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To : Veneto Banca SPA under administrative liquidation procedure
In attn. of: Mrs. GIULIANA SCOGNAMIGLIO, Liquidator
Mr. ALESSANDRO LEPROUX, Liquidator
Mr. GIUSEPPE VIDAU, Liquidator
Ref: Notice for the sale purchase of shares held by Veneto Banca SPA under administrative liquidation procedure of the share capital of the company Immobiliare Italo Romena SRL (with J40/4654/2002 and Sole Registration Code 14673082)

REGULATION – VIRTUAL DATA ROOM

1. SCOPE

The scope of this Regulation (hereinafter referred to as the „**Regulation**”) is to regulate the access and consultation means of the documents provided in the virtual data room (hereinafter referred to as the „**Virtual Data Room**”) prepared and organised by Veneto Banca S.P.A. under the administrative liquidation procedure (hereinafter referred to as „**Veneto Banca**”), in the context of the procedure (hereinafter referred to as the „**Procedure**”) initiated by Veneto Banca for the sale purchase of the shares held by Veneto Banca in the company **IMMOBILIARE ITALO ROMENA SRL**.

2. IN CHARGE OF PROCEDURE

- In charge of the Virtual Data Room is Deloitte Financial Advisory S.r.l. (“**VDR Incharge**”) contactable through email address: danubeproject@deloitte.it
- Certified email: venetobancaspa.inliquidazione@cert.venetobanca.it.

3. VIRTUAL DATA ROOM

Virtual Data Room can be accessed starting with 24.05.2019 via a registration application and following the acceptance of terms mentioned upon Art. 4 below.

4. ACCESS TERMS AND PROCEDURE

The granting of the access to the Virtual Data Room depends on the access application, which must be sent to the email address venetobancaspa.inliquidazione@cert.venetobanca.it together with the following documents:

- a) This Regulation signed on each page, in view of granting access to the Virtual Data Room;

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- b) The access application to the Virtual Data Room, which proves that the participation criteria were fulfilled, drafted as per **Annex A** attached to the Notice for the sale purchase of shares signed on each page;
- c) The Non – Disclosure Agreement, drafted as per **Annex B** attached to the Notice for the sale purchase of shares signed on each page;
- d) Copy of the signatory party's identity card.

After receiving the above-mentioned documentation, the VDR Incharge shall communicate, at the certified email address (PEC, if case) provided in the Access Application, the access data (user and user password) in order to access the Virtual Data Room or the reason of rejection.

The access to the Virtual Data Room shall be granted to each participant to the procedure, for a maximum number of 7 (seven) persons mentioned in the low part of the Access Application to Virtual Data Room. (Annex A attached to the Notice for the sale and purchase of shares).

A) Consultation

After getting the access data to the Virtual Data Room, the competent parties (hereinafter referred to as the „**Authorised persons**”) can access with no limitation the documentation available in the Virtual Data Room, except for cases, expressly mentioned in this Regulation.

B) Request for additional information and/or information and clarifications

Each Authorised Person shall be able to request to the VDR Incharge, in writing, via email to the address mentioned above (danubeproject@deloitte.it), information/ clarification or additional documentation. Veneto Banca does not undertake any liability in relation to the supply of additional documentation. The answers and possible additional documentation shall be made available in the Virtual Data Room for all Authorised Persons, in order to grant equal access to information for all participants to tender.

5. CONFIDENTIALITY

By signing the Non – Disclosure Agreement as per Art. 4, the undersigned gives his/her approval and undertakes to make sure that the Authorised Persons shall keep the confidentiality of access data communicated to them and that they refrain from communicating them to third parties and consequently undertake to use them only in person.

The undersigned undertakes to make sure that each user account is used exclusively by the person/ Authorised Person to whom it was granted.

The Undersigned and the Authorised Persons must also take the proper security measures, including IT type, in view of protecting the confidentiality of documents granted in the Virtual Data Room.

