

**April  
29  
2026**

**ORDINARY AND EXTRAORDINARY  
SHAREHOLDER'S MEETING**

**NOTICE OF CALL**

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

## NOTICE OF CALL

The Ordinary and Extraordinary Shareholders' Meeting of FinecoBank S.p.A. is convened in **Milan, at the Company's registered office at Piazza Durante No. 11 (entrance at Via Marco D'Aviano No. 5), in a single call, on 29 April 2026 at 9:30 a.m.**, to discuss the following

### AGENDA

#### Ordinary Session

1. Approval of the financial statements of FinecoBank S.p.A. for the 2025 financial year and presentation of the consolidated financial statements.
2. Allocation of the net profit of FinecoBank S.p.A. for the 2025 financial year.
3. Elimination of a negative reserve not subject to change by means of its definitive coverage.
4. Determination of the number of Directors.
5. Determination of the Term of Office of the Directors.
6. Appointment of the Board of Directors.
7. 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.
8. Appointment of the Board of Statutory Auditors.
9. 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.
10. 2026 Remuneration Policy.
11. 2025 Remuneration Report.
12. 2026 Incentive System for "Identified Staff".
13. 2026 Incentive System for Personal Financial Advisors "Identified Staff".
14. Authorization to purchase and dispose of treasury shares for the purpose of the 2026 incentive systems for "Identified Staff". Related and consequential resolutions.

#### Extraordinary Session

1. 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.
2. 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.
3. 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.

### **Right to attend and vote at the Shareholders' Meeting**

Entitlement to attend the Shareholders' Meeting and exercise voting rights is certified by a notice to the Company sent, at the request of the entitled person, by the authorised intermediary with which the FinecoBank shares are deposited, on the basis of the records at the end of the accounting day of the **record date, i.e. 20 April 2026** (the seventh trading day prior to the date set for the Meeting in single call). Any credit or debit transactions completed on the accounts after that date will not be considered valid for the purpose of voting at the Meeting. Therefore, anyone acquiring shares only after that date will not be entitled to attend or vote at the Meeting.

No voting by correspondence or by electronic means is permitted.

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

Shareholders entitled to vote may be represented at the Shareholders' Meeting by means of a written proxy, pursuant to the applicable laws and regulations. For this purpose, the proxy form available on the Company's website (section "Governance/Shareholders' Meeting") may be used. The proxyholder may, in lieu of the original, deliver or transmit to the Company a copy of the proxy, including in electronic format, certifying, under his/her own responsibility, that such copy is a true copy of the original and confirming the identity of the delegating shareholder. A proxy granted by means of an electronic document executed with an electronic signature in accordance with applicable laws may be notified to the Company by e-mail to [shareholdersdelegation@fineco.it](mailto:shareholdersdelegation@fineco.it).

The proxy may also be granted to Computershare S.p.A. – with offices in Turin, Via Nizza 262/73 – as the representative designated for this purpose by the Company pursuant to Article 135-undecies of the TUF (the "Designated Representative").

Shareholders wishing to avail themselves of this option may therefore grant the Designated Representative a proxy – together with voting instructions – on all or some of the proposed resolutions concerning the items on the agenda, by using the specific proxy form (including in electronic format) prepared by the Designated Representative in agreement with the Company. Such form will be made available on the Company's website at [www.finecobank.com](http://www.finecobank.com) (section "Governance/Shareholders' Meeting"), which also will include a link to a procedure for submitting the proxy electronically.

The proxy form containing the voting instructions must be submitted in accordance with the instructions provided in the form itself and on the Company's website no later than the second open-market day prior to the Shareholders' Meeting, i.e. **by 27 April**. Within the same deadline, the proxy may be revoked.

A proxy granted in this manner shall be effective only with respect to the proposed resolutions for which voting instructions have been given.

Please note that the shares for which the proxy (including a partial proxy) has been granted are counted for the purposes of duly constituting the Shareholders' Meeting.

The Designated Representative will be available for clarifications or information at +39 011 0923200 or at the e-mail address [sedeto@computershare.it](mailto:sedeto@computershare.it).

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

The right to supplement the agenda of the Shareholders' Meeting and/or to submit new proposed resolutions on matters already on the agenda may be exercised, in the cases and in the manner set forth

in Article 126-bis of the TUF, by Shareholders who, also jointly, represent at least 2.50% of the share capital, within ten days from the publication of this notice, i.e. by **27 March 2026**.

