

Index No. 69,006

Folder No. 33,712

Minutes of the Board of Directors

ITALIAN REPUBLIC

In the year two thousand and twenty-six. On Thursday the fifth day of the month of February
(5 February 2026)

in Milan (MI), at Piazzale Francesco Durante No. 11,
at the request of the company's administrative body:

"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.", a bank entered in the Register of Banks and Parent Company of the "FinecoBank" Banking Group, Register of Banking Groups code 3015, with registered office in Milan (MI), Piazzale Francesco Durante No. 11, share capital of Euro 201,819,855.93, fully paid up, tax code and registration number with the Companies' Register of Milan, Monza - Brianza and Lodi: 01392970404, VAT No. 12962340159 (R.E.A. MI-1598155) (hereinafter, the "Company" or "Bank" or "FinecoBank");

I, the undersigned Mr Angelo Busani, notary in Milan, enrolled with the Milan Notarial District, attend, drawing up minutes 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 minuted in private form), convened in a single call, to discuss and resolve also on the following items on the

Agenda:

[OMISSION]

13. Partial exercise of the delegation granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code for a free capital increase of share capital to serve the implementation of the 2020, 2021, 2022, 2023 and 2024 Incentive Schemes and the 2021-2023 LTI Plan".

Present is Mr:

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

whose personal identity I, the notary, am certain of, who, having assumed the chairmanship of the Meeting, pursuant to article 16 of the Company's current articles of association (hereinafter, the "Articles of Association"), declared, and asked me to record in these Minutes, that:

a) the Meeting was convened, pursuant to article 16 of the Articles of Association, by notice

<p><u>Registration</u> Revenue Agency MILAN 1 on 09/02/2026 under no. 8361</p>
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sent to all entitled persons by email on 30 January 2026;

b) the members of the Board of Directors and of the Board of Statutory Auditors (hereinafter, the "Attendees") take part in the Meeting (also by means of telecommunication tools), as indicated in the attendance sheet attached to these Minutes as Schedule "A" (the reading thereof being omitted as the appearing party has expressly released me from doing so);

c) all those taking part in the Meeting by means of telecommunication have been identified and are able to participate in real time in the conduct of the Meeting;

d) the Attendees declare that they have been duly informed of the matters on the Agenda;

the Chairman therefore declares that the Meeting (the number of attendees required by article 18 of the Articles of Association having been reached) is duly constituted and able to resolve on the matters on the Agenda.

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[OMISSION]

The Chairman now turns to the discussion of item 13 on the Agenda ("**Partial exercise of the delegation granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code for a free capital increase issue of share capital to serve the implementation of the 2020, 2021, 2022, 2023 and 2024 Incentive Schemes and the 2021-2023 LTI Plan**") and recalls that:

1) with regard to the 2020 Incentive Scheme:

1.a. On 15 January 2020, the Board of Directors of FinecoBank resolved to award to the beneficiaries of the 2020 Incentive Scheme – subject to approval of the plan by the Shareholders' Meeting and following verification that the specific eligibility conditions and the individual performance and conduct requirements had been met – 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 provided for in the plan rules;

1.b. On 28 April 2020, the Shareholders' Meeting therefore approved the 2020 Incentive Scheme, providing for the award of free FinecoBank ordinary shares to its beneficiaries and, consequently, the same Shareholders' Meeting, in extraordinary session, granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the delegation to increase the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code;

1.c. On 9 February 2021, the Board of Directors of FinecoBank, following verification that the specific eligibility conditions and the individual performance and conduct requirements had been met, resolved to award the beneficiaries 164,658 (one hundred and sixty-four thousand six hundred and fifty-eight) free ordinary shares in the period 2022-2026, in accordance with

the payment schedules provided for in the plan rules;

1.d. On 28 April 2021, the Extraordinary Shareholders' Meeting (as per the minutes of the shareholders' meeting dated 18 May 2021, recorded by notary Carlo Marchetti of Milan, deed register No. 16,133/8,674; hereinafter, the "28 April 2021 Shareholders' Meeting") granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to resolve a bonus issue of share capital in 2026, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 36,476.22 (thirty-six thousand four hundred and seventy-six euros and twenty-two cents), by issuing up to 110,534 (one hundred and ten thousand five hundred and thirty-four) FinecoBank ordinary shares, with a par value of Euro 0.33 (thirty-three cents) per share, having the same features as those in circulation, with full entitlement to dividends, to be assigned to FinecoBank's Key Personnel, for the purpose of completing the implementation of the 2020 Incentive Scheme (hereinafter, the "2020 Incentive Scheme Delegation");

