, following which those who have obtained the highest number of votes are elected; in the event of a tie, the order in which the candidates were included in the list prevails; this criterion also applies where the candidates have not received votes in the further individual vote.

**Point c)** governs the case where the minority lists admitted to the allocation do not include a sufficient number of candidates to cover the seats due to them, providing that the remaining seats are allocated to the other minority lists admitted to the allocation, applying the quotient method and the tie-breaking criteria already indicated. If it is still not possible to identify the remaining directors in this way, they are drawn from among the non-elected candidates on the Board of Directors' list, following the order provided for in point b).

**Point d)** applies where the minimum number of independent directors and/or directors of the less represented gender is not elected. In those cases, the candidates lacking the required requirements, who were elected last from the Board of Directors' list, are replaced by the subsequent candidates on the same list who possess the required requirements, following the order provided for in point b). If it is still not possible to identify suitable candidates in this way, the replacement mechanism applies to the minority lists admitted to the allocation, applying the quotient method and the tie-breaking criteria already indicated in point a.1).

**Point e)** governs the case where it is not possible to identify suitable candidates even by applying the replacement criteria indicated in point d), providing that the Shareholders' Meeting appoints the directors by resolution adopted by relative majority. Also in this case, the replacement of unsuitable candidates takes place following the order provided for in point d).

Finally, the concluding part of the new paragraph 13 mirrors paragraph 4 of the new Article 147-ter.1 of the TUF, providing that, where the list submitted by the Board of Directors receives the highest number of votes, the board committee established for internal control and risk management is chaired by an independent director drawn from the minority lists (if any).

As regards, instead, the case where the Board of Directors' list is the only duly submitted list (or the only one to receive votes at the shareholders' meeting), it is proposed to introduce a new **paragraph 14** into **article 13** of the Articles of Association which, again in implementation of the provisions contained in paragraph 3 of Article 147-ter.1 of the TUF, provides in summary that all directors are drawn from that same list following a further individual vote on each candidate, once again in accordance with the rules set out in point b) above. Where, following the further individual vote on each candidate, the minimum number of independent directors and/or directors of the less

represented gender is not reached, replacement criteria analogous to those provided for in points d) and e) apply.

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Having concluded the illustration of the proposals arising from the new rules on the list submitted by the Board of Directors for the renewal of the body, we now proceed to examine the further amendments that are, on this occasion, submitted to the Shareholders' Meeting.

Still with reference to **article 13**, it is proposed to amend the current **paragraphs 13 and 14** (which will become paragraphs **15 and 16** following the introduction of the new rules on the Board of Directors' list), relating to early termination of directors' office, in order, inter alia, to clarify the application of the principles of independence, minority representation (where applicable) and gender equality in the context of replacements.

Lastly, the main amendments concerning **paragraph 2 of article 23** of the Articles of Association are examined. That paragraph, in the part relating to the independence requirements for statutory auditors, is aligned with the revision of article 13, paragraph 3, described above, replacing the reference to the requirements set out in that article with a direct reference to the independence requirements established by the Corporate Governance Code in force from time to time. Moreover, for completeness and in order to align the content of the article with the applicable legal provisions, it is proposed to revise the paragraph in the part defining the professional requirements for members of the Board of Statutory Auditors, providing that, for the purposes of meeting the professionalism requirement, at least one standing statutory auditor and one stand-in statutory auditor must be registered in the Register of Auditors and must have practised statutory auditing for a period of not less than three years, while the other members must meet the professional requirements set out in the current implementing regulations of Article 26 of Legislative Decree No. 385 of 1 September 1993 and Legislative Decree No. 58 of 24 February 1998. It is also provided – for the purposes of Article 1 of Ministerial Decree 162/2000 – that the subjects and sectors deemed to be closely related to the Bank's business are, specifically, the credit, financial, securities and insurance sectors.

## **2. RIGHT OF WITHDRAWAL**

The described amendments to the Articles of Association do not attribute the right of withdrawal to shareholders who do not participate in the relative approval, as they are not included in any of the cases for withdrawal identified by Art. 2437 and following of the Italian Civil Code.

## **3. STATUTORY AMENDMENTS**

In light of the foregoing, articles 5, 13 and 23 of the Articles of Association shall be amended as follows:

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p><b>Article 5</b></p> <p>1. UNCHANGED</p> <p>2. UNCHANGED</p> <p>3. UNCHANGED</p> <p>4. UNCHANGED</p> <p>5. UNCHANGED</p> <p>6. UNCHANGED</p> <p>7. UNCHANGED</p> <p>8. The Board of Directors, shall be empowered, pursuant to Article 2443 of the Italian Civil Code, for a period of five years starting from the beginning of the negotiation on the Italian regulated market, to increase the share capital, free of charge – in one or more tranches – to implement the Employee incentive schemes approved by the ordinary Shareholders' Meeting held on June 5, 2014, for a maximum amount of Euro 1,155,000.00 (entirely attributable to capital for Euro 0.33 per share, equal to the nominal unit value), issuing a maximum number of 3,500,000 new ordinary shares having a nominal value of Euro 0.33 each, with the same characteristics as those outstanding, with regular dividend rights, by assigning the corresponding maximum amount of profit and/or profit reserves resulting from the last financial statements in question approved pursuant to Article 2349 of the Italian Civil Code, according to the terms, conditions and methods provided for in the incentive schemes.</p> <p>The Board of Directors, in partial execution of the authority granted in accordance with Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 5 June 2014, resolved on 9 February 2015 to increase the share capital by a nominal Euro 79,761</p>	<p><b>Article 5</b></p> <p>1. UNCHANGED</p> <p>2. UNCHANGED</p> <p>3. UNCHANGED</p> <p>4. UNCHANGED</p> <p>5. UNCHANGED</p> <p>6. UNCHANGED</p> <p>7. UNCHANGED</p> <p><del>8. The Board of Directors, shall be empowered, pursuant to Article 2443 of the Italian Civil Code, for a period of five years starting from the beginning of the negotiation on the Italian regulated market, to increase the share capital, free of charge – in one or more tranches – to implement the Employee incentive schemes approved by the ordinary Shareholders' Meeting held on June 5, 2014, for a maximum amount of Euro 1,155,000.00 (entirely attributable to capital for Euro 0.33 per share, equal to the nominal unit value), issuing a maximum number of 3,500,000 new ordinary shares having a nominal value of Euro 0.33 each, with the same characteristics as those outstanding, with regular dividend rights, by assigning the corresponding maximum amount of profit and/or profit reserves resulting from the last financial statements in question approved pursuant to Article 2349 of the Italian Civil Code, according to the terms, conditions and methods provided for in the incentive schemes.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted in accordance with Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 5 June 2014, resolved on 9 February 2015 to increase the share capital by a nominal Euro 79,761</del></p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>corresponding to 241,700 ordinary shares with a nominal value of Euro 0.33 each, to service the implementation of Employee incentive plans.</p> <p>The Board of Directors, in partial exercise of the powers conferred on the same pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, decided, on February 8, 2016, to increase the share capital by the nominal amount of Euro 95,601.99, corresponding to 289,703 ordinary shares with par value of Euro 0.33 each, to service the implementation of Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 7, 2017 to increase the share capital by a nominal amount of Euro 294,372.21, corresponding to 892,037 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 7, 2017 to increase the share capital by a nominal amount of Euro 5,237.76, corresponding to 15,872 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 6, 2018 to increase the share capital by a nominal amount of Euro 163,182.69, corresponding to 494,493 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 6, 2018 to increase the share capital by a nominal amount of Euro 37.105,20, corresponding to overall 112,440 ordinary</p>	<p><del>corresponding to 241,700 ordinary shares with a nominal value of Euro 0.33 each, to service the implementation of Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial exercise of the powers conferred on the same pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, decided, on February 8, 2016, to increase the share capital by the nominal amount of Euro 95,601.99, corresponding to 289,703 ordinary shares with par value of Euro 0.33 each, to service the implementation of Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 7, 2017 to increase the share capital by a nominal amount of Euro 294,372.21, corresponding to 892,037 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 7, 2017 to increase the share capital by a nominal amount of Euro 5,237.76, corresponding to 15,872 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 6, 2018 to increase the share capital by a nominal amount of Euro 163,182.69, corresponding to 494,493 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 6, 2018 to increase the share capital by a nominal amount of Euro 37.105,20, corresponding to overall 112,440 ordinary</del></p>

