



INFORMATION DOCUMENT

on the 2019 financial instruments-Based Incentive Plan

Share-Based Incentive Plan

Drafted in accordance with Art. 84-bis and Schedule 7 of Annex 3A of the Regulation adopted with CONSOB Resolution 14 May 1999 no. 11971 as amended and supplemented, in implementation of Art. 114-bis of Italian Legislative Decree 24 February 1998, no. 58

Issuer: **doBank SpA**

Website: www.dobank.com

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GLOSSARY

Accrual Period	Means the time period at the end of which there will be an assessment of the performance targets on which the attribution of any variable component of Remuneration is based.
Adjusted EBITDA	EBITDA value adjusted by losses, even expected, through the determination of financial statements adjustments and risk components quantified in the calculation of the overall internal capital at the ICAAP.
Bonus Pool	Means the total amount of variable remuneration.
Parent Company or doBank	Means doBank S.p.A.
Subsidiaries	Means the financial and/or instrumental companies included in the doBank Group.
Managers with Strategic Responsibilities	Means the persons defined as such in Annex 1 of CONSOB Regulation no. 17221 dated 12 March 2010 containing provisions on transactions with related parties, as amended. The Managers with strategic responsibilities bound by subordinate employment relationships with doBank or with another Group Company form part of the category of Material Risk Takers.
Asset Managers	Means the set constituted by Personnel of the Parent Company and the Subsidiaries who perform credit recovery activities, including the heads of the recovery structures.
doBank Group or Group	Means the doBank banking group, defined in conformity with Art. 60 of the Consolidated Banking Law and Circ. 285/2013, Part I, Title IV, Chap. 2, Sect. II.
Material Risk Takers	Means the categories of persons whose professional activity has or may have a significant impact on the Group's risk profile, identified in these Policies.
2019 Incentive Plan	Means the share-based incentive plan of doBank S.p.A. subject to this information document and aimed at key resources and additional selected resources.
2019 Incentive Plan for Asset Managers	Means the share-based incentive plan of doBank S.p.A. subject to this information document and aimed only at Asset Managers.

Remuneration and incentive policies	Means the Group's remuneration and incentive policies, or Section I of the document "Remuneration and Incentive Policy of doBank S.p.A." approved by the Shareholders' Meeting on 17 April 2019.
Upfront share	Means payments that are made immediately after the assessment period and that are not deferred.
Issuers' Regulation	Means CONSOB Regulation adopted with resolution no. 11971 dated 14 May 1999 as updated.
Remuneration	Means any form of payment or benefit paid, directly or indirectly, in cash, financial instruments or in kind (<i>fringe benefits</i>), in exchange for work performances or professional services rendered by Personnel to doBank or to other Group companies. Marginal payments or benefits, granted to Personnel on a non-discretionary basis, that fall within a general policy of the Group and that do not produce effects on the level of incentives to recruitment or control of risks may not be included.
Retention	Means the period of time after the accrual of the instruments granted by way of variable remuneration during which they may not be sold and may not be disposed of.
Consolidated Banking Law	Means the "Consolidated Banking Law" issued with Italian Legislative Decree 1 September 1993, no. 385 as updated.
Key Resources	They are resources, identified by the Managing Director from among the Material Risk Takers, with the support of the Human Resources Department, who have key roles in pursuing the business lines. The Board of Directors, subject to the opinion of the Remuneration Committee, is informed of the respective remuneration structure. They may be recipients of an opportunity of variable remuneration higher than 1:1 compared to the fixed remuneration and, in any case, less than 2:1, in line with the approval of the Shareholders' Meeting on 21 June 2017.
Additional "selected resources"	They are resources, not belonging to the perimeter of Material Risk Takers, identified by the Managing Director with the support of the Human Resources Function, with responsibility for the planning initiatives in progress.
Vesting	Means the time the member of Personnel becomes the legitimate owner of the variable remuneration paid, irrespective of the instrument used for payment or whether or not the payment is subject to retention or to ex post correction mechanisms.

1. Recipients

1.1. Indication of the recipients who are members of the board of directors or management board of the issuer financial instruments, of parent companies of the issuer and of companies controlled by it, directly or indirectly:

2019 Incentive Plan:

The Beneficiaries of the Plan include the Chief Executive Officer of doBank S.p.A., Andrea Mangoni.

In addition, the Beneficiaries of the Plan also include Carlo Vernuccio, Chief Executive Officer of Italfondario S.p.A., Marzia Ostuni, Chief Executive Officer of doSolutions S.p.A. and Giovanna Aguiari, Sole Director of doData S.r.l., all controlled by doBank S.p.A..

Any other Beneficiaries will be indicated, following approval of the plan by the Shareholders' Meeting and by the BoD of doBank.

2019 Incentive Plan for Managers:

Criterion not applicable

1.2. Categories of employees or collaborators of the financial instruments issuer or subsidiaries of that issuer:

2019 Incentive Plan:

The Beneficiaries of the Plan, in addition to the persons mentioned in point 1.1, include:

- “key resources” for the pursuit of the business guidelines, belonging to the material risk takers; the key resources are also identified among the managers with strategic responsibilities;
- additional “selected resources”, not belonging to the category of material risk takers, responsible for planning specific initiatives that are in progress

2019 Incentive Plan for Asset Managers:

The Beneficiaries of the Plan belong to the category of Asset Managers.

1.3. Indication of persons who benefit from the plan belonging to the following groups:

- a) general managers of the financial instruments issuer

The figure of General Manager is not currently present in doBank S.p.A.

- b) other managers with strategic responsibilities of the issuer of financial instruments which is not of “small dimensions”, in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 dated 12 March 2010, if they have received during the financial year an overall remuneration (obtained by adding the cash components and the components based upon financial instruments) greater than the highest compensation attributed to the members of the Board of Directors, or the management board and to the general managers of the financial instruments issuer

The recipients of the Plan do not include Managers with strategic responsibilities of doBank S.p.A. who, during 2018, have received total remuneration higher than the highest overall remuneration among those attributed to the members of the Board of Directors of doBank S.p.A..