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All information that will be known to the undersigned and the Authorised Persons shall also be governed by the provisions of the Non – Disclosure Agreement (Annex B) as per Art.4 above.

6. DATA PROTECTION AND PRIVACY

The undersigned and the Authorised Persons state that they were informed that by examining the documentation from the Virtual Data Room, they must closely comply with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (hereinafter referred to as the “**Regulation (EU) 2016/679**”) and of Law no 190/2018 on the measures for the application of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Regulation on Data Protection) (hereinafter referred to as the “**Law no. 190/2018**”) and that this activity was exclusively made in the purpose of this Procedure.

Personal data that will be accessed along this Procedure (hereinafter referred to as the „**Data**”) will be processed in the purpose of the legitimate interests targeted during the Procedure and for the fulfilment of any legal duty. This Data will be processed and stored with or without the help of electronic tools, as per the security measures mentioned by Law no. 190/2018 and Regulation EU 2016/679. For the purposes mentioned before, Data can be communicated by Veneto Banca to its Consultants/proxies, whose activities/ services are used by Veneto Banca during this Procedure. Moreover, the Data will be managed by the employees and/ or collaborators of Veneto Banca, being duly authorised to process the Data and they shall be archived for the time necessary to execute and manage the Procedure, after which they shall be kept as per the legal duties and in the administrative purposes and/or for assessing and/or defending the rights and/or legitimate interests of Veneto Banca or third parties, even in case of complains, litigations or pre-litigation situations.

7. DISCLAIMER

Veneto Banca and its Consultants cannot, under any circumstance, be considered liable for the correctness and/ or accuracy of information and data supplied in the Virtual Data Room.

The undersigned and the Authorised Persons state that they were informed and that they understand that, at any moment, the documentation available in the Virtual Data Room can vary and/ or be supplemented.

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The undersigned and the Authorised Persons took notice and they undertake to rely, when filing some possible bids, exclusively on their own independent judgement and on the assessment of data provided to them.

By signing this document, this Regulation of accessing the Data Rom shall be accepted unconditionally and without reserves.

[Signature of the legal representative or proxy with special power of attorney]

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DECLARATION OF COMMITMENT- ACCESS TO PERSONAL DATA

1. SCOPE OF DECLARATION

Based on the **REGULATION – VIRTUAL DATA ROOM**, you and/ or your employees have access to personal data of Veneto Banca S.P.A. under the administrative liquidation procedure (hereinafter referred to as „**Veneto Banca**”).

The agreement to process and/or use this data refers exclusively to the exercise of activities attributed to you by us.

2. DUTY TO COMPLY WITH DATA PROTECTION

Should you and/or your employees process and/or use personal data, you are compelled:

- To use for the processing and use of personal data only employees who are forced to keep the confidentiality of information;
- To take technical and organisational measures for the protection of personal data;
- To process personal data exclusively as per our written instructions, only for the purpose of follow up the Procedure mentioned in the Regulation;
- Not to use the data for other purposes than the ones mentioned in our instructions and not to use them in our own purposes and for the purposes of third parties;
- To immediately inform the person in charge of the data protection from Veneto Banca when a provision violates, according to your opinion, this commitment, or when there are inconsistencies regarding the processing and use of personal data.

3. DUTY TO KEEP THE SECRET

You and your employees are compelled, upon the completion of the Procedure:

- To completely delete all data provided, to destroy/ remove accurately the data supports, including the possible testing materials or leftovers, in case of unsafety.
- To return to the beneficiary and to immediately inform Veneto Banca or the data officer within Veneto Banca in case of suspicions or information about the damage of the confidentiality during the common use.

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4. COMPLIANCE AND CONTROL OF DUTIES

In case of violation of duties mentioned in this Commitment, we undertake the right to request damage.

The data protection officer from your company has the right, in concrete cases, to check the compliance of these duties and legal provisions in relation to the protection of data and safety of information in the production areas and in your offices.

Agree:

Company's name: _____

Legal Representative: _____

Date: _____

Signature: _____