

**FRAMEWORK LETTER FOR FILING THE LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS**

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 Statutory Auditors of doBank S.p.A., pursuant to Article 23 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:

3. Appointment of Board of Auditors for 2018 – 2020 financial years;
  - 3.1 Appointment of three statutory auditors and two alternate auditors;
  - 3.2 Appointment of Chairman of the Board of Auditors;
  - 3.3 Determination of fee for members of Board of Auditors,

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 duly noted** 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 Statutory Auditors;
- **presents (*present*)**, in accordance with Article 23 of the Articles of Association, and with reference to section 3.1 of the Agenda, the attached list, divided into two lists, respectively of n. \_\_\_\_\_ and of n. \_\_\_\_\_ candidates<sup>1</sup>, listed by means of consecutive number with indication - in the first list - of the candidates to the office of Standing auditor and - in the second list - the candidates to the office of Alternate auditor;
- **certifies (*certify*)**, in this connection, that the:
  - (i) each list for the appointment as Standing auditor and Alternate auditor presents a number of candidates belonging to the least represented gender which ensures, within the sphere of said list, the observance of the balance between genders at least to the minimum extent required by current legislation, including regulatory;
  - (ii) at least the first two candidates for the office of Standing auditor and at least the first candidate for the office of Alternate auditor indicated on the respective lists are enrolled in the register of official auditors and have carried out official accounts auditing activities for a period no less than three years;
- **proposes (*propose*)**, also in accordance with the matters envisaged by Article 2.13 of the current Articles of Association, and with reference to point 3.3 of the Agenda, to establish the fee due to the members of the Board of Statutory Auditors and the fee pertaining to the Chairman of the Board of Statutory Auditors as follows: <sup>2</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>3</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>4</sup>;
- 3) declaration relating to the existence or absence of relationships linking the same<sup>5</sup> (Enclosure “**A1**”);
- 4) declaration by means of which each candidate accepts their candidature to the office of member of the Board of Statutory Auditors, declares the inexistence of causes of ineligibility and incompatibility, the possession of the professionalism, good-standing and independence requisites envisaged for the

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<sup>1</sup> Each list which the list is divided up into will have to respectively indicate up to three candidates for the office of Standing auditor and up to two candidates for that of Alternate auditor.

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

<sup>3</sup> Possible

<sup>4</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>5</sup> If applicable.

Auditors by legal, regulatory and article of association provisions, accompanied by in-depth disclosure on their personal and professional characteristics (curriculum vitae), as well as the list of the management and audit appointments recovered care of other companies (Enclosure “**B1**”).

Yours sincerely,

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*(signature<sup>6</sup>)*

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<sup>6</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).