

# NOTICE OF MEETING

# Notice of meeting

The Ordinary and Extraordinary Shareholders' Meeting of FinecoBank S.p.A. is to be held **in single call at the "Stelline" Congress Centre at Corso Magenta 61, Milan, at 10 a.m. on April 23, 2015** to discuss the following

## AGENDA

### Ordinary Part

1. Approval of the FinecoBank S.p.A. financial statements at December 31, 2014, accompanied by the Reports of the Board of Directors and the Independent Auditors, and the Report of the Board of Statutory Auditors.
2. Allocation of the profits of FinecoBank S.p.A. for the year 2014.
3. 2015 Compensation Policy.
4. Severance Payments Policy.
5. 2015 Incentive System.
6. 2015 Incentive System for Financial Advisors.

### Extraordinary Part

1. Amendments to Clause 6 of the Articles of Association in accordance with the Supervisory Regulations for Banks on remuneration and incentive policies and practices.
2. Delegation to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authority to approve a free capital increase – on one or more occasions and for a maximum period of five years starting from the date of the shareholders' resolution, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of Euro 131,159.49 (to be allocated in full to share capital at Euro 0.33 per share, corresponding to the nominal value per share), through the issue of a maximum of 397,453 new Fineco ordinary shares with a nominal value of Euro 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Personnel of FinecoBank in implementation of the 2015 Incentive System; corresponding update of the Articles.

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With reference to item 2 in the Ordinary Part, please note that any dividend authorised by the Meeting will be paid on April 29, 2015 with coupon date of April 27 2015, in accordance with the applicable laws and regulations.

In accordance with Article 83-*terdecies*, Legislative Decree no. 58/1998, those with accredited shareholder status as per the accounting records on April 28, 2015 will be entitled to receive the dividend.

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

Shareholders should obtain confirmation of their entitlement to attend the Meeting and the right to vote by sending the Company a communication, through the intermediary responsible for keeping their Fineco share accounts, based on the record date of **April 14, 2015** (the seventh trading day prior to the date set for the Meeting in single call, so called **record date**). Any credit or debit transactions completed on the accounts after that date will not be considered valid for the purpose of voting at the Meeting. Anyone acquiring shares only after that date will not be entitled to attend or vote at the Meeting.

In order to speed up the admission process, shareholders entitled to attend the Meeting are asked to submit evidence of their status to their intermediaries. There will be no correspondence or email voting.

Piazza Durante, 11  
20131 Milan MI  
freephone 800.52.52.52  
From a mobile phone or from abroad  
02.2899.2899  
e-mail [info@fineco.it](mailto:info@fineco.it)

FinecoBank S.p.A. - Part of the UniCredit Banking group enrolled in the Register of Banking Groups at No. 02008.1 – Registered Office Piazza Durante 11, Milan 20131 – Headquarters Via Rivoluzione d'Ottobre 16, Reggio Emilia 42123 – Share capital €200,150,191.89 fully paid up, ABI code 3015.5 - VAT no. 12962340159 - tax code and Milan Co. Reg. no. 01392970404 - Economic Administrative Index no. 1598155 – Member of the National Interbank Deposit Guarantee Fund. Fineco The New Bank is a trademark licensed for use by FinecoBank S.p.A.

## Voting proxies and the Company's designated representative

Shareholders entitled to vote may be represented at the Meeting with a written proxy, in accordance with current laws and regulations. The proxy form issued by the accredited intermediaries may be used for this purpose, or alternatively there is a form available on the Company's website. Instead of the original form, the representative may provide the Company with a digital or printed copy of the form, with a self-declaration of conformity to the original, and certifying the identity of the delegated person. Voting authorities submitted in electronic format with e-signatures (article 21, subsection 2, Legislative Decree no. 82/05) may be sent by email, to the following address: ShareholdersDelegation@fineco.it.

