

**April  
29  
2026**

**ORDINARY AND EXTRAORDINARY  
SHAREHOLDER'S MEETING**

**DIRECTORS' REPORT**

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

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**APPROVAL OF THE FINANCIAL STATEMENTS OF FINECOBANK S.P.A. FOR THE 2025  
FINANCIAL YEAR AND PRESENTATION OF THE CONSOLIDATED FINANCIAL  
STATEMENTS**

**ALLOCATION OF THE NET PROFIT OF FINECOBANK S.P.A. FOR THE 2025 FINANCIAL  
YEAR.**

Dear Shareholders,

We have called this Ordinary meeting to resolve, inter alia, on the approval of the 2025 year-end Financial Statements and the allocation of the net profit for the year 2025 of FinecoBank S.p.A. (the “**Company**” or “**FinecoBank**”).

In connection with the above, the proposals submitted for your approval are described below.

**1. APPROVAL OF THE 2025 YEAR-END FINANCIAL STATEMENTS AND ALLOCATION OF  
FINECOBANK S.P.A. 2025 NET PROFIT OF THE YEAR**

We submit for your approval the Financial Statements 2025 of the Parent Company FinecoBank, as a whole and as individual items, and the proposed allocation of the net profit for the year 2025, which amounts to Euro 643,143,071.76, as follows:

- (i) a dividend per share of Euro 0.79, for a total of Euro 483,393,576.37 to the 611,890,603 ordinary shares with a par value of Euro 0.33, making up the share capital and including 315,282 shares resulting from the share capital increase in support of the incentive systems for employees approved by the Board of Directors on February 5<sup>th</sup>, 2026;
- (ii) Euro 20,808.61 to the legal reserve, corresponding to 0.003% of the profit for the year 2025, having reached the limit of one-fifth of the share capital;
- (iii) Euro 1,095,010,52 to the reserve of unavailable profit pursuant to Article 6 paragraph 2 Legislative Decree 38/2005;
- (iv) Euro 158,633,676.26 to the extraordinary reserve.

The dividend will be paid, in accordance with applicable laws, on May 20<sup>th</sup>, 2026 with an “ex-dividend” date on May 18<sup>th</sup>, 2026. Pursuant to Art. 83- terdecies of Legislative Decree no. 58 of February 24<sup>th</sup>, 1998 (“Consolidated Law on Finance”), those who are shareholders on the basis of the accounting records at the end of the accounting day of May 19<sup>th</sup>, 2026 (“record date”) will therefore be entitled to receive the dividend.

With reference to the reserve of unavailable profit pursuant to Art. 6 paragraph 2 Legislative Decree 38/2005, please note that, pursuant to Article 6, paragraph 1, letter a) and paragraph 2 of Legislative Decree 38/2005, a portion of net profit corresponding to capital gains recognised in the income statement, net of the related tax charge and other than the net income from trading financial instruments and foreign exchange and hedging transactions, arising from application of the *fair value* or shareholders' equity criteria, must be recorded in an unavailable reserve. This reserve is reduced by the amount of capital gains realized, including through depreciation, or which have become unsubstantiated as a result of write-down. The reserve of unavailable profit pursuant to Article 6 paragraph 2 Legislative Decree 38/2005 will be increased by the amount of Euro 1,095,010,52, corresponding to the change in unrealized capital gains recognized in the year 2025.

The Board of Directors clarifies that the portion of undistributed dividends with respect to the treasury shares held by the Bank at the abovementioned record date, will be transferred to the extraordinary Reserve.

The documentation referred to in art. 154-*ter* of the TUF will be made available to the public at least twenty-one days before the date of the Shareholders' Meeting in single call (i.e. by 8 April 2026).

## **2. RESOLUTIONS PROPOSED TO THE ORDINARY SHAREHOLDERS' MEETING**

Dear Shareholders,

if you agree with the contents shown in this report, we invite you to adopt the following resolution:

1. to approve the FinecoBank S.p.A. Financial Statements for the year 2025;
2. to approve the allocation of the net profit for the year of Euro 643,143,071.76, as follows: *(i)* a dividend per share of Euro 0.79, corresponding to total Euro 483,393,576.37 to the 611,890,603 ordinary shares with a par value Euro 0.33 each, making up the share capital and including 315,282 shares resulting from the share capital increase in support of the incentive systems for employees approved by the Board of Directors on February 5<sup>th</sup>, 2026; *(ii)* Euro 20,808.61 to the legal reserve, corresponding to 0.003% of the profit for the year 2025, having reached the limit of one-fifth of the share capital; *(iii)* Euro 1,095,010,52 to the reserve of unavailable profit pursuant to Art. 6 paragraph 2 D. Lgs. 38/2005; *(iv)* Euro 158,633,676.26 to the extraordinary reserve.

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**ELIMINATION OF A NEGATIVE RESERVE NOT SUBJECT TO CHANGE BY MEANS OF ITS DEFINITIVE COVERAGE**

Dear Shareholders,

We have called this Ordinary Meeting to resolve, inter alia, on the approval of the elimination of a negative reserve not subject to change by means of its definitive coverage as reported below.

In connection with the above, the proposals submitted for your approval are described below.

**1. APPROVAL OF THE ELIMINATION OF A NEGATIVE RESERVE NOT SUBJECT TO CHANGE BY MEANS OF ITS DEFINITIVE COVERAGE**

As represented in the FinecoBank S.p.A. Financial Statements, shareholders' equity includes a negative reserve of Euro 8,381,612.25, recognized as a result of FinecoBank's decision to opt for the payment of the extraordinary voluntary contribution introduced by the 2026 Budget Law, equal to 27.5% of the non-distributable reserve pursuant to Article 26 of Legislative Decree No. 104 of August 10, 2023, as approved by the Board of Directors on February 5, 2026.

In this regard, please note that Article 26 of Decree Law No. 104 of August 10, 2023, introduced a one-off tax for the year 2023 to be borne by banks, calculated on the amount of the interest margin included in Item 30 of the income statement prepared in accordance with the formats approved by the Bank of Italy relating to the fiscal year prior to the year in progress as of January 1, 2024 that exceeds the same margin by at least 10 percent in the fiscal year prior to the year in progress as of January 1, 2022. The amount of one-off tax, in any case, could not exceed a portion equal to 0.26 percent of the total amount of risk exposure on an individual basis, determined in accordance with paragraphs 3 and 4 of Article 92 of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of June 26, 2013, with reference to the closing date of the fiscal year prior to the fiscal year in progress on January 1, 2023. In lieu of the payment provided for in paragraph 4 of Article 26 of Decree Law No. 104 of August 10, 2023, paragraph 5-bis of the same decree provided that banks could allocate, when approving the financial statements for the fiscal year prior to the one in progress as of January 1, 2024, to a non-distributable reserve identified for this purpose an amount not less than two and a half times the tax calculated pursuant to this article. The Shareholders' Meeting of April 24, 2024, called to approve the allocation of the 2023 profit, had resolved to allocate Euro 30,478,590.00 to the non-distributable reserve pursuant to art. 26 of Legislative Decree No. 104 of August 10, 2023.

The 2026 Budget Law (Law No. 199/2025) amended this provision, introducing:

- a legal presumption of priority distribution of the aforementioned reserve for fiscal years beginning after January 1, 2028, resulting in the payment of a 40% tax for any distribution of profits or reserves made starting from January 1, 2029, up to the amount of the reserve itself;
- the possibility to opt for the payment of a voluntary extraordinary contribution of 27.5% of the amount of the aforementioned reserve as of December 31, 2025 or 33% of the amount of the aforementioned reserve existing at the end of the following fiscal year.

Given the above, in light of the confirmed intention of FinecoBank S.p.A. to proceed with the payment, within the deadline established by the relevant legislation, of the voluntary extraordinary contribution of 27.5% of the amount of the aforementioned reserve as of December 31, 2025, for an amount equal to Euro 8,381,612.25, we propose approving the elimination of the aforementioned negative reserve by covering it with the available Extraordinary Reserve for the same amount of Euro 8,381,612.25. This reserve cannot be subject to further changes, it has definitive characteristics. The proposal has no impact on the overall amount of shareholders' equity. Once the obligations set forth in paragraphs 70 and 71 of Article 1 of the 2026 Budget Law have been fulfilled, thus obtaining the relevant effects, the amount of the "Non-distributable reserve pursuant to Article 26 of Legislative Decree No. 104 of 10 August 2023", equal to Euro 30,478,590.00, will consequently be allocated to the Extraordinary Reserve.

## **2. RESOLUTIONS PROPOSED TO THE ORDINARY SHAREHOLDERS' MEETING**

Dear Shareholders,

if you agree with the contents shown in this report, we invite you to adopt the following resolution:

1. approve the elimination of the negative reserve of Euro 8,381,612.25, recognized as a result of FinecoBank's decision to opt for the payment of the extraordinary voluntary contribution introduced by the 2026 Budget Law, equal to 27.5% of the "Non-distributable reserve pursuant to Article 26 of Legislative Decree No. 104 of August 10, 2023", as approved by the Board of Directors on February 5, 2026, and consequently the allocation of the amount of the "Non-distributable reserve pursuant to art. 26 of Legislative Decree no. 104 of 10 August 2023", equal to Euro 30,478,590.00, to the Extraordinary Reserve, once the obligations set forth in paragraphs 70 and 71 of Article 1 of Law 199/2025 have been fulfilled.

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**DETERMINATION OF THE NUMBER OF DIRECTORS**

**DETERMINATION OF THE TERM OF OFFICE OF THE DIRECTORS**

**APPOINTMENT OF THE BOARD OF DIRECTORS**

Dear Shareholders,

We have called you to the Ordinary Shareholders' Meeting to resolve, *inter alia*, on the appointment of the Board of Directors of FinecoBank S.p.A. (the "**Company**" or "**FinecoBank**"), after determining the number of Directors and their mandate.

In connection with the foregoing, the proposals submitted for your approval are described below.

**1. DETERMINATION OF THE NUMBER OF DIRECTORS, APPOINTMENT OF THE BOARD OF DIRECTORS AND SETTING OF THE DURATION OF THEIR MANDATE.**

**1.1 Reasons and evaluations of the proposal for the appointment of the Board of Directors and determining the duration of its mandate**

The Company's Board of Directors, appointed by the Ordinary Shareholders' Meeting of April 27, 2023, expires with the approval of the financial statements as at December 31, 2025; this Shareholders' Meeting is therefore called to resolve on the appointment of the new Board of Directors, after determining the number of members and the duration of their mandate.

In this regard, please note that pursuant to Article 13 of the Articles of Association and in compliance with applicable laws and regulations, the members of the Board of Directors shall be appointed on the basis of lists submitted by eligible parties. The parties with the right to submit lists are the Board of Directors as well as multiple shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by current laws or regulations. It should be noted that Consob, in its Executive Resolution of the Head of the Corporate Governance Division no. 155 of January 27, 2026, set the minimum shareholding required for FinecoBank to present lists of candidates for election to the Board of Directors and Board of Statutory Auditors at 1% of share capital.