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<p>shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 110.755,92, corresponding to overall 335,624 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 23,333.64, corresponding to overall 70,708 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>9. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 23, 2015, for a maximum amount of Euro 131,159.49, with the issue of up to 397,453 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 12, 2016, for a maximum amount of Euro 32,789.79 with the issue of up to 99,363 new FinecoBank ordinary shares; attributable entirely to capital at Euro 0.33 per share, equal to the par value of each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Staff of FinecoBank, which covers key positions for the achievement of the overall objectives in execution of the 2015 System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 23, 2015, resolved on February 6, 2018 to increase the share capital by a nominal amount of Euro</p>	<p><del>shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 110.755,92, corresponding to overall 335,624 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 5, 2014, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 23,333.64, corresponding to overall 70,708 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>9. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 23, 2015, for a maximum amount of Euro 131,159.49, with the issue of up to 397,453 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 12, 2016, for a maximum amount of Euro 32,789.79 with the issue of up to 99,363 new FinecoBank ordinary shares; attributable entirely to capital at Euro 0.33 per share, equal to the par value of each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Staff of FinecoBank, which covers key positions for the achievement of the overall objectives in execution of the 2015 System.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 23, 2015, resolved on February 6, 2018 to increase the share capital by a nominal amount of Euro</del></p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>27,758.61, corresponding to 84,117 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 23, 2015, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 13,878.81, corresponding to 42,057 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 23, 2015, resolved on February 11, 2020 to increase the share capital by a nominal amount of Euro 13,878.81, corresponding to 42,057 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 12, 2016, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 13,878.81, corresponding to 42,057 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>10. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 12, 2016, for a maximum amount of Eur 88,440,00 (to be allocated in full to share capital at Eur 0.33 per share, corresponding to the nominal value per share) with the issue of up to 268,000 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 11, 2017, for a maximum amount of Eur 22,110 with the issue of up to 67,000 new</p>	<p><del>27,758.61, corresponding to 84,117 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 23, 2015, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 13,878.81, corresponding to 42,057 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 23, 2015, resolved on February 11, 2020 to increase the share capital by a nominal amount of Euro 13,878.81, corresponding to 42,057 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 12, 2016, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 13,878.81, corresponding to 42,057 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>10. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 12, 2016, for a maximum amount of Eur 88,440,00 (to be allocated in full to share capital at Eur 0.33 per share, corresponding to the nominal value per share) with the issue of up to 268,000 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 11, 2017, for a maximum amount of Eur 22,110 with the issue of up to 67,000 new</del></p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>FinecoBank ordinary shares; attributable entirely to capital at Eur 0.33 per share, equal to the par value of each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Staff of FinecoBank, which covers key positions for the achievement of the overall objectives in execution of the 2016 System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 12, 2016, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 20,069.28, corresponding to 60,816 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 12, 2016, resolved on February 11, 2020 to increase the share capital by a nominal amount of Euro 10,033.98, corresponding to 30,406 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 12, 2016, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 10,033.98, corresponding to 30,406 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2017, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 10,033.98, corresponding to 30,406 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p>	<p><del>FinecoBank ordinary shares; attributable entirely to capital at Eur 0.33 per share, equal to the par value of each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Staff of FinecoBank, which covers key positions for the achievement of the overall objectives in execution of the 2016 System.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 12, 2016, resolved on February 5, 2019 to increase the share capital by a nominal amount of Euro 20,069.28, corresponding to 60,816 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 12, 2016, resolved on February 11, 2020 to increase the share capital by a nominal amount of Euro 10,033.98, corresponding to 30,406 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 12, 2016, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 10,033.98, corresponding to 30,406 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2017, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 10,033.98, corresponding to 30,406 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p>
<p>11. The Board of Directors has the right,</p>	<p><del>11. The Board of Directors has the right,</del></p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>pursuant to Article 2443 of the Italian Civil Code, to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 11, 2017, for a maximum amount of Eur 128,700.00 (attributable entirely to capital) with the issue of up to 390,000 new FinecoBank ordinary shares as well as (ii) from the date of the shareholders' resolution dated April 11, 2018, for a maximum amount of Eur 29,700.00 (attributable entirely to capital) with the issue of up to 90,000 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Identified Staff of FinecoBank in execution of the 2017 System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2017, resolved on February 11, 2020 to increase the share capital by a nominal amount of Euro 19,123.50, corresponding to 57,950 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2017, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 9,390.81, corresponding to 28,457 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2017, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 9,390.81, corresponding to 28,457 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of</p>	<p><del>pursuant to Article 2443 of the Italian Civil Code, to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 11, 2017, for a maximum amount of Eur 128,700.00 (attributable entirely to capital) with the issue of up to 390,000 new FinecoBank ordinary shares as well as (ii) from the date of the shareholders' resolution dated April 11, 2018, for a maximum amount of Eur 29,700.00 (attributable entirely to capital) with the issue of up to 90,000 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Identified Staff of FinecoBank in execution of the 2017 System.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2017, resolved on February 11, 2020 to increase the share capital by a nominal amount of Euro 19,123.50, corresponding to 57,950 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2017, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 9,390.81, corresponding to 28,457 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2017, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 9,390.81, corresponding to 28,457 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of</del></p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 9,050.58, corresponding to 27,426 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>12. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 11, 2018, for a maximum amount of Eur 136,031.94 (attributable entirely to capital) with the issue of up to 412,218 new FinecoBank ordinary shares as well as (ii) from the date of the shareholders' resolution dated April 10, 2019, for a maximum amount of Eur 30,731.91 (attributable entirely to capital) with the issue of up to 93,127 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Identified Staff of FinecoBank in execution of the 2018 System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on March 12, 2020 to increase the share capital by a nominal amount of Euro 5,459.19, corresponding to 16,543 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 25,438.71, corresponding to 77,087 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p>	<p><del>the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 9,050.58, corresponding to 27,426 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>12. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 11, 2018, for a maximum amount of Eur 136,031.94 (attributable entirely to capital) with the issue of up to 412,218 new FinecoBank ordinary shares as well as (ii) from the date of the shareholders' resolution dated April 10, 2019, for a maximum amount of Eur 30,731.91 (attributable entirely to capital) with the issue of up to 93,127 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Identified Staff of FinecoBank in execution of the 2018 System.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on March 12, 2020 to increase the share capital by a nominal amount of Euro 5,459.19, corresponding to 16,543 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 25,438.71, corresponding to 77,087 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 13,876.17, corresponding to 42,049 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 13,876.17, corresponding to 42,049 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 10,733.25, corresponding to 32,525 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p>	<p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 13,876.17, corresponding to 42,049 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 13,876.17, corresponding to 42,049 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 10,733.25, corresponding to 32,525 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p>
<p>13. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the civil Code, one or more times and for a maximum period of five years from the date of the shareholders' resolution dated April 11, 2018 for a maximum amount of Euro 324,743.10 (attributable entirely to capital) with the issue of up to 984,070 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 28, 2020, for a maximum amount of Euro 37,788.63 (to be allocated in full to share capital at Euro 0.33 per share, corresponding to the nominal value per share) with the issue of up to 114,511, as well as (iii) from the date of the shareholders' resolution dated April 28, 2020, for a maximum amount of Euro 70,029.30 with the issue of up to 212,210 new FinecoBank</p>	<p><del>13. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the civil Code, one or more times and for a maximum period of five years from the date of the shareholders' resolution dated April 11, 2018 for a maximum amount of Euro 324,743.10 (attributable entirely to capital) with the issue of up to 984,070 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 28, 2020, for a maximum amount of Euro 37,788.63 (to be allocated in full to share capital at Euro 0.33 per share, corresponding to the nominal value per share) with the issue of up to 114,511, as well as (iii) from the date of the shareholders' resolution dated April 28, 2020, for a maximum amount of Euro 70,029.30 with the issue of up to 212,210 new FinecoBank</del></p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>ordinary shares; with a nominal value of Euro 0.33 each with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Employees in execution of the 2018-2020 Long Term Incentive Plan.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 34,527.57, corresponding to 104,629 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 17,259.66, corresponding to 52,302 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 112,916.10, corresponding to 342,170 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 37.788,63, corresponding to 114,511 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020,</p>	<p><del>ordinary shares; with a nominal value of Euro 0.33 each with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Employees in execution of the 2018-2020 Long Term Incentive Plan.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 34,527.57, corresponding to 104,629 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 17,259.66, corresponding to 52,302 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 11, 2018, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 112,916.10, corresponding to 342,170 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 37.788,63, corresponding to 114,511 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020,</del></p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 70,029.30, corresponding to 212,210 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p>	<p><del>resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 70,029.30, corresponding to 212,210 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p>
<p>14. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve, in 2020, a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Eur 23,333.64 (attributable entirely to capital) with the issuance of up to 70,708 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Identified Staff to complete the execution of the 2014 Incentive System.</p>	<p><del>14. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve, in 2020, a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Eur 23,333.64 (attributable entirely to capital) with the issuance of up to 70,708 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Identified Staff to complete the execution of the 2014 Incentive System.</del></p>
<p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 11, 2020 to increase the share capital by a nominal amount of Euro 23,333.64, corresponding to 70,708 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p>	<p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 11, 2020 to increase the share capital by a nominal amount of Euro 23,333.64, corresponding to 70,708 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p>
<p>15. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve, in 2020, a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Eur 139,517.07 (attributable entirely to capital) with the issuance of up to 422,779 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Beneficiaries of the "2014-2017 Multi Year Plan Top Management" FinecoBank Employees to complete the execution of the 2014-2017 Plan.</p>	<p><del>15. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve, in 2020, a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Eur 139,517.07 (attributable entirely to capital) with the issuance of up to 422,779 new FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Beneficiaries of the "2014-2017 Multi Year Plan Top Management" FinecoBank Employees to complete the execution of the 2014-2017 Plan.</del></p>
<p>The Board of Directors, in execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 11, 2020 to increase the</p>	<p><del>The Board of Directors, in execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 11, 2020 to increase the</del></p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>share capital by a nominal amount of Euro 139,517.07, corresponding to 422,779 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>16. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve to carry out a free share capital increase, pursuant to Article 2349 of the civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 10, 2019, for a maximum amount of Eur 95,021.85 (attributable entirely to capital at Euro 0,33 per share, corresponding to the nominal value per share) with the issuance of up to 287,945 new FinecoBank ordinary shares as well as (ii) from the date of the shareholders' resolution dated April 28, 2020, for a maximum amount of Euro 24,032.91 with the issue of up to 72,827 new FinecoBank ordinary shares; with a nominal value of Euro 0.33 each, with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Identified Staff in execution of the 2019 Incentive System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 20,820.03, corresponding to 63,091 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 371.91, corresponding to 1,127 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of</p>	<p><del>share capital by a nominal amount of Euro 139,517.07, corresponding to 422,779 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>16. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve to carry out a free share capital increase, pursuant to Article 2349 of the civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 10, 2019, for a maximum amount of Eur 95,021.85 (attributable entirely to capital at Euro 0,33 per share, corresponding to the nominal value per share) with the issuance of up to 287,945 new FinecoBank ordinary shares as well as (ii) from the date of the shareholders' resolution dated April 28, 2020, for a maximum amount of Euro 24,032.91 with the issue of up to 72,827 new FinecoBank ordinary shares; with a nominal value of Euro 0.33 each, with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Identified Staff in execution of the 2019 Incentive System.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 9, 2021 to increase the share capital by a nominal amount of Euro 20,820.03, corresponding to 63,091 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 371.91, corresponding to 1,127 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of</del></p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 11,186.34, corresponding to 33,898 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 10,814.43, corresponding to 32,771 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 10,814.43, corresponding to 32,771 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>17. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 28, 2020, for a maximum amount of Euro 174,234.39 (attributable entirely to capital at Euro 0.33 per share corresponding to the nominal value per share) with the issuance of up to 527,983 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 28, 2021 for a maximum amount of Euro 36,476.22 with the issue of up to 110,534 new FinecoBank ordinary shares; with a nominal value of Euro 0.33 each with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Identified Staff in execution of the 2020 Incentive System.</p>	<p><del>the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 11,186.34, corresponding to 33,898 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 10, 2019, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 10,814.43, corresponding to 32,771 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p><del>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 10,814.43, corresponding to 32,771 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</del></p> <p>17 <del>8</del>. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 28, 2020, for a maximum amount of Euro 174,234.39 (attributable entirely to capital at Euro 0.33 per share corresponding to the nominal value per share) with the issuance of up to 527,983 new FinecoBank ordinary shares, as well as (ii) from the date of the shareholders' resolution dated April 28, 2021 for a maximum amount of Euro 36,476.22 with the issue of up to 110,534 new FinecoBank ordinary shares; with a nominal value of Euro 0.33 each with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Identified Staff in execution of the 2020 Incentive System.</p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 21,697.17, corresponding to 65,749 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 629.64, corresponding to 1,908 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 12,512.94, corresponding to 37,918 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 10,815.75, corresponding to 32,775 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p>	<p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 9, 2022 to increase the share capital by a nominal amount of Euro 21,697.17, corresponding to 65,749 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 629.64, corresponding to 1,908 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 12,512.94, corresponding to 37,918 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 10,815.75, corresponding to 32,775 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p>
<p>18. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, in one or more instances and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 28, 2021 for a maximum amount of Eur 143,131.89 (attributable entirely to capital) with the issue of</p>	<p><del>18</del> 9. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, in one or more instances and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 28, 2021 for a maximum amount of Eur 143,131.89 (attributable entirely to capital) with the issue of</p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>up to 433,733 new FinecoBank ordinary shares as well as (ii) from the date of the shareholder's resolutions dated April 28, 2022, for a maximum amount of Euro 35.671,35 by issuing up to 108.095 new FinecoBank ordinary shares; attributable entirely to capital at Euro 0.33 per share, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Identified Staff of FinecoBank in execution of the 2021 Incentive System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 21,226.92, corresponding to 64,324 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 887.70, corresponding to 2,690 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 10,932.24, corresponding to 33,128 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>19. The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years from the date of the shareholders' resolution dated April 28, 2021 for a maximum amount of Eur 283,511.58 (attributable entirely to capital) with the issue of</p>	<p>up to 433,733 new FinecoBank ordinary shares as well as (ii) from the date of the shareholder's resolutions dated April 28, 2022, for a maximum amount of Euro 35.671,35 by issuing up to 108.095 new FinecoBank ordinary shares; attributable entirely to capital at Euro 0.33 per share, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the Identified Staff of FinecoBank in execution of the 2021 Incentive System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 7, 2023, to increase the share capital by a nominal amount of Euro 21,226.92, corresponding to 64,324 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 887.70, corresponding to 2,690 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 10,932.24, corresponding to 33,128 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p><del>19.</del> <b>10.</b> The Board of Directors has the right, pursuant to Article 2443 of the Italian Civil Code, to resolve a free increase in share capital, pursuant to Article 2349 of the Italian Civil Code, one or more times and for a maximum period of five years from the date of the shareholders' resolution dated April 28, 2021 for a maximum amount of Eur 283,511.58 (attributable entirely to capital) with the issue of</p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>up to 859,126 new FinecoBank ordinary shares with a par value of Euro 0.33 per share, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Employees in execution of the 2021-2023 Long Term Incentive Plan.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 29,083.23, corresponding to 88,131 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 60,900.51, corresponding to 184,547 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>20. The Board of Directors has the right, pursuant to Article 2443 of the civil Code, to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, in one or more instances and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 28, 2022, for a maximum amount of Euro 120,976.02 (attributable entirely to capital) by issuing up to 366,594 new FinecoBank ordinary shares, (ii) from the date of the shareholders' resolution dated April 27, 2023 for a maximum amount of Euro 27,921.96 with the issue of up to 84,612 new FinecoBank ordinary shares, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to FinecoBank Identified Staff in execution of the 2022 Incentive System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2022, resolved on February 6, 2024, to increase the</p>	<p>up to 859,126 new FinecoBank ordinary shares with a par value of Euro 0.33 per share, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the FinecoBank Employees in execution of the 2021-2023 Long Term Incentive Plan.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 6, 2024, to increase the share capital by a nominal amount of Euro 29,083.23, corresponding to 88,131 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2021, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 60,900.51, corresponding to 184,547 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p><del>20</del> 11. The Board of Directors has the right, pursuant to Article 2443 of the civil Code, to carry out a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, in one or more instances and for a maximum period of five years (i) from the date of the shareholders' resolution dated April 28, 2022, for a maximum amount of Euro 120,976.02 (attributable entirely to capital) by issuing up to 366,594 new FinecoBank ordinary shares, (ii) from the date of the shareholders' resolution dated April 27, 2023 for a maximum amount of Euro 27,921.96 with the issue of up to 84,612 new FinecoBank ordinary shares, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to FinecoBank Identified Staff in execution of the 2022 Incentive System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2022, resolved on February 6, 2024, to increase the</p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>share capital by a nominal amount of Euro 19,551.18, corresponding to 59,246 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2022, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 1,089.33, corresponding to 3,301 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>21. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, to resolve carry out a free capital increase in share capital, pursuant to Article 2349 of the Italian civil Code, in one or more times instances and for a maximum period of five years i) from the date of the shareholders' resolution dated April 27, 2023, for a maximum amount of Euro 177,097.47 (attributable entirely to capital) with the issue of by issuing up to 536,659 new FinecoBank ordinary shares with a par value of Euro 0.33 per share, ii) from the date of the shareholders' resolution dated April 24, 2024, for a maximum amount of Euro 39,933.30 by issuing up to 121,010 new FinecoBank ordinary shares; attributable entirely to capital 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 FinecoBank Identified Staff in execution of the 2023 Incentive System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 27, 2023, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 25,463.46, corresponding to 77,162 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>22. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code,</p>	<p>share capital by a nominal amount of Euro 19,551.18, corresponding to 59,246 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2022, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 1,089.33, corresponding to 3,301 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p><del>21</del> 12. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, to resolve carry out a free capital increase in share capital, pursuant to Article 2349 of the Italian civil Code, in one or more times instances and for a maximum period of five years i) from the date of the shareholders' resolution dated April 27, 2023, for a maximum amount of Euro 177,097.47 (attributable entirely to capital) with the issue of by issuing up to 536,659 new FinecoBank ordinary shares with a par value of Euro 0.33 per share, ii) from the date of the shareholders' resolution dated April 24, 2024, for a maximum amount of Euro 39,933.30 by issuing up to 121,010 new FinecoBank ordinary shares; attributable entirely to capital 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 FinecoBank Identified Staff in execution of the 2023 Incentive System.</p> <p>The Board of Directors, in partial execution of the authority granted pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 27, 2023, resolved on February 5, 2025, to increase the share capital by a nominal amount of Euro 25,463.46, corresponding to 77,162 ordinary shares with a par value of Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p><del>22</del> 13. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code,</p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>to carry out a free capital increase, pursuant to Article 2349 of the Italian civil Code, in one or more instances and for a maximum period of five years i) from the date of the shareholders' resolution dated April 24, 2024, for a maximum amount of Euro 200,566.74 by issuing up to 607,778 new FinecoBank ordinary shares, ii) from the date of the shareholders' resolution dated April 29, 2025, for a maximum amount of Euro 42,754.47 by issuing up to 129,559 new FinecoBank ordinary shares; attributable entirely to capital 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 FinecoBank Identified Staff in execution of the 2024 Incentive System.</p>	<p>to carry out a free capital increase, pursuant to Article 2349 of the Italian civil Code, in one or more instances and for a maximum period of five years i) from the date of the shareholders' resolution dated April 24, 2024, for a maximum amount of Euro 200,566.74 by issuing up to 607,778 new FinecoBank ordinary shares, ii) from the date of the shareholders' resolution dated April 29, 2025, for a maximum amount of Euro 42,754.47 by issuing up to 129,559 new FinecoBank ordinary shares; attributable entirely to capital 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 FinecoBank Identified Staff in execution of the 2024 Incentive System.</p>
<p>23. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, to resolve, in one or more instances and for a maximum period of five years from the date of the shareholders' resolution dated April 24, 2024, a free increase in share capital, pursuant to Article 2349 of the Italian civil Code, for a maximum amount of Euro 460,286.64 (attributable entirely to capital) by issuing up to 1,394,808 new FinecoBank 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 employees of FinecoBank Group in execution of the 2024-2026 Long-Term Incentive Plan for employees.</p>	<p><del>23</del> 14. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, to resolve, in one or more instances and for a maximum period of five years from the date of the shareholders' resolution dated April 24, 2024, a free increase in share capital, pursuant to Article 2349 of the Italian civil Code, for a maximum amount of Euro 460,286.64 (attributable entirely to capital) by issuing up to 1,394,808 new FinecoBank 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 employees of FinecoBank Group in execution of the 2024-2026 Long-Term Incentive Plan for employees.</p>
<p>24. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, to resolve, in one or more instances and for a maximum period of five years from the date of the shareholders' resolution dated April 29, 2025, a free increase in share capital, pursuant to Article 2349 of the Italian civil Code, for a maximum amount of Euro 154,106.37 (attributable entirely to capital) by issuing up to 466,989 new FinecoBank 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 FinecoBank Identified Staff in execution of the 2025 Incentive System.</p>	<p>24 15. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, to resolve, in one or more instances and for a maximum period of five years from the date of the shareholders' resolution dated April 29, 2025, a free increase in share capital, pursuant to Article 2349 of the Italian civil Code, for a maximum amount of Euro 154,106.37 (attributable entirely to capital) by issuing up to 466,989 new FinecoBank 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 FinecoBank Identified Staff in execution of the 2025</p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
	Incentive System.
<p><b>Article 13</b></p> <p>1. The Company is managed by a Board of Directors composed of a minimum of 9 (nine) and a maximum of 13 (thirteen) members. The composition of the Board shall be gender balanced.</p> <p>2. The members of the Board of Directors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV), for the performance of the office of director of a bank issuing shares listed on regulated markets.</p> <p>3. Furthermore, the majority of the members of the Board of Directory must meet the independence requirements established by the Corporate Governance Code for Listed Companies currently in force and listed below namely those required by the Corporate Governance Code from time to time in force. Specifically, a Director cannot be considered Independent in the following cases:</p> <p>a) if, directly or indirectly, including through subsidiaries, trustees or third parties, they control the Company or are able to exercise significant influence over it, or participate in a shareholders' agreement through which one or more subjects can exercise control or significant influence over the Company;</p> <p>b) if they are, or have been in the previous three financial years, a significant representative of the Company, of a subsidiary of strategic importance or of a company subject to joint control with the Company, or of a company or entity which, also together with others through a</p>	<p><b>Article 13</b></p> <p>1. UNCHANGED</p> <p>2. The members of the Board of Directors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association <del>and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV)</del>, for the performance of the office of director of a bank issuing shares listed on regulated markets.</p> <p>3. Furthermore, the majority of the members of the Board of Directory must meet, <b>in addition to the independence requirements set forth in the regulations in force at the time</b>, the independence requirements established by the <b>Corporate Governance Code for Listed Companies in force at the time</b>. <del>Corporate Governance Code for Listed Companies currently in force and listed below namely those required by the Corporate Governance Code from time to time in force. Specifically, a Director cannot be considered Independent in the following cases:</del></p> <p><del>a) if, directly or indirectly, including through subsidiaries, trustees or third parties, they control the Company or are able to exercise significant influence over it, or participate in a shareholders' agreement through which one or more subjects can exercise control or significant influence over the Company;</del></p> <p><del>b) if they are, or have been in the previous three financial years, a significant representative of the Company, of a</del></p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>shareholders' agreement, controls the Company or is able to exercise significant influence over it;</p> <p>c) if, directly or indirectly (for example through subsidiaries or of which they are a significant representative, or as a partner of a professional firm or a consultancy company), they have, or have had in the previous year, a significant commercial, financial or professional relationship: (i) with the Company, one of its subsidiaries, or any of the relevant significant representatives; (ii) with a party who, also jointly with others through a shareholders' agreement, controls the Company, or - in the case of a company or entity - with the relevant significant representatives; or are, or have been in the previous three financial years, an employee of one of the aforementioned parties;</p> <p>d) if they receive, or have received in the previous three financial years a significant additional remuneration from the Company or from a subsidiary or parent company (compared to the "fixed" remuneration for a non-executive director of the Company and to the remuneration for participation in committees as recommended by the Borsa Italiana S.p.A. Corporate Governance Code) including in the form of participation in incentive plans linked to company performance, including those based on shares;</p> <p>e) if they have been a director of the Company for more than nine out of the past twelve years;</p> <p>f) if they holds the position of executive director in another company where an executive director of the Company holds the office of director;</p> <p>g) if they are a shareholder or director of a company or entity belonging to the network of the company entrusted with the legal audit of the Company;</p> <p>h) if they are a close family member of a person who is in one of the situations referred to in the previous points.</p> <p>For the purposes of the cases indicated above, the definitions provided for in the Corporate Governance Code promoted by Borsa Italiana S.p.A. apply.</p>	<p><del>subsidiary of strategic importance or of a company subject to joint control with the Company, or of a company or entity which, also together with others through a shareholders' agreement, controls the Company or is able to exercise significant influence over it;</del></p> <p><del>e) if, directly or indirectly (for example through subsidiaries or of which they are a significant representative, or as a partner of a professional firm or a consultancy company), they have, or have had in the previous year, a significant commercial, financial or professional relationship: (i) with the Company, one of its subsidiaries, or any of the relevant significant representatives; (ii) with a party who, also jointly with others through a shareholders' agreement, controls the Company, or - in the case of a company or entity - with the relevant significant representatives; or are, or have been in the previous three financial years, an employee of one of the aforementioned parties;</del></p> <p><del>d) if they receive, or have received in the previous three financial years a significant additional remuneration from the Company or from a subsidiary or parent company (compared to the "fixed" remuneration for a non-executive director of the Company and to the remuneration for participation in committees as recommended by the Borsa Italiana S.p.A. Corporate Governance Code) including in the form of participation in incentive plans linked to company performance, including those based on shares;</del></p> <p><del>e) if they have been a director of the Company for more than nine out of the past twelve years;</del></p> <p><del>f) if they holds the position of executive director in another company where an executive director of the Company holds the office of director;</del></p> <p><del>g) if they are a shareholder or director of a company or entity belonging to the network of the company entrusted with the legal audit of the Company;</del></p> <p><del>h) if they are a close family member of a person who is in one of the situations referred to in the previous points.</del></p> <p><del>For the purposes of the cases indicated above,</del></p>