- c) natural persons controlling the share issuer, who are employees or who provide collaboration activity in the share issuer

Criterion not applicable for both plans.

1.4. Description and numerical indication, separated by categories:

- a) of managers with strategic responsibilities other than those indicated in letter b) of paragraph 1.3;

The recipients of the 2019 Incentive Plan include:

- 5 managers with strategic responsibilities belonging to the perimeter of "key resources" as defined above; the perimeter also includes Carlo Vernuccio, Chief Executive Officer of Italfondario S.p.A., and Giovanna Aguiari, Managing Director of doData S.r.l., all controlled by doBank S.p.A.

b) in the case of companies of "smaller dimensions", in accordance with Article 3, paragraph 1, letter f), of Regulation no.17221 dated 12 March 2010, the indication in aggregate of all employees with strategic responsibilities of the issuer of financial instruments;

doBank – in accordance with Article 3, paragraph 1, letter f) of Regulation no.17221 dated 12 March 2010 – is qualified as a bank of "smaller dimensions" (Gross revenues at 31 December 2018 equal to 233,505,261.87 Euros and consolidated assets of 317,037,000.00 Euros).

There are 5 managers with strategic responsibilities benefiting from the 2019 Incentive Plan, as mentioned in criterion a).

c) of any other categories of employees or collaborators for which differentiated characteristics of the plan are provided (for example, executives, middle managers, employees etc.).

2019 Incentive Plan:

The Board of Directors of doBank S.p.A. may identify as Beneficiaries of the 2019 Share-Based Incentive Plan, additional "selected resources", not belonging to the category of material risk takers, up to a maximum of 2 resources, with responsibility for planning specific initiatives in progress. At the date of preparing this Information Document, the information relating to the number of Beneficiaries to which the Rights will be attributed (except as already indicated above) is not available as the Board of Directors of the Company will proceed, at the delegation of the Ordinary Shareholders' Meeting, to identify the Beneficiaries of the rights, having consulted the Remuneration Committee.

2019 Incentive Plan for Asset Managers:

The Board of Directors of doBank S.p.A. may identify, as Beneficiaries of the 2019 Share-Based Incentive Plan for Managers, employees in the category of Asset Managers with the aim of incentivising the achievement of economic-financial objectives and retaining the resources operating in the core business also in light of the increasingly challenging competitive context. At the date of preparation of this Information Document, the information relating to the number of Beneficiaries to which the Rights will be attributed

(except as already indicated above) is not available as the Board of Directors of the Company will proceed, at the delegation of the Ordinary Shareholders' Meeting, to identify the Beneficiaries of the rights, having consulted the Remuneration Committee.

2. Reasons that motivate the adoption of the plan

2.1. the objectives to be achieved by attribution of the plans:

The remuneration strategy for 2019 is part of the consolidation of the overall actions started during 2018, aimed at transforming the business model and supporting the creation of value over time, in line with the 2018-2020 plan, for shareholders, investors and, in general, the economic system in which doBank operates. The doBank Group intends to continue strengthening its role as a leader in the non-performing loan management sector by continuing to:

- increase the volumes and profitability of its core business in the servicing segment;
- expand its activities in the Ancillary Products sector
- jointly invest in selected opportunities of securitisations of non-performing loan portfolios.

The 2019 business objectives are developed in support of fundamental guidelines for the sustainability of the performance over time:

- Achievement of the economic-financial results illustrated in the 2018-2020 strategic plan to strengthen and increase attractiveness towards institutional investors;
- Expansion of the Group's profitability trends to support growing value in the long-term in an increasingly challenging competitive environment, also through paths of internationalisation.

In this context, the 2019 Incentive Plan and the 2019 Incentive Plan for Asset Managers aim to:

- align the interests of management, managers and the Group with those of investors;
- create value over time for all stakeholders;
- incentivise the achievement of the expected results in view of opportunities arising out of the relevant regulatory environment in Europe;

- attract, retain and motivate the employees with distinctive skills for pursuing the company's growth and business goals.
- enhance the loyalty of the persons falling within the perimeter of Material Risk Takers for the pursuit of the strategic goals and the managers relating to the business of doBank.

With detail:

- of the reasons and criteria at the basis of which the issuer has decided to establish a given ratio between incentivising remuneration based upon financial instruments and other components of overall remuneration;
- of the purposes of the long-term incentive system;
- of the criteria for defining the timeframe at the basis of the incentive systems.

Share-based plans present different characteristics based upon the following categories of beneficiaries:

- Chief Executive Officer
- Key resources
- Additional "selected resources"
- Asset Managers

The differentiation of the characteristics of the Incentive Plans based upon the category of beneficiaries has the aim of paying greater attention to the variable remuneration of persons with a greater and more direct impact on the business in order to direct their behaviours towards strategic objectives and to discourage excessively risky conduct aimed at the short-term.

In particular, for the categories of beneficiaries identified above, it has been established that the maximum limit of the incidence of variable on fixed remuneration is established:

- for the Chief Executive Officer at 2:1;
- for the "key resources" at 2:1;
- for the additional "selected resources" at 2:1;
- for the Asset Managers usually 1:1, with the possibility of providing up to a maximum of 1.5:1 if the integration of the share component involves exceeding 1:1.

2019 Incentive Plan:

For the Chief Executive Officer, as the main person responsible for the overall performance of doBank S.p.A. and in order to create full alignment between his remuneration and the interests of the shareholders, it has been established to pay the entire sum of the incentive deriving from the Incentive Plan in doBank S.p.A. shares. The number of shares is defined - in respect, in the attribution phase, of the maximum limit of

2:1 in the ratio between variable and fixed remuneration - based upon the average of the share value in the 3 months preceding the Board of Directors' meeting attributing the incentive.

