

**FINECO**

B A N K

ANNEX 1  
**TO 2018  
FINECOBANK  
COMPENSATION  
POLICY**

INFORMATION TABLES PURSUANT  
ART. 84-QUATER "ANNUAL REPORT -  
SECTION II" OF THE REGULATION N° 11971  
ISSUED BY COMMISSIONE NAZIONALE  
PER LE SOCIETÀ E LA BORSA (CONSOB)

**FINECO. SIMPLIFYING BANKING.**



# 7. Compensation Tables

## 7.1 Disclosure as per section 84-quater of the Italian National Commission for Listed Companies (Consob) Issuers Regulation no.11971

A set of tables presents in the following pages the information that the Company is required to provide as per Section 84-quater of Consob's Issuers Regulation nr. 11971.

For a more detailed understanding of the methodological criteria underlying the information reported in the various tables, reference is made to Annex 3A of the said Consob Regulation.

In particular:

***TABLE 1: Compensation paid to members of the Administrative and Auditing Bodies, to General Managers and to other Executives with strategic responsibilities***

Provides, at an individual level and on an accrual basis, the details of the compensation paid to the Chief Executive Officer and General Manager, to the members of the Board of Directors and of the Board of Statutory Auditors.

For the other 5 Executives with strategic responsibilities the information is provided on an aggregate basis.

The overall compensation paid by FinecoBank to the Board of Directors for 2017 amounts to Euro 1.789.762.

The overall compensation paid by FinecoBank to the Board of Statutory Auditors for 2017 amounts to Euro 185.426.

The "Fair value of equity compensation" (column 7) does not represent a value actually paid to/gained by the beneficiaries of equity plans, being instead the cost that the Company is booking - on an accrual basis and during the vesting period - in consideration of the provision of the incentives based on financial instruments. More details on such plans are provided at the following Table 2 and Table 3A.

***TABLE 2: Stock Options assigned to the members of the Administrative Body, to General Managers and other Executives with strategic responsibilities***

Nor the non-executive members of the Board of Directors, nor the members of the Board of Statutory Auditors benefit from any incentive plan, be it based on financial instruments or cash.

Only the Chief Executive Officer and General Manager and the Executives with strategic responsibilities benefit from Stock Option/Performance Stock Options plans launched by UniCredit Group in the previous years.

At current prices, all stock options, for which it could be possible to exercise the right ("vested"), are largely underwater.

## 7. Compensation Tables (CONTINUED)

### 7.1 Disclosure as per section 84-quater of the Italian National Commission for Listed Companies (Consob) Issuers Regulation no.11971 (CONTINUED)

***TABLE 3A: Incentive plans based on financial instruments other than stock options, in favour of members of the Administrative Body, General Managers and other Executives with strategic responsibilities***

The table reports - additionally to the shares granted within medium and/or long term incentive and retention equity plans - also the number of shares promised and/or granted in connection with the deferral of the annual incentive systems.

***TABLE 3B: Monetary Incentive Plans in Favour of Members of the Administrative Body, General Managers and other Executives with strategic responsibilities***

Provides the details of all the cash incentives accrued during the year in favour of the Chief Executive Officer and General Manager and of the other Executives with strategic responsibilities. Neither the non-executive members of the Board of Directors, nor the Statutory Auditors receive any variable compensation.

***Information on the investments held by the members of the Administrative and Auditing Bodies, by General Managers and by other Executives with strategic responsibilities***

Table 1 and Table 2, drafted in compliance with schedule 7-ter, provide the shareholding in FinecoBank held by the Chief Executive Officer and General Manager, the other members of the Board of Directors, the members of the Board of Statutory Auditors and the other Executives with strategic responsibilities.



# 7. Compensation Tables (CONTINUED)

## 7.1 Disclosure as per section 84-quater of the Italian National Commission for Listed Companies (Consob) Issuers Regulation no.11971 (CONTINUED)