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<p>4. Directors shall hold office for three financial years, except where a shorter term is established at the time of their appointment; the term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected.</p> <p>5. The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by entitled persons; the candidates must be listed in numerical order on the lists. 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 laws or regulations from time to time in force. The decision to submit a list by the Board of Directors must be resolved by an absolute majority of the members in office, subject to a preliminary investigation by the internal board committee with responsibility for appointments.</p> <p>6. 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 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, including lists with less than 3 (three) candidates, must meet</p>	<p><del>the definitions provided for in the Corporate Governance Code promoted by Borsa Italiana S.p.A. apply.</del></p> <p>4. UNCHANGED</p> <p>5. The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by entitled persons; the candidates must be listed in numerical order on the lists. 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 laws or regulations from time to time in force. The decision to submit a list by the Board of Directors must be resolved <del>by an absolute majority</del> <b>with the favorable vote of two-thirds</b> of the members in office, subject to a preliminary investigation by the internal board committee with responsibility for appointments; <b>the list submitted by the Board of Directors must contain a minimum number of candidates equal to that indicated in the proposal submitted by the Board of Directors, increased by one third, rounded to the nearest whole number if the application of the increase does not result in a whole number of candidates.</b></p> <p>6. 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 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, including lists with less than 3 (three) candidates, must meet</p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>the aforementioned independence requirements.</p> <p>7. In order for a list submitted by shareholders to be valid, it must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties submitting the list, no later than the twenty-five days before the date of the Shareholders' Meeting and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations). Any list submitted by the Board of Directors pursuant to paragraph 5 above must be filed at the Registered Office and published in the manner described above at least thirty days before the date set for the Shareholders' Meeting.</p> <p>8. Each party entitled (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a</p>	<p>the aforementioned independence requirements. <b>Notwithstanding the foregoing, in the event that the Board of Directors submits a list, each list with a number of candidates equal to or greater than 2 (two) (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 and (ii) must ensure that at least the majority of the candidates (i.e. half for lists containing 2 (two) candidates) meet the independence requirements set out in the Articles of Association, without prejudice to the fact that the first candidate on any list submitted by shareholders, even if it contains only one candidate, must meet the aforementioned independence requirements.</b></p> <p>7. In order for a list submitted by shareholders to be valid, it must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties submitting the list, no later than the twenty-five days before the date of the Shareholders' Meeting and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations). Any list submitted by the Board of Directors pursuant to paragraph 5 above must be filed at the Registered Office and published in the manner described above <del>at least thirty days before</del> <b>no later than the fortieth day prior</b> to the date set for the Shareholders' Meeting.</p> <p>8. UNCHANGED</p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.</p> <p>9. In the event the shareholders submit lists, ownership of the minimum shareholding required for submitting lists is calculated based on the shares registered to each shareholder, or to multiple shareholders combined, on the day when the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.</p> <p>10. The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 7 above, as well as the following disclosures:</p> <ul style="list-style-type: none"> <li>- for shareholders, information pertaining to those who submitted the lists, with information on the total percentage of interest held;</li> <li>- information on the personal and professional characteristics of the candidates included in the list;</li> <li>- a statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their responsibility, that there are no grounds for their ineligibility or incompatibility to stand as candidate, and that they meet the requirements prescribed for the office by the Articles of Association and by the current laws and regulations and the possible possession of the independence requirements referred to in paragraph 3 above, according to a format that will be made public</li> </ul>	<p>9. UNCHANGED</p> <p>10. UNCHANGED</p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>by the company in advance that takes into account the guidelines of the Supervisory Authorities.</p> <p>Any list that does not meet the above requirements shall be deemed to have not been submitted.</p> <p>11. Each eligible voter may vote for one list only.</p> <p>12. The members of the Board of Directors shall be elected as follows:</p> <p>a) a number of Directors equal to the number of board members shall be drawn - in the order in which they appear on the list - from the list receiving the majority of votes cast except, depending on the case, 2 (two) or 3 (three) that will be taken from the minority list(s) that are not connected with those who submitted or voted for the list that obtained the highest number of votes in accordance with the current regulations, as specified below:</p> <p>a.1) if only two lists are submitted, the remaining 2 (two) Directors will be drawn in consecutive order from the second list that received the highest number of votes at the meeting,</p> <p>a.2) if 3 (three) or more lists are submitted, 2 (two) Directors will be drawn in consecutive order from the second list that obtained the highest number of votes at the meeting regardless of the percentage of votes received, while 1 (one) Director will be drawn in consecutive order from the third list that received the highest number of votes at the meeting provided that it received at least 2% of the votes cast at the meeting, it being understood that in the event of the failure to receive this percentage by the third list by number of votes the mechanism provided for in the previous paragraph a.1) will be applied;</p> <p>b) if the majority list does not reach a sufficient number of candidates for the election of the number of Directors to be appointed, according to the mechanism indicated in letter a) above, all the candidates from the majority list shall be appointed and the remaining Directors shall be drawn from the minority list, in the order in which they appear on the list, receiving the highest</p>	<p>11. UNCHANGED</p> <p>12. <b>Except for the cases referred to in paragraphs 13 and 14 below,</b> <del>the</del> the members of the Board of Directors shall be elected as follows:</p> <p>a) a number of Directors equal to the number of board members shall be drawn - in the order in which they appear on the list - from the list receiving the majority of votes cast except, depending on the case, 2 (two) or 3 (three) that will be taken from the minority list(s) that are not connected with those who submitted or voted for the list that obtained the highest number of votes in accordance with the current regulations, as specified below:</p> <p>a.1) if only two lists are submitted, the remaining 2 (two) Directors will be drawn in consecutive order from the second list that received the highest number of votes at the meeting,</p> <p>a.2) if 3 (three) or more lists are submitted, 2 (two) Directors will be drawn in consecutive order from the second list that obtained the highest number of votes at the meeting regardless of the percentage of votes received, while 1 (one) Director will be drawn in consecutive order from the third list that received the highest number of votes at the meeting provided that it received at least 2% of the votes cast at the meeting, it being understood that in the event of the failure to receive this percentage by the third list by number of votes the mechanism provided for in the previous paragraph a.1) will be applied;</p> <p>b) if the majority list does not reach a sufficient number of candidates for the election of the number of Directors to be appointed, according to the mechanism indicated in letter a) above, all the candidates from the majority list shall be appointed and the remaining Directors shall be drawn from</p>

