

ALLEGATO 1b

**ALLA SOLLECITAZIONE ALL'INVIO DI MANIFESTAZIONI DI INTERESSE PER LA PROCEDURA DI
CESSIONE DEL 100% DEL CAPITALE SOCIALE DI CLARIS LEASING S.P.A. E CLARIS FACTOR
S.P.A.**

MODELLO DI MANIFESTAZIONE DI INTERESSE – VERSIONE INGLESE

etobancalca - 2017 11 20 Procedura di vendita di Claris Leasing S.p.A. e Claris Factor S.p.A. - All.
Pierpaolo.Gorgucci - 2/12/2018 - 23:43:48 - 10.0.0.105.10

Att. 1b**Declaration of Interest Form**

To the kind attention of
[Veneto Banca S.p.A. in l.c.a.]

REFERENCE: Declaration of Interest for the sale procedure of 100% of Claris Leasing S.p.A. and Claris Factor S.p.A share capital

_____, with offices at _____, share capital
Euro _____, (in _____ letters:
_____), registered at the Companies Register (or
equivalent) of _____, at no. _____,
Fiscal Code no. _____ (or equivalent), and VAT no.
_____ (or equivalent), represented by
_____, in his/her quality of _____, and
legal representative / attorney (*delete as appropriate*), hereinafter the "**Enterprise**",

BACKGROUND

- on [November 21, 2017] it has been published the solicitation for the dispatching of declarations of interest (the "**Solicitation**") in relation to the sale procedure of 100% of Claris Leasing S.p.A. and Claris Factor S.p.A. share capital (the "**Procedure**");
- the Enterprise intends to participate to the abovementioned Procedure.

Now therefore, the Enterprise, as above represented, hereby

DECLARES

- its interest to the admission to the Procedure for the Lot _____¹.

For this purpose, the Enterprise, as above represented

STATES AS FOLLOWS

- for any communication / measure related to the Procedure and/or clarification and/or document integration request presented for the purpose of participating to the Procedure it elects domicile in _____ and states, therefore, that all communications shall be sent at the e-mail address _____ or (*alternatively*), that it expressly authorizes the dispatch of the communications to the fax no. _____ and it appoints to this

¹ Please note that in case of participation in Pool, the declaration of interest shall be filed jointly by all the members, indicating their sole representative for the Procedure.

purpose Mr./Mrs. _____ as contact person for the Enterprise in relation to this Procedure;

- the Enterprise will be advised by the following financial consultants or other consultants _____;
- it undertakes not to adopt behaviors or acts which may negatively affect the Procedure;
- it authorizes the Receivers, the Seller and the Advisor to treat its own personal and/or corporate data in order to verify the eligibility of the persons to participate to the Procedure and the correct execution of the Procedure, according to Legislative Decree of June 30, 2003, no. 196;
- the truthfulness, completeness and validity of the documents attached to this declaration of interest.

In compliance with par. V) of the Solicitation, for the purposes above, we hereby attach^{2 3 4}:

- (**Option 1**, valid for Enterprises with registered office in Italy or in European Union Member States) Substitute statement [made according to the Decree of the President of the Italian Republic dated December 28, 2000, no. 445], written in [Italian/English] according to the form of Att. 2[a/b] to the Solicitation ("**Substitute statement form**"), or (**Option 2**, valid for Enterprises with registered office outside the European Union) a statement [sworn, or, for those States in which such a statement does not exist, a statement made in front of a competent judiciary or administrative authority, of a notary public or a professional entity which is qualified for this purpose in its State or in front of a public official of an Italian Consulate or Embassy. The statement shall have the same content of Att. 2a/b: Substitute statement form, except for the indication of the compliance to the Decree of the President of the Italian Republic dated December 28, 2000, no. 445].⁵
- copy of an updated company registration excerpt issued by the Companies' Register or equivalent documentation with the list of the names, the positions and the office expiration dates of each member of the management and supervisory bodies and of any other relevant corporate body of the Enterprise;
- copy of the support documentation proving the requirement under par. IV.2) of the Solicitation,⁶
- brief profile enclosing the list of the activities carried out by the Enterprise and, if any, by the relevant corporate group and/or controlling company, including main economic and financial data (*Note: If the Enterprise is an investment fund, the above indication may be given with reference to the companies controlled by the fund or to all the holders of fund participations above 20%*);

² Please note that, according to par. V) of the Solicitation, the requested documentation shall be filed in Italian or in English language. If the documentation is filed in other languages different from Italian or English, it shall be added, under penalty of exclusion, a certified translation in Italian or in English compliant to the original made by the Italian diplomatic or consular authorities of the State where it has been written, or by a translator who swears the translation with a oath before the competent authorities of the State in which the Enterprise has its registered office or in any case according to the methods of asseveration provided by the legislation of the State in which the Enterprise has its registered office, prevailing, in any case, the text in Italian or English language.

³ Please note that, according to par. V) of the Solicitation, in case the declaration of interest comes from a Pool, the requirements provided and the documents to be attached to the declaration shall be satisfied and referred to each of the members of the Pool.

⁴ In case the Enterprise has been established from less than 12 (twelve) months, the declaration of interest shall be signed also by the legal representative (or special attorney with necessary powers) of each shareholder.

⁵ In case the Enterprise has been established from less than 12 (twelve) months, the Substitute statement shall be made also with reference to each shareholder.

⁶ In case the Enterprise has been established from less than 12 (twelve) months, the requirement shall be referred to the shareholders of the company cumulatively considered.

- confidentiality undertaking (the “**Confidentiality Undertaking**”), written in Italian or in English according to the form of Att. 3a or Att. 3b to the Solicitation, filled in all of its parts, initialled in each page and signed below by the legal representative of the Enterprise (or special attorney with necessary powers) for entire acceptance of the same⁷.
- copy of the Solicitation, initialled in each page and signed below by the person(s) who executed this declaration of interest, for entire acceptance of the same⁸;
- simple copy of the documentation attesting the necessary powers of the person(s) who executed this declaration of interest and the Confidentiality Undertaking.

Sincerely,

_____ / _____

Place / Date

Name of the Enterprise

(Signature of the legal representative or special attorney with necessary powers)

NOTE: THIS STATEMENT MUST BE SIGNED AND PRESENTED WITH A PHOTOSTATIC COPY OF A VALID IDENTIFICATION DOCUMENT OF THE SUBSCRIBER(S). IN CASE OF PARTICIPATION TO THE PROCEDURE IN POOL, THIS STATEMENT SHALL BE SIGNED BY THE LEGAL REPRESENTATIVE (OR SPECIAL ATTORNEY WITH NECESSARY POWERS) OF EACH MEMBER OF THE POOL AND PRESENTED WITH A PHOTOSTATIC COPY OF A VALID IDENTIFICATION DOCUMENT OF THE SUBSCRIBER(S).

⁷ Please note that in case of participation in Pool, the Confidentiality Undertaking shall be signed by each member of it.

In case the interest person has been established from less than 12 (twelve) months, the Confidentiality Undertaking shall be signed also by each shareholder.

⁸ Please note that in case of participation in Pool, copy of the Solicitation shall be signed by each member of it.