2) with regard to the 2021 Incentive Scheme:

2.a. On 19 January 2021, the Board of Directors of FinecoBank resolved to award to the beneficiaries of the 2021 Incentive Scheme – subject to approval of the plan by the Shareholders' Meeting and following verification that the specific eligibility conditions and the individual performance and conduct requirements had been met – 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 provided for in the plan rules;

2.b. On April 28, 2021, the Shareholders' Meeting therefore approved the 2021 Incentive System, providing for the free allocation of FinecoBank ordinary shares to its beneficiaries and, consequently, the same Meeting, in extraordinary session (i.e., the Meeting of April 28, 2021), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the delegation to increase the share capital gratuitously (including in multiple 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 Euro 143,131.89 (one hundred forty-three thousand one hundred thirty-one and eighty-nine/100ths), through the issuance of a maximum of 433,733 (four hundred thirty-three thousand seven hundred thirty-three) new FinecoBank ordinary shares, each having a nominal value of Euro 0.33 (thirty-three cents), with the same characteristics as those in circulation, full entitlement to dividends, to be assigned to FinecoBank's Key Personnel in execution of the 2021 Incentive System (hereinafter, the "2021 Incentive Scheme Delegation").

2.c. On 9 February 2022, the Board of Directors of FinecoBank, following verification that the specific eligibility conditions and the individual performance and conduct requirements had

been met, resolved to award the beneficiaries 161,018 (one hundred and sixty-one thousand and eighteen) free ordinary shares in the period 2023-2027, in accordance with the payment schedules provided for in the plan rules;

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

3.a. On 19 January 2021, the Board of Directors of FinecoBank resolved to award to the beneficiaries of the 2021-2023 LTI Plan – subject to approval of the plan by the Shareholders' Meeting and following verification that the specific eligibility conditions, and the individual performance and conduct requirements, had been met – an incentive in free FinecoBank ordinary shares over a maximum time horizon of six years (2024-2029), in accordance with the payment schedules provided for in the plan rules;

3.b. On 28 April 2021, the Shareholders' Meeting therefore approved the 2021-2023 LTI Plan, providing for the award of free FinecoBank ordinary shares to its beneficiaries and, consequently, the same Shareholders' Meeting, in extraordinary session (namely the 28 April 2021 Shareholders' Meeting), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the delegation to increase the share capital free of charge pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 283,511.58 (two hundred and eighty-three thousand five hundred and eleven euros and fifty-eight cents), by issuing up to 859,126 (eight hundred and fifty-nine thousand one hundred and twenty-six) new FinecoBank ordinary shares, with a par value of Euro 0.33 (thirty-three euro cents) each, having the same rights as those currently in circulation, with full entitlement to dividends, to be assigned to the Beneficiaries of the 2021-2023 LTI Plan (hereinafter, the '2021-2023 LTI Plan Delegation');

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

3.d. On 6 February 2024, the Board of Directors of FinecoBank, following verification that the specific eligibility conditions and the individual performance and conduct requirements had been met, resolved to assign to the beneficiaries 733,728 (seven hundred and thirty-three thousand seven hundred and twenty-eight) free ordinary shares in the period 2024-2029, in accordance with the payment schedules provided for in the plan rules, and approved the assignment of the first tranche of shares under the Plan and, consequently, in exercise of the delegation granted by the 28 April 2021 Shareholders' Meeting, increased the share capital free of charge, pursuant to Article 2349 of the Italian Civil Code, by an amount of Euro

29,083.23 (twenty-nine thousand and eighty-three euros and twenty-three cents), by issuing 88,131 (eighty-eight thousand one hundred and thirty-one) FinecoBank ordinary shares;

3.e. On 5 February 2025, the Board of Directors of FinecoBank, following verification of the achievement of the specific malus conditions and individual conditions, authorised the assignment of the first and second tranches of shares under the Plan and, consequently, in exercise of the delegation granted by the Shareholders' Meeting of 28 April 2021, increased the share capital gratuitously, pursuant to Article 2349 of the Italian Civil Code, by an amount of Euro 60,900.51 (sixty thousand nine hundred and fifty-one euro cents), through the issuance of No. 184,547 (one hundred and eighty-four thousand five hundred and forty-seven) FinecoBank ordinary shares;

