

*Courtesy translation*



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Guidelines on the possible presentation of a list of candidates for the role of Director of Banca Farmafactoring S.p.A., whose effectiveness is subject to the approval of the Governance statutory changes (Article 15) by the Shareholders' Meeting of the 28<sup>th</sup> of March 2019.

Board of Directors of the 19th of February 2019

# INTRODUCTION

In view of the Shareholders' Meeting of Banca Farmafactoring S.p.A. of March 28, 2019, during which the proposal to amend the Articles of Association to assign the Board of Directors the right to present a list of candidates for the role of director (the "Process") will be submitted, the Board of Directors of the Bank, on the 19<sup>th</sup> of February, shared the process for the identification of the role, as summarized below.

It is understood that the effectiveness of the aforementioned Process is subject to the approval of the Proposal from the Assembly.

# SELECTION PROCESS - INVOLVED SUBJECTS

## BOARD OF DIRECTORS

Identifies its optimal qualitative and quantitative composition within the board review process.

## NOMINATION COMMITTEE

The Nomination Committee supports the Board of Directors in the various stages of the Process and is involved in the conferment of any appointment to the External Consultant.

## EXTERNAL CONSULTANT

One or more leading "head hunting" companies, which may be assigned the task of supporting the Bank in the search for possible candidates.

# SELECTION PROCESS - PHASES

