

Index No. 65,413

Folder No. 31,563

Minutes of Board of Directors Meeting

REPUBLIC OF ITALY

In the year two thousand and twenty-five. On Wednesday, the fifth day of February

(5 February 2025)

in Milan (MI), at Piazzale Francesco Durante 11,

at ten minutes past four p.m.

at the request of the management body of:

"FINECOBANK BANCA FINECO S.P.A.",

or, in abbreviated form, "FINECOBANK S.P.A.", or "BANCA FINECO S.P.A.", or "FINECO BANCA S.P.A.", Bank registered in the Bank Register and Parent Company of the "FinecoBank" Banking Group, Banking Group Register no. 3015, with registered office in Milan (MI), Piazzale Francesco Durante 11, share capital Euro 201,629,810.91, fully paid-up, tax code and registration number with the Companies' Register of Milan, Monza - Brianza and Lodi: 01392970404, VAT no. 12962340159 (Milan Economic and Administrative Index no. MI-1598155) (hereinafter the "Company" or the "Bank" or "FinecoBank");

I, the undersigned, Mr. Angelo Busani, notary public in Milan, registered with the Notary Public District of Milan, attended and recorded 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 deliberate also on the following items on the

Agenda:

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8. Partial exercise of the authority granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code for the free increase in share capital to service the implementation of the *2019, 2020, 2021, 2022, 2023, 2018-2020 LTI and 2021-2023 Incentive Systems*."

The Meeting was attended by:

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

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

a) the Meeting had been convened, pursuant to Article 16 of the Articles of Association, by notice sent to all entitled persons by e-mail on 30 January 2025;

Registration

Revenue Agency

MILAN 1

on 07/02/2025

under no. 8736

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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" (omitting its reading out loud at the express dispensation of the appearing party), participated in the Meeting (by telecommunication means);

c) all those who participated in the Meeting by telecommunication means had been identified and were able to participate in real time in the proceedings of the Meeting;

d) the Participants declared that they were duly informed with regard to the items on the Agenda;

the Chairman therefore declared that the Meeting (having reached the number of attendees prescribed by Article 18 of the Articles of Association) was validly convened and able to deliberate on the items on the Agenda.

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The Chairman then turned to the discussion of item 8 of the Agenda ("**Partial exercise of the authority granted to the Board of Directors pursuant to Article 2443 Italian Civil Code for the free increase in share capital to service the implementation of the 2019, 2020, 2021, 2022, 2023 and 2018-2020 LTI and 2021-2023 Incentive Systems.**") and reminded the meeting that:

1) with regard to the 2019 Incentive System:

1.a. on January 10, 2019, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the "2019 Incentive System", subject to approval by the Shareholders' Meeting and upon verification that the specific entry conditions and the individual performance and conduct requirements have been met, an incentive partly in cash and partly in free ordinary shares of FinecoBank over a maximum period of six years (2020-2025), according to the payment schedules established in the plan's rules;

1.b. on April 10, 2019, the Shareholders' Meeting, thus approved the "2019 Incentive System", involving the free allotment of ordinary shares of the FinecoBank to the plan's beneficiaries and, consequently, the same Shareholders' Meeting, in extraordinary session, granted the Board of Directors an authority, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital free of charge pursuant to Article 2349 of the Italian Civil Code;

1.c. on February 11, 2020, the Board of Directors of FinecoBank resolved to grant the beneficiaries, following verification that the specific entry conditions and the individual performance and conduct requirements had been met, 163,658 (one hundred sixty-three thousand six hundred fifty-eight) FinecoBank ordinary shares over the 2021-2025 period, according to the

payment schedules established in the plan's rules;

1.d. on April 28, 2020, the Extraordinary Shareholders' Meeting (referred to in the minutes of the meeting held on May 18, 2020, certified by notary public Carlo Marchetti of Milan, index no. 15,616/8,389; hereinafter, the "Shareholders' Meeting of April 28, 2020") granted the Board of Directors the authority to approve a free capital increase in 2025, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of €24,032.91 (twenty-four thousand thirty-two and ninety-one cents) corresponding to a maximum of 72,827 (seventy-two thousand eight hundred twenty-seven) FinecoBank ordinary shares with a nominal value of €0.33 (thirty-three cents) each, with the same characteristics as those in circulation and with regular right to dividend, to be granted to the Key Personnel of FinecoBank in order to complete the implementation of the 2019 Incentive System (hereinafter, the "2019 Incentive System Authority");

