

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

ANNEX C1 - 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 Statutory Auditors 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 permanent Statutory Auditors / alternate Statutory Auditors of FinecoBank S.p.A. and I irrevocably accept my possible appointment as permanent Statutory Auditors / alternate Statutory Auditors;
- 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 26 of the Legislative Decree no. 385 dated September 1, 1993, Article 148 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 Statutory Auditor.

With reference to Article 23, paragraph 2, of the FinecoBank's By-laws, in particular

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;
- I meet the requirements provided for by law and regulation and by Article 23, paragraph 2, of the By-laws and, more specifically, I have acquired a proven experience of at least three years in:
 - (i) performing administration or control activities or managerial duties in joint-stock companies with a share capital of at least two million euros; or
 - (ii) performing professional activities as a business accountant or lawyer, mainly in the banking, insurance and finance sector; or
 - (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; or

- (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.

Pursuant to Article 8 of the Corporate Governance Code approved by the Corporate Governance Committee (the “**Corporate Governance Code for Listed Companies**”),

DECLARE

- I meet the independence requirements envisaged 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 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* 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)

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.