In addition, the Incentive plan for the Chief Executive Officer , upon achieving the assigned objectives, is paid:

- for 40% upfront, subject to two years of Retention, and
- for 60% deferred pro rata over five years (20%, 10%, 10%, 10%, 10%), subject to 1 year of Retention,

The deferred shares are subject to malus rules. There are also claw-back clauses which may be activated up to 7 years from the attribution of the incentive.

The described characteristics support a strong alignment between the medium to long-term objectives of the doBank group, the interests of the shareholder and investors and the variable remuneration of the CEO.

For the “Key resources” and the additional “selected resources”, 50% of any bonus attributed upon achieving the objectives defined in the Incentive Plan will be paid in doBank S.p.A. shares and the remaining 50% in cash. The definition of the number of rights occurs after verifying the achievement of the results, using, specifically, the average of the share values in the 90 days prior to the Board of Directors' meeting which resolves on the achievement of the objectives and the exceeding of the access conditions. The actual attribution, having verified the achievement of the performance objectives and the other defined conditions, occurs in respect of the maximum limit of the ratio between variable and fixed remuneration in light of the regulatory provisions in that regard.

The Incentive Plan for the "key resources" and the additional “selected resources” upon achieving the assigned objectives, is paid:

- 60% upfront, subject to two years of Retention;
- 40% deferred pro rata over three years (20%, 10%, 10%), subject to one year of Retention.

The deferred shares are subject to malus rules. There are also claw-back clauses that can be activated up to 5 years from the attribution of the incentive.

Even in the case of the introduction of a deferred share, the aim is to align the interests of that category of resources with the medium to long-term objectives of the doBank group and, therefore, the shareholders and investors.

With reference to the Key Resources and the additional “selected resources”, the payment methods of the variable component described are applied if the variable sum accrued individually is higher than 40,000 Euro (known as “relevant threshold”). For values lower than that threshold, the variable component is paid in cash and in a lump sum - by the end of July after the accrual period - as the shares resulting from the application of the deferment mechanisms, payment in shares and retention would be very

insignificant, both in absolute terms and respective terms compared to the overall remuneration received, to the point of invalidating the inspiring principle of the mechanism (correlation between amount of bonus and assumption of risks).

In light of the definition contained in Art. 84-bis of the Issuers' Regulation, it is noted that the Plan, considering the type of Beneficiaries, presents characteristics of a "Significant Plan".

2019 Incentive Plan for Asset Managers:

The actual attribution of the plan is related to the achievement of the performance objectives and the other conditions defined in the remuneration and incentive policy, in respect of the maximum limit of the ratio between variable and fixed remuneration in light of the regulatory provisions in that regard. The structure of the objectives and the payment methods, including any deferment payment systems and retention periods, will take account of the strategic priorities of doBank and an overall long-term view, in respect of criteria of correctness. Any deferred shares will be subject to malus rules and the entire variable remuneration is subject to claw-back.

In relation to the 2019 Incentive Plan for Asset Managers, this Information Document may be updated and/or supplemented, in accordance with Art. 84-bis, paragraph 5 of the Issuers' Regulation, with the information not currently available, in the phase of implementing the Plan itself and, in any case as soon as it becomes available.

At present, there are no long-term incentive systems, considering the characteristics of the overall incentive systems, including the 2019 Incentive Plans described in this report, whose specific aspects guarantee alignment between variable remuneration and medium to long-term objectives, and the MBO system, intended for the remaining material risk takers and additional resources, whose specific aspects guarantee alignment between variable remuneration and short-term objectives.

2.2. key variables, even in the form of performance indicators considered for the purposes of attributing the plans based upon financial instruments:

2019 Incentive Plan:

The activation of the Incentive Plan for the three categories of Beneficiaries is subject to exceeding, at Group level, the access conditions of profitability, capital and liquidity, measured through the following indicators "gates" (or "entry gates"):

- Consolidated EBITDA at least equal to 90% of the lesser between what was defined during the strategic and operational planning and 64 million Euros;

- CET1 Ratio at least equal to the tolerance defined within the risk appetite framework;
- LCR Ratio at least equal to the tolerance defined within the risk appetite framework.

Even if just one of the Group entry gates is not achieved, no incentive may be paid, irrespective of the individual performance. The actual amount of variable remuneration attributed is correlated to the level of achievement of the assigned objectives.

2019 Incentive Plan for Asset Managers:

The activation of the Incentive Plan for Asset Managers is subject to exceeding the entry gates defined in the remuneration policy, coherently with the regulatory provisions on capital stability and liquidity. The actual amount of variable remuneration attributed is related to the level of achievement of the assigned objectives considering a long-term timeframe.

Any failure to achieve the entry gates involves the cancellation of the payment, irrespective of the individual performance.

For both plans:

The size of the Bonus Pool is defined during the budgeting process, taking account of the capitalisation and liquidity targets of the Parent Company and of each individual Company. Therefore, the maximum amount of the variable remuneration component that can be paid is determined ex ante by the Parent Company, also in accordance with defined qualitative objectives. The same constitutes one of the parameters for defining the actual economic provisioning as part of the operational planning at consolidated level and at the level of each individual Group company.

At the beginning of the following year, once the individual and overall performances have been verified, the Human Resources Function determines the total Bonus Pool resulting from assigning variable remuneration related to all systems described, and it asks the Risk Management Function and Administration, Finance and Management Control Area to verify its sustainability with respect to overall income results and the risk management strategy.

The actual assignment is conditional upon meeting the conditions for accessing incentive systems.

With detail:

- of the indication of the factors, also in terms of performance, and the criteria used for identifying the particular characteristics relating to the methods of the remuneration based upon financial instruments;
- of the way in which such methods were identified in relation to the directors, general managers, managers with strategic responsibilities, other specific categories of employees or collaborators for which plans are scheduled with particular conditions or collaborators both of the listed company and of the related companies in a relationship of control;
- of the reasons at the basis of the choice of specific remuneration provided in those plans also in relation to the achievement of individual long-term objectives.