2) regarding the 2018-2020 LTI Plan:

2.a. on January 10, 2018, the Board of Directors of FinecoBank resolved to grant selected employees of FinecoBank, subject to approval by the Shareholders' Meeting and upon verification that the specific entry conditions and the individual performance and conduct requirements had been met, a given number of free ordinary shares of FinecoBank over a maximum period of five years (2021-2025), according to the payment schedules established in the plan's rules;

2.b. on April 11, 2018, the Shareholders' Meeting, thus approved the 2018-2020 LTI Plan, involving the free allotment of ordinary shares of the FinecoBank to the plan's beneficiaries and, consequently, the same Shareholders' Meeting, in extraordinary session, granted the Board of Directors an authority, pursuant to Article 2443 Italian Civil Code, to increase the share capital free of charge pursuant to Article 2349 of the Italian Civil Code;

2.c. on May 8, 2018, the Board of Directors of FinecoBank approved the promise of a maximum of 905,066 (nine hundred and five thousand sixty-six) FinecoBank ordinary shares, to be assigned to the beneficiaries identified by the Bank following verification of the achievement of the specific access conditions and performance objectives, and the compliance of individual conduct;

2.d. On April 28, 2020, the Extraordinary Shareholders' Meeting (i.e., the Shareholders' Meeting of April 28, 2020, as defined above) granted the Board of Directors the power to approve a free of charge share capital increase in 2025, pursuant to Article 2349 of the Italian Civil Code, by a maximum of € 70,029.30 (seventy thousand nine hundred and thirty cents), corresponding to a maximum number of 212.210 (two hundred and twelve thousand two hundred and ten) ordinary FinecoBank shares, with a nominal value of € 0.33 (thirty-three cents) each, having the same characteristics as those outstanding, regular dividend entitlement, to be as-

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signed to FinecoBank's Personnel for the purpose of completing the execution of the 2018-2020 LTI Plan (hereinafter, the "2018-2020 LTI Plan Authority");

2.e. on February 9, 2021, the Board of Directors of FinecoBank, following verification of achievement of the specific conditions of access and individual performance and conduct, resolved to assign a total of 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 plan regulations, and approved the assignment of the first tranche of shares of the Plan; consequently, in the exercise of the authority granted by the Extraordinary Shareholders' Meeting of April 11, 2018, it increased the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code, for the amount of € 34,527.57 (thirty-four thousand five hundred and twenty-seven cents), by issuing 104,629 (one hundred and four thousand six hundred and twenty-nine) FinecoBank ordinary shares;

2.f. on February 9, 2022, the Board of Directors of FinecoBank, following verification of achievement of the specific malus conditions and individual conditions, authorised the assignment of the second tranche of shares of the 2018-2020 LTI Plan and, consequently, in the exercise of the authority granted by the Extraordinary Shareholders' Meeting of April 11, 2018, increased the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code, by 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) FinecoBank ordinary shares;

2.g. on February 7, 2023, the Board of Directors of FinecoBank, following verification of achievement of the specific malus conditions and individual conditions, authorised the assignment of the second and third tranches of shares of the Plan and, consequently, in the exercise of the authority granted by the Extraordinary Shareholders' Meeting of April 11, 2018, increased the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code, by the amount of € 112.916,10 (one hundred twelve thousand nine hundred and sixteen and ten cents), by issuing 342,170 (three hundred forty-two thousand one hundred and seventy) FinecoBank ordinary shares;

2.h. on February 6, 2024, the Board of Directors of FinecoBank, following verification of achievement of the specific malus conditions and individual conditions, authorised the assignment of the third and fourth tranches of shares of the Plan and, consequently, in the exercise of the authority granted by the Extraordinary Shareholders' Meeting of April 28, 2020, increased the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code, by the amount of € 37,788.63 (thirty-seven thousand seven hundred eighty-eight and sixty-three

cents), by issuing 114,511 (one hundred fourteen thousand five hundred and eleven) FinecoBank ordinary shares;

3) with regard to the 2020 Incentive System:

3.a. on January 15, 2020, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the "2020 Incentive System", subject to approval by the Shareholders' Meeting and upon verification that the specific entry conditions and the individual performance and conduct requirements had been met, an incentive partly in cash and partly in free ordinary shares of FinecoBank over a maximum period of six years (2021-2026), according to the payment schedules established in the plan's rules;