(A)	(B)	(C)	(D)	(E)				(F)			(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)				
				Fixed compensation	Variable non-equity compensation	Other	Total	Compensation from shares and other incentives	Profit sharing	Non-monetary benefits													
Name and surname	Period of which office was held	Office expiry	Enrolments resolved by the Shareholders' Meeting	Attendance tokens	Lump sum expense reimbursements ****	Compensation in for specific offices ex sec.2389 Italian Civil Code	Employment fixed salary	Total	Compensation participation	Other	Total	Other	Total	Other	Total	Other	Total	Other	Total				
Giovanni Neri (Gecid)	Chairman of the Board of Statutory Auditors (I) Total compensation in the company preparing the financial statements (II) Total compensation from subsidiaries and associates	31/05/2017 - 31/05/2017	Approv. AB at 31/12/2019	13,286	1,200	1,725	-	16,291	-	1,619	18,379	-	-	18,379	-	-	-	-	-	-			
				13,286	1,200	1,725	-	16,291	-	1,619	18,379	-	-	18,379	-	-	-	-	-	-	-		
				40,000	9,300	752	-	50,052	-	-	50,052	-	5,850	55,902	-	-	-	-	-	-	-	-	
				40,000	9,300	752	-	50,052	-	-	50,052	-	5,850	55,902	-	-	-	-	-	-	-	-	
				40,000	9,300	752	-	50,052	-	-	50,052	-	5,850	55,902	-	-	-	-	-	-	-	-	
				40,000	9,300	5,025	-	54,625	-	-	54,625	-	5,850	60,475	-	-	-	-	-	-	-	-	
				40,000	9,300	5,025	-	54,625	-	-	54,625	-	5,850	60,475	-	-	-	-	-	-	-	-	
				40,000	9,300	5,025	-	54,625	-	-	54,625	-	5,850	60,475	-	-	-	-	-	-	-	-	
				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Forma Stefano	Chairman of the Board of Statutory Auditors (I) Total compensation in the company preparing the financial statements (II) Total compensation from subsidiaries and associates	31/05/2017 - 04/09/2017	Approv. AB at 31/12/2019	20,137	4,200	925	-	25,262	-	2,356	27,618	-	-	27,618	-	-	-	-	-	-			
				20,137	4,200	925	-	25,262	-	-	25,262	-	2,356	27,618	-	-	-	-	-	-	-		
				20,137	4,200	925	-	25,262	-	-	25,262	-	2,356	27,618	-	-	-	-	-	-	-	-	
				20,137	4,200	925	-	25,262	-	-	25,262	-	2,356	27,618	-	-	-	-	-	-	-	-	
				16,164	4,200	796	-	21,160	-	-	21,160	-	1,891	23,052	-	-	-	-	-	-	-	-	
				16,164	4,200	796	-	21,160	-	-	21,160	-	1,891	23,052	-	-	-	-	-	-	-	-	
				16,164	4,200	796	-	21,160	-	-	21,160	-	1,891	23,052	-	-	-	-	-	-	-	-	
				16,164	4,200	796	-	21,160	-	-	21,160	-	1,891	23,052	-	-	-	-	-	-	-	-	
				130,137	28,500	9,223	-	167,860	-	-	167,860	-	17,566	185,426	-	-	-	-	-	-	-	-	
				130,137	28,500	9,223	-	167,860	-	-	167,860	-	17,566	185,426	-	-	-	-	-	-	-	-	
TOTAL BOARD OF STATUTORY AUDITORS	(I) Total compensation in the company preparing the financial statements (II) Total compensation from subsidiaries and associates	31/12/2017	Approv. AB at 31/12/2019	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
Other Executives with Strategic Responsibilities (total no. 5)	(I) Total compensation in the company preparing the financial statements (II) Total compensation from subsidiaries and associates	31/12/2017	Approv. AB at 31/12/2019	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			

\*\*\* The total amount of appointments resolved with the AB at 31/12/2019  
 \*\*\*\* To be considered as expense, members of the Board of Directors & Officers (BDO) in account the entire year.  
 \*\*\*\*\* The amount is referred to the time benefit of the insurance policy (Directors & Officers - D&O) in account the entire year.

(A)	(B)	(1)	(2)			(3)							(16)				
			Number of Options*	Exercise Price**	Period of Possible Exercise (from.. to)	Options assigned during the year											
						(5)	(6)	(7)	(8)	(9)	(10)	(11)		(12)	(13)		
Name and surname	Office	Plan	Number of Options*	Exercise Price**	Period of Possible Exercise (from.. to)	Number of Options	Exercise Price	Period of Possible Exercise (from.. to)	Fair Value at Assignment Date	Assignment Date	Market Price of Underlying Shares upon Assignment of Options	Number of Options	Exercise Price	Market Price of Underlying Shares on Exercise Date	Options Lapsed during the year (Number)*	Options held at the end of the year (Number)*	Options relevant to this year (Fair Value)
Alessandro Foti	Chief Executive Officer/ General Manager																
		LTI Unicredit - Plan 2008 Stock Options	7.738	117,019	09/07/2012 09/07/2018											7.738	
			<b>7.738</b>													<b>7.738</b>	
		Other Executives with Strategic Responsibilities															
		LTI Unicredit - Plan 2004 Stock Options	857	112,349	31/12/2017 03/09/2008											857	
		LTI Unicredit - Plan 2005 Stock Options	1.626	134,691	31/12/2018 26/11/2009											1.626	
		LTI Unicredit - Plan 2006 Stock Options	1.229	166,399	31/12/2019 28/06/2010											1.229	
		LTI Unicredit - Plan 2007 Stock Options	2.066	198,360	15/07/2017 13/07/2011									2.066			
		LTI Unicredit - Plan 2008 Stock Options	6.961	117,019	09/07/2012 09/07/2018											6.961	
			<b>12.739</b>											<b>2.066</b>		<b>10.673</b>	

