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Minutes of Board of Directors

THE REPUBLIC OF ITALY

In the year two thousand and twenty-four, on Tuesday, sixth of February

(6 February 2024)

in Milan (MI), Piazza Durante, 11,

at ten minutes past eleven a.m.,

at the request of the company's administrative body:

"FinecoBank Banca Fineco S.p.A.", or, in short form, "FinecoBank S.p.A.", or "Banca Fineco S.p.A.", or "Fineco Banca S.p.A.", a Bank registered in the Register of Banks and Parent Company of the "FinecoBank" Banking Group, Register of Banking Groups no. 3015, with registered office in Milan (MI), at No. 11 of Piazzale Francesco Durante, share capital Euro 201,508,439.55, fully paid-in, taxpayer's ID and registration number with the Companies Register of Milan, Monza - Brianza and Lodi: 01392970404, VAT number 12962340159 (R.E.A. MI-1598155) (hereinafter, the "Company" or "Bank" or "FinecoBank") (hereinafter, the "Company");

I, the undersigned, Mr. Angelo Busani, Notary Public in Milan, registered with the Board of Notaries of Milan, hereby attend and record in public form (hereinafter, the "Minutes") part of the meeting (hereinafter, the "Meeting") of the Board of Directors of the Company (the remaining part of the Meeting being recorded in private form), convened in a single call, to discuss and resolve on the following items on the

Agenda:

[omissis]

9. Partial exercise of the power granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code for a free increase of share capital to service the implementation of the 2018, 2019, 2020, 2021, 2022 and 2018-2020 LTI Incentive Schemes.

[omissis]

11. Partial exercise of the power granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code, for a free share capital increase to serve the 2021-2023 LTI Plan.":

The following person is present:

MANGIAGALLI, MARCO, born in Milan (MI) on 8 March 1949, domiciled for the purpose at the Company's registered office (hereinafter, the "Chairman"), Chairman of the Company's Board of Directors;

whose personal identity I, the Notary Public, am certain of, and who, having taken the chair of the Meeting, pursuant to Article 16 of the Company's current Articles of Association (hereinafter, the "Articles of Association"), declares, and asks me to record in the Minutes, that:

a) The Meeting was convened, pursuant to Article 16 of the Articles of Association, by a call

<p>Registration Revenue Agency MILAN 1 on 09/02/2024 under no. 9913</p>

sent to all persons entitled thereto by e-mail on 1 February 2024;

b) The members of the Board of Directors and of the Board of Statutory Auditors (hereinafter, the "Participants"), as indicated on the attendance sheet attached to the Minutes under letter "A" (the appearing party has expressly excused me from reading it aloud), participate in the Meeting (by means of telecommunication);

c) All those participating in the Meeting by means of telecommunications have been identified and are able to participate in real time in the proceedings of the Meeting;

d) The Participants declare that they have been duly informed of the items on the Agenda;

The President therefore declares that the Meeting (having reached the number of presences required by Article 18 of the Articles of Association) is validly constituted and can deliberate on the items on the Agenda.

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First of all, the Chairman proposes, with the unanimous agreement of those present at the meeting, that items 9 and 11 on the Agenda (concerning the free increase of share capital) be discussed and resolved upon jointly after having dealt with items 8 and 10 on the Agenda (concerning the execution of the incentive plans for the Company's employees).

[omissis]

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The Chairman now moves on to the joint discussion of items 9 (**Partial exercise of the power granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code for a free increase of share capital to service the implementation of the 2018, 2019, 2020, 2021 2022 and 2018-2020 LTI Incentive Schemes**) and 11 (**Partial exercise of the power granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code for a free increase of share capital to service the implementation of the 2021-2023 LTI Plan**) of the Agenda and points out that:

1) with regard to the 2018 Incentive Scheme:

1.a. on 10 January 2018, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the 2018 Incentive Scheme - subject to the approval of the plan by the Shareholders' Meeting and after verifying that the specific conditions for access and individual performance and conduct have been achieved - an incentive partly in cash and partly in free FinecoBank ordinary shares over a maximum time horizon of six years (2019-2024), in accordance with the payment schedules set out in the regulation of said plan;

1.b. on 11 April 2018, the Shareholders' Meeting approved the 2018 Incentive Scheme, providing for the allocation of free ordinary FinecoBank shares to its beneficiaries, and consequently said Shareholders' Meeting, in extraordinary session, granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital free of charge pursuant to Article 2349 of the Italian Civil Code;

