

DOBANK S.P.A. - WITHDRAWAL STATEMENT

REGISTERED LETTER (*LETTERA RACCOMANDATA*)

Or

Certified email (*posta elettronica certificata*) to: dobank.pec@actaliscertymail.it

(to be send by and no later than 6 June 2019)

(Anticipated via email to: "coraffairs@dobank.com")

**doBank S.p.A.
Corporate Secretariat, Piazzetta Monte 1
37 121 Verona**

RE: Exercise of withdrawal right in accordance with Art. 2437, paragraph 1, letter (a) of the Italian Civil Code - Withdrawal Statement

IF A NATURAL PERSON SHAREHOLDER

The undersigned, born in on resident in..... (*city*), at (*address*), domiciled (if different from the residence) in (*city*), at (*address*), fiscal code, telephone no. email address¹.

IF A LEGAL PERSON SHAREHOLDER

The undersigned *..... in the capacity of legal representative of the company *....., based in *..... (*city*), at (*address*), tax code/VAT no. *....., telephone no. email *....., registered at no. of the Companies Register of²

HAVING ACKNOWLEDGED THAT

- by resolution of the Extraordinary Shareholders' Meeting of doBank S.p.A. ("**doBank**" or the "**Company**") held on 5 March 2019 and registered at the Companies Register of Verona on 22 May 2019, the amendment proposals were approved in relation to Articles 1, 2, 4, 6, 7, 11, 13, 14, 16, 17,

¹ In the case of co-ownership of shares for which no joint representative has been appointed pursuant to Article 2347 of the Italian Civil Code, the details and signature of all registered shareholders are required, by expanding this form or by completing an additional form.

² In the case of co-ownership of shares for which no joint representative has been appointed pursuant to Article 2347 of the Italian Civil Code, the details and signature of all registered shareholders are required, by expanding this form or by completing an additional form.

21, 23 and 24 of the by-laws (the “**Amendment to the by-laws**”) including the change to the corporate purpose indicated in Article 4 of the aforementioned by-laws (the “**Resolution**”);

- the text of the by-laws as most recently amended by notary deed at the request of the Bank of Italy was the subject of the Assessment Order issued pursuant to Art. 56 and 61(3) of Italian Legislative Decree no. 385/93, thus proceeding with the enrolment (*iscrizione*) on 22 May 2019 of the Resolution and the by-laws n at the Companies Register of Verona;
- on 22 May 2019 the Company published a notice addressed to the shareholders also in accordance with Art. 84 of Consob Regulation adopted by resolution no. 11971/99 in which it communicated the methods for exercising the Right of Withdrawal and the conditions to which the effectiveness of the Amendments to the by-laws are subject;
- the holders of doBank ordinary shares who have not taken part to the adoption of the Resolution (namely, shareholders who did not participate at the Shareholders' Meeting or who voted against the resolution proposal or who abstained from voting) are entitled to exercise the right of withdrawal from doBank in accordance with Art. 2437, paragraph 1, letter a) of the Italian Civil Code (the “**Withdrawal Right**”);

DECLARES

- to be the owner of no. _____ (*specify number of ordinary shares in relation to which the Withdrawal Right is intended to be being exercised*) doBank ordinary shares (the “**Ordinary Shares**”);
- that the Ordinary Shares are³:
 - all free from pledges or other restrictions/liens in favour of third partiesor, alternatively;
 - subject to pledge/usufruct/swap; to such end , as a condition for the purposes of the validity and admissibility of the exercise of the Withdrawal Right, a specific declaration is attached, rendered by the entity in favour of whom the restriction is constituted on the Ordinary Shares, attesting that that entity has provided its irrevocable consent to the liquidation of the Ordinary Shares affected by the withdrawal and the consequent payment of the withdrawal in accordance with the instructions of the withdrawing shareholder, essentially according to the formulation indicated in Annex A;
- that the Ordinary Shares are registered in securities account no. _____ at the intermediary _____ (the “**Intermediary**”);
- that the Ordinary Shares have been owned by the undersigned from before the opening of the Extraordinary Shareholders' meeting convened for the approval of the Amendments to the by-laws (*i.e.* 5 March 2019) until today's date and that, after that date, they have not formed and will not form the subject of sale as they are “unavailable” until the closure of the withdrawal procedure;
- not to have contributed to the aforementioned Resolution;
- to be aware that the liquidation value of the shares for which the Withdrawal Right is exercised was determined in accordance with Art. 2437-ter, paragraph 3 of the Italian Civil Code in the amounting of Euro 9.832 for each share (“**Liquidation Value**”) and that that sum will only be paid at the end of the liquidation process envisaged by the regulations in force, in accordance with what is indicated in the Explanatory Report dated 25 January 2019 concerning the Amendments to the by-laws,

³ Tick the box that corresponds to the “status” of the Withdrawn Shares and, if appropriate, attach the necessary documentation for the purposes indicated above.

drafted in accordance with Article 125 of Italian Legislative Decree no. 58/1998 by the Board of Directors of the Company (the “**Explanatory Report**”);

