

**QUESTIONNAIRE FOR THE VERIFICATION OF THE REQUIREMENTS OF THE MEMBERS OF THE STATUTORY AUDITORS**

I, the undersigned \_\_\_\_\_

- declare (i) to have read the "*Guidelines for shareholders on the qualitative and quantitative composition of the Statutory Auditorss*", published on the *website* of BFF Bank S.p.A. (the "**Bank**") at <https://investor.bff.com/en/orientamenti-del-collegio-sindacale> (the "**Guidelines**"), (ii) to be aware of the responsibilities arising from assuming the role of auditors of the Bank and (iii) to comply with the reference legislation, as referred to, *inter alia*, in the Guidelines;
- undertake to formally notify the Bank in a timely manner of any significant changes with respect to the information provided in this questionnaire (the "**Questionnaire**"), the purpose of which is to enable the Board of Statutory Auditor of the Bank (the "**Board**") to carry out the checks within its competence with respect to the existence of the directors' requirements with respect to Decree no. 169/20 (the "**Fit&Proper Requirements**") and the Guidelines;
- authorise as of now the Bank and the Bank of Italy, in their capacity as Competent National Authority, to carry out investigations, research and request clarifications that may be deemed opportune or necessary in relation to the checks referred to in the preceding point.

*[Place and date].*

*[Member Signature].*

## 1. Office for which the questionnaire is being completed

Statutory Auditor

## 2. Integrity requirements according to Fit&Proper Requirements

The undersigned declares:

- a.** To be in one of the conditions of ineligibility or disqualification provided for by art. 2382 of the Italian Civil Code, i.e. having been banned, disqualified, declared bankrupt, or having been sentenced to a penalty entailing disqualification, even temporary, from holding public office or the inability to perform executive duties.  YES  NO

*Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).*

- b.** To have been convicted by a final judgment:
- 1)** to a prison sentence for a crime envisaged by the provisions on corporate and bankruptcy matters, banking, finance, insurance, payment services, anti-money laundering, intermediaries authorised to provide investment services and collective savings management, markets and centralised management of financial instruments, public savings, issuers, as well as for one of the crimes envisaged by articles 270-bis, 270-ter, 270-quater, 270-quater.1, 270-quinquies, 270-sexies, 416, 416-bis, 416-ter, 418, and 640 of the Italian Criminal Code;  YES  NO
- 2)** to imprisonment for a term of not less than one year for a crime against the public administration, against public trust, against property, or in tax matters;  YES  NO
- 3)** to imprisonment for a period of not less than two years for any crime committed without criminal intent, without prejudice to the effects of rehabilitation and revocation of the sentence for cancellation of the crime pursuant to article 673, paragraph 1, of the Italian Code of Criminal Procedure;  YES  NO

*Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).*

- c.** To have been subjected to precautionary measures ordered by the judicial authorities pursuant to Legislative Decree no. 159/11, as subsequently amended and supplemented, without prejudice to the effects of rehabilitation and revocation of the sentence for cancellation of the crime pursuant to article 673, paragraph 1, of the Code of Criminal Procedure;  YES  NO

*Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).*

- d.** at the time of taking office, to be in a situation of temporary disqualification from holding management offices of legal entities and companies, or in a situation of temporary or permanent disqualification from holding administration, management and control functions pursuant to art. 144-ter, paragraph 3, of the Consolidated Law on Banking and art. 190-bis, paragraphs 3 and 3-bis, of the Consolidated Law on Finance, or in one of the situations referred to in art. 187-quater of the Consolidated Law on Finance;  YES  NO

*Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).*

- e.** To have been convicted with a final sentence at the request of the parties, or following a summary judgement, of one of the sanctions envisaged:
- by the preceding letter *b*), number 1), except in the case of cancellation of the crime pursuant to article 445, paragraph 2, of the Italian Code of Criminal Procedure;
  - by the preceding letter *b*), numbers 2) and 3), in the duration specified therein, except in the case of the cancellation of the crime pursuant to article 445, paragraph 2, of the Italian Code of Criminal Procedure,

YES  NO

without prejudice to the effects of rehabilitation and revocation of the sentence for cancellation of the crime pursuant to article 673, paragraph 1, of the Italian Code of Criminal Procedure.

*Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).*

- f.** To have received criminal convictions or other sanctions in foreign countries for offences corresponding to those which would entail, according to Italian law, the loss of the requisites of integrity.

YES  NO

*Notes: If the answer is YES, provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).*

### 3. Fairness criteria under the Fit&Proper Requirements

In order to allow verification of the criteria of fairness in past personal and professional conduct, the undersigned declares whether he/she has been subjected (or not) to

- a.** criminal convictions imposed with sentences (even if not final), sentences (even if not final) that apply the sanction upon request of the parties or following a summary judgement, criminal decrees of conviction, even if not irrevocable, and personal precautionary measures related to a crime envisaged by the provisions on corporate affairs and bankruptcy, banking, finance insurance, payment services, usury, anti-money laundering, taxation, intermediaries authorised to carry out investment services and collective savings management, markets and centralised management of financial instruments, public savings, issuers, as well as for one of the crimes envisaged by articles 270-bis, 270-ter, 270-quater.1, 270-quinquies, 270-quinquies.1, 270-quinquies.2, 270-sexies, 416, 416-bis, 416-ter, 418, 640 of the Italian Criminal Code;

YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

- b.** criminal convictions imposed with sentences, including non-definitive ones, sentences, including non-definitive ones, that apply the penalty at the request of the parties or following an abbreviated judgement, criminal decrees of conviction, even if they have not become irrevocable, and personal precautionary measures relating to offences other than those referred to in letter a.; application, even provisionally, of one of the prevention measures ordered by the judicial authorities pursuant to Legislative Decree no. 159/11;

YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

- c.** final sentences sentencing to compensation for damages for acts carried out in the performance of duties in subjects operating in the banking, financial, markets and securities, insurance and payment services sectors; final sentences sentencing to compensation for damages due to administrative-accounting responsibilities;  YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

- d.** administrative sanctions imposed on the representative for violations of corporate, banking, financial, securities, insurance, anti-money laundering and market and payment instrument regulations;  YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

- e.** revocation or precautionary measures ordered by the Supervisory Authorities or at their request; removal measures ordered pursuant to Articles 53-bis, paragraph 1, letter e), 67-ter, paragraph 1, letter e), 108, paragraph 3, letter d-bis), 114-quinquies, paragraph 3, letter d-bis), 114-quaterdecies, paragraph 3, letter d-bis), of the Consolidated Law on Banking, and Articles 7, paragraph 2-bis, and 12, paragraph 5-ter, of the Consolidated Law on Finance;  YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

- f.** performance of duties in subjects operating in the banking, financial, securities markets, insurance and payment services sectors which have been subject to an administrative sanction, or a sanction pursuant to Legislative Decree no. 231/2001  YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

- g.** performance of duties in companies that have been subject to extraordinary administration, resolution, bankruptcy or compulsory administrative liquidation procedures, collective removal of members of administration and control bodies, withdrawal of authorisation pursuant to Article 113-ter of the Consolidated Banking Act, cancellation pursuant to Article 112-bis, paragraph 4, letter b), of the Consolidated Banking Act or equivalent procedures;  YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment to the Questionnaire.*

- h.** suspension or expulsion from professional bodies, removal (adopted as a disciplinary measure) from professional lists and associations imposed by the competent Authorities on the professional bodies themselves; revocation measures for just cause from offices held in management, administration and control bodies; similar measures adopted by bodies entrusted by law with the management of lists and directories;  YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

- i.** a negative assessment by an administrative authority regarding the suitability of the representative within the framework of authorisation procedures envisaged by the provisions on corporate, banking, finance, securities, insurance and the rules on markets and payment services  YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

- j.** ongoing investigations and criminal proceedings relating to the offences referred to in points a) and b);  YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

- k.** negative information on the representative contained in the *Centrale Rischii* (Central Credit Register) set up pursuant to article 53 of the Consolidated Law on Banking; negative information means information on the representative, even when not acting as a consumer, which is relevant for the purposes of fulfilling the obligations set out in article 125, paragraph 3, of the same Consolidated Law.  YES  NO

*Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.*

#### **4. Professionalism requirements according to Fit&Proper Requirements**

- a. to be enrolled in the Legal Auditors Register and to have exercised the legal audit of account for more than  YES  NO
- three years or
  - five years<sup>1</sup>;
- and/or
- b. that I have at least:  YES  NO
- three years or
  - five years
- also alternatively, experience in the exercise of:

<sup>1</sup> Five years in the case of candidates for the position of Chairman of the Board of Statutory Auditors. Three years in the case of candidates for the position of Statutory Auditor.