1.c. on 5 February 2019, after verifying that the specific conditions for access and individual performance and conduct had been achieved, the Board of Directors of FinecoBank resolved to assign 168,897 (one hundred and sixty-eight thousand eight hundred and ninety-seven) ordinary shares to the beneficiaries free of charge over the 2021-2024 period, in accordance with the payment schedules set out in the regulation of said plan;

1.d. on 10 April 2019, the Extraordinary Shareholders' Meeting (pursuant to the minutes of the meeting dated 16 April 2019, with deed of the undersigned notary public, file no. 44.890/20.703; hereinafter, the Shareholders' Meeting of 10 April 2019") granted the Board of Directors the power to resolve a free increase of share capital in 2024, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of €30,731.91 (thirty thousand seven hundred and thirty one and ninety-one cents) corresponding to a maximum of 93,127 (ninety-three thousand one hundred and twenty-seven) ordinary FinecoBank shares, with a nominal value of €0.33 (thirty-three cents) each, of the same type as those in circulation, with regular dividend, to be allocated to the Key Personnel of FinecoBank, in execution of the 2018 Incentive Scheme (hereinafter, the "2018 Incentive Scheme Power");

2) with regard to the 2019 Incentive Scheme:

2.a. on 10 January 2019, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the 2019 Incentive Scheme - subject to the approval of the plan by the Shareholders' Meeting and after verifying that the specific conditions for access and individual performance and conduct have been achieved - an incentive partly in cash and partly in free FinecoBank ordinary shares over a maximum time horizon of six years (2020-2025), in accordance with the payment schedules set out in the regulation of said plan;

2.b. on 10 April 2019, the Shareholders' Meeting approved the 2019 Incentive Scheme, providing for the allocation of free ordinary FinecoBank shares to its beneficiaries, and consequently the same Shareholders' Meeting, in extraordinary session (i.e. the Shareholders' Meeting of 10 April 2019, as defined above), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital, free of charge, pursuant to Article 2349 of the Italian Civil Code for a maximum amount of €95,021.85 (ninety-five thousand twenty-one hundred and eighty-five cents) (to be charged entirely to capital), through the issue of a maximum of 287,945 (two hundred and eighty-seven thousand nine hundred and forty-five) new ordinary FinecoBank shares, with a nominal value of €0.33 (thirty-three cents) each, having the same characteristics as those in circulation, with regular dividend, to be allocated to the Key Personnel of FinecoBank, in execution of the 2019 Incentive System (hereinafter, the "2019 Incentive Scheme Power");

2.c. on 11 February 2020, after verifying that the specific conditions for access and individual performance and conduct had been achieved, the Board of Directors of FinecoBank resolved to assign 163,658 (one hundred and sixty-three thousand six hundred fifty-eight) ordinary

shares to the beneficiaries free of charge over the 2021-2025 period, in accordance with the payment schedules set out in the regulation of said plan;

3) with regard to the 2018-2020 LTI Plan:

3.a. on 10 January 2018, the Board of Directors of FinecoBank resolved to grant the selected employees of FinecoBank - subject to the approval of the plan by the Shareholders' Meeting and after verifying that the specific conditions for access and individual performance and conduct had been achieved - a certain number of free FinecoBank ordinary shares over a maximum time horizon of five years (2021-2025), in accordance with the payment schedules set out in the regulation of said plan;

3.b. on 11 April 2018, the Shareholders' Meeting approved the 2018-2020 LTI Plan, providing for the allocation of free ordinary FinecoBank shares to its beneficiaries, and consequently the same Meeting, in extraordinary session, granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital free of charge pursuant to Article 2349 of the Italian Civil Code;

3.c. on 8 May 2018, the Board of Directors of FinecoBank approved the promise of a maximum number of 905,066 (nine hundred and five thousand sixty-six) ordinary FinecoBank shares, to be assigned to the beneficiaries identified by the Bank after verifying that the specific conditions for access and performance objectives have been met as well as compliance of individual conduct;

3.d. on 28 April 2020, the Extraordinary Shareholders' Meeting (as set forth in the minutes of the meeting dated 18 May 2020, under the deeds of the notary public Carlo Marchetti of Milan, file no. 15.616/8.389; hereinafter, the Shareholders' Meeting of 28 April 2020") granted the Board of Directors the power to resolve a free increase of share capital in 2024, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of €37,788.63 (thirty-seven thousand seven hundred and thirty-one and ninety-one cents) corresponding to a maximum of 114,511 (one hundred and fourteen thousand five hundred and eleven) ordinary FinecoBank shares, with a nominal value of €0.33 (thirty-three cents) each, of the same type as those in circulation, with regular dividend, to be allocated to the Key Personnel of FinecoBank, in order to complete the execution of the 2018-2020 LTI Plan (hereinafter, the "2018-2020 LTI Plan Power");