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<p>number of votes; if necessary, directors shall also be drawn from the second most voted minority list, always in the order in which the appear on the list, until the number of Directors to elect has been reached;</p> <p>c) if the number of candidates in the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected through a resolution made by the Shareholders' Meeting by relative majority (and therefore without taking into account any abstentions), ensuring compliance with the principles of independence and gender equality provided for respectively in articles 13 paragraph 3 and 13 paragraph 6 of Articles of Association. If there is a tie vote between two or more candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;</p> <p>d) if only one list or no list is filed, the Shareholders' Meeting shall act in accordance with the procedures set forth in letter c) above; in the event of a tie between lists or candidates, the shareholders' meeting shall hold a second round of voting to establish their ranking;</p> <p>e) if the required minimum number of Independent Directors and/or Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the next candidates on the same list, who meet the necessary requirements. Should it prove impossible, even after applying this criterion, to identify the Directors who meet the above requirements, the above substitution criterion shall apply to the minorities lists receiving the highest votes from which the candidates elected have been drawn;</p> <p>f) if even after applying the substitution criteria referred to in letter e) above, suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority. In this case, the substitutions shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.</p>	<p>the minority list, in the order in which they appear on the list, receiving the highest number of votes; if necessary, directors shall also be drawn from the second most voted minority list, always in the order in which the appear on the list, until the number of Directors to elect has been reached;</p> <p>c) if the number of candidates in the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected through a resolution made by the Shareholders' Meeting by relative majority (and therefore without taking into account any abstentions), ensuring compliance with the principles of independence and gender equality provided for respectively in articles 13 paragraph 3 and 13 paragraph 6 of Articles of Association. If there is a tie vote between two or more candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;</p> <p>d) if only one list or no list is filed, the Shareholders' Meeting shall act in accordance with the procedures set forth in letter c) above; in the event of a tie between lists or candidates, the shareholders' meeting shall hold a second round of voting to establish their ranking;</p> <p>e) if the required minimum number of Independent Directors and/or Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the next candidates on the same list, who meet the necessary requirements. Should it prove impossible, even after applying this criterion, to identify the Directors who meet the above requirements, the above substitution criterion shall apply to the minorities lists receiving the highest votes from which the candidates elected have been drawn;</p> <p>f) if even after applying the substitution criteria referred to in letter e) above, suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority <b>(and therefore without taking into account any abstentions)</b>. In this</p>