It should also be noted that pursuant to article 13 of the Articles of Association, the Company shall be managed by a Board of Directors composed of a minimum of 9 (nine) and a maximum of 13 (thirteen) members. The members of the Board of Directors shall remain in office for three years (except where a shorter term is decided upon at the time of their appointment) and their mandate shall expire on the date of the shareholders' meeting approving the financial statements for the last year of their office.

The members of the Board 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 comply with the criteria of competence,

correctness and dedication of time and the specific limits on the number of positions held as set out by legislation in force and by the Articles of Association, for the performance of the office of director of a bank issuing shares listed on regulated markets.

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.

Where - as in the present case - the outgoing Board of Directors submits its own slate, 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 at least to the minimum extent required by current laws and regulations (*i.e.*, at least two fifths, taking into account the provisions of Article 144-*undecies*.1 of the Consob Regulation adopted by resolution No. 11971 of 14 May 1999, as amended ("Issuers' Regulation"))<sup>1</sup> 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.

As mentioned, those shareholders who, either alone or jointly with others, hold shares with voting rights representing at least 1% of the share capital, are entitled to submit lists. Ownership of the minimum shareholding for submission of the lists is determined with regard to the shares registered in the name of an individual shareholder, or more than one shareholder jointly, on the day on which the lists are filed with the Company and shall be certified in accordance with the applicable legislation; this certification can be received by the Company after the filing, provided within the period set for the publication of the lists by the Company, *i.e.*, 21 days before the date set for the Shareholders' Meeting.

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

The lists must be filed with the Registered Office or the Head Office of the Company or by certified email by April 4, 2026. Together with each list, by the deadline indicated for their filing, the entitled persons shall also deposit any additional documents or declarations required by laws or regulations in force at the time, and by the Articles of Association as indicated in the notice of call of the Shareholders' Meeting.

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

It is recalled that, for the appointment of the Board of Directors, the provisions set forth in new Article 147-*ter*.1 of the Italian Consolidated Law on Finance (Testo Unico della Finanza – "TUF"), introduced by Law No. 21 of 5 March 2024 (the "Capital Markets Law" – "*Legge Capitali*"), the related implementing provisions contained in the Issuers' Regulation, as well as the new provisions of the Articles of Association approved by the extraordinary Shareholders' Meeting of 10 March 2026, shall apply. As a result, *inter alia*,

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<sup>1</sup> Pursuant to paragraph 3 of Article 144-*undecies*.1 of the Regulation on Issuers, 'If the application of the gender distribution criterion does not result in a whole number of members of the administration or control bodies belonging to the least represented gender, such number shall be rounded up to the next higher unit, except for corporate bodies made up of three members for which the rounding down shall be to the next lower unit'.

the slate submitted by the Board of Directors must include a minimum number of candidates equal to the board size proposed by the Board itself, increased by one third, rounded to the nearest whole number where such increase does not result in an integer. Such increase is aimed at enabling any subsequent individual vote on each candidate. Furthermore, should the slate submitted by the Board of Directors be the slate receiving the highest number of votes at the Shareholders' Meeting, the board committee established in respect of internal control and risk management (*i.e.* the Risks and Related Party Transactions Committee) shall be chaired by an independent director selected from among those elected from minority slates. Shareholders are therefore invited to take this provision into account when drawing up their own slates.

In relation to the above, **we invite you to read and take into account:**

- the recommendations set out by Consob in Communication no. DEM/9017893 of February 26, 2009 concerning relationships between lists;
- the "*Qualitative and quantitative composition of the Board of Directors of FinecoBank S.p.A.*", with the results of the preliminary analysis carried out by the Board of Directors (aided by the Appointments Committee) on its optimal qualitative/quantitative composition in view of properly performing its functions, in accordance, *inter alia*, with the corporate governance provisions set out in Bank of Italy Circular no. 285 of December 17, 2013. This document, approved by the Board of Directors, is available on the *website* of FinecoBank ("*Governance/Shareholders' Meeting*" Section). Shareholders are in any case entitled to express differing views on the optimal composition of the Board of Directors, explaining any discrepancies with the directors' own analysis.
- the document titled "*Information on the procedure for appointing the corporate bodies of FinecoBank*" (in particular Part A of said document) with more detailed information on the procedure for the appointment of the members of the Board of Directors and the Board of Statutory Auditors and on the documents required for filing lists available on the website of FinecoBank (section "*Governance / Shareholders' Meeting*").

## 1.2 **Appointment procedure**

The appointment of the Board of Directors shall therefore be conducted as follows, pursuant to the Articles of Association.

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In scenarios other than those referred to under items 2 below (*i.e.*, where the slate submitted by the Board of Directors is the slate receiving the highest number of votes at the Shareholders' Meeting) and 3 below (*i.e.*, where the slate submitted by the Board of Directors is the only slate duly submitted or the only slate to receive votes at the Shareholders' Meeting):

- a) from the list that received the majority of votes cast, Directors equal to the number to be elected are drawn in consecutive order as they appear on the list 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 paragraph a), all the candidates from the majority list shall be elected and the remaining Directors shall be taken from the list that obtained the highest number of votes from among the minority lists, in the order in which they were listed and, if necessary, from the minority lists ranked below the most-voted minority list, again in the order in which the candidates were listed, until the number of Directors to elect has been reached;
- c) if the number of candidates included in the lists submitted, both majority and minority, is lower than the number of Directors to be elected, the remaining Directors are elected by resolution passed by the Shareholders' Meeting by a relative majority (and therefore without taking into account any abstentions) ensuring compliance with the principles of independence and balance between the genders set out by articles 13, paragraphs 3 and 6, respectively of the Articles of Association. In the event of a tie between candidates, the shareholders' meeting shall hold a second round of voting;
- d) where only one, or no lists have been submitted, the Shareholders' Meeting shall resolve in accordance with the procedures specified in paragraph 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 number of independent Directors and/or of Directors of the less-represented gender is not appointed, any Directors on the most-voted list and appearing highest on the list who do not meet the requirements in question shall be replaced by the next candidates from the same list who do meet the requirements. If, following the application of this criterion, it is still not possible to identify Directors with the mentioned characteristics, this principle shall be applied to the other minority lists from which the elected candidates were drawn;
- f) if, even after applying the replacement principle set out in paragraph e) above, it is still not possible to identify any suitable Directors, the Meeting shall resolve by relative majority (**and therefore without taking into account any abstentions**). In this case, the replacements shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.

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If, on the other hand, the slate submitted by the Board of Directors is the one that has obtained the highest number of votes, the members of the Board of Directors shall be elected 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.

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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 item 2, 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.

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With reference to the possibility, expressly provided for in the Articles of Association, for the Board of Directors to submit its own slate of candidates, we hereby inform you that the outgoing management body has identified, on the basis of the above-mentioned document "*Qualitative and Quantitative Composition of the Board of Directors of FinecoBank S.p.A.*", its own slate of candidates. Such identification was carried out taking into account the Board's orientation as to the board size deemed optimal, identified as **13 (thirteen) members**.

In accordance with the new framework introduced by the legislation referred to above (the Capital Markets Law), the slate submitted by the Board of Directors must include a number of candidates equal to the board size proposed by the Board itself (13 members), increased by one third and rounded to the nearest whole number. In the present case, this resulted in the inclusion of an additional 4 (four) candidates in the slate. Accordingly, the slate submitted by the Board of Directors is composed of a total of 17 (seventeen) candidates.

It is further specified that, taking into account the optimal qualitative composition identified in the document "*Qualitative and Quantitative Composition of the Board of Directors of FinecoBank S.p.A.*", the

Board of Directors has arranged the candidates in its slate according to an order intended to ensure the best possible combination of experience and skills, with a view to achieving the most appropriate overall qualitative composition of the body. In particular, the order of presentation of the candidates was determined so as to reflect the mix of competences that the Board of Directors considers best suited to ensure an optimal overall qualitative composition of the body. Consequently, such progression may constitute a useful reference for the purposes of any subsequent individual vote on the single candidates.

This matter is brought to the attention of the Shareholders' Meeting so that it may take it into account should an individual vote be held on the candidates included in the slate submitted by the Board of Directors.

The list was drawn up based on the "*Process for the selection of candidates for the position of member of the Board of Directors*" (available on the Bank's website as Annex B of the FinecoBank Corporate Bodies Regulations).

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Lastly, it is recalled that each person entitled to vote may cast a vote for only one slate, without prejudice to the right to take part in any subsequent individual vote on the candidates included in the slate submitted by the Board of Directors, should such slate obtain the highest number of votes.

## **2. RESOLUTIONS PROPOSED TO THE ORDINARY SHAREHOLDERS' MEETING**

*Dear Shareholders,*

*if you agree with the contents and arguments set out in this Report, having acknowledged the provisions of the Articles of Association concerning the composition and procedures for the appointment of the Board of Directors and the indications contained in the document titled "Qualitative and quantitative composition of the Board of Directors of FinecoBank S.p.A.", we ask you to take the following resolutions:*

- *to set the number of members of the Board of Directors to 13;*
- *to set the relative mandate to 3 years;*
- *to appoint the Directors.*

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**DETERMINATION, PURSUANT TO ARTICLE 20 OF THE ARTICLES OF ASSOCIATION, OF THE REMUNERATION DUE TO THE DIRECTORS FOR THEIR ACTIVITIES CARRIED OUT WITHIN THE BOARD OF DIRECTORS AND BOARD COMMITTEES**

Dear Shareholders,

You have been convened to the Ordinary Shareholders' Meeting to resolve, inter alia, pursuant to Article 20 of the current By-laws, on the remuneration due to the Directors for the activities carried out within the Board of Directors and the Board Committees of FinecoBank S.p.A. (the "**Company**" or "**FinecoBank**").

In relation to the above, the proposals submitted for your approval are illustrated below.

With regard to the Directors whose term has just expired, please note that the Ordinary Shareholders' Meeting of April 27, 2023 resolved, inter alia, to:

- (i) allocate to the Board of Directors a total amount of EUR 715,000 for each year of office;
- (ii) set, pursuant to Article 2389, paragraph 3, of the Italian Civil Code, an additional gross annual aggregate remuneration of EUR 285,000 for the Directors appointed as Chair and Vice Chair;
- (iii) determine, for the members of the Risks and Related Parties Committee, the following additional gross annual compensation: EUR 40,000 for the Committee Chair and EUR 30,000 for each member;
- (iv) determine, for the members of other Board Committees (other than the Risks and Related Parties Committee), if established, the following additional gross annual compensation: EUR 30,000 for the Committee Chair and EUR 20,000 for each member;
- (v) set an attendance fee of EUR 600 for participation in each meeting of the Board of Directors and of each Board-established Committee, with the possibility of accumulation if more than one meeting is held on the same day.

All of the above is in addition to reimbursement of expenses incurred in connection with the office.

Please also note that the Company will bear the cost of the insurance premium relating to the third-party liability insurance policy for corporate officers (including Directors), as previously approved by the Shareholders' Meeting.