Shareholders may not supplement the agenda with respect to items on which, by law, the Shareholders' Meeting resolves upon a proposal of the Directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

The requests – together with a copy of the notice certifying ownership of the relevant shareholding – must be addressed to the attention of the Corporate Law & Board Secretary's Office and submitted in writing at the Company's registered office in Milan or sent by registered letter with return receipt requested; they may also be sent by certified e-mail (PEC) to corporate.law@pec.fineco.it. Within the same deadline, and in the same manner, the requesting or proposing Shareholders must send to the Board of Directors a report setting out the reasons for the request or the proposal.

The applicant's entitlement will be verified by means of the notice sent by the intermediary pursuant to Article 43 of the Bank of Italy and Consob Measure of 13 August 2018 on post-trading, as last amended on 10 October 2022 (the "**Single Provision**").

Notice of the supplementation of the agenda or the submission of additional proposed resolutions on matters already on the agenda will be given, in the same manner prescribed for the publication of the notice of call, within the time limits set forth by applicable laws and regulations. At the same time, the reports prepared by the Shareholders requesting the supplementation and/or the additional proposed resolutions submitted, together with any assessments of the administrative body, will be made available to the public in the same manner as provided for the documentation relating to the Shareholders' Meeting.

Each proposed resolution must indicate the item on the agenda to which it refers and set out the specific proposed resolution.

Any person entitled to vote may submit proposed resolutions individually at the Shareholders' Meeting. Persons entitled to vote may submit questions on matters on the agenda prior to the Shareholders' Meeting, pursuant to Article 127-ter of the TUF, by sending them either by registered letter with return receipt requested to the Company's registered office in Milan (expressly indicating: "For the attention of the Corporate Law & Board Secretary's Office") or by certified e-mail (PEC) to corporate.law@pec.fineco.it. Questions received by the Company in the manner indicated above by 20 April 2026 (record date) and which are relevant to the matters on the agenda will be answered by 27 April 2026, in accordance with the procedures set forth by applicable laws and regulations. The applicant's entitlement will be verified by means of the notice sent by the intermediary pursuant to Article 43 of the Single Provision for the purposes of attending the Shareholders' Meeting.

The Company will not respond to questions that do not comply with the methods, time limits and conditions set out above.

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

The procedure for appointing the members of the Board of Directors and the Board of Statutory Auditors is governed by the provisions of the Italian Civil Code, the TUF and the related implementing regulations, as well as, respectively, by Articles 13 and 23 of the Articles of Association, to which reference is made. Against this background, the following is noted from the outset.

#### **Board of Directors**

##### **Appointment of the members of the Board of Directors – Determination of the number of members of the Board of Directors – Composition of, and entitlement to submit, the lists**

The appointment of the members of the Board of Directors is carried out on the basis of lists in which candidates must be indicated with a progressive number. Each list must include a number of candidates belonging to the less represented gender sufficient to ensure compliance with the gender balance at least to the minimum extent required by the applicable laws and regulations, including implementing regulations.

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.

The ownership of the minimum shareholding required for the submission of lists shall be determined by reference to the shares recorded in the name of the individual Shareholder, or of several Shareholders jointly, on the date on which the lists are filed with the Company, and must be certified in accordance with applicable law. Such certification may also be delivered to the Company after the filing, provided that it is received within the deadline set for the Company's publication of the lists (i.e., no later than 21 days prior to the date scheduled 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.

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.

#### Terms and procedure for submitting the lists

The lists, under penalty of forfeiture, must be filed with the Registered Office or the Head Office of the Company, (expressly stating: "*for the attention of the Corporate Law & Board Secretary's Office*"), or by certified email to corporate.law@pec.fineco.it attaching the documents in PDF format provided that the filing party, including a legal entity, uses its own certified email or, failing that, signs the electronic document (PDF) with advanced, qualified or digital signature, by **4 April 2026**.

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

- for Shareholders, details of the Shareholders who submitted the list, indicating the total shareholding held by each;
- exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) and the list of administration, management and control positions they hold in other companies;

---

<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 statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility for the candidacy, and that they have the required suitability prescribed by applicable laws, regulations and the Articles of Association.

