

PROXY FORM FOR PARTECIPATION IN THE GENERAL SHAREHOLDERS' MEETING

5 April 2018, Ordinary Shareholders' Meeting, on single call

With this form¹, the undersigned (*appointing party*):

Surname and name² _____
tax code _____
born in _____ (_____), on _____
resident in _____ (_____) (city),
_____ (address),
tel. _____, e-mail _____
valid identity document (*annex copy*) _____
no. _____

in his/her capacity as
(*check whichever box applies*):

- shareholder;
- subject with the right of vote in its capacity as:
- pledgee usufructuary custodian
 manager bearer other (*specify*) _____;
- legal representative or party vested with appropriate powers of representation of (*attach a copy of the documentation proving the representation powers*) representing the company (*name of the legal entity owner of the right to vote*³) _____
with registered office at _____
(_____) (city), _____ in
_____ (address), Tax
code/VAT registration number _____
registered in the Register of Company of _____ under
number _____, with the right of vote in its capacity as shareholder
 other _____⁴,

APPOINT

Mr/Mrs (*delegated subject*):

Surname and name _____
tax code _____
born in _____ (_____), on _____

¹ Any person entitled to attend the Shareholders' Meeting may appoint a representative by written proxy under the applicable laws, by signing this proxy form.

² Enter first name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Art. 83-*sexies* of the Legislative Decree No. 58/1998) or of the appointing party's legal representative.

³ Appointing party legal person (as it appears in the copy of the notice for participation in the meeting pursuant to Art. 83-*sexies* f Legislative Decree No. 58/1998).

⁴ Indicate legal title (e.g. pledgee, bearer, usufructuary, custodian, manager) by virtue of which the voting right has been assigned.

resident in _____ (_____) (city), in
_____(address),

eventually substituted

by Mr/Mrs (*delegated subject*):

first and last name _____

tax code _____

born in _____ (_____), on _____

resident in _____ (_____) (city), in
_____(address),

TO REPRESENT HIM/HER AND TO VOTE

In reference to the **Ordinary Shareholders' Meeting of Banca Farmafactoring** convened in Milan, Via Domenichino No. 5, at **11:00am on 5 April 2018 on a single call**, as set forth in the notice of the Shareholders' Meeting published on the website www.bffgroup.com on 23 February 2018, to discuss and resolve on the following agenda:

1. *Financial Statements as of December 31, 2017. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related resolutions. Presentation of the Consolidated Financial Statements of the Banca Farmafactoring Banking Group as of 31 December 2017.*
2. *Allocation of the net income of the fiscal year; related resolutions.*
3. *Authorization to purchase and dispose of treasury shares. Related resolutions.*
4. *Remuneration and Incentive Policies:*
 - 4.1. *Annual Report on Remuneration and approval of the first Section, pursuant to article 123-ter, paragraph 6 of Legislative Decree No. 58/1998 .*
 - 4.2. *Confirmation of the ratio between the fixed and the variable components of remuneration, up to a maximum of 2:1, as established by resolutions of the Board of Directors on 5 December 2016. Related resolutions.*
 - 4.3. *Criteria for determining the remuneration to be granted in case of early termination of the employment relation or early cessation of the office, including the limits set for such remuneration. Related resolutions.*
5. *The appointment of the Board of Directors. Related resolutions.*
 - 5.1. *Determination of the number of members of the Board of Directors.*
 - 5.2. *Determination of the term of office of the Board of Directors.*
 - 5.3. *Election of the members of the Board of Directors.*
 - 5.4. *Appointment of the Chairman of the Board of Directors.*
 - 5.5. *Determination of the remuneration of members of the Board of Directors.*
6. *Appointment of the Board of Statutory Auditors. Related resolutions.*
 - 6.1. *Appointment of the members of the Board of Statutory Auditors.*
 - 6.2. *Appointment of the Chairman of the Board of Statutory Auditors.*
 - 6.3. *Determination of the remuneration of regular members of the Board of Statutory Auditors.*
7. *Increased fee of the Independent Auditors to carry out an independent audit of the financial statements. Related resolutions.*

with reference to

no. _____ ordinary shares Banca Farmafactoring S.p.A.

or

- all the ordinary shares Banca Farmafactoring S.p.A.
- all the ordinary shares Banca Farmafactoring S.p.A. for which the notice for participation in the meeting has been requested.

(Date)

(Signature)

*** * ***

A copy of this proxy form, together with the supporting documentation, shall be sent to the Bank by:

- **registered mail to Banca Farmafactoring S.p.A.**, Ref. "*Delega per assemblea del 5 aprile 2018*", Via Domenichino, No. 5, 20149 - Milan - Italy;
- **fax** to the number +39 02 49905269;
- **e-mail** to the address assemblea@pec.bancafarmafactoring.it.

Shareholders are invited to take into account of the provisions of art. 135-*decies* of Legislative Decree No. 58/1998 related to the conflict of interests of the representative and the substitutes.

The sending of such advance notification does not exempt the proxy from the obligation, during the accreditation process for admission to the proceedings, to prove that the notified copy conforms to the original and to prove the identity of the party issuing the proxy.

Please note the it is necessary to provide the Bank with the notice for participation in the meeting as per art. 83-*sexies* of Legislative Decree No. 58/1998.

For any further clarifications and information, please contact the following e-mail address: investor.relations@bffgroup.com.

*** * ***

INFORMATION PURSUANT TO ITALIAN LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003 ON THE TREATMENT OF PERSONAL DATA

Banca Farmafactoring S.p.A., with registered office in Milan, Via Domenichino, No. 5, Responsible for the Data Processing – pursuant to art. 13 of Italian Legislative Decree 196/2003 (hereinafter the Code) – informs you that the personal data provided by you with this proxy form will be collected in a paper and/or informatical manner and processed exclusively in order to manage proceedings at the general meeting in compliance with the regulations in respect of personal data protection currently in force.

Those of our staff specifically authorized to create such data as responsible or authorized persons may become aware of the information provided in order to process it in pursuing the objective described above: such data may therefore be disclosed or otherwise be notified to specific individuals in fulfilling a legal, regulatory or EU law requirement, or based on instructions issued by competent authorities under law or by regulatory and supervisory bodies; without the required information it will not be possible to allow the appointed person to take part in the Shareholders' Meeting.

The law (art. 7 of Legislative Decree 196/2003) entitles the interested party the right, at any time, to know which personal data the Responsible has, other subjects to which this information has been communicated and how they process it, how the data is being used, as well as the right to have this data deleted, transformed in anonymous form, the right to know the list of the Data Processors) by contacting the Responsible of the Data Processing (Banca Farmafactoring S.p.A., Via Domenichino, No. 5, Milan), addressing to Mr. Gianni Domenico Marzi (gianni.marzi@bffgroup.com) or to Mrs. Paola Sandra Golin (paola.golin@bffgroup.com).

Having read the above information, the undersigned authorizes the processing of personal data.

(Date)

(Signature)