

**April  
29  
2026**

# **ORDINARY AND EXTRAORDINARY SHAREHOLDER'S MEETING**

# **INFORMATION ON THE PROCEDURE FOR APPOINTING THE CORPORATE BODIES OF FINECOBANK**

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

## WARNING

*The contents of this document are made available to the shareholders of FinecoBank S.p.A. ("**FinecoBank**" or the "**Bank**" or the "**Company**") for information purposes only and as such does not, therefore, replace or supplement in any way the legal, regulatory and statutory requirements governing the procedures for the appointment of corporate bodies, to which Shareholders are invited to refer.*

## **PART A**

# **Information on the procedure for appointing the members of FinecoBank Board of Directors**

### **1. GENERAL INFORMATION**

#### **1.1. Number of Directors and term of office**

Pursuant to the Articles of Association, the Board of Directors is made up of not less than 9 and not more than 13 members.

Before the appointment, the Shareholders' Meeting must determine the number of Directors.

The members of the Board of Directors shall remain in office for three years and their mandate shall expire on the date of the shareholders' meeting approving the financial statements for the last year of their office (unless a shorter term is established upon their appointment).

#### **1.2. Procedures for the appointment**

Pursuant to Art. 13 of the Articles of Association and in compliance with applicable laws and regulations, the members of the Board of Directors shall be appointed on the basis of lists submitted by eligible parties.

#### **1.3. Persons entitled to submit lists**

The parties with the right to submit lists are the Board of Directors as well as multiple shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by laws or regulations from time to time in force. It should be noted that Consob, in its Executive Resolution of the Head of the Corporate Governance Division no. 155 of January 27, 2026, set the minimum shareholding required for FinecoBank to present lists of candidates for election to the Board of Directors and Board of Statutory Auditors at 1% of share capital.

Ownership of the minimum shareholding for submission of the lists is determined with regard to the shares registered in the name of an individual shareholder, or more than one shareholder jointly, on the day on which the lists are filed with the Company and shall be certified in accordance with the applicable legislation; this certification can be received by the Company after the filing, provided within the period set for the publication of the lists by the Company (*i.e.* at least 21 days before the date set for the Shareholders' Meeting).

With reference to the submission of a slate by the Board of Directors, it is recalled that such slate must be approved by a resolution passed with the favourable vote of two thirds of the members in office, following the preliminary assessment carried out by the board committee entrusted with responsibilities in relation to appointments; the slate submitted by the Board of Directors must include a minimum number of candidates equal to the number indicated in the proposal submitted by the Board of Directors itself, increased by one third, rounded to the nearest whole number where the application of such increase does not result in an integer number of candidates.

#### **1.4. Deadline for the filing of lists**

By the 25th day prior to the date set for the Shareholders' Meeting (*i.e.* **April 4, 2026**).

#### **1.5. Procedure for filing the lists**

The lists, under penalty of forfeiture, must be filed with the Registered Office or the Head Office of the Company, (expressly stating: "*for the attention of the Corporate Law & Board Secretary's Office*"), or by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it) attaching the documents in PDF format

provided that the filing party, including a legal entity, uses its own certified email or, failing that, signs the electronic document (PDF) with advanced, qualified or digital signature.

### 1.6. Deadline for publication of the lists

At least 21 days prior to the date set for the Shareholders' Meeting (*i.e.*, **April 8, 2026**).

At least 40 days prior to the date set for the Shareholders' Meeting for the list filed by the Board of Directors (*i.e.*, **March 20, 2026**).

The lists, together with the required documentation, will be made available to the public at the registered office and the Head Office of the Company, on the website of FinecoBank, as well as on the *website* of the storage device authorized and managed by Teleborsa ([www.emarketstorage.it](http://www.emarketstorage.it)) and on the *website* of the market management company Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) by the date indicated above.

## 2. PROCEDURE FOR SUBMITTING THE LISTS

Each entitled party may submit or participate in the submission of one list only.

The entitled parties belonging to the same group (*i.e.* the controlling entity, not necessarily a company, pursuant to art. 2359 of the Italian Civil Code and each subsidiary controlled by, or under the common control of the said party), or who are parties to a shareholders' agreement *pursuant* to art. 122 of Italian Legislative Decree no. 58 of February 24, 1998, (hereinafter the "**TUF**"), or who are otherwise related to each other by virtue of relevant relationships as envisaged under the applicable legislative and / or regulatory provisions, may not submit more than one list.

Each candidate may appear on one list only under penalty of ineligibility.

In determining the number of members of the Board of Directors and in submitting lists, the shareholders are required to take account of the "*Qualitative and quantitative composition of the Board of Directors of FinecoBank S.p.A.*" (the "**Qualitative/quantitative Profile**"); this contains the results of the preliminary analysis carried out by the Board of Directors, with the support of the Nomination Committee, on its optimal qualitative/quantitative composition in view of properly performing its functions, in accordance, *inter alia*, with the corporate governance provisions set out in Bank of Italy Circular no. 285 of December 17, 2013. The mentioned document, approved by the Board of Directors, is available on the *website* of FinecoBank ("*Governance/Shareholders' Meeting*" Section). Shareholders are in any case entitled to express differing views on the optimal composition of the Board of Directors, explaining any discrepancies with the directors' own analysis.

For anything not expressly specified herein, please refer to the content of the Qualitative/Quantitative Profile.

### 2.1. Gender breakdown

Article 147-*ter*, paragraph 1-*ter*, of the Consolidated Law on Finance requires compliance with a criterion for gender breakdown for the Board of Directors, according to which at least two-fifths of the elected members must be reserved for the less represented gender, taking into account the provisions of Article 144-*undecies*.1 of the Consob Regulation adopted by resolution No. 11971 of 14 May 1999, as amended ("**Issuers' Regulation**")<sup>1</sup>.

Pursuant to Article 13, paragraph 6, of the Articles of Association, where – as in the present case – the outgoing Board of Directors submits its own slate, each list with a number of candidates equal to or

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<sup>1</sup> Pursuant to paragraph 3 of Article 144-*undecies*.1 of the Regulation on Issuers, '*If the application of the gender distribution criterion does not result in a whole number of members of the administration or control bodies belonging to the least represented gender, such number shall be rounded up to the next higher unit, except for corporate bodies made up of three members for which the rounding down shall be to the next lower unit*'.

greater than 2 (two) must be made up of candidates belonging to both genders, to ensure respect for the gender balance at least to the minimum extent required by current laws and regulations (i.e., at least two fifths, taking into account the provisions of Article 144-undecies.1 of the Issuers' Regulation).

## 2.2. Independent directors

Pursuant to Article 13, paragraph 3, of the Articles of Association, the majority of the members of the Board of Directors must, in addition to the independence requirements set forth under the regulations in force from time to time, meet the independence requirements established by the Corporate Governance Code for Listed Companies in force from time to time.

In particular, pursuant to Article 13, paragraph 6, of the Articles of Association, where—as in the present case—the Board of Directors submits its own slate, each slate containing a number of candidates equal to or greater than 2 (two) must ensure that at least the majority of the candidates (i.e., half in the case of slates containing 2 (two) candidates) meet the independence requirements set out in the Articles of Association, without prejudice to the fact that the first candidate on any slate submitted by shareholders, even if it includes only one candidate, must meet the aforementioned independence requirements.

For the purposes of drawing up the slates, it is also recalled that, should the slate submitted by the Board of Directors be the one receiving the highest number of votes at the Shareholders' Meeting, the board committee established in respect of internal control and risk management (i.e., the Risks and Related Party Transactions Committee) shall be chaired by an independent director identified among the directors elected who were not drawn from the slate submitted by the Board of Directors, as provided for by Article 13, paragraph 13, of the Articles of Association and by new Article 147-ter.1 of TUF, introduced by Law No. 21 of 5 March 2024 (the “Capital Markets Law” – “*Legge Capitali*”).

## 2.3. Minority lists and relations between lists

In relation to the appointment of the board of directors of listed companies, Art. 147-ter, paragraph 3, of the TUF provides that “(...) *at least one member of the board of directors is elected from the minority list that has obtained the highest number of votes and is not in any way related, directly or indirectly, to the shareholders who submitted or voted for the list that ranked first in terms of highest number of votes*”.

Furthermore, Article 13, paragraph 13, of the Articles of Association—as amended to reflect the new rules governing the slate of candidates submitted by the Board of Directors pursuant to Article 147-ter.1 of the Italian Consolidated Law on Finance (Testo Unico della Finanza – “TUF”) and the related implementing provisions set out in the Issuers' Regulation—governs the allocation of seats to the minority slates (which are not connected, pursuant to the applicable legislation, with the Board slate) where a slate is submitted by the Board of Directors and such slate is the one that has obtained the highest number of votes. In particular, it is provided that the minorities shall be allocated a total number of seats on the Board equal to twenty per cent of the total number of members of that body, rounded up to the next whole number where the application of such allocation quota does not result in an integer number of seats to be allocated to the minorities. Specifically, such seats are allocated among the minority slates in accordance with different mechanisms—described further below in this document—depending on the number of votes obtained at the Shareholders' Meeting by the two most-voted minority slates.

Accordingly, in order to ensure full transparency of any relations between lists, in its **Communication no. DEM/9017893 of February 26, 2009**, Consob made detailed recommendations to shareholders who file a minority list for the appointment of members of the board of directors. More specifically, the aforementioned Communication requires the entitled parties who submit a “minority list” to file - together with the list - a statement confirming the absence of any direct or indirect connection, as set forth in the cited Art. 147-ter, paragraph 3 of TUF and Art. 144-quinquies of Consob Regulation no. 11971 of May 14, 1999, with the shareholders who hold, including jointly,

a controlling or relative majority interest, where such shareholders can be identified on the basis of the significant shareholdings disclosed pursuant to art. 120 of the TUF or of the publication of shareholders' agreements pursuant to art. 122 of the same Decree. In the statement the following must also be specified:

- (a) any existing relationships, if significant, with the shareholders who hold, including jointly, a controlling or relative majority interest, if identifiable, and the reasons such relations were not considered relevant for the purpose of determining the existence of the mentioned relationships; or
- (b) the absence of any such significant relationships.

More specifically, it is recommended that at least the following relationships be disclosed:

- family relationships;
- being a party in the recent past, including by companies of their respective groups, to a shareholder's agreement as envisaged by art. 122 of the TUF involving the shares of the issuer or of the issuer's group companies;
- being a party, including by companies of their respective groups, to the same shareholder's agreement involving the shares of third companies;
- any direct or indirect shareholdings and any direct or indirect cross-holdings, including between companies of the respective groups;
- having taken positions, including in the recent past, in the management and control bodies of companies that are part of the group of the controlling or relative majority shareholder(s), as well as being, of having been in the recent past, an employee with these companies;
- having been included, directly or through their representatives, in the list submitted by the shareholders who hold, including jointly, a controlling or a relative majority interest, in the previous appointment of the management or control bodies;
- having participated in the previous appointment of the management or control bodies, in the submission of a list with the shareholders who hold, including jointly, a controlling or relative majority interest or having voted for a list submitted by such shareholders;
- entertaining or having entertained in the recent past any commercial, financial (if not within the typical lending business) or professional relations;
- the presence in the minority list of candidates who are or have been in the recent past executive directors or executive managers with strategic responsibilities of the controlling or relative majority shareholder(s) or of companies that are part of their respective groups.

Consob has therefore clarified that the concept of connection is "*non-technical*" and "*cannot be limited to the cases of control and connection as identified by law*" and that "*given the anti-avoidance purpose, the concept has to be given a broad meaning*" must be attributed (see Consob communication no. DCG/11085486 of October 19, 2011).

Finally, please note that the Company will make the above statement available to the public together with the lists, within the time limits and in the manner prescribed for publication of the lists.

#### **2.4. Documents to be submitted with the lists**

The following documents, duly dated and signed, must also be filed together with each list, by the filing deadline of **April 4, 2026** (i.e., the 25th day prior to the date set for the Shareholders' Meeting):

- (a) information on the identity of those who have submitted the lists, specifying the total percentage of shares held; to this end, the entitled parties can use the template “*Letter form for the submitting of lists for the appointment of members of the Board of Directors*” attached hereto as Annex "**A1**";
- (b) the statement of the Shareholders other than those who hold, including jointly, a controlling or relative majority interest, certifying the absence of any connection with the latter; to this end, the entitled parties can use the template “*Declaration form certifying the existence or absence of any relationship of affiliation*” attached hereto as Annex "**A2**";
- (c) exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) and the list of administration, management and control positions they hold in other companies; both documents must be filed in Italian and English.
- (d) the statement whereby the individual candidates irrevocably accept their candidacy and position (subject to their appointment) and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility for the candidacy, and that they have the required professional experience, integrity and independence prescribed by applicable laws, regulations and Articles of Association, according to the template “*Director’s Acceptance Statement*” attached hereto as Annex "**A3**".

**The lists for which the above provisions have not been complied with will be considered as not submitted.**

In order to enable the Shareholders easier reading of the qualifications of each applicant, the Board of Directors also requires that each candidate present a statement briefly outlining the skills developed in the various areas specified in the document “*Qualitative and quantitative composition of the Board of Directors of FinecoBank S.p.A.*”, according to the template under the above-mentioned Annex “**A3**”.

The candidates must also take notice of the privacy statement given according to Regulation (EU) 2016/679 attached under annex “**C**” to this document.

### **3. APPOINTMENT PROCEDURE**

Each person entitled to vote may vote for one list only.

The appointment of the Board of Directors shall be conducted as follows, pursuant to the Articles of Association:

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In scenarios other than those referred to under items 2 below (i.e., where the slate submitted by the Board of Directors is the slate receiving the highest number of votes at the Shareholders’ Meeting) and 3 below (i.e., where the slate submitted by the Board of Directors is the only slate duly submitted or the only slate to receive votes at the Shareholders’ Meeting):

- a) from the list that received the majority of votes cast, Directors equal to the number to be elected are drawn in consecutive order as they appear on the list except, depending on the case, 2 (two) or 3 (three) that will be taken from the minority list(s) that are not connected with those who

submitted or voted for the list that obtained the highest number of votes in accordance with the current regulations, as specified below:

- a.1) if only two lists are submitted, the remaining 2 (two) Directors will be drawn in consecutive order from the second list that received the highest number of votes at the meeting;
- a.2) if 3 (three) or more lists are submitted, 2 (two) Directors will be drawn in consecutive order from the second list that obtained the highest number of votes at the meeting regardless of the percentage of votes received, while 1 (one) Director will be drawn in consecutive order from the third list that received the highest number of votes at the meeting provided that it received at least 2% of the votes cast at the meeting, it being understood that in the event of the failure to receive this percentage by the third list by number of votes the mechanism provided for in the previous paragraph a.1) will be applied;
- b) if the majority list does not reach a sufficient number of candidates for the election of the number of Directors to be appointed, according to the mechanism indicated in paragraph a), all the candidates from the majority list shall be elected and the remaining Directors shall be taken from the list that obtained the highest number of votes from among the minority lists, in the order in which they were listed and, if necessary, from the minority lists ranked below the most-voted minority list, again in the order in which the candidates were listed, until the number of Directors to elect has been reached;
- c) if the number of candidates included in the lists submitted, both majority and minority, is lower than the number of Directors to be elected, the remaining Directors are elected by resolution passed by the Shareholders' Meeting by a relative majority (and therefore without taking into account any abstentions) ensuring compliance with the principles of independence and balance between the genders set out by articles 13, paragraphs 3 and 6, respectively of the Articles of Association. In the event of a tie between candidates, the shareholders' meeting shall hold a second round of voting;
- d) where only one, or no lists have been submitted, the Shareholders' Meeting shall resolve in accordance with the procedures specified in paragraph c) above; in the event of a tie between lists or candidates, the shareholders' meeting shall hold a second round of voting to establish their ranking;
- e) if the required number of independent Directors and/or of Directors of the less-represented gender is not appointed, any Directors on the most-voted list and appearing highest on the list who do not meet the requirements in question shall be replaced by the next candidates from the same list who do meet the requirements. If, following the application of this criterion, it is still not possible to identify Directors with the mentioned characteristics, this principle shall be applied to the other minority lists from which the elected candidates were drawn;
- f) if, even after applying the replacement principle set out in paragraph e) above, it is still not possible to identify any suitable Directors, the Meeting shall resolve by relative majority (**and therefore without taking into account any abstentions**). In this case, the replacements shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.

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If, on the other hand, the slate submitted by the Board of Directors is the one that has obtained the highest number of votes, the members of the Board of Directors shall be elected as follows:

a) the minorities must be assigned a total number of seats on the Board of Directors equal to twenty per cent of the total number of members of that body, rounded up to the next whole number if the application of the allocation quota indicated does not result in a whole number of members to be allocated to the minorities. The seats allocated to the minorities, as defined above, are then distributed as follows:

a.1) if the first two minority lists that are not linked to the Board list under current regulations, as determined by the votes cast at the Shareholders' Meeting, obtain a total of no more than twenty per cent of the total votes cast, those two minority lists shall compete for the seats allocated to the minorities and, in particular, such seats shall be distributed among them in proportion to the votes they have obtained, as follows. Specifically, these votes are divided by one, two, three, and so on. The quotients thus obtained are consecutively assigned to the candidates on each of these lists, in the order in which they are listed on the lists. The quotients thus assigned to the candidates on these lists are arranged in a single descending order. Those who have obtained the highest results are elected, up to the total number of Directors to be elected from the minorities. If several candidates have obtained the same quotient, the candidate from the list that has not yet elected any Directors or that has elected the fewest Directors is elected. If none of these lists has yet elected a Director or if all have elected the same number of Directors, the candidate from the list that has obtained the highest number of votes is elected.

In the event of a tie in the list votes and again in the case of a tie in the quotient, a new vote shall be taken by the entire Shareholders' Meeting, and the candidate who obtains a simple majority of the votes (and therefore without taking into account any abstentions) shall be elected. If there is only one minority list (and it has not obtained more than twenty per cent of the total votes cast), the Directors due to the minorities shall be drawn entirely from that list;

a.2) if the first two minority lists that are not linked to the Board list under current regulations, as determined by the votes cast at the Shareholders' Meeting, obtain a total of more than twenty per cent of the total votes cast at the Shareholders' Meeting, the seats due to the minorities shall be distributed - in proportion to the votes obtained respectively - among the minority lists that have obtained a percentage of votes not less than three per cent of the votes cast at the Shareholders' Meeting, with the clarification that these lists shall also be allocated proportionally the votes obtained by those that have obtained a percentage of votes less than three per cent. For the purposes of distribution, the quotient mechanism shall apply, as well as the additional provisions for cases of a tie referred to in point a.1) above. Furthermore, even in this case, where there is a single minority list (and it has obtained more than twenty per cent of the total votes cast), the Directors due to the minorities shall be drawn entirely from that list;

b) The remaining seats on the Board are allocated to the list submitted by the Board of Directors, according to the following procedures:

- (i) the Shareholders' Meeting proceeds to a further individual vote on each candidate on the list submitted by the Board of Directors;
  - (ii) the aforementioned candidates are ranked according to the number of votes obtained by each of them, from highest to lowest;
  - (iii) the candidates who have obtained the most votes are elected, up to the number of seats to be allocated to the list submitted by the Board of Directors;
  - (iv) in the event of a tie between candidates, the order in which they are listed on the list shall be used. This criterion also applies to candidates who equally do not receive any votes;
- c) if the minority lists entitled to allocation do not have a sufficient number of candidates to ensure that the number of Directors to be elected from them is reached in accordance with the mechanisms indicated in letter a), the remaining Directors shall be drawn from the other minority lists (entitled to allocation) by applying the quotients and the additional provisions for cases of a tie referred to in letter a.1) above, until the number of Directors to be elected is completed. If it is not possible to identify the remaining Directors in this way, they shall be chosen from among the unelected candidates on the Board of Directors' list in the order indicated in letter b(ii) above or, in the cases and in accordance with the provisions of letter b)(iv) above, on the basis of the consecutive order in which they are listed on the list;
- d) if, on the basis of the above criteria, the minimum number of Independent Directors and/or Directors belonging to the under-represented gender is not elected, the candidates drawn from the Board of Directors' list who do not meet the relevant requirements and who obtained the lowest number of votes in the additional individual vote referred to in letter b(i) above or, in the cases and in accordance with letter b) (iv), who bear the highest consecutive number on the list, shall be replaced by the next candidates meeting the requirement or requirements from the same list, in the order indicated in letter b(ii) above or, again in the cases and in accordance with the provisions of letter b)(iv) above, on the basis of the lowest consecutive number which they bear on the list. If, even after applying this criterion, it is not possible to identify a sufficient number of Directors with the above characteristics, the replacement shall apply to the minority lists (entitled to allocation and from which the elected candidates were drawn), based on the highest quotients pursuant to letter a.1) above or the additional provisions set out in the same letter for cases of a tie, up to the number of members to be replaced;
- e) if, even after applying the replacement criteria referred to in letter d) above, no suitable replacements are identified, the Shareholders' Meeting shall decide by relative majority (and therefore without taking into account any abstentions). In this case too, unsuitable candidates shall be replaced in the order set out in letter d) above.

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If the list submitted by the Board of Directors is the only one duly submitted or the only one to receive votes at the Shareholders' Meeting, the Directors to be elected shall be drawn entirely from that list, without prejudice to the need to proceed in accordance with item 2, letter b). If the

minimum number of Independent Directors and/or Directors belonging to the less represented gender is not elected, the Directors who do not meet the relevant requirements and who obtained the lowest number of votes in the additional individual vote referred to in letter b(i) above or, in the cases and in accordance with the provisions of letter b) (iv), who bear the highest consecutive number on the list, shall be replaced by the next candidates meeting the requirement or requirements from the same list, in the order indicated in letter b(ii) above or, again in the cases and in accordance with the provisions of letter b)(iv) above, with the lowest consecutive number. If it is not possible to identify a sufficient number of suitable replacements in this way either, the Shareholders' Meeting shall decide by relative majority (and therefore without taking into account any abstentions) and the unsuitable candidates shall be replaced in the order set out above.

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Lastly, it is recalled that each person entitled to vote may cast a vote for only one slate, without prejudice to the right to take part in any subsequent individual vote on the candidates included in the slate submitted by the Board of Directors, should such slate obtain the highest number of votes.

## **PART B**

# **Information on the procedure for appointing the members of FinecoBank Board of Statutory Auditors**

### **1. GENERAL INFORMATION**

#### **1.1. Procedure for the appointment and term of office**

Pursuant to Art. 23 of the Articles of Association and in compliance with applicable laws and regulations, the ordinary Shareholders' Meeting appoints three Standing Statutory Auditors, electing a Chairman from among them, and two Alternate Statutory Auditors.

The appointment of Standing and Alternate Statutory Auditors shall be made on the basis of lists of candidates submitted by eligible parties, in which the candidates shall be listed in numerical order. More specifically, the lists are divided into two lists, respectively, including up to three candidates for the position of Standing Statutory Auditor and up to two candidates for that of Alternate Statutory Auditor.

The members of the Board of Statutory Auditors shall remain in office for three years, until the shareholders' meeting approving the financial statements for the last year of their office.

#### **1.2. Persons entitled to submit lists**

Shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by current laws or regulations from time to time in force. It should be noted that Consob, in its Executive Resolution of the Head of the Corporate Governance Division no. 155 of January 27, 2026, set the minimum shareholding required for FinecoBank to present lists of candidates for election to the Board of Directors and Board of Statutory Auditors at 1% of share capital.

Ownership of the minimum shareholding for submission of the lists is determined with regard to the shares registered in the name of an individual shareholder, or more than one shareholder jointly, on the day on which the lists are filed with the Company and shall be certified in accordance with the applicable legislation; this certification can be received by the Company after the filing, provided within the period set for the publication of the lists by the Company (i.e. at least 21 days before the date set for the Shareholders' Meeting).

#### **1.3. Deadline for the filing of lists**

By the 25th day prior to the date set for the Shareholders' Meeting (*i.e.* **April 4, 2026**).

#### **1.4. Procedure for filing the lists**

The lists, under penalty of forfeiture, must be filed with the Registered Office or the Head Office of the Company, (expressly stating: "*for the attention of the Corporate Law Office*"), or by certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it) attaching the documents in PDF format provided that the filing party, including a legal entity, uses its own certified email or, failing that, signs the electronic document (PDF) with advanced, qualified or digital signature.

#### **1.5. Deadline for publication of the lists**

At least 21 days prior to the date set for the Shareholders' Meeting (*i.e.*, **April 8, 2026**).

The lists, together with the required documentation, will be made available to the public at the registered office and the Head Office of the Company, on the website of FinecoBank, as well as on the *website* of the storage device authorized and managed by Teleborsa ([www.emarketstorage.it](http://www.emarketstorage.it)) and

on the *website* of the market management company Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), by April 8, 2026.

## 2. PROCEDURE FOR SUBMITTING THE LISTS

Each entitled party may submit or participate in the submission of one list only.

The entitled parties belonging to the same group (i.e. the controlling entity, not necessarily a company, pursuant to art. 2359 of the Italian Civil Code and each subsidiary controlled by, or under the common control of the said party), or who are parties to a shareholders' agreement *pursuant* to art. 122 of Italian Legislative Decree no. 58 of February 24, 1998, (hereinafter the "TUF"), or who are otherwise related to each other by virtue of relevant relationships as envisaged under the applicable legislative and / or regulatory provisions, may not submit more than one list.

Each candidate may appear on one list only under penalty of ineligibility.

At least the first two candidates for the post as Standing Statutory Auditor and at least the first candidate for the post as Alternate Statutory Auditor included in the respective lists must be registered in the national register of auditors and must have practiced the statutory auditing of accounts for a period of not less than three years.

For the purpose of filing the lists, the shareholders are required to take account of the "*Qualitative and quantitative composition of the Board of Statutory Auditors of FinecoBank S.p.A.*" (the "**Qualitative/quantitative Profile of the Board of Statutory Auditors**"); this contains the results of the preliminary analysis carried out by the Board of Statutory Auditors on its optimal qualitative/quantitative composition in view of properly discharging its duties and responsibilities assigned to the Bank's statutory auditors under the law, corporate governance provisions and the Articles of Association. This document, approved by the Board of Statutory Auditors, is available on the website of FinecoBank (Section "*Governance/Shareholders' Meeting*"). Shareholders are in any case entitled to express differing views on the optimal composition of the Board of Statutory Auditors, explaining any discrepancies with the directors' own analysis.

### 2.1. Gender breakdown

Each list for the position of Standing Statutory Auditor and Alternate Statutory Auditor must include a number of candidates of the less represented gender such that the list satisfies at least the minimum gender balance required by the applicable laws and regulations. In this regard, the procedures for drawing up the lists and the additional criteria for the identification of the members of the control body must ensure that the least represented gender obtains at least one third of the standing members of the Board of Statutory Auditors of FinecoBank, taking into account the provisions of Article 144-undecies.1 of the Issuers' Regulation <sup>2</sup>.

### 2.2. Minority lists and relations between lists

Regarding the appointment of the control body, art. 148, paragraph 2, of the TUF provides that "*Consob shall issue a regulation governing the procedures for the appointment, based on lists, of a Standing member of the Board of Statutory Auditors by the minority shareholders who are not directly or indirectly connected with the shareholders who presented or voted for the list ranking first by number of votes.*".

By virtue of this regulatory delegation, by Regulation no. 11971 of May 14, 1999, as amended and supplemented (the "**Issuers' Regulation**"), Consob has regulated in detail the entire procedure for the

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<sup>2</sup> Pursuant to paragraph 3 of Article 144-undecies.1 of the Regulation on Issuers, 'If the application of the gender distribution criterion does not result in a whole number of members of the administration or control bodies belonging to the least represented gender, such number shall be rounded up to the next higher unit, except for corporate bodies made up of three members for which the rounding down shall be to the next lower unit'

appointment of the control bodies on the basis of lists, bearing in mind the purpose of ensuring the appointment of at least one Standing Statutory Auditor by the minority shareholders and *"the absence of connection between the Statutory Auditors appointed by the minority shareholders and the majority shareholders"*. More specifically, in art. 144-*quinquies* of the Issuers' Regulation, Consob identified some types of relations for which the connection referred to in art. 148, paragraph 2, of the TUF is presumed to exist; Consob, however, did not provide an exhaustive list and prescribed that those submitting a "minority list" must file a statement with the registered office of the company confirming the absence of the relationships envisaged by the mentioned art. 144-*quinquies* with the shareholder who holds (or the shareholders jointly holding) a controlling or relative majority interest (Art. 144-*sexies*, paragraph 4, b), of the Issuers' Regulation).

More specifically, Art. 144-*quinquies* of the Issuers' Regulation has identified the following types of connections between one or more major shareholders and one or more minority shareholders:

- (a) family relationships;
- (b) being part of the same group;
- (c) control between a company and those who jointly control it;
- (d) relationships as defined by Article 2359, paragraph 3, of the Italian Civil Code, including with entities of the same group;
- (e) managerial or executive functions, with key strategic responsibilities, carried out by a shareholder within a group owned by another shareholder;
- (f) being a party to the same shareholder's agreement as envisaged by art. 122 of the TUF involving the shares of the issuer, or of a parent or subsidiary thereof.

Consob communication no. DEM / 9017893 of February 26, 2009 specifies that, with regard to the appointment of the control bodies, subject to the obligation to file the statement as per art. 144-*sexies*, paragraph 4, b), of the Issuers' Regulation, it is recommended that the shareholders who submit a "minority list" provide the following information in the said statement:

- any significant relationship with the shareholders who hold, including jointly, a controlling or relative majority interest, where such shareholders can be identified on the basis of the significant shareholdings disclosed pursuant to art. 120 of the TUF or of the publication of shareholders' agreements pursuant to art. 122 of the same Decree. Alternatively, the absence of any significant relationships must be specified;
- the reasons such relations were not considered relevant for the purpose of determining the existence of the relationships envisaged by art. 148, paragraph 2 of the TUF and art. 144-*quinquies* of the Issuers' Regulation.

More specifically, it is recommended that at least the following relationships be disclosed:

- family relationships;
- being a party in the recent past, including by companies of their respective groups, to a shareholder's agreement as envisaged by art. 122 of the TUF involving the shares of the issuer or of the issuer's group companies;
- being a party, including by companies of their respective groups, to the same shareholder's agreement involving the shares of third companies;
- any direct or indirect shareholdings and any direct or indirect cross-holdings, including between companies of the respective groups;

- having taken positions, including in the recent past, in the management and control bodies of companies that are part of the group of the controlling or relative majority shareholder(s), as well as being, of having been in the recent past, an employee with these companies;
- having been included, directly or through their representatives, in the list submitted by the shareholders who hold, including jointly, a controlling or a relative majority interest, in the previous appointment of the management or control bodies;
- having participated in the previous appointment of the management or control bodies, in the submission of a list with the shareholders who hold, including jointly, a controlling or relative majority interest or having voted for a list submitted by such shareholders;
- entertaining or having entertained in the recent past any commercial, financial (if not within the typical lending business) or professional relations;
- the presence in the minority list of candidates who are or have been in the recent past executive directors or executive managers with strategic responsibilities of the controlling or relative majority shareholder(s) or of companies that are part of their respective groups.

Consob has therefore clarified that the concept of connection is "*non-technical*" and "*cannot be limited to the cases of control and connection as identified by law*" and that "*given the anti-avoidance purpose, the concept has to be given a broad meaning*" must be attributed (see Consob communication no. DCG/11085486 of October 19, 2011).

Finally, please note that the Company will make the above statement available to the public together with the lists, within the time limits and in the manner prescribed for publication of the lists.

In the event that, upon the deadline for submitting the lists, (i) only one list has been filed, or (ii) only lists submitted by Shareholders who, under current legislation, are related to each other, the Company shall promptly give notice by a special press release within the deadline and in the manner prescribed by law; if so, lists may be submitted by April 7, 2026 (*i.e.* by the third day following the deadline) by Shareholders representing, alone or jointly with others, at least 0.5% of the capital made up by the ordinary shares, subject to the other terms and conditions for submission.

### 2.3. Requirements

The Statutory Auditors must satisfy the requirements of professional experience, integrity and independence provided by law and regulations in force. The Statutory Auditors must also confirm that there are no grounds for their ineligibility, disqualification or incompatibility and that they comply with the limits on the number of positions held.

For further details on the requirements for each member, please refer to the Qualitative and Quantitative Profile of the Board of Statutory Auditors.

### 2.4. Documents to be submitted with the lists

The following documents, duly dated and signed, must also be filed together with each list, by the filing deadline of **April 4, 2026** (*i.e.*, the 25th day prior to the date set for the Shareholders' Meeting):

- (a) information on the identity of those who have submitted the lists, specifying the total percentage of shares held; to this end, the entitled parties can use the template "*Letter form for the submitting of lists for the appointment of members of the Board of Statutory Auditors*" attached hereto as Annex "**B1**";
- (b) the statement of the Shareholders other than those who hold, including jointly, a controlling or relative majority interest, certifying the absence of any connection with the latter; to this end,

the Shareholders can use the template “*Declaration form certifying the existence or absence of any relationship of affiliation*” attached hereto as Annex “**B2**”;

- (c) exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) and the list of administration, management and control positions they hold in other companies; both documents must be filed in Italian and English;
- (d) the statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility for the candidacy, and that they have the required professional experience, integrity and independence prescribed by applicable laws, regulations and Articles of Association, according to the template “*Statutory Auditor’s Acceptance Statement*” attached hereto as Annex “**B3**”.

The candidates must also take notice of the privacy statement given according to Regulation (EU) 2016/679 attached under annex “**C**” to this document.

**The lists for which the above provisions have not been complied with will be considered as not submitted.**

### 3. APPOINTMENT PROCEDURE

Each person entitled to vote may vote for one list only.

The members of the Board of Statutory Auditors shall be appointed as follows, pursuant to the Articles of Association:

- (a) 2 (two) Standing Statutory Auditors and 1 (one) Alternate Statutory Auditor are taken from the list that has obtained the highest number of votes cast by the Shareholders, in the order in which they appear on the list;
- (b) the remaining Standing Statutory Auditor and the remaining Alternate Statutory Auditor shall be taken from the list that has obtained the most votes after the one referred to in (a) and the first candidates of the relevant section shall be appointed as Standing Statutory Auditor and Alternate Statutory Auditor, respectively.

Where, in accordance with the above deadlines and procedures, only one, or no lists have been submitted, or the number of candidates in the list is less than that to be appointed, the shareholders’ meeting shall resolve on the appointment of all, or of the missing statutory auditors by relative majority (and therefore without taking into account any abstentions). If there is a tie between several candidates, a run-off election shall be held between them with a further vote of the Shareholders’ Meeting.

The Chair of the Board of Statutory Auditors is assigned to the person who is first in the minority list of the Standing Statutory Auditors that has obtained the most votes.

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

Annex “**A1**”

**LETTER FORM FOR THE SUBMITTING OF LISTS FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS**

To:

**FinecoBank S.p.A.**

*[to the Company's registered office or to its headquarters]*

*To the attention of the Corporate Law Office*

*[via registered letter or certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it)]*

*[place, date]*

**RE: submission of the list of candidates for appointment as members of the Board of Directors of FinecoBank S.p.A., pursuant to Article 13 of the Articles of Association.**

With reference to the Shareholders' Meeting of FinecoBank S.p.A. convened for April 29, 2026, in single call, to resolve, amongst others, on the appointment of the Board of Directors, once the number of the Directors has been set and determination of the duration of their term in office, with this letter,

1) The shareholder \_\_\_\_\_, with registered office in \_\_\_\_\_  
*(or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile)*, holder of no. \_\_\_\_\_ shares, equal to \_\_\_\_\_% of the ordinary share capital,

*or*

2) The shareholders:

– \_\_\_\_\_, with registered office in \_\_\_\_\_ *(or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile)*; and

– \_\_\_\_\_, with registered office in \_\_\_\_\_ *(or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile)*,

holding a total of no. \_\_\_\_\_ shares, equal to \_\_\_\_\_% of the ordinary share capital,

*or*

3) The shareholder \_\_\_\_\_, with registered office in \_\_\_\_\_  
*(or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile)*, also in the name and on behalf of the following shareholder(s):

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\_\_\_\_\_, with registered office in \_\_\_\_\_ (or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile), holder of no. \_\_\_\_\_ shares, equal to \_\_\_\_\_% of the ordinary share capital;

– **having acknowledged:**

- (i) the requirements prescribed by law and regulations and the Articles of Association for the appointment of the Board of Directors; and
- (ii) the guidelines and recommendations set forth in the document named “*Qualitative and quantitative composition of the Board of Directors of FinecoBank S.p.A.*” – drawn up in accordance, *inter alia*, with the provisions of the Bank of Italy regarding corporate governance, as set out in Circular Letter no. 285 of December 17, 2013 – which contains the results of the prior analysis carried out by the Board of Directors of the Company on its qualitative and quantitative composition deemed optimal in order to ensure the proper performance of the functions assigned to it;

– **proposes (propose)**, also pursuant to Article 13 of the Articles of Association, and with reference to item 4 of the Agenda of the Shareholders’ Meeting, to determine in \_\_\_\_\_ the number of the Directors<sup>1</sup>;

– **proposes (propose)**, also pursuant to Article 13 of the Articles of Association, and with reference to item 5 of the Agenda of the Shareholders’ Meeting, to determine that the Directors will remain in office for \_\_\_\_\_<sup>2</sup>

– **submits (submit)**, pursuant to Article 13 of the Articles of Association, and with reference to item 6 of the Agenda of the Shareholders’ Meeting, the attached list consisting of no. \_\_\_\_\_ candidates<sup>3</sup> in a progressive order indicating<sup>4</sup>;

– **attests (attest)**, in this regard, that the list:

- (i) ensures the balance of genders set by regulations currently in force<sup>5</sup>;
- (ii) contains a number of candidates who meet the independence requirement as defined in Article 13, paragraph 3, of the Articles of Association necessary to ensure that the Board of Directors will be composed of a majority of independent directors<sup>6</sup>.

<sup>1</sup> The proposal for the number of directors is optional and not mandatory.

<sup>2</sup> The proposal is optional and not mandatory. The Directors shall remain in office for three years and their mandate shall expire on the date of the shareholders’ meeting called to approve the financial statements relating to the last year of their office (unless a shorter term is established at the time of their appointment).

<sup>3</sup> The list must contain a number of candidates not more than 13 members, the latter being the maximum number of Board members provided in the Articles of Association.

<sup>4</sup> *i.e.* candidates must be listed from number one onwards.

<sup>5</sup> Certification required, pursuant to Article 13, paragraph 5, of the Articles of Association, only if the list contains a number of candidates equal to or greater than 3 (three).

<sup>6</sup> The lists must include candidates in such a manner as to ensure that the majority of Board members satisfies the independence requirement set out in Article 13, paragraph 3, of the Article of Association that refers to the Corporate Governance Code for Listed Companies.

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In light of the above, and in accordance with applicable regulations and the Articles of Association, in support of the aforementioned list, please find attached the original of the following documents:

- 1) proxy for the submission of the list<sup>7</sup>;
- 2) communication(s) certifying the title by \_\_\_\_\_ of the shareholding required for the submission of the list<sup>8</sup>;
- 3) declaration form certifying Statement on the existence or absence of any relationship of affiliation;
- 4) the statement whereby the individual candidates irrevocably accept their candidacy as member of the Board of Directors (subject to their appointment) and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility for the candidacy, and that they have the requirements prescribed by applicable laws, regulations and the Articles of Association, attaching the exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) as well as the list of administration, management and control positions they hold in other companies at the date of the Shareholders’ Meeting;

Kind regards,

(signature<sup>9</sup>)

\_\_\_\_\_

<sup>7</sup> If any.

<sup>8</sup> Such communication may also be submitted to the Company after the submitting of the lists, provided it is prior to the deadline within which the Company must make the lists public (*i.e.* within 21 days prior to the date of the Shareholders’ Meeting).

<sup>9</sup> The legal representative or person holding regular power of attorney (to be attached).

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Annex “**A2**”

## DECLARATION FORM CERTIFYING THE EXISTENCE OR ABSENCE OF ANY RELATIONSHIP OF AFFILIATION

With reference to the submission of the attached list of candidates to the Board of Directors of FinecoBank S.p.A., pursuant to the applicable laws and regulations and in compliance with the recommendations made by Consob with the Communication no. 9017893 of February 26, 2009 (the “**Consob Communication**”),

1) The shareholder \_\_\_\_\_, with registered office in (or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile), holder of no. \_\_\_\_\_ shares, equal to \_\_\_\_\_% of the ordinary share capital,

or

2) The shareholders:

– \_\_\_\_\_, with registered office in \_\_\_\_\_ (or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile); and

– \_\_\_\_\_, with registered office in \_\_\_\_\_ (or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile), holding a total of no. \_\_\_\_\_ shares, equal to \_\_\_\_\_% of the ordinary share capital,

declares/declare:

1) To believe there exist / there do not exist the following relationships of affiliation – pursuant to Article 144-*quinquies* of the Consob Regulation no. 11971 of May 14, 1999 (the “**Issuers’ Regulation**”) – with the shareholder(s) who – on the basis of notifications of significant shareholdings pursuant to Article 120 of the Italian Legislative Decree no. 58 of February 24, 1998 (the “**Consolidated Law on Finance**”), or the publication of shareholders’ agreements pursuant to Article 122 of the Consolidated Law on Finance, as reported today on the Company’s website and on Consob’s website – holds / hold, including jointly, a controlling or relative majority interest in FinecoBank S.p.A.:

a) family relationships:

yes  no

b) membership of the same group:

yes  no

c) control relations between a company and those jointly controlling it:

yes  no

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Annex “**A2**”

- d) relationships of affiliation pursuant to Article 2359, paragraph 3, of the Italian Civil Code, including with entities belonging to the same group:  
 yes  no
- e) performance, by a shareholder, of management or executive functions, with strategic responsibilities, within a group of which another shareholder is part:  
 yes  no
- f) participation in the same shareholders’ agreement provided for in Article 122 of the Consolidated Law on Finance involving shares of FinecoBank, of its parent company or one of its subsidiaries:  
 yes  no
- 2) with particular regard to the aforementioned Consob Communication, to believe the following connections with the aforementioned holder(s) of controlling or relative majority interest exist / do not exist or exist but are insignificant – on the basis of notifications of significant shareholdings pursuant to Article 120 of the Consolidated Law on Finance, or the publication of shareholders’ agreements pursuant to Article 122 of the Consolidated Law on Finance, as reported today on the Company’s website and on Consob’s website – holds / hold, including jointly, a controlling or relative majority interest in FinecoBank S.p.A.:
- a) adherence, in the recent past, even by companies of the respective groups, to a shareholders’ agreement provided for by Article 122 of the Consolidated Law on Finance involving shares of FinecoBank or companies of its group:  
 yes  no  yes, but insignificant
- b) adherence, even by companies of the respective groups, to the same shareholders’ agreement regarding shares of third parties:  
 yes  no  yes, but insignificant
- c) existence of direct or indirect shareholdings, and the presence, if any, of direct or indirect crossholdings, including between companies of the relevant groups:  
 yes  no  yes, but insignificant
- d) holding or having recently held posts in management or supervisory boards of companies belonging to the group of the controlling or relative majority shareholder (or shareholders), and being or having recently been employed by such companies:  
 yes  no  yes, but insignificant
- e) participation, whether directly or through representatives, in the list submitted by the shareholders who hold, including jointly, a controlling interest or a relative majority in the previous election of the management or supervisory boards:  
 yes  no  yes, but insignificant
- f) participation, whether directly or through representatives, in the list submitted by the shareholders who hold, including jointly, a controlling interest or a relative majority in the previous election of the management or supervisory boards:  
 yes  no  yes, but insignificant
- g) any current or recent commercial, financial (except as part of the core business of the lender) or professional relations:  
 yes  no  yes, but insignificant
- h) presence in the list submitted of candidates who are or have recently been executive directors or key managers of the controlling or relative majority shareholder (or shareholders), or companies being part of the respective groups:  
 yes  no  yes, but insignificant



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Annex "**A2**"

3) With regard to the relationships listed above, where one or more have been declared to exist though being not significant, please specify why you believe they are not such as to define an affiliate relationship within the meanings of Article 144-*quinquies* of the Issuers' Regulations:

- \_\_\_\_\_;
- \_\_\_\_\_;
- \_\_\_\_\_;
- Ecc.

\_\_\_\_\_

*(place and date)*

*(signature<sup>1</sup>)*

\_\_\_\_\_

<sup>1</sup> Signature of the legal representative or other person endowed with special powers of attorney.

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Annex "A3"

**DECLARATION OF CANDIDACY, ACCEPTANCE OF OFFICE AND ATTESTATION THAT GROUNDS OF INELIGIBILITY, DISQUALIFICATION AND INCOMPATIBILITY DO NOT EXIST, AS WELL AS THAT REQUIREMENTS SET FORTH BY PROVISIONS IN FORCE, INCLUDING OF A REGULATORY NATURE, ARE MET**

I, the undersigned \_\_\_\_\_, born at \_\_\_\_\_ (\_\_\_\_), on \_\_\_\_\_, resident in \_\_\_\_\_, citizenship \_\_\_\_\_, taxpayer's ID number \_\_\_\_\_, in relation to the candidacy for the post of Director of FinecoBank, under my own responsibility:

**DECLARE**

- that I irrevocably accept the possible appointment as member of the Board of Directors of FinecoBank S.p.A.;
- that I am not a candidate in any other list.

**HAVING CONSIDERED**

inter alia, the provisions of Articles 2382 and 2387 of the Italian Civil Code, Article 26 of Italian Legislative Decree No. 385 of 1 September 1993, Article 148, paragraph 3, of Italian Legislative Decree No. 58 of 24 February 1998 (Consolidated Finance Act - "TUF") as referred to in Article 147-ter, paragraph 4, of the TUF, Article 2, Recommendation 7, of the Corporate Governance Code adopted by the Corporate Governance Committee, Article 147-quinquies of the TUF, the Decree of the Italian Ministry of Economy and Finance no. 169 of 23 November 2020 ("DM 169/2020"), the Decree of the Italian Ministry of Justice no. 162 of 30 March 2000 (the "DM 162/2000"), as well as the Joint EBA and ESMA Guidelines on the assessment of the suitability of members of the management body and key function holders, updated on 2 July 2021 (the "EBA/ESMA Guidelines"), the Guide to fit and proper assessments, updated by the ECB on 8 December 2021 (the "ECB Guide") and, finally, in general, the provisions set forth in the law, regulations and/or the Articles of Association in force;

**DECLARE AND ATTEST**

Pursuant to Articles 46 and 47 of Italian Presidential Decree no. 445 of 28 December 2000, under my own responsibility and in the knowledge that, pursuant to Article 76 of the aforementioned Presidential Decree no. 445 of 28 December 2000, false declarations, false deeds and the use of false deeds or deeds containing data that are no longer true are criminally prosecutable under the Italian Criminal Code and special laws on the subject, at the date of signing this letter, that I meet the requirements set forth in current regulations and in the FinecoBank Articles of Association to hold the office of Director of the Company, as specified below:

**(A) REQUIREMENTS OF PROFESSIONALISM AND COMPETENCE**

- that I meet the requirements of professionalism and competence provided for by the laws and regulations in force and, in particular, by Articles 7 and 10 of Italian Ministerial Decree 169/2020.

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Annex “**A3**”

With specific reference to the requirements of professionalism, I have practised for at least one three-year/five-year period (also alternatively)<sup>1</sup>:

- Administration or control activities or executive management tasks in the credit, financial, securities or insurance sector;
  - Administration or control activities or executive management tasks in listed companies or companies of a size and complexity greater than or comparable (in terms of turnover, nature and complexity of the organisation or activity carried out) to that of the bank at which the position is to be held;
  - Professional activities in matters pertaining to the credit, financial, securities, and insurance sectors or anyhow functional to the bank's activity; the professional activity must be characterised by adequate levels of complexity also with reference to the recipients of the services rendered and must be carried out on a continuous and relevant basis in the aforementioned sectors;
  - University teaching activities, as first or second level lecturer, in legal or economic subjects or in other subjects however functional to the activity of the credit, financial, securities or insurance sector;
  - Management, executive or top management functions, however denominated, at public entities or public administrations related to the credit, financial, securities or insurance sector and provided that the entity at which the person performed such functions has a size and complexity comparable with that of the bank at which the position is to be held.
- pursuant to the document entitled “Qualitative and Quantitative Composition of the Board of Directors of FinecoBank S.p.A.” (the “Qualitative and Quantitative Composition”), approved by the Board of Directors, the theoretical knowledge and practical experience, specifically gained and contributing to the overall composition of the Board by each candidate Director, shall be acquired in more than one of the areas indicated by the applicable legislation<sup>2</sup> and/or in the additional areas of professionalism identified by the Board, at a “very high”/“high” level, in addition to a “medium”/“basic” level for the other areas of knowledge. With specific reference to the areas of competence identified by the Board of Directors, I possess theoretical knowledge and practical experience in the following areas, having achieved therein a “very high/high”<sup>3</sup> or “medium/basic” level

|  | Very high/high           | Medium/basic             |
|--|--------------------------|--------------------------|
| 1. BANKING SECTOR AND ASSESSMENT AND MANAGEMENT TECHNIQUES FOR RISKS RELATED TO THE EXERCISE OF THE BANKING ACTIVITY | <input type="checkbox"/> | <input type="checkbox"/> |

<sup>1</sup> For the purposes of meeting the professionalism requirement, account shall be taken of the experience gained during the twenty years preceding the taking up of the office; experience gained simultaneously in several functions shall be counted only for the period of time during which it was performed, without being aggregated.

<sup>2</sup> See also the ECB Guide, as referred to in the Qualifying Composition.

<sup>3</sup> Please note that a “Very High”/“High” level means the level gained through (i) experience at an executive level of a position and for a significant period of time; or (ii) knowledge and skills gained through specific and in-depth educational courses and represented by a recognised cultural background and/or gained through experience (naturally also in Boards and Committees, if for more than one term) in one's professional résumé, which have determined and explain that such knowledge and skills are possessed, providing proof thereof. Generally speaking, very good and distinctive knowledge and skills are knowledge and skills in which one is an expert, which are appropriate in relation to the position held and/or of which one is able to explain/teach the contents.

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|   |                          |                          |
|---|--------------------------|--------------------------|
| Skills gained through several years of experience in administration, management or control positions in the financial services sector or in university teaching.  |                          |                          |
| <b>2. STRATEGIC PLANNING, AWARENESS OF A CREDIT INSTITUTION’S CORPORATE STRATEGIC DIRECTION OR BUSINESS PLAN AND ITS IMPLEMENTATION.</b><br>Skills gained through several years of experience in administration, management or control positions in enterprises within the financial sector or in carrying out professional activities or in university teaching.                                       | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>3. BUSINESS MANAGEMENT AND ORGANISATION</b><br>Skills gained through several years of experience in administration, management and control at companies or groups of significant economic size.  | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>4. UNDERSTANDING THE FINANCIAL AND ACCOUNTING DATA OF A FINANCIAL INSTITUTION</b><br>Skills gained through several years of experience in administration, management or control positions in enterprises within the financial sector or in carrying out professional activities or in university teaching.   | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>5. GOVERNANCE</b> ( <i>audit, legal, corporate, remuneration systems, etc.</i> )<br>Skills gained through several years of experience in administration, management or control positions within companies – particularly those in the financial services sector – of significant size, or in carrying out professional activities or university teaching.  | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>6. REGULATIONS PERTAINING TO THE BANKING AND FINANCIAL INDUSTRY</b><br>Skills gained through several years of experience within financial companies or supervisory authorities, or in carrying out professional activities or in university teaching.  | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>7. GLOBAL DYNAMICS OF THE ECONOMIC AND FINANCIAL SYSTEM</b><br>Skills gained through university education/studies or significant experience within research institutions, research departments of companies or international organisations, supervisory authorities or financial companies.  | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>8. BANKING AND FINANCIAL MARKETS IN WHICH FINECOBANK OPERATES AND BANKING AND FINANCIAL PRODUCTS</b><br>Skills gained through experience in financial companies, studies or research institutions, or through several years of entrepreneurial or professional activities carried out at institutions or bodies, groups or companies (public or private), including with an international footprint. | <input type="checkbox"/> | <input type="checkbox"/> |

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|   |                          |                          |
|---|--------------------------|--------------------------|
| <p><b>9. COMPLIANCE AND PREVENTION OF MONEY LAUNDERING AND TERRORIST FINANCING</b></p> <p>Skills gained through several years of experience in administration (including within board committees), management and control positions in the financial sector or in university teaching, or through experience gained in professional firms or supervisory authorities.</p>   | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>10. EUROPEAN MARKETS</b></p> <p>Skills gained through studies or previous academic or professional experience or within international financial companies.</p>  | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>11. INFORMATION TECHNOLOGY AND CYBERSECURITY</b></p> <p>Skills gained through studies or professional experience developed in previous positions. In particular, reference is made, <i>inter alia</i>, to expertise in cybersecurity, artificial intelligence and technology applied to banking processes, developed also at a strategic level and within control functions, with a specific focus on IT risk management.</p> | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>12. SUSTAINABILITY</b></p> <p>with specific reference to strategic aspects and the management of relevant risks with a view to medium- and long-term sustainability, including climate and environmental risks. Skills gained through studies or professional experience developed in previous positions.</p>   | <input type="checkbox"/> | <input type="checkbox"/> |
| <p><b>13. MANAGERIAL/ENTREPRENEURIAL ROLE</b></p> <p>with specific reference to several years' managerial/entrepreneurial experience gained in contexts – also outside the banking sector – characterised by a relevant complexity, preferably (but not necessarily) in organisations with an international footprint.</p>  | <input type="checkbox"/> | <input type="checkbox"/> |

◆◆◆

*For areas in relation to which skills/experience/knowledge have been acquired at a "Very High/High" level, please indicate below: the reference body, the activity carried out or position held, the period.*

➤ \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

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

Annex “**A3**”

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**(B) REQUIREMENTS OF GOOD STANDING, INTEGRITY AND OTHER GROUNDS FOR DISQUALIFICATION FROM HOLDING OFFICE**

- that I am not in any of the conditions of ineligibility or disqualification provided for in Article 2382 of the Italian Civil Code;
- that I meet the requirements of good standing provided for in Article 3 of Italian Ministerial Decree 169/2020 and Article 2 of Italian Ministerial Decree 162/2000;
- that I meet the requirement of integrity in one's past personal and professional conduct pursuant to Article 4 of Italian Ministerial Decree 169/2020; that if one or more of the situations identified by Article 4, paragraph 2, of Italian Ministerial Decree 169/2020 exist, I undertake to communicate them to the Company and, in particular, to the Board of Directors, specifying that such situation(s) do(es) not compromise the requirement of integrity;
- that I meet the criteria of integrity and good repute laid down for corporate officers in the EBA/ESMA Guidelines and the ECB Guide, in order to ensure sound and prudent management of the Bank;
- that I am not in a situation of substantial equivalence with respect to those contemplated in the aforementioned regulations with reference to cases governed in whole or in part by foreign laws;
- that I am not in any of the conditions of impediment set forth in the applicable laws and regulations, having regard also to incompatibility set forth in Article 17 of Italian Legislative Decree No. 39 of 27 January 2010 and the relevant implementing provisions concerning the auditing firm KPMG S.p.A. for the statutory audit assignment conferred by the Ordinary Shareholders' Meeting of the Company for the financial years 2022-2030.

**(C) CAUSES OF SUSPENSION**

- that I do not fall under any of the cases for suspension set out in Article 6 of Italian Ministerial Decree 169/2020.

**(D) AVAILABILITY OF TIME AND LIMIT ON THE ACCUMULATION OF POSTS**

- that I can devote adequate time to the performance of the office of Director of FinecoBank pursuant to Article 16 of Italian Ministerial Decree 169/2020 and taking into account the provisions of the Qualitative and Quantitative Composition;

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Annex “**A3**”

- with reference to the limits on the number of posts set out in Article 17 of Italian Ministerial Decree 169/2020: (please tick the relevant box)

- that I meet the aforementioned limits on the number of posts;
- that I undertake as of now to resign from any offices that are incompatible with the office of Director of FinecoBank, if appointed by the aforesaid Shareholders' Meeting of the Company, in due time with respect to the term set forth in Article 23, paragraph 7, of Italian Ministerial Decree 169/2020.

#### (E) OTHER GROUNDS FOR INCOMPATIBILITY

- with reference to the situations of incompatibility set forth in Article 2390 of the Italian Civil Code and the prohibitions set forth in Article 36 of Decree Law no. 201/2011, converted by Law no. 214/2011 (so-called "interlocking prohibition"): (please tick the relevant box)

- that I do not hold any office in the management, supervisory and control bodies or top management functions of competing companies operating in the credit, insurance and financial markets;
- that I undertake as of now to resign from any offices and/or functions that are incompatible with the office of Director of FinecoBank, if appointed by the aforesaid Shareholders' Meeting of the Company.

- With reference to the situations of incompatibility referred to in Italian Legislative Decree No. 165/2001:

- that I am not a civil servant, pursuant to and for the purposes of Italian Legislative Decree no. 165/2001 as amended and supplemented;
- that I am currently a civil servant, but I benefit from the exemptions set forth in Legislative Decree no. 165/2001, as amended and supplemented for the purposes of holding the office of Director;
- that I am currently a public employee, pursuant to and for the purposes of Italian Legislative Decree no. 165/2001 as amended and supplemented, and more specifically that I am ..... at ..... and that I have requested prior authorisation from the Public Administration to which I belong to hold the office of Director or, if such authorisation has already been obtained, to produce it to the Company at the first available opportunity following appointment.

#### (F) REQUIREMENTS FOR INDEPENDENCE AND INDEPENDENT JUDGEMENT (tick as appropriate)

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

Annex “**A3**”

- that I meet the independence requirements set forth in Article 13 of the Articles of Association of FinecoBank S.p.A. and in Article 2, Recommendation 7 of the Corporate Governance Code for Listed Companies;
- that I DO NOT meet the independence requirements set forth in Article 13 of the Articles of Association of FinecoBank S.p.A. and in Article 2, Recommendation 7 of the Corporate Governance Code for Listed Companies;
- that I meet the independence requirements set forth in Article 13 of Italian Ministerial Decree 169/2020;
- that I DO NOT meet the independence requirements set forth in Article 13 of Italian Ministerial Decree 169/2020;
- that I meet the independence requirements set forth in Article 148, paragraph 3, of the Italian Consolidated Finance Act;
- that I DO NOT meet the independence requirements set forth in Article 148, paragraph 3, of the Italian Consolidated Finance Act;
- that I meet the requirements of independent judgement set forth in Article 15 of Italian Ministerial Decree 169/2020, as well as EBA/ESMA Guidelines and the ECB Guide.

I, the undersigned, also:

- **declare** that I have provided in the attached documentation exhaustive information on my personal and professional characteristics and on the management, administration and control positions held in other companies or entities, as well as any element useful for the overall assessment of my suitability for the office held, taking into account the provisions of the document on the qualitative and quantitative composition of the Board of Directors;
- **undertake** to promptly notify FinecoBank S.p.A. of any changes with respect to the information declared above and to produce, at the request of the Company, the appropriate documentation to confirm the truthfulness of the declarations;
- having read the information pursuant to Regulation (EU) No. 2016/679 attached hereto, I hereby **authorise** the publication of the aforementioned data and of the information on personal and professional characteristics contained in the curriculum vitae and in the list of positions held in other companies attached hereto;
- hereby **authorise** this Company, pursuant to and for the purposes of Article 71, paragraph 4, of Italian Presidential Decree no. 445/2000, to verify the truthfulness of the declarations I have made with the competent authorities.

Date \_\_\_\_\_

Signature \_\_\_\_\_

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

Annex "A3"

Annexes:

- Comprehensive curriculum vitae with detailed information on personal and professional characteristics and on management, administration and control positions held in other companies or bodies.
- List of positions held in other companies

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Annex “**B1**”

**LETTER FORM FOR THE SUBMITTING OF LISTS FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF STATUTORY AUDITORS**

To:

**FinecoBank S.p.A.**

*[to the Company’s registered office or to its headquarters]*

*To the attention of the Corporate Law Office*

*[via registered letter or certified email to [corporate.law@pec.fineco.it](mailto:corporate.law@pec.fineco.it)]*

*[place, date]*

**RE: submission of the list of candidates for appointment as members of the Board of Statutory Auditors of FinecoBank S.p.A., pursuant to Article 23 of the Articles of Association.**

With reference to the Shareholders’ Meeting of FinecoBank S.p.A. convened for April 29, 2026, in single call, to resolve, amongst others, (i) on the appointment of the Board of Statutory Auditors (ii) the determination of the remuneration due to the Board of Statutory Auditors pursuant to Article 23, paragraph 17, of the Article of Association, with this letter,

1) The shareholder \_\_\_\_\_, with registered office in \_\_\_\_\_  
(or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile), holder of no. \_\_\_\_\_ shares, equal to \_\_\_\_% of the ordinary share capital,

*or*

2) The shareholders:

– \_\_\_\_\_, with registered office in \_\_\_\_\_ (or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile); and

– \_\_\_\_\_, with registered office in \_\_\_\_\_ (or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile),

holding a total of no. \_\_\_\_\_ shares, equal to \_\_\_\_% of the ordinary share capital,

*or*

3) The shareholder \_\_\_\_\_, with registered office in \_\_\_\_\_  
(or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile), also in the name and on behalf of the following shareholder(s):

\_\_\_\_\_, with registered office in \_\_\_\_\_ (or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile), holding a total of no. \_\_\_\_\_ shares, equal to \_\_\_\_% of the ordinary share capital;

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Annex “**B1**”

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- **having acknowledged** of any requirements prescribed by law and regulations and the Articles of Association for the appointment of the Board of Statutory Auditors;
- **proposes (*propose*)**, also pursuant to Article 23 of the Articles of Association, and with reference to item 9 of the Agenda of the Shareholders’ Meeting, the attached list consisting of no. \_\_\_\_\_ candidates<sup>1</sup> in a progressive<sup>2</sup> order indicating, at the first section, the candidates as permanent Statutory Auditor and, at the second section, the candidates as alternate Statutory Auditor;
- **attests (*attest*)**, in this regard, that:
  - (i) each section of the list for the appointment of permanent and alternate Statutory Auditor must have a number of candidates belonging to the least represented gender, so as to ensure compliance with at least the minimum requirements for gender equality prescribed by current law and regulations;
  - (ii) at least the first two candidates for the seat as permanent Statutory Auditor and at least the first candidate for the seat as alternate Statutory Auditor given in the respective directories must be listed in the Roll of Auditors and must have acquired at least three years’ experience as regards statutory auditing of accounts;
- **proposes (*propose*)**, also pursuant to Article 23, paragraph 17, of the Articles of Association, and with reference to the item 10 of the Agenda of the Shareholders’ Meeting to determine the remuneration due to the Statutory Auditors as follows: \_\_\_\_\_<sup>3</sup>

In light of the above, and in accordance with applicable regulations and the Articles of Association, in support of the aforementioned list, please find attached the original of the following documents:

- 1) proxy for the submission of the list<sup>4</sup>;
- 2) communication(*s*) certifying the title by \_\_\_\_\_ of the shareholding required for the submission of the list<sup>5</sup>;
- 3) declaration form certifying Statement on the existence or absence of any relationship of affiliation;
- 4) the statement whereby the individual candidates irrevocably accept the office (subject to their appointment) and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility for the candidacy, and that they have the requirements prescribed by applicable laws, regulations and the Articles of Association, attaching the exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) and the list of administration, management and control positions they hold in other companies.

<sup>1</sup> Each section of the list must contain up to three candidate as permanent Statutory Auditor and up to two candidates as alternate Statutory Auditor.

<sup>2</sup> *i.e.* candidates must be listed from number one onwards.

<sup>3</sup> The proposal for the remuneration of the Statutory Auditors is optional and not mandatory.

<sup>4</sup> If any.

<sup>5</sup> Such communication may also be submitted to the Company after the submitting of the lists, provided it is prior to the deadline within which the Company must make the lists public (*i.e.* within 21 days prior to the date of the Shareholders’ Meeting).



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Annex "**B1**"

Kind regards,

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(signature<sup>6</sup>)

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<sup>6</sup> The legal representative or person holding regular power of attorney (to be attached).

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Annex “**B2**”

## DECLARATION FORM CERTIFYING THE EXISTENCE OR ABSENCE OF ANY RELATIONSHIP OF AFFILIATION

With reference to the submission of the attached list of candidates to the Board of Statutory Auditors of FinecoBank S.p.A., pursuant to the applicable laws and regulations and in compliance with the recommendations made by Consob with the Communication no. 9017893 of February 26, 2009 (the “**Consob Communication**”),

1) The shareholder \_\_\_\_\_, with registered office in \_\_\_\_\_  
(or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile), holder of no. \_\_\_\_\_ shares, equal to \_\_\_\_% of the ordinary share capital,

or

2) The shareholders:

– \_\_\_\_\_, with registered office in \_\_\_\_\_ (or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile); and

– \_\_\_\_\_, with registered office in \_\_\_\_\_ (or, in case of natural person, the full name, the fiscal code number and the address of residence or the domicile),

holding a total of no. \_\_\_\_\_ shares, equal to \_\_\_\_% of the ordinary share capital,

declares/declare:

1) to believe there exist / there do not exist the following relationships of affiliation – pursuant to Article 144-*quinquies* of the Consob Regulation no. 11971 of May 14, 1999 (the “**Issuers’ Regulation**”) – with the shareholder(s) who – on the basis of notifications of significant shareholdings pursuant to Article 120 of the Italian Legislative Decree no. 58 of February 24, 1998 (the “**Consolidated Law on Finance**”), or the publication of shareholders’ agreements pursuant to Article 122 of the Consolidated Law on Finance, as reported today on the Company’s website and on Consob’s website – holds / hold, including jointly, a controlling or relative majority interest in FinecoBank S.p.A.:

a) family relationships:

yes  no

b) membership of the same group:

yes  no

c) control relations between a company and those jointly controlling it:

yes  no

d) relationships of affiliation pursuant to Article 2359, paragraph 3, of the Italian Civil Code, including with entities belonging to the same group:

yes  no

e) performance, by a shareholder, of management or executive functions, with strategic responsibilities, within a group of which another shareholder is part:

yes  no

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Annex “**B2**”

- f) participation in the same shareholders’ agreement provided for in Article 122 of the Consolidated Law on Finance involving shares of FinecoBank, of its parent company or one of its subsidiaries:
- yes  no
- 2) with particular regard to the aforementioned Consob Communication, to believe the following connections with the aforementioned holder(s) of controlling or relative majority interest exist / do not exist or exist but are insignificant – on the basis of notifications of significant shareholdings pursuant to Article 120 of the Consolidated Law on Finance, or the publication of shareholders’ agreements pursuant to Article 122 of the Consolidated Law on Finance, as reported today on the Company’s website and on Consob’s website – holds / hold, including jointly, a controlling or relative majority interest in FinecoBank S.p.A.:
- a) adherence, in the recent past, even by companies of the respective groups, to a shareholders’ agreement provided for by Article 122 of the Consolidated Law on Finance involving shares of FinecoBank or companies of its group:
- yes  no  yes, but insignificant
- b) adherence, even by companies of the respective groups, to the same shareholders’ agreement regarding shares of third parties:
- yes  no  yes, but insignificant
- c) existence of direct or indirect shareholdings, and the presence, if any, of direct or indirect crossholdings, including between companies of the relevant groups:
- yes  no  yes, but insignificant
- d) holding or having recently held posts in management or supervisory boards of companies belonging to the group of the controlling or relative majority shareholder (or shareholders), and being or having recently been employed by such companies:
- yes  no  yes, but insignificant
- e) participation, whether directly or through representatives, in the list submitted by the shareholders who hold, including jointly, a controlling interest or a relative majority in the previous election of the management or supervisory boards:
- yes  no  yes, but insignificant
- f) participation, whether directly or through representatives, in the list submitted by the shareholders who hold, including jointly, a controlling interest or a relative majority in the previous election of the management or supervisory boards:
- yes  no  yes, but insignificant
- g) any current or recent commercial, financial (except as part of the core business of the lender) or professional relations:
- yes  no  yes, but insignificant
- h) presence in the list submitted of candidates who are or have recently been executive directors or key managers of the controlling or relative majority shareholder (or shareholders), or companies being part of the respective groups:
- yes  no  yes, but insignificant
- 3) With regard to the relationships listed above, where one or more have been declared to exist though being not significant, please specify why you believe they are not such as to define an affiliate relationship within the meanings of Article 148, paragraph 2, of the Consolidated Law on Finance and Article 144-*quinquies* of the Issuers’ Regulations:



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Annex "**B1**"

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- Ecc.

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*(place and date)*

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*(signature<sup>1</sup>)*

<sup>1</sup> Signature of the legal representative or other person endowed with special powers of attorney.

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Annex "CI"

**DECLARATION OF CANDIDACY, ACCEPTANCE OF OFFICE AND ATTESTATION THAT GROUNDS OF INELIGIBILITY, DISQUALIFICATION AND INCOMPATIBILITY DO NOT EXIST, AS WELL AS THAT REQUIREMENTS SET FORTH BY PROVISIONS IN FORCE, INCLUDING OF A REGULATORY NATURE, ARE MET**

I, the undersigned \_\_\_\_\_, born in \_\_\_\_\_ (\_\_\_\_), on \_\_\_\_\_, resident in \_\_\_\_\_, \_\_\_\_\_ national, tax code \_\_\_\_\_, in relation to the candidacy for the position of Statutory Auditor of FinecoBank, under my own responsibility:

**DECLARE**

- that I irrevocably accept the possible nomination as candidate for the position of Statutory Auditor of FinecoBank S.p.A.;
- that I am not a candidate in any other list.

**HAVING CONSIDERED**

inter alia, the provisions of Article 26 of Legislative Decree No. 385 of 1 September 1993, Article 148 of Legislative Decree No. 58 of 24 February 1998 ("TUF" - Consolidated Finance Act), Article 2, Recommendation 7, of the of Corporate Governance Code adopted by the Corporate Governance Committee, Ministry of the Economy and Finance Decree No. 169 of 23 November 2020 ("MD 169/2020"), Ministry of Justice Decree No. 162 ("MD 162/2000"), as well as the Joint ESMA and EBA Guidelines on the assessment of the suitability of members of the management body, updated on 2 July 2021 ("EBA/ESMA Guidelines"), the Guide to fit and proper assessments, updated by the ECB on 8 December 2021 ("ECB Guide") and, finally, in general, the provisions provided for by the current law, regulations and/or the Articles of Association;

**DECLARE AND ATTEST**

pursuant to Articles 46 and 47 of Italian Presidential Decree no. 445 of 28 December 2000, under my own responsibility and in the knowledge that, pursuant to Article 76 of the aforementioned Presidential Decree no. 445 of 28 December 2000, false declarations, false deeds and the use of false deeds or deeds containing data that are no longer true are criminally prosecutable under the Italian Criminal Code and special laws on the subject, at the date of signing this letter, that I meet the requirements set forth in current regulations and in the FinecoBank S.p.A. Articles of Association to hold the office of Statutory Auditor of the Company, as specified below:

**(A) REQUIREMENTS OF PROFESSIONALISM AND COMPETENCE**

- that I meet the professionalism requirements provided for by the applicable laws and regulations and, in particular, by Article 9 of Ministerial Decree 169/2020, Article 1 of Ministerial Decree 162/2000, as well as Article 23 of FinecoBank's Articles of Association.

With specific reference to the professionalism requirements of Ministerial Decree 169/2020:

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Annex "CI"

- that I have been registered for at least three years in the Register of Statutory Auditors and to have exercised the activity of statutory auditing of the accounts for at least three years.

or

that I have exercised for at least one three-year/five-year period (also alternately):

- Statutory auditing of the accounts;
- Administration or control activities or executive management tasks in the credit, financial, securities or insurance sector;
- Administration or control activities or executive management tasks in listed companies or companies of a size and complexity greater than or comparable (in terms of turnover, nature and complexity of the organisation or activity carried out) to that of the bank at which the position is to be held;
- Professional activities in matters pertaining to the credit, financial, securities, and insurance sectors or anyhow functional to the bank's activity; the professional activity must be characterised by adequate levels of complexity also with reference to the recipients of the services rendered and must be carried out on a continuous and relevant basis in the aforementioned sectors;
- University teaching activities, as first or second level lecturer, in legal or economic subjects or in other subjects however functional to the activity of the credit, financial, securities or insurance sector;
- Management, executive or top management functions, however denominated, at public entities or public administrations related to the credit, financial, securities or insurance sector and provided that the entity at which the person performed such functions has a size and complexity comparable with that of the bank at which the position is to be held.
- that I meet the requirements of professionalism set forth in Article 23, paragraph 2, of the Articles of Association, and in particular: (please tick the relevant box)
- that I have been registered for at least three years in the Register of Statutory Auditors and to have exercised the activity of statutory auditing of the accounts for at least three years;
- that I have at least three years' experience:
- a) as a certified public accountant or lawyer, primarily in the banking, insurance and financial sectors;
- b) of tenured university teaching in subjects covering - in the legal field - banking, commercial, tax and financial market law and - in the economic/financial field - banking technology, business economics, accounting, securities market economics, financial and international market economics, and corporate finance;

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Annex "CI"

c) management functions at public entities or governmental authorities operating in the credit, financial or insurance sector, as well as in the provision of investment services sector or collective portfolio management sector, both of which are defined in Legislative Decree no. 58 of 24 February 1998.

- that I meet the competence criteria provided for in Article 10 of Ministerial Decree 169/2020, as well as the additional competencies and soft skills pursuant to the document entitled "*Qualitative and Quantitative Composition of the Board of Statutory Auditors of FinecoBank S.p.A.*" (the "Qualitative and Quantitative Composition of the Board of Statutory Auditors.").

With specific reference to the competence criteria pursuant to Article 10 of MD 169/2020, that I meet theoretical knowledge and practical experience in more than one of the following areas:

- financial markets;
- regulation in the banking and financial industry;
- strategic guidelines and planning;
- organisational and corporate governance arrangements;
- risk management (identification, assessment, monitoring, control and mitigation of the main types of risk a bank is exposed to, including the corporate officer's responsibility in such processes);
- internal control systems and other operational mechanisms;
- banking and financial products and activities;
- accounting and financial reporting;
- information technology.

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*For areas in relation to which you have indicated that you have theoretical knowledge and practical experience, please indicate below: the reference body, the activity carried out or position held, the period.*

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Annex "CI"

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(B) REQUIREMENTS OF GOOD STANDING, INTEGRITY AND OTHER GROUNDS FOR DISQUALIFICATION FROM HOLDING OFFICE

- that I am not in any of the conditions of ineligibility or disqualification provided for in Article 2382 of the Italian Civil Code;
- that I meet the requirements of good standing provided for in Article 3 of Italian Ministerial Decree 169/2020 and Article 2 of Italian Ministerial Decree 162/2000;
- that I meet the requirement of integrity in one's past personal and professional conduct pursuant to Article 4 of Italian Ministerial Decree 169/2020; that if one or more of the situations identified by Article 4, paragraph 2, of Italian Ministerial Decree 169/2020 exist, I undertake to communicate them to the Company and, in particular, to the Board of Statutory Auditors, specifying that such situation(s) do(es) not compromise the requirement of integrity;
- that I meet the criteria of integrity and good repute laid down for corporate officers in the EBA/ESMA Guidelines and the ECB Guide, in order to ensure sound and prudent management of the Bank;
- that I am not in a situation of substantial equivalence with respect to those contemplated in the aforementioned regulations with reference to cases governed in whole or in part by foreign laws;
- that I am not in any of the conditions of impediment set forth in the applicable laws and regulations, having regard also to incompatibility set forth in Article 17 of Italian Legislative Decree No. 39 of 27 January 2010 and the relevant implementing provisions concerning the auditing firm KPMG S.p.A. for the statutory audit assignment conferred by the Ordinary Shareholders' Meeting of the Company for the financial years 2022-2030.

(C) CAUSES OF SUSPENSION

- that I do not fall under any of the cases for suspension set out in Article 6 of Italian Ministerial Decree 169/2020.

(D) AVAILABILITY OF TIME AND LIMIT ON THE ACCUMULATION OF POSTS

- that I can devote adequate time to the performance of the office of Statutory Auditor of FinecoBank pursuant to Article 16 of Italian Ministerial Decree 169/2020 and taking into account the provisions of the Qualitative and Quantitative Composition of the Board of Statutory Auditors;
- for FinecoBank Standing Auditor candidates only, with reference to the limits on the number of administration and control positions pursuant to Article 148-bis of the TUF and Articles 144-duodecies et seq. of Consob Regulation No. 11971/1999, as well as the limits on the number of positions pursuant to Article 17 of MD 169/2020: (please tick the relevant box)
  - that I meet the aforementioned limits on the number of posts;
  - that I hereby undertake to resign from any offices that are incompatible with the office of Statutory Auditor of FinecoBank, if appointed by the aforesaid Shareholders' Meeting of the Company, in due time with respect to the term set forth in Article 23, paragraph 7, of Ministerial Decree 169/2020.

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Annex "CI"

(E) OTHER GROUNDS FOR INCOMPATIBILITY

- with reference to the prohibitions laid down in Article 36 of Decree Law 201/2011 converted by Law 214/2011 ("prohibition on interlocking"): (please tick the relevant box)
  - that I do not hold any office in the management, supervisory and control bodies or top management functions of competing companies operating in the credit, insurance and financial markets;
  - that I hereby undertake to resign from any offices and/or functions that are incompatible with the office of Statutory Auditor of FinecoBank, if appointed by the aforesaid Shareholders' Meeting of the Company.
- With reference to the situations of incompatibility referred to in Italian Legislative Decree No. 165/2001:
  - that I am not a public employee, pursuant to and for the purposes of Italian Legislative Decree no. 165/2001 as amended and supplemented;
  - that I am currently a public employee, but I benefit from the exemptions set forth in Legislative Decree no. 165/2001, as amended and supplemented or the purposes of holding the office of Statutory Auditor;
  - that I am currently a public employee, pursuant to and for the purposes of Italian Legislative Decree no. 165/2001 as amended and supplemented, and more specifically that I am ..... at ..... and that I have requested prior authorisation from the Public Administration to which I belong to hold the office of Statutory Auditor or, if such authorisation has already been obtained, to produce it to the Company at the first available opportunity following appointment.

(F) INDEPENDENCE AND INDEPENDENT JUDGEMENT REQUIREMENTS

- that I meet the independence criteria as laid down in Article 148 TUF, by Article 23 paragraph 2 of the Articles of Association of FinecoBank, by Article 2, Recommendation 7 of the Corporate Governance Code of listed companies and by Article 14 of Ministerial Decree 169/2020;
- that I meet the requirements of independent judgement set forth in Article 15 of Italian Ministerial Decree 169/2020, as well as EBA/ESMA Guidelines and the ECB Guide.

I, the undersigned, also:

- **declare** that I have provided in the attached documentation exhaustive information on my personal and professional characteristics and on the management, administration and control positions held in other companies or entities, as well as any element useful for the overall assessment of my suitability for the office held, taking into account the provisions of the document on the qualitative and quantitative composition of the Board of Statutory Auditors;

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Annex “*CI*”

- **undertake** to promptly notify FinecoBank S.p.A. of any changes with respect to the information declared above and to produce, at the request of the Company, the appropriate documentation to confirm the truthfulness of the declarations;
- having seen the data protection statement indicated in Regulation (EU) No. 2016/679 which is annexed hereto, hereby **authorise** the publication of the above data and information relating to the personal and professional details contained in my CV and the list of positions held with other companies, also annexed to this declaration.
- hereby **authorise** this Company, pursuant to and for the purposes of Article 71, paragraph 4, of Italian Presidential Decree no. 445/2000, to verify the truthfulness of the declarations I have made with the competent authorities.

Date \_\_\_\_\_

Signature \_\_\_\_\_

Annexes:

- Comprehensive *curriculum vitae* with detailed information on personal and professional characteristics, management, administration and control positions held in other companies or bodies.
- List of positions held in other companies.

## POLICY ON THE PROCESSING AND PROTECTION OF PERSONAL DATA<sup>1</sup>

This policy is intended to provide you with an overview of the use of your personal data by FinecoBank S.p.A. and of your rights under Articles 13 and 14 of the General Regulation on the Protection of Personal Data - Regulation (EU) 2016/679 (hereinafter also “GDPR”).

### **1. DATA CONTROLLER**

**The Data Controller is FinecoBank S.p.A.** - Parent Company of the FinecoBank Banking Group - with registered office at Piazza Durante no. 11, 20131 Milan (hereinafter “**Bank**” or “**Fineco**”).

**The Data Protection Officer (DPO)** can be contacted at:

FinecoBank S.p.A.  
Data Protection Officer  
P.zza Durante no. 11, 20131 Milan  
E-mail: [compliance@fineco.it](mailto:compliance@fineco.it)

### **2. PURPOSE AND LEGAL BASIS OF PROCESSING**

Fineco processes the personal data in its possession, collected directly from you, or possibly through competent local administrations, also for the purpose of verifying their truthfulness, for the following purposes:

**A. Comply with regulatory obligations arising from your accepting a senior position at Fineco.** These obligations concern, inter alia, the verification, during the candidacy phase and on an ongoing basis, whether you meet the eligibility requirements set out by law, Fineco's By-laws and the provisions of the Corporate Governance Code for Listed Companies, to accept and hold office or particular qualifications (requirements of integrity, fairness, professionalism, competence, independence, time commitment and holding of multiple positions, compliance with the prohibition of interlocking) and for the application of regulations on related-party transactions as well as for the fulfilment of social security and tax obligations related to the remuneration paid.

Please note that some of the checks indicated involve the processing of data referring to your family<sup>2</sup> and, therefore, we ask you to have them read this Policy.

The needs illustrated above constitute **the legal basis legitimising the relevant processing**. The conferment of data is necessary to fulfil the obligations deriving from accepting a senior position; without your personal data, Fineco would be unable to establish/continue the relationship or execute it.

**B. Fulfilment of legal obligations and requests from the Public and/or Supervisory Authorities** regarding the need to acquire, communicate and/or make public - also in the candidacy phase prior to taking office - on the website [www.finecobank.com](http://www.finecobank.com) and/or in specific company documents (e.g., Prospectuses/Corporate Governance Report, Financial Statements) information concerning you (e.g., that contained in your curriculum vitae, in the list of positions held, as required by current regulations and in compliance with Fineco's By-laws and Corporate Governance Code).

The needs illustrated above constitute **the legal basis legitimising the relevant processing**. The conferment of data is necessary to fulfil obligations under the law and requests of Authorities and to accept a senior position at Fineco; without your personal data, Fineco would be unable to fulfil its legal obligations and therefore to establish the relationship with you.

### **3. TYPES OF DATA PROCESSED**

<sup>1</sup>Directors, Statutory Auditors and their families.

<sup>2</sup>The perimeter of your family is identified in accordance with the specific applicable rules.

Fineco processes personal data collected directly from you, or from third parties (e.g., competent local authorities), which include, by way of example, personal details (e.g., name, surname, address, date and place of birth) bank data, information on your financial situation (e.g., personal estate, information on credit reports), positions held and related remuneration, employment relationships, commercial/professional relationships, etc..

This information may relate to existing or past relationships with Fineco as well as with third parties.

### 3.1 **Judicial Data**

Fineco processes judicial data (i.e., personal data relating to criminal convictions, crimes or related security measures, including any information on ongoing proceedings) that may involve you in order to ascertain the subjective and good repute requirements and/or prerequisites that prohibit holding a senior position.

In such cases, processing is **necessary to fulfil a legal obligation or to comply with requests from Public or Supervisory Authorities** (for example, filling in the questionnaire requested by the ECB). This need constitutes **the legal basis legitimising the relevant processing**. The conferment of data is necessary to fulfil legal obligations; without your personal data, Fineco would be unable to fulfil its regulatory obligations and therefore to establish the relationship with you.

## 4. **RECIPIENTS OR CATEGORIES OF RECIPIENTS OF PERSONAL DATA**

Your data may come to the knowledge of the natural and legal persons in the list available on the website [www.finecobank.com](http://www.finecobank.com) in their capacity as **Data Processors** and of the natural persons belonging to the categories below in the discharge of their duties in the capacity as persons in charge of processing: employees of or seconded to Fineco, temporary workers, interns, consultants and employees of external companies appointed as Processors.

The data may be communicated to:

- i. entities to whom such communication must be made to in order to comply with an obligation of law (e.g., Bank of Italy and ECB), regulations or EU law;
- ii. companies belonging to the Fineco Group, and namely subsidiaries or affiliates pursuant to art. 2359 of the Italian Civil Code (also located abroad), to whom such communication is permitted as a result of an order of the Italian Data Protection Authority or of a legal requirement.

The list of persons to whom the data may be communicated is available in the "Privacy" section of the website [www.finecobank.com](http://www.finecobank.com).

## 5. **TRANSFER OF DATA TO THIRD COUNTRIES**

Fineco informs that personal data may also be transferred to countries outside the European Union or the European Economic Area (so-called Third Countries) recognised by the European Commission with an adequate level of personal data protection or, otherwise, only if it is contractually guaranteed by all Fineco suppliers located in the Third Party Country an adequate level of personal data protection with respect to that of the European Union (e.g., by signing the standard contractual clauses provided by the European Commission) and that the exercise of the rights by data subjects is always ensured.

## 6. **PROCESSING METHODS**

Personal data are processed by means of manual, IT and telematic instruments using logic strictly related to the purposes and, in any case, in order to guarantee the security and confidentiality of said data.

## 7. **RIGHTS OF DATA SUBJECTS**

The GDPR entitles you to know what data concerning you is in Fineco's possession, as well as how it is used and to obtain, when the conditions subsist, the copy, erasure, updating, correction or, if of interest, integration of the data, as well as the right to portability.

### **7.1. Period of data retention and right to erasure**

Fineco processes and keeps your personal data **for the duration of the term of your office**, to fulfil the inherent and ensuing obligations and to comply with legal, contractual and regulatory applicable obligations, as well as for defensive purposes of its own or third parties until the expiry of the longer period of limitation provided for by applicable law (i.e., 11 years) starting from the date of termination of office.

**At the end of the applicable storage period**, personal data relating to you shall be **deleted** or **stored in a form that does not allow your identification** (e.g., irreversible anonymisation), unless further processing is necessary for one or more of the following purposes: **i)** resolution of **pre-litigation and/or litigation** initiated before the expiry of the retention period; **ii)** to carry out **investigations/inspections** by internal control functions and/or external authorities initiated prior to the expiry of the retention period; **iii)** to comply with requests from **Italian and/or foreign public authorities** received by/notified to Fineco before the expiry of the retention period.

### **8. HOW TO EXERCISE YOUR RIGHTS**

The e-mail address which you may contact to exercise your rights under paragraph 7 above is: [privacy@finecobank.com](mailto:privacy@finecobank.com) or submit the request in writing to FinecoBank, Via Rivoluzione d'Ottobre no. 16, 42123 Reggio Emilia.

The term for reply is **one (1) month**, which may be extended by **two (2) months** in particularly complex cases; in such cases, the Bank shall provide at least one interim communication within **one (1) month**.

In principle, the exercise of rights is free of charge; Fineco reserves the right to request a contribution in case of manifestly groundless or excessive (even repetitive) requests.

### **9. COMPLAINTS OR REPORTS TO THE ITALIAN DATA PROTECTION AUTHORITY**

Fineco informs you that you are entitled to lodge a complaint or make a report to the *Italian Data Protection Authority* (Garante per la protezione dei dati personali) or alternatively to lodge a complaint with Judicial Authorities. The contact details of the *Italian Data Protection Authority* can be found on the *website* <http://www.garanteprivacy.it>.



[finecobank.com](https://www.finecobank.com)