

REGULATIONS FOR SHAREHOLDERS' MEETINGS

Article 1

1. The Ordinary Shareholders' Meeting and Extraordinary Shareholders' Meeting of FinecoBank S.p.A. (hereinafter the "Company") are governed by law, by the Articles of Association, by these Regulations, where not covered therein, by the Chairman of the Shareholders' Meeting exercising his/her powers. These regulations also apply, if compatible, to special meetings for holders of specific classes of shares.

Article 2

1. Shareholders' Meetings may be attended by persons who hold voting rights, also represented by proxy, pursuant to current regulations and the Articles of Association .

2. Shareholders' Meetings are attended by the General Manager, where appointed.

3. Deputy General Managers, where appointed, Company Staff, Corporate Officers and Staff from UniCredit Group companies may also attend Shareholders' Meetings.

4. Shareholders' Meetings may also be attended, without the right to take the floor, by experts and financial analysts accredited for individual Shareholders' Meetings by financial brokers of an institutional nature, representatives of the independent auditors, journalists accredited for individual Shareholders' Meetings by Italian and foreign newspapers and periodicals, and by Italian and foreign radio and television networks. The list of persons eligible to attend Shareholders' Meetings shall be included in the minutes of the meetings or in attachments thereto.

Article 3

1. Persons entitled to speak at, or attend a Shareholders' Meeting pursuant to Article 2 above, must agree to their identification by Company officers, when entering the premises where the Meeting is held, and collect a special token, which will remain valid for as long as the Shareholders' Meeting lasts, and must also be shown on request to Company officers.

2. Unless otherwise indicated by the Chairman, Shareholders' Meetings will be filmed/recorded for broadcast/projection in premises linked by closed-circuit systems, and to provide support for the preparation of replies during the Meeting; these recordings shall be used by the Notary or Secretary to draft the minutes of the Shareholders' Meeting.

3. The Company reserves the right to publicly make available recordings of presentations made by Company Directors on items on the Agenda, and, where allowed by the Articles of Association, to use audio/video recordings in order to allow people with voting rights to speak at the Shareholders' Meeting using telecommunications media.

Article 4

1. The Chairman of the Shareholders' Meeting, who may also be assisted by Company Staff, checks the delegated powers, the right of people attending to take part in the Shareholders' Meeting and that said Meeting is duly established.

2. During the Shareholders' Meeting, as regards individual items on the

Agenda, the Chairman also checks - as and when necessary - the right of persons attending to take part in discussions and vote on the items.

3. Persons entitled to vote who, for any reason, leave the premises where the Shareholders' Meeting is being held, shall record their departure and subsequent return, at the registration points.

Article 5

1. No equipment that can be used for recording, photographing or broadcasting the Shareholders' Meeting may be used on the premises where the Shareholders' Meeting is being held, unless specifically authorised by the Chairman.

Article 6

1. After ensuring that the Shareholders' Meeting has been duly established, the Chairman reads the items on the Agenda.

Article 7

1. In presenting the items on the Agenda for discussion, if the Shareholders' Meeting does not object, the Chairman may follow a different order from that in the notice of call or propose the discussion of several items on the Agenda at the same time, if they are strictly related.

2. The Chairman and, if requested by the Chairman, the Directors or persons authorised to attend the Shareholders' Meeting explain the items on the Agenda.

3. Shareholders may make proposals for resolutions, other than those on the Agenda, provided they are relevant to the Agenda and do not amend or supplement the items to discuss. After evaluating the compatibility of the proposal with the Agenda, based on the above criteria, the Chairman accepts the proposal.

4. The Chairman may accept proposals for resolutions that only concern the operational proceedings of Shareholders' Meetings .

5. The Chairman oversees the discussion, enabling all persons entitled to take part, pursuant to article 8 below, to take the floor. The Chairman takes action to prevent any abuse of the above right.

Article 8

1. All persons participating pursuant to Article 2, paragraph 1 above, are entitled to speak on each item on the Agenda which is presented.

2. Persons intending to take the floor shall request permission from the Chairman, through the Notary or Secretary, submitting a written request with details of the issue the request refers to, after the Chairman has read the items on the Agenda and until he declares discussions regarding the issue the request refers to as closed. The Chairman usually allows persons to take the floor based on the chronological order of requests; if two or more requests are made at the same time, the Chairman allows persons to take the floor in the alphabetical order of their surnames.