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

In submitting lists, the shareholders are required to take account of the "*Qualitative and quantitative composition of the Board of Directors of FinecoBank S.p.A.*"; this contains the results of the preliminary analysis carried out by the Board of Directors on its optimal qualitative/quantitative composition in view of properly performing its functions, in accordance, in particular, with the corporate governance provisions set out in Bank of Italy Circular no. 285 of 17 December 2013 and Ministerial Decree no. 169 of 23 November 2020. This document, approved by the Board of Directors, is available on the FinecoBank website ("*Governance/Shareholders' Meeting*" section).

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

### **Board of Statutory Auditors**

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

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

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

Each list for the position of Standing 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, in accordance with Article 144.undecies.1 of the Consob Issuer's Regulation, as the Control Body of FinecoBank consists of three standing members).

Under the Articles of Association, the Chair of the Board of Statutory Auditors is assigned to the person who is first in the minority list of the regular Statutory Auditors that has obtained the most votes.

Shareholders who, either alone or together with others, collectively hold voting shares representing at least the percentage of share capital required under applicable laws and regulations are entitled to submit lists. It should be noted that Consob, in its Executive Resolution of the Head of the Corporate Governance Division no. 155 of 27 January 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. Minority shareholders who are not affiliated with the shareholders concerned shall be entitled to extend the deadline for presenting lists in the circumstances and according to the procedures set forth in current laws and regulations.

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

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

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

#### Terms and procedure for submitting the lists

The lists, under penalty of forfeiture, must be filed with the Registered Office or the Head Office of the Company, (expressly stating: “*for the attention of the Corporate Law & Board Secretary's Office*”), or by certified email to corporate.law@pec.fineco.it attaching the documents in PDF format provided that the filing party, including a legal entity, uses its own certified email or, failing that, signs the electronic document (PDF) with advanced, qualified or digital signature, by **4 April 2026**.

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

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

In the event that, upon the deadline for submitting the lists, (i) only one list has been filed, or only (ii) lists submitted by Shareholders who, under current legislation, are related to each other, the Company shall promptly give notice by a special press release within the deadline and in the manner prescribed by law; if so, lists may be submitted no later than **7 April 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 addition, Shareholders who intend to submit lists for the appointment of corporate bodies are invited

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

The lists submitted by the shareholders, together with the required documentation, will be made available to the public at the registered office and the Head Office of the Company, on the FinecoBank website, as well as on the website of the authorised storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the website of the market management company Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), no later than **8 April 2026**. Please be informed that the Board has resolved to submit its own list of candidates: the list submitted by the Board of Directors for the renewal of the Board of Directors will be made available to the public at least 40 days prior to the date of the Shareholders' Meeting, i.e., by **20 March 2026**.

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

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

### **Documents for the Shareholders' Meeting**

The full text of the proposal, the directors' report and other documents relevant to the item on the Agenda will be available to the public at the Company's registered office and at the headquarters, on the FinecoBank website, on the website of the accredited storage system "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)) managed by Teleborsa and on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), in accordance with laws and regulations.

Shareholders may obtain copies of the above documents.

### **Share capital and share with voting rights**

As at the date of publication of this notice, the fully paid-up share capital of FinecoBank S.p.A. is EUR **201,819,855.93**, comprising **611,575,321** ordinary shares each with a par value of EUR 0.33. Each ordinary share gives the right to one vote except for the **71,382** treasury shares, equal to **0.012%** of the share capital for which the voting rights have been suspended.

### **Website**

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

An excerpt from this notice will be published in "*Il Sole 24 Ore*" and "*Milano Finanza*" on 18 March 2026.

\*\*\*

The dividend, if approved by the Shareholders' Meeting, will be paid, in accordance with the applicable laws and regulations, on 20 May 2026, with the coupon detachment date (ex-date) on 18 May 2026. Pursuant to Article 83-terdecies of Legislative Decree no. 58 of 24 February 1998 (the "TUF"), those entitled to receive the dividend will therefore be the Shareholders who are recorded as such on the basis of the accounts at the end of the accounting day of 19 May 2026.

