

Annex "**B1**"

**DECLARATION FORM CERTIFYING THE EXISTENCE OR ABSENCE OF ANY RELATIONSHIP OF AFFILIATION**

With reference to the submission of the attached list of candidates to the Board of Statutory Auditors of FinecoBank S.p.A., pursuant to the applicable laws and regulations and in compliance with the recommendations made by Consob with the Communication no. 9017893 of February 26, 2009 (the "**Consob Communication**"),

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,

declares/declare:

1) To believe there exist / there do not exist the following relationships of affiliation – pursuant to Article 144-*quinquies* of the Consob Regulation no. 11971 of May 14, 1999 (the "**Issuers' Regulation**") – with the shareholder(s) who – on the basis of notifications of significant shareholdings pursuant to Article 120 of the Italian Legislative Decree no. 58 of February 24, 1998 (the "**Consolidated Law on Finance**"), or the publication of shareholders' agreements pursuant to Article 122 of the Consolidated Law on Finance, as reported today on the Company's website and on Consob's website – holds / hold, including jointly, a controlling or relative majority interest in FinecoBank S.p.A.:

a) family relationships:

yes  no

b) membership of the same group:

yes  no

c) control relations between a company and those jointly controlling it:

yes  no

d) relationships of affiliation pursuant to Article 2359, paragraph 3, of the Italian Civil Code, including with entities belonging to the same group:

yes  no

e) performance, by a shareholder, of management or executive functions, with strategic responsibilities, within a group of which another shareholder is part:

yes  no

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- f) participation in the same shareholders’ agreement provided for in Article 122 of the Consolidated Law on Finance involving shares of FinecoBank, of its parent company or one of its subsidiaries:  
yes  no
- 2) with particular regard to the aforementioned Consob Communication, to believe the following connections with the aforementioned holder(s) of controlling or relative majority interest exist / do not exist or exist but are insignificant – on the basis of notifications of significant shareholdings pursuant to Article 120 of the Consolidated Law on Finance, or the publication of shareholders’ agreements pursuant to Article 122 of the Consolidated Law on Finance, as reported today on the Company’s website and on Consob’s website – holds / hold, including jointly, a controlling or relative majority interest in FinecoBank S.p.A.:
- a) adherence, in the recent past, even by companies of the respective groups, to a shareholders’ agreement provided for by Article 122 of the Consolidated Law on Finance involving shares of FinecoBank or companies of its group:  
yes  no  yes, but insignificant
- b) adherence, even by companies of the respective groups, to the same shareholders’ agreement regarding shares of third parties:  
yes  no  yes, but insignificant
- c) existence of direct or indirect shareholdings, and the presence, if any, of direct or indirect crossholdings, including between companies of the relevant groups:  
yes  no  yes, but insignificant
- d) holding or having recently held posts in management or supervisory boards of companies belonging to the group of the controlling or relative majority shareholder (or shareholders), and being or having recently been employed by such companies:  
yes  no  yes, but insignificant
- e) participation, whether directly or through representatives, in the list submitted by the shareholders who hold, including jointly, a controlling interest or a relative majority in the previous election of the management or supervisory boards:  
yes  no  yes, but insignificant
- f) participation, whether directly or through representatives, in the list submitted by the shareholders who hold, including jointly, a controlling interest or a relative majority in the previous election of the management or supervisory boards:  
yes  no  yes, but insignificant
- g) any current or recent commercial, financial (except as part of the core business of the lender) or professional relations:  
yes  no  yes, but insignificant
- h) presence in the list submitted of candidates who are or have recently been executive directors or key managers of the controlling or relative majority shareholder (or shareholders), or companies being part of the respective groups:  
yes  no  yes, but insignificant
- 3) With regard to the relationships listed above, where one or more have been declared to exist though being not significant, please specify why you believe they are not such as to define an affiliate relationship within the meanings of Article 148, paragraph 2, of the Consolidated Law on Finance and Article 144-*quinquies* of the Issuers’ Regulations:  
- \_\_\_\_\_;

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

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- \_\_\_\_\_;
- \_\_\_\_\_;
- \_\_\_\_\_;
- Ecc....

\_\_\_\_\_  
(place and date)

\_\_\_\_\_  
(signature<sup>1</sup>)

\_\_\_\_\_  
<sup>1</sup> Signature of the legal representative or other person endowed with special powers of attorney.