3.b. on April 28, 2020, the Shareholders' Meeting thus approved the 2020 Incentive System, providing for the allocation of FinecoBank ordinary shares to the beneficiaries of the same free of charge, and consequently the same Shareholders' Meeting, in extraordinary session (i.e. the Shareholders' Meeting of April 28, 2020, as defined above), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to increase the share capital free of charge (also in several tranches and for a maximum period of five years from the date of the shareholders' resolution), pursuant to Article 2349 of the Italian Civil Code, by a maximum amount of € 174,234.39 (one hundred seventy-four thousand two hundred thirty-four and thirty-nine cents), corresponding to a maximum number of 527.983 (five hundred and twenty-seven thousand nine hundred and eighty-three) FinecoBank ordinary shares, with a nominal value of € 0.33 (thirty-three cents) each, having the same characteristics as those outstanding, regular dividend entitlement, to be assigned to FinecoBank Key Personnel in execution of the 2020 Incentive System (hereinafter, the "2020 Incentive System Authority");

3.c. on February 9, 2021, the Board of Directors of FinecoBank resolved to grant the beneficiaries, following verification that the specific entry conditions and the individual performance and conduct requirements had been met, 164,658 (one hundred sixty-four thousand six hundred fifty-eight) FinecoBank ordinary shares over the 2022-2026 period, according to the payment schedules established in the plan's rules;

4) with regard to the 2021 Incentive System:

4.a. on January 19, 2021, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the "2021 Incentive System", subject to approval by the Shareholders' Meeting and upon verification that the specific entry conditions and the individual performance and conduct requirements had been met, an incentive partly in cash and partly in free ordinary shares of FinecoBank over a maximum period of six years (2022-2027), according to the payment schedules established in the plan's rules;

4.b. on April 28, 2021, the Shareholders' Meeting approved the 2021 Incentive System,

providing for the allocation of FinecoBank ordinary shares to the beneficiaries of the same free of charge, and consequently the same Shareholders' Meeting, in extraordinary session (as per the minutes of the meeting held on May 18, 2021, with deed of Notary Carlo Marchetti of Milan, index no. 16.133/8.674; hereinafter, "the Shareholders' Meeting of April 28, 2021") granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to approve a free capital increase – on one or more occasions and for a maximum period of five years from the date of the shareholders' resolution, 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 thirty-three thousand seven hundred thirty-three) new FinecoBank ordinary shares with a nominal value of € 0.33 (thirty-three cents) each, with the same characteristics as those outstanding and with regular dividend entitlement, to be granted to the Key Personnel of FinecoBank in implementation of the 2021 Incentive System (hereinafter, the "2021 Incentive System Authority");

4.c. on February 9, 2022, the Board of Directors of FinecoBank resolved to grant the beneficiaries, following verification that the specific entry conditions and the individual performance and conduct requirements had been met, 161.018 (one hundred sixty-one thousand eighteen) FinecoBank ordinary shares over the period 2023-2027, according to the payment schedules established in the plan's rules;

5) regarding the 2021-2023 LTI Plan:

5.a. on January 19, 2021, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the "2021-2023 LTI Plan, subject to approval by the Shareholders' Meeting and upon verification that the specific entry conditions and the individual performance and conduct requirements had been met, an incentive partly in free ordinary shares of FinecoBank over a maximum period of six years (2024-2029), according to the payment schedules established in the plan's rules;

5.b. on April 28, 2021, the Shareholders' Meeting thus approved the 2021-2023 LTI Plan, providing for the allocation of free FinecoBank ordinary shares to the beneficiaries of the same, and consequently the same Shareholders' Meeting, in extraordinary session (i.e. the Shareholders' Meeting of April 28, 2021, as defined above), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to increase the share capital free of charge (also in several tranches and for a maximum period of five years from the date of the shareholders' resolution), 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 no. 859126 (eight hundred and

fifty-nine thousand one hundred and twenty-six) new FinecoBank ordinary shares, with a nominal value of € 0.33 (thirty-three cents) each, having the same characteristics of the outstanding shares, regular dividend entitlement, to be assigned to the Beneficiaries of the 2021-2023 LTI Plan (hereinafter, the "LTI2021-2023 LTI Plan Authority");

