

EXCERPT FROM THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

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(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

1. Approval of the FinecoBank S.p.A. financial statements at December 31, 2015, 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 FinecoBank S.p.A. 2015 net profit of the year.
3. 2016 Compensation Policy.
4. 2016 Incentive System.
5. 2016 Incentive System for Financial Advisors (PFA) identified staff.
6. Authorization to purchase and dispose of treasury shares. Consequent and inherent resolutions.
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.

Piazza Durante, 11
20131 Milano MI
n. verde 800.52.52.52
dal cell. e dall'estero
02.2899.2899
e-mail info@fineco.it

FinecoBank S.p.A. – Società appartenente al Gruppo Bancario UniCredit iscritto all'Albo dei Gruppi bancari n° 02008.1 - Sede legale 20131 Milano - P.zza Durante, 11 - Direzione Generale 42123 Reggio Emilia via Rivoluzione d'Ottobre, 16 - Cap. Soc. 200.245.793,88 Euro interamente versato - Cod. ABI 3015.5 - P.Iva 12962340159 - Codice Fiscale e n. iscr. R.I. Milano 01392970404 - R.E.A. n. 1598155 – Aderente al Fondo Nazionale di Garanzia e al Fondo Interbancario di Tutela dei depositi. Fineco The New Bank è un marchio concesso in uso a FinecoBank S.p.A.

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 1st, 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 9th, 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 20th, 2016**, with the ex-dividend date being **April 18th, 2016**, and the record date **April 19th, 2016**);

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

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

Milan, March 12th, 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.

Piazza Durante, 11
20131 Milan MI
freephone 800.52.52.52
From a mobile phone or from abroad
02.2899.2899
e-mail helpdesk@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 €200,245,793.88 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.