Having verified the achievement of the “entry gates” described in above point 2.2 the attribution of the incentive is subject to verifying the achievement of individual performances.

For the CEO, the performances are measured with reference to:

- Strategic objectives: EBITDA, GBV, development of new servicing contracts, service levels and strategic targets of operating excellence;
- Group sustainability: objectives linked to capital sustainability and alignment with the interests of shareholders.

For the “key resources” and the additional “selected resources” the performances are measured balancing profitability objectives with objectives related to the individual contribution to the path of transformation in progress, coherently with the risk management framework.

Upon activation of the “entry gates” and achievement of individual performance levels above the threshold, the bonus accrued is attributed to the Beneficiaries in doBank shares and, where envisaged, cash, according to the payment methods already described in point 2.1.

For the Asset Managers, upon activation of the “entry gates” and achievement of individual performances higher than the threshold level, the bonus accrued will be attributed to the Beneficiaries in doBank shares in line with the provisions of the remuneration policy and the applicable regulation. This Information Document may be updated and/or supplemented, in accordance with Art. 84-*bis*, paragraph 5 of the Issuers' Regulation, with the information currently not available, in the phase of implementation of the Plan itself and, in any case, as soon as it becomes available.

The ex post alignment to the risk of the Incentive Plan is guaranteed by the presence of malus clauses and claw-backs differentiated for the different categories of Beneficiaries, as described below.

Chief Executive Officer

The payment of deferred shares is also subject to the verification of the following malus conditions:

- 20% reduction if the adjusted EBITDA or the Core Tier 1 Capital Ratio estimated for ICAAP purposes is 25% lower than the values established at the end of the performance period. If this reduction is greater than 50%, the deferred shares will be reduced by 50%.
- 20% reduction for failure to respect the service levels;
- 100% reduction (zeroing of deferred shares) if one of the claw-back clauses (see below) occurs during the deferral period.

The values of these indicators are checked at 31 December of the year before the deferred share is vested.

Once the achievement of the above conditions has been checked, the payment of the deferred shares is also subject to the occurrence of the condition that the average market value of shares over the 3 months preceding vesting is at least equal to the price of shares on the listing date less 5% (Minimum Vesting Value). If on the vesting date, the Minimum Vesting Value has not been reached, vesting will be deferred by 12 months, after which, the condition will again be verified, and if again it has not been met, vesting will be deferred a further 12 months; if at this point (24 months after the original vesting date) the Minimum Vesting Value has not been reached, the corresponding deferred share will be cancelled.

In addition, after consulting with the Remuneration Committee, the Board of Directors may ask for the return of the variable remuneration assigned to the Managing Director in relation to the specific performance year, if, in relation to such year, the following are found within 7 years:

- behaviours resulting in a significant loss for doBank;
- violations of laws, regulations and internal procedures especially with regard to risk-related procedures;
- significant violations in the area of risk management processes;
- violations of the obligations in accordance with Article 26 or, when the person is an interested party, of Article 53, paragraphs 4 et seq. of the Consolidated Banking Law or the obligations on remuneration and incentives in the conduct of his role as Managing Director, in addition to the provisions related to market abuse and internal dealing;

- in the case of data relating to the activation gates, objectives or vesting conditions that are later found to be manifestly incorrect;
- fraudulent behaviour characterised by wilful misconduct or gross negligence to the detriment of doBank.

“Key resources” and additional “selected resources”

In respect of this category of Beneficiaries, the variable component of remuneration will not be paid upon the occurrence of the following conditions (malus):

- the Personnel member has determined or contributed to determining serious violations of the internal or external regulations leading to or possibly leading to a significant loss for doBank or for the Group;
- ascertainment, in the case of Personnel belonging to the category of company representatives, of violations of the obligations in accordance with Article 26 or, when the person is an interested party, of Article 53, paragraphs 4 et seq. of the Consolidated Banking Law or the obligations on remuneration and incentives, in addition to the provisions related to market abuse and internal dealing;
- ascertainment of fraudulent behaviours, wilful misconduct or gross negligence in detriment to doBank or to Group companies.

For the payment of the deferred shares, in addition, the achievement of the following gates relating to capital solidity and liquidity must be guaranteed with reference to the year prior to their Vesting period:

- CET1 Ratio at least equal to the tolerance defined within the risk appetite framework;
- LCR Ratio at least equal to the tolerance defined within the risk appetite framework.

The risk tolerance thresholds relating to CET1 and LCR are determined in a manner to incorporate sufficient profitability.

Upon the occurrence of one of the above conditions, the Board of Directors, having consulted the Remuneration Committee, may request, within 5 years from the attribution of the individual shares, the return of any sums already paid (claw-back).

Asset Managers

In respect of this category of Beneficiaries, the variable component of remuneration may not be paid upon the occurrence of one of the following conditions (malus):

- the Personnel member has determined or contributed to determining serious violations of the internal or external regulations leading to or possibly leading to a significant loss for doBank or for the Group;

- ascertainment of fraudulent behaviours, wilful misconduct or gross negligence in detriment to doBank or to Group companies.

For the payment of the deferred shares, in addition, the achievement of the following gates relating to capital solidity and liquidity must be guaranteed with reference to the year prior to their Vesting period:

- CET1 Ratio at least equal to the tolerance defined within the risk appetite framework;
- LCR Ratio at least equal to the tolerance defined within the risk appetite framework.

The risk tolerance thresholds relating to CET1 and LCR are determined in a manner to incorporate sufficient profitability.

Upon the occurrence of one of the above conditions, the Board of Directors, having consulted the Remuneration Committee, may request, within 2 years from the attribution of the individual shares, the return of any sums already paid (claw-back).