5.c. on May 11, 2021, the Board of Directors of FinecoBank approved the promise of a maximum of 741,129 (seven hundred and forty-one thousand one hundred twenty-nine) FinecoBank ordinary shares, to be assigned to the beneficiaries identified by the Bank following verification of the achievement of the specific access conditions and performance objectives, and the compliance of individual conduct;

5.d. on February 6, 2024, the Board of Directors of FinecoBank, following verification of achievement of the specific conditions of access and individual performance and conduct, resolved to assign to the beneficiaries 733.728 (seven hundred and thirty-three thousand seven hundred and twenty-eight) ordinary shares free of charge in the period 2024-2029, in accordance with the payment schemes provided for in the regulations of the Plan itself and approved the assignment of the first tranche of shares of the Plan and, consequently, in the exercise of the authority granted by the Extraordinary Shareholders' Meeting of April 28, 2021, increased the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code for an amount of € 29,083.23 (twenty-nine thousand eight hundred and eighty-three and twenty-three cents), by issuing 88,131 (eighty-eight thousand one hundred and thirty-one) FinecoBank ordinary shares;

6) with regard to the 2022 Incentive System:

6.a. on January 18, 2022, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the "2022 Incentive System", subject to approval by the Shareholders' Meeting and upon verification that the specific entry conditions and the individual performance and conduct requirements had been met, an incentive partly in cash and partly in free ordinary shares of FinecoBank over a maximum period of six years (2023-2028), according to the payment schedules established in the plan's rules;

6.b. on April 28, 2022, the Shareholders' Meeting approved the 2022 Incentive System, providing for the allocation of FinecoBank ordinary shares to the beneficiaries of the same free of charge, and consequently the same Shareholders' Meeting, in extraordinary session (as per the minutes of the meeting held on May 24, 2022, with deed of Notary Carlo Marchetti of Milan, index no. 16.671/8.904; hereinafter, "the Shareholders' Meeting of April 28, 2022") granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to approve a free capital increase – on one or more occasions and for a maximum period of five years from the date of the shareholders' resolution, pursuant to Article 2349 of the Italian Civil

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Code – for a maximum amount of € 120,976,02 (one hundred twenty thousand nine hundred seventy-six and two cents), through the issue of a maximum of 366,594 (three hundred sixty-six thousand five hundred ninety-four) new FinecoBank ordinary shares with a nominal value of € 0.33 (thirty-three cents) each, with the same characteristics as those outstanding and with regular dividend entitlement, to be granted to the Key Personnel of FinecoBank in implementation of the 2022 Incentive System (hereinafter, the “2022 Incentive System Authority”); 6.c. on February 7, 2023, the Board of Directors of FinecoBank resolved to grant the beneficiaries, following verification that the specific entry conditions and the individual performance and conduct requirements had been met, 143.653 (one hundred forty-three thousand six hundred fifty-three) FinecoBank ordinary shares over the 2024-2028 period, according to the payment schedules established in the plan’s rules.

7) with regard to the 2023 Incentive System:

7.a. on January 23, 2023, the Board of Directors of FinecoBank resolved to grant the beneficiaries of the “2023 Incentive System”, subject to approval by the Shareholders' Meeting and upon verification that the specific entry conditions and the individual performance and conduct requirements have been met, an incentive partly in cash and partly in free ordinary shares of FinecoBank over a maximum period of six years (2024-2029), according to the payment schedules established in the plan’s rules;

7.b. on April 27, 2023, the Shareholders' Meeting approved the 2023 Incentive System, providing for the allocation of FinecoBank ordinary shares to the beneficiaries of the same free of charge, and consequently the same Shareholders' Meeting, in extraordinary session (as per the minutes of the meeting held on May 22, 2023, with deed of Notary Carlo Marchetti of Milan, index no. 17.065/9.121; hereinafter, the “Shareholders' Meeting of April 27, 2023” and, together with the Shareholders' Meeting of April 28, 2020, the Shareholders' Meeting of April 28, 2021 and the Shareholders' Meeting of April 28, 2022, the “Shareholders' Meetings”), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to increase the share capital free of charge (also in several tranches and for a maximum period of five years from the date of the Shareholders' Meeting resolution), pursuant to Article 2349 of the Italian Civil Code, to increase the share capital, in accordance with Article 2349 of the Italian Civil Code, for a maximum amount of € 177,097.47 (one hundred and seventy-seven thousand nine hundred and forty-seven cents), through the issue of a maximum of 536.659 (five hundred and thirty-six thousand six hundred and fifty-nine) new FinecoBank ordinary shares, with a nominal value of € 0.33 (thirty-three cents) each, having the same characteristics as those outstanding, regular dividend entitlement, to be assigned to FinecoBank Key Personnel in execution of the 2023 Incentive System (here-

inafter, the "2023 Incentive System Authority");