- |      |   |                          |                          |
|------|---|--------------------------|--------------------------|
| i.   | legal audit of account, or  | <input type="checkbox"/> | <input type="checkbox"/> |
|      |   | YES                      | NO                       |
| ii.  | administration or control activities or management duties in the credit, financial, securities or insurance industry;   | <input type="checkbox"/> | <input type="checkbox"/> |
|      |   | YES                      | NO                       |
| iii. | administration or control activities or management tasks at listed companies or companies whose size and complexity is greater than or comparable with that of the Bank (in terms of turnover, nature and complexity of the organisation or activity carried out),  | <input type="checkbox"/> | <input type="checkbox"/> |
|      |   | YES                      | NO                       |
| iv.  | Professional activities related to the credit, financial, securities and insurance sectors or, in any event, functional to the Bank's activities. The professional activity must be characterised by adequate levels of complexity, also with reference to the recipients of the services provided, and must be carried out on a continuous and significant basis in the above-mentioned sectors; | <input type="checkbox"/> | <input type="checkbox"/> |
|      |   | YES                      | NO                       |
| v.   | university teaching activities, as first or second level lecturer, in legal or economic subjects or in other subjects however instrumental to the activity of the credit, financial, securities or insurance sector;  | <input type="checkbox"/> | <input type="checkbox"/> |
|      |   | YES                      | NO                       |
| vi.  | managerial, executive or top management functions, howsoever called, in public bodies or public administrations related to the credit, financial, securities or insurance sector, provided that the entity in which the person held such functions is of a size and complexity comparable with that of the Bank.  | <input type="checkbox"/> | <input type="checkbox"/> |
|      |   | YES                      | NO                       |

*Note:* for the purposes of meeting the requirements set out in the previous point, the experience gained during the **twenty years prior to taking office is taken** into account. Experience gained at the same time in more than one function is counted only for the period of time in which it was carried out, without accumulating it.

In order to assess professionalism with respect to the above points, you are asked to complete the following table.

Company/Body/ University	Company size (tick the relevant classification)			Position/Role	Number of years in the role/office	Notes
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			

*Note:* Based on European Commission Recommendation 2003/361/EC, the following are defined as:

- (i) Small Enterprises: Turnover  $\leq$  € 10 million; Assets  $\leq$  € 10 million; Employees  $\leq$  50;
- (ii) Medium-sized companies: Turnover  $\leq$  € 50 million; Assets  $\leq$  € 43 million; Employees  $\leq$  250;

(iii) Large companies: Turnover > € 50 million; Assets > € 43 million; Employees > 250.  
For agencies, governments, and universities, the size designation need not be provided.

## 5. Competence criteria under the Fit&Proper Requirements

In order to allow verification of the criteria of competence in past personal and professional conduct, the undersigned declares whether or not he/she possesses one or more of the following theoretical knowledge and practical experience in one or more of the following areas:

		<b>Rating (high, medium high, medium low and low)</b>			
		<b>h</b>	<b>m/h</b>	<b>m/l</b>	<b>l</b>
1.	financial markets	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	regulation of the banking and financial sector	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	strategic guidance and planning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	organizational and governance framework	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	risk management (identifying, assessing, monitoring, controlling, and mitigating a bank's major types of risk, including the representative's responsibilities in these processes)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	internal control systems and other operating mechanisms;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	banking and financial activities and products	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	accounting and financial reporting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	information technology	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Note: "representative" means, depending on the case, the persons holding offices on (i) the Board of Directors; (ii) the Board of Statutory Auditors; (iii) the General Manager (if any).*

## 6. Independence requirements pursuant to Fit&Proper Requirements

The undersigned declares that he/she:

meets the independence requirements under the Fit&Proper Requirements.

