

## DECLARATION OF ACCEPTANCE OF THE CANDIDACY FOR THE POST OF AUDITOR

With reference to the Annual General Meeting of Shareholders of Banca Farmafactoring S.p.A., convened in Milan, Via Domenichino No. 5, on 5 April 2018 at 11.00 hours on single call, and in relation to the candidacy for the post of Statutory Auditor for the 2018-2019 and 2020 financial years on the list submitted by \_\_\_\_\_, I, the undersigned \_\_\_\_\_, with tax ID \_\_\_\_\_, born in \_\_\_\_\_ on \_\_\_\_\_, resident in \_\_\_\_\_, at \_\_\_\_\_, post code \_\_\_\_\_,

### hereby declare as follows

- that I hereby accept said candidacy and, if nominated, appointment as regular/alternate Auditor;
- that I am not a candidate on any other list tabled to these ends with said Meeting.

Furthermore, on my own responsibility,

### I hereby declare as follows

- a) there is, pursuant to the law and the Articles of Association, no cause of ineligibility or relinquishment for said appointment, or incompatibility (in the latter case also in audit companies) for occupying the post of Statutory Auditor of Banca Farmafactoring S.p.A.;
- b) I am in compliance with the requisites in the current provisions<sup>1</sup> and in the Articles of Association for appointment as Statutory Auditor of Banca Farmafactoring S.p.A.;
- c) I do not hold administrative and control positions equal to or exceeding the current regulations (*i.e.* Article 148-*bis* of Legislative Decree No. 58/1998 and Article 144-*terdecies* of the Consob Regulation adopted in resolution No. 11971 of 14 May 1999);
- d) I do not hold no position in competing companies or company groups in the terms of Article 36 of Legislative Decree No. 201/2011, converted into Act No. 214/2011 and operating in the credit, insurance and financial markets;

or

I hold office in competing companies or company groups pursuant to Article 36 of Legislative Decree No. 201/2011, converted to the Act No. 214 of 22 December 2011, operating in credit, insurance and financial markets, and henceforth undertake to relinquish such posts coinciding with possible appointment, or to certify that they are not incompatible, detailing the reasons;

- e) I meet the fit and proper requisites established for corporate bank representatives in Ministerial Decree No. 162/2000, and there is no conduct which, while not amounting to crimes, is in conflict with the principles established in Banca Farmafactoring S.p.A.'s "*Code of Ethics*" available on its website;

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<sup>1</sup> Pursuant to Article 148 point 3 of Legislative Decree No. 58/1998, the following may not be appointed as auditors and, if appointed, they forfeit the post: (a) those in the situation foreseen in Article 2382 of the Civil Code; (b) the spouse, relatives and the like, up to four times removed, of company directors, directors, the spouse, relatives and the like up to four times removed, of directors of companies it controls, of the company controlling it and those subject to common control; (c) those linked to a company or companies controlled by it or which control it and those subject to common control, or company directors and those governed by item b) in independent or subordinate employment relationships or other patrimonial or professional links that compromise independence.

For further requirements of probity and professionalism, see Ministerial Decree No. 162 of 30 March 2000 ("*Regulation of rules on determination of the requisites for professionalism and probity of members of the Board of Statutory Auditors of listed companies, based on Article 148 of Legislative Decree No. 58 of 24 February 1998*").

For further requirements of independence, see Articles 3 and 8 of the Listed Company Self-Discipline Code approved by the Corporate Governance Committee created and promoted by Borsa Italiana S.p.A. as last updated on 9 July 2015.

- f) referring specific to the requisites for professionalism,
- I am posted in the register of auditors and have been engaged in certified auditing activity for more than three years;
  - I am not posted in the register of auditors and, in this case, have acquired experience of at least three years in:
    - administration or control or management of stock companies with a share capital of not less than two million euros, or
    - professional or tenured university activity in legal, economic, financial and technical-scientific matters closely related to the Bank's activity, or
    - management functions in public bodies or the public administration operating in the credit, financial and insurance sectors in any event closely related to the Bank's activity;
- g) I am able to dedicate adequate time to the post of Statutory Auditor of Banca Farmafactoring S.p.A.;
- h) referring specifically to the limit on accumulation of appointments provided for in Article 148-*bis* of Legislative Decree No. 58/1998 and Article 144-*terdecies* of the Consob Regulation No. 11971/1999;
- i) not to hold office in the Banca Farmafactoring S.p.A. banking group (and in other companies in which the Bank has, even indirectly, a strategic participation pursuant to Bank of Italy Circular No. 285 of 17 December 2013) in bodies other than those engaged in supervisory functions;
- j) not to incur in situations of incompatibility established for public employees as provided for and for the purposes of Legislative Decree No. 165/2001 and successive amendments and additions.

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I, the undersigned also:

- undertake to notify promptly any variation in the information submitted herewith and, if required, to produce appropriate documentation confirming the veracity of the data provided;
- if appointed, to furnish a list of administrative and control posts held in other enterprises on the date of the General Meeting;
- if appointed, to resign immediately from any other position incompatible with that of Statutory Auditor of Banca Farmafactoring S.p.A.;
- pursuant to and for the effects of Article. 13 of Legislative Decree No. 196/2003, to authorise publication of the details and the information contained in this declaration, and all attached documentation, using the procedures set out in the applicable provisions, and the collection and processing, also with IT resources, of my personal information to the extent and for the purposes of the procedure for the appointment of members of the Board of Statutory Auditors of Banca Farmafactoring S.p.A., without preclusion of the latter's faculty to confirm its accuracy with the competent authorities. The data processing rights are held by Banca Farmafactoring S.p.A. with registered offices in Milan at Via Domenichino No. 5. Candidates for the post of Statutory Auditor may make use of their rights pursuant to Article 7 of said Legislative Decree to challenge the holder of the processing rights, contacting Gianni Domenico Marzi or Paola Sandra Golin.

Place and date

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Signed

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## Annex

*Curriculum vitae*: this must contain exhaustive information on personal and professional details.

In particular: (i) registered data; (ii) education, with details of qualifications and skills, and the training received; (iii) professional experience, with details of activity in each (the name and type of organisation where the activity took place and the nature and duration of the activity), stressing particularly the professional experience acquired in relevant sectors; (iv) corporate positions (highlighting those of an executive nature) including those in bodies not pursuing mostly commercial objectives (associations, foundations, non-profit bodies) on the date of the declaration.

The experience suitably detailed in the curriculum vitae must evidence basic understanding of the banking sector required of all candidates.