3.e. on 9 February 2021, after verifying that the specific conditions for access and individual performance and conduct had been achieved, the Board of Directors of FinecoBank resolved to assign 830,679 (eight hundred and thirty thousand six hundred and seventy-nine) ordinary shares to the beneficiaries free of charge over the 2021-2025 period, in accordance with the payment schedules set out in the regulation of said plan and approved the allocation of the first tranche of shares of the Plan; consequently, in the exercise of the power granted by the Extraordinary Shareholders' Meeting of 11 April 2018, it increased the share capital free of

charge, pursuant to Article 2349 of the Italian Civil Code, for the amount of €34,259.66 (thirty-four thousand two hundred and fifty-nine and sixty-six cents), by issuing 104,629 (one hundred and four thousand six hundred and twenty-nine) ordinary FinecoBank shares;

3.f. on 9 February 2022, after verifying that the specific conditions for access and performance objectives have been met as well as compliance of individual conduct, the Board of Directors of FinecoBank approved the allocation of the second tranche of shares of the 2018-2020 LTI Plan and, consequently, in the exercise of the power granted by the Extraordinary Shareholders' Meeting of 11 April 2018, increased the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code, in the amount of €17,259.66 (seventeen thousand two hundred and fifty-nine and sixty-six cents) by issuing 52,302 (fifty-two thousand three hundred and two) ordinary FinecoBank shares;

3.g. on 7 February 2023, after verifying that the specific conditions for access and performance objectives had been met as well as compliance of individual conduct, the Board of Directors of FinecoBank approved the allocation of the second and third tranches of shares of the 2018-2020 LTI Plan and, consequently, in the exercise of the power granted by the Extraordinary Shareholders' Meeting of 11 April 2018, increased the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code, in the amount of €112,916.10 (one hundred and twelve thousand nine hundred and sixteen and ten cents) by issuing 342,170 (three hundred and forty-two thousand one hundred and seventy) ordinary FinecoBank shares;

4) with regard to the 2020 Incentive Scheme:

4.a. on 15 January 2020, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the 2020 Incentive Scheme - subject to the approval of the plan by the Shareholders' Meeting and after verifying that the specific conditions for access and individual performance and conduct had been achieved - an incentive partly in cash and partly in free FinecoBank ordinary shares over a maximum time horizon of six years (2021-2026), in accordance with the payment schedules set out in the regulation of said plan;

4.b. on 28 April 2020, the Shareholders' Meeting approved the 2020 Incentive Scheme, providing for the allocation of free ordinary FinecoBank shares to its beneficiaries, and consequently the same Shareholders' Meeting, in extraordinary session (i.e. the Shareholders' Meeting of 28 April 2020, as defined above), granted the Board of Directors, pursuant to article 2443 of the Italian Civil Code, the power to increase the share capital, free of charge, pursuant to article 2349 of the Italian Civil Code for a maximum amount of €174,234.39 (one hundred and seventy-four thousand two hundred and thirty-four and thirty-nine cents), through the issue of a maximum of 527,983 (five hundred and twenty-seven thousand nine hundred and eighty-three) new ordinary FinecoBank shares, with a nominal value of €0.33 (thirty-three cents) each, having the same characteristics as those in circulation, regular dividend, to be allocated to FinecoBank's Key Personnel in execution of the 2020 Incentive Scheme (hereinaf-

ter, the "2020 Incentive Scheme Power");

4.c. on 9 February 2021, after verifying that the specific conditions for access and individual performance and conduct had been achieved, the Board of Directors of FinecoBank resolved to assign 164,658 (one hundred and sixty-four thousand six hundred fifty eight) ordinary shares to the beneficiaries free of charge over the 2022-2026 period, in accordance with the payment schedules set out in the regulation of said plan;

5) with regard to the 2021 Incentive Scheme:

5.a. on 19 January 2021, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the 2021 Incentive Scheme - subject to the approval of the plan by the Shareholders' Meeting and after verifying that the specific conditions for access and individual performance and conduct had been achieved - an incentive partly in cash and partly in free FinecoBank ordinary shares over a maximum time horizon of six years (2022-2027), in accordance with the payment schedules set out in the regulation of said plan;