2.3. elements at the basis of determining the amount of remuneration based upon financial instruments, or the criteria for determining it:

As already specified, the size of the Bonus Pool is defined during the budgeting process, taking account of the capitalisation and liquidity targets of the Parent Company and of each individual Company.

Limits are defined to the bonus pool payable and stringent mechanisms of alignment to the risk ex ante are applied which involve the possibility of reducing (including cancelling) the bonus pool in the event of a failure to achieve the objectives, guaranteeing the sustainability of the Incentive Plans with respect to the financial and capital situation of the bank.

The actual assignment is conditional upon meeting the conditions for accessing incentive systems.

Mechanisms of alignment to the risk ex post are also provided, involving both the possibility of reducing (until zeroing) bonuses not yet paid (malus) and the return, partial or total, of bonuses already paid (claw-back).

From the perspective of the bonus opportunities of the Incentive Plans, as already specified in point 2.1 above, they are differentiated for categories of Beneficiaries, according to the following methods:

- CEO and "key resources", up to a maximum of 200% of the fixed remuneration;

- additional “selected resources”, up to a maximum of 200% of the fixed remuneration;
- Asset Managers, usually 1:1, with the possibility of proceeding up to a maximum of 1.5:1 if the integration of the share component involves the exceeding of 1:1

With detail:

- of the factors considered for deciding on the amount of remuneration;
- of the elements considered for the modification with respect to similar previous plans;
- of the way in which any remuneration achievable based upon those previous plans affected that decision;
- of the indications on the coherence between the elements at the basis of the determination of the remuneration and the established objectives.

Having verified the achievement of the “entry gates” and assessed the levels of achievement of the individual performances, the amount of the bonus correlated to the Incentive Plans is determined by the Board of Directors, with the favourable opinion of the Remuneration Committee, in respect of the limits and based upon the criteria determined in numbers 2.2 and 2.3.

2.4. the reasons at the basis of any decision to attribute remuneration plans based upon financial instruments not issued by the financial instruments issuer, such as financial instruments issued by subsidiaries or parent companies or third party companies with respect to the relevant group; if the aforementioned instruments are not traded on the regulated markets, information on the criteria used for determining the value attributable to them:

The plans do not envisage the assignment of financial instruments not issued by the Issuer doBank S.p.A.

2.5. assessments on significant implications of tax and accounting nature which affected the definition of the plans:

Despite doBank S.p.A. having performed assessments on the tax and accounting impact of the 2019 Incentive Plans, those implications were not deemed to be significant to the point of affecting the definition of the system itself.

2.6. any support of the plan by the Special Fund for Incentivising the Investment of Workers in Enterprises, indicated in Article 4, paragraph 112, of Italian Law 24 December 2003, no. 350:

The support of the Plans by the Special Fund for Incentivising the Investment of Workers in Enterprises is not envisaged, as indicated in Art. 4, paragraph 112 of Italian Law 24 December 2003, no. 350.

3. Approval process and timescale for assigning instruments

3.1. scope of powers and functions delegated by the shareholders' meeting to the Board of Directors for the purpose of implementing the plan;

The Report on the remuneration policy of Group personnel is submitted annually to the Ordinary Shareholders' Meeting, also with regard to the methods by which the policies previously resolved have been implemented. In that field, the Board of Directors is granted the right to define all technical profiles of detail functional to the implementation of the Plans, in respect of the terms and conditions established by the Shareholders' Meeting itself and illustrated in the Information Document and in compliance with existing provisions, adopting all the most appropriate interventions for the purposes of the effective functioning of the incentive instruments. The authorisation of the Shareholders' Meeting includes the right to dispose, in accordance with Art. 2357 ter of the Italian Civil Code, of the shares in the portfolio in order to implement the Plans by way of free assignment to the Beneficiaries.

3.2. indication of the entities instructed to administer the plan and their function and expertise;

Subject to the specific responsibilities of the Board of Directors and the Remuneration Committee, the Human Resources Function is instructed to administer the Plans.

3.3. any existing procedures for the revision of the plans also in relation to any changes of the basic objectives;

Without prejudice to the role of the Remuneration Committee and the Board of Directors also in the process of revision of the Plans, any variation of the objectives may occur only as part of the planning and budgeting processes. During the approval of the plans in financial instruments, the Shareholders' Meeting grants to the Board of Directors the

delegation to make the necessary adaptations, coherently with the provisions of the 2019 remuneration policy approved by the shareholders' meeting itself, taking account of the transformation of doBank into a servicing company no longer subject to the prudential supervision rules.

3.4. description of the methods by which to determine the availability and assignment of financial instruments on which the plans are based (for example: free assignment of shares, capital increases with exclusion of the right of option, purchase and sale of treasury shares).

Both Plans involve the free assignment of doBank S.p.A shares.

The shares in service of the plans will be made available using ordinary shares of doBank S.p.A. already in the Parent Company's portfolio.

It is specified that the purchase of treasury shares or the issuance of new shares, with capital increase, by the Company is not envisaged.

3.5. the role performed by each director in determining the characteristics of the cited plans; any occurrence of situations of conflicts of interest for the directors involved;

The Board of Directors has identified, with the favourable opinion of the Remuneration Committee, the essential elements of the Plans and has defined the proposal submitted to the Shareholders' Meeting considering the regulatory provisions in force at the time on remuneration and incentive policies of banks.

Since the potential beneficiaries of the 2019 Incentive Plan also include executive directors of doBank S.p.A., the latter did not take part in the board decision relating to the proposal of the Plan intended for them, after having complied with the legal provisions on the interests of the directors (Art 2391 of the Italian Civil Code).

3.6. for the purposes of the requirements of Art. 84-bis, paragraph 1, the date of the decision made by the competent body to propose the approval of the plans to the shareholders' meeting and any proposal of any Remuneration Committee;

The 2019 Incentive Plan and the 2019 Incentive Plan for the Asset Managers, whose implementation involves the assignment of doBank S.p.A. shares, were resolved by the

Board of Directors on 22 March 2019, with the favourable opinion of the Remuneration Committee on 21 March 2019.

