

## PRESS RELEASE

**FinecoBank:**

**Shareholders' Meeting:**

- approved the 2018 Annual Report and Accounts and the dividend of Euro 0.303 per share;
- approved the 2019 Compensation Policy;
- approved the Termination Payments Policy;
- approved the 2019 Incentive System for Employees Identified Staff and the 2019 Incentive System for Personal Financial Advisors Identified Staff;
- authorized the purchase and disposal of treasury shares, in order to implement the 2019 Incentive System for Personal Financial Advisors;
- delegated the Board of Directors to approve the free capital increases to implement the incentive systems for the Employees.

***Milan, April 10, 2019***

The Ordinary and Extraordinary Meeting of the Shareholders of FinecoBank S.p.A., held today in Milan, passed the following resolutions in relation to individual items on the agenda:

### **Ordinary Part**

- **Approval of the Annual Report and Accounts of FinecoBank S.p.A. at December 31, 2018**

The Shareholders' Meeting approved the Annual Report and Accounts of FinecoBank S.p.A. at December 31, 2018, which reported an individual net profit of Euro 227,922,325.69.

- **Allocation of the profit for the year 2018 of FinecoBank S.p.A.**

The Shareholders' Meeting has also approved the proposals made by the Board of Directors regarding the allocation of the profit for the year, which include the payment of

a dividend of Euro 0.303 per share to Shareholders, which will be paid out on April 25, 2019, with a coupon date of April 23, 2019, in accordance with the applicable laws and regulations. In accordance with Article 83-*terdecies*, of the Legislative Decree no. 58 of February 24, 1998, those with accredited shareholder status as per the accounting records on April 24, 2019 will be entitled to receive the dividend.

- **2019 Compensation Policy**

The Shareholders' Meeting approved the 2019 Compensation Policy, which sets out the principles and standards that FinecoBank applies in developing, implementing and monitoring the Company's compensation practices, plans and programs. The 2019 Compensation Policy, also contains the Annual Compensation Report, and specific Annexes in order to provide the information required by the current Regulations.

- **Termination Payments Policy**

The Shareholders' Meeting approved the Termination Payments Policy, which sets out the principles, the limits, the criteria and the payout modalities of the amounts to be provided in case of early termination of the employment or office.

- **2019 Incentive System for Employees Identified Staff**

The Shareholders' Meeting has approved the adoption of the 2019 Incentive System, which, as required by national and international regulatory authorities, provides for the allocation of an incentive – in cash and/or in free ordinary shares – to be granted, subject to the achievement of specific performance objectives, over a multi-year period to a selected group of Company Employees pertaining to Identified Staff.

- **2019 Incentive System for Personal Financial Advisors Identified Staff**

The Shareholders' Meeting has also approved the adoption of the 2019 Incentive System for the Personal Financial Advisors of the Bank, which, as required by national and international regulatory authorities, provides for the allocation of an incentive – in cash and/or in free ordinary shares of FinecoBank – to be granted, subject to the achievement of specific performance objectives, over a long-term period to a selected group of Personal Financial Advisors of the Company pertaining to Identified Staff.

- **Authorization of purchase and disposal of treasury shares, in order to implement the 2019 Incentive System for Personal Financial Advisors Identified Staff. Related and consequent resolutions**

The Shareholders' Meeting, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, has authorized the purchase and disposal of treasury shares, in order to have the necessary shares to implement the 2019 Incentive System for Personal Financial Advisors Identified Staff.

The authorization covers a maximum of 179,534 ordinary shares, corresponding to 0.03% ca. of the share capital, and, consequently, well below the maximum limit of 20% established by the applicable regulations.

The price for the purchases cannot be less than the nominal value per share of € 0.33 and not more, as a maximum, than the closing price of the FinecoBank shares recorded on the MTA electronic stock on the day prior to the purchase, plus 5%.

The authorization for the purchase has been given for a period of 18 months from the date of the shareholders' meeting approval.

### **Extraordinary Part**

- **Delegation of the power to the Board of Directors to approve a free capital increase to implement the 2019 Incentive System**

Moreover, the Shareholders' Meeting, assigned the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, 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 € 95,021.85 (to be allocated in full to share capital) through the issuance of a maximum of 287,945 new FinecoBank ordinary shares with a nominal value of €0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2019 FinecoBank Identified Staff to implement the 2019 Incentive System. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

- **Delegation of the power to the Board of Directors to approve a free capital increase to complete the implementation of the 2018 Incentive System**

Moreover, the Shareholders' Meeting, assigned the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to approve a free capital increase to resolve in 2024, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of € 30,731.91 through the issuance of a maximum of 93,127 new FinecoBank ordinary shares with a nominal value of € 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2018

FinecoBank Identified Staff to implement the 2018 Incentive System. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

- **Delegation of the power to the Board of Directors to approve a free capital increase to complete the implementation of the 2014 Incentive System**

Moreover, the Shareholders' Meeting, assigned the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to approve a free capital increase to resolve in 2020, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of € 23,333.64 through the issuance of a maximum of 70,708 new FinecoBank ordinary shares with a nominal value of € 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the 2014 FinecoBank Identified Staff to implement the 2014 Incentive System. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association.

- **Delegation of the power to the Board of Directors to approve a free capital increase to complete the implementation of the 2014 – 2017 Multi Year Plan Top Management**

Lastly, the Shareholders' Meeting, assigned the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to approve a free capital increase to resolve in 2020, pursuant to Article 2349 of the Italian Civil Code – for a maximum amount of € 139,517.07 through the issuance of a maximum of 422,779 new FinecoBank ordinary shares with a nominal value of € 0.33 each, with the same characteristics as those in circulation and with regular dividend entitlement, to be granted to the beneficiaries of the 2014 – 2017 Multi Year Plan Top Management for its execution. The Shareholders' Meeting also approved the consequent amendments to the Articles of Association

## **FinecoBank**

FinecoBank, the multichannel bank of the UniCredit Group, is one of the most important FinTech banks in Europe. It offers from a single account banking, credit, trading and investment services through transactional and advisory platform developed with proprietary technologies, and combined with one of the largest financial advisory network in Italy. Fineco is a bank leader in brokerage in Europe, and one of the most important player in Private Banking in Italy, offering tailor-made advisory services. Since 2017, FinecoBank is also in UK with an offer focused on brokerage and banking services.



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