

ORDINARY  
AND EXTRAORDINARY  
SHAREHOLDERS' MEETING  
23RD APRIL 2015

**SUMMARY REPORT  
OF THE VOTES**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**  
23rd of April 2015

Attendance to the meeting: no. 244 Shareholders in person or by proxy  
representing no. 482.585.929 ordinary shares corresponding to 79,566927% of the share capital

**SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING**

**ORDINARY PART**

1. Approval of the FinecoBank S.p.A. financial statements at December 31, 2014, accompanied by the Reports of the Board of Directors and the Independent Auditors, and the Report of the Board of Statutory Auditors.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	241	482.226.463	99,925513	99,925513	79,507659
Against	2	153.866	0,031884	0,031884	0,025369
Abstentions	1	205.600	0,042604	0,042604	0,033899
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>244</b>	<b>482.585.929</b>	<b>100,000000</b>	<b>100,000000</b>	<b>79,566927</b>

## 2. Allocation of the profits of FinecoBank S.p.A. for the year 2014.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	243	482.380.329	99,957396	99,957396	79,533028
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	205.600	0,042604	0,042604	0,033899
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>244</b>	<b>482.585.929</b>	<b>100,000000</b>	<b>100,000000</b>	<b>79,566927</b>

## 3. 2015 Compensation Policy.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	240	482.044.935	99,887897	99,887897	79,477730
Against	3	335.394	0,069499	0,069499	0,055298
Abstentions	1	205.600	0,042604	0,042604	0,033899
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>244</b>	<b>482.585.929</b>	<b>100,000000</b>	<b>100,000000</b>	<b>79,566927</b>

#### 4. Severance Payments Policy.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	240	481.562.695	99,787969	99,787969	79,398220
Against	3	817.634	0,169428	0,169428	0,134808
Abstentions	1	205.600	0,042604	0,042604	0,033899
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>244</b>	<b>482.585.929</b>	<b>100,000000</b>	<b>100,000000</b>	<b>79,566927</b>

#### 5. 2015 Incentive System.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	238	481.106.765	99,693492	99,693492	79,323048
Against	4	1.271.564	0,263490	0,263490	0,209651
Abstentions	2	207.600	0,043018	0,043018	0,034228
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>244</b>	<b>482.585.929</b>	<b>100,000000</b>	<b>100,000000</b>	<b>79,566927</b>

### 6. Incentive System for Financial Advisors.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	238	481.106.765	99,693492	99,693492	79,323048
Against	4	1.271.564	0,263490	0,263490	0,209651
Abstentions	2	207.600	0,043018	0,043018	0,034228
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>244</b>	<b>482.585.929</b>	<b>100,000000</b>	<b>100,000000</b>	<b>79,566927</b>

### EXTRAORDINARY PART

#### 1. Amendments to Clause 6 of the Articles of Association in accordance with the Supervisory Regulations for Banks on remuneration and incentive policies and practices.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	243	482.380.329	99,957396	99,957396	79,533028
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	205.600	0,042604	0,042604	0,033899
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>244</b>	<b>482.585.929</b>	<b>100,000000</b>	<b>100,000000</b>	<b>79,566927</b>

2. Delegation to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authority to approve a free capital increase – on one or more occasions and for a maximum period of five years starting from the date of the shareholders’ resolution, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of Euro 131,159.49 (to be allocated in full to share capital at Euro 0.33 per share, corresponding to the nominal value per share), through the issue of a maximum of 397,453 new Fineco ordinary shares with a nominal value of Euro 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the Personnel of FinecoBank in implementation of the 2015 Incentive System; corresponding update of the Articles.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON SHARE CAPITAL</b>
In Favour	240	482.051.731	99,889305	99,889305	79,478850
Against	2	326.598	0,067677	0,067677	0,053848
Abstentions	2	207.600	0,043018	0,043018	0,034228
Not Voting	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>244</b>	<b>482.585.929</b>	<b>100,000000</b>	<b>100,000000</b>	<b>79,566927</b>

Piazza Durante, 11  
20131 Milan MI  
freephone 800.52.52.52  
From a mobile phone or from abroad  
02.2899.2899  
e-mail [info@fineco.it](mailto:info@fineco.it)

FinecoBank S.p.A. - Part of the UniCredit Banking group enrolled in the Register of Banking Groups at No. 02008.1 - Registered Office Piazza Durante 11, Milan 20131 - Headquarters Via Rivoluzione d'Ottobre 16, Reggio Emilia 42123 - Share capital €200,150,191.89 fully paid up, ABI code 3015.5 - VAT no. 12962340159 - tax code and Milan Co. Reg. no. 01392970404 - Economic Administrative Index no. 1598155 - Member of the National Interbank Deposit Guarantee Fund. Fineco The New Bank is a trademark licensed for use by FinecoBank S.p.A.