EXEMPLARY FROM THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS’ MEETING
EXCERPT FROM THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS’ MEETING
(pursuant to Sec. 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

The Ordinary and Extraordinary Shareholders’ Meeting of FinecoBank S.p.A. is to be held, in single call, at the FinecoBank registered office in 11 Durante Square, Milan, entrance in 5 Marco D’Aviano Road at 10 a.m. on April 12th, 2016 to discuss the following

AGENDA

Ordinary Part
3. 2016 Compensation Policy.
4. 2016 Incentive System.
5. 2016 Incentive System for Financial Advisors (PFA) identified staff.
7. Determination of the remuneration to be paid to the Chairman of the Board of Statutory Auditors as external member of the Supervisory Body.

Extraordinary Part
1. Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve in 2021 to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of € 32,789.79 corresponding to up to 99,363 FinecoBank ordinary shares with a nominal value of €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 execution of the 2015 Incentive System; corresponding updates of the Articles of Association.
2. Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve, on one or more occasions for a maximum period of five years starting from the date of the Shareholders’ resolution, to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of € 88,440.00 (to be allocated in full to share capital at € 0.33 per share, corresponding to the nominal value per share), corresponding to up to 268,000 FinecoBank ordinary shares with a nominal value of € 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 execution of the 2016 Incentive System; corresponding updates of the Articles of Association.

FinecoBank S.p.A.

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n. verde 800.52.52.52
dal cell. e dall’estero
02.2899.2899
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Information concerning the share capital and shares with voting rights as well as information concerning manner, terms and procedures regarding:

- the right to attend, and vote at, the Shareholders’ Meeting (please note that the record date falls on April 1\textsuperscript{st}, 2016);
- the right to attend, and vote at, the Shareholders’ Meeting by proxy, also by means of the Company’s designated representative (please note that the Company’s designated representative is Computershare S.p.A.);
- the exercise of the right to add to the agenda and to submit further resolution proposals on items already on the agenda;
- the exercise of the right to ask questions pertaining to items on the agenda prior to the Shareholders’ Meeting (please note that questions must be received by the Company no later than April 9\textsuperscript{th}, 2016);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the payment of the dividend resolved upon by the Shareholders’ Meeting (envisaged on April 20\textsuperscript{th}, 2016, with the ex-dividend date being April 18\textsuperscript{th}, 2016, and the record date April 19\textsuperscript{th}, 2016);

is given in the notice of call available on the Company’s internet website www.fineco.it.

This excerpt is published on March 12\textsuperscript{th}, 2016, in the newspapers "Il Sole 24 Ore" and "MF"

Milan, March 12\textsuperscript{th}, 2016

CHAIRMAN OF THE BOARD OF DIRECTORS
Signed Enrico Cotta Ramusino

Shareholders having the right to attend the Shareholders’ Meeting and exercise voting rights are kindly requested to arrive before the starting time scheduled for the Meeting, bringing a personal identification document, so as to facilitate the admission procedures and ensure the Meeting starts on time.

Information regarding how to take part in the Meeting can be obtained telephonically from the TOLL-FREE 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..
Translation in English of the document originally issued in Italian. In the event of any discrepancy, the Italian language version prevails.