

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

ANNEX C - STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF CAUSES OF INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY FOR THE CANDIDACY, AND THE EXISTENCE OF THE REQUIRED PROFESSIONAL EXPERIENCE, INTEGRITY AND INDEPENDENCE PRESCRIBED BY APPLICABLE LAWS, REGULATIONS AND THE BY-LAWS

I, the undersigned _____, born in _____, on _____, resident in _____, nationality _____, fiscal code no. _____, in relation to the appointment of the Board of Directors of FinecoBank S.p.A. on the agenda of the ordinary Shareholders' Meeting convened, in single call, on April 11, 2017, 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 2383 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 By-laws, for the appointment as Director.

With reference to Article 13 of the FinecoBank's By-laws, 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 By-laws and Article 3 of the Corporate Governance Code for Listed Companies;
- I **DO NOT** meet the independence requirements envisaged by Article 13 of the By-laws 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.

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 Article 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **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 “**D**”) 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)
- “profile form” (Annex “**D**”)

INFORMATION (pursuant to Article 13 of the Legislative Decree no. 196/2003)

FinecoBank S.p.A., with Registered office in Milan, P.zza Durante no. 11 and Headquarters in Reggio Emilia, Via Rivoluzione d'Ottobre, n. 16, informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Statutory Auditor of FinecoBank S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.

Moreover, with your consent, FinecoBank S.p.A. will publish your data on the www.finecobank.com website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.

Finecobank S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: corporate.law@pec.fineco.it.

ANNEX D – STATEMENT CONCERNING THE KNOWLEDGE / EXPERTISE ACCRUED IN THE AREAS OF COMPETENCY ENVISAGED BY THE DOCUMENT NAMED “ASSESSMENT OF THE QUALITATIVE AND QUANTITATIVE COMPOSITION OF THE FINECOBANK BOARD OF DIRECTORS”

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:

- THE BANKING INDUSTRY AND TECHNIQUES FOR ASSESSING AND MANAGING RISKS CONNECTED WITH BANKING:** *gained through long-term experience in administration, management and control in the financial sector;*
- BUSINESS MANAGEMENT AND COMPANY ORGANISATION:** *gained through long-term experience in administration, management and control in companies or groups of a considerable economic scale;*
- READING AND UNDERSTANDING FINANCIAL STATEMENTS OF A FINANCIAL INSTITUTION:** *gained through long-term experience in administration and control in financial companies or in working as an independent professional or university lecturer;*
- CORPORATE AFFAIRS (audit, compliance, legal, corporate, ecc.):** *gained through long-term experience in auditing or management control in large-scale companies or working as an independent professional or university lecturer;*
- FINANCIAL REGULATION:** *gained through specific, long-term experience in financial companies or supervisory bodies or in working as an independent professional or university lecturer;*
- GLOBAL DYNAMICS OF THE ECONOMIC/FINANCIAL SYSTEM:** *gained through considerable experience in research organisations, research departments of companies or international organisations, or supervisory authorities;*
- EXPERIENCE AND FAMILIARITY WITH MARKETS IN WHICH FINECOBANK OPERATES:** *gained through studies or research at research organisations or through long-term business or professional activities at organisations, groups or companies (public or private), even at 7 international level;*
- INTERNATIONAL EXPERIENCE AND KNOWLEDGE OF INTERNATIONAL MARKETS RELATING TO FINECOBANK’S ACTIVITY:** *gained through studies or previous professional or academic experiences*
- KNOWLEDGE AND EXPERTISE IN THE FIELD OF INFORMATION TECHNOLOGY:** *acquired through studies or practical professional experience in previous positions held.*

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

Date _____

Signature _____