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	<p>case, the substitutions shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.</p> <p><b>13. Notwithstanding the provisions of paragraph 12 above, if the Board of Directors has submitted a list and the said list obtains the highest number of votes, the election of the members of the Board of Directors shall proceed as follows:</b></p> <p><b>a) the minorities must be assigned a total number of seats on the Board of Directors equal to twenty per cent of the total number of members of that body, rounded up to the next whole number if the application of the allocation quota indicated does not result in a whole number of members to be allocated to the minorities. The seats allocated to the minorities, as defined above, are then distributed as follows:</b></p> <p style="padding-left: 40px;"><b>a.1) if the first two minority lists that are not linked to the Board list under current regulations, as determined by the votes cast at the Shareholders' Meeting, obtain a total of no more than twenty per cent of the total votes cast, those two minority lists shall compete for the seats allocated to the minorities and, in particular, such seats shall be distributed among them in proportion to the votes they have obtained, as follows. Specifically, these votes are divided by one, two, three, and so on. The quotients thus obtained are consecutively assigned to the candidates on each of these lists, in the order in which they are listed on the lists. The quotients thus assigned to the candidates on these lists are arranged in a single descending order. Those who have obtained the highest results are elected, up to the total number of Directors to be elected from the minorities. If several candidates have obtained the same quotient, the candidate from the list that has not yet elected any Directors or that has elected the fewest Directors is elected. If none of these lists has yet elected a Director or if all have elected the same number of Directors, the</b></p>

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	<p>candidate from the list that has obtained the highest number of votes is elected.</p> <p>In the event of a tie in the list votes and again in the case of a tie in the quotient, a new vote shall be taken by the entire Shareholders' Meeting, and the candidate who obtains a simple majority of the votes (and therefore without taking into account any abstentions) shall be elected. If there is only one minority list (and it has not obtained more than twenty per cent of the total votes cast), the Directors due to the minorities shall be drawn entirely from that list;</p> <p>a.2) if the first two minority lists that are not linked to the Board list under current regulations, as determined by the votes cast at the Shareholders' Meeting, obtain a total of more than twenty per cent of the total votes cast at the Shareholders' Meeting, the seats due to the minorities shall be distributed - in proportion to the votes obtained respectively - among the minority lists that have obtained a percentage of votes not less than three per cent of the votes cast at the Shareholders' Meeting, with the clarification that these lists shall also be allocated proportionally the votes obtained by those that have obtained a percentage of votes less than three per cent. For the purposes of distribution, the quotient mechanism shall apply, as well as the additional provisions for cases of a tie referred to in point a.1) above. Furthermore, even in this case, where there is a single minority list (and it has obtained more than twenty per cent of the total votes cast), the Directors due to the minorities shall be drawn entirely from that list;</p> <p>b) the remaining seats on the Board are allocated to the list submitted by the Board of Directors, according to the following procedures:</p> <p>(i) the Shareholders' Meeting proceeds to a further individual vote on each candidate on the list submitted by the Board of Directors;</p> <p>(ii) the aforementioned candidates are</p>

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	<p>ranked according to the number of votes obtained by each of them, from highest to lowest;</p> <p>(iii) the candidates who have obtained the most votes are elected, up to the number of seats to be allocated to the list submitted by the Board of Directors;</p> <p>(iv) in the event of a tie between candidates, the order in which they are listed on the list shall be used. This criterion also applies to candidates who equally do not receive any votes;</p> <p>c) if the minority lists entitled to allocation do not have a sufficient number of candidates to ensure that the number of Directors to be elected from them is reached in accordance with the mechanisms indicated in letter a), the remaining Directors shall be drawn from the other minority lists (entitled to allocation) by applying the quotients and the additional provisions for cases of a tie referred to in letter a.1) above, until the number of Directors to be elected is completed. If it is not possible to identify the remaining Directors in this way, they shall be chosen from among the unelected candidates on the Board of Directors' list in the order indicated in letter b(ii) above or, in the cases and in accordance with the provisions of letter b)(iv) above, on the basis of the consecutive order in which they are listed on the list;</p> <p>d) if, on the basis of the above criteria, the minimum number of Independent Directors and/or Directors belonging to the under-represented gender is not elected, the candidates drawn from the Board of Directors' list who do not meet the relevant requirements and who obtained the lowest number of votes in the additional individual vote referred to in letter b(i) above or, in the cases and in accordance with letter b) (iv), who bear the highest consecutive number on the list, shall be replaced by the next candidates meeting the requirement or requirements from the same list, in the order indicated in letter</p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
	<p><b>b(ii) above or, again in the cases and in accordance with the provisions of letter b)(iv) above, on the basis of the lowest consecutive number which they bear on the list. If, even after applying this criterion, it is not possible to identify a sufficient number of Directors with the above characteristics, the replacement shall apply to the minority lists (entitled to allocation and from which the elected candidates were drawn), based on the highest quotients pursuant to letter a.1) above or the additional provisions set out in the same letter for cases of a tie, up to the number of members to be replaced;</b></p> <p><b>e) if, even after applying the replacement criteria referred to in letter d) above, no suitable replacements are identified, the Shareholders' Meeting shall decide by relative majority (and therefore without taking into account any abstentions). In this case too, unsuitable candidates shall be replaced in the order set out in letter d) above.</b></p> <p><b>If the list submitted by the Board of Directors has contributed, in accordance with this paragraph, to the allocation of the elected Directors, resulting in the list receiving the highest number of votes at the Shareholders' Meeting, the internal board committee established for internal control and risk management, appointed by the Board of Directors, shall be chaired by an Independent Director chosen from among the elected Directors who were not drawn from the list submitted by the Board of Directors.</b></p> <p><b>14. If the list submitted by the Board of Directors is the only one duly submitted or the only one to receive votes at the Shareholders' Meeting, the Directors to be elected shall be drawn entirely from that list, without prejudice to the need to proceed in accordance with paragraph 13, letter b). If the minimum number of Independent Directors and/or Directors belonging to the less represented gender is</b></p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>13. In the event of death, resignation, withdrawal or removal from office for any other reason of a Director, or where a Director no longer meets the professional competence and integrity requirements, the Board of Directors can take steps to coopt a Director, in compliance with the principles of minority representation and gender equality. If, in the above cases, the minimum number of independent Directors and/or the number of Directors belonging to the least represented gender envisaged respectively by articles 13 paragraph 3 and 13 paragraph 6 of the Articles of Association is not met, the Board of Directors shall replace them.</p> <p>14. For the appointment of Directors needed to fill vacancies on the Board of Directors, the Shareholders' Meeting shall resolve by relative majority, ensuring that the principles of independence and gender equality established by current law and regulations and the Articles of Association are met.</p>	<p><b>not elected, the Directors who do not meet the relevant requirements and who obtained the lowest number of votes in the additional individual vote referred to in letter b(i) above or, in the cases and in accordance with the provisions of letter b) (iv), who bear the highest consecutive number on the list, shall be replaced by the next candidates meeting the requirement or requirements from the same list, in the order indicated in letter b(ii) above or, again in the cases and in accordance with the provisions of letter b)(iv) above, with the lowest consecutive number. If it is not possible to identify a sufficient number of suitable replacements in this way either, the Shareholders' Meeting shall decide by relative majority (and therefore without taking into account any abstentions) and the unsuitable candidates shall be replaced in the order set out above.</b></p> <p><del>13</del> <b>15.</b> In the event of death, resignation, withdrawal or removal from office for any other reason of a Director, or where a Director no longer meets the <del>professional competence and integrity</del> <b>eligibility</b> requirements, the Board of Directors can take steps to coopt a Director, in compliance with the principles of <b>independence</b>, minority representation <b>(where applicable)</b> and gender equality. If, in the above cases, the minimum number of independent Directors and/or the number of Directors belonging to the least represented gender envisaged respectively by articles 13 paragraph 3 and 13 paragraph 6 of the Articles of Association is not met, the Board of Directors shall replace them.</p> <p><del>14</del> <b>16.</b> For the appointment of Directors needed to fill vacancies on the Board of Directors, the Shareholders' Meeting shall resolve by relative majority <b>(and therefore without taking into account any abstentions)</b>, ensuring that the principles of independence, <b>minority representation (where applicable)</b> and gender equality established by current law and regulations and the Articles of Association are met.</p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p><b>Article 23</b></p> <p>1. The Ordinary Shareholders' Meeting shall appoint three Standing Auditors, one of which will be elected Chairman, and two stand-in auditors, which shall hold office for three financial years. Their term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected. The law and the provisions of these Articles of Association shall be observed for their appointment, dismissal and replacement.</p> <p>2. The Statutory Auditors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV). The Statutory Auditors, in addition to the independence requirements provided for by the legislation in force at the time, must be in possession of the independence requirements provided for by Art. 13, paragraph 3, of the Articles of Association. Pursuant to the provisions of current rules and regulations, at least two Standing Auditors and one stand-in Auditor must have been entered in the Register of Auditors for at least three years and have not less than three years of experience as a statutory auditor. Statutory Auditors who are not entered in the Register of Auditors must have at least three years of experience in:</p> <p>a) professional activities as a certified public accountant or lawyer, rendered primarily to the banking, insurance and financial sectors;</p> <p>b) teaching, at University level, subjects concerning - in the legal field - banking, commercial and/or fiscal law, as well as financial markets and - in the business/finance field - banking operations, business economics,</p>	<p><b>Article 23</b></p> <p>1. UNCHANGED</p> <p>2. The Statutory Auditors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association <del>and in any event those provided for by the European Directive of 26 June 2013 No. 36 (CRD IV).</del> The Statutory Auditors, in addition to the independence requirements provided for by the legislation in force at the time, must be in possession of the independence requirements provided for by <del>Art. 13, paragraph 3, of the Articles of Association</del> <b>the Corporate Governance Code for Listed Companies in force from time to time.</b> <del>Pursuant to the provisions of current rules and regulations, at least two Standing Auditors and one stand-in Auditor must have been entered in the Register of Auditors for at least three years and have not less than three years of experience as a statutory auditor. Statutory Auditors who are not entered in the Register of Auditors must have at least three years of experience in:</del></p> <p><del>a) professional activities as a certified public accountant or lawyer, rendered primarily to the banking, insurance and financial sectors;</del></p> <p><del>b) teaching, at University level, subjects concerning in the legal field banking, commercial and/or fiscal law, as well as</del></p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance; c) management functions at public entities governmental authorities operating in the credit, financial or insurance sector, as well as in the provision of investment services sector or collective portfolio management sector, both of which are defined in Legislative Decree no. 58 of 24 February 1998.</p> <p>3. The appointment of standing and stand-in members of the Board of Statutory Auditors takes place on the basis of lists submitted by entitled persons in which the candidates must 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. As a minimum, the first two candidates for the position of Statutory Auditor and the first candidate for the position of Stand-in Statutory Auditor in the respective lists must be entered in the Register of Auditors and have experience as a statutory auditor in accordance with paragraph 2. Each list for the appointment of Statutory Auditor and Stand-in Statutory Auditor must have a number of candidates belonging to the least represented gender, so as to ensure compliance with at least the minimum requirements for gender equality</p>	<p><del>financial markets and in the business/finance field—banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance;</del> <del>e) —management functions at public entities governmental authorities operating in the credit, financial or insurance sector, as well as in the provision of investment services sector or collective portfolio management sector, both of which are defined in Legislative Decree no. 58 of 24 February 1998.</del></p> <p><b>In order to meet the professional requirements, at least one Standing Auditor and one stand-in Auditor must be registered in the Register of Auditors and have practiced statutory auditing for a period of not less than three years. The other members of the Board of Statutory Auditors must meet the professional requirements set out in the current implementing regulations of Article 26 of Legislative Decree No. 385 of 1 September 1993 and Legislative Decree No. 58 of 24 February 1998; for the purposes of the provisions of the implementing regulations of Legislative Decree No. 58/1998, the credit, financial, securities and insurance sectors are considered to be matters and sectors strictly related to the Bank's activities.</b></p> <p>3. UNCHANGED</p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>prescribed by current law and regulations. No candidate may appear in more than one list, or shall otherwise be disqualified.</p> <p>4. In order to be valid, the lists must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties filing the lists, no later than twenty-five days before the date of the Shareholders' Meeting (or within a different period of time according to applicable laws in force at the time) and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days prior to the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations).</p> <p>5. Each party entitled to vote (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.</p> <p>6. Lists may be submitted by parties entitled to vote who alone or together with others, hold shares with voting rights representing at least the percentage of share capital required by applicable law and regulatory provisions in force at the time.</p> <p>7. 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.</p>	<p>4. UNCHANGED</p> <p>5. UNCHANGED</p> <p>6. UNCHANGED</p> <p>7. UNCHANGED</p>