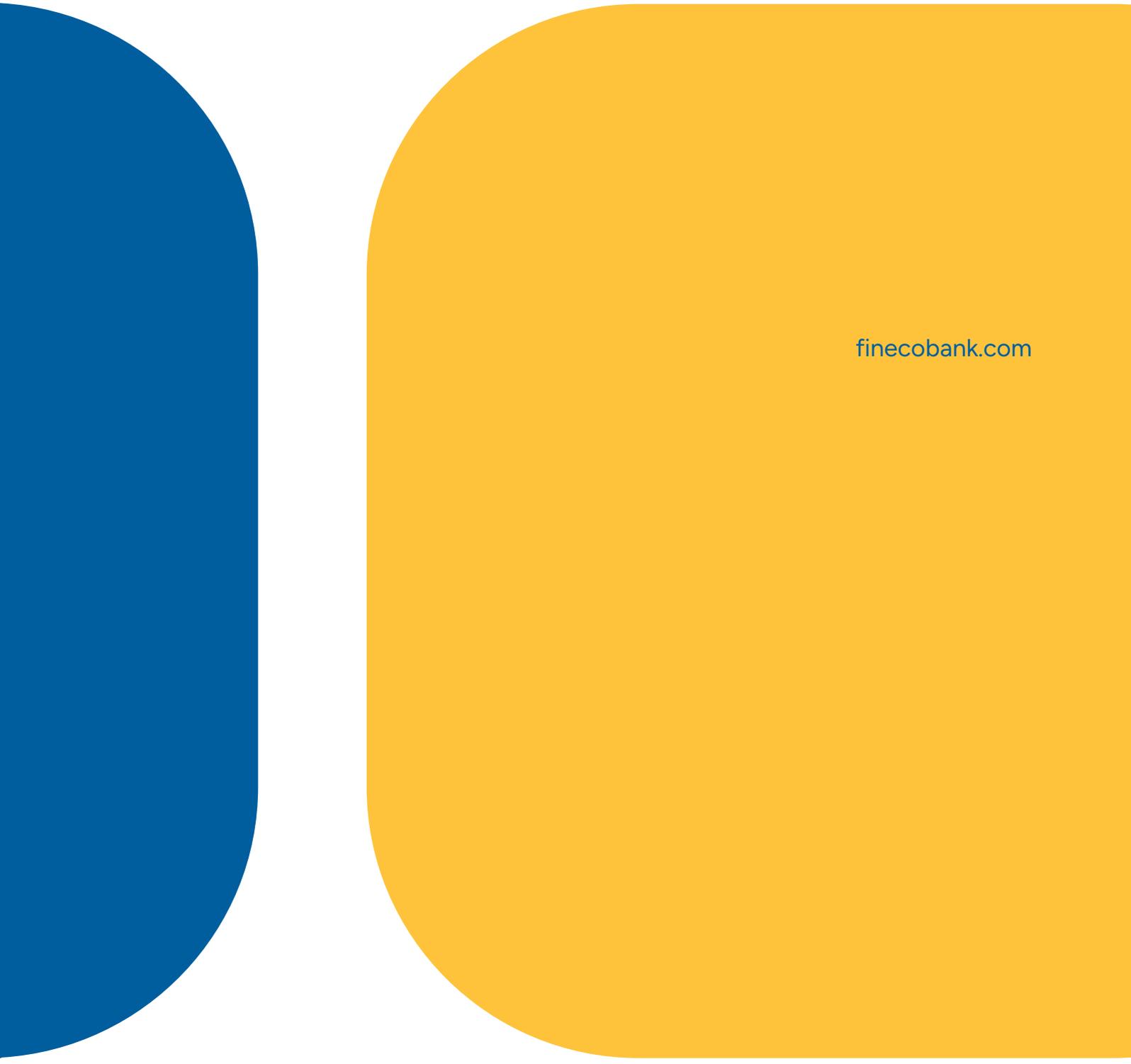
Milan, 17 March 2026

THE CHAIRMAN OF THE BOARD OF DIRECTORS

*Signed, Marco Mangiagalli*

*Persons entitled to attend the Shareholders' Meeting and exercise voting rights are kindly requested to arrive in advance of the start time of the Meeting, carrying evidence of the notice requested from their relevant intermediary pursuant to Article 83-sexies of the TUF, as well as a valid identity document, in order to facilitate the admission procedures and ensure the timely start of the proceedings.*

*Information on the procedures for attending the Shareholders' Meeting may be requested by calling the **toll-free number 800.101.101**, available on business days from 8:00 a.m. to 8:00 p.m.*



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