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In this regard, in connection with the submission by the Board of Directors of its own slate of candidates, please note that the outgoing administrative body, based on the proposal of the Remuneration Committee, has resolved to submit to today's Shareholders' Meeting the proposal to grant the members of the new Board of Directors and its Committees the following remuneration:

- EUR 1,105,000 gross total annual remuneration for the members of the Board of Directors;

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- EUR 315,000 gross total additional annual remuneration for the Directors appointed as Chair and Vice Chair;
- EUR 50,000 gross additional annual remuneration for the Chair of the Risks and Related Parties Committee and EUR 35,000 for each member of the same Committee;
- EUR 30,000 gross additional annual remuneration for the Chair of other Board Committees (other than the Risks and Related Parties Committee), if established, and EUR 20,000 for each member;
- EUR 600 as an attendance fee for each meeting of the Board and each Committee, with the possibility of accumulation if more than one meeting is held on the same day.

In formulating the above proposal, the following elements were taken into account, among others:

- the progressive increase in the Bank's organizational and operational complexities due to its organic and business growth;
- the need to define competitive compensation levels to attract the best profiles in terms of skills and professional experience, in line with the Corporate Governance Code's recommendation that, to ensure the availability of individuals with adequate competence and professionalism, the remuneration of non-executive directors should take into account remuneration practices in the relevant sectors and for companies of comparable size; the proposal also takes into consideration the fit & proper regulatory framework, including Ministerial Decree No. 169/2020, the ECB Guide to fit and proper assessments, and the EBA-ESMA Guidelines on the matter;
- market benchmark data on the remuneration of members of the administrative body and of Board Committees, prepared by the independent external advisor to the Remuneration Committee, with reference to a sample of major FTSE MIB-listed banks comparable to FinecoBank, showing that current remuneration levels are positioned below the market median;
- the need for appropriate differentiation of remuneration depending on the complexity of the role and the related level of commitment required.

**PROPOSED RESOLUTIONS TO THE ORDINARY SHAREHOLDERS' MEETING**

The following resolution is submitted to the Shareholders' Meeting:

*"The Shareholders' Meeting of FinecoBank S.p.A., having examined this Report and without prejudice to the third-party liability insurance policy in force from time to time for the Company's corporate officers,*  
*resolves:*

- *to determine the gross total annual remuneration for the members of the Board of Directors at EUR 1,105,000;*
- *to determine the gross total additional annual remuneration for the Directors appointed as Chair and Vice Chair at EUR 315,000;*
- *to determine the following additional gross annual remuneration for the members of the Risks and Related Parties Committee: EUR 50,000 for the Committee Chair and EUR 35,000 for each member;*

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- *to determine, for the members of other Board Committees (other than the Risks and Related Parties Committee), if established, the following additional gross annual remuneration: EUR 30,000 for the Committee Chair and EUR 20,000 for each member;*
- *to set at EUR 600 the attendance fee for participation in each meeting of the Board and of each Committee, with the possibility of accumulation if more than one meeting is held on the same day.*

*All of the above is in addition to reimbursement of expenses incurred in connection with the office.”*

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

Dear Shareholders,

We have called you to the Ordinary Shareholders' Meeting to resolve, *inter alia*, on the appointment of the Board of Statutory Auditors of FinecoBank S.p.A. (the “**Company**” or “**FinecoBank**”).

In connection with the foregoing, the proposals submitted for your approval are described below.

**1. APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

**1.1 Reasons and evaluations of the proposal for the appointment of the Board of Statutory Auditors**

The Company's Board of Statutory Auditors, appointed by the Ordinary Shareholders' Meeting of April 27, 2023, expires with the approval of the financial statements as at December 31, 2025; this Shareholders' Meeting is therefore called to resolve on the appointment of the new Board of Statutory Auditors whose members, in accordance with the Articles of Association, will remain in office for three years and will therefore expire on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their mandate.

In this regard, please note that pursuant to article 23 of the Articles of Association and to current legal and regulatory provisions, the appointment of Standing and Alternate Statutory Auditors shall be made on the basis of lists of candidates submitted by entitled parties, in which the candidates shall be listed in numerical order.

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

In addition, pursuant to article 23, paragraph 2, of the Articles of Association, the Statutory Auditors must be suitable to hold the office, in accordance with the provisions of 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 comply with the criteria of competence, correctness and dedication of time and the specific limits on the number of positions held as set out by 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 laws and regulations in force from time to time, must meet the independence requirements set out in the Corporate Governance Code for Listed Companies, as amended from time to time.

Each list for the position of Standing Statutory Auditor and Alternate Statutory Auditor must include a number of candidates of the less represented gender such that the list satisfies at least the minimum gender balance required by the applicable laws and regulations (*i.e.*, at least one third of the Standing members of the Board of Statutory Auditors of FinecoBank, taking into account the provisions of Article 144-*undecies*.1 of the Consob Regulation adopted by resolution No. 11971 of 14 May 1999, as amended ("Issuers' Regulation")<sup>1</sup>).

Those shareholders who, either alone or jointly with others, hold collectively shares with voting rights representing at least 1% of the share capital, are entitled to submit lists<sup>2</sup>. Ownership of the minimum shareholding for submission of the lists is determined with regard to the shares registered in the name of an individual shareholder, or more than one shareholder jointly, on the day on which the lists are filed with the Company and shall be certified in accordance with the applicable legislation; this certification can be received by the Company after the filing, provided within the period set for the publication of the lists by the Company, *i.e.*, 21 days before the date set for the Shareholders' Meeting.

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

The lists must be filed with the Registered Office or the Head Office of the Company or by certified email by **April 4, 2026**. Together with each list, by the deadline indicated for their filing, the entitled persons shall also deposit any additional documents or declarations required by laws or regulations in force at the time, and by the Articles of Association as indicated in the notice of call of the Shareholders' Meeting.

In the event that, upon the deadline for submitting the lists, (i) only one list has been filed, or only (ii) lists submitted by Shareholders who, under current legislation, are related to each other, the Company shall promptly give notice by a special press release within the deadline and in the manner prescribed by law; if so, lists may be submitted until **April 7, 2026** (*i.e.*, by the third day following the deadline) by Shareholders representing, alone or jointly with others, at least 0.5% of the capital made up by the ordinary shares, subject to the other terms and conditions for submission.

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

In relation to the above, in filing the lists, **we invite you to read and take into account:**

- the recommendations set out by Consob in Communication no. DEM/9017893 of February 26, 2009 concerning relationships between lists;
- the document titled "*Information on the procedure for appointing the corporate bodies of FinecoBank,*" and in particular Part B of said document, with more detailed information on the procedure for the appointment of the members of the Board of Statutory Auditors and on the documents required for filing lists available on the website of FinecoBank (section "*Governance / Shareholders' Meeting*").

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<sup>1</sup> Pursuant to paragraph 3 of Article 144-*undecies*.1 of the Regulation on Issuers, "*If the application of the gender distribution criterion does not result in a whole number of members of the administration or control bodies belonging to the least represented gender, such number shall be rounded up to the next higher unit, except for corporate bodies made up of three members for which the rounding down shall be to the next lower unit*".

<sup>2</sup> It should be noted that, by Executive Resolution (Determination) of the Head of the Corporate Governance Division no. 155 of January 27, 2026, Consob set, for FinecoBank, the minimum shareholding required to submit lists of candidates for the election of the administrative and control bodies at 1% of the share capital.

- the "*Qualitative and quantitative composition of the Board of Statutory Auditors of FinecoBank S.p.A.*"; this contains the results of the preliminary analysis carried out by the Board of Statutory Auditors on its optimal qualitative/quantitative composition in view of properly discharging its duties and responsibilities assigned.

## **1.2 Appointment procedure**

The members of the Board of Statutory Auditors shall be appointed as follows, pursuant to the Articles of Association:

- (a) 2 (two) Standing Statutory Auditors and 1 (one) Alternate Statutory Auditor are taken from the list that has obtained the highest number of votes cast by the Shareholders, in the order in which they appear on the list;
- (b) the remaining Standing Statutory Auditor and the remaining Alternate Statutory Auditor are drawn from the list that has obtained the most votes after the one referred to in letter (a) and the first candidates of the relevant section shall be appointed as Standing Statutory Auditor and Alternate Statutory Auditor, respectively.

Where, in accordance with the above deadlines and procedures, only one list has been submitted, or no lists have been submitted, or the number of candidates included in the list is less than the number to be appointed, the Shareholders' Meeting shall resolve on the appointment of all, or of the missing, Statutory Auditors by relative majority (and thus without taking into account any abstentions). If there is a tie 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.

## **1.3 Election of the Chair of the Board of Statutory Auditors**

The Chair of the Board of Statutory Auditors will go to the first candidate of the minority list of Standing Auditors receiving the most votes.

## **2. RESOLUTIONS PROPOSED TO THE ORDINARY SHAREHOLDERS' MEETING**

*Dear Shareholders,*

*if you agree with the contents and arguments set forth in this Report, pursuant to and in compliance with the provisions of the Articles of Association and the applicable laws and regulations governing the appointment of the Board of Statutory Auditors, we invite you to take the following resolutions:*

1. appointment of the Standing Statutory Auditors, including the Chair, and Alternate Statutory Auditors of FinecoBank S.p.A. for the years 2026, 2027 and 2028 and therefore until the Shareholders' Meeting to approve the financial statements at December 31, 2028.

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**DETERMINATION, PURSUANT TO ARTICLE 23, PARAGRAPH 17, OF THE ARTICLES OF ASSOCIATION, OF THE REMUNERATION DUE TO THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS**

In connection with the appointment of the Board of Statutory Auditors submitted to today's Ordinary Shareholders' Meeting, you are also convened to resolve on the determination of the annual remuneration due to the members of the Board of Statutory Auditors for the entire duration of their mandate.

It should be recalled that the Shareholders' Meeting of April 27, 2023 set the gross annual remuneration for the members of the Board of Statutory Auditors at EUR 80,000 gross per year for the Chair and EUR 65,000 gross per year for each Standing Auditor, in addition to EUR 600 as an attendance fee for each meeting of the Board of Statutory Auditors and of the Board of Directors (and for meetings of the Risk and Related Parties Committee for the Chair of the Board of Statutory Auditors only).

Finally, please note that the Company will bear the cost of the insurance premium for the liability insurance policy covering corporate officers (including members of the Board of Statutory Auditors) against third-party claims, as already resolved by the Shareholders' Meeting.