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<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
<p>8. Ownership of the minimum shareholding required to submit a list is calculated with regard to the shares registered to each shareholder, or to multiple shareholders combined, on the day on which the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current rules and regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.</p>	<p>8. UNCHANGED</p>
<p>9. The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 4 above. Any list that does not meet the above requirements shall be deemed to have not been submitted.</p>	<p>9. UNCHANGED</p>
<p>10. Each eligible voter may vote for one list only.</p>	<p>10. UNCHANGED</p>
<p>11. The members of the Board of Statutory Auditors shall be elected as follows: a) 2 (two) Standing Auditors and 1 (one) Stand-in Statutory Auditor are drawn from the list obtaining the largest number of votes cast by the Shareholders, in the order in which they appear on the list ; b) the remaining Statutory Auditor and the remaining Stand-in Statutory Auditor are drawn from the list that obtained the most votes after the list referred to in letter a). The first candidates of the related section are thus elected Statutory Auditor and Stand-in Statutory Auditor.</p>	<p>11. UNCHANGED</p>
<p>12. The Chairmanship of the Board of Statutory Auditors will go to the first candidate of Standing Auditors from the minority list receiving the most votes.</p>	<p>12. UNCHANGED</p>
<p>13. If, in accordance with the deadlines and procedures set forth in the previous paragraphs, only one list or no list has been presented, or the lists do not contain the required number of candidates to be elected, the Shareholders' Meeting shall pass a resolution for the appointment or completion of the Board of</p>	<p>13. If, in accordance with the deadlines and procedures set forth in the previous paragraphs, only one list or no list has been presented, or the lists do not contain the required number of candidates to be elected, the Shareholders' Meeting shall pass a resolution for the appointment or completion of the Board of</p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>Statutory Auditors by relative majority. If there is a tie vote between several candidates, a run-off election shall be held between them with a further vote of the Shareholders' Meeting. The Shareholders' Meeting shall be required to ensure compliance with the provisions of applicable laws and regulations concerning gender balance.</p>	<p>Statutory Auditors by relative majority <b>(and therefore without taking into account any abstentions)</b>. If there is a tie vote between several candidates, a run-off election shall be held between them with a further vote of the Shareholders' Meeting. The Shareholders' Meeting shall be required to ensure compliance with the provisions of applicable laws and regulations concerning gender balance.</p>
<p>14. In the event the death, resignation, withdrawal or removal from office for any other reason of a Statutory Auditor, he/she shall be replaced by the Stand-in Statutory Auditor, from the same list as the outgoing Auditor, in the order in which they appear on the list, complying with the minimum number of members entered in the Register of Auditors who have been engaged in auditing activities as per paragraph 3 and in compliance with gender equality principles. If this is not possible, the outgoing Auditor shall be replaced by the Stand-in Statutory Auditor meeting the specified requirements, drawn from the minority list which obtained the most votes, following the order in which they appear on the list. Where the appointment of Auditors is not carried out using the slate voting system, the Stand-in Statutory Auditor shall take over pursuant to statutory provisions. Should it be necessary to replace the Chairman, the Stand-In Statutory Auditor taking over shall also serve as Chairman. The Shareholders shall appoint or replace Auditors in meetings called in accordance with article 2401, paragraph 1 of the Italian Civil Code in compliance with the principle of adequate representation of minority shareholders and gender equality. Where the appointment of the Stand-in Statutory Auditor in lieu of the Statutory Auditor is not confirmed by the Shareholders' Meeting, he/she shall return to his/her position as Stand-in Statutory Auditor.</p>	<p>14. UNCHANGED</p>
<p>15. The Board of Statutory Auditors shall be considered as having been validly constituted if the majority of Statutory Auditors are present, and resolutions shall be passed by an absolute majority of those present. in case of a tie, the vote cast by the Chairman shall prevail.</p>	<p>15. UNCHANGED</p>
<p>16. If deemed appropriate by the Chairman of the</p>	<p>16. UNCHANGED</p>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>Board of Statutory Auditors, meetings of the Board of Statutory Auditors may be held using telecommunication facilities, provided that each attendee can be identified by all the other attendees and that each of them is able to intervene in real time during the discussion of the issues at hand, as well as receive, transmit and view documents. If these requirements are met, the meeting of the Board of Statutory Auditors shall be considered to have been held in the place where the Chairman is located.</p> <p>17. The Ordinary Shareholders' Meeting shall establish the annual remuneration for each Auditor as required by law. Auditors shall be entitled to reimbursement of the costs incurred in carrying out their duties.</p>	<p>17. UNCHANGED</p>

Please note that the above proposed amendments to the Articles of Association submitted to the approval of the Shareholders' Meeting are subject to an approval measure by the competent Supervisory Authorities pursuant to Article 56 of Legislative Decree No. 385 of 1 September 1993.

#### 4. RESOLUTIONS PROPOSED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

Dear Shareholders, you are therefore invited to approve the following proposed resolution:

*“The Extraordinary Meeting of the Shareholders of FinecoBank S.p.A., having examined the explanatory report prepared by the Board of Directors in accordance with Article 72 and in accordance with Annex 3A of CONSOB Regulation No. 11971 of 14 May 1999 and the proposal it contained,*

*resolved*

- 1) *to delete paragraphs 8 to 16 of article 5 of the Articles of Association, with the consequent renumbering of the subsequent paragraphs (17, 18, 19, 20, 21, 22, 23 and 24) which will become 8, 9, 10, 11, 12, 13, 14, and 15, respectively, and to amend articles 13 and 23 of the Articles of Association as follows:*

##### **"Article 13**

1. *The Company is managed by a Board of Directors composed of a minimum of 9 (nine) and a maximum of 13 (thirteen) members. The composition of the Board shall be gender balanced.*
2. *The members of the Board of Directors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of*

*Association for the performance of the office of director of a bank issuing shares listed on regulated markets.*

*3. Furthermore, the majority of the members of the Board of Directors must meet, in addition to the independence requirements set forth in the regulations in force at the time, the independence requirements established by the Corporate Governance Code for Listed Companies in force at the time.*

*4. Directors shall hold office for three financial years, except where a shorter term is established at the time of their appointment; the term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected.*

*5. The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by entitled persons; the candidates must be listed in numerical order on the lists. 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 laws or regulations from time to time in force. The decision to submit a list by the Board of Directors must be resolved with the favourable vote of two-thirds of the members in office, subject to a preliminary investigation by the internal board committee with responsibility for appointments; the list submitted by the Board of Directors must contain a minimum number of candidates equal to that indicated in the proposal submitted by the Board of Directors, increased by one third, rounded to the nearest whole number if the application of the increase does not result in a whole number of candidates.*

*6. 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 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, including lists with less than 3 (three) candidates, must meet the aforementioned independence requirements. Notwithstanding the foregoing, in the event that the Board of Directors submits a list, each list with a number of candidates equal to or greater than 2 (two) (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 and (ii) must ensure that at least the majority of the candidates (i.e. half for lists containing 2 (two) candidates) meet the independence requirements set out in the Articles of Association, without prejudice to the fact that the first candidate on any list submitted by shareholders, even if it contains only one candidate, must meet the aforementioned independence requirements.*

*7. In order for a list submitted by shareholders to be valid, it must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties submitting the list, no later than the twenty-five days before the date of the Shareholders' Meeting and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days before the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations). Any list submitted by the Board of Directors pursuant to paragraph 5 above must be filed at the Registered Office and published in the manner described above no later than the fortieth day prior to the date set for the Shareholders' Meeting.*

*8. Each party entitled (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other*

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*in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.*

*9. In the event the shareholders submit lists, ownership of the minimum shareholding required for submitting lists is calculated based on the shares registered to each shareholder, or to multiple shareholders combined, on the day when the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.*

*10. The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 7 above, as well as the following disclosures:*