- to have proceeded - or will proceed - to request from the Intermediary indicated above the transmission to the Company of the communication (the “**Communication**”) referred to in Article 83-*quinquies*, paragraph 3 of Italian Legislative Decree no. 58/1998, and Art. 43 of the Single Regulation on Post Trading issued by Consob and the Bank of Italy on 13 August 2018 certifying:
 - the uninterrupted ownership, for the withdrawing shareholder, of the Ordinary Shares in relation to which the Withdrawal Right is exercised commencing from before the opening of the Extraordinary Shareholders' Meeting for the approval of the Amendments to the by-laws (*i.e.* 5 March 2019) until the date of actual exercise of the Withdrawal Right;

AND REQUESTS

that the Company, subject to verifying the regularity of this Withdrawal Statement and subject to receiving the Communication, liquidates the Ordinary Shares and proceeds with the payment of the respective Liquidation Value according to the provisions of Art. 2437-*ter* of the Italian Civil Code, crediting the respective amount to the bank account with IBAN code _____ at _____ the intermediary _____ Branch No. _____ in _____ at _____.

ALSO DECLARES TO BE AWARE OF AND TO ACCEPT THAT

- this Withdrawal Statement, under penalty of inadmissibility, must be sent to doBank S.p.A., Corporate Secretariat, Piazzetta Monte, 1 – 37121 Verona, by means of registered letter (*lettera raccomandata*), or via certified email (posta elettronica certificata)(PEC) (to the address dobank.pec@actaliscertymail.it) **by and no later than 06 June 2019** (included). In all cases, those entitled to exercise the right are requested to send the Withdrawal Statement in advance by e-mail to the following address: “coraffairs@dobank.com”. For the purpose of the regularity of this Withdrawal Statement, the date of the postmark will be relied upon (in case of registered letter) or date of transmission of the Withdrawal Statement in the event of submission via certified email (PEC). Withdrawal Statements sent after the deadline indicated above or not in compliance with the terms and modalities described, and/or not sent to the addresses indicated above, and/or not having the necessary information or documents, or not accompanied in a timely manner by the Communication, will be considered inadmissible;
- it is the responsibility of the undersigned to ensure the correctness of the information contained in the Withdrawal Statement and to ensure that the Intermediary submits to the Company the Communication;
- doBank does not accept any liability with regard to the above points;
- in accordance with the provisions of Art. 2437-*bis* of the Italian Civil Code and the existing regulatory provisions, the issuance of the Communication is accompanied by the freeze (*blocco*) on the Ordinary Shares by the Intermediary itself until the completion of the liquidation procedure;
- as indicated in the Explanatory Report⁴, starting from the receipt of the Withdrawal Statement, the withdrawing shareholders will not be entitled to exercise the financial rights relating to the Ordinary Shares subject to withdrawal (therein including, for clarity, the right to receive any dividend whose payment occurs after the exercise of the Withdrawal Right);

⁴ That documentation is available for consultation on the internet website www.dobank.com, section “*Governance / Shareholders' Meeting 5 March 2019*”.

- also in accordance with the provisions of Regulation EU 2016/679, the personal data indicated in this Withdrawal Statement will be processed using IT and electronic procedures for purposes directly related and instrumental to the exercise of the Withdrawal Statement.

Yours faithfully.

Place and date

Signature

ANNEX A

DEED OF CONSENT TO RELEASE OF PLEDGE OR OTHER RESTRICTIONS/LIENS ON SHARES

The undersigned:

- **[[company name]**, a company incorporated in accordance with the law [●], having its registered office in [●], registered at the [Companies Register] of [●] at number [●]]⁵
- **[[Full name of natural person]**, born in [●] on [●], fiscal code number [●]]⁶,

in his/her capacity as⁷ _____ of [*indicate name of shareholder constituting the pledge or holder of another restriction*] in accordance with the contract dated [date] (the “**Pledge Contract**”) constituting a pledge on / ownership of _____ (*specify any other restriction on the shares*) over no. [●] Ordinary Shares of doBank S.p.A. (the “**Shares**”), a joint stock company incorporated in Italy, with registered office in Piazzetta Monte 1, 37121, Verona, registered at the Companies Register of Verona at no. 00390840239, VAT No. 02659940239, share capital of Euro 41,280,000.00 (“**doBank**”), hereby

irrevocably declares

- (a) to consent to the unconditional and full release and cancellation of the pledged guarantee and/or other restriction constituted in its favour on the Ordinary Shares in accordance with the Pledge Contract ;
- (b) to authorise the constitutor of the Pledge Contract / _____ (*specify any other restriction on the shares*), doBank and any interested third party to complete any necessary formality to finalise this deed and the release and cancellation of any restriction/lien burdening the Shares; and
- (c) to consent to the liquidation of the Shares and the payment in favour of [*indicate name of the shareholder constituting the pledge*] _____ consequent to the withdrawal of the same as doBank shareholder in conformity with the instructions of the same.

This deed is governed by and must be interpreted according to Italian law.

[place], [date]

[pledged creditor or holder of another restriction]

⁵ Formulation to be used if the pledged creditor is a legal person.

⁶ Formulation to be used if the pledged creditor is a natural person.

⁷ Pledged creditor or holder of other restriction (to be indicated)