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Annex “C”

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 at _____ (____), on _____, resident in _____, citizenship _____, taxpayer’s ID number _____, in relation to the candidacy for the post of Director of FinecoBank, under my own responsibility:

DECLARE

- that I irrevocably accept the possible appointment as member of the Board of Directors of FinecoBank S.p.A.;
- that I am not a candidate in any other list.

HAVING CONSIDERED

inter alia, the provisions of Articles 2382 and 2387 of the Italian Civil Code, Article 26 of Italian Legislative Decree No. 385 of 1 September 1993, Article 148, paragraph 3, of Italian Legislative Decree No. 58 of 24 February 1998 (Consolidated Finance Act - "TUF") as referred to in Article 147-ter, paragraph 4, of the TUF, Article 2, Recommendation 7, of the Corporate Governance Code adopted by the Corporate Governance Committee, Article 147-quinquies of the TUF, the Decree of the Italian Ministry of Economy and Finance no. 169 of 23 November 2020 ("DM 169/2020"), the Decree of the Italian Ministry of Justice no. 162 of 30 March 2000 (the "DM 162/2000"), as well as the Joint EBA and ESMA Guidelines on the assessment of the suitability of members of the management body and key function holders, updated on 2 July 2021 (the "EBA/ESMA Guidelines"), the Guide to fit and proper assessments, updated by the ECB on 8 December 2021 (the "ECB Guide") and, finally, in general, the provisions set forth in the law, regulations and/or the Articles of Association in force;

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 Articles of Association to hold the office of Director of the Company, as specified below:

(A) REQUIREMENTS OF PROFESSIONALISM AND COMPETENCE

- that I meet the requirements of professionalism and competence provided for by the laws and regulations in force and, in particular, by Articles 7 and 10 of Italian Ministerial Decree 169/2020. With specific reference to the requirements of professionalism, I have practised for at least one three-year/five-year period (also alternatively):

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- 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 possess theoretical knowledge and practical experience specifically gained and achieved in more than one of the areas indicated by the reference legislation¹ and/or of the additional areas of professionalism indicated by the Board in the document "*Qualitative and Quantitative Composition of the Board of Directors of FinecoBank S.p.A.*" (the "Qualitative Composition") approved by the same body on 23 January 2023, having achieved "very high"/"high"² or "medium"/"basic" level in the said areas:

	Very high/high	Medium/basic
<p>1. BANKING SECTOR AND ASSESSMENT AND MANAGEMENT TECHNIQUES FOR RISKS RELATED TO THE EXERCISE OF THE BANKING ACTIVITY.</p> <p>Skills gained through several years of experience in administration, management or control positions in the financial services sector or in</p>	<input type="checkbox"/>	<input type="checkbox"/>

¹ See also the ECB Guide, as referred to in the Qualifying Composition.

² Please note that a "Very High"/"High" level means the level gained through (i) experience at an executive level of a position and for a significant period of time; or (ii) knowledge and skills gained through specific and in-depth educational courses and represented by a recognised cultural background and/or gained through experience (naturally also in Boards and Committees, if for more than one term) in one's professional résumé, which have determined and explain that such knowledge and skills are possessed, providing proof thereof. Generally speaking, very good and distinctive knowledge and skills are knowledge and skills in which one is an expert, which are appropriate in relation to the position held and/or of which one is able to explain/teach the contents.

<p>university teaching.</p>		
<p>2. STRATEGIC PLANNING, AWARENESS OF A CREDIT INSTITUTION'S CORPORATE STRATEGIC DIRECTION OR BUSINESS PLAN AND ITS IMPLEMENTATION.</p> <p>Skills gained through several years of experience in administration, management or control positions in enterprises within the financial sector or in carrying out professional activities or in university teaching.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3. BUSINESS MANAGEMENT AND ORGANISATION.</p> <p>Skills gained through several years of experience in administration, management and control at large scale corporations or groups.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>4. UNDERSTANDING THE FINANCIAL AND ACCOUNTING DATA OF FINANCIAL INSTITUTION.</p> <p>Skills gained through several years of experience in administration, management or control positions in enterprises within the financial sector or in carrying out professional activities or in university teaching.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>5. GOVERNANCE (audit, legal, corporate, remuneration systems, etc.).</p> <p>Skills gained through several years of experience in administration, management or control positions in large companies, particularly those from the financial services industry, or in carrying out professional activities or university teaching.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>6. REGULATIONS PERTAINING TO THE BANKING AND FINANCIAL SECTOR.</p> <p>Skills gained through several years of experience within financial companies or supervisory bodies, or in carrying out professional activities or university teaching.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>7. GLOBAL DYNAMICS OF THE ECONOMIC AND FINANCIAL SYSTEM.</p>	<input type="checkbox"/>	<input type="checkbox"/>