YES  NO

*Notes: If the answer is YES, please answer if one or more of the following circumstances exists*

a. is a participant in the Bank<sup>(1)</sup>;

YES  NO

- |    |  |   |
|----|--|---|
| b. | is an executive officer in a company in which a Director with executive authority of the Bank holds the office of director or management director  | <input type="checkbox"/> YES<br><input type="checkbox"/> NO |
| c. | has, directly or indirectly, or has had in the two years prior to taking office, any self-employment or subordinate working relationships or other relationships of a financial, asset or professional nature, including non-continuous relationships, with the Bank or its executive officers or its Chairman, with companies controlled by the Bank or its executive officers or their chairmen, or with a participant in the Bank or its executive officers or its Chairman, such as to compromise independence; <sup>(2)</sup> | <input type="checkbox"/> YES<br><input type="checkbox"/> NO |
| d. | is the spouse (unless legally separated), a person bound by civil union or <i>de facto</i> cohabitation, relative or similar within the fourth degree:1) of the managers of the main corporate functions of the Bank <sup>(3)</sup> ; 2) of persons who are in the conditions described in letters (a), (b) and (c), or in the subsequent letter e   | <input type="checkbox"/> YES<br><input type="checkbox"/> NO |
- Notes: If the answer is YES, please provide details*
- e. hold or have held within the past five positions of member of board of directors or of the executive board as well as management positions at a participant in the Bank, the Bank or companies controlled by it

*Note: If the answer is YES, please provide details (e.g., indication of the role, timing, which companies).*

*Clarification:*

- <sup>(1)</sup> "Participant" means a person who controls or exercises significant influence over the Bank or who holds interests that allocate a share of the voting rights or capital of the Bank equal to at least 10%.
- <sup>(2)</sup> with regard to point c) above, the commercial relationship, which took place during the previous financial year, pursuant to the Board of statutory Auditors' Regulations, is deemed "significant" on the basis of two parameters:
- a. continuity: more than six months duration, and
  - b. 10% maximum threshold:
    - the turnover of the firm or professional practice to which the director belongs, or
    - of the advisor's own income as an individual.
- In the case of a Auditor who is also a partner in a professional firm or consulting firm, the Board assesses the significance of professional relationships that may have an effect on his or her position and role within the firm or consulting firm or that, in any event, relate to important Bank and Group transactions, even independently of the quantitative parameters set out above;
- <sup>(3)</sup> These include: the heads of the anti-money laundering function, the compliance function, the risk management function and the internal audit function, and the Chief Financial Officer, as well as the Manager charged with preparing a company's financial reports pursuant to Article 154-bis of the TUF

The undersigned also declares that he/she:

meets the independence requirements under art. 147-ter, paragraph 4, as recalled by art. 148, paragraph 3, of TUF<sup>2</sup>

YES  
 NO

<sup>2</sup> Cfr. Art. 148, paragraph 3, of TUF: "The following persons may not be elected as auditors and, where elected, they shall be disqualified from office:

a) persons who are in the conditions referred to in Article 23 82 of the Civil Code;

b) spouses, relatives and the like up to the fourth degree of kinship of the directors of the company, spouses, relatives and the like up to the fourth degree of kinship of the directors of the companies it controls, the



meets the independence requirements under art. 2, Recommendation 7, of the Corporate Governance Code

YES  NO

## 7. Conflicts of Interest

The undersigned declares that he/she has a conflict of interest:

### 1. PERSONAL (upon appointment and on-going)

- |    |  |                              |                             |
|----|--|------------------------------|-----------------------------|
| a. | having personal ties with other members of the Board of Directors, personnel holding key positions or significant shareholders of the Bank or its subsidiaries | <input type="checkbox"/> YES | <input type="checkbox"/> NO |
| b. | carries on - or one of his close family members carries on - business activities with the Bank or one of its subsidiaries                                      | <input type="checkbox"/> YES | <input type="checkbox"/> NO |
| c. | being a party - or one of its close family members is a party - to legal proceedings against the Bank or one of its subsidiaries                               | <input type="checkbox"/> YES | <input type="checkbox"/> NO |

*Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances*

### 2. PROFESSIONAL (upon appointment or within the previous 5 years)

- |    |  |                              |                             |
|----|--|------------------------------|-----------------------------|
| a. | being - or one of the close family members is - at the same time an executive of the Bank, of one of its subsidiaries or in a competitor         | <input type="checkbox"/> YES | <input type="checkbox"/> NO |
| b. | has - or one of his or her close family members has - a significant business relationship with the Bank, one of its subsidiaries or a competitor | <input type="checkbox"/> YES | <input type="checkbox"/> NO |

*Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances*

### 3. FINANCIAL (at the time of appointment)

- |  |                              |                             |
|--|------------------------------|-----------------------------|
| has - or any of his or her immediate family members have - a significant financial interest in or significant financial obligation to the Bank or any of its subsidiaries, a customer of or a competitor of the Bank or any of its subsidiaries. | <input type="checkbox"/> YES | <input type="checkbox"/> NO |
|--|------------------------------|-----------------------------|

*Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances*

### 4. POLITICAL (upon appointment or within the previous 2 years)

- |  |                              |                             |
|--|------------------------------|-----------------------------|
| holds - or one of their close family members holds - a position of high political influence. | <input type="checkbox"/> YES | <input type="checkbox"/> NO |
|--|------------------------------|-----------------------------|

*companies it is controlled by and those subject to common control;*

*c) persons who are linked to the company, the companies it controls, the companies it is controlled by and those subject to common control or to directors of the company or persons referred to in paragraph b) by self-employment or employee relationships or by other relationships of an economic or professional nature that might compromise their independence.”*

*Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances*

## 5. OTHER

any other relationships, positions, involvements that could adversely affect the interests of the Bank and other Group entities.

YES  NO

*Note: If the answer is YES, please provide additional clarification in order to assess the circumstances*

### *Clarification:*

<sup>(1)</sup> Close family members are defined as: spouse, de facto cohabiting partner, cohabitant, child, parent or other family member with whom the individual shares the same dwelling.

<sup>(2)</sup> Significant shareholders are defined as: those who hold an interest of 5% or more.

<sup>(3)</sup> The significance of the business relationship depends on the amount of financial value it represents to the business of the representative or his/her close family member.

<sup>(4)</sup> In the case of a business or professional relationship with the Bank/subsidiaries or a competitor, indicate the percentage of the turnover of the business conducted by the individual or close family member with the Bank, its subsidiaries or a competitor to the total turnover.

<sup>(5)</sup> Examples of bonds/financial interests are equity investments, other types of investments and loans. The materiality of the interest or obligation depends on the amount of (financial) value they represent for the financial resources of the said representative. In principle, the following cases would be regarded as not material: all secured personal loans (e.g. private mortgages) that are non-preferential (i.e. at standard market conditions for the bank in question) and performing; all other non-preferential performing loans of less than EUR 200,000, whether secured or not; participations of 1% or less held at the time of appointment or other investments of equivalent value.

<sup>(6)</sup> "Significant political influence" can occur at any level: local (e.g. mayor), regional or national (e.g. within government); in the case of a civil servant (e.g. in public administration) and a representative of a state. The relevance of the conflict of interest depends on any specific obligations or powers arising from the political role that would prevent the individual from acting in the interests of the supervised entity.

## 8. Incompatibility

The undersigned - considering that BFF Bank is a company authorized to carry out banking activities, operating in the factoring market (purchase of receivables due from the National Health Service and the Public Administration), accounting for collections and management of receivables due from suppliers to the National Health Service, in the collection of savings through deposit accounts, in bank payment services and in security services – (Attachment B) declares that he/she is in one of the following situations of incompatibility:

### 1. INTERLOCKING

The company or group in which a position is held in management, supervisory or control bodies (Board of Directors, Management Board, Board of Statutory Auditors, Supervisory Board) or a top management role (General Manager; Executive in charge of drawing up the corporate accounting documents) carries out activities that compete with those of the Bank or the Group it heads.

YES  NO

Notes: If the answer is YES, please provide additional clarification in order to assess whether or not the ban on interlocking applies.

**2. INCOMPATIBILITY pursuant to Legislative Decree no. 165/2001)**

Incompatible roles for public employees pursuant to Legislative Decree no. 165/01, as subsequently amended.

YES  NO

Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances.

**3. LEGAL OR STATUTORY**

a. Breach of the prohibition set out in art. 2390 of the Italian Civil Code.

