

## 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 2 April 2020 at 11.00 hours on single notice, and in relation to the candidacy for the post of Director

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;

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 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 July 2018, 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.

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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;

declare to have read the information under Articles 13 of Regulation (EU) 2016/679 reproduced at the foot of this page and to authorize this company to confirm its accuracy with the competent authorities.

Place and date

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Signed

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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.

**INFORMATION NOTICE PURSUANT TO ARTICLES 13 OF REGULATION (EU) 2016/679**

Please note that the processing of personal data provided by S. V. will be in accordance with the provisions of Regulation (EU) 2016/679 and Legislative Decree no. 196 of 30 June 2003, as amended by Legislative Decree 101/2018. The data will be processed by Banca Farmafactoring S.p.A., which will publish the data and information contained in this statement, as well as all the attached documentation, in the manner required by the applicable provisions, as well as the collection and processing, also using computerized means, of your personal data within and for the purposes of the procedure for the appointment of the members of the Board of Directors of Banca Farmafactoring S.p.A., without prejudice to the latter's right to verify the truthfulness with the competent administrations. The candidate for the position of Director has the right to exercise the rights set forth in articles 15 - 22 of Regulation (EU) 2016/679, which provide, among others, the right to access your personal data, the right to have your data updated, supplemented, corrected or deleted, as well as the right to request the limitation and opposition to their processing in whole or in part and the right to lodge a complaint with the Control Authority, if he considers that the rights indicated herein have not been recognized.

To exercise the above rights, you may contact the Data Controller by writing to Banca Farmafactoring S.p.A., via Domenichino 5, 20149, Milan. Alternatively, you may contact the Data Protection Officer appointed by the Bank and available at the following email address: [DPO@bffgroup.com](mailto:DPO@bffgroup.com).