Based on the proposal of the Remuneration Committee, **the Board recommends that the Shareholders set the remuneration for the Board of Statutory Auditors at EUR 100,000 for the Chair and EUR 75,000 for the Standing Auditors, in addition to EUR 600 as an attendance fee for each meeting of the Board of Statutory Auditors and of the Board of Directors (and for meetings of the Risk and Related Parties Committee for the Chair of the Board of Statutory Auditors only).**

In formulating the above recommendation, the Board took into account:

- the progressive increase in the Bank's organizational and operational complexities due to its organic and business growth;
- the need to define competitive compensation levels in order to attract the best professional profiles in terms of skills and experience for the role of member of the Board of Statutory Auditors of FinecoBank, in line with the recommendations of the Corporate Governance Code, which states that, in order to ensure individuals with adequate competence and professionalism, the remuneration of members of the control body should take into account compensation practices within the relevant sectors and for companies of similar size; the proposal also considers the regulations on fit & proper requirements, including Ministerial Decree No. 169/2020, the ECB Guide to fit and proper assessments, and the EBA-ESMA Guidelines on the matter;
- market benchmark data on compensation for control body members prepared by the independent external advisor to the Remuneration Committee, with reference to a panel of major FTSE MIB-listed banks comparable to FinecoBank, showing a positioning below the market median.

**PROPOSED RESOLUTIONS TO THE ORDINARY SHAREHOLDERS' MEETING**

*Dear Shareholders,*

*Should you agree with the contents and arguments set out in this Report, pursuant to and in compliance with the Company's By-laws and the applicable legal and regulatory framework, and without prejudice to the liability insurance policy in force from time to time for the coverage of the Company's corporate officers, we invite you to adopt the following resolutions:*

- 1. to determine the annual remuneration due to the Chair and the members of the Board of Statutory Auditors for the entire duration of their mandate, including the attendance fee.*

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**2026 REMUNERATION POLICY**

Dear Shareholders,

We have convened this Ordinary Shareholders' Meeting to submit for your approval Section I – the *2026 Remuneration Policy* of the "FinecoBank Group Remuneration Policy and Report", which will be made available to the public at least twenty-one days prior to the date of the Shareholders' Meeting held in single call. The document has been drafted in compliance with Article 123-ter of Legislative Decree No. 58/1998 (the "TUF") and Bank of Italy Circular No. 285 of 17 December 2013 on "*Supervisory Provisions for Banks*" (the "**Supervisory Provisions**"). Under these provisions, the Ordinary Shareholders' Meeting is required to approve, among other items, Section I – the *2026 Remuneration Policy* for the members of the Board of Directors, the members of the Supervisory Body, employees and staff not bound to the company by an employment contract (for example, financial advisors authorized to offer off-site services), and to cast an advisory vote on Section II – the *2025 Remuneration Report*. The remuneration policy and incentive systems are aligned with prudent risk management and long-term strategies and they ensure a proper balance between fixed and variable remuneration components, as required by applicable regulations and, with regard to variable remuneration, provide for risk-adjusted systems and mechanisms designed to ensure a clear link between remuneration and actual, sustainable results.

Therefore, it is proposed that this Shareholders' Meeting approve Section I – the *2026 Remuneration Policy*, which outlines the principles applied by the FinecoBank Group in developing, implementing and monitoring its compensation systems. The proposal was drafted by the Human Resources function, with contributions, among others, from the Compliance, Risk Management, Chief Financial Officer and Network Control, Monitoring and Network Services functions, each within their respective areas of expertise.

## 1. 2026 REMUNERATION POLICY

The key principles of the Group's compensation policy, as illustrated in Section I – the 2026 Remuneration Policy are summarized below:

- (a) *clear and transparent governance*, providing visibility into the role and activities of the Remuneration Committee, as well as the role of the Compliance, Internal Audit, Risk Management and Human resources functions;
- (b) *ongoing monitoring of market trends and practices*, aimed at developing a competitive compensation framework that ensures transparency, internal equity and the motivation and retention of all staff;
- (c) *alignment with the Group's ESG strategy*, focused on sustainable and organic growth through the integration of sustainability principles into business and operational decision-making;
- (d) *compliance with regulatory requirements and principles of good professional conduct*;
- (e) *pay for sustainable performance*, ensuring consistency between remuneration and performance.

Furthermore, in line with national and international regulations, the main contents of Section I are as follows:

- (a) the compensation structure for both Employees and Financial Advisors, providing a clear description of each remuneration component;
- (b) the ratio between variable remuneration and fixed remuneration. For staff belonging to business functions, the maximum 2:1 ratio – approved by the Fineco Shareholders' Meeting held on June 5, 2014 – remains unchanged; for the rest of the staff a maximum ratio of 1:1 generally applies. The variable remuneration of the Identified Staff with the Corporate Control Functions cannot exceed one third of fixed remuneration. The remuneration of the Head of Human Resources and the Manager in charge of preparing the financial statements is predominantly fixed. For Financial Advisors classified as Identified Staff, a 2:1 ratio applies between the so-called non-recurring remuneration and recurring remuneration. The adoption of the 2:1 ratio between variable and fixed remuneration has no impact on the Bank's ability to continue complying with prudential rules, particularly with respect to own funds requirements;
- (c) the identification of the 2026 Identified Staff for both Employees and Financial Advisors;
- (d) the description of the 2026 Incentive Systems for Identified Staff (Employees and Financial Advisors);
- (e) the performance targets for the Chief Executive Officer and General Manager for the year 2026, confirming the focus on ESG topics and sustainable development;
- (f) the 2024-2026 long-term incentive plan for employees.

\* \* \*

## **2. Resolutions submitted to the Ordinary Shareholders' Meeting**

Dear Shareholders,

If you agree with the content and the considerations presented in this Report, we invite you to adopt the following resolutions:

*The Ordinary Shareholder's Meeting of FinecoBank S.p.A., having examined the Directors' Report drafted according to Article 123-ter of Legislative Decree No. 58/1998 and other applicable regulations,*

### **RESOLVES**

- 1. To approve - also pursuant to Article 123-ter, paragraph 3-bis and 3-ter of TUF – Section I – the 2026 Remuneration Policy of FinecoBank Group, which establishes the principles applied by Fineco Group in defining, implementing and monitoring the remuneration systems for the members of the Board of Directors, the members of the Supervisory Body, employees and Financial Advisors authorized to offer off-site services.*
- 2. To grant the Chief Executive Officer and the General Manager, each individually, all appropriate powers to amend the aforementioned 2026 Remuneration policy and report, as may be required by the competent supervisory authorities or as may become necessary due to changes in the relevant regulatory/legislative framework, as well as to implement any adjustment that do not materially alter the substance of the document.*

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**2025 REMUNERATION REPORT**

Dear Shareholders,

We have convened this Ordinary Shareholders' Meeting in order to hold an advisory vote on Section II – the *2025 Remuneration Report* of the "FinecoBank Group Remuneration Policy and Report", which will be made available to the public at least twenty-one days prior to the date of the Shareholders' Meeting held in single call. The document had been drafted in compliance with Article 123-ter of Legislative Decree No. 58/10098 (the "TUF") and Bank of Italy Circular No. 285 of 17 December 2013 on "*Supervisory Provisions for Banks*" (the "**Supervisory Provisions**"). Under these provisions, the Ordinary Shareholders' Meeting is required to approve, among other items, Section I – the *2026 Remuneration Policy* for the members of the Board of Directors, the members of the Supervisory Body, employees and staff not bound to the company by an employment contract (for example, the financial advisors authorized to offer off-site services) and to cast an advisory vote on Section II – the *2025 Remuneration Report*. The compensation policy and incentive systems are aligned with prudent risk management and long-term strategies, and they ensure a proper balance between fixed and variable remuneration components, as required by applicable regulations; with regard to variable remuneration, provide for risk-adjusted systems and mechanisms designed to ensure a clear link between remuneration and actual, sustainable results.

Therefore, shareholders are invited to cast an advisory vote on the information regarding the implementation of the 2025 FinecoBank Group compensation policy, approved by the Shareholders' Meeting on April 29<sup>th</sup>, 2025 and included in Section II – the *2025 Remuneration Report*.

## 1. 2025 REMUNERATION REPORT

Section II – the *2025 Remuneration Report* – namely for the members of the administrative and control bodies, general managers and, in aggregated form, for the executives with strategic responsibilities – provides an adequate description of each remuneration component, highlighting its consistency with the Company's compensation policy for the relevant financial year. Moreover, Section II offers a detailed explanation of the remuneration awarded in the financial year, specifying the compensation attributable to activities carried out in previous financial years, as well as the compensation to be awarded in one or more subsequent financial years in connections with activities performed during the year under review, including where applicable, an estimated value for components that cannot be objectively measured within the year. Lastly, it illustrates how the Company has taken into account the vote cast in the previous year on section II.

In line with national and international regulations, the main contents of the 2025 Remuneration Report are as follows:

- (a) the main Company results for the 2025 Financial Year and the definition of the bonus pool, following the achievement of the entry conditions and application of the risk-adjustment mechanisms;
- (b) a description of the role and activities of the Remuneration Committee, as well as the role of the Compliance, Internal Audit and Risk Management functions in the design and implementation of the 2025 Incentive Systems;
- (c) a description of the execution of the 2025 Incentive Systems for Identified Staff (Employees and Financial Advisors);
- (d) the performance and remuneration structure of the Chief Executive Officer and General Manager for the 2025 Financial Year;
- (e) a detailed overview of the execution of previous years' short-term and long-term incentive systems for Identified Staff (Employees and Financial Advisors), subject to the achievement of the relevant entry conditions;
- (f) full disclosure of all data required by national and international regulators.

According to Article 123-ter, par. 6 of TUF the Shareholders' Meeting is required to cast an advisory vote on the aforementioned Section II. Such vote is non-binding.

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## 2. Resolution submitted to the Ordinary Shareholders' Meeting

Dear Shareholders,

If you agree with the content and the considerations presented in this Report, we invite you to adopt the following resolution:

*“To express a favorable, non-binding vote, pursuant to Article 123-ter, paragraph 6 of TUF, on Section II – the 2025 Remuneration Report, for the purpose of assessing the results of the implementation of the remuneration policy and systems, including an overview of the details and rationale of the remuneration awarded to Identified Staff, it being understood that the company will in any case provide, in the 2026 Remuneration Report, a detailed explanation on how the vote has been taken into account”.*

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**  
**ON**  
**2026 INCENTIVE SYSTEM FOR "IDENTIFIED STAFF"**  
**AND ON**  
**2026 PFA INCENTIVE SYSTEM FOR PERSONAL FINANCIAL ADVISORS**  
**"IDENTIFIED STAFF"**

Dear Shareholders,

We have called you to the Ordinary Shareholders' Meeting to submit for your approval the 2026 Incentive Systems aimed at granting an incentive, in cash and / or in free ordinary FinecoBank shares, to be paid over a multi-year period to FinecoBank Identified Staff, according to the methods described below and subject to the achievement of specific performance targets.

This proposal has been prepared in compliance with the provisions of art. 125-ter and art. 114-bis of the Legislative Decree no. 58, February 24<sup>th</sup>, 1998 as amended, and in accordance with the provisions set forth by Consob with reference to compensation plans based on financial instruments for corporate officers, employees or independent contractors; moreover, in compliance with the aforementioned provisions, the information document pursuant to art. 84-bis of Consob Regulation 11971/99 and subsequent amendments were made available to the public within the terms of the law and to which reference is made for the detailed description of the Incentive System illustrated in this Report.