YES  NO

b. Member of Parliament and member of the Government ex art. 6 of Law n. 60/1953

YES  NO

Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances

**11. Time availability**

The undersigned declares that he/she can devote adequate time to the performance of the duties, taking into account the commitment required, estimated at 85 days per year, and the tasks carried out within the Bank (also taking into account preparation of the meetings). In this regard, it should be noted that, in order to carry out the assignment i, it is estimated that the participation in 49 meetings of the Board of Statutory Auditors, 21 meetings of the Board of Directors, an average of 13 meetings for each Board Committee, 7 days dedicated to training activities and/or extra-board meetings is required.

In order to allow the Board to assess time availability, you are requested to complete the table below.

<b>A. List of executive and non-executive positions. List the position for which this form is being completed first and all other positions held after that.</b>								
Entity <i>(indicate listed companies with an *)</i>	Company size <sup>(1)</sup>	Position within the institution: executive director / non-executive director / other	Application of Aggregation or Computation Exclusions <i>(specify waiver)</i>	Additional Responsibilities <i>(such as committee membership, chairing functions, etc.).</i>	No. of meetings per year	Time commitment <i>(days/year)</i>	Additional Information <i>(for example: duration and next expiry date)</i>	Total Dedicated Days (A) <sup>(2)</sup>
<b>TOT (A)</b>								<b>[-]</b>
<b>B. Professional/academic activity</b>								



Activities	Total dedicated days (B)
<b>TOT (B)</b>	[-]
<b>TOTAL DAYS PER YEAR DEVOTED TO ALL ASSIGNMENTS (A + B)</b>	[-]

- (1) Classification based on European Commission Recommendation 2003/361/EC:  
Small enterprises: Turnover ≤ € 10 million; Assets ≤ € 10 million; Employees ≤ 50;  
Medium-sized companies: Turnover ≤ € 50 million; Assets ≤ € 43 million; Employees ≤ 250;  
Large companies: Turnover > € 50 million; Assets > € 43 million; Employees > 250.
- (2) The overall commitment shown is an estimate of the time required to prepare for and attend meetings.

## 12. Limit to the number of offices

The undersigned declares that he/she holds, also in light of the table in the preceding point,

	Total no. [-] assignments, of which:	
<b>a.</b>	n. [-] executives	
<b>b.</b>	n. [-] non-executive	
	You are also asked to indicate	
<b>c.</b>	the total number of appointments benefiting from the Aggregation, with an indication of the companies aggregated, and whether, as a result of the Aggregation, the appointment qualifies as executive or non-executive.	[-]
<b>d.</b>	the total number of offices benefiting from the Computation Exclusion	[-]

*Notes: enter the information in c above.*

### *Clarification:*

Except as set forth *below*, each such officer may not hold an aggregate number of positions in banks or other business corporations in excess of one of the following alternative combinations:

- a. No. 1 executive office and no. 2 non-executive office;
- b. No. 4 non-executive office.

For purposes of calculating the above limits, the position held at the Bank (the "**Limits**") shall be included.

The Limits do not apply to members who hold positions in the Bank representing the Government or other public bodies.

For the purposes of calculating the Limits, positions held by the representative shall not be considered:

- a. at companies or entities the sole purpose of which is to manage the private interests of a representative or of a spouse who is not legally separated, a person bound by civil union or de facto cohabitation, a relative or a relative-in-law within the fourth degree and which do not require any type of day-to-day management by the representative;
- b. as a professional in a professional company;
- c. as alternate auditor (the "**Computation Exclusions**").

For purposes of calculating the Limits, the aggregate of the positions held in each of the following cases shall be considered as one position:

- a. within the same group;
- b. in banks belonging to the same institutional protection system;
- c. in companies, not part of the group, in which the bank holds a qualifying holding as defined in Regulation (EU) No. 575/2013, Article 4(1), point 36.

If more than one of the cases described in paragraph a), b) and c) above occurs at the same time, the offices are added together. The sum of the positions counted as a single position is considered as an executive position if at least one of the positions held in the above-mentioned situations is executive; in the other cases it is considered as a non-executive position (the "**Aggregation**").

Taking on a non-executive position in addition to the Limits (the "**Additional Position**") shall be permitted provided that it does not impair the ability of the representative to devote adequate time to the position with the Bank to effectively perform his or her duties. For this purpose, the Board shall consider, among other things:

- b. the fact that the representative holds an executive position within the Bank or is a member of Committees;
- c. the size, business and complexity of the Bank or other business company at which the additional assignment would be made;
- d. The duration of the additional assignment;



e. the level of expertise accrued by the representative for carrying out the position in the Bank and any synergies between the different positions.