4) with regard to the 2022 Incentive Scheme:

4.a. On 18 January 2022, the Board of Directors of FinecoBank resolved to award to the beneficiaries of the 2022 Incentive Scheme – subject to approval of the plan by the Shareholders' Meeting and following verification that the specific eligibility conditions and the individual performance and conduct requirements had been met – 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 provided for in the plan rules;

4.b. On 28 April 2022, the Shareholders' Meeting therefore approved the 2022 Incentive Scheme, providing for the award of free FinecoBank ordinary shares to the beneficiaries thereof and, consequently, the same Meeting, in extraordinary session (as set forth in the minutes of the meeting dated 24 May 2022, under the deeds of the notary public Carlo Marchetti of Milan, file no. 16,671/8,904; hereinafter, the "Meeting of 28 April 2022"), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, delegation to increase the share capital gratuitously (including in multiple 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 Euro 120,976.02 (one hundred and twenty thousand nine hundred and seventy-six euro cents), through the issuance of a maximum of 366,594 (three hundred and sixty-six thousand five hundred and ninety-four) new FinecoBank ordinary shares, each having a nominal value of Euro 0.33 (thirty-three euro cents), with the same characteristics as those in circulation, full entitlement to dividends, to be assigned to FinecoBank's Key Personnel in execution of the 2022 Incentive System (hereinafter, the "2022 Incentive Scheme Delegation");

4.c. On 7 February 2023, the Board of Directors of FinecoBank, following verification that the specific eligibility conditions and the individual performance and conduct requirements had

been met, resolved to award the beneficiaries 143,653 (one hundred and forty-three thousand six hundred and fifty-three) free ordinary shares in the period 2024-2028, in accordance with the payment schedules provided for in the plan rules;

5) with regard to the 2023 Incentive Scheme:

5.a. On 23 January 2023, the Board of Directors of FinecoBank resolved to award to the beneficiaries of the 2023 Incentive Scheme – subject to approval of the plan by the Shareholders' Meeting and following verification that the specific eligibility conditions and the individual performance and conduct requirements had been met – an incentive partly in cash and partly in free FinecoBank ordinary shares over a maximum time horizon of six years (2024-2029), in accordance with the payment schedules provided for in the plan rules;

5.b. On 27 April 2023, the Shareholders' Meeting therefore approved the 2023 Incentive Scheme, providing for the award of free FinecoBank ordinary shares to the beneficiaries thereof and, consequently, the same Meeting, in extraordinary session (as set forth in the minutes of the meeting dated 22 May 2023, under the deeds of the notary public Carlo Marchetti of Milan, file no. 17,065/9,121; hereinafter, the "Meeting of 27 April 2023"), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, delegation to increase the share capital gratuitously (including in multiple 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 Euro 177,097.47 (one hundred and seventy-seven thousand ninety-seven euro cents), through the issuance of a maximum of No. 536,659 (five hundred and thirty-six thousand six hundred and fifty-nine) new FinecoBank ordinary shares, each having a nominal value of Euro 0.33 (thirty-three euro cents), with the same characteristics as those in circulation, full entitlement to dividends, to be assigned to FinecoBank's Key Personnel in execution of the 2023 Incentive System (hereinafter, the "2023 Incentive Scheme Delegation").

5.c. On 6 February 2024, the Board of Directors of FinecoBank, following verification of the achievement of the specific access conditions and performance and individual behaviours, resolved to assign to the beneficiaries 183,332 (one hundred and eighty-three thousand three hundred and thirty-two) free ordinary shares in the period 2025-2029, according to the payment schedules provided for by the regulations of the plan;

6) with regard to the 2024 Incentive Scheme:

6.a. On 16 January 2024, the Board of Directors of FinecoBank resolved to award to the beneficiaries of the 2024 Incentive Scheme – subject to approval of the plan by the Shareholders' Meeting and following verification that the specific eligibility conditions and the indi-

vidual performance and conduct requirements had been met – an incentive partly in cash and partly in free FinecoBank ordinary shares over a maximum time horizon of six years (2025-2030), in accordance with the payment schedules provided for in the plan rules;

