

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

Annex "**A1**"

LETTER FORM FOR THE SUBMITTING OF LISTS FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF STATUTORY AUDITORS

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]

[place, date]

RE: submission of the list of candidates for appointment as members of the Board of Statutory Auditors of FinecoBank S.p.A., pursuant to Article 23 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 Statutory Auditors and (ii) the determination of the remuneration due to the Statutory Auditors and the determination of the remuneration due to the Chairman of the Board of Statutory Auditors as external member of the Supervisory Body, 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):

_____, 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

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

Annex "**A1**"

- **having acknowledged:**
 - (i) the requirements prescribed by law and regulations and the By-laws for the appointment of the Board of of Statutory Auditors;
- **attests (*attest*)**, in this regard, that the list:
 - (i) each section of the list for the appointment of permanent and alternate Statutory Auditor must have a number of candidates belonging to the least represented gender, so as to ensure compliance with at least the minimum requirements for gender equality prescribed by current law and regulations;
 - (ii) at least the first two candidates for the seat as permanent Statutory Auditor and at least the first candidate for the seat as alternate Statutory Auditor given in the respective directories must be listed in the Roll of Auditors and must have acquired at least three years' experience as regards statutory auditing of accounts;
- **proposes (*propose*)**, also pursuant to Article 23, paragraph 17, of the By-laws, and with reference to the item 6 of the Agenda of the Shareholders' Meeting to determine the remuneration due to the Statutory Auditors and the remuneration due to the Chairman of the Board of Statutory Auditors as external member of the Supervisory Body as follows: _____¹.

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 list²;
- 2) communication(*s*) certifying the title by _____ of the shareholding required for the submission of the list³;
- 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.

Kind regards,

(*signature*⁴)

¹ The proposal for the remuneration of the statutory auditors is optional and not mandatory.

² If any.

³ 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).

⁴ The legal representative or person holding regular power of attorney (to be attached).