7c. on February 6, 2024, the Board of Directors of FinecoBank resolved to grant the beneficiaries, following verification that the specific entry conditions and the individual performance and conduct requirements had been met, 183.332 (one hundred eighty-three thousand three hundred thirty-two) FinecoBank ordinary shares over the 2025-2029 period, according to the payment schedules established in the plan's rules.

The Chairman, therefore, in order to implement the Share Plans (mentioned above) and, therefore, in order to assign a total of 575,894 (five hundred and seventy-five thousand eight hundred and ninety-four) FinecoBank ordinary shares relating to:

(i) the fourth share tranche - assigned in 2020 - of the 2019 Incentive System, for a total of 32,771 (thirty-two thousand seven hundred seventy-one) shares;

(ii) the third share tranche - assigned in 2021 - of the 2020 Incentive System, for a total of 32,775 (thirty-two thousand seven hundred seventy-five) shares;

(iii) the second and fourth share tranches - assigned in 2021 - of the 2018-2020 LTI Plan, amounting to a total of 212,210 (two hundred twelve thousand two hundred ten);

(iv) the second and third share tranches - assigned in 2022 - of the 2021 Incentive System, amounting to a total of 33,128 (thirty-three thousand one hundred and twenty-eight) shares;

(v) the first and second share tranches - assigned in 2024 - of the 2021-2023 LTI Plan, amounting to a total of 184,547 (one hundred eighty-four thousand five hundred and forty-seven) shares;

(iv) the second share tranche - assigned in 2023 - of the 2022 Incentive System, amounting to a total of 3,301 (three thousand three hundred and one) shares;

(vii) the first share tranche - assigned in 2024 - of the 2023 Incentive System, amounting to a total of 77,162 (seventy-seven thousand one hundred and sixty-two) shares;

proposed that the Board of Directors of the Company, in exercise of the powers granted to it, pursuant to Article 2443 of the Italian Civil Code, by the Shareholders' Meetings, should resolve to increase the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code for a total amount of € 190,045.02 (one hundred and ninety thousand forty-five and two cents), corresponding to a total of 575,894 (five hundred and seventy-five thousand eight hundred and ninety-four) ordinary shares, with a par value of € 0.33 (thirty-three cents) each (hereinafter, the "Capital Increase"), of which:

- € 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 System Authority, granted by the Shareholders' Meeting of April 28,

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2020;

- € 10,815.75 (ten thousand eight hundred and fifteen point seventy-five), corresponding to 32,775 (thirty-two thousand seven hundred and seventy-five) ordinary shares, based on the 2020 Incentive System Authority, granted by the Shareholders' Meeting of April 28, 2020;

- € 70,029.30 (seventy thousand one hundred and ninety-nine and thirty cents), corresponding to 212,210 (two hundred and twelve thousand two hundred and ten) ordinary shares, based on the 2018-2020 LTI Plan Authority, granted by the Shareholders' Meeting of April 28, 2020;

- € 10,932.24 (ten thousand nine hundred and thirty-two and twenty-four cents), corresponding to 33,128 (thirty-three thousand one hundred and twenty-eight) ordinary shares, based on the 2021 Incentive System Authority, granted by the Shareholders' Meeting of April 28, 2021;

- € 60,900.51 (sixty thousand nine hundred and fifty-one cents), corresponding to 184,547 (one hundred and eighty-four thousand five hundred and forty-seven) ordinary shares, based on the 2021-2023 LTI Plan Authority, granted by the Shareholders' Meeting of April 28, 2021;

- € 1,089.33 (one thousand eight hundred and eighty-nine and thirty-three cents), corresponding to 3,301 (three thousand three hundred and one) ordinary shares, based on the 2022 Incentive System Authority, granted by the Shareholders' Meeting of April 28, 2022;

