

## ANNEX D

**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)

### REQUEST FOR PARTICIPATION

*The undersigned, [first and last name], born on [...], in [...], with address in [...], street [...] no. [...], building [...], floor. [...], app. [...], district [...], identified with Identity Card/ passport series [...], no. [...] issued upon [...] by [...] and valid until [...], CNP [...],*

or

*The undersigned, [first and last name], born on [...], in [...], residing in [...], street [...] no. [...], building [...], floor [...], app. [...], district [...], identified with Identity Card/ passport series [...], no. [...] issued on [...] by [...] and valid until [...], CNP [...], acting as legal representative/ proxy<sup>1</sup> of the company [full name and organisation type], headquartered in [...], registered with the Trade Registry nearby [...]/of [...], with Sole Registration Code [...]/Tax Code [...], Tax Attribute [...], share capital [...], (hereinafter referred to as the "**Company**"), we hereby:*

### DECLARE

Knowing the provisions of art. 326 of the Criminal Code relating to the forged statements, that:

- a) That he/she wishes to participate to the Procedure, was informed and fully accepts all provisions and conditions mentioned in Notice for the sale purchase of the shares held by Veneto Banca SPA under administrative liquidation procedure of the share capital of the company **IMMOBILIARE**

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<sup>1</sup> If the company is represented by the legal representative, then the confirmation of Company's details will be attached hereto, issued by the competent Trade Registry (not older than 30 days) and the last updated Memorandum of Association, certified by an attorney at law/ certified by the competent Trade Registry. If the Company is represented by a third-party proxy, a special authenticated power of attorney shall be attached hereto. Also, it shall be attached hereto the decision of the General Assembly of Shareholders/ the decision of sole shareholder of the Company and/ or the General Assembly of shareholders whereby it was decided to submit this financial bid, in view of buying the shares held by Veneto Banca SPA in the administrative liquidation procedure to the company **IMMOBILIARE ITALO ROMENA SRL**, as well as the power to submit a financial purchase decision, by means of its own legal representative or proxy with special power of attorney, as well as the intention to execute the sale contract of shares.

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**ITALO ROMENA SRL** (with J40/4654/2002 and Sole Tax Code 14673082), in the Non-Disclosure Agreement and the Data Room Regulation;

- b) That he/she saw the documentation provided to the participants in the Virtual Data Room;
- c) That he/she is not in the situation which can hinder the participation to Procedure as per the provisions of the Notice for the sale and purchase of shares and especially:
  - in the twelve (12) months before publishing the Notice for the sale and purchase of shares, he/she has not been seen and found and they are not in the situation regulated by provisions of art. 153<sup>24</sup> para.(1) of Law no. 31/1990, republished, with subsequent modifications and completions: *"If the board of directors or the management finds that, following the losses determined by the annual financial statements approved under the law, the net asset of the company, computed as the difference between the total assets and the total debts of the company, diminished to less than half of the subscribed share capital, an extraordinary general meeting shall be immediately convened, to decide whether the company must be dissolved"* and / or in similar cases based on the law of the state of affiliation;
  - in the twelve (12) months before the publishing of the Notice for the sale and purchase of shares, he/she has not been and is not under bankruptcy or liquidation, their business are not led by a Liquidator or their trade activities are not suspended and they are not the subject of an arrangement with the creditors. Also, he/she is not in a similar case with the previous ones, regulated by law.
  - He/she is not the subject of a legal procedure to instate him/her in one of the situations mentioned above;
  - Associates/ shareholders, directors, members of the surveillance board and so on, are the following:

[to be mentioned: last name, first name, position, place and date of birth, residence, CNP]: [...], as well as the undersigned/ the above-mentioned company:

- i) He/ she has no criminal records, has not been under criminal investigation or sentenced by the final decision of a court for committing one of the following crimes:
  - Establishment of an organized criminal group provided by Law no. 286/2009 on the Criminal Code with subsequent amendments and completions or the corresponding provisions of the criminal law of the state where the participant was convicted;
  - money laundering, provided by Law no. 656/2002 on the prevention and sanctioning of money laundering, as well as for the establishment of measures for preventing and fighting terrorist funding - republished, or by the corresponding provisions of the criminal law of the state in which the participant was convicted;
  - corruption offenses, provided by Law no. 286/2009 with subsequent modifications and completions and crimes assimilated to the corruption offenses provided by the Law no. 78/2000 on the prevention, discovery and sanctioning of corruption actions, with subsequent modifications and completions, or by the corresponding provisions of the criminal law of the state in which the participant was convicted;
  - offenses against the financial interests of the European Union, provided by Law no. 78/2000 on the prevention, discovery and sanctioning of corruption actions, with subsequent modifications and completions, or by

