

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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- 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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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.



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.

➤ _____

➤ _____

➤ _____

➤ _____

➤ _____



(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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(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;

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

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- **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.