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<p>Skills gained through university education/studies or significant experience within research institutions, research divisions of companies or international bodies, regulatory bodies or in financial firms.</p>		
<p>8. BANKING AND FINANCIAL MARKETS IN WHICH FINECOBANK OPERATES AND BANKING AND FINANCIAL PRODUCTS.</p> <p>Skills gained through experience in financial companies, studies or at research bodies or by carrying out entrepreneurial activities or professional activities for several years at institutions or bodies, groups or companies (public or private) also active internationally.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>9. COMPLIANCE AND PREVENTION OF MONEY LAUNDERING AND TERRORIST FINANCING.</p> <p>Skills gained through many years of experience in administration (in board committees), management and control positions in the financial sector or in university teaching, or through experience in professional firms or supervisory authorities.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>10. FINECOBANK’S FOREIGN MARKETS</p> <p>Skills gained through previous research or academic or professional experience or in international financial companies.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>11. INFORMATION TECHNOLOGY</p> <p>Skills acquired through studies or practical professional experience gained from previous positions.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>1. SUSTAINABILITY with specific reference to strategic aspects and the management of relevant risks with a view to medium and long term sustainability, including climate and environmental risks.</p> <p>Skills acquired through studies or practical professional experience gained from previous positions.</p>	<input type="checkbox"/>	<input type="checkbox"/>



For areas in relation to which skills/experience/knowledge have been acquired at a "Very High/High" level, 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 Directors, 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 Director of FinecoBank pursuant to Article 16 of Italian Ministerial Decree 169/2020 and taking into account the provisions of the Qualitative and Quantitative Composition;
- with reference to the limits on the number of posts set out in Article 17 of Italian Ministerial Decree 169/2020: (please tick the relevant box)

that I meet the aforementioned limits on the number of posts;

that I undertake as of now to resign from any offices that are incompatible with the office of Director 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 Italian Ministerial Decree 169/2020.

(E) OTHER GROUNDS FOR INCOMPATIBILITY

- with reference to the situations of incompatibility set forth in Article 2390 of the Italian Civil Code and the prohibitions set forth in Article 36 of Decree Law no. 201/2011, converted by Law no. 214/2011 (so-called "interlocking prohibition"): (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 undertake as of now to resign from any offices and/or functions that are incompatible with the office of Director 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 civil servant, pursuant to and for the purposes of Italian Legislative Decree no. 165/2001 as amended and supplemented;

that I am currently a civil servant, but I benefit from the exemptions set forth in Legislative Decree no. 165/2001, as amended and supplemented for the purposes of holding the office of Director;

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 Director or, if such authorisation has already been obtained, to produce it to the Company at the first available opportunity following appointment.

(F) REQUIREMENTS FOR INDEPENDENCE AND INDEPENDENT JUDGEMENT (tick as appropriate)

- that I meet the independence requirements set forth in Article 13 of the Articles of Association of FinecoBank S.p.A. and in Article 2, Recommendation 7 of the Corporate Governance Code for Listed Companies;
- that I DO NOT meet the independence requirements set forth in Article 13 of the Articles of Association of FinecoBank S.p.A. and in Article 2, Recommendation 7 of the Corporate Governance Code for Listed Companies;
- that I meet the independence requirements set forth in Article 13 of Italian Ministerial Decree 169/2020;
- that I DO NOT meet the independence requirements set forth in Article 13 of Italian Ministerial Decree 169/2020;
- that I meet the independence requirements set forth in Article 148, paragraph 3, of the Italian Consolidated Finance Act;
- that I DO NOT meet the independence requirements set forth in Article 148, paragraph 3, of the Italian Consolidated Finance Act;
- 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 Directors;

- **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 read the information pursuant to Regulation (EU) No. 2016/679 attached hereto, I hereby **authorise** the publication of the aforementioned data and of the information on personal and professional characteristics

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contained in the curriculum vitae, in the so-called "profile sheet" (Annex A) and in the list of positions held in other companies attached hereto;

- 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.