

DECLARATION OF ACCEPTANCE OF THE CANDIDACY FOR THE POST OF DIRECTOR

With reference to the Annual General Meeting of Shareholders of Banca Farmafactoring S.p.A., convened in Milan, Via Domenichino No. 5, on 5 April 2018 at 11.00 hours on single notice, and in relation to the candidacy for the post of Director for the 2018-2019 and 2020 financial years on the list submitted by _____,

I, the undersigned _____, with tax ID _____, born in _____ on _____, resident in _____, at _____, _____, post code _____,

hereby declare as follows

- that I hereby accept said candidacy and, if nominated, appointment as Director;
- that I am not a candidate on any other list tabled to these ends with said Meeting.

Furthermore, on my own responsibility,

I hereby declare as follows

- a) there is, pursuant to the law and the Articles of Association, no cause of ineligibility or relinquishment for said appointment, or incompatibility for taking the post of member of the Board of Directors of Banca Farmafactoring S.p.A.;
- b) I am in compliance with the requisites in the current provisions and in the Articles for the post of member of the Board of Directors of Banca Farmafactoring S.p.A.;
- c) I am not subject to any of the situations of incompatibility in Article 2390 of the Italian Civil Code (nor an unlimited liability shareholder or director or general manager in companies competing with Banca Farmafactoring S.p.A. or, on my own account or for third parties, engaged in activities competing with those of Banca Farmafactoring S.p.A.);
- d) I do not hold office in competing companies or company groups pursuant to Article 36 of Legislative Decree No. 201/2011, converted to the Act of 22 December 2011, No. 214, operating in credit, insurance and financial markets;

or

I hold office in competing companies or company groups pursuant to Article 36 of Legislative Decree No. 201/2011, converted to Act No. 214 of 22 December 2011, operating in credit, insurance and financial markets, henceforth undertaking to relinquish such posts coinciding with possible appointment, or to certify that they are not incompatible, detailing the reasons;

- e) I meet the fit and proper requisites established for corporate bank representatives in Ministerial Decree No. 161/1998 and Ministerial Decree No. 162/2000, with no conduct which, while not amounting to crimes, conflicts with the principles established in Banca Farmafactoring S.p.A.'s "*Code of Ethics*" available on its website;
- f) referring specifically to the requisites of professionalism and the recommendations stated in the outgoing Board of Directors' "*Guidelines on the qualitative-quantitative Composition of the Board of Directors: indications for Shareholders and the new Board of Directors*" published on Banca Farmafactoring S.p.A.'s website, I am in compliance with the professionalism requisites in Ministerial Decree No. 161/1998, along with skills acquired in one or more of the following fields (Article 4 of the "*Board of Directors Regulation*", published on Banca Farmafactoring S.p.A.'s website):
 - an adequate understanding of the banking sector, of the dynamics of the economic-financial system, of banking and financial regulations and, in particular, of management methodology and risk control,

acquired in long-standing experience in administration, management and control in the financial sector;

- experience in the management of operations designed to facilitate factoring, credit management and collection, in particular with bodies providing healthcare and with the Public Administration;
- experience in business management and organisation acquired in long-standing activity in company administration, management or control or in groups of significant economic dimensions, or with the Public Administration;
- capacity to read and interpret economic-financial data acquired in long-term experience in company administration and control, or in the pursuit of professional activity or university teaching;
- international experience and understanding of foreign markets, acquired in the pursuit of long-term entrepreneurial or professional activity with foreign institutions or bodies, companies or groups with an international focus.

g) meeting not meeting

the requirements of independence defined in Article 148 point 3 of Legislative Decree No. 58/1998;

h) meeting not meeting

the requirements of independence defined in the Self-discipline Code for Listed Companies approved by the *Corporate Governance* Committee created and promoted by Borsa Italiana S.p.A., as last updated on 9 July 2015, and Article 3.4.1. of the “*Board of Directors Regulation*” published on the Banca Farmafactoring S.p.A. website;

i) I am able to assign sufficient time to the discharge of the post of Director of Banca Farmafactoring S.p.A.;

j) referring specifically to the limit on accumulation of appointments provided for in Articles 7, 8 and 9 of the “*Board of Directors Regulation*” published on the Banca Farmafactoring S.p.A. website:

if the number of appointments established for executive directors or the number for non-executive and/or independent directors is exceeded, I hereby henceforth undertake, if appointed, to immediately relinquish the incompatible posts;

not to exceed the number of appointments established for executive directors or for non-executive and or independent directors;

k) not to incur in situations of incompatibility established for public employees in the sense of and for the effects of Legislative Decree No. 165/2001 and its successive amendments and addition;

I hereby finally declare

l) I have familiarised myself with the “*Guidelines on the qualitative-quantitative Composition of the Board of Directors: indications to the Shareholders and the new Board of Directors*” published on Banca Farmafactoring S.p.A.’s website, and to have included in the documentation attached hereto exhaustive details of my personal and professional characteristics and management, administrative and control positions held in other companies, along with data helpful in comprehensively assessing my suitability for the post.

*** * ***

I, the undersigned also:

undertake to notify promptly any changes in the information submitted herewith and, if required, to produce appropriate documentation confirming the veracity of the data provided;

if appointed, to furnish a list of administrative and control posts held in other companies on the date of the General Meeting;

if appointed, to resign immediately from any other position incompatible with that of member of Banca Farmafactoring S.p.A's Board of Directors;

pursuant to and for the effects of Article. 13 of the Legislative Decree No. 196/2003, to authorise publication of the details and the information contained in this declaration, and all attached documentation, using the procedures set out in the applicable provisions, and the collection and processing, also with IT resources, of my personal information to the extent and for the purposes of the procedure for the appointment of members of the Board of Directors of Banca Farmafactoring S.p.A., without preclusion of the latter's faculty to confirm its accuracy with the competent authorities. The data processing rights are held by Banca Farmafactoring S.p.A. with registered offices in Milan at Via Domenichino No. 5. Candidates for the post of member of the Board of Directors may make use of their rights pursuant to Article 7 of said Legislative Decree to challenge the holder of the processing rights, contacting Gianni Domenico Marzi or Paola Sandra Golin.

Place and date

Signed

Annex

Curriculum vitae: this must, among other things, contain exhaustive information on personal characteristics (cf. sub Annex "C" of the "Guidelines on the qualitative-quantitative Composition of the Board of Directors: indications to the Shareholders and the new Board of Directors") and professional details.

In particular: (i) registered data; (ii) education, with details of qualifications and skills, and the training received; (iii) professional experience, with details of activity in each (the name and type of organisation where the activity took place and the nature and duration of the activity), stressing particularly the professional experience acquired in relevant sectors; (iv) corporate positions (highlighting those of an executive nature) including those in bodies not pursuing largely commercial objectives (associations, foundations, non-profit bodies) on the date of the declaration.

The experience suitably detailed in the curriculum vitae must evidence the fundamental understanding of the banking sector required of all candidates.