

Giorgia Rodigari

Born: 23-07-1983 (Milan, Italy)

Nationality: Italian

Brief Introduction

Ms Giorgia Rodigari, holds the position of Managing Director in the London office of Centebridge Partners L.P. ("Centerbridge"), after joining the company in 2012, as a member of the European financial services investment team. During her years of activity with Centerbridge, Ms. Rodigari gained considerable international experience and a deep knowledge of foreign financial markets and of business models within the financial services sector. She has also acquired significant experience of reading and interpreting financial statements of different businesses, including banks and insurance companies. In this context, Ms. Rodigari also played an active role, assisting and supporting the executive functions of important credit institutions / financial operators, acquiring considerable knowledge of the administrative and managerial dynamics of companies in the sector. Ms. Rodifari is also currently a member of the board of directors of several companies, including:

- **Fortuna Holdings Limited**, the parent company of Canopus Group Limited, one of the largest insurers operating in the Lloyds market in the United Kingdom
- The parent company of **GoHealth LLC**, a healthcare insurance broker (mainly active in the field of Medicare Advantage), with operations in the United States and headquartered in Chicago
- **Banca Farmafactoring S.p.A.**, a banking institution specialized in the provision of factoring services to public bodies across Europe

Before joining Centerbridge, Ms. Rodigari worked at the Investment Banking Division of **Goldman Sachs International**, gaining knowledge of the banking / financial sector and its dynamics and actively participating in mergers and acquisitions of international relevance .

Prior to her experience with Goldman Sachs, Ms. Rodigari held the position of Risk Analyst at **Shell Asset Management**, the asset management arm of Royal Dutch Shell plc, which manages its global pension funds, based in the Netherlands.

Ms. Rodigari graduated summa cum laude from Politecnico di Milano and, as part of her graduate studies also took courses in financial mathematics and risk analysis at the Delft University of

Technology in the Netherlands. Dr. Rodigari also took courses economics and finance at Harvard University (Cambridge, MA).

Professional Experiences

From 2009 to today, Ms. Rodigari has carried out professional activities in matters pertaining to the financial services sector and relevant to the banking business, as summarized below.

July 2012- to date at **Centerbridge Partners LLC** (London) covering the positions of: Managing Director (from Jan-2018 to date), Principal (from July-2014 to Jan-2018) and Associate (from July-2012 to July-2014)

Member of the European investment team with a focus on the financial services sector and the healthcare sector. In particular, Ms. Rodigari is responsible for European investment activities in the health sector for Centerbridge. Ms. Rodigari has carried out functions for many years, inter alia, generating investment opportunities, evaluating and executing new investments, as well as managing and overseeing portfolio companies.

Relevant experiences while at Centerbridge:

- 2019 – Acquisition and subsequent oversight of the investment in **GoHealth LLC**, a leading healthcare insurance broker (mainly active in the field of Medicare Advantage) operating in the United States and headquartered in Chicago. Ms. Rodigari played an active role in the acquisition phase and is currently a member of the Board of Directors of its parent company (from September 2019 to today)

- 2018 – Acquisition and subsequent oversight of **BMI Healthcare Ltd**, a leading private healthcare operator in the United Kingdom by Hospital TopCo Limited, a company of which Centerbridge Partners LLC was the main shareholder. Ms. Rodigari played a key role in the acquisition and subsequently in the oversight of the company as a member of the board of directors and the audit committee. In addition, Ms. Rodigari led the sale of the companies, which was perfected in January 2020, to two international healthcare operators. Ms. Rodigari was a member of the board of directors of Hospital TopCo Limited from January 2017 until January 2020

- 2017 – Acquisition of a majority stake in **Canopi Group**, a leading insurance operator active in the London-based Lloyd's market. The company writes P&C insurance and reinsurance for specialist risks mainly in the United States, the United Kingdom and continental Europe. Ms. Rodigari participated in the acquisition and is currently a member of the board of directors of the parent company, Fortuna Holdings Limited (from August 2017 to today)
- 2015 – Investment in **Banca Farmafactoring**, a leading banking institution specialized in the provision of factoring services to public bodies in Italy, Spain and Portugal and Eastern Europe. Carried out business as well as financial due diligence and relative assessment of the economic and financial associated with the investment. Ms. Rodigari is currently a member of the board of directors of Banca Farmafactoring S.p.A (since December 2019) and of the board of directors of BFF Luxemburg Sarl (since December 2019)
- 2013 - Investment in **Williams & Glyn**, a UK-based credit institution about to be separated from the parent company Royal Bank of Scotland, through the subscription of a pre-IPO convertible instrument. Due diligence supervision with particular emphasis on the evaluation of business organization and economic risks associated with the investment; primary role in the negotiation and structuring of the transaction
- 2012 - **Aldemore Bank plc**, specialty bank based in the United Kingdom, whose recapitalization was supported by Centerbridge Partners through the contribution of Tier 2 capital. Supervision of the position with assessment of the bank's business and of the economic and financial risks associated with the investment and subsequent monetization

In addition, Ms. Rodigari has played a primary role in a series of international transactions that have not been completed, involving credit and financial institutions in geographies such as Germany, Spain, the United Kingdom and Italy.