5.b. on 28 April 2021, the Shareholders' Meeting approved the 2021 Incentive Scheme, providing for the allocation of free ordinary FinecoBank shares to the beneficiaries of the same, and consequently said Shareholders' Meeting, in extraordinary session (as per the minutes of the meeting held on 18 May 2021, deeded by notary Carlo Marchetti of Milan, file no. 16.133/8.674; hereinafter, the "Shareholders' Meeting of 28 April 2021"), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of €143,131.89 (one hundred forty-three thousand one hundred thirty-one and eighty-nine cents), through the issue of a maximum of 433.733 (four hundred and thirty-three thousand seven hundred and thirty-three) new ordinary FinecoBank shares, with a nominal value of €0.33 (thirty-three cents) each, having the same characteristics as those in circulation, regular dividend, to be assigned to the Key Personnel of FinecoBank in execution of the 2021 Incentive Scheme (hereinafter, the "2021 Incentive Scheme Power");

5.c. on 9 February 2022, after verifying that the specific conditions for access and individual performance and conduct had been achieved, the Board of Directors of FinecoBank resolved to assign 161,018 (one hundred and sixty-one thousand and eighteen) free ordinary shares to the beneficiaries over the 2023-2027 period, in accordance with the payment schedules set out in the regulation of said plan;

6) with regard to the 2021-2023 LTI Plan:

6.a. on 19 January 2021, the Board of Directors of FinecoBank resolved to allocate to the beneficiaries of the 2021-2023 LTI Plan - subject to the approval of the plan by the Shareholders' Meeting and after verifying that the specific conditions for access and individual performance and conduct had been achieved - an incentive of free FinecoBank ordinary shares over a maximum time horizon of five years (2024-2029), in accordance with the payment schedules set

out in the regulation of said plan;

6.b. on 28 April 2021, the Shareholders' Meeting thus approved the 2021-2023 LTI Plan, providing for the allocation of free ordinary FinecoBank shares to its beneficiaries, and consequently the same Shareholders' Meeting, in extraordinary session (i.e. the Shareholders' Meeting of 28 April 2021, as defined above), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital, free of charge, pursuant to Article 2349 of the Italian Civil Code for a maximum amount of €283,511.58 (two hundred and eighty-three thousand five hundred and eleven and fifty-eight cents), through the issue of a maximum of 859.126 (eight hundred and fifty-nine thousand one hundred and twenty-six) new ordinary FinecoBank shares, with a nominal value of €0.33 (thirty-three cents) each, having the same characteristics as those in circulation, regular dividend, to be allocated to the Beneficiaries of the 2021-2023 LTI Plan (hereinafter, the "2021-2023 LTI Plan Power");

6.c. on 11 May 2021, the Board of Directors of FinecoBank approved the promise of a maximum number of 741,129 (seven hundred and forty-one thousand one hundred and twenty-nine) ordinary FinecoBank shares, to be assigned to the beneficiaries identified by the Bank after verifying that the specific conditions for access and performance objectives have been met as well as compliance of individual conduct;

6.d. on 6 February 2024, after verifying that the specific conditions for access and individual performance and conduct had been achieved, the Board of Directors of FinecoBank resolved to assign 733,728 (seven hundred and thirty-three thousand seven hundred and twenty-eight) free ordinary shares to the beneficiaries over the 2024-2029 period, in accordance with the payment schedules set out in the regulation of said plan;

7) with regard to the 2022 Incentive Scheme:

7.a. on 18 January 2022, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the 2022 Incentive Scheme - subject to the approval of the plan by the Shareholders' Meeting and after verifying that the specific conditions for access and individual performance and conduct had been achieved - an incentive partly in cash and partly in free FinecoBank ordinary shares over a maximum time horizon of six years (2023-2028), in accordance with the payment schedules set out in the regulation of said plan;

7.b. on 28 April 2022, the Shareholders' Meeting thus approved the 2022 Incentive Scheme, providing for the allocation of free ordinary FinecoBank shares to the beneficiaries of the same, and consequently said Shareholders' Meeting, in extraordinary session (as per the minutes of the meeting held on 24 May 2022, deeded by notary Carlo Marchetti of Milan, file no. 16.671/8.904; hereinafter the "Shareholders' Meeting of 28 April 2022" and, together with the Shareholders' Meeting of 10 April 2019, the Shareholders' Meeting of 28 April 2020 and the Shareholders' Meeting of 20 April 2021, the "Shareholders' Meetings"), granted the Board

of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital free of charge, in accordance with Article 2349 of the Italian Civil Code, for a maximum amount of €120,976.02 (one hundred and twenty thousand nine hundred and seventy-six and two cents), through the issue of a maximum of 366.594 (three hundred and sixty-six thousand five hundred and ninety-four) new ordinary FinecoBank shares, with a nominal value of €0.33 (thirty-three cents) each, having the same characteristics as those in circulation, regular dividend, to be assigned to the Key Personnel of FinecoBank in execution of the 2022 Incentive Scheme (hereinafter, the "2022 Incentive Scheme Power");

7.c. on 7 February 2023, after verifying that the specific conditions for access and individual performance and conduct had been achieved, the Board of Directors of FinecoBank resolved to assign 143,653 (one hundred and forty-three thousand six hundred and fifty-three) free ordinary shares to the beneficiaries over the 2024-2028 period, in accordance with the payment schedules set out in the regulation of said plan.