\*The data is referred to the number of Financial Instruments underlying the options assigned and have been adjusted because of the capital operation resolved by UniCredit General Meeting on 29 April 2009 (script dividend), on 15 November 2009, on 16 December 2011 and on 12 January 2017.

\*\*The exercise price has been modified after Capital Increase resolved on March, 13th 2017





Amounts in euro		TABLE 3B: Monetary Incentive Plans in favour of Members of the Administrative Body, General Managers and other Executives with Strategic Responsibilities									
(A)	(B)	(1)		(2)			(3)			(4)	
		Name and surname	Office	Plan	Annual Bonus		Deferral period	Previous years Bonuses			Other Bonuses
					(A)	(B)		(C)	(A)		
Payable / Paid	Deferred	Deffered	Non longer payable	Payable / Paid	Still deferred						
	<b>Chief Executive Officer/ General Manager</b>										
(I) Compensation in the Company preparing the Financial Statement		2017 Group Incentive System	170.000	255.000	33% 31.12.2018 67% 31.12.2022						
		2016 Group Incentive System				56.100			112.200		
		2015 Group Incentive System							170.000		
(II) Compensation from Subsidiaries and Associates											
<b>(III) Total</b>			<b>170.000</b>	<b>255.000</b>				<b>56.100</b>	<b>282.200</b>		
Other Executives with Strategic Responsibilities											
(I) Compensation in the Company preparing the Financial Statement		2017 Group Incentive System	297.595	446.393	33% 31.12.2018 67% 31.12.2022						
		2016 Group Incentive System						98.206	196.412		
		2016 Group Incentive System							297.000		
(II) Compensation from Subsidiaries and Associates											
<b>(III) Total</b>			<b>297.595</b>	<b>446.393</b>				<b>98.206</b>	<b>493.412</b>		

## 7. Compensation Tables (CONTINUED)

### 7.1 Disclosure as per section 84-quater of the Italian National Commission for Listed Companies (Consob) Issuers Regulation no.11971 (CONTINUED)

#### Consob Issuers Regulation nr. 11971 - Annex 3A / Schedule 7-bis

**TABLE 1: Investments of the Members of the Administrative and Auditing Bodies and General Managers**

Name and surname	Office	Investee Company	Type of shares	Number of shares		
				Held at the end of 2016	Acquired*	Sold
<b>BOARD OF DIRECTORS</b>						
Enrico Cotta Ramusino	Chairman	FinecoBank	Ord.	37.000	28.000	65.000
Francesco Saita	Vice Chairman					
Alessandro Foti	Chief Executive Officer / General Manager	FinecoBank	Ord.	0	229.700	123.330
Patrizia Albano	Director					-
Elena Biffi	Director					-
Manuela D'Onofrio	Director					-
Maria Chiara Malaguti	Director					-
Giannarco Montanari	Director					-
	indirect ownership (spouse)			104		100
Maurizio Santacroce	Director	FinecoBank	Ord.		4	

**BOARD OF STATUTORY AUDITORS**

Elena Spagnol	Chairman of the Board Statutory Auditors	FinecoBank	Ord.			-
Barbara Aloisi	Standing Auditor					
Marziano Viozzi	Standing Auditor					
Federica Bonato	Alternate Auditor					

**TABLE 2: Investments of Other Executives with Strategic Responsibilities**

Number of Executives with Strategic responsibilities	Società Partecipata	Type of shares	Number of shares		
			Held at the end of 2016	Acquired*	Sold
5	FinecoBank	Ord.	11.000	401.150	268.165
					143.985

\*including shares related to the assignments of Incentive Systems Plans