3. The Chairman may authorise requests to take the floor to be made with a show of hands; in this case, the Chairman allows persons to take the floor in the alphabetical order of their surnames.

4. Persons may only speak about matters strictly related to the issues discussed.

5. Members of the Board of Directors, the Statutory Auditors and, where appointed, the General Manager, may request to take the floor in discussions.

6. Deputy General Managers, where appointed, and Company Staff, as well as Corporate Officers and Staff from UniCredit group companies may take the floor, when considered useful by the Chairman in relation to items to discuss.

Article 9

1. The Chairman, or if requested by the Chairman, the Directors, Statutory Auditors, General Manager, Deputy General Managers, and other Company Staff, as well as Corporate Officers and Staff of UniCredit Group companies reply at the end of each speech, or after all persons have taken the floor, as regards each item on the Agenda. Before the start of or during the discussion, replies shall be given to any questions put by Shareholders prior to the Meeting which the Company has not already answered.

Article 10

1. The Chairman, after taking into account the nature and importance of individual items on the Agenda, and the number of people who have requested to speak, decides on the time - usually no more than ten minutes – for each speaker to take the floor .

2. Persons who have already taken the floor may ask to take the floor a second time to reply to questions concerning the same item, for no more than five minutes.

3. If shareholders taking the floor do not observe the above procedures, the Chairman will ask them to conclude, or to leave the floor.

Article 11

1. Shareholders' Meeting proceedings take place in one session. During this session, if deemed appropriate and if the Shareholders' Meeting does not object, the Chairman may stop proceedings for the amount of time necessary.

2. The Chairman shall postpone the meeting by no more than five days in the case established by Article 2374 of the Italian Civil Code and may postpone the meeting in all other cases if requested or if deemed appropriate and provided the Shareholders' Meeting does not object; if the meeting is postponed, the Chairman establishes the venue, day and time of the new meeting to continue the proceedings.

Article 12

1. The Chairman maintains order during the Shareholders' Meeting to ensure seamless proceedings and prevent any abuse of power.

2. To this end, unless objected to by the Shareholders' Meeting, the Chairman may stop persons speaking in the following cases:

- the speaker talks when he/she is not supposed to, or continues to talk after the allocated time;

- following a warning, the speaker's talk is clearly and evidently not relevant to the item being discussed;
- the speaker uses unsuitable or abusive language;
- violence or disorder is incited.

Article 13

1. If one or more persons attending prevent others from discussing an issue or their conduct encourages a situation that prevents the Shareholders' Meeting from duly proceeding, the Chairman warns the persons(s), asking them to refrain from such conduct.

2. If this warning is ineffective, unless the Shareholders' Meeting objects, the Chairman arranges for the persons previously warned to leave the meeting room while the discussion takes place.

Article 14

1. After all persons have spoken, the Chairman concludes, declaring that discussion of the item on the Agenda to be closed.

Article 15

1. Before starting voting, the Chairman allows persons excluded pursuant to Article 13 above to re-enter the room.

2. The measures referred to in Articles 12 and 13 above may be adopted, if conditions so require, also during voting, with procedures that enable persons against whom the measures are taken to take part in the voting.

Article 16

1. The Chairman shall adopt appropriate measures to ensure that the voting process is seamless.

2. Depending on the circumstances, the Chairman may require votes to be cast after discussing each item, or all items, or some of the items on the Agenda.

Article 17

1. The Chairman establishes voting procedures for each Shareholders' Meeting, also allowing for the use of digital voting systems.

Article 18

1. After the voting process has been completed, and votes counted, the Chairman declares the proposal receiving the favourable vote of the majority required by law or by the Articles of Association as approved. If Directors or Statutory Auditors are being appointed, the Chairman declares candidates that have won according to the criteria established in the Articles of Association as elected.

Article 19

1. As regards matters not provided for by these Regulations, the Chairman may adopt the measures and solutions considered most appropriate for the due proceedings of Shareholders' Meetings .

Article 20

All amendments to these Regulations shall be resolved, pursuant to current regulations, by the Ordinary Shareholders' Meeting, based on the quorums required to establish Shareholders' Meetings and pass resolutions and on formal and procedural obligations of current regulations.

