

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)

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.

(A)	(B)	(1)	(2)			(3)							(14)	(15)	(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																	
(I) Compensation in the Financial Statement		LTI Unicredit - Plan 2008 Stock Options	7.738	117,019	09/07/2012 09/07/2018											7.738		
(II) Compensation from Subsidiaries and Associates		-																
(III) Total			7.738													7.738		
(I) Compensation in the Financial Statement		LTI Unicredit - Plan 2004 Stock Options	857	112,349	31/12/2017 03/09/2008											857		
(n. 2 Executives)		LTI Unicredit - Plan 2005 Stock Options	1.626	134,691	31/12/2018 26/11/2009											1.626		
(n. 2 Executives)		LTI Unicredit - Plan 2006 Stock Options	1.229	166,399	31/12/2019 28/06/2010											1.229		
(n. 2 Executives)		LTI Unicredit - Plan 2007 Stock Options	2.066	198,360	15/07/2017 13/07/2011										2.066			
(n. 5 Executives)		LTI Unicredit - Plan 2008 Stock Options	6.961	117,019	09/07/2012 09/07/2018											6.961		
(II) Compensation from Subsidiaries and Associates		-																
(III) Total			12.739													10.673		

*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		Payable / Paid	Still deferred	Non longer payable	Payable / Paid	Still deferred		
	Chief Executive Officer/ General Manager										
(I) Compensation in the Company preparing the Financial Statement		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											
(III) Total		170.000	255.000		56.100	282.200					
Other Executives with Strategic Responsibilities											
(I) Compensation in the Company preparing the Financial Statement	n. 5 Executives	297.595	446.393	33% 31.12.2018 67% 31.12.2022							
	n. 5 Executives							98.206	196.412		
	n. 5 Executives								297.000		
(II) Compensation from Subsidiaries and Associates											
(III) Total		297.595	446.393		98.206	493.412					

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

Name and surname	Office	Investee Company	Type of shares	Number of shares		
				Held at the end of 2016	Acquired*	Sold
BOARD OF DIRECTORS						
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					

Number of Executives with Strategic responsibilities	Società Participata	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

