

Annex “C”

STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF CAUSES OF INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY FOR THE CANDIDACY, AND THE EXISTENCE OF THE REQUIREMENTS PRESCRIBED BY APPLICABLE LAWS AND REGULATIONS

I, the undersigned _____, born in _____, on _____, resident in _____, nationality _____, fiscal code no. _____, in relation to the appointment of the Board of Directors of FinecoBank on the agenda of the Shareholders' Meeting of April 28, 2020, under my own responsibility:

DECLARE

- I irrevocably accept my candidacy as member of the Board of Director of FinecoBank S.p.A. and I irrevocably accept my possible appointment as Director;
- I am not a candidate in any other list submitted to the aforementioned Shareholders' Meeting.

In view of the provisions, *inter alia*, set forth in Article 2382 and 2387 of the Italian Civil Code, Article 26 of the Legislative Decree no. 385 dated September 1, 1993, Article 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the “**Consolidated Law on Finance**”), the Decree of the Ministry of Treasury, Budget and Economic Planning no. 161 dated March 18, 1998 and the Decree of the Ministry of Justice no. 162 dated March 30, 2000

CERTIFY THAT

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of FinecoBank, for the appointment as Director, and, in particular the requirements of professionalism, integrity and independence and comply with the criteria of competence, correctness and dedication of time pursuant to article 13, paragraph 2, of the Article of Association and the specific limits on the number of positions held as set out by legislation in force and by the Articles of Association and, in any event, those provided by the European Directive no. 36 of June 26, 2013 (CRD IV), for the performance of the office of director of a bank issuing shares listed on regulated markets.

With reference to Article 13 of the FinecoBank's Articles of Association, Article 3 of the Corporate Governance Code approved by the Corporate Governance Committee (the “**Corporate Governance Code for Listed Companies**”) and Articles 147-*ter*, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance,

DECLARE

- I meet the independence requirements envisaged by Article 13 of the Articles of Association and Article 3 of the Corporate Governance Code for Listed Companies;
- I **DO NOT** meet the independence requirements envisaged by Article 13 of the Articles of Association and Article 3 of the Corporate Governance Code for Listed Companies;
- I meet the independence requirements envisaged by Article 148, paragraph 3, of the Consolidated Law on Finance;
- I **DO NOT** meet the independence requirements envisaged by Article 148, paragraph 3, of the Consolidated Law on Finance.

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

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I, the undersigned, also:

- **UNDERTAKE** to promptly inform FinecoBank S.p.A. of any changes in the above circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Regulation (EU) 2016/679 attached, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the so-called “profile form” (Annex “**A**”) and in the list of the offices held in other companies herewith attached.

Date _____

Signature _____

Annexes:

- *Curriculum vitae* (Italian and English version)
- List of offices held in other companies (Italian and English version)
- Statement concerning the knowledge / expertise accrued in the areas of competency envisaged by the document named “Qualitative and quantitative composition of the Board of Directors of FinecoBank S.p.A.” (Annex “**A**”)

Annex A

STATEMENT CONCERNING THE KNOWLEDGE / EXPERTISE ACCRUED IN THE AREAS OF COMPETENCY ENVISAGED BY THE DOCUMENT NAMED “*QUALITATIVE AND QUANTITATIVE COMPOSITION OF THE BOARD OF DIRECTORS OF FINECOBANK S.P.A.*”

I, the undersigned _____, born in _____, on _____, resident in _____, nationality _____, fiscal code no. _____, in relation to the assumption of office of FinecoBank’s Director – without prejudice of the compliance with the professional requirements set out by the current regulations – hereby declare to have a good knowledge of and experience in two or more of the following areas of competency:

- KNOWLEDGE OF THE BANKING INDUSTRY AND OF THE RISK ASSESSMENT AND MANAGEMENT TECHNIQUES** involved in the banking business, acquired through several years’ experience in administration, direction and control in the financial sector;
- BUSINESS MANAGEMENT AND COMPANY ORGANIZATION**, gained through long-term experience in administration, management and control in companies or groups of a considerable economic scale;
- CAPACITY TO INTERPRET THE FINANCIAL REPORTING DATA OF A FINANCIAL INSTITUTION**, obtained through several years’ experience in the administration and control of companies in the financial industry or in the exercise of professional activities or university lecturing;
- GOVERNANCE EXPERTISE** (auditing, legal, corporate, remuneration systems etc.), obtained through several years’ experience in business management and control – with particular reference to the financial industry – in large companies, or in the exercise of professional activities or university lecturing;
- KNOWLEDGE OF THE REGULATIONS PERTAINING TO THE BANKING AND FINANCIAL INDUSTRY**, obtained through several years’ experience with financial companies or supervisory bodies, or the exercise of professional activities or university lecturing;
- KNOWLEDGE OF THE GLOBAL DYNAMICS OF THE ECONOMIC AND FINANCIAL SYSTEM**, obtained through significant experience within research institutions, business research offices or international bodies or regulatory bodies;
- EXPERIENCE AND KNOWLEDGE OF REFERENCE MARKETS WHERE FINECOBANK OPERATES**, acquired through studies or research at research organizations or through years of experience in business or professional activities with institutions or bodies, groups or (public or private) companies, also with an international footprint;
- EXPERTISE IN COMPLIANCE**, acquired through studies or professional experience gained from previous positions such as experience with compliance issues or within control bodies (including product control);

- INTERNATIONAL EXPERIENCE AND KNOWLEDGE OF INTERNATIONAL MARKETS WHERE FINECOBANK OPERATES**, acquired through previous research or academic or professional experience;

- KNOWLEDGE AND EXPERIENCE IN INFORMATION TECHNOLOGY**, acquired through studies or practical professional experience gained from previous positions;

- EXPERTISE IN SUSTAINABILITY**, with a particular focus on strategic aspects and the management of risks with relevance to medium-long term sustainability, acquired also through studies or practical professional experience from previous positions.

Finally, I undertake to promptly inform FinecoBank S.p.A. of any changes in the above status of mine.

Date _____

Signature _____