

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

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 Italian 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 no. 5 at 10 a.m. on April 11, 2018** to discuss and resolve upon the following

AGENDA

Ordinary Part

1. Approval of the FinecoBank S.p.A. financial statements as at December 31st, 2017, accompanied by the Reports of the Board of Directors, the Auditing Company and the Board of Statutory Auditors; Consolidated Financial Statements presentation.
2. Allocation of FinecoBank S.p.A. 2017 net profit of the year.
3. Completion of the Board of Statutory Auditors.
4. 2018 Compensation Policy.
5. 2018 Incentive System for Employees "Identified Staff"
6. "2018 – 2020 Long Term Incentive Plan" for FinecoBank Employees
7. 2018 Incentive System for Personal Financial Advisors "Identified Staff"
8. 2018 – 2020 Long Term Incentive Plan for Personal Financial Advisors "Identified Staff"
9. Authorization for the purchase and disposal of treasury shares in order to support the 2018 PFA System for the Personal Financial Advisors "Identified Staff". Related and consequent resolutions

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 2023 a free share capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Eur 29,700.00 corresponding to up to 90,000 FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Identified Staff 2017 of FinecoBank in execution of the 2017 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 share capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Eur 136,031.94 (to be allocated in full to share capital at Eur 0.33 per share, corresponding to the nominal value per share), corresponding to up to 412,218 FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation and with regular dividend

entitlement, to be granted to the Identified Staff 2018 of FinecoBank in execution of the 2018 Incentive System; corresponding updates of the Articles of Association.

3. 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 share capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Eur 324,743.10 (to be allocated in full to share capital at Eur 0.33 per share, corresponding to the nominal value per share), corresponding to up to 984,070 FinecoBank ordinary shares with a nominal value of Eur 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the beneficiaries of the 2018 – 2020 Long Term Incentive Plan, for its execution; corresponding updates of the Articles of Association.

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 29, 2018**);
- 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 8, 2018**);
- 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 25, 2018**, with the ex-dividend date being **April 23, 2018** and the **record date April 24, 2018**),

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

This excerpt is published on **March 10, 2018**, in the newspapers "Il Sole 24 Ore" and "MF".

Milan, March 9, 2018

THE 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 Consolidated Law on Finance 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.