3.7. for the purposes of the requirements of Art. 84-bis, paragraph 5, letter a), the date of the decision made by the competent body as to the assignment of the instruments and any proposal to the aforementioned body made by any Remuneration Committee;

The information required by Art. 84-bis, paragraph 5, letter a), currently not available, will be provided within the methods and terms provided by existing regulations.

Assignments of financial instruments occur, in fact, taking account of the access conditions at Group level and the performances achieved, in addition to the other criteria of the remuneration policies; therefore, the respective decisions may only be assumed upon the occurrence of those conditions.

3.8. the market price, registered on the aforementioned dates, for the financial instruments on which the plans are based, if traded on the regulated markets;

The market price registered at the date of the Remuneration Committee and at the date of the Board of Directors which approved the Incentive Plans (respectively 21 March 2019 and 22 March 2019) was, respectively, € 12,89 e €12,60.

In respect of the market price of the doBank share at the dates of assignment of the instruments by the Board of Directors, the same, when available, will be disclosed in the methods and terms provided by existing regulations.

3.9. for plans based upon financial instruments traded on the regulated markets, in what terms and according to what methods does the issuer take account, when identifying the timescale for assigning the instruments in implementation of the plans, of the possible time coincidence between:

- I. that assignment or any decisions assumed in that regard by the Remuneration Committee, and
- II. the dissemination of any significant information in accordance with Art. 114, paragraph 1; for example, if that information is:
 - a) not already public and likely to influence positively the market prices, or
 - b) already published and likely to influence negatively the market prices.

Communication was given to the market, in accordance with and for the effects of regulatory provisions and legislation, of the resolution by which the Board of Directors approved the proposal to be submitted to the Shareholders' Meeting.

In the phase of execution of the Plans, information will be given to the market, where required by the regulatory provisions and legislation in force each time.

4. Characteristics of the attributed instruments

- 4.1. description of the forms in which the remuneration plans based upon financial instruments are structured: for example, indicate if the plan is based upon the attribution of: financial instruments (so-called assignment of restricted stock); the increase in value of those instruments (so-called phantom stock); rights of option that allow for the subsequent purchase of financial instruments (so-called option grant) with settlement by physical delivery (so-called stock option) or cash based upon a differential (so-called stock appreciation right);**

The 2019 Incentive Plan is an annual variable incentive plan which involves the assignment of a variable remuneration opportunity structured for the Chief Executive Officer for 100% in doBank SpA shares and for the “key resources” and other selected resources for 50% in doBank SpA shares and for 50% in cash, both for the upfront component and deferred component, in the terms and conditions provided by the regulation and by the letter of assignment.

The 2019 Incentive Plan for the Asset Managers is an annual variable incentive plan which involves the assignment of a variable remuneration opportunity in shares for Asset Managers within a total limit of 100,000 shares relating to treasury shares already in the portfolio and intended for employee incentive systems. The individual assignments will take account of the performances actually achieved and will be implemented in any case within the maximum limit of variable on fixed remuneration defined by the 2019 remuneration policy.

For further details see paragraphs 2.1 and 2.2 of this document.

4.2. indication of the actual implementation period of the plan with reference also to any different cycles scheduled;

The actual implementation period of the Plans commences from 1 January 2019 (from which the measurement of the performance commences) up to the time of attribution of the last tranche of the incentive (excluding the Retention periods).

For the CEO , who is the beneficiary of the Plan for which the most significant deferment period is scheduled, the last tranche of the 2019 Incentive Plan will be attributed in 2025 to which a further year of retention must be added.

For the “key resources” and other “selected resources” the last tranche of the 2019 Incentive Plan will be attributed during 2023; in this case, for the portion in shares, a further one year retention period will be scheduled.

For the Asset Managers the actual implementation period of the plan will be defined by the Board of Directors, having consulted the Remuneration Committee, during the structuring of the detailed technical aspects. The last tranche of the plan is included by 2023, the date for the attribution of the last tranche of the Plan to the “key resources” and other “selected resources”. The shares will be subject to a further period of unavailability, in line with the regulatory provisions in that regard.

4.3. the expiry of the plan;

In light of what is specified in the above point, the expiry of the Plans is fixed - for the Managing Director – at 2025 (plus one further year of Retention) and - for the “key resources”, other “selected resources” and Managers – at 2023 (with application of Retention for the portion in shares).

4.4. the maximum number of financial instruments, even in the form of options, assigned in each tax year in relation to the named individuals and the indicated categories;

At present, it is not possible to indicate the number of doBank shares that will be assigned under the 2019 Incentive Plan, as their exact identification is conditional upon achieving the results scheduled for those Plans and the actual assignment of the bonus by the Board of Directors.

With reference to the 2019 Incentive Plan for the Asset Manager Managers, the maximum number of shares assignable is 100,000.

4.5. the implementation methods and clauses of the plan, specifying if the actual attribution of the instruments is subject to the occurrence of conditions or the achievement of certain results, even of performance; description of those conditions and results;

The actual attributions of the 2019 Incentive Plan and the 2019 Incentive Plan for the Asset Managers are subject to achieving the "entry gates" and the performance conditions described in point 2.2 for the different categories of beneficiaries of the Plans.

The achievement of the gates and performance conditions will be verified by the Board of Directors, with the support of the Remuneration Committee.

4.6. indication of any availability restrictions on the instruments attributed or on the instruments originating from the exercise of options, with particular reference to the deadlines by which it is permitted or prohibited to transfer the same later to the company itself or to third parties;

The doBank shares attributed with the 2019 Incentive Plan and with the 2019 Incentive Plan for Asset Managers are subject to a Retention period, subject to the need to satisfy tax requirements, amounting to:

- 2 years, for the upfront share, and 1 year, for the deferred shares, with reference to the CEO;
- 2 years, for the upfront share, and 1 year, for the deferred shares, with reference to the "key resources" and the other "selected resources".
- For the Asset Managers, during the structuring of the detailed technical aspects, the Board of Directors, having consulted the Remuneration Committee, will define any retention periods coherently with the regulatory provisions in that regard and in support of the plan objectives.