Therefore, the Chairman, in order to implement the Share Plans (mentioned above) and to allocate a total of 367,792 (three hundred and sixty-seven thousand seven hundred and ninety-two) ordinary FinecoBank shares relating to:

(i) the fourth tranche of shares - awarded in 2019 - of the 2018 Incentive Scheme, for a total of 32,525 (thirty-two thousand five hundred and twenty-five) shares;

(i) the third tranche of shares - awarded in 2020 - of the 2019 Incentive Scheme, for a total of 32,771 (thirty-two thousand seven hundred and seventy-one) shares;

(i) the second tranche of shares - awarded in 2021 - of the 2020 Incentive Scheme, for a total of 37,918 (thirty-seven thousand nine hundred and eighteen) shares;

(vi) the third and fourth tranche of shares - awarded in 2021 - of the 2018-2020 LTI Plan, amounting to a total of 114,511 (one hundred and fourteen thousand five hundred and eleven) shares;

(v) the second tranche of shares - awarded in 2022 - of the 2021 Incentive Scheme equal to a total of 2,690 (two thousand six hundred and ninety) shares;

(vi) the first tranche of shares - awarded in 2024 - of the 2021-2023 LTI Plan for a total of 88,131 (eighty-eight thousand one hundred and thirty-one) shares;

(vii) the first tranche of shares - awarded in 2023 - of the 2022 Incentive Scheme amounting to a total of 59,246 (fifty-nine thousand two hundred and forty-six) shares;

proposes that the Board of Directors of the Company, in exercise of the powers granted to the same, pursuant to Article 2443 of the Italian Civil Code, by the Shareholders' Meetings, resolve to increase the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code for a total amount of €121,371.36 (one hundred and twenty-one thousand three hundred and seventy-one and thirty-six cents), corresponding to a total of 367,792 (three hundred and sixty-seven thousand seven hundred and ninety-two) ordinary shares, with a

nominal value of €0.33 (thirty-three cents) each (hereinafter, the "Capital Increase"), of which

- €10,733.25 (ten thousand seven hundred and thirty-three and twenty-five cents), corresponding to 32,525 (thirty-two thousand five hundred and twenty-five) ordinary shares, based on the 2018 Incentive Scheme Power granted by the Shareholders' Meeting of 10 April 2019;

- €37,788.63 (thirty-seven thousand seven hundred and eighty-eight and sixty-three cents), corresponding to 114,511 (one hundred and fourteen thousand five hundred and eleven) ordinary shares, based on the 2018-2020 LTI Plan Power, granted by the Shareholders' Meeting of 28 April 2020;

- €10,814.43 (ten thousand eight hundred and fourteen and forty-three cents), corresponding to 32,771 (thirty-two thousand seven hundred and seventy-one) ordinary shares, based on the 2019 Incentive Scheme Power, granted by the Shareholders' Meeting of 10 April 2019;

- €12,512.94 (twelve thousand five hundred and twelve and ninety-four cents), corresponding to 37,918 (thirty-seven thousand nine hundred and eighteen) ordinary shares, based on the 2020 Incentive Scheme Power, granted by the Shareholders' Meeting of 28 April 2020;

- €887.70 (eight hundred eighty-seven and seventy cents), corresponding to 2,690 (two thousand six hundred ninety) ordinary shares, based on the 2021 Incentive Scheme Power, granted by the Shareholders' Meeting of 28 April 2021;

- €29,083.23 (twenty-nine thousand eight hundred and eighty-three and twenty-three cents), corresponding to 88,131 (eighty-eight thousand one hundred and thirty-one) ordinary shares, based on the 2021-2023 LTI Plan Power, granted by the Shareholders' Meeting of 28 April 2021;

- €19,551.18 (nineteen thousand five hundred and fifty-one and eighteen cents), corresponding to 59,246 (fifty-nine thousand two hundred and forty-six) ordinary shares, based on the 2022 Incentive Scheme Power, granted by the Shareholders' Meeting of 28 April 2022;

envisaging that the newly issued shares: (i) are allocated to the beneficiaries of the 2018 Incentive Scheme, the 2019 Incentive Scheme, the 2020 Incentive Scheme, the 2021 Incentive Scheme, the 2022 Incentive Scheme and the 2018-2020 LTI Plan as per the Regulations of the Plans (in accordance with the resolutions passed by the Board of Directors); (ii) are subject to restrictions of intransferability and, therefore, are freely available from the date of their issue; (iii) have the same rights as those currently in circulation, with regular dividend; and, moreover, envisaging that the Capital Increase shall be carried out through the use of the corresponding amount of the reserve called "Reserve related to the medium-long term incentive scheme for FinecoBank's Personnel", specifically created through the use of an

available profit reserve (specifically, the "Extraordinary Reserve", as per the last approved financial statements).