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the corresponding provisions of the criminal law of the state in which the participant was convicted;

- acts of terrorism provided by Law no. 535/2004 on the execution and fighting against terrorism, with the subsequent modifications and completions, or by the corresponding provisions of the criminal law of the state where the participant was convicted;
  - trafficking and exploitation of vulnerable persons, provided by Law no. 286/2009 with subsequent amendments or additions, or by the appropriate provisions of the criminal law of the state where the participant was convicted;
  - fraud, within the meaning of Art. 1 of the Convention on Protecting the EU's financial interests of 27.05.1995;
- j) no final court decision was ruled against him/ her or no administrative decision with final and binding character as per the law of the state in which the participant is based/ holds his financial residence/ residence for failure to comply with the duties to pay the fees, taxes and contributions to the consolidated general budget.
- That in relation to the above-mentioned persons, the following measures were taken:

[...]

- That there are no dismissed persons in the year previous to that one of publishing the Notice for the sale and purchase of shares;

or

- That the persons dismissed in the year before the publishing of the Notice for the sale and purchase of shares are the following:

[to be indicated: last and first name, position, place and date of birth, residence, CNP]:  
[...], and

- That the persons mentioned above:
- k) Have no criminal records, they have not been under criminal investigation or sentenced by the final decision of a court for committing one of the following crimes:
- Establishment of an organized criminal group provided by Law no. 286/2009 on the Criminal Code with subsequent amendments and completions or the corresponding provisions of the criminal law of the state where the participant was convicted;
  - money laundering, provided by Law no. 656/2002 on the prevention and sanctioning of money laundering, as well as for the establishment of measures for preventing and fighting terrorist financing - republished, or by the corresponding provisions of the criminal law of the state in which the participant was convicted;
  - corruption offenses, provided by Law no. 286/2009 with subsequent modifications and completions and crimes assimilated to the corruption offenses provided by the Law no. 78/2000 on the prevention, discovery and sanctioning of corruption actions, with subsequent modifications and completions, or by the corresponding provisions of the criminal law of the state in which the participant was convicted;
  - offenses against the financial interests of the European Union, provided by Law no. 78/2000 on the prevention, discovery and sanctioning of corruption actions, with subsequent modifications and completions, or by

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- the corresponding provisions of the criminal law of the state in which the participant was convicted;
- acts of terrorism provided by Law no. 535/2004 on the execution and fighting against terrorism, with the subsequent modifications and completions, or by the corresponding provisions of the criminal law of the state where the participant was convicted;
  - trafficking and exploitation of vulnerable persons, provided by Law no. 286/2009 with subsequent amendments or additions, or by the appropriate provisions of the criminal law of the state where the participant was convicted;
  - fraud, within the meaning of Art. 1 of the Convention on Protecting the EU's financial interests of 27.05.1995;
- l) no final court decision was ruled against them or no administrative decision with final and binding character was served, as per the law of the state in which the participant is based/ holds his financial residence/ residence for failure to comply with the duties to pay the fees, taxes and contributions to the consolidated general budget.
- That in case of the persons mentioned above, the following measures were ruled:

[...]

- d) To allow Veneto Banca to send, by e-mail, any document and communication referring to this Procedure, to the following e-mail address: [...] in attention of [...];
- e) In case of revocation of award, failure to execute the sale contract for the shares which are the scope of the Notice for the sale and purchase of shares, not to raise any claims;
- f) That this offer is valid and irrevocable for 90 (ninety) days which elapse since reaching the presentation term mentioned in the Notice for the sale purchase of shares, except the extensions requested in writing by Veneto Banca.

To the Request for Participation, the affiant's identity document copy must be attached, as well as the certificate of Company's details related to any insolvency issued by an authority in charge (e.g. Trade Registry Office).

***[Place of conclusion/ date]***

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