- € 25,463.46 (twenty-five thousand four hundred and sixty-three and forty-six cents), corresponding to 77,162 (seventy-seven thousand one hundred and sixty-two) ordinary shares, based on the 2023 Incentive System Authority, granted by the Shareholders' Meeting of April 27, 2023;

providing that the new shares being issued: (i) are assigned to the beneficiaries of the 2019 Incentive System, the 2020 Incentive System, the 2021 Incentive System, the 2022 Incentive System, the 2023 Incentive System, the 2018-2020 LTI Plan and the 2021-2023 LTI Plan, as per the regulations of said Systems (in accordance with the Board of Directors' resolution); (ii) are not subject to restrictions of non-transferability and, therefore, are freely available from the date of their issue; (iii) have the same rights as those currently outstanding, with regular dividend entitlement; and providing, moreover, that the Capital Increase 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 resulting from the last approved financial statements).

In addition, the Chairman proposed to approve the aforementioned free share capital in-

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crease with effect from March 31 (thirty one) 2025 (two thousand and twenty-five).

Finally, the Chairman reminded the meeting that the following assessment provisions had been issued, pursuant to Article 56 of Legislative Decree No. 385/1993, with respect to all resolutions adopted at the aforementioned Shareholders' Meetings, namely:

(i) provision of the "Bank of Italy" issued on April 27, 2020, with prot. no. 0541535/20 (relating to, inter alia, the 2019 Incentive System Authority, the 2018-2020 LTI Plan Authority and the 2020 Incentive System Authority, attached to the minutes of the Shareholders' Meeting of April 28, 2020);

(ii) provision of the "Bank of Italy" issued on April 1, 2021, with prot. no. 0513004/21 (relating to, inter alia, the 2021 Incentive System Authority and the 2021-2023 LTI Plan Authority, attached to the minutes of the Shareholders' Meeting of April 28, 2021);

(iii) provision of the "European Central Bank" issued on April 26, 2022, with prot. no. ECB-SSM-2022-ITFNC-3 (relating to, inter alia, the 2022 Incentive System Authority, attached to the minutes of the Shareholders' Meeting of April 28, 2022);

(iv) provision of the "European Central Bank" issued on February 27, 2023, with prot. no. ECB-SSM-2023-ITFNC-3 (relating to, inter alia, the 2023 Incentive System Authority, attached to the minutes of the Shareholders' Meeting of April 27, 2023);

and that, therefore, today's proposed Share Capital Increase would not require any further approval and/or authorization.

The Chairman thus declared the presentation of item 8 on the Agenda to be completed and therefore opened the discussion.

Having ascertained that no one had asked to record anything in the minutes, the Chairman declared the discussion on item 8 on the Agenda closed and thus proceeded to the deliberation phase.

The Chairman therefore put to the vote, item by item, the following

Proposed Resolution:

"The Board of Directors of "FinecoBank Banca Fineco S.p.A.", having heard the report and proposal of the Chairman, taking into account the authorities granted to the Board of Directors by the Shareholders' Meetings (i.e. the 2019 Incentive System Authority, the 2018-2020 LTI Plan Authority and the 2020 Incentive System Authority, conferred by the Shareholders' Meeting of April 28, 2020; of the 2021 Incentive System Authority and the 2021-2023 LTI Plan Authority, conferred by the Shareholders' Meeting of April 28, 2021; of the 2022 Incentive System Authority, conferred by the Shareholders' Meeting of April 28, 2022; and the 2023 Incentive System Authority, conferred by the Shareholders' Meeting of April 27, 2023), in order to implement the Share Plans,

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resolved

with effect from March 31st (thirty first) 2025 (two thousand and twenty-five):

10) in exercising the authorities conferred by the Shareholders on the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, by the Shareholders' Meetings, to resolve to increase the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code for a total amount of € 190,045,02 (one hundred and ninety thousand forty-five and two cents), corresponding to a total of 575.894 (five hundred and seventy-five thousand eight hundred and ninety-four) ordinary shares, with a par value of € 0.33 (thirty-three cents) each, of which:

10.a. € 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 System Authority, granted by the Shareholders' Meeting of April 28, 2020;

10.b. € 10,815.75 (ten thousand eight hundred and fifteen point seventy-five), corresponding to 32,775 (thirty-two thousand seven hundred and seventy-five) ordinary shares, based on the 2020 Incentive System Authority, granted by the Shareholders' Meeting of April 28, 2020;

