

ALLEGATO 2b

**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 DICHIARAZIONE SOSTITUTIVA – VERSIONE INGLESE

**(Modello in lingua inglese utilizzabile dalle imprese aventi sede in Italia ed in paesi appartenenti
all'Unione Europea)**

Att. 2b**Substitute Statement Form**

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

SUBSTITUTE STATEMENT ¹

Made according to the Decree of President of the Italian Republic dated December 28, 2000, no. 445

REFERENCE: Substitute Statement according to par. IV) of the Solicitation for the dispatching of declarations 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.
_____, 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 declaration 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 filed its declaration of interest for the participation to the abovementioned Procedure;

Now therefore, the Enterprise, as above represented, according to par. V) of the Solicitation to the declaration of interest

STATES ACCORDING TO D.P.R. DATED DECEMBER 28, 2000, NO. 445 ²

- a) that the Enterprise, in the twelve months prior to the publication of the Solicitation, has not been and is not in liquidation and/or in one of the situations under articles 2446 and 2447 of the Italian Civil Code and/or in equivalent situations according to the law of the membership State;

¹ Please note that in case of participation in Pool, each member shall present the substitute statement signed by the legal representative (or special attorney with necessary powers) with a photostatic copy of a valid identification document of the subscriber.

In case the Enterprise has been established from less than 12 (twelve) months, the substitute statement shall be signed also by each shareholder.

² Please note that, according to par. IV.1) of the Solicitation, in case of participation in Pool, the following general requisites shall be satisfied, under penalty of exclusion from the Procedure, with reference to each of the members. In case the Enterprise has been established from less than 12 (twelve) months, the general requisites shall be satisfied also by (each of) the shareholder(s) of the company.

- b) that the Enterprise, in the twelve months prior to the publication of the Solicitation, has not been and is not subject to bankruptcy or to any other procedure that imply insolvency, crisis, termination of the activity or compulsory management according to the law of the membership State and that there is no pending request towards it for the subjection to one of its procedures;
- c) that the penalty under art. 9, par. 2, lett. c) of Legislative Decree of June 8, 2001, no. 231, or equivalent penalties that imply the prohibition to contract with the public administration according to the law of the belonging State have not been applied to the Enterprise;
- d) that the Enterprise has not been definitively convicted or sanctioned with a criminal decree of conviction become irrevocable or with a conviction under art. 444 of the Italian Criminal Procedure Code for one of the offences under art. 80, par. 1, lett. a), b), b-bis) c), d), e), f) and g) of Legislative Decree April 18, 2016 no. 50 and that the causes of decay, suspension or prohibition under art 67 Legislative Decree September 6, 2011 no. 159 do not operate towards it or convicted for equivalent offences or subject to impedimental measures according to the law of the membership State. *[For the purposes of this lett. d), all the criminal convictions, including those for which the benefit of non-mention has been conceded, shall be indicated. The cause of exclusion does not operate when the offence has been decriminalized or when the rehabilitation has intervened or when the offence has been declared extinct after the conviction or in case of revocation of the conviction] [The causes of exclusion under lett. d) operate in relation to the members of the board of directors to which legal representation powers have been given, including "institori" and general attorneys, to the members of bodies with powers of direction or supervision and to the persons with representation, direction or control and to the sole shareholder or to the majority shareholder in case of a company with less than four shareholders]*³.

According to par. IV.2) of the Solicitation for the declaration of interest

MOROVER STATES ⁴

ACCORDING TO D.P.R. OF DECEMBER 28, 2000, NO. 445

- that it has concluded the last financial year with a corporate net worth not lower than Euro 4,000,000 (or equivalent value in foreign currency). In case of a corporate group, the above requirement may refer to the consolidated net worth of the group;

or, alternatively,

- that it has, as at June 30, 2017, disposable assets for investments (cash or cash equivalent for investments and callable capital – if adequate support documentation is presented) not lower than Euro 20,000,000 (or equivalent value in foreign currency).

The non-possession even of only one of the above requirements at the moment of the filing of the declaration of interest will imply the automatic exclusion of the Enterprise from the Procedure.

Sincerely,

³ Please note that the possession of the participation requirement under lett. d) shall be certified personally by the indicated persons. Alternatively, the person who signs the substitute statement on behalf of the Enterprise shall attest the possession of the requirements also in name and on behalf of the above persons, indicating the name and the position covered.

⁴ Please note that according to par. IV.2) of the Solicitation, in case the interest to the purchase is expressed in Pool, such declaration will be taken into consideration if one of the indicated asset requirements is cumulatively satisfied. With reference to such statement, each member shall declare the percentage of the asset requirement detained. In case the Enterprise has been established from less than 12 (twelve) months, the declaration will be taken into consideration if one of the indicated asset requirements is cumulatively satisfied by the shareholders of the company.

_____/_____

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 SIMPLE PHOTOSTATIC COPY OF A VALID IDENTIFICATION DOCUMENT OF THE SUBSCRIBER ACCORDING TO D.P.R. OF DECEMBER 28, 2000, NO. 445