Finally, the Chairman proposes to approve the Capital Increase effective as of 28 (twenty-eight) March 2024 (two thousand and twenty-four).

Lastly, the Chairman recalls that the following audit measures were issued, pursuant to Article 56 of Legislative Decree No. 385/1993, with respect to all resolutions adopted at the aforementioned Shareholders' Meetings, namely:

(i) measure of the "European Central Bank" issued on 9 April 2019, under prot. no. ECB-SSM-2019-ITUNI-16 (relating, inter alia, to the 2018 Incentive Scheme Power and to the 2019 Incentive Scheme Power, attached to the minutes of the Shareholders' Meeting of 10 April 2019);

(ii) measure of the "Bank of Italy" issued on 27 April 2020, under prot. no. 0541535/20 (relating, inter alia, to the 2018-2020 LTI Plan Power and to the 2020 Incentive Scheme Power, attached to the minutes of the Shareholders' Meeting of 28 April 2020);

(iii) measure of the "Bank of Italy" issued on 1 April 2021, under prot. no. 0513004/21 (relating, inter alia, to the 2021 Incentive Scheme Power and to the 2021-2023 LTI Plan Power, attached to the minutes of the Shareholders' Meeting of 28 April 2021);

(iv) measure of the "European Central Bank" issued on 26 April 2022, under prot. no. ECB-SSM-2022-ITFNC-3 (relating, inter alia, to the 2022 Incentive Scheme Power, attached to the minutes of the Shareholders' Meeting of 28 April 2022);

and that, therefore, the Share Capital Increase proposed for resolution today does not require any further approval and/or authorisation.

The Chairman thus declares the joint presentation of items 9 and 11 on the agenda completed and therefore opens the discussion.

Noting that no one has asked to record anything in the minutes, the Chairman declares the discussion on items 9 and 11 on the Agenda closed and turns to the deliberation phase.

The President then puts the following, item by item, to the vote

Proposed Resolution:

Having heard the report and proposal of the Chairman, taking into account the powers granted to the Board of Directors by the Shareholders' Meetings (i.e. the 2018 Incentive Scheme Power and the 2019 Incentive Scheme Power granted by the Shareholders' Meeting of 10 April 2019; of the 2018-2020 LTI Plan Power and the 2020 Incentive Scheme Power, granted by the Shareholders' Meeting of 28 April 2020; of the 2021 Incentive Scheme Power and the 2021-2023 LTI Plan Power, granted by the Shareholders' Meeting of 28 April 2021; and of the 2022 Incentive Scheme Power, granted by the Shareholders' Meeting of 28 April 2022), in order to implement the Share Plans,

resolves

with effect from 28 (twenty-eight) March 2024 (two thousand and twenty-four):

12) in exercise of the powers granted by the Shareholders to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, in the Shareholders' Meetings, to increase the share capital, free of charge, pursuant to Article 2349 of the Italian Civil Code, for a total amount of €121,371.36 (one hundred twenty-one thousand three hundred seventy-one and thirty-six cents), corresponding to a total of 367,792 (three hundred sixty-seven thousand seven hundred ninety-two) ordinary shares, with a nominal value of €0.33 (thirty-three cents) each, of which:

12.a. €10,733.25 (ten thousand seven hundred and thirty-three and twenty-five cents), corresponding to 32,525 (thirty-two thousand five hundred and twenty-five) ordinary shares, based on the 2018 Incentive Scheme Power, granted by the Shareholders' Meeting of 10 April 2019;

12.b. €37,788.63 (thirty-seven thousand seven hundred and eighty-eight and sixty-three cents), corresponding to 114,511 (one hundred and fourteen thousand five hundred and eleven) ordinary shares, based on the 2018-2020 LTI Plan Power, granted by the Shareholders' Meeting of 28 April 2020;

12.c. €10,814.43 (ten thousand eight hundred and fourteen and forty-three cents), corresponding to 32,771 (thirty-two thousand seven hundred and seventy-one) ordinary shares, based on the 2019 Incentive Scheme Power, granted by the Shareholders' Meeting of 10 April 2019;

