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

PURSUANT TO ARTICLE 125-BIS, PARAGRAPH 1, OF THE LEGISLATIVE DECREE NO. 58/1998

Milan, March 2, 2017

This is an English translation of the original Italian document. The original version in Italian takes precedence.
EXCERPT FROM THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS’ MEETING
(pursuant to Article 125-bis, paragraph 1, of the 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 Milan, Piazza Durante, no. 11, entrance in Via Marco D’Aviano, n. 5 at 10 a.m. on April 11, 2017 to discuss upon the following

AGENDA

Ordinary Part

3. Appointment of the Board of Directors, determination of the number of the Directors and determination of the duration of their term in office.
4. Pursuant to Article 20 of the By-laws, determination of the remuneration due to the Directors for their work on the Board of Directors, the Board Committees and other company bodies.
5. Appointment of the Board of Statutory Auditors.
6. Pursuant to Article 23, paragraph 17, of the By-laws, determination of the remuneration due to the Statutory Auditors and determination of the remuneration due to the Chairman of the Board of Statutory Auditors as external member of the Supervisory Body.
7. 2017 Compensation Policy.
8. Renewal of the Severance payment policy
9. Renewal of the Severance payment policy
10. 2017 Incentive System.
11. 2017 Incentive System for Personal Financial Advisors identified as “Identified Staff”.

Extraordinary Part

1. Delegation to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authority to resolve in 2022 to carry out a free capital increase, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 22,110.00 corresponding to up to
67,000 FinecoBank 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 execution of the 2016 Incentive System; relevant amendments of the By-laws.

2. Delegation to the Board of Directors, pursuant to Article 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, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 128,700.00 (to be allocated in full to share capital at Euro 0.33 per share, corresponding to the nominal value per share), corresponding to up to 390,000 FinecoBank 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 execution of the 2017 Incentive System; relevant amendments of the By-laws.

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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 March 31st, 2017);
- 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 8th, 2017);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the appointing members of the Board of Directors and the Board of Statutory Auditors on the basis of lists of candidates (please note that the lists shall be filed by March 17, 2017);
- the payment of the dividend resolved upon by the Shareholders’ Meeting (envisaged on April 26th, 2016, with the ex-dividend date being April 24th, 2016, and the record date April 25th, 2016);

is given in the notice of call available on the Company’s internet website www.finecobank.com.
Milan, March 2th, 2017

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 evidence of the communication required from their intermediaries according to Article 83-sexies of the Legislative Decree no. 58/1998 and 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.