4.7. description of any termination conditions relating to the attribution of the plans if the recipients perform hedging operations that allow for the neutralisation of any prohibitions on sale of the assigned financial

instruments, even in the form of options, or of the financial instruments deriving from the exercise of those options;

In light of the regulatory provisions and the remuneration and incentive policy, it is prohibited for the Beneficiaries to use personal hedging or insurance strategies on remuneration which may influence the effects of alignment to the risk inherent in the incentive systems.

4.8. description of the effects determined by the termination of the employment relationship;

The 2019 Incentive Plan and the 2019 Incentive Plan for the Asset Managers provide that the Board of Directors will have the right to identify, in the resolution that gives rise to the implementation of the Plans, the termination of the employment relationship of the beneficiary with the respective Group company deriving from:

- termination of the relationship due to the company's initiative for reasons other than justified objective reason
- resignations without just cause (even if aimed at obtaining pension treatment) as a cause of forfeiture of the right to receive the bonus accrued under the Plans.

4.9. indication of any other causes of cancellation of the plans;

Subject to what is indicated in other paragraphs of this Information Document, there are no other causes of cancellation of the Plans.

4.10. the reasons relating to any provision of a “redemption”, by the company, of the financial instruments subject to the plans, arranged in accordance with Article 2357 et seq. of the Italian Civil Code; the Beneficiaries of the redemption indicating if the same is intended only for particular categories of employees; the effects of the cessation of the employment relationship on that redemption;

Circumstance not envisaged in either Plan.

4.11. any loans or other benefits that are to be granted to acquire the shares in accordance with Art. 2358 of the Italian Civil Code;

Circumstance not envisaged in either Plan.

4.12. indication of assessments on the expected cost for the company at the date of respective assignment, as determinable based upon the terms and conditions already defined, by total amount and in relation to each instrument of the plan;

That value is not determinable at present as it will depend upon the achievement of the results envisaged by the Plans.

4.13. indication of any dilutive effects on the capital determined by the remuneration plans.

In view of the implementation methods of the Plans through the free assignment of shares already owned in the portfolio, the Plans will not have any dilutive effect on the capital of doBank S.p.A..

With particular reference to the attribution of shares:

4.14. any limits provided for the exercise of the voting right and for the attribution of capital rights;

There are no limits to the exercise of the voting rights in relation to the shares that will be assigned in accordance with the Plans, once the deferment period has elapsed. The shares are inalienable and unavailable until the completion of the retention period. During the retention period any dividends accrued are paid.

4.15. if the shares are not traded on the regulated markets, any useful information for a comprehensive assessment of the value attributable to them.

Circumstance not envisaged in either Plan.

With particular reference to stock options:

4.16. number of financial instruments underlying each option;

Not applicable for both Plans.

4.17. maturity of options;

Not applicable for both Plans.

4.18. methods (US/European), timescale (e.g. valid strike periods) and strike clauses (for example, knock-in and knock-out clauses);

Not applicable for both Plans.

4.19. the strike price of the option or the methods and criteria for its determination, with particular regard:

- a) to the formula for calculating the strike price in relation to a certain market price (known as fair market value) (for example: strike price of 90%, 100% or 110% of the market price); and
- b) to the methods of determining the market price taken as a reference for determining the strike price (for example: last price of the day before the assignment, average of the day, average of the last 30 days, etc.);

Not applicable for both Plans.

4.20. if the strike price is not equal to the market price determined as indicated in point 4.19.b (fair market value), reasons for that difference;

Not applicable for both Plans.

4.21. criteria based upon which different strike prices are provided between the various entities or various categories of recipients;

Not applicable for both Plans.

4.22. if the financial instruments underlying the options are not traded on regulated markets, indication of the value attributable to the underlying instruments or the criteria for determining that value;

Not applicable for both Plans.

4.23. criteria for adjustments rendered necessary following extraordinary operations on the capital and other operations that involve a variation of the number of underlying instruments (capital increases, extraordinary dividends, grouping and splitting of underlying shares, merger and demerger, conversion operations into other share categories, etc.).

Not applicable for both Plans.

4.24. the share issuers attach to the Information Document the annexed table no. 1, completing:

- a) in any case section 1 of boxes 1 and 2 in the fields of specific interest;
- b) section 2 of boxes 1 and 2, completing the fields of specific interest, based upon the characteristics already defined by the Board of Directors.

We attach table 1 box 1 completed in sections 1 and 2 as they are of specific interest in view of the nature of the plans relating to the free assignment of shares.

Box 2 of the aforementioned table is not relevant to the nature of the Plans based upon financial instruments other than stock option (free shares) and there are no plans in stock options approved on the basis of previous shareholders' meeting resolutions.