The proxy can also be conferred on Computershare S.p.A., with registered office in Milan, representative delegated by the Company for this purpose, pursuant to Article 135-*undecies* Legislative Decree no. 58/98, as provided for by current legislation. In this regard, Computershare S.p.A. has prepared a specific form which can be downloaded from the section of the Company's website dedicated to this Shareholders' Meeting. The proxy conferred on the designated representative, to be sent to the addresses and in the manner indicated in the abovementioned form, must contain the voting instructions on all or some of the proposals on the agenda and must be sent to the above representative **by 21 April 2015**. Within said deadline, the proxy and voting instructions can always be revoked in the same manner as they were conferred. The proxy is only valid for the proposals in relation to which voting instructions have been conferred.

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

Shareholders who represent at least 0.50% of the share capital (individually or collectively) may suggest items for inclusion on the Agenda, or submit new proposals for existing Agenda items, as indicated in Article 126-*bis* Legislative Decree no. 58/98, within ten days from the date of publication of this notice (by April 3, 2015).

Shareholders may not suggest items on which the Meeting is required by law to pass resolutions at the proposal of the Directors, or in relation to a project or report of the Directors, other than those indicated in Article 125-*ter*, subsection 1, Legislative Decree no. 58/98.

Requests for the inclusion of items on the Agenda should be sent, together with certification of the shareholding, to the Corporate Law Office, and should be submitted in writing to the Company's Registered office in Milan or sent by registered post. They may also be sent by certified email to corporate.law@pec.fineco.it.

Shareholders must also inform the Board of Directors for the reasons for the request or proposal, by the same date and under the same conditions.

The requesting shareholder's entitlement to submit the request will be verified by the intermediary (Article 23 of the Regulations on centralised management, liquidation, guarantees and management companies - Bank of Italy and Consob Measure of February 22, 2008 as amended).

Details of amendments to the Agenda and of new proposals to existing items will be given in the same way as this Notice, in accordance with current regulations. The shareholders' requests, together with any comments by the Board of Directors, will be made available to the public in the same way as the other documents relating to the Meeting.

Shareholders with voting rights may submit individual proposals for Meeting resolutions.

They may also raise questions on Agenda items prior to the Meeting (Article 127-*ter* Italian Legislative Decree 58/98) by sending them to the Company's Registered office in Milan (marked for the attention of the Corporate Law Office), or by email to corporate.law@pec.fineco.it. Questions received in accordance with the above conditions, **before April 20, 2015**, and which are relevant to the Agenda items will be answered no later than the Meeting itself, in accordance with current regulations. The requesting shareholder's entitlement to submit the questions will be verified by the intermediary (Article 23 of the Regulations on centralised management, liquidation, guarantees and management companies - Bank of Italy and Consob Measure of February 22, 2008 as amended), or through a communication made by the intermediary in accordance with Article 83-*sexies* Legislative Decree no. 58/98.

The Company will not reply to questions that were not submitted in accordance with the above terms and conditions.

# Notice of meeting (CONTINUED)

## Documents for the Shareholders' Meeting

The full text of the proposals, the explanatory reports and other documents relevant to the items on the Agenda will be available to the public at the Registered office, on the website of FinecoBank, and at the accredited storage system [www.1info.it](http://www.1info.it), in accordance with laws and regulations. Shareholders may obtain copies of the above documents.

## Share capital and shares with voting rights

The share capital of FinecoBank S.p.A., fully paid and amounting to € 200,150,191.89, is divided into 606,515,733 ordinary shares, each with a nominal value of € 0.33. Each share gives the right to one vote.

## Website

All references to the Company's website refer to the address [www.fineco.it](http://www.fineco.it) (Article 125-*quater* Italian Legislative Decree 58/98).

An excerpt from this notice will be published in "Il Sole 24 Ore" and "MF" on March 24, 2015.

Milan, March 24, 2015

CHAIRMAN OF THE BOARD OF DIRECTORS  
*Signed: Enrico Cotta Ramusino*

*Shareholders entitled to attend and vote at the Meeting are kindly asked to arrive in advance of the stated time, together with ID documents, to allow for the preliminary checks and to ensure that the Meeting starts on time.  
Information about attendance at the Shareholders' Meeting can be obtained from the **FREEPHONE NUMBER 800.101.101** which is available from Monday to Friday from 8.00 a.m. until 8 p.m. and on Saturday from 9 a.m. until 1.00 p.m..*