



PRESS RELEASE

FinecoBank: Shareholders' Meeting approved the 2014 Financial Statements and a dividend per share of €0.20

Milan, April 23rd 2015

Today the Ordinary and Extraordinary Shareholders' Meeting of FinecoBank S.p.A. was held in Milan.

Ordinary Part

- **Approval of the FinecoBank S.p.A. Financial Statements as at December 31st, 2014**

The Shareholders' Meeting approved the Financial Statements as at December 31st, 2014, which reported a net profit of €150 million.

- **Allocation of the profit for the year 2014 of FinecoBank S.p.A.**

The Shareholders' Meeting also approved the payment of a dividend of €0.20 per share to shareholders, which will be paid out on April 29th, 2015, with coupon date on April 27th, 2015, in accordance with the applicable laws and regulations. In accordance with Article 83-terdecies, Legislative Decree no. 58/1998, those with accredited shareholder status as per the accounting records on April 28th, 2015 will be entitled to receive the dividend.

- **2015 Compensation Policy**

The Shareholders' Meeting has then approved the 2015 Compensation Policy, which sets out the principles and standards which FinecoBank applies to establish, implement and monitor the compensation practices, plans and programs of the Company. The 2015 Compensation Policy also includes the Annual Compensation Report, which highlights the main features and outcomes of the enactment of the compensation policy and incentive systems.

- **Severance Payments Policy**

The Shareholders' Meeting has also approved the Severance Payments Policy, which sets the criteria for determining of the compensation to be paid in the event of early termination of the employment relationship or early termination of office, including the limits set to that compensation.

- **2015 Incentive System**

The Shareholders' Meeting has then approved the adoption of the 2015 Incentive System, which, as required by national and international regulatory authorities, provides for the allocation of an incentive – in cash and in free ordinary shares – to be granted, subject to the achievement of specific performance objectives, over a long-term period (2016-2021) to a selected group of Company employees.

- **Incentive System for Financial Advisors**

The Shareholders' Meeting has also approved the adoption of the 2015 PFA Incentive System, which, as required by national and international regulatory authorities, provides for the allocation of an incentive – in cash and/or in phantom shares – to be granted, subject to the achievement of specific objectives, over a long-term period (2016-2020) to a selected group of Financial Advisors of the Company.

Extraordinary Part

- **Amendments to Clause 6 of the Articles of Association**

The Shareholders' Meeting has then approved an amendment to Article 6 of the Articles of Association, in order to add the quorums that are required for the Ordinary Shareholders' Meeting to approve a proposal to set a ratio higher than 1:1 (but in any event not higher than 2:1) between the variable and the fixed component of the individual remuneration of personnel (as already set forth the current version of the Articles of Association).

- **Delegation to the Board of Directors of the authority to approve a free capital increase**

The Shareholders' Meeting has granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, 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 2 regular dividend entitlement, to be granted to the Personnel of FinecoBank in implementation of the 2015 Incentive System.

FinecoBank

FinecoBank is UniCredit Group's direct multichannel bank, with one of the largest advisory networks in Italy with 2,533 Personal Financial Advisors, and is the number one broker in Italy for equity trades in terms of volume of orders, with over 960,000 customers, €4 billion of net sales at December 31, 2014 and €49.3 billion of total financial assets. FinecoBank offers an integrated business model combining direct banking and financial advice, offering a single free-of-charge account with a full range of banking, credit, trading and investment services, which are also available through applications for smartphone and tablet. With its fully integrated platform, FinecoBank is the benchmark for modern investors.

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