12.d. €12,512.94 (twelve thousand five hundred and twelve and ninety-four cents), corresponding to 37,918 (thirty-seven thousand nine hundred and eighteen) ordinary shares, based on the 2020 Incentive Scheme Power, granted by the Shareholders' Meeting of 28 April 2020;

12.e. €887.70 (eight hundred eighty-seven and seventy cents), corresponding to 2,690 (two thousand six hundred ninety) ordinary shares, based on the 2021 Incentive Scheme Power, granted by the Shareholders' Meeting of 28 April 2021;

12.f. €29,083.23 (twenty-nine thousand eight hundred and eighty-three and twenty-three cents), corresponding to 88,131 (eighty-eight thousand one hundred and thirty-one) ordinary shares, based on the 2021-2023 LTI Plan Power, granted by the Shareholders' Meeting of 28 April 2021;

12.g. €19,551.18 (nineteen thousand five hundred and fifty-one and eighteen cents), corresponding to 59,246 (fifty-nine thousand two hundred and forty-six) ordinary shares, based on the 2022 Incentive Scheme Power, granted by the Shareholders' Meeting of 28 April 2022;

13) to envisage that the shares issued against the Capital Increase:

13.a. are allocated to the beneficiaries of the 2018 Incentive Scheme, the 2019 Incentive

Scheme, the 2020 Incentive Scheme, the 2021 Incentive Scheme, the 2022 Incentive Scheme and the 2018-2020 LTI Plan as per the Regulations of the Plans (in accordance with the resolutions passed by the Board of Directors);

13.b. are subject to restrictions of intransferability and, therefore, are freely available from the date of their issue;

13.c. have the same rights as those currently in circulation, and also have regular dividend;

14) to implement the capital increase by utilising the sum of €121,371.36 (one hundred and twenty-one thousand three hundred and seventy-one and thirty-six cents) of the reserve called "Reserve for the medium-term bonus plan for FinecoBank Personnel", which was specifically created with the use of an available profits reserve (specifically, the "Extraordinary reserve", as per the last approved financial statements);

15) to amend, accordingly, the first paragraph of Article 5 (five) of the Articles of Association with the following new text:

"1. The fully subscribed and paid-up share capital is €201,629,810.91, divided into 610,999,427 ordinary shares with a nominal value of €0.33 each.";

16) to add the following sentences at the end of the following paragraphs of Article 5 (five) of the Articles of Association:

16.a. at the end of paragraph 12 (twelve), the following sentence:

"In the partial exercise of the power granted to the same pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting held on 10 April 2019, the Board of Directors resolved on 6 February 2024 to increase the share capital by a nominal amount of €10,733.25 corresponding to 32,525 ordinary shares with a nominal value of €0.33 each to service the implementation of the incentive plans in favour of Employees.";

16.b. at the end of paragraph 13 (thirteen), the following sentence:

"In the partial exercise of the power granted to the same pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting held on 28 April 2020, the Board of Directors resolved on 6 February 2024 to increase the share capital by a nominal amount of €37,788.63 corresponding to 114,511 ordinary shares with a nominal value of €0.33 each to service the implementation of the incentive plans in favour of Employees.";

16.c. at the end of paragraph 16 (sixteen), the following sentence:

"In the partial exercise of the power granted to the same pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting held on 10 April 2019, the Board of Directors resolved on 6 February 2024 to increase the share capital by a nominal amount of €10,814.43 corresponding to 32,771 ordinary shares with a nominal value of €0.33 each to service the implementation of the incentive plans in favour of Employees.";

16.d. at the end of paragraph 17 (seventeen), the following sentence:

"In the partial exercise of the power granted to the same pursuant to Article 2443 of the

Italian Civil Code by the Extraordinary Shareholders' Meeting held on 28 April 2020, the Board of Directors resolved on 6 February 2024 to increase the share capital by a nominal amount of €12,512.94 corresponding to 37,918 ordinary shares with a nominal value of €0.33 each to service the implementation of the incentive plans in favour of Employees.”;

16.e. at the end of paragraph 18 (eighteen), the following sentence:

“In the partial exercise of the power granted to the same pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting held on 28 April 2021, the Board of Directors resolved on 6 February 2024 to increase the share capital by a nominal amount of €887.70 corresponding to 2,690 ordinary shares with a nominal value of €0.33 each to service the implementation of the incentive plans in favour of Employees.”;

16.f. at the end of paragraph 19 (nineteen), the following sentence:

