

*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](mailto: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 By-laws.**

With reference to the Ordinary Shareholders' Meeting of Fineco convened for April 11, 2017, in single call, to resolve, amongst others, on (i) the appointment of the Board of Directors, determination of the number of Directors and determination of the duration of their term in office and (ii) the determination of the remuneration due to the Directors for their work on the Board of Directors, the Board Committees and other company bodies., 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):

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

Annex “**A**”

\_\_\_\_\_, 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

– **having acknowledged:**

- (i) the requirements prescribed by law and regulations and the By-laws for the appointment of the Board of Directors; and
- (ii) the guidelines and recommendations set forth in the document named “*Assessment of the qualitative and quantitative composition of the FinecoBank Board of Directors*” – 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 By-laws, and with reference to item 3 of the Agenda of the Shareholders’ Meeting, to determine in \_\_\_\_\_ the number of the Directors<sup>1</sup>;

– **proposes (propose)**, also pursuant to Article 13 of the By-laws, and with reference to item 3 of the Agenda of the Shareholders’ Meeting, to determine that the Directors will remain in office for \_\_\_\_\_<sup>2</sup>;

– **submits (submit)**, pursuant to Article 13 of the By-laws, and with reference to item 3 of the Agenda of the Shareholders’ Meeting, the attached list consisting of no. \_\_\_\_\_ candidates<sup>3</sup> in a progressive order indicating<sup>4</sup>;

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

- (i) ensures the balance of genders set by regulations currently in force<sup>5</sup>;
- (ii) contains a number of candidates who meet the independence requirement as defined in Article 13, paragraph 3, of the By-laws necessary to ensure that the Board of Directors will be composed of a majority of independent directors<sup>6</sup>;

– **proposes (propose)**, also pursuant to Article 20 of the By-laws, and with reference to the item 4 of the Agenda of the Shareholders’ Meeting to determine the remuneration due to the Directors for their

---

<sup>1</sup> The proposal for the number of directors is optional and not mandatory.

<sup>2</sup> 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).

<sup>3</sup> 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 By-laws.

<sup>4</sup> *i.e.* candidates must be listed from number one onwards.

<sup>5</sup> Certification required, pursuant to Article 13, paragraph 5, of the By-laws, only if the list contains a number of candidates equal to or greater than 3 (three).

<sup>6</sup> 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 3 of the Corporate Governance Code for Listed Companies.

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

Annex "A"

work on the Board of Directors, the Board Committees and other company bodies as follows:  
\_\_\_\_\_ <sup>7</sup>.

In light of the above, and in accordance with applicable regulations and the By-laws, in support of the aforementioned list, please find attached the original of the following documents:

- 1) proxy for the submission of the list<sup>8</sup>;
- 2) communication(s) certifying the title by \_\_\_\_\_ of the shareholding required for the submission of the list<sup>9</sup>;
- 3) declaration form certifying Statement on the existence or absence of any relationship of affiliation;
- 4) the statement whereby the individual candidates irrevocably accept the office (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 prescribed by applicable laws, regulations and the By-laws, attaching the exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) and the list of administration, management and control positions they hold in other companies;
- 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 FinecoBank Board of Directors*".

Kind regards,

\_\_\_\_\_  
(signature<sup>10</sup>)

<sup>7</sup> The proposal for the remuneration of the directors is optional and not mandatory.

<sup>8</sup> If any.

<sup>9</sup> 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).

<sup>10</sup> The legal representative or person holding regular power of attorney (to be attached).