6.b. On 24 April 2024, the Shareholders' Meeting therefore approved the 2024 Incentive Scheme, providing for the award of free FinecoBank ordinary shares to the beneficiaries thereof and, consequently, the same Meeting, in extraordinary session (as set forth in the minutes of the meeting dated 16 May 2024, under the deeds of the notary public Carlo Marchetti of Milan, file no. 17,488/9,412; hereinafter, the "24 April 2024 Shareholders' Meeting" and, together with the 28 April 2021 Shareholders' Meeting, the 28 April 2022 Shareholders' Meeting and the 27 April 2023 Shareholders' Meeting, the "Shareholders' Meetings"), granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, a delegation to increase the share capital gratuitously, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 200,566.74 (two hundred thousand five hundred and sixty-six euros and seventy-four cents), by issuing up to 607,778 (six hundred and seven thousand seven hundred and seventy-eight) new FinecoBank ordinary shares, with a par value of Euro 0.33 each, having the same features as those in circulation, with full entitlement to dividends, to be assigned to FinecoBank's Key Personnel in exercise of the 2024 Incentive Scheme (hereinafter, the "2024 Incentive Scheme Delegation" and, together with the 2020 Incentive Scheme Delegation, the 2021 Incentive Scheme Delegation, the 2021-2023 LTI Plan Delegation, the 2022 Incentive Scheme Delegation and the 2023 Incentive Scheme Delegation, the "Delegations");

6.c. On 5 February 2025, the Board of Directors of FinecoBank, following verification of the achievement of the specific eligibility conditions and performance and individual behaviours, resolved to assign to the beneficiaries 161,746 (one hundred and sixty-one thousand seven hundred and forty-six) free ordinary shares in the period 2026-2030, according to the payment schedules provided for by the regulations of the plan;

Therefore, the Chairman, in order to implement the Share Plans (referred to above) and thus to assign a total of no. 315,282 (three hundred and fifteen thousand two hundred and eighty-two) FinecoBank ordinary shares relating to:

- (i) the fourth share tranche – awarded in 2021 – of the 2020 Incentive Scheme equal to a total of 26,308 (twenty-six thousand three hundred and eight) shares;
- (ii) the third share tranche – awarded in 2022 – of the 2021 Incentive Scheme equal to a total of 30,438 (thirty thousand four hundred and thirty-eight) shares;
- (iii) the second and third share tranches – awarded in 2024 – of the 2021-2023 LTI Plan

equal to a total of 155,910 (one hundred and fifty-five thousand nine hundred and ten) shares;

(iv) the second and third share tranches – awarded in 2023 – of the 2022 Incentive Scheme equal to a total of 29,236 (twenty-nine thousand two hundred and thirty-six) shares;

(v) the second share tranche – awarded in 2024 – of the 2023 Incentive Scheme equal to a total of 5,556 (five thousand five hundred and fifty-six) shares,

(vi) the first share tranche – awarded in 2025 – of the 2024 Incentive Scheme equal to a total of 67,834 (sixty-seven thousand eight hundred and thirty-four) shares;

proposes that the Board of Directors of the Company, in exercise of the Delegations granted to it, 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 Euro 104,043.06 (one hundred and four thousand and forty-three euros and six cents), by issuing 315,282 (three hundred and fifteen thousand two hundred and eighty-two) ordinary shares, with a par value of Euro 0.33 (thirty-three cents) each (hereinafter, the "Capital Increase"), of which:

- Euro 8,681.64 (eight thousand six hundred and eighty-one euros and sixty-four cents), corresponding to 26,308 (twenty-six thousand three hundred and eight) ordinary shares, drawn against the 2020 Incentive Scheme Delegation, granted by the 28 April 2021 Shareholders' Meeting;

- Euro 10,044.54 (ten thousand and forty-four euros and fifty-four cents), corresponding to 30,438 (thirty thousand four hundred and thirty-eight) ordinary shares, drawn against the 2021 Incentive Scheme Delegation, granted by the 28 April 2021 Shareholders' Meeting;

- Euro 51,450.30 (fifty-one thousand four hundred and fifty euros and thirty cents), corresponding to 155,910 (one hundred and fifty-five thousand nine hundred and ten) ordinary shares, drawn against the 2021/2023 LTI Plan Delegation, granted by the 28 April 2021 Shareholders' Meeting;

