

**ORDINARY  
AND EXTRAORDINARY  
SHAREHOLDERS' MEETING  
12ND APRIL 2016**

**SUMMARY REPORT  
OF THE VOTES**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**  
12<sup>th</sup> of April 2016

Attendance to the meeting: no. 427 Shareholders in person or by proxy  
representing no. 521.181.707 ordinary shares corresponding to 85,889426% of the share capital

**SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING**

**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.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	423	521.120.734	99,988301	99,988301	85,879378
Against	1	60.940	0,011693	0,011693	0,010043
Abstentions	3	33	0,000006	0,000006	0,000005
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>427</b>	<b>521.181.707</b>	<b>100,000000</b>	<b>100,000000</b>	<b>85,889426</b>

## 2. Allocation of FinecoBank S.p.A. 2015 net profit of the year.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	423	521.181.174	99,999898	99,999898	85,889338
Against	0	0	0,000000	0,000000	0,000000
Abstentions	4	533	0,000102	0,000102	0,000088
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>427</b>	<b>521.181.707</b>	<b>100,000000</b>	<b>100,000000</b>	<b>85,889426</b>

## 3. 2016 Compensation Policy.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	393	515.824.590	98,972121	98,972121	85,006587
Against	28	4.544.421	0,871946	0,871946	0,748909
Abstentions	6	812.696	0,155933	0,155933	0,133930
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>427</b>	<b>521.181.707</b>	<b>100,000000</b>	<b>100,000000</b>	<b>85,889426</b>

#### 4. 2016 Incentive System.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	417	520.843.734	99,935153	99,935153	85,833729
Against	5	334.940	0,064265	0,064265	0,055197
Abstentions	5	3.033	0,000582	0,000582	0,000500
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>427</b>	<b>521.181.707</b>	<b>100,000000</b>	<b>100,000000</b>	<b>85,889426</b>

#### 5. 2016 Incentive System for Financial Advisors (PFA) identified staff.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	205	457.569.352	87,794592	87,794592	75,406271
Against	216	62.799.659	12,049475	12,049475	10,349225
Abstentions	6	812.696	0,155933	0,155933	0,133930
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>427</b>	<b>521.181.707</b>	<b>100,000000</b>	<b>100,000000</b>	<b>85,889426</b>

6. Authorization to purchase and dispose of treasury shares. Consequent and inherent resolutions.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	412	520.019.853	99,777073	99,777073	85,697956
Against	11	1.161.321	0,222825	0,222825	0,191383
Abstentions	4	533	0,000102	0,000102	0,000088
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>427</b>	<b>521.181.707</b>	<b>100,000000</b>	<b>100,000000</b>	<b>85,889426</b>

7. Determination of the remuneration to be paid to the Chairman of the Board of Statutory Auditors as external member of the Supervisory Body.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	421	521.117.734	99,988205	99,988205	85,878884
Against	1	60.940	0,011693	0,011693	0,010043
Abstentions	4	533	0,000102	0,000102	0,000088
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>426</b>	<b>521.179.207</b>	<b>100,000000</b>	<b>100,000000</b>	<b>85,889014</b>

### 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.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	417	520.874.674	99,947322	99,947322	85,838828
Against	4	274.000	0,052576	0,052576	0,045155
Abstentions	4	533	0,000102	0,000102	0,000088
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>425</b>	<b>521.149.207</b>	<b>100,000000</b>	<b>100,000000</b>	<b>85,884070</b>

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.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	417	520.874.674	99,947322	99,947322	85,838828
Against	4	274.000	0,052576	0,052576	0,045155
Abstentions	4	533	0,000102	0,000102	0,000088
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>425</b>	<b>521.149.207</b>	<b>100,000000</b>	<b>100,000000</b>	<b>85,884070</b>

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](mailto: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.