

Enclosure “**B**”

BOARD DIRECTORS - DECLARATION OF CANDIDATURE, ACCEPTANCE OF APPOINTMENT AND CERTIFICATION OF THE INEXISTENCE OF CASES OF INELIGIBILITY, FORFEITURE OR INCOMPATIBILITY, AS WELL AS POSSESSION OF THE REQUISITES LAID DOWN BY CURRENT PROVISIONS, INCLUDING REGULATORY

The undersigned _____, born in _____, on _____, resident in _____, nationality _____, tax code _____, in relation to the appointment of doBank S.p.A.’s Board of Directors on the agenda of the meeting called for 19 April 2018, at their own liability:

DECLARES

- that they irrevocably accept the candidature as member of doBank S.p.A.’s Board of Directors and that they irrevocably accept any appointment as Director;
- that they are not a candidate on any other list for the appointment as Director of doBank S.p.A.;
- that for the diligent performance of the duties deriving from the appointment as member of doBank’s Board of Directors, they are able to dedicate a suitable amount of time - having taken into account the nature of and commitments required, also in light of the operational complexity of the Bank and of other offices covered in companies or entities, as well as the commitments deriving from their work activities - and that they are aware of and observe the *Guidance on the qualitative and quantitative composition of the Board of Directors deemed optimum* approved by the Company’s Board of Directors, with specific reference to section 8. *Availability of time and accumulation of offices.*

With regard, amongst other aspects, to the provisions as per Articles 2382 and 2387 of the Italian Civil Code, Article 26 of Italian Legislative Decree No. 385 dated 1 September 1993, Article 147 *quinquies* of Italian Legislative Decree No. 58 dated 24 February 1998 (the “CFA”), the Decree of the Ministry of the Treasury, Budget and Economic Planning No. 161 dated 18 March 1998 and the Decree of the Ministry of Justice No. 162 dated 30 March 2000,

CERTIFIES

- the inexistence to their charge of causes of ineligibility, forfeiture and incompatibility, as well as that they possess the requisites laid down by current legislation and by the Articles of Association of doBank S.p.A. for covering the office of Director;
 - that they are not in one of the situations as per Article 2390 of the Italian Civil Code (unlimitedly liable partner or director or general manager in companies competing with doBank S.p.A., or performing on own account or for third parties activities competing with those exercised by doBank S.p.A.);
 - that they do not cover appointments in competing companies or groups of companies pursuant to Article 36 of Italian Decree Law No. 201/2011, converted by Italian Law No. 214/2011), operating within the credit, insurance and financial market;
- or*
- that they do cover appointments in competing companies or groups of companies pursuant to Article 36 of Italian Decree Law No. 201/2011, converted by Italian Law No. 214/2011), operating within the credit, insurance and financial market with reservation to communicate the option exercised for the purpose of not being restricted within 90 days of possible appointment.

With reference to Article 13 of doBank S.p.A.'s Articles of Association, Article 3 of the Corporate Governance Code approved by the Corporate Governance Committee (the "**Code of Conduct for listed companies**"), as well as Articles 147 *ter*, point 4, and 148.3 of the CFA,

DECLARES

- | | |
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| <input type="checkbox"/> that they are possession of | <input type="checkbox"/> NOT in possession of |
| the independence requisites envisaged by Article 13 of doBank's Articles of Association and Article 3 of the Code of Conduct for listed companies; | |
| <input type="checkbox"/> that they are possession of | <input type="checkbox"/> NOT in possession of |
| the independence requisites envisaged by Article 148.3 of the CFA; | |

Furthermore, the undersigned:

- **UNDERTAKES** to promptly inform doBank S.p.A. of any change with respect to the matters declared above and the produce, upon the request of the Company, the documentation suitable for confirming the veracity of the information declared;
- having acknowledged the disclosure pursuant to Article 13 of Italian Legislative Decree No. 196 dated 30 June 2003 indicated below, **AUTHORISES** the publication of the data indicated above and the information on the personal and professional characteristics contained in the curriculum vitae, on the so-called "profile form" (Enclosure "**D**") and in the list of the appointments covered care of other companies attached to this declaration.

Date _____

Signature _____

Enclosures:

- Curriculum vitae (in Italian and English – in compliance with the indications as per Enclosure "**C**")
- List of the appointments covered care of other companies (in Italian and English)
- Profile form (Enclosure "**D**")

DISCLOSURE (pursuant to Article 13 of Italian Legislative Decree No. 196/2003)

doBank S.p.A., with headquarters in Piazzetta Monte 1, Verona, Italy, hereby informs you, in its capacity as Data Supervisor, that the personal data provided by the undersigned will be processed in compliance with the provisions of Italian Legislative Decree No. 196/2003 for the checking of the requisites necessary for undertaking the office of Director of doBank S.p.A., both by means of IT procedures and possibly care of the competent administrative authorities for the purpose of checking the veracity of the same. This processing does not require your consent.

Furthermore, with your consent, doBank S.p.A. will publish your details on the website www.dobank.com along with the information on the personal and professional characteristics contained in your curriculum vitae and in the list of the appointments covered care of other companies, attached to this declaration.

doBank S.p.A. also informs you that you are due rights such as that of obtaining the cancellation, updating, adjustment and supplementing of your data as well as that of opposing - for legitimate reasons - the processing of the same; in the case of need, you can contact the following:

doBank S.p.A. - Complaints Management Team, Piazzetta Monte 1 - 37121 Verona

Tel. No. 800 44 33 94 (option 6 – Complaints Unit) Fax No. + 39 045 8009872

E-mail account: corrispondenzasensibile@doBank.com