

# NOTICE OF CALL

*This is an English translation of the original Italian document. The original version in Italian takes precedence.*

## **NOTICE OF CALL**

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 31<sup>st</sup>, 2017, accompanied by the Reports of the Board of Directors, the Auditing Company and the Report of 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.

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With reference to item 2 of the Ordinary Part, please note that any dividend authorized by the Meeting will be paid on April 25, 2018 with coupon date April 23, 2018, in accordance with the applicable laws and regulations.

Pursuant to Article 83-*terdecies* of the Italian Legislative Decree no. 58/1998 (the “**Consolidated Law on Finance**”), those with accredited shareholder status as per the accounting records on April April 24, 2018 will be entitled to receive the dividend.

### **Right to attend and vote at the Shareholders’ Meeting**

Shareholders shall obtain confirmation of their entitlement to attend the Meeting and the right to vote by sending the Company a communication, through the intermediary responsible for keeping their FinecoBank share accounts, based on the record date of March 29, 2018 (the seventh trading day prior to the date set for the Meeting in single call, so called record date). Any credit or debit transactions completed on the accounts after that date will not be considered valid for the purpose of voting at the Meeting. Anyone acquiring shares only after that date will not be entitled to attend or vote at the Meeting.

There will be no correspondence or email voting.

### **Voting proxies and the Company’s designated representative**

Shareholders entitled to vote may be represented at the Meeting by a written proxy, in accordance with current laws and regulations. The proxy form issued by the accredited intermediaries may be used for this purpose, or alternatively there is a form available on the Company’s website (Section “*Governance/Shareholders’ Meeting*”). Instead of the original form, the representative may provide the Company with a digital or printed copy of the form, with a self-declaration of conformity to the original and of the identity of the delegator. Proxies submitted in electronic format with e-signatures (Article 21, paragraph 2, of the Italian Legislative Decree no. 82/05) may be sent by email, to the following address: [ShareholdersDelegation@fineco.it](mailto:ShareholdersDelegation@fineco.it).

The proxy may also be conferred on Computershare S.p.A., with registered office in Milan, representative designated by the Company for this purpose, pursuant to Article 135-*undecies* of the Consolidated Law on Finance, as provided for by current legislation. In this regard, Computershare S.p.A. has prepared a specific form, which can be downloaded from the section of the Company’s website dedicated to this Shareholders’ Meeting. The proxy conferred on the designated representative, to be sent to the addresses and in the manner indicated in the abovementioned form, must contain the voting instructions on all or some of the proposals on the agenda and must be sent to Computershare S.p.A. by April 9, 2018 (the second trading day prior to the date set forth the Meeting in single call). On or before the said deadline, the proxy and voting instructions can always be revoked in the same manner as they were conferred. The proxy is only valid for the proposals in relation to which voting instructions have been conferred.

### **Additions to the Agenda, new proposals for existing Agenda items and the right to raise questions prior to the Meeting.**

Shareholders who represent at least one fortieth of the share capital (individually or collectively) may suggest items for inclusion on the Agenda, or submit new proposals for existing Agenda items, as indicated in Article 126-*bis* of the Consolidated Law on Finance, within ten days from the date of publication of this notice (by March 19, 2018).

Shareholders may not suggest items on which the Meeting is required by law to pass resolutions at the proposal of the Directors, or in relation to a project or report of the Directors, other than those indicated in Article 125-*ter*, paragraph 1, of the Consolidated Law on Finance. Requests for inclusion of items on the Agenda shall be submitted in writing, together with certification of the shareholding, addressed to the Corporate Law Office, at the Company's Register office in Milan or sent by registered post; they may also be sent by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it).

Shareholders must also inform the Board of Directors of the reasons for the request or proposal, by the same date and under the same conditions.

The requesting shareholder's entitlement to submit the request will be verified by the intermediary pursuant to Article 23 of the Rules governing central depositories, settlement services, guarantee system and related management companies adopted by the Bank of Italy and Consob with provision dated February 22, 2008 as amended. Details of amendments to the Agenda and of new proposals to existing items will be given in the same way as this Notice, in accordance with current regulations. The shareholders' requests, together with any comments by the Board of Directors, will be made available to the public in the same way as the other documents relating to the Meeting. Shareholders with voting rights may submit individual proposals for Meeting resolutions. The shareholders may also raise questions on Agenda items prior to the Meeting (pursuant to Article 127-*ter* of the Consolidated Law on Finance) by sending them to the Company's Registered office in Milan (marked for the attention of the Corporate Law Office), or by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it). Questions received in accordance with the above conditions, on or before April 8, 2018 (the third day prior to the date of the Shareholders' Meeting), and which are relevant to the Agenda items will be answered no later than the Meeting itself, in accordance with current regulations. The requesting shareholder's entitlement to submit the questions will be verified by the intermediary (pursuant to Article 23 of the Rules governing central depositories, settlement services, guarantee system and related management companies adopted by the Bank of Italy and Consob with provision dated February 22, 2008 as amended), or through a communication made by the intermediary in accordance with Article 83-*sexies* of the Consolidated Law on Finance.

The Company will not reply to questions that were not submitted in accordance with the above terms and conditions.

### **Documents for the Shareholders' Meeting**

The full text of the proposals, the explanatory reports and other documents relevant to the items on the Agenda will be available to the public at the registered office and at the headquarters, on the website of FinecoBank, on the website of the accredited storage system managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), in accordance with laws and regulations.

Shareholders may obtain copies of the above documents.

### **Share capitale and share with voting rights**

On the publication of this Notice, the share capital of FinecoBank S.p.A., fully subscribed and paid-in, amount to Eur 200,708,586.54 represented by no. 608,207,838 ordinary shares, each with a nominal value of Eur 0.33. Each share gives the right to one vote except for the 88,041 own shares equal to 0.01% of the share capital for which the voting rights have been suspended.

## **Website**

All references to the Company's website mean to the address [www.finecobank.com](http://www.finecobank.com) (also pursuant to Article 125-*quater* of the Consolidated Law on Finance).

An excerpt from this notice will be published in "Il Sole 24 Ore" and "MF" on March 10, 2018.

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.*