Aprile 2010 sino a Luglio 2012: Investment Banking Division di **Goldman Sachs International** (Londra).

*Investment Banking Division di Goldman Sachs nel **Technology, Media and Telecommunication Group**.*

Principali operazioni perfezionate:

- Sviluppo di una strategia difensiva del principale operatore di telecomunicazioni olandese, **KPN N.V.**, contro l'offerta di acquisto da parte di América Movil
- Acquisizione da parte di **Liberty Global plc**, di Kabel BW GmbH, operatore nel campo della provvisione di servizi televisivi e di telefonia / internet in Germania

April 2010 until July 2012: Investment Banking Division of **Goldman Sachs International** (London).

Investment Banking Division of Goldman Sachs in the Technology, Media and Telecommunication Group.

Transaction experience:

- Anti raid defence of the incumbent Dutch telecommunications operator, **KPN N.V.**, from take-over offer by América Movil
- Acquisition by **Liberty Global plc** of Kabel BW GmbH, leading German cable operator

January 2009 until March 2010: worked at **Shell Asset Management Company B.V.** (Netherlands) the asset management arm of Royal Dutch Shell plc. responsible for managing its pension funds across multiple countries

Ms. Rodigari held, initially as a trainee from September 2008 to January 2009, a financial analyst role in the team investing in public equities.

Subsequently, Ms. Rodigari contributed to the set up of the risk management team, where she was responsible for the implementation of the risk management system for public and private equity. In this context, Ms. Rodigari also had the opportunity to interact with the regulatory authorities of the Netherlands and also took part in committee meetings for approving and reviewing investment opportunities.

In her over ten years experience in the financial services and banking sector, Ms. Rodigari has acquired solid international experience, with a deep knowledge of foreign markets, as well as of the administrative, regulatory and management dynamics of companies in the financial services sector and has developed a solid ability in reading and interpreting economic and financial statements.

Academic Curriculum

- **2008, Politecnico di Milano (Milan)**

- MSc in Nuclear Engineering (Final grade 110/110 summa cum laude).

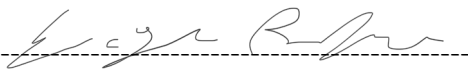
- **2008, Delft University of Technology (Delft)**
 - Graduate studies abroad (Unitech Exchange Program) with courses in Applied Physics and Financial Mathematics as part of the MSc in Nuclear Engineering at Politecnico di Milano.

- **2006, Harvard University**
 - Courses in Economics and Capital Markets

- **2006, Politecnico di Milano (Milano)**
 - BSc in Energy Engineering (Final grade 110/110 summa cum laude).

Date and Signature

26/02/2020

A handwritten signature in black ink, appearing to read 'Eugenio Bolchini', is written over a horizontal dashed line.

DECLARATION OF ACCEPTANCE OF THE CANDIDACY FOR THE POST OF DIRECTOR

With reference to the Annual General Meeting of Shareholders of Banca Farmafactoring S.p.A., convened in Milan, Via Domenichino No. 5, on 2 April 2020 at 11.00 hours on single notice, and in relation to the candidacy for the post of Director

I, the undersigned GIORGIA RODIGARI, with tax ID RDGGRG83L63F205E born in MILAN on 23-07-1983, resident in LONDON, at DEVONSHIRE STREET, 46-H post code W1G 7AN,

hereby declare as follows

that I hereby accept said candidacy and, if nominated, appointment as Director;

Furthermore, on my own responsibility,

I hereby declare as follows

- a) there is, pursuant to the law and the Articles of Association, no cause of ineligibility or relinquishment for said appointment, or incompatibility for taking the post of member of the Board of Directors of Banca Farmafactoring S.p.A.;
- b) I am in compliance with the requisites in the current provisions and in the Articles for the post of member of the Board of Directors of Banca Farmafactoring S.p.A.;
- c) I am not subject to any of the situations of incompatibility in Article 2390 of the Italian Civil Code (nor an unlimited liability shareholder or director or general manager in companies competing with Banca Farmafactoring S.p.A. or, on my own account or for third parties, engaged in activities competing with those of Banca Farmafactoring S.p.A.);
- d) I do not hold office in competing companies or company groups pursuant to Article 36 of Legislative Decree No. 201/2011, converted to the Act of 22 December 2011, No. 214, operating in credit, insurance and financial markets;

or

I hold office in competing companies or company groups pursuant to Article 36 of Legislative Decree No. 201/2011, converted to Act No. 214 of 22 December 2011, operating in credit, insurance and financial markets, henceforth undertaking to relinquish such posts coinciding with possible appointment, or to certify that they are not incompatible, detailing the reasons;

- e) I meet the fit and proper requisites established for corporate bank representatives in Ministerial Decree No. 161/1998 and Ministerial Decree No. 162/2000, with no conduct which, while not amounting to crimes, conflicts with the principles established in Banca Farmafactoring S.p.A.'s "Code of Ethics" available on its website;
- f) referring specifically to the requisites of professionalism and the recommendations stated in the Board of Directors' "Guidelines on the qualitative-quantitative Composition of the Board of Directors: indications for Shareholders and the new Board of Directors" published on Banca Farmafactoring S.p.A.'