

**FRAMEWORK LETTER FOR FILING THE LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD  
OF DIRECTORS**

Messrs.

**doBank S.p.A.**  
**Piazzetta Monte 1**  
**37121 Verona, Italy**

*For the attention of the Parent Company's Administration Unit*

*[Via registered mail with advice of receipt or via certified e-mail to the following account*

*[dobank.pec@actaliscertymail.it](mailto:dobank.pec@actaliscertymail.it)]*

*[place, date]*

**Re: filing of the list of candidates for the appointment of the members of the Board of Directors of doBank S.p.A., pursuant to Article 13 of the Articles of Association.**

Messrs. doBank S.p.A., with reference to the ordinary shareholders' meeting called for 19 April 2018, in sole calling, for the purposes of resolving - amongst other aspects - with regard to:

2. Appointment of Board of Directors;
  - 2.1 Determination of number of members of Board of Directors;
  - 2.2 Determination of duration of assignment of Board of Directors;
  - 2.3 Appointment of members of Board of Directors;
  - 2.4 Determination of fee for members of Board of Directors.

hereby,

1) the shareholder \_\_\_\_\_, with registered offices in \_\_\_\_\_

*(if an individual indicate name and surname, tax code and municipality of residence or domicile), holder of \_\_\_\_\_ shares, representative of \_\_\_\_\_% of the share capital,*

*or*

2) the shareholders:

- \_\_\_\_\_, with registered offices in \_\_\_\_\_

*(if an individual indicate name and surname, tax code and municipality of residence or domicile);*

and

- \_\_\_\_\_, with registered offices in \_\_\_\_\_

*(if an individual indicate name and surname, tax code and municipality of residence or domicile),*

holders, in total, of \_\_\_\_\_ shares, representative of \_\_\_\_\_% of the share capital,

*or*

3) the shareholder \_\_\_\_\_, with registered offices in

\_\_\_\_\_  
(if an individual indicate name and surname, tax code and municipality of residence or domicile), also in the name and on behalf of the shareholders (*shareholders*) indicated below:

- \_\_\_\_\_, with headquarters in \_\_\_\_\_  
(if an individual indicate name and surname, tax code and municipality of residence or domicile); holder (*holders*), in total, of \_\_\_\_\_ shares, representative of \_\_\_\_% of the share capital,

- **having taken due note:**

- (i) of all the requisites envisaged by legislation, including regulatory, in force and by the Articles of Association for the purposes of the appointment of the Board of Directors; as well as
- (ii) of the guidelines and the recommendations expressed in the document entitled “Guidance on the composition of the Board of Directors in terms of quality and quantity deemed optimum”, available on doBank’s website, in the section Governance – Shareholders Meeting (<https://www.dobank.com/en/governance/shareholders-meeting>) and containing the results of the prior analysis carried out by the Board of Directors on its qualitative/quantitative composition considered optimum for the purpose of the correct performance of the functions assigned to the same, in compliance - in particular - with the provisions concerning corporate governance as per the Bank of Italy Circular No. 285 dated 17 December 2013;

- **proposes (*propose*)**, also in accordance with the matters envisaged by Article 13 of the current Articles of Association, and with reference to point 2.1 of the Agenda, to establish the number of members of the Board of Directors to be appointed as \_\_\_\_\_<sup>1</sup>;

- **proposes (*propose*)**, also in accordance with the matters envisaged by Article 13 of the current Articles of Association, and with reference to point 2.2 of the Agenda, to establish that the elected Directors remain in office for \_\_\_\_\_<sup>2</sup>;

- **presents (*present*)**, in accordance with Article 13 of the Articles of Association, and with reference to point 2.3 of the Agenda, the attached list of \_\_\_\_\_ candidates<sup>3</sup> listed by means of consecutive number;

- **certifies (*certify*)**, in this connection, that the list:

- (i) ensures the balance between the genders envisaged by current legislation<sup>4</sup>;
- (ii) contains a number of candidates in possession of the independence requirements as per Article 13.5 of the Articles of Association suitable for ensuring that the Board of Directors is made up of Independent Directors no less in number than that envisaged by legislation, including regulatory, in force from time to time, as well as by the Code of Conduct for listed companies;

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<sup>1</sup> The proposal relating to the number of members is contingent and not mandatory.

Article 13 of the Articles of Association lay down that the Board of Directors be made up of a number of members of no less than 7 and no more than 11.

<sup>2</sup> The proposal relating to the duration of the mandate is contingent and not mandatory.

The Directors remain in office for three accounting periods (without prejudice to a shorter duration established at the time of appointment); they fall from office as of the date of the shareholders’ meeting which approves the financial statements relating to the last year of their office.

<sup>3</sup> The list will have to contain a number of candidates up to a maximum of 11, in observance of the article of association provisions relating to the composition of the management body.

<sup>4</sup> Statement necessary, in accordance with Article 13.5 of the Articles of Association, only in the event that the list contains a number of candidates equal to or greater than 3.

- **proposes (*propose*)**, also in accordance with the matters envisaged by Article 13 of the current Articles of Association, and with reference to point 2.4 of the Agenda, to establish the fee due to the Directors for the activities they perform within the sphere of the Board, the board Committees and other bodies present within the Company as follows:<sup>5</sup>

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In relation to the above, and in compliance with the current article of association and legal provisions, the following documents are attached, in original copy, accompanying the afore-mentioned list:

- 1) authorisation to file the list<sup>6</sup>;
- 2) copy of the communication issued by the intermediary certifying the ownership of the shareholding necessary for the presentation of the list in question<sup>7</sup>;
- 3) declaration relating to the existence or absence of relationships linking the same<sup>8</sup> (Enclosure “**A**”)
- 4) declaration by means of which each candidate accepts their candidature to the office of member of the Board of Directors and declares the inexistence of causes of ineligibility and incompatibility, as well as the possession of the professionalism, good-standing and independence requisites envisaged for all or some of the Board Directors by legal, regulatory and article of association provisions (Enclosure “**B**”) accompanied by in-depth disclosure on their personal and professional characteristics (curriculum vitae – compare Enclosure “**C**”), as well as the list of the management and audit appointments recovered care of other companies;
- 5) declaration signed by each candidate containing analytical evidence of the expertise accrued in the various areas indicated within the sphere of the document entitled “*Guidance on the qualitative and quantitative composition of the Board of Directors deemed optimum*” (Enclosure “**D**”)

Yours sincerely,

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(signature<sup>9</sup>)

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<sup>5</sup> The proposal relating to the fee is contingent and not mandatory.

<sup>6</sup> If applicable.

<sup>7</sup> This certification may reach the Company also after the filing of the list provided this takes place by the deadline envisaged for the publication of the lists by the same (or rather within 21 days before the date envisaged for the shareholders’ meeting).

<sup>8</sup> If applicable.

<sup>9</sup> Of shareholder-individual or the legal representative of the shareholder-corporate body or, in both cases, an individual endowed with specific power of attorney (to be attached).