*- for shareholders, information pertaining to those who submitted the lists, with information on the total percentage of interest held;*

*- information on the personal and professional characteristics of the candidates included in the list;*

*- a statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their responsibility, that there are no grounds for their ineligibility or incompatibility to stand as candidate, and that they meet the requirements prescribed for the office by the Articles of Association and by the current laws and regulations and the possible possession of the independence requirements referred to in paragraph 3 above, according to a format that will be made public by the company in advance that takes into account the guidelines of the Supervisory Authorities.*

*Any list that does not meet the above requirements shall be deemed to have not been submitted.*

*11. Each eligible voter may vote for one list only.*

*12. Except for the cases referred to in paragraphs 13 and 14 below, the members of the Board of Directors shall be elected as follows:*

*a) a number of Directors equal to the number of board members shall be drawn - in the order in which they appear on the list - from the list receiving the majority of votes cast except, depending on the case, 2 (two) or 3 (three) that will be taken from the minority list(s) that are not connected with those who submitted or voted for the list that obtained the highest number of votes in accordance with the current regulations, as specified below:*

*a.1) if only two lists are submitted, the remaining 2 (two) Directors will be drawn in consecutive order from the second list that received the highest number of votes at the meeting,*

*a.2) if 3 (three) or more lists are submitted, 2 (two) Directors will be drawn in consecutive order from the second list that obtained the highest number of votes at the meeting regardless of the percentage of votes received, while 1 (one) Director will be drawn in consecutive order from the third list that received the highest number of votes at the meeting provided that it received at least 2% of the votes cast at the meeting, it being understood that in the event of the failure to receive this percentage by the third list by number of votes the mechanism provided for in the previous paragraph a.1) will be applied;*

*b) if the majority list does not reach a sufficient number of candidates for the election of the number of Directors to be appointed, according to the mechanism indicated in letter a) above, all the candidates from the majority list shall be appointed and the remaining Directors shall be drawn from the minority list, in the order in which they appear on the list, receiving the highest number of votes; if necessary, directors shall also be drawn from the second most voted minority list, always in the order in which they appear on the list, until the number of Directors to elect has been reached;*

*c) if the number of candidates in the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected through a resolution made by the Shareholders' Meeting by relative majority (and therefore without taking*

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*into account any abstentions), ensuring compliance with the principles of independence and gender equality provided for respectively in articles 13 paragraph 3 and 13 paragraph 6 of Articles of Association. If there is a tie vote between two or more candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;*

*d) if only one list or no list is filed, the Shareholders' Meeting shall act in accordance with the procedures set forth in letter c) above; in the event of a tie between lists or candidates, the shareholders' meeting shall hold a second round of voting to establish their ranking;*

*e) if the required minimum number of Independent Directors and/or Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the next candidates on the same list, who meet the necessary requirements. Should it prove impossible, even after applying this criterion, to identify the Directors who meet the above requirements, the above substitution criterion shall apply to the minorities lists receiving the highest votes from which the candidates elected have been drawn;*

*f) if even after applying the substitution criteria referred to in letter e) above, suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority (and therefore without taking into account any abstentions). In this case, the substitutions shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.*

*13. Notwithstanding the provisions of paragraph 12 above, if the Board of Directors has submitted a list and the said list obtains the highest number of votes, the election of the members of the Board of Directors shall proceed as follows:*

*a) the minorities must be assigned a total number of seats on the Board of Directors equal to twenty per cent of the total number of members of that body, rounded up to the next whole number if the application of the allocation quota indicated does not result in a whole number of members to be allocated to the minorities. The seats allocated to the minorities, as defined above, are then distributed as follows:*

*a.1) if the first two minority lists that are not linked to the Board list under current regulations, as determined by the votes cast at the Shareholders' Meeting, obtain a total of no more than twenty per cent of the total votes cast, those two minority lists shall compete for the seats allocated to the minorities and, in particular, such seats shall be distributed among them in proportion to the votes they have obtained, as follows. Specifically, these votes are divided by one, two, three, and so on. The quotients thus obtained are consecutively assigned to the candidates on each of these lists, in the order in which they are listed on the lists. The quotients thus assigned to the candidates on these lists are arranged in a single descending order. Those who have obtained the highest results are elected, up to the total number of Directors to be elected from the minorities. If several candidates have obtained the same quotient, the candidate from the list that has not yet elected any Directors or that has elected the fewest Directors is elected. If none of these lists has yet elected a Director or if all have elected the same number of Directors, the candidate from the list that has obtained the highest number of votes is elected. In the event of a tie in the list votes and again in the case of a tie in the quotient, a new vote shall be taken by the entire Shareholders' Meeting, and the candidate who obtains a simple majority of the votes (and therefore without taking into account any abstentions) shall be elected. If there is only one minority list (and it has not obtained more than twenty per cent of the total votes cast), the Directors due to the minorities shall be drawn entirely from that list;*

*a.2) if the first two minority lists that are not linked to the Board list under current regulations, as determined by the votes cast at the Shareholders' Meeting, obtain a total of more than twenty per cent of the total votes cast at the Shareholders' Meeting, the seats due to the minorities shall be distributed - in proportion to the votes obtained respectively - among the minority lists that have obtained a percentage of votes not less than three per cent*

*of the votes cast at the Shareholders' Meeting, with the clarification that these lists shall also be allocated proportionally the votes obtained by those that have obtained a percentage of votes less than three per cent. For the purposes of distribution, the quotient mechanism shall apply, as well as the additional provisions for cases of a tie referred to in point a.1) above. Furthermore, even in this case, where there is a single minority list (and it has obtained more than twenty per cent of the total votes cast), the Directors due to the minorities shall be drawn entirely from that list;*

*b) the remaining seats on the Board are allocated to the list submitted by the Board of Directors, according to the following procedures:*

*(i) the Shareholders' Meeting proceeds to a further individual vote on each candidate on the list submitted by the Board of Directors;*

*(ii) the aforementioned candidates are ranked according to the number of votes obtained by each of them, from highest to lowest;*

*(iii) the candidates who have obtained the most votes are elected, up to the number of seats to be allocated to the list submitted by the Board of Directors;*

*(iv) in the event of a tie between candidates, the order in which they are listed on the list shall be used. This criterion also applies to candidates who equally do not receive any votes;*

*c) if the minority lists entitled to allocation do not have a sufficient number of candidates to ensure that the number of Directors to be elected from them is reached in accordance with the mechanisms indicated in letter a), the remaining Directors shall be drawn from the other minority lists (entitled to allocation) by applying the quotients and the additional provisions for cases of a tie referred to in letter a.1) above, until the number of Directors to be elected is completed. If it is not possible to identify the remaining Directors in this way, they shall be chosen from among the unelected candidates on the Board of Directors' list in the order indicated in letter b(ii) above or, in the cases and in accordance with the provisions of letter b)(iv) above, on the basis of the consecutive order in which they are listed on the list;*

*d) if, on the basis of the above criteria, the minimum number of Independent Directors and/or Directors belonging to the under-represented gender is not elected, the candidates drawn from the Board of Directors' list who do not meet the relevant requirements and who obtained the lowest number of votes in the additional individual vote referred to in letter b(i) above or, in the cases and in accordance with letter b) (iv), who bear the highest consecutive number on the list, shall be replaced by the next candidates meeting the requirement or requirements from the same list, in the order indicated in letter b(ii) above or, again in the cases and in accordance with the provisions of letter b)(iv) above, on the basis of the lowest consecutive number which they bear on the list. If, even after applying this criterion, it is not possible to identify a sufficient number of Directors with the above characteristics, the replacement shall apply to the minority lists (entitled to allocation and from which the elected candidates were drawn), based on the highest quotients pursuant to letter a.1) above or the additional provisions set out in the same letter for cases of a tie, up to the number of members to be replaced;*

*e) if, even after applying the replacement criteria referred to in letter d) above, no suitable replacements are identified, the Shareholders' Meeting shall decide by relative majority (and therefore without taking into account any abstentions). In this case too, unsuitable candidates shall be replaced in the order set out in letter d) above.*

*If the list submitted by the Board of Directors has contributed, in accordance with this paragraph, to the allocation of the elected Directors, resulting in the list receiving the highest number of votes at the Shareholders' Meeting, the internal board committee established for internal control and risk management, appointed by the Board of Directors, shall be chaired by an Independent Director chosen from among the elected Directors who were not drawn from the list submitted by the Board of Directors.*

*14. If the list submitted by the Board of Directors is the only one duly submitted or the only one to receive votes at the Shareholders' Meeting, the Directors to be elected shall be drawn entirely*

*from that list, without prejudice to the need to proceed in accordance with paragraph 13, letter b). If the minimum number of Independent Directors and/or Directors belonging to the less represented gender is not elected, the Directors who do not meet the relevant requirements and who obtained the lowest number of votes in the additional individual vote referred to in letter b(i) above or, in the cases and in accordance with the provisions of letter b) (iv), who bear the highest consecutive number on the list, shall be replaced by the next candidates meeting the requirement or requirements from the same list, in the order indicated in letter b(ii) above or, again in the cases and in accordance with the provisions of letter b)(iv) above, with the lowest consecutive number. If it is not possible to identify a sufficient number of suitable replacements in this way either, the Shareholders' Meeting shall decide by relative majority (and therefore without taking into account any abstentions) and the unsuitable candidates shall be replaced in the order set out above.*

*15. In the event of death, resignation, withdrawal or removal from office for any other reason of a Director, or where a Director no longer meets the eligibility requirements, the Board of Directors can take steps to coopt a Director, in compliance with the principles of independence, minority representation (where applicable) and gender equality. If, in the above cases, the minimum number of independent Directors and/or the number of Directors belonging to the least represented gender envisaged respectively by articles 13 paragraph 3 and 13 paragraph 6 of the Articles of Association is not met, the Board of Directors shall replace them.*

*16. For the appointment of Directors needed to fill vacancies on the Board of Directors, the Shareholders' Meeting shall resolve by relative majority (and therefore without taking into account any abstentions), ensuring that the principles of independence, minority representation (where applicable) and gender equality established by current law and regulations and the Articles of Association are met”.*

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### **"Article 23**

*1. The Ordinary Shareholders' Meeting shall appoint three Standing Auditors, one of which will be elected Chairman, and two stand-in auditors, which shall hold office for three financial years. Their term ends on the date of the Shareholders' Meeting called to approve the financial statements relating to the last year of their appointment and they may be re-elected. The law and the provisions of these Articles of Association shall be observed for their appointment, dismissal and replacement.*

*2. The Statutory Auditors must be suitable for the performance of the office, in accordance with the legislation in force at the time and the Articles of Association and, in particular, they must meet the requirements of professionalism, integrity and independence and respect the criteria of competence, correctness and dedication of time, and the specific limits on the accumulation of offices prescribed by the legislation in force at the time and by the Articles of Association.*