The proposal is in line with FinecoBank's Remuneration Policy, with the provisions issued by Bank of Italy on remuneration and incentive policies and practices<sup>1</sup>, which implement the provisions of the Directive 2013/36/EU (Capital Requirements Directive or CRD IV as modified by Directive 2019/878/EU), as well as the guidelines issued by the EBA (European Banking Authority).

**GOALS**

The 2026 Incentive Systems aims at incentivizing, retaining and motivating the beneficiaries, in compliance with the provisions issued by national and international authorities targeting - in the interest of all stakeholders - remuneration systems that are: aligned with the company's long-term strategies and objectives, linked to company results, risks adjusted in order to meet both capital and liquidity requirements needed to sustain the business and, in any case, designed to avoid incentives that could drive excessive risk taking behavior or lead to violations of the law.

**BENEFICIARIES**

The 2026 Incentive Schemes are aimed at executive members of the Board of Directors, as well as employees and collaborators of the Fineco Group classified as Identified Staff.

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<sup>1</sup> Circular no. 285/2013

The beneficiaries of the 2026 System for the Chief Executive Officer and employees (also “2026 System”) are:

- the Chief Executive Officer, the General Manager, the Deputy General Managers, the Executive Vice Presidents, the Senior Vice Presidents<sup>2</sup>;
- other selected roles (including new hires) identified by applying the criteria established by the regulatory provisions.

The total number of beneficiaries, as of January 22<sup>nd</sup>, 2026, is 24.

The potential beneficiaries of the 2026 System for Personal Financial Advisors (also “2026 PFA System”) are:

- Personal Financial Advisors identified by applying the criteria for the identification of Identified Staff established by the regulatory provisions;
- Personal Financial Advisors Managers who coordinate a structure to which is linked an overall portfolio equal to or greater than 5% of the total network assets.

The total estimated number of beneficiaries, as of January 22<sup>nd</sup>, 2026, is 25.

#### **ELEMENTS OF THE 2026 INCENTIVE SYSTEMS**

Below, the main elements of the 2026 Incentive Systems. In particular:

- (a) the maximum variable remuneration that will be granted under the 2026 Incentive Systems is based on a bonus pool. The link between profitability, risk and remuneration is guaranteed by directly linking the bonus pool to company results, the cost of capital and the relevant risk profiles as defined in the relevant framework for determining the risk appetite;
- (b) the bonus pool will be defined on the basis of company performance
- (c) the 2026 Incentive Systems - in addition to attract, retain and motivate the beneficiaries – in line with both national and international regulatory requirements, provide for:
  - the award of a variable incentive (or non-recurring for the personal financial advisors) that is defined on the basis of the established bonus pool, the evaluation of the individual performance and the internal benchmark for specific roles, as well as consistent with the maximum ratio between the fixed and variable (or non-recurring for the personal financial advisors) components defined by the ordinary Shareholders' Meeting;
  - the definition of a balanced structure of "upfront" (made at the time of the performance appraisal) and "deferred" payments, in cash and shares;
  - payments of a portion of the variable remuneration (or non-recurring remuneration for Personal Financial Advisors) in free FinecoBank ordinary shares. Consistently with the applicable regulatory provisions, which require periods of unavailability on them, the payment structure provides for the actual allocation of the shares (both "upfront" and "deferred" installments) at the end of a one-year retention period;

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<sup>2</sup> Defined according to the Global Job Model, a system describing, standardizing and allowing for the calibration of all roles. The Banding system (Global Banding Structure) is one of the fundamental elements of the Global Job Model.

- risk-weighted measures, in order to guarantee long-term sustainability with reference to the company's financial position in line with the Authority's indications;
  - entry and malus conditions of capital, liquidity and profitability, individual compliance conditions, a specific claw-back clause and the quality of behaviors/operation (for the personal financial advisors);
- (d) the individual performance assessment is based on the achievement of specific goals that are adequately balanced on both financial and sustainability factors;
- (e) the payment of the total incentive so determined will be made over a multi-year period (for the 2026 System 2027 – 2032, for the 2026 PFA System 2027 – 2031) as outlined below, provided that the relationship with the beneficiaries remains in force at the time of each payment:
- in 2027 the first cash installment of the overall incentive ("1<sup>st</sup> tranche"), as well as the first tranche in shares (without prejudice to the retention period) in absence of any individual values/compliance breach, considering also the gravity of any internal/external findings by the competent Functions or Authorities (e.g. Internal Audit, European Central Bank, Bank of Italy, Consob and/or analogous local authorities);
  - in the period 2028 - 2032 the residual amount of the total incentive will be delivered in several installments in cash and/or FinecoBank free ordinary shares; each individual tranche will be subject to the application of the "Zero Factor" related to the year of competence and to the verification of compliance for each beneficiary with the compliance rules and with the principles of conduct and behavior, also considering the seriousness of any internal / external inspections by the competent Functions or Authorities (e.g. Internal Audit, European Central Bank, Bank of Italy, Consob and/or similar local authorities);
- (f) the "sustainable performance" parameters (entry and malus conditions) and the alignment between risk and remuneration are examined by the Remuneration Committee, as well as by the Risk and Related Parties Committee and defined by the Board of Directors;
- (g) the payments schedule is established according to the category of beneficiaries, as shown in the following table:

*Payout view*

	2027	2028	2029	2030	2031	2032
CEO, GM and other roles provided for by law <sup>3</sup> with a "significant amount" <sup>4</sup> of total variable remuneration	20% cash	20% shares	12% cash	12% shares	12% shares	12% cash 12% shares

<sup>3</sup> Cf. Circular no. 285 of Bank of Italy

<sup>4</sup> Threshold of Euro 434,000, equal to 25% of the total remuneration of the Italian High Earners according to the EBA report (Benchmarking and High Earners Report). The threshold includes both the short-term variable (or non-recurring) remuneration and the annual tranche of the long-term variable (or non-recurring) remuneration, and it is equal to less than 10x the overall average remuneration of the company's employees. As required by the regulatory provisions (Circular 285/2013), the threshold has been defined for the three-year period 2025-2027.

Other roles provided for by law with no "significant amount" of total variable remuneration	25% cash	25% shares	10% cash	10% shares	10% shares	10% cash 10% shares
Other identified staff with a "significant amount" of total variable/non-recurring remuneration	20% cash	5% cash 20% shares	5% cash 15% shares	10% cash 15% shares	10% cash	-
Other identified staff with no "significant amount" of total variable/non-recurring remuneration	30% cash	30% shares	10% shares	10% cash 10% shares	10% cash	-

- (h) in compliance with the applicable regulatory provisions<sup>5</sup>, no deferral will be applied and the entire amount will be paid in cash when the annual variable / non-recurring remuneration is equal or less than the minimum threshold of Euro 50.000 and is equal or less than one third of the total annual remuneration;
- (i) the number of shares to be paid in the respective tranches will be defined in 2027 on the basis of the results achieved in 2026.
- (j) the estimated maximum number of shares to be awarded is equal to 666,425 FinecoBank free ordinary shares, representing approximately the 0.1% of Fineco's current share capital, within the limit of Eur 5,500,500 including FinecoBank ordinary shares that may eventually be allocated, as variable remuneration, as permitted by applicable provisions in force from time to time, to hiring Identified Staff from the external market, identifying other Identified Staff during the year, for severance payments or other needs not currently conceivable;
- (k) FinecoBank ordinary shares awarded free of charge will be freely transferable.

#### CHANGES TO THE 2026 INCENTIVE SYSTEMS

During the implementation of the 2026 Incentive Systems, it is deemed appropriate to propose delegation of powers to the Chief Executive Officer and the General Manager, each individually, to amend the 2026 Incentive Systems without altering the substance of the resolutions of the Board of Directors and the Shareholders' Meeting, also by resorting to different solutions that fully comply with the principles of the 2026 Incentive Systems and that allow the same results to be achieved (i.e. a different percentage distribution of the payments of the different tranches, a different deferral period, a different period of restriction on granted shares, also using trust companies, the use of instruments other than FinecoBank's shares where required by the regulations, the payment of an equivalent amount in cash in lieu of shares).

It is understood that the aforementioned changes will be in any case adopted in compliance with the applicable legal and regulatory provisions pro tempore in force.

<sup>5</sup> Circular no. 285 of Bank of Italy (cf. 37th update of 2021)

Dear Shareholders,

if you agree with the above, we invite you to approve the proposal on the agenda and, therefore, to take the following resolutions:

*“The Ordinary Shareholders' Meeting of FinecoBank S.p.A., having heard the proposal of the Board of Directors, with reference to item No. 12 on the Agenda “2026 Incentive System”*

**RESOLVES**

1. *to adopt the 2026 System, which provides for the award of an incentive, in cash and / or free FinecoBank ordinary shares, to be carried out by the month of July 2032, to executive members of the Board of Directors and to FinecoBank Identified Staff employees, under the terms and with the methods illustrated above;*
2. *to confer on the Chief Executive Officer and the General Manager, each individually, every opportune power of attorney to execute the present resolution and the documents forming part thereof, as well as any amendments and/or integrations that may be required to implement the present resolutions of today's Shareholders' Meeting (provided that they do not substantially alter the content of the resolutions)”.*

*“The Ordinary Shareholders' Meeting of FinecoBank S.p.A., having heard the proposal of the Board of Directors, with reference to item No. 13 on the Agenda “2026 PFA Incentive System”*

**RESOLVES**

1. *to adopt the 2026 PFA System, which provides for the award of an incentive, in cash and / or free FinecoBank ordinary shares, to be carried out by the month of July 2031, to Personal Financial Advisors Identified Staff, under the terms and with the methods illustrated above;*
2. *to confer on the Chief Executive Officer and the General Manager, each individually, every opportune power of attorney to execute the present resolution and the documents forming part thereof, as well as any amendments and/or integrations that may be required to implement the present resolutions of today's Shareholders' Meeting (provided that they do not substantially alter the content of the resolutions)”.*

**ORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

**ON**

**AUTHORIZATION TO PURCHASE AND DISPOSE OF TREASURY SHARES FOR  
THE PURPOSE OF THE 2026 INCENTIVE SYSTEMS FOR "IDENTIFIED STAFF".  
RELATED AND CONSEQUENTIAL RESOLUTIONS**

**(pursuant to article 73, Consob Issuers' Regulation)**

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Dear Shareholders,

We have called this ordinary Meeting to submit to your approval the authorization request to purchase and to dispose of treasury shares and to carry out the related and consequent resolutions, taking into consideration the proposed resolutions related to items No. 12 and 13 on the agenda of this same Meeting.

In order to acquire the financial instruments needed to carry out the 2026 Incentive Systems for the Identified Staff, it is necessary to propose to the Shareholders' Meeting the authorization, pursuant to articles 2357 and 2357-ter of the Italia civil Code, to purchase and to dispose of treasury shares. Thus, the Company will have, by purchasing them on the market, the shares needed to execute the 2026 Incentive Systems through the assignment of those shares to the beneficiaries who have the right to receive them.

