

Enclosure "B1"

AUDITORS - 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 Statutory Auditors on the agenda of the meeting called for 19 April 2018, at their own liability:

DECLARES

- that they put themselves forward/irrevocably accept the candidature as standing member of doBank S.p.A.'s Board of Statutory Auditors and that they irrevocably accept any appointment as Auditor;
- that they are not a candidate on any other list for the appointment as member of the Board of Statutory Auditors of doBank S.p.A.;

With regard, amongst other aspects, to the provisions as per Article 26 of Italian Legislative Decree No. 385 dated 1 September 1993, Article 148 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, the Supervisory Instructions regarding corporate governance for banks (Bank of Italy Circular No. 285/2013, Part I, Title IV, Chapter I, Section III, paragraph 3.2) and Article 23 of doBank S.p.A.'s Articles of Association

CERTIFIES (CERTIFY)

- 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 Auditor;
 - 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.

DECLARES

- that they are enrolled in the Register of Official Auditors and have carried out official auditing activities for a period of no less than three years/
[enrolment in the Register: No. _____; period activities carried out: from _____ (month/year) to _____ (month/year)]
- that they are NOT enrolled in the Register of Official Auditors OR have NOT carried out official auditing activities for a period of no less than three years, but possess the professionalism requisites as per Article 23 of the Articles of Association and Article 1 of Italian Ministerial Decree No. 162, in

particular having gained overall experience of at least three years in the exercise of one or more of the following activities:

- a) professional activities as business accountant or lawyer provided mainly in the banking, insurance and financial sectors:

[indicate the firm and the period covered]

- b) permanent university lecturing activities on subjects concerning - in the legal field - banking, mercantile, tax law as well as financial markets and, - in the economic/financial sphere - banking techniques, business economics, accounting, stock market economics, international financial markets economics, business finance:

[indicate the subjects lectured, the related University and the period covered]

- c) executive functions care of public bodies or public administration authorities operating in both the lending, financial or insurance sector, and in that for the provision of investment services or collective asset management, as both defined by the CFA:

[indicate the function covered, the related entity and the period covered]

With reference to Article 23 of doBank S.p.A.'s Articles of Association, Article 8 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,

- that they are in possession of the independence requisites envisaged by Article 148.3 of the CFA; and
- that they are in possession of the independence requisites envisaged by Article 8 of the Code of Conduct for listed companies;
- that they are NOT in possession of the independence requisites envisaged by Article 8 of the Code of Conduct for listed companies;

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, 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)
- List of the management and audit appointments covered care of other companies (in Italian and English)

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