*The Statutory Auditors, in addition to the independence requirements provided for by the legislation in force at the time, must be in possession of the independence requirements provided for by the Corporate Governance Code for Listed Companies in force from time to time.*

*In order to meet the professional requirements, at least one Standing Auditor and one stand-in Auditor must be registered in the Register Of Auditors and have practised statutory auditing for a period of not less than three years. The other members of the Board of Statutory Auditors must meet the professional requirements set out in the current implementing regulations of Article 26 of Legislative Decree No. 385 of 1 September 1993 and Legislative Decree No. 58 of 24 February 1998; for the purposes of the provisions of the implementing regulations of Legislative Decree No. 58/1998, the credit, financial, securities and insurance sectors are considered to be matters and sectors strictly related to the Bank's activities.*

3. *The appointment of standing and stand-in members of the Board of Statutory Auditors takes place on the basis of lists submitted by entitled persons in which the candidates must 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. As a minimum, the first two candidates for the position of Statutory Auditor and the first candidate for the position of Stand-in Statutory Auditor in the respective lists must be entered in the Register of Auditors and have experience as a statutory auditor in accordance with paragraph 2. Each list for the appointment of Statutory Auditor and Stand-in Statutory Auditor must have a number of candidates belonging to the least represented gender, so as to ensure compliance with at least the minimum requirements for gender equality prescribed by current law and regulations. No candidate may appear in more than one list, or shall otherwise be disqualified.*
4. *In order to be valid, the lists must be filed at the Registered Office or the Head Office, also by means of remote communication and in accordance with the procedures stated in the notice of call which allows the identification of the parties filing the lists, no later than twenty-five days before the date of the Shareholders' Meeting (or within a different period of time according to applicable laws in force at the time) and must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under current laws at least twenty-one days prior to the date of the Shareholders' Meeting (or within a different deadline as per applicable regulations).*
5. *Each party entitled to vote (as well as (i) entitled persons belonging to the same group, intended as a party, which need not be a corporation, exercising control pursuant to Article 2359 of the Italian Civil Code and any subsidiary controlled by, or under the control of the said party, or (ii) shareholders who are party to a shareholders' agreement as per Article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) entitled persons who are otherwise associated with each other in a material relationship pursuant to current and applicable statutory or regulatory provisions) may submit individually or with others only one list, just like each candidate may only be included in one list, or otherwise be considered ineligible.*
6. *Lists may be submitted by parties entitled to vote who alone or together with others, hold shares with voting rights representing at least the percentage of share capital required by applicable law and regulatory provisions in force at the time.*
7. *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.*
8. *Ownership of the minimum shareholding required to submit a list is calculated with regard to the shares registered to each shareholder, or to multiple shareholders combined, on the day on which the lists are filed at the Company. Ownership of the number of shares necessary to submit lists must be proven pursuant to current rules and regulations; proof may be submitted to the Company also after the lists have been filed, provided that it is submitted within the deadline for when the Company must make the lists public.*
9. *The entitled persons who submitted a list must also file any additional documentation and declarations required by the laws and regulations in force at the time, within the deadline indicated in paragraph 4 above. Any list that does not meet the above requirements shall be deemed to have not been submitted.*
10. *Each eligible voter may vote for one list only.*
11. *The members of the Board of Statutory Auditors shall be elected as follows:*
  - a) *2 (two) Standing Auditors and 1 (one) Stand-in Statutory Auditor are drawn from the list obtaining the largest number of votes cast by the Shareholders, in the order in which they appear on the list;*
  - b) *the remaining Statutory Auditor and the remaining Stand-in Statutory Auditor are drawn from the list that obtained the most votes after the list referred to in letter a). The first candidates of the related section are thus elected Statutory Auditor and Stand-in Statutory Auditor.*

12. *The Chairmanship of the Board of Statutory Auditors will go to the first candidate of Standing Auditors from the minority list receiving the most votes.*

13. *If, in accordance with the deadlines and procedures set forth in the previous paragraphs, only one list or no list has been presented, or the lists do not contain the required number of candidates to be elected, the Shareholders' Meeting shall pass a resolution for the appointment or completion of the Board of Statutory Auditors by relative majority (and therefore without taking into account any abstentions). If there is a tie vote between several candidates, a run-off election shall be held between them with a further vote of the Shareholders' Meeting. The Shareholders' Meeting shall be required to ensure compliance with the provisions of applicable laws and regulations concerning gender balance.*

14. *In the event the death, resignation, withdrawal or removal from office for any other reason of a Statutory Auditor, he/she shall be replaced by the Stand-in Statutory Auditor, from the same list as the outgoing Auditor, in the order in which they appear on the list, complying with the minimum number of members entered in the Register of Auditors who have been engaged in auditing activities as per paragraph 3 and in compliance with gender equality principles. If this is not possible, the outgoing Auditor shall be replaced by the Stand-in Statutory Auditor meeting the specified requirements, drawn from the minority list which obtained the most votes, following the order in which they appear on the list. Where the appointment of Auditors is not carried out using the slate voting system, the Stand-in Statutory Auditor shall take over pursuant to statutory provisions. Should it be necessary to replace the Chairman, the Stand-In Statutory Auditor taking over shall also serve as Chairman. The Shareholders shall appoint or replace Auditors in meetings called in accordance with article 2401, paragraph 1 of the Italian Civil Code in compliance with the principle of adequate representation of minority shareholders and gender equality. Where the appointment of the Stand-in Statutory Auditor in lieu of the Statutory Auditor is not confirmed by the Shareholders' Meeting, he/she shall return to his/her position as Stand-in Statutory Auditor.*

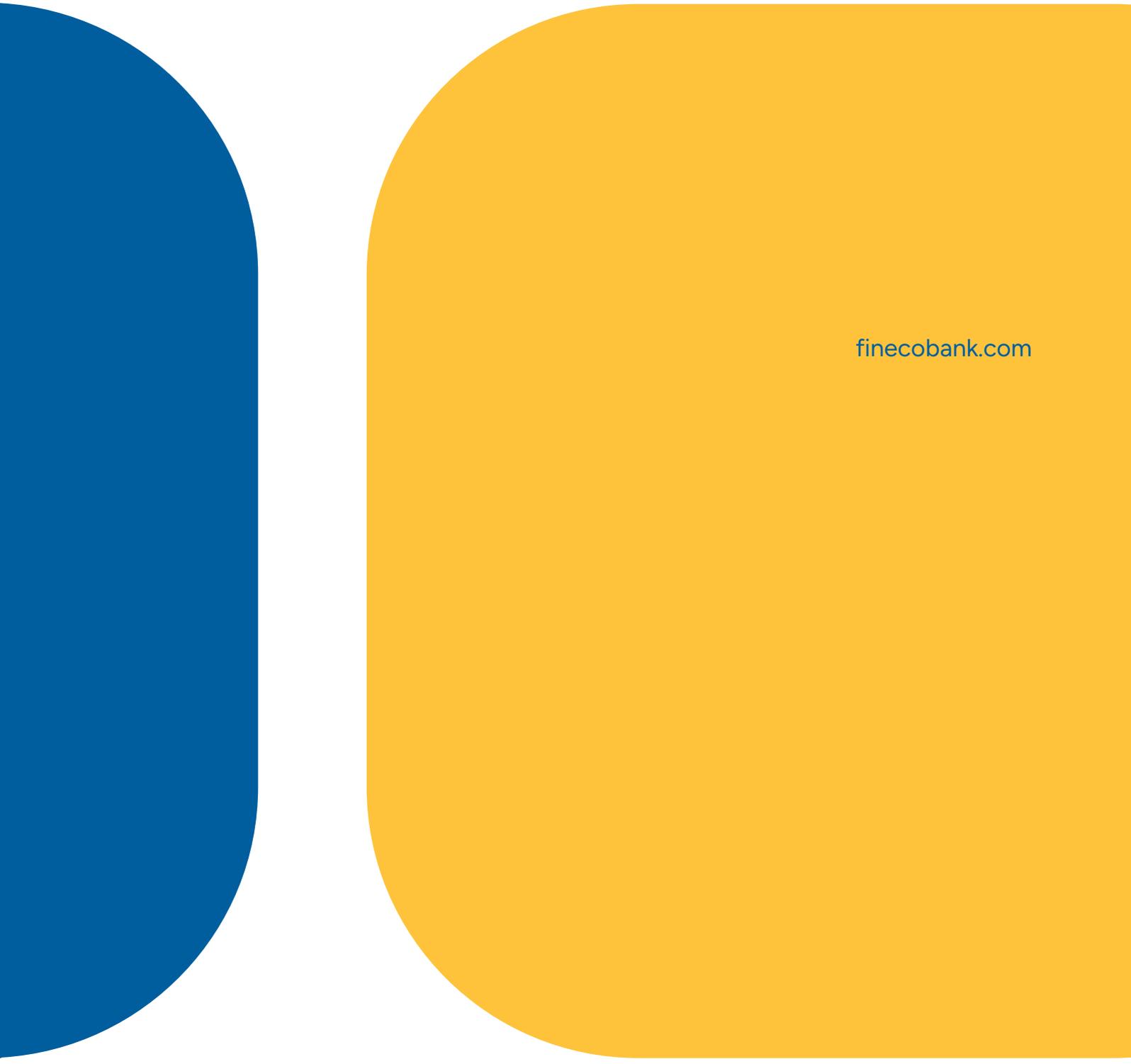
15. *The Board of Statutory Auditors shall be considered as having been validly constituted if the majority of Statutory Auditors are present, and resolutions shall be passed by an absolute majority of those present. in case of a tie, the vote cast by the Chairman shall prevail.*

16. *If deemed appropriate by the Chairman of the Board of Statutory Auditors, meetings of the Board of Statutory Auditors may be held using telecommunication facilities, provided that each attendee can be identified by all the other attendees and that each of them is able to intervene in real time during the discussion of the issues at hand, as well as receive, transmit and view documents. If these requirements are met, the meeting of the Board of Statutory Auditors shall be considered to have been held in the place where the Chairman is located.*

17. *The Ordinary Shareholders' Meeting shall establish the annual remuneration for each Auditor as required by law. Auditors shall be entitled to reimbursement of the costs incurred in carrying out their duties”.*

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- 2) *to confer on the Chair of the Board of Directors and on the Managing Director and General Manager, separately from each other and with the power to sub-delegate, any and all the broadest powers to fulfil the required formalities, pursuant to the law, for the registration of the adopted resolution in the Company Register, with the power to make any amendments or additions of a non-substantial nature or as required by the competent Authorities to the resolution itself, as well as any power to carry out any consequent legal and regulatory obligations.*



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