The taking on of the Additional Assignment is not permitted to representative who:

- a. holds the position of Chief Operating Officer, or Chairman of the Board of Directors or of a Committee at the Bank;
- b. benefits, for other assignments, from the Aggregation.

The Additional Assignment is not eligible for Aggregation.

The Chief Executive Officer, subject to the Computation Exclusions, may not hold:

- (i) any other executive office;
- (ii) More than two non-executive positions.

For the Chairman and the Chief Operating Officer, the possibility of serving as a member of the Board of Statutory Auditors is excluded.

## Attachment A

1. The occurrence of one or more of the situations that are relevant for the purposes of assessing the existence of the requirement of fairness for the Auditor does not automatically lead to his/her unsuitability, but requires an assessment by the competent body. The assessment is conducted with regard to the principles of sound and prudent management, as well as to safeguarding the Bank's reputation and public trust.
2. The evaluation shall be conducted based on one or more of the following parameters, where relevant:
  - a) objective seriousness of the facts committed or contested, with particular regard to the extent of the damage caused to the protected legal asset, the damaging potential of the conduct or omission, the duration of the violation, any systemic consequences of the violation;
  - b) frequency of behaviors, with particular regard to the repetition of behaviors of the same nature and the time lapse between them;
  - c) stage of the administrative penalty appeal process;
  - d) stage and degree of the criminal proceedings;
  - e) type and amount of the sanction imposed, assessed according to criteria of proportionality, which take into account, among other things, the severity of the sanction also on the basis of the bank's financial capacity;
  - f) the period of time that elapsed between the occurrence of the relevant fact or conduct and the appointment resolution. As a rule, the facts that occurred or the conduct that took place no more than ten years prior to the appointment are taken into account; if the relevant fact or conduct took place more than ten years earlier, they must be taken into account only if they are particularly serious or, in any case, there are particularly qualified reasons why the sound and prudent management of the bank could be affected;
  - g) level of cooperation with the relevant body and the supervisory authority;
  - h) any reparatory conduct undertaken by the interested party to mitigate or eliminate the effects of the violation, even after the adoption of the sentence, sanction or one of the measures referred to in paragraph 3 of the Questionnaire;
  - i) degree of responsibility of the subject in the violation, with particular regard to the effective power structure within the bank, company or entity at which the position is held, the conduct actually carried out, the duration of the position held;
  - j) reasons for the measure taken by administrative bodies or authorities;
  - k) relevance and connection of conduct, behaviour or facts to the banking, financial, securities, insurance and payment services sectors, as well as in matters of anti-money laundering and terrorist financing.
3. In the case referred to in point 3 of the Questionnaire, the sanction imposed is only taken into consideration if there are objective elements capable of proving the individual and specific contribution made by the subject in committing the sanctioned facts. In any case, sanctions equal to the minimum amount are not taken into consideration.
4. The case envisaged in point 3 of the Questionnaire, letter g), is relevant only if there are objective elements capable of proving the individual and specific contribution made by the person to the events that led to the company's crisis, taking into account, among other things, the duration of the period during which the person concerned carried out his/her functions at the company and the period of time that elapsed between the carrying out of the functions and the adoption of the measures mentioned in point 3 of the Questionnaire, letter g).
5. The fairness criterion is not met when one or more of the situations listed in item 3 of the Questionnaire paint a serious, accurate, and concordant picture of conduct that is contrary to the objectives stated in paragraph 1.

**Attachment B**

<p align="center"><b>MARKET</b> <i>(product markets where the Bank operates)</i></p>	<p align="center"><b>COMPANY</b> <i>(positions in other Companies that theoretically could be connected with the prohibition against interlocking directorates)</i></p>
<b><i>Securities Services</i></b>	
Depository Bank	
• mutual funds	
• pension funds	
Proprietary trading	
<b><i>Payments</i></b>	
Processing and Foreign services	
Client payments and collections	
Cheques and bills	
<b><i>Credit &amp; Branches</i></b>	
Granting of loans	