“In the partial exercise of the power granted to the same pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting held on 28 April 2021, the Board of Directors resolved on 6 February 2024 to increase the share capital by a nominal amount of €29,083.23 corresponding to 88,131 ordinary shares with a nominal value of €0.33 each to service the implementation of the incentive plans in favour of Employees.”;

16.g. at the end of paragraph 20 (twenty), the following sentence:

“In the partial exercise of the power granted to the same pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting held on 28 April 2022, the Board of Directors resolved on 6 February 2024 to increase the share capital by a nominal amount of €19,551.18 corresponding to 59,246 ordinary shares with a nominal value of €0.33 each to service the implementation of the incentive plans in favour of Employees.”;

with immediate effect:

17) to add the following sentence at the end of paragraph 1 (one) of Article 5 (five) of the Articles of Association:

“In the exercise of the power granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meetings of 10 April 2019, 28 April 2020, 28 April 2021 and 28 April 2022, the Board of Directors resolved, on 6 February 2024, to increase the share capital free of charge, effective as of 28 March 2024, for a total nominal amount of €121,371.36 corresponding to a total of 367,792 ordinary shares, with nominal value of €0,33 each (of which: €10,733.25, corresponding to 32,525 ordinary shares, and €10,814.43, corresponding to 32,771 ordinary shares, based on the powers granted by the Extraordinary Shareholders' Meeting of 10 April 2019; €37,788.63, corresponding to 114,511 ordinary shares, and €12,512.94, corresponding to 37,918 ordinary shares, based on the powers granted by the Extraordinary Shareholders' Meeting of 28 April 2020; €887.70, corresponding to 2,690 ordinary shares, and €29,083.23, corresponding to 88,131 ordinary shares, based on the powers granted by the Extraordinary Shareholders' Meeting of 28 April

2021; €19,551.18, corresponding to 59,246 ordinary shares, based on the power granted by the Extraordinary Shareholders' Meeting of 28 April 2022), to serve the implementation of incentive plans for Employees.";

with the specification that, with effect from 28 (twenty-eight) March 2024 (two thousand and twenty-four), paragraph 1 (one) of Article 5 (five) of the Articles of Association shall be amended in accordance with the resolution passed under item 15) above;

18) to authorise the Chief Executive Officer and General Manager to execute the above resolutions and, in particular, to certify the expiry of the aforesaid deadline of 28 (twenty-eight) March 2024 (two thousand and twenty-four), proceeding with the consequent publicity operations in the Companies Register, including the filing of the updated text of the Articles of Association (bearing the amendments as resolved upon in items 15 and 16 above) in order to certify the execution of the share capital increase in question."

The above Proposed Resolution

is then put to the vote item by item and, after proof and counter-proof, is declared by the Chairman to have been unanimously approved item by item and, finally, as a whole (subject to the abstention expressed by the Chief Executive Officer and General Manager).

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The Chairman also puts to the vote, item by item, the following further

Proposed Resolution

"In the light of the resolutions adopted as a result of the discussion of items 9 and 11 on the Agenda of the Meeting, the Board of Directors of "FinecoBank Banca Fineco S.p.A."

resolves:

19) to approve the new text of the Articles of Association, which is attached to the Minutes under letter "B" (the appearing party having expressly dispensed me from reading it aloud), resulting from the integration of the text of the Articles of Association currently in force with the amendment of paragraph 1 (one) of Article 5 (five) of the Articles of Association, adopted with immediate effect (as resolved by today's Board of Directors' meeting, under items 9 and 11 on the Agenda);

20) to grant the Chief Executive Officer and General Manager all appropriate powers to finalise and/or implement the above resolutions in accordance with the law, to accept or make any amendments or additions thereto (that do not alter the substance of the resolutions passed) that may also be required to be filed and registered in the Companies Register, pursuant to the law, with an express advance declaration of approval and ratification, and to do whatever else that may be necessary to implement these resolutions."

Said Proposed Resolution

is then put to the vote item by item and, after proof and counter-proof, is declared by the Chairman to have been unanimously approved item by item and, finally, as a whole (subject

to the abstention expressed by the Chief Executive Officer and General Manager).

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The Chairman authorises the Meeting to continue with the remaining items on the Agenda and by means of minutes in private form, closing at ten minutes past eleven a.m., these minutes being recorded in public form.

And having been requested,

I, Notary Public, have received this deed, which, written by means of an electronic data processor by a person I trust, and in part by myself, have read it to the appearing party, who, at my request, approves and signs it, with me Notary Public, at approx. ten minutes past eleven a.m.; this instrument comprises nine written folios with thirty-two sides and up to this point of the thirty-third page.

Signed Marco Mangiagalli

Signed Angelo Busani