10.c. € 70,029.30 (seventy thousand one hundred and ninety-nine and thirty cents), corresponding to 212,210 (two hundred and twelve thousand two hundred and ten) ordinary shares, based on the 2018-2020 LTI Plan Authority, granted by the Shareholders' Meeting of April 28, 2020;

10.d. € 10,932.24 (ten thousand nine hundred and thirty-two and twenty-four cents), corresponding to 33,128 (thirty-three thousand one hundred and twenty-eight) ordinary shares, based on the 2021 Incentive System Authority, granted by the Shareholders' Meeting of April 28, 2021;

10.e. € 60,900.51 (sixty thousand nine hundred and fifty-one cents), corresponding to 184,547 (one hundred and eighty-four thousand five hundred and forty-seven) ordinary shares, based on the 2021-2023 LTI Plan Authority, granted by the Shareholders' Meeting of April 28, 2021;

10.f. € 1,089.33 (one thousand eight hundred and eighty-nine and thirty-three cents), corresponding to 3,301 (three thousand three hundred and one) ordinary shares, based on the 2022 Incentive System Authority, granted by the Shareholders' Meeting of April 28, 2022;

10.g. € 25,463.46 (twenty-five thousand four hundred and sixty-three and forty-six cents), corresponding to 77,162 (seventy-seven thousand one hundred and sixty-two) ordinary shares, based on the 2023 Incentive System Authority, granted by the Shareholders' Meeting

of April 27, 2023;

11) to ensure that the shares issued against the Capital Increase:

11.a. are assigned to the beneficiaries of the 2019 Incentive System, the 2020 Incentive System, the 2021 Incentive System, the 2022 Incentive System, the 2023 Incentive System, the 2018-2020 LTI Plan and the 2021-2023 LTI Plan, as per the regulations of said Systems (in accordance with the Board of Directors' resolution);

11.b. are not subject to restrictions of non-transferability and, therefore, are freely available from the date of their issue;

11.c. have the same rights as those currently outstanding, with regular dividend entitlement;

12) to implement the share capital increase approved above by using the aforementioned amount of €190,045.02 (one hundred and ninety thousand forty-five and two cents) from the "Reserve for the medium-term incentive system for the Personnel of FinecoBank", specifically created using a retained earnings reserve (namely the "Extraordinary reserve", as per the latest approved financial statements);

13) to consequently amend the first paragraph of Article 5 (five) of the Articles of Association, with the following new wording:

"1. The share capital, fully subscribed and paid up, is € 201,819,855.93 divided into 611,575,321 ordinary shares with a nominal value of € 0.33 each.";

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

14.a. at the foot of paragraph 13 (thirteen), the following sentence:

"The Board of Directors, in partial execution of the authority granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 5, 2025 to increase the share capital by a nominal amount of €70,029.30, corresponding to 212,210 ordinary shares with a nominal value of €0.33 each, to service the implementation of Employee incentive plans.";

14.b. at the foot of paragraph 16 (sixteen), the following sentence:

"The Board of Directors, in partial execution of the authority granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020, resolved on February 5, 2025 to increase the share capital by a nominal amount of €10,814.43, corresponding to 32,771 ordinary shares with a nominal value of €0.33 each, to service the implementation of Employee incentive plans.";

14.c. at the foot of paragraph 17 (seventeen), the following sentence:

"The Board of Directors, in partial execution of the authority granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2020,

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resolved on February 5, 2025 to increase the share capital by a nominal amount of €10,815.75, corresponding to 32,775 ordinary shares with a nominal value of €0.33 each, to service the implementation of Employee incentive plans.";

14.d. at the foot of paragraph 18 (eighteen), the following sentence:

"The Board of Directors, in partial execution of the authority granted to it 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 €10,932.24, corresponding to 33,128 ordinary shares with a nominal value of €0.33 each, to service the implementation of Employee incentive plans.";

14.e. at the foot of paragraph 19 (nineteen) the following sentence:

"The Board of Directors, in partial execution of the authority granted to it 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 €60,900.51, corresponding to 184,547 ordinary shares with a nominal value of €0.33 each, to service the implementation of Employee incentive plans.";

14.f. at the foot of paragraph 20 (twenty), the following sentence:

"The Board of Directors, in partial execution of the authority granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 28, 2022, resolved on February 5, 2025 to increase the share capital by a nominal amount of €1,089.33, corresponding to 3,301 ordinary shares with a nominal value of €0.33 each, to service the implementation of Employee incentive plans.";