- Euro 9,647.88 (nine thousand six hundred and forty-seven euros and eighty-eight cents), corresponding to 29,236 (twenty-nine thousand two hundred and thirty-six) ordinary shares, drawn against the 2022 Incentive Scheme Delegation, granted by the 28 April 2022 Shareholders' Meeting;

- Euro 1,833.48 (one thousand eight hundred and thirty-three euros and forty-eight cents), corresponding to 5,556 (five thousand five hundred and fifty-six) ordinary shares, drawn against the 2023 Incentive Scheme Delegation, granted by the 27 April 2023 Shareholders' Meeting;

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- Euro 22,385.22 (twenty-two thousand three hundred and eighty-five euros and twenty-two cents), corresponding to 67,834 (sixty-seven thousand eight hundred and thirty-four) ordinary shares, drawn against the 2024 Incentive Scheme Delegation, granted by the 24 April 2024 Shareholders' Meeting;

providing that the new shares to be issued: (i) are assigned to the beneficiaries of the 2020 Incentive Scheme, the 2021 Incentive Scheme, the 2022 Incentive Scheme, the 2023 Incentive Scheme, the 2024 Incentive Scheme, and the 2021-2023 LTI Plan, in accordance with the rules of the Schemes (in compliance with the resolutions adopted by the Board of Directors); (ii) are not subject to non-transferability restrictions and are therefore freely available from the date of their issue; (iii) have the same rights as those currently in circulation, with full entitlement to dividends; and also providing that the Capital Increase is carried out by using the corresponding amount from the reserve called "*Reserve related to the medium-long term incentive scheme for FinecoBank Personnel*", specifically created using an available profit reserve (specifically the "*Extraordinary reserve*", as shown in the latest approved financial statements).

The Chairman further proposes to resolve the Capital Increase with effect from 31 (thirty-one) March 2026 (two thousand and twenty-six).

Lastly, the Chairman recalls that the relevant certification measures have been issued by the competent Supervisory Authorities, pursuant to Article 56 of Legislative Decree No. 385 of 1 September 1993, in relation to all the resolutions adopted by the aforesaid Shareholders' Meetings (as shown by the documents referred to in the respective minutes of those Shareholders' Meetings) and that, therefore, the Capital Increase proposed for resolution today does not require any further approval and/or authorisation.

The Chairman declares that the presentation on item 13 on the Agenda is concluded and therefore opens the discussion.

Noting that nobody requests that anything be recorded in the minutes, the Chairman declares the discussion on item 13 on the Agenda closed and orders that the resolution phase begin.

The Chairman therefore puts the following to the vote, item by item:

Resolution Proposal:

"The Board of Directors of "FinecoBank Banca Fineco S.p.A.", having heard the report and the proposal of the Chairman, and having regard to the Delegations granted to the Board of Directors by the Shareholders' Meetings,

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with effect from 31 (thirty-one) March 2026 (two thousand and twenty-six):

9) in exercise of the Delegations granted by the Shareholders to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, by 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 Euro 104,043.06 (one hundred and four thousand and forty-three euros and six cents), by issuing 315,282 (three hundred and fifteen thousand two hundred and eighty-two) ordinary shares, with a par value of Euro 0.33 (thirty-three cents) each, of which:

9.a. Euro 8,681.64 (eight thousand six hundred and eighty-one euros and sixty-four cents), corresponding to 26,308 (twenty-six thousand three hundred and eight) ordinary shares, drawn against the 2020 Incentive Scheme Delegation, granted by the 28 April 2021 Shareholders' Meeting;

9.b. Euro 10,044.54 (ten thousand and forty-four euros and fifty-four cents), corresponding to 30,438 (thirty thousand four hundred and thirty-eight) ordinary shares, drawn against the 2021 Incentive Scheme Delegation, granted by the 28 April 2021 Shareholders' Meeting;

9.c. Euro 51,450.30 (fifty-one thousand four hundred and fifty euros and thirty cents), corresponding to 155,910 (one hundred and fifty-five thousand nine hundred and ten) ordinary shares, drawn against the 2021/2023 LTI Plan Delegation, granted by the 28 April 2021 Shareholders' Meeting;

