

# Guidelines on the presentation of a list of candidates for the role of Director of BFF Bank SpA.

Board of Directors of the 19th of February 2019 – Statutory amendment approved by Shareholders Meeting on March 28th, 2019

October 26, 2023

### INTRODUCTION



The Shareholders Meeting of BFF Bank S.p.A.(already Banca Farmafactoring) held on 28 March 2019, approved the amendment to the By-Laws aimed at giving the Boar of Directors the power to submit a list of candidates for the office of director (the "Process"); on 26 October 2023, the Board of Directors of the Bank shared the process for identifying of candidates for the role of director, briefly illustrated below.

### 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 – INVOLVED SUBJECTS



1. EVENTUAL APPOINTMENT TO EXYTERNAL CONSULTANT

#### **NOMINATION COMMITTEE AND BoD**

The Nomination Committee, if necessary, identifies and submits to the approval of the Board of Directors a short list of Consultants among the Head Hunting companies considering their preparation, experience in matters of corporate governance, neutrality, objectivity and independence of judgment

2. DEFINITION OF CANDIDATES PROFILE

#### NOMINATION COMMITTEE

identifies the personal, professional and independence characteristics considered optimal, possibly with the support of an external consultant

BoD

Approval to BoD

3. POTENTIAL CANDIDATES

#### NOMINATION COMMITTEE

develops a list of potential candidates ("long list"), possibly with the support of an external consultant

#### NOMINATION COMMITTEE

starts individual interviews with each of the possible external candidates

presents to the Board a short list of candidates ("short list") and a list proposal

4. CANDIDATES INDIVIDUATION AND LIST NOMINATION / DRAFT

#### **BOARD OF DIRECTORS**

reviews the list of candidates

decides on the proposal formulated by the Nomination Committee