14.g. at the foot of paragraph 21 (twenty-one), the following sentence:

"The Board of Directors, in partial execution of the authority granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of April 27, 2023, resolved on February 5, 2025 to increase the share capital by a nominal amount of €25,463.46, corresponding to 77,162 ordinary shares with a nominal value of €0.33 each, to service the implementation of Employee incentive plans.";

with immediate effect:

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

"In execution of the rights granted to it by the Extraordinary Shareholders' meetings on April 28, 2020, April 28, 2021, April 28, 2022 and April 27, 2023, in accordance with article 2443 Italian Civil Code, the Board of Directors resolved on February 5, 2025 to increase the share capital with effect from March 31, 2025, for a total nominal value of €190,045.02, corresponding to a total of 575,894 ordinary shares with a nominal value of €0.33 each (of which:

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€10,814.43, corresponding to 32,771 ordinary shares, €10,815.75, corresponding to 32,775 ordinary shares, and €70,029.30, corresponding to 212,210 ordinary shares, based on the authorities granted with the Extraordinary Shareholders' Meeting of April 28, 2020; €10,932.24, corresponding to 33,128 ordinary shares and €60,900.51, corresponding to 184,547 ordinary shares, based on the authorities granted with the Extraordinary Shareholders' Meeting of April 28, 2021; €1,089.33, corresponding to 3,301 ordinary shares, based on the authority granted by the Extraordinary Shareholders' Meeting of April 28, 2022; €25,463.46, corresponding to 77,162 ordinary shares, based on the authority granted by the Extraordinary Shareholders' Meeting of April 27, 2023), to service the implementation of the incentive plans in favour of Employees approved by the Company.";

with the specification that, with effect from 31 (thirty-one) March 2025 (two thousand and twenty- five), paragraph 1 (one) of Article 5 (five) of the Articles of Association will be amended in accordance with the resolution in item 13) above;

16) to grant the Chief Executive Officer and General Manager the authority to implement the above resolutions and, in particular, to certify that the aforementioned time limit of March 31st (thirty first) 2025 (two thousand and twenty-five) has passed, and to make the consequent entries in the Register of Companies, including the filing of the updated wording of the Articles of Association (including the amendments as resolved in items 13 and 14 above) in order to certify execution of the share capital increase concerned."

Proposed Resolution

Item 8 on the Agenda was then put to the vote, point by point and, after due deliberation, a unanimous vote in favour was ascertained (except for the abstention of the Chief Executive Officer and General Manager); the Chairman therefore proclaimed the Proposed Resolution on Agenda Item 8 as having been unanimously approved, both point by point and in its entirety.

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The Chairman also put to the vote, point by point, the following

Proposed Resolution

"The Board of Directors of "FinecoBank Banca Fineco S.p.A.", with respect to the resolutions adopted following the discussion of item 8 on the Agenda of the Meeting,

resolved:

17) to approve the new text of the Articles of Association, which is attached to the Minutes under letter "B" (omitting its reading out loud at the express dispensation of the appearing party), 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 Associa-

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tion, adopted with immediate effect (as resolved by today's Board of Directors meeting in item 8 on the Agenda);

18) to grant the Chief Executive Officer and General Manager all the necessary powers to implement and/or to make the above resolutions enforceable by law, to accept or adopt or make all amendments and additions (that do not substantially alter the content of the resolutions) that may be necessary for registration and filing in the Register of Companies, pursuant to law, with explicit and advanced approval and ratification, and to do anything else that may be necessary to implement these resolutions.”.

The Proposed Resolution,

was then put to the vote item by item and, after due deliberation, was proclaimed by the Chairman as having been approved unanimously (the CEO and General Manager having abstained) item by item and, finally, in its entirety.

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The Chairman instructed the Meeting to continue with the remaining items on the Agenda, to be minuted in private form, thereby ending the minuting in public form at thirty-five minutes past four p.m.

And, having been asked to do so,

I the Notary received this instrument that, written by electronic means by a trusted person, and in part by myself, I read to the person appearing before me, who, at my request, approved and signed it, with me the Notary, at around twenty minutes past five p.m; this instrument comprises eight written folios with twenty-nine sides and up to this point of the thirtieth page.

Signed Marco Mangiagalli

Signed Angelo Busani