9.d. Euro 9,647.88 (nine thousand six hundred and forty-seven euros and eighty-eight cents), corresponding to 29,236 (twenty-nine thousand two hundred and thirty-six) ordinary shares, drawn against the 2022 Incentive Scheme Delegation, granted by the 28 April 2022 Shareholders' Meeting;

9.e. Euro 1,833.48 (one thousand eight hundred and thirty-three euros and forty-eight cents), corresponding to 5,556 (five thousand five hundred and fifty-six) ordinary shares, drawn against the 2023 Incentive Scheme Delegation, granted by the 27 April 2023 Shareholders' Meeting;

9.f. Euro 22,385.22 (twenty-two thousand three hundred and eighty-five euros and twenty-two cents), corresponding to 67,834 (sixty-seven thousand eight hundred and thirty-four) ordinary shares, drawn against the 2024 Incentive Scheme Delegation, granted by the 24 April 2024 Shareholders' Meeting;

10) to provide that the shares issued pursuant to the Capital Increase:

10.a. are assigned to the beneficiaries of the 2020 Incentive Scheme, the 2021 Incentive Scheme, the 2022 Incentive Scheme, the 2023 Incentive Scheme, the 2024 Incentive Scheme, and the 2021-2023 LTI Plan, in accordance with the rules of the Schemes (in compliance with the resolutions adopted by the Board of Directors);

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

10.c. have the same rights as those currently in circulation, with full entitlement to dividends;

11) to implement the Capital Increase by using, for the total amount of Euro 104,043.06 (one hundred and four thousand and forty-three euros and six cents), the reserve called "Reserve related to the medium-long term incentive scheme for FinecoBank Personnel", specifically created using an available profit reserve (specifically the "Extraordinary reserve", as shown in the latest approved financial statements);

12) consequently, to amend paragraph 1 (one) of Article 5 (five) of the Articles of Association with the following new wording:

"1. The share capital, fully subscribed and paid up, is Euro 201,923,898.99, divided into 611,890,603 ordinary shares with a par value of Euro 0.33 each.";

13) to insert, at the end of the following paragraphs of Article 5 (five) of the Articles of Association, the following sentences:

13.a. at the end of paragraph 17 (seventeen), the following sentence:

"The Board of Directors, in partial exercise of the power granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 28 April 2021, resolved on 5 February 2026 to increase the share capital by a par amount of Euro 8,681.64 corresponding to 26,308 ordinary shares with a par value of Euro 0.33 each, to serve the implementation of the incentive plans in favour of Employees.";

13.b. at the end of paragraph 18 (eighteen), the following sentence:

"The Board of Directors, in partial exercise of the power granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 28 April 2021, resolved on 5 February 2026 to increase the share capital by a par amount of Euro 10,044.54 corresponding to 30,438 ordinary shares with a par value of Euro 0.33 each, to serve the implementation of the incentive plans in favour of Employees.";

13.c. at the end of paragraph 19 (nineteen), the following sentence:

"The Board of Directors, in partial exercise of the power granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 28 April 2021, resolved on 5 February 2026 to increase the share capital by a par amount of Euro 51,450.30 corresponding to 155,910 ordinary shares with a par value of Euro 0.33 each, to serve the implementation of the incentive plans in favour of Employees.";

13.d. at the end of paragraph 20 (twenty), the following sentence:

"The Board of Directors, in partial exercise of the power granted to it pursuant to Article 2443

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of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 28 April 2022, resolved on 5 February 2026 to increase the share capital by a par amount of Euro 9,647.88 corresponding to 29,236 ordinary shares with a par value of Euro 0.33 each, to serve the implementation of the incentive plans in favour of Employees.";

13.e. at the end of paragraph 21 (twenty-one), the following sentence:

"The Board of Directors, in partial exercise of the power granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 27 April 2023, resolved on 5 February 2026 to increase the share capital by a par amount of Euro 1,833.48 corresponding to 5,556 ordinary shares with a par value of Euro 0.33 each, to serve the implementation of the incentive plans in favour of Employees.";

13.f. at the end of paragraph 22 (twenty-two), the following sentence:

"The Board of Directors, in partial exercise of the power granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 24 April 2024, resolved on 5 February 2026 to increase the share capital by a par amount of Euro 22,385.22 corresponding to 67,834 ordinary shares with a par value of Euro 0.33 each, to serve the implementation of the incentive plans in favour of Employees.";

with immediate effect:

14) to insert, at the end of paragraph 1 (one) of Article 5 (five) of the Articles of Association, the following sentence:

"The Board of Directors, in exercise of the power granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meetings of 28 April 2021, 28 April 2022, 27 April 2023 and 24 April 2024, resolved on 5 February 2026 to increase the share capital free of charge, with effect from 31 March 2026, by a total par amount of Euro 104,043.06, corresponding to a total of 315,282 ordinary shares with a par value of Euro 0.33 each (of which: Euro 8,681.64, corresponding to 26,308 ordinary shares; Euro 10,044.54, corresponding to 30,438 ordinary shares; Euro 51,450.30, corresponding to 155,910 ordinary shares, drawn against the delegations granted by the Extraordinary Shareholders' Meeting of 28 April 2021; Euro 9,647.88, corresponding to 29,236 ordinary shares, drawn against the delegation granted by the Extraordinary Shareholders' Meeting of 28 April 2022; Euro 1,833.48, corresponding to 5,556 ordinary shares, drawn against the delegation granted by the Extraordinary Shareholders' Meeting of 27 April 2023; Euro 22,385.22, corresponding to 67,834 ordinary shares, drawn against the delegation granted by the Extraordinary Shareholders' Meeting of 24 April 2024), to serve the implementation of the incentive plans in favour of Employees approved by the Company.";

specifying that, as from 31 (thirty-one) March 2026 (two thousand and twenty-six), paragraph 1 (one) of Article 5 (five) of the Articles of Association will be amended in accordance with the resolution adopted under the preceding item 12);

15) to authorise the Chief Executive Officer and General Manager to implement the above resolutions and, in particular, to certify the expiry of the aforesaid term of 31 (thirty-one) March 2026 (two thousand and twenty-six), carrying out the consequent filing formalities with the Companies' Register, including the filing of the updated text of the Articles of Association (showing the amendments resolved under items 12) and 13) above) in order to attest the completion of the Capital Increase in question".

The Resolution Proposal

on item 13 on the Agenda is therefore put to the vote, item by item and, after a vote and a recount, receives a unanimous favourable vote (without prejudice to the abstention expressed by the CEO and General Manager); the Chairman therefore declares that the Resolution Proposal on item 13 on the Agenda has been approved unanimously item by item and as a whole.

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

Resolution Proposal

"The Board of Directors of "FinecoBank Banca Fineco S.p.A.", in light of the resolutions adopted following the discussion of item 13 on the Agenda of the Meeting,

r e s o l v e s:

16) to approve the new text of the Articles of Association, attached to these Minutes as Schedule "B" (the reading thereof being omitted as the appearing party has expressly released me from doing so), resulting from the integration of the text of the Articles of Association currently in force with the amendment to paragraph 1 (one) of Article 5 (five) of the Articles of Association, adopted with immediate effect (as resolved by today's Board of Directors under item 13 on the Agenda);

17) to grant the Chief Executive Officer and General Manager all necessary powers to finalise and/or ensure that the above resolutions are implemented in accordance with the law, to accept or introduce into them any amendments or additions (which do not alter the substance of what has been resolved) that may also be required in order to proceed with the filing and registration with the Companies' Register pursuant to law, with an explicit advance declaration of approval and ratification, and to do anything else that may be necessary for the implementation of these resolutions".

Translation in English of the document originally issued in Italian. In the event of any discrepancy, the Italian language version shall prevail.

The Resolution Proposal

is therefore put to the vote item by item and, after a vote and a recount, is declared by the Chairman himself to have been approved unanimously item by item and, finally, as a whole (without prejudice to the abstention expressed by the CEO and General Manager).

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The Chairman orders that the Meeting continue with the remaining items on the Agenda by means of minutes drawn up in private form, the time being sixteen hours and twenty minutes.

And at the request thereof,

I, the notary, have received this deed which, typed by a person of my trust and partly by me, I have read to the appearing party, who, upon my question, approves it and signs it, with me, the notary, at approximately sixteen hours and twenty minutes; this deed consists of seven sheets written on twenty-four pages up to this point of the twenty-fifth page.

Signed Marco Mangiagalli

Signed Angelo Busani