FINECO BANK

SHAREHOLDERS' MEETING

APRIL 11, 2018
INFORMATION FOR THE FILING OF CANDIDACIES

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

ORDINARY SHAREHOLDERS' MEETING OF APRIL 11, 2018

Item no. 3 on the Agenda: Completion of the Board of Statutory Auditors

Documents to be filed for possible candidacies

The Shareholders who wish to file candidacies for the appointment as Statutory Auditors must give the Company the following documents, duly signed and dated:

1. a declaration regarding the candidacy and a statement concerning his/her possession of the necessary requirements, according to both current provisions and the Articles of Association, to take on the office (please see form below – Annex 1);

2. a detailed *curriculum vitae* (European format), with the necessary dates to allow the accurate calculation of professional experience (*);

3. a list of offices held in other companies (*).

The Shareholders must give the Company the above documents:

(i) before the Shareholders' Meeting, in good time, by any of the following means:

(a) by hand delivery, at its Registered Office "*for the attention of the Corporate Law & Board Secretary's Office*";

(b) by means a registered letter with recorded delivery addressed to the Registered Office, with the explicit indication "*for the attention of the Corporate Law & Board Secretary's Office*";

(c) by certified e-mail addressed to corporate.law@pec.fineco.it;

(ii) during the Shareholders' Meeting, in case of candidacy submitted at the time.

FinecoBank S.p.A.

Milan, March 9, 2018

ATTENTION
The contents of this document are put at the FinecoBank Shareholders' disposal merely for information purposes and, as such, are not to be taken as in any way replacing or supplementing the current statutory, regulatory and Articles of Association provisions that govern the Statutory Auditors' appointment processes, that Shareholders must refer to.

(*) Both in Italian and English.

ANNEX 1 – STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF REASONS FOR ONE'S INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS REGARDING ONE'S MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE

I, the undersigned _____, born in _____, on _____, resident in _____, nationality _____, fiscal code _____, in relation to the completion of the Board of Statutory Auditors of FinecoBank S.p.A. on the Agenda of the Shareholders' Meeting held on April 11, 2018, in full responsibility:

HEREBY DECLARE

- to accept irrevocably my candidacy as permanent Statutory Auditor ☐ / stand-in Statutory Auditor ☐ of FinecoBank S.p.A. and I also accept my possible appointment as Statutory Auditor.

In view of the provisions, *inter alia*, set forth in articles 2382 and 2387 of the Italian Civil Code, article 26 of the Italian Legislative Decree no. 385 dated September 1, 1993, article 147-*quinquies* of the Italian Legislative Decree no. 58 dated February 24, 1998 ("**Consolidated Law on Finance**"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000, Supervisory Regulations on banks' corporate governance (Bank of Italy Circular no. 285/2013, Part I, Title IV, Chapter 1, Section III, Subsection 3.2) and Clause 23 of FinecoBank S.p.A.

CERTIFY THAT

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by both current provisions and the Articles of Association of FinecoBank S.p.A., for the appointment as Statutory Auditor.

With reference to article 23, paragraph 2, of the Articles of Association of FinecoBank S.p.A., in particolar

HEREBY DECLARE

☐ I am registered with the Roll of independent auditors for a period at least three years **AND** have practiced the statutory auditing of accounts, for a period of not less than three years;

[enrollment with the Register of Chartered Accounting: no. _____; period of the activity: from _____(*month/year*) to_____(*month/year*)];

□ I am **NOT** enrolled with Register of Chartered Accounting **OR** I **HAVE NOT** practised the legal auditing of accounts for a period of no less than three years, but I possess the experience requirements envisaged by Clause 23 of the Articles of Association, having in particular gained at least three years' total experience through one or more of the following activities:

(i) □ performing administration or control activities or managerial duties in joint-stock companies with a share capital of at least two million euros;

(ii) □ performing professional activities as a business accountant or lawyer, mainly in the banking, insurance and finance sector;

_____

[*please specify the relevant Firm and period*]

(iii) □ performing university teaching on subjects relating to – in the legal field – banking, commercial, tax and financial markets law and – in the business / finance field – banking operations, business economics, accountancy, economics of the securities market, economics of financial and international markets, corporate finance;

_____

[*please specify the teaching field, the relevant University and period*]

(iv) □ performing managerial duties in public entities or public administrations, in the credit, financial and insurance sector or in the provision of investment services or in collective asset management, as both defined by the Consolidated Law on Finance;

_____

[*please specify the duties performed, the relevant organizations and period*]

With reference to article 148, paragraph 3, of the Consolidated Law on Finance and Articles 3 and 8 of the Italian Corporate Governance Code approved by the Corporate Governance Committee ("**Corporate Governance Code for listed companies**"),

HEREBY DECLARE

□ I meet the independence requirements provided for by article 148, paragraph 3, of the Consolidated Law on Finance;

□ I meet the independence requirements provided for by Article 3 of the Corporate Governance Code for listed companies;

□ I **DO NOT** meet the independence requirements provided for by Article 3 of the Corporate Governance Code for listed companies.

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 able 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 the information concerning the personal and professional characteristics mentioned in my *curriculum vitae* and in the list of the offices held in other companies herewith attached.

Date _____ Signed _____

Annexes:

- *Curriculum vitae* (Italian and English version – European format);
- List of the supervisory and controlling offices held in other companies (Italian and English version).

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.