PLANS IN PLACE BASED UPON FINANCIAL INSTRUMENTS

Name and surname or category (1)	Role (to be indicated only for named persons)	BOX I						
		Financial instruments other than <i>stock option</i> (8)						
		Section 1 Instruments relating to valid plans approved on the basis of previous shareholders' meeting resolutions						
		Date of shareholders' meeting resolution	Type of financial instruments (12)	Number of financial instruments	Assignment date (10)	Any purchase price of instruments	*Market price at assignment	Vesting period (14)
(2) Andrea Mangoni	Managing Director doBank S.p.A.	19 April 2018	doBank Ordinary Shares	396,129	12/03/2019	Not applicable	11.47	0 - 5
Notes: * The share price is registered on the MTA of Borsa Italiana in the 3 months preceding the attribution date								
(2) Carlo Vernuccio	Managing Director Italfondario S.p.A	19 April 2018	doBank Ordinary Shares	12,552	12/03/2019	Not applicable	11.47	0 - 3
Notes: * The share price is registered on the MTA of Borsa Italiana in the 3 months preceding the attribution date								
(2) Marzia Ostuni	Managing Director doSolutions S.p.A	19 April 2018	doBank Ordinary Shares					
(2) Giovanna Aguiari	Managing Director doSolutions S.p.A	19 April 2018	doBank Ordinary Shares	12,513	12/03/2019	Not applicable	11.47	0 - 3
(5) 3 Individuals	MWSR, Key Resources	19 April 2018	doBank Ordinary Shares	51,053	12/03/2019	Not applicable	11.47	0 - 3
Notes: * The share price is registered on the MTA of Borsa Italiana in the 3 months preceding the attribution date								
(7) 2 Individuals**	Selected Resources	19 April 2018	doBank Ordinary Shares	10,076	12/03/2019	Not applicable	11.47	0 - 3
Notes: * The share price is registered on the MTA of Borsa Italiana in the 3 months preceding the attribution date; **of which only one is an assignee of shares								

Name and surname of category (1)	Role (to be indicated only for named persons)	BOX I						
		Financial instruments other than <i>stock options</i>						
		Section 2 Newly assigned instruments based upon the decision: [] of the BoD of the proposal for the shareholders' meeting [] of the competent body for implementing the shareholders' meeting resolution						
		Date of respective shareholders' meeting resolution	Type of financial instruments (12)	Number of assigned financial instruments	Assignment date (10)	Any purchase price of instruments	Market price at assignment	Vesting period (14)
(2) Andrea Mangoni	Managing Director doBank	17 April 2019	doBank Ordinary Shares	NA	NA	Not applicable	NA	0 - 5
Notes								
(2) Carlo Vernuccio	Managing Director Italfondario S.p.A	17 April 2019	doBank Ordinary Shares	NA	NA	Not applicable	NA	0 - 3
Notes								
(2) Marzia Ostuni	Managing Director doSolutions S.p.A	17 April 2019	doBank Ordinary Shares	NA	NA	Not applicable	NA	0 - 3
Notes								
(2) Giovanna Aguiari	Managing Director doSolutions S.p.A	17 April 2019	doBank Ordinary Shares	NA	NA	Not applicable	NA	0 - 3
Notes								
(5) 3 Individuals	MWSR, Key Resources	17 April 2019	doBank Ordinary Shares	NA	NA	Not applicable	NA	0 - 3
Notes								
(7) 2	Other Selected Resources	17 April 2019	doBank Ordinary Shares	NA	NA	Not applicable	NA	0 - 3
Notes								

(7) number currently not available	Managers	17 April 2019	doBank Ordinary Shares	NA	NA	Not applicable	NA	- NA
Notes								

Notes to table

- (1) A line must be completed for each person identified individually and for each category considered; for each person or category, a different line must be provided for: i) each type of instrument or option assigned (e.g. different strike prices and/or maturities determine different types of options); ii) each plan resolved by a different shareholders' meeting.
- (2) Indicate the name of the members of the Board of Directors or of the management body of the financial instruments issuer and the subsidiary or parent companies.
- (3) Indicate the name of the general managers of the share issuer.
- (4) Indicate the name of the natural persons controlling the share issuer, who are employees or who provide collaboration activities in the share issuer and are not linked to the company by subordinate employment relationships.
- (5) Indicate the name of the other managers with strategic responsibilities of the share issuer which is not of "smaller dimensions", in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 dated 12 March 2010, if they have received during the financial year total remuneration (obtained by adding the cash remuneration and the remuneration based upon financial instruments) higher than the highest overall total remuneration among that attributed to the members of the Board of Directors, or of the management body and the general managers of the issuer.
- (6) Indicate the set of managers with strategic responsibilities of the share issuer, for which the indication by category is provided.
- (7) Indicate the category of the other employees and the category of the non-employee collaborator, Different lines must be used in relation to categories of employees or collaborators for whom differentiated characteristics of the plan are provided (for example, executives, middle managers, employees).
- (8) The data refer to instruments relating to plans approved on the basis of:

- i. shareholders' meeting resolutions preceding the date on which the competent body approves the proposal for the shareholders' meeting and/or
- ii. shareholders' meeting resolutions preceding the date on which the competent body to decide actually implements the delegation received from the shareholders' meeting;

The table therefore contains:

- in circumstance i), updated data to the date of the proposal of the competent body to the shareholders' meeting (in that case the table is combined with the Information Document for the shareholders' meeting of approval of the plans);
- in circumstance ii), updated data to the date of the proposal of the competent body for the implementation of the plans (in that case, the table is attached to the announcements published following the decision of the competent body for the implementation of the plans).

(9) The data may refer:

- a) to the decision of the Board of Directors prior to the shareholders' meeting, for the table combined with the document presented in the shareholders' meeting; in that case, the table will report only any characteristics already defined by the Board of Directors;
- b) to the decision of the competent body to decide on the implementation of the plan after the approval of the shareholders' meeting, in the case of a table combined with the announcement to be published on the occasion of that latter decision relating to the implementation.

In both cases, it is necessary to mark the corresponding box in the field relating to this note 9. For data not yet defined, indicate in the corresponding field the code "N.A." (Not Available).

- (10) If the assignment date is different from the date on which any remuneration committee has made the proposal with regard to that assignment, add in the field also the date of the proposal of that committee, highlighting the date on which the BoD or other competent body resolved with the code "BoD/CB" and the date of the proposal of the remuneration committee with the code "RC".
- (11) Number of options held at the end of the financial year, or the year prior to that in which the shareholders' meeting is asked to approve the new assignment.

(12) Indicate for example, in box 1: i) shares of company X, ii) instrument parameterised to the value of the Y shares, and in box 2: iii) options on the W shares with physical liquidation; iv) options on the Z shares with liquidation in cash; etc.