The proposal foresees to confer on the Board of Directors the faculty to carry out repeated and subsequent transactions to buy and sell (or other kind of disposals) treasury shares on a revolving base, also for fractions of the maximum amount authorized, so that, at any time, the number of shares to be purchased under the above-mentioned proposal plus those in the Company's ownership do not exceed the limit set by the law and are in line with the authorization provided by the Shareholders' Meeting.

The authorization request is for an overall maximum number of 666,425 ordinary shares, equal to about 0.1% of the current share capital, corresponding to a total amount not exceeding €5,550,000.00.

The number of treasury shares that may be purchased may never exceed the maximum limit of 20% of capital provided by the applicable regulation, also taking into consideration the 81,682 treasury shares owned by the Company at the date of the present report, equal to about 0.01%.

The purchase of treasury shares will be executed within the limits of the distributable earnings and of the available provisions as per the last approved annual financial report, at the moment of the purchasing operations.

The purchasing of treasury shares reduces the net worth of an equal amount, through the inclusion among the liabilities in the balance sheet of a specific item with a negative sign.

The proposal foresees that purchasing and disposition orders of treasury shares have to be made on regulated capital markets, according to art. 132 of the Consolidated Finance Act (TUF) and to art. 144-bis (1) (b) of Consob regulation 11971/99, with the same operational procedures described in the regulations of organization and management of such markets in order to guarantee equal treatment for all Shareholders and

to avoid the direct matching of purchase orders against pre-determined sell orders; in particular, these purchases will have to be made:

- (i) by public offering for purchase or trade;
- (ii) on regulated capital markets, according to the operational procedures described in the regulations of organization and management of such markets, which do not allow the direct matching of purchase orders against pre-determined sell orders;
- (iii) by allocating to Shareholders, proportionally to their own shares, a put option to be exercised during the period of the authorization granted by the Shareholders' Meeting to purchase treasury shares.

Sell operations of treasury shares in portfolio will be executed in the manner deemed most appropriate in the Company's interest, including transfer and/or the assignment to execute equity incentive plans, without time limits.

The purchasing of treasury shares will be carried out in accordance with the procedure and within the operational limits established by Article 5 of Regulation (EU) 596/2014 (Market Abuse Regulation), by Article 3 of the European Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 and the applicable general and industry sector regulations.

Treasury shares will be purchased at a maximum unit price not exceeding the highest between the price of the last independent transaction and the price of the highest current independent bid on the trading venue where the purchase is made. In any event, it is proposed that the purchasing price per share should not be below the nominal value per share, equal to Euro 0.33 and not above, as a maximum, the official closing price of FinecoBank ordinary shares registered in the Euronext Milan the day preceding the purchase, increased by 15%.

The purchase of treasury shares will be made at volumes not exceeding 25% of the average daily volume of the shares on the trading venue where the purchase is made, calculated based on the average daily volume traded during the 20 trading days prior to the purchase date.

Regarding the disposal of the treasury shares, the Board of Directors will establish from time to time the criteria for the definition of the corresponding fees and/or modalities, terms and conditions of purpose of treasury shares in portfolio, taking into consideration the procedure followed, the share price trend in the period prior to the transactions and the best interest of the Company.

Any treasury shares purchased under the present resolution, as well as those already in FinecoBank's possession, if exceeding the amount needed for the 2026 Incentive Systems, could be assigned to previous or future incentive systems or to other needs related to variable or non-recurring remuneration.

Finally, it is proposed that the authorization to purchase is released for a period of eighteen months from the date of the Shareholders' Meeting that passed the resolution for authorization, notwithstanding the required authorizations of the Supervisory Authorities.

Dear Shareholders,

If you agree with the above proposal, you are invited to approve it by adopting the following resolution:

*“FinecoBank's ordinary shareholders' Meeting, having heard the Board of Directors proposal, according to the provisions of articles 2357 and 2357-ter of the Civ. Cod., 132 D, Lgs. D. n. 58/1998 and 114-bis of 11971/99 Consob Regulation*

**RESOLVES**

1. *to authorize the purchase and the disposal of a maximum of number 666,425 treasury shares, equal to a nominal value of Euro 0.33 each, for the purposes of the 2026 Incentive Systems under the terms and conditions described above, considering that buy-back operations of treasury shares could be executed after having received the necessary authorization of the Regulator, according to articles 77-78 Reg. EU no. 575/2013 (CRR) as modified by Reg. EU no. 876/2019. It is understood that any treasury shares purchased under the present resolution or already in FinecoBank's possession, if exceeding the amount needed for the purposes of the 2026 Incentive Systems, could be assigned for the purposes of previous or future incentive systems or to other needs related to variable or non-recurring remuneration;*
2. *to confer on the Board of Directors and, on its behalf, on the Chief Executive Officer and the General Manager, each individually, every opportune power of attorney to implement and communicate the present resolution to the market, in accordance with the applicable regulations."*

## EXTRAORDINARY SHAREHOLDERS' MEETING

### EXPLANATORY REPORT BY THE DIRECTORS

#### **Amendments to Articles 15 and 17 of the Articles of Association, aimed at allowing the separation of the offices of Managing Director and General Manager. 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 upon certain amendments to the Articles of Association aimed at introducing the possibility of a subjective separation between the roles of Managing Director and General Manager, so as to ensure the Bank has the organisational flexibility required to respond effectively to developments in its reference framework.

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

#### **1. RATIONALE AND DESCRIPTION OF THE PROPOSAL**

The Bank's current governance model, as governed by the Articles of Association, provides for the coincidence of the offices of Managing Director and General Manager: Article 15 in fact provides that, should the Board of Directors appoint a Managing Director and a General Manager, both offices must be held by the same individual.

In view of the Bank's increasing managerial and operational complexity, as well as the evolving dynamics of the overall system context, and in order to support the ongoing processes of innovation, transformation and strategic development aimed at FinecoBank's growth, it is proposed to amend the Articles of Association so as to leave open the possibility – consistent with the Bank's future evolution – of separating the roles of Managing Director and General Manager, which is currently precluded by the required coincidence of the two offices. In particular, this amendment will allow the Board of Directors, where appropriate, to consider and assess such separation, thereby enabling a new organisational structure characterised by a different allocation of delegations and powers. This is in the perspective of the natural evolution of the Bank's governance, with the aim of preserving the effectiveness of its organisational structure over time.

Specifically, the proposed amendments concern Articles 15 and 17 of the Articles of Association and are intended – for the reasons outlined above – to allow the separation between the role of Managing Director and that of General Manager, by removing the current constraint requiring the two offices to be held by the same individual. The intervention therefore entails the deletion of such obligation and the consequent

alignment of those provisions of the Articles of Association that had been drafted on the assumption that the two offices could not be held by different persons.

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

As regards **Article 15** of the Articles of Association, it is proposed to **delete paragraph 5**, which provided for the obligation to combine the offices of Managing Director and General Manager in the same individual, with the consequent updating of the numbering of the subsequent paragraphs.

Consistently with the possibility that the roles of Managing Director and General Manager may be held by different persons, it is proposed to revise **current paragraphs 6, 7 and 8** (renumbered respectively as **paragraphs 5, 6 and 7**). In particular, it is provided that the Managing Director and the General Manager, each within their respective remit, shall ensure the implementation of the resolutions of the Board of Directors, making use of the General Management. The General Manager is also granted – always, and not only in the absence of the Managing Director – the right to attend meetings of the Board of Directors, with the right to submit proposals on matters falling within his/her competence, but without voting rights, as well as the obligation to report to the Board on the activities carried out, in the manner and within the time limits established by the Board.

**Paragraph 4** of **Article 15** of the Articles of Association is not amended in substance and continues to provide that the Managing Director shall also assume the functions and powers of the General Manager where the latter has not been appointed.

As regards **Article 17, paragraph 5**, relating to resolutions adopted by the Chairperson in cases of proven urgency upon proposal of the Managing Director or the General Manager, is updated by specifying that such proposal is submitted by the aforementioned persons, each within their respective remit.

## **2. RIGHT OF WITHDRAWAL**

The proposed amendments to the Articles of Association described above do not grant a right of withdrawal to shareholders who do not take part in the relevant approval, as they do not fall within any of the cases for withdrawal set out under Articles 2437 et seq. of the Italian Civil Code.

## **3. AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In light of the above, Articles 15 and 17 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 15</b></p> <p>1. The Board of Directors may appoint one Managing Director, and also determines his/her duties and powers, and may assign special duties and powers to other Board members.</p> <p>2. The Board of Directors may appoint, determining the term of office and the respective duties and powers, a General Manager and one or more Deputy General Managers, who form the Head Office, together with the other employees of this office.</p> <p>3. The Managing Director or – where not appointed – the General Manager shall oversee the Head Office.</p> <p>4. The Managing Director shall take up the powers and duties of the General Manager if the latter has not been appointed.</p> <p>5. If a Managing Director and General Manager are appointed, both positions must be held by the same person.</p> <p>6. The Managing Director, or where not appointed, the General Manager shall be responsible for implementing the resolutions passed by the Board of Directors, with the assistance of the Head Office.</p> <p>7. If a Managing Director has not been appointed, the General Manager shall take part in Board meetings with the power to make proposals and without voting rights.</p> <p>8. The Managing Director and other Directors vested with particular responsibilities, as well as the General Manager, where no Managing Director has been appointed, shall report to the Board of Directors on their activities, according</p>	<p><b>Article 15</b></p> <p>1. UNCHANGED</p> <p>2. UNCHANGED</p> <p>3. UNCHANGED</p> <p>4. The Managing Director shall <b>also</b> take up the powers and duties of the General Manager if the latter has not been appointed.</p> <p><del>5. If a Managing Director and General Manager are appointed, both positions must be held by the same person.</del></p> <p><del>6</del> <b>5.</b> The Managing Director, <del>or where not appointed,</del> <b>and</b> the General Manager <b>within their respective remits</b> shall be responsible for implementing the resolutions passed by the Board of Directors, with the assistance of the Head Office.</p> <p><del>7</del> <b>6.</b> <del>If a Managing Director has not been appointed,</del> The General Manager shall take part in Board meetings with the power to make proposals <b>within his remit</b> and without voting rights.</p> <p><del>8</del> <b>7.</b> The Managing Director and other Directors vested with particular responsibilities, as well as the General Manager, <del>where no Managing Director has been appointed,</del> shall report to the Board of Directors on their activities, according to the procedures and time limits established by</p>

<b><u>CURRENT ARTICLES OF ASSOCIATION</u></b>	<b><u>PROPOSED ARTICLES OF ASSOCIATION</u></b>
to the procedures and time limits established by the Board, in accordance with law.	the Board, in accordance with law.
<p><b>Article 17</b></p> <p>1. The Board of Directors is vested with all powers necessary for managing the Company, except for those powers reserved by law and regulations, along with the Articles of Association to the Shareholders' meeting.</p> <p>2. In compliance with applicable laws and the Company's Articles of Association, the Board of Directors shall adopt a Regulation on its functioning and responsibilities. This Regulation specifies, amongst other things, the limits on number of board mandates.</p> <p>3. In addition to those duties and powers that cannot be delegated by law, the Board of Directors is responsible for passing resolutions - which cannot be delegated - concerning:</p> <ul style="list-style-type: none"> <li>- the general guidelines, as well as the adoption and amendment of the Company's industrial, strategic and financial plans;</li> <li>- the appointment and dismissal of the General Manager/s, Deputy General Managers and managers with strategic responsibilities;</li> <li>- the assessment of the overall business performance;</li> <li>- adjustments to be made to the Articles of Association to bring them in line with legal requirements;</li> <li>- corporate mergers and demergers in the cases provided under Articles 2505 and 2505 bis and 2506 of the Italian Civil Code;</li> <li>- the reduction of capital in the event of shareholder withdrawal;</li> <li>- decisions on which Directors, in addition to those indicated in these Articles of Association, may represent the Company;</li> <li>- the determination of criteria for the coordination and management of Group companies and the determination of criteria for compliance with Bank of Italy requirements;</li> <li>- the establishment of committees or commissions with advisory, decision-making or coordination functions;</li> <li>- the risk management policies, as well as the</li> </ul>	<p><b>Article 17</b></p> <p>1. UNCHANGED</p> <p>2. UNCHANGED</p> <p>3. In addition to those duties and powers that cannot be delegated by law, the Board of Directors is responsible for passing resolutions - which cannot be delegated - concerning:</p> <ul style="list-style-type: none"> <li>- the general guidelines, as well as the adoption and amendment of the Company's industrial, strategic and financial plans;</li> <li>- the appointment and dismissal of the General Manager/s, Deputy General Managers and managers with strategic responsibilities;</li> <li>- the assessment of the overall business performance;</li> <li>- adjustments to be made to the Articles of Association to bring them in line with legal requirements;</li> <li>- corporate mergers and demergers in the cases provided under Articles 2505 and 2505 bis and 2506 of the Italian Civil Code;</li> <li>- the reduction of capital in the event of shareholder withdrawal;</li> <li>- decisions on which Directors, in addition to those indicated in these Articles of Association, may represent the Company;</li> <li>- the determination of criteria for the coordination and management of Group companies and the determination of criteria for compliance with Bank of Italy requirements;</li> <li>- the establishment of committees or commissions with advisory, decision-making or coordination functions;</li> <li>- the risk management policies, as well as the</li> </ul>

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED ARTICLES OF ASSOCIATION</u>
<p>evaluation of the functionality, efficiency and effectiveness of the internal control system and the adequacy of the organisational, administrative and accounting structure;</p> <ul style="list-style-type: none"> <li>- the purchase and sale of equity investments, companies and/or company divisions, as well as decisions involving investments and/or divestments that modify the composition of the Banking Group without prejudice to the provisions set out in Article 2361, paragraph 2, of the Italian Civil Code;</li> <li>- the purchase and sale of property;</li> <li>- the approval and amendment of the main internal regulations;</li> <li>- the appointment and dismissal of the heads of the internal audit, conformity and risk control and anti-money laundering functions;</li> <li>- the opening and establishment, also for the purpose of structuring the signing authority, of secondary offices, branches, agencies, counters and representation offices, however named, in Italy and abroad, as well as closing them.</li> </ul> <p>4. The Board of Directors may delegate powers to the Managing Director, the General Manager and/or Deputy General Managers, establishing the limits and operating methods, including the power to sub-delegate, where appropriate. It may also delegate its powers on an ongoing basis to other employees for the day-to-day management of the Company – including the granting of credit – as well as powers to complete specific categories of acts.</p> <p>5. In the event of a demonstrable emergency, the Chairman, on the basis of a proposal made by the Managing Director, or the General Manager, may pass resolutions on any deal or transaction, with the exception of those matters reserved by law or by the Articles of Association exclusively to the Board of Directors, and shall inform the Board about the event at the next meeting.</p>	<p>evaluation of the functionality, efficiency and effectiveness of the internal control system and the adequacy of the organisational, administrative and accounting structure;</p> <ul style="list-style-type: none"> <li>- the purchase and sale of equity investments, companies and/or company divisions, as well as decisions involving investments and/or divestments that modify the composition of the Banking Group without prejudice to the provisions set out in Article 2361, paragraph 2, of the Italian Civil Code;</li> <li>- the purchase and sale of property;</li> <li>- the approval and amendment of the main internal regulations;</li> <li>- the appointment and dismissal of the heads of the internal audit, conformity and risk control and anti-money laundering functions;</li> <li>- the opening and establishment, also for the purpose of structuring the signing authority, of secondary offices, branches, agencies, counters and representation offices, however named, in Italy and abroad, as well as closing them.</li> </ul> <p>4. UNCHANGED</p> <p>5. In the event of a demonstrable emergency, the Chairman, on the basis of a proposal made by the Managing Director, or the General Manager, <b>within their respective remit</b>, may pass resolutions on any deal or transaction, with the exception of those matters reserved by law or by the Articles of Association exclusively to the Board of Directors, and shall inform the Board about the event at the next meeting.</p>

It is hereby noted that the above-described proposals to amend the Articles of Association received, on 16 March 2016, the assessment measure pursuant to Article 56 of Legislative Decree No. 385/1993 from the European Central Bank.

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

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

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

*resolves*

*1) to amend Articles 15 and 17 of the Articles of Association as follows:*

##### ***“Article 15***

- 1. The Board of Directors may appoint one Managing Director, and also determines his/her duties and powers, and may assign special duties and powers to other Board members.*
- 2. The Board of Directors may appoint, determining the term of office and the respective duties and powers, a General Manager and one or more Deputy General Managers, who form the Head Office, together with the other employees of this office.*
- 3. The Managing Director or – where not appointed – the General Manager shall oversee the Head Office.*
- 4. The Managing Director shall also take up the powers and duties of the General Manager if the latter has not been appointed.*
- 5. The Managing Director and the General Manager within their respective remits shall be responsible for implementing the resolutions passed by the Board of Directors, with the assistance of the Head Office.*
- 6. The General Manager shall take part in Board meetings with the power to make proposals within his remit and without voting rights.*
- 7. The Managing Director and other Directors vested with particular responsibilities, as well as the General Manager, shall report to the Board of Directors on their activities, according to the procedures and time limits established by the Board, in accordance with law”.*

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##### ***“Article 17***

- 1. The Board of Directors is vested with all powers necessary for managing the Company, except for those powers reserved by law and regulations, along with the Articles of Association to the Shareholders' meeting.*

2. *In compliance with applicable laws and the Company's Articles of Association, the Board of Directors shall adopt a Regulation on its functioning and responsibilities. This Regulation specifies, amongst other things, the limits on number of board mandates.*

3. *In addition to those duties and powers that cannot be delegated by law, the Board of Directors is responsible for passing resolutions - which cannot be delegated - concerning:*

*- the general guidelines, as well as the adoption and amendment of the Company's industrial, strategic and financial plans;*

*- the appointment and dismissal of the General Manager, Deputy General Managers and managers with strategic responsibilities;*

*- the assessment of the overall business performance;*

*- adjustments to be made to the Articles of Association to bring them in line with legal requirements;*

*- corporate mergers and demergers in the cases provided under Articles 2505 and 2505 bis and 2506 of the Italian Civil Code;*

*- the reduction of capital in the event of shareholder withdrawal;*

*- decisions on which Directors, in addition to those indicated in these Articles of Association, may represent the Company;*

*- the determination of criteria for the coordination and management of Group companies and the determination of criteria for compliance with Bank of Italy requirements;*

*- the establishment of committees or commissions with advisory, decision-making or coordination functions;*

*- the risk management policies, as well as the evaluation of the functionality, efficiency and effectiveness of the internal control system and the adequacy of the organisational, administrative and accounting structure;*

*- the purchase and sale of equity investments, companies and/or company divisions, as well as decisions involving investments and/or divestments that modify the composition of the Banking Group without prejudice to the provisions set out in Article 2361, paragraph 2, of the Italian Civil Code;*

*- the purchase and sale of property;*

*- the approval and amendment of the main internal regulations;*

*- the appointment and dismissal of the heads of the internal audit, conformity and risk control and anti-money laundering functions;*

*- the opening and establishment, also for the purpose of structuring the signing authority, of secondary offices, branches, agencies, counters and representation offices, however named, in Italy and abroad, as well as closing them.*

4. *The Board of Directors may delegate powers to the Managing Director, the General Manager and/or Deputy General Managers, establishing the limits and operating methods, including the power to sub-delegate, where appropriate. It may also delegate its powers on an ongoing basis to other employees for the day-to-day management of the Company – including the granting of credit – as well as powers to complete specific categories of acts.*

5. *In the event of a demonstrable emergency, the Chairman, on the basis of a proposal made by the Managing Director, or the General Manager, within their respective remit, may pass resolutions on any deal or transaction, with the exception of those matters reserved by law or by the Articles of Association exclusively to the Board of Directors, and shall inform the Board about the event at the next meeting.”*

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2) *to grant the Chairperson of the Board of Directors, and the Managing Director and General Manager, each acting severally (independently of the others) and with power of sub-delegation, all powers as may be necessary and appropriate to complete the formalities required by law for the filing and registration of the resolution with the Companies' Register, with authority to make any non-substantive amendments and/or additions to the resolution itself or any amendments and/or additions required by the competent Authorities, as well as all powers to carry out the consequent statutory and regulatory formalities and filings."*

**EXTRAORDINARY SHAREHOLDERS' MEETING**

**DIRECTORS' REPORT**

- 1. Delegation to the Board of Directors, under the provisions of Article 2443 of the Italian Civil Code, of the authority to resolve, on one or more occasions, in the period 2027–2029, a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 99,021.12 corresponding to up to 300,064 FinecoBank new ordinary shares with a nominal value of Euro 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the beneficiaries of the 2021–2023 Long Term Incentive Plan for the purpose of completing its execution; consequent amendments to the Articles of Association**
- 2. Delegation to the Board of Directors, under the provisions of Article 2443 of the Italian Civil Code, of the authority to resolve in 2031, within the limits of law, a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 32,552.85 corresponding to up to 98,645 FinecoBank new ordinary shares with a nominal value of Euro 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2025 Identified Staff employees of FinecoBank for the purpose of completing the execution of the 2025 Incentive System; consequent amendments to the Articles of Association.**

Dear Shareholders,

We have called this Extraordinary Shareholders' Meeting to submit for your approval the proposal to delegate authority to the Board of Directors, pursuant to article 2443 of the civil Code, to increase the share capital under article 2349 of the civil Code (granting of free ordinary shares to employees of FinecoBank Group) in order to:

1. complete the execution of the “2021-2023 Long Term Incentive Plan” (hereinafter the “2021-2023 plan”) approved by the Shareholders' Meeting held on April 28, 2021;
2. complete the execution of the “2025 Incentive System” (hereinafter the “**2025 System**”) approved by the Shareholders' Meeting held on April 29, 2025;
3. execute the “2025 Incentive System” (hereinafter the “**2025 System**”) submitted for approval to the

We also submit for your approval the consequent required amendments to the Articles of Association.

**1. DELEGATION FOR CAPITAL INCREASE TO CARRY OUT THE 2021-2023 PLAN**

As known, on April 28, 2021, the Ordinary Shareholders' Meeting approved the 2021-2023 Plan that provides for the allocation of a bonus through free ordinary FinecoBank shares, over the period 2024-2029, through a balanced structure of “upfront” (made at the time of the performance evaluation) and deferred payments, in cash and/or in Fineco ordinary shares.

The above-mentioned Extraordinary Shareholders' Meeting approved for the Board of Directors the power of attorney to issue the necessary free ordinary shares to execute the 2021-2023 Plan.

Considering that, pursuant to article 2443 of the civil Code, the power of attorney to the Directors for capital increase expires after five years from the date of the relevant Shareholders' Meeting resolution, during the above-mentioned meeting it was anticipated to the Shareholders the need to submit to a future Shareholders' Meeting for approval the proposed assignment of a further power of attorney to allocate the last three share instalments to be executed in 2027, 2028 and 2029, as foreseen by the 2021-2023 Plan.

Having said that, it is submitted for the approval of today's meeting, the proposal to give to the Board of Directors the power of attorney, that will be executed in the period 2027-2029, to resolve a free capital increase for a maximum number of 300,064 ordinary shares, corresponding to up to Euro 99,021.12 calculated on the basis of the nominal value of Fineco ordinary share equal to Euro 0.33, consequently amending the Articles of Association.

The above-mentioned capital increase would be carried out using the special reserve known as "*Provisions Linked to the Medium-Long Term Incentive System for the staff of FinecoBank*" set up for this purpose which, if case, may be increased via allocation of profits or a portion of available statutory reserves, formed as a result of the allocation of company profits that shall be identified by the Board of Directors at the time of the exercise of the proxy.

## **2. DELEGATION FOR CAPITAL INCREASE TO CARRY OUT THE 2025 INCENTIVE SYSTEM**

As known, on April 29, 2025 the Ordinary Shareholders' Meeting approved the 2025 Incentive System aimed to incentivize the Identified Staff of FinecoBank, over a multi-year period (2026-2031), through a balanced structure of "upfront" (made at the time of the performance evaluation) and deferred payments, in cash and/or in Fineco ordinary shares.

The above-mentioned Extraordinary Shareholders' Meeting approved for the Board of Directors the power of attorney to issue the necessary free ordinary shares to execute the 2025 System.

Considering that, pursuant to article 2443 of the civil Code, the power of attorney to the Directors for capital increase expires after five years from the date of the relevant Shareholders' Meeting resolution, during the above-mentioned meeting it was anticipated to the Shareholders the need to submit to a future Shareholders' Meeting for approval the proposed assignment of a further power of attorney to allocate the last share instalment to be executed in 2031, as foreseen by 2025 System.

Having said that, it is submitted for the approval of today's meeting, the proposal to give to the Board of Directors the power of attorney, that will be executed in 2031, to resolve a free capital increase for a maximum number of 98,645 ordinary shares, corresponding to up to Euro 32,552.85 calculated on the basis of the nominal value of Fineco ordinary share equal to Euro 0.33, consequently amending the Articles of Association.

The above-mentioned capital increase would be carried out using the special reserve known as "*Provisions Linked to the Medium-Long Term Incentive System for the staff of FinecoBank*" set up for this purpose which, if case, may be increased via allocation of profits or a portion of available statutory reserves, formed as a result of the allocation of company profits that shall be identified by the Board of Directors at the time of the exercise of the proxy.

In light of the above, it is proposed to amend Art. 5 of the Articles of Association, by amending paragraphs no. 10 and 15<sup>1</sup>. The changes submitted for approval to the Shareholders are shown in the synoptic table below:

CURRENT TEXT	PROPOSED AMENDMENT
<b>TITLE II – SHARE CAPITAL – SHARES – BONDS</b>	
<p>Article 5</p> <p style="text-align: center;"><i>Omissis</i></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 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 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. 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</p>	<p>Article 5</p> <p style="text-align: center;"><i>Omissis</i></p> <p>10. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, to <del>resolve</del> <b>carry out</b> a free <b>capital</b> increase <del>in share capital</del>, pursuant to Article 2349 of the Italian civil Code, in one or more instances and for a maximum period of five years <b>i)</b> from the date of the shareholders' resolution dated April 28, 2021, for a maximum amount of Euro 283,511.58 (<del>attributable entirely to capital</del>) <b>with the issue of</b> by issuing up to 859,126 new FinecoBank ordinary shares <del>with a par value of Euro 0.33 per share</del>, <b>ii) from the date of the shareholders' resolution dated April 29, 2026, for a maximum amount of Euro 99,021.12 by issuing up to 300,064 new FinecoBank ordinary shares; attributable entirely to capital with a par value of Euro 0.33 each</b>, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to <del>the beneficiaries FinecoBank Employees in execution</del> <b>the beneficiaries</b> of the 2021-2023 Long Term Incentive Plan <b>to execute the plan itself</b>.</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>

<sup>1</sup> The Extraordinary Shareholders' Meeting of March 10, 2026, resolved to renumber paragraphs 10 and 15, which had previously been identified as paragraphs 19 and 24.

<p>Euro 0.33 each, to service the implementation of the Employee incentive plans.</p> <p style="text-align: center;"><i>Omissis</i></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 style="text-align: center;"><i>Omissis</i></p>
<p>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 Incentive System.</p> <p style="text-align: center;"><i>Omissis</i></p>	<p>15. The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, to <del>resolve</del> <b>carry out</b> a free <b>capital</b> increase, <b>pursuant to Article 2349 of the Italian civil Code</b>, in one or more instances and for a maximum period of five years <b>i)</b> from the date of the shareholders' resolution dated April 29, 2025, <del>a free increase in share capital, pursuant to Article 2349 of the Italian civil Code</del>, for a maximum amount of Euro 154,106.37 <del>(attributable entirely to capital)</del> by issuing up to 466,989 new FinecoBank ordinary shares <del>with a nominal value of Euro 0.33 each</del>, <b>ii) from the date of the shareholders' resolution dated April 29, 2026, for a maximum amount of Euro 32,552.85 by issuing up to 98,645 new FinecoBank ordinary shares; attributable entirely to capital with a par value of Euro 0.33 each</b>, with the same characteristics as those in circulation, <del>and</del> with regular dividend entitlement, to be granted to FinecoBank Identified Staff in execution of the 2025 Incentive System.</p> <p style="text-align: center;"><i>Omissis</i></p>

It should be noted that the amendments to the Articles of Association of FinecoBank submitted for approval to today Shareholders' Meeting are subject to the "provision of verification" by the Supervisory Authorities pursuant to the provisions of Article 56 of Legislative Decree September 1<sup>st</sup> 1993 no. 385/93.

The aforementioned amendments will be effective starting from the registration of the Extraordinary Shareholders' Meeting resolution at the relevant "Registro delle Imprese".

Dear Shareholders,

in relation to the above, taking into account the resolutions approved by the April 28, 2021 Meeting, related to the 2021-2023 Long Term Incentive Plan and by the April 29, 2025 Meeting related to the 2025 Incentive System, you are invited to approve the following resolution:

*"The Extraordinary Shareholders' Meeting of FinecoBank S.p.A., having heard the Board of Directors' proposal,*

### **RESOLVES**

- 1. to grant the Board of Directors, under the provisions of article 2443 of the Italian civil Code, the authority to resolve in the period 2027-2029, a free share capital increase, pursuant to article 2349 of the Italian civil Code, for a maximum amount of Euro 99,021.12 corresponding to up to 300,064 FinecoBank new 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 beneficiaries of the 2021-2023 Long Term Incentive Plan for the execution of the plan itself. Such an increase in capital shall be carried out using the special reserve known as "Provisions Linked to the Medium-Long Term Incentive System for the staff of FinecoBank" set up for this purpose which, if case, may be increased via allocation of a portion of profits or available statutory reserves, formed a result of the allocation of company profits that shall be identified by the Board of Directors at the time of the exercise of the proxy;*
- 2. further to the resolution passed in point 1, to amend paragraph 10 of article 5 of the Articles of Association with the following new text*

*"The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, 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 28, 2021, for a maximum amount of Euro 283,511.58 by issuing up to 859,126 new FinecoBank ordinary shares ii) from the date of the shareholders' resolution dated April 29, 2026, for a maximum amount of Euro 99,021.12 by issuing up to 300,064 new FinecoBank ordinary shares; attributable entirely to capital with a par value of Euro 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to the beneficiaries of the 2021-2023 Long Term Incentive Plan to execute the plan itself.*

*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.*

*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."*

3. *to grant the Board of Directors, under the provisions of article 2443 of the Italian civil Code, the authority to resolve – in 2031 within the legal limits – a free capital increase, pursuant to article 2349 of the Italian civil Code, for a maximum amount of Euro 32,552.85 corresponding to up to 98,645 Fineco 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 order to complete the execution of the 2025 Incentive System approved by the Ordinary Shareholders' Meeting on April 29, 2025. Such an increase in capital shall be carried out using the special reserve known as “Provisions Linked to the Medium-Long Term Incentive System for the staff of FinecoBank” set up for this purpose which, if case, may be increased via allocation of a portion of profits or available statutory reserves, formed a result of the allocation of company profits that shall be identified by the Board of Directors at the time of the exercise of the proxy;*
4. *further to the resolution passed in point 1, to amend paragraph 15 of article 5 of the Articles of Association with the following new text*

The Board of Directors has the right, pursuant to Article 2443 of the Italian civil Code, 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 29, 2025, for a maximum amount of Euro 154,106.37 by issuing up to 466,989 new FinecoBank ordinary shares, ii) from the date of the shareholders' resolution dated April 29, 2026, for a maximum amount of Euro 32,552.85 by issuing up to 98,645 new FinecoBank ordinary shares; attributable entirely to capital with a par value of Euro 0.33 each, with the same characteristics as those in circulation, with regular dividend entitlement, to be granted to FinecoBank Identified Staff in execution of the 2025 Incentive System.

5. *to delegate to the Board of Directors all the necessary powers for issuing the new shares;*
6. *to confer on the Chief Executive Officer and the General Manager, also individually, all necessary power of attorney to:*
  - a. *implement the above resolutions under the terms of the law;*
  - b. *accept or adopt any amendments and additions to the above resolutions (not changing substantially the content of the resolutions) which should be necessary for registration at the “Registro delle Imprese”;*
  - c. *proceed with the deposit and registration, under the terms of the law, with explicit and advanced approval and ratification;*
  - d. *make the consequent amendments to article 5 of the Articles of Association, per the resolution above.”*



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