

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

Annex "A"

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]

[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 28, 2020, 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 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 Directors¹;

– **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 that the Directors will remain in office for _____²

– **submits (*submit*)**, pursuant to Article 13 of the Articles of Association, and with reference to item 4 of the Agenda of the Shareholders’ Meeting, the attached list consisting of no. _____ candidates³ in a progressive order indicating⁴;

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

- (i) ensures the balance of genders set by regulations currently in force⁵;
- (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 directors⁶.

¹ The proposal for the number of directors is optional and not mandatory.

² 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).

³ 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.

⁴ *i.e.* candidates must be listed from number one onwards.

⁵ 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).

⁶ 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 (Article 3 of 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 list⁷;
- 2) communication(s) certifying the title by _____ of the shareholding required for the submission of the list⁸;
- 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 required professional experience, integrity and independence 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;
- 5) with reference to each candidates, a signed 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.*”.

Kind regards,

(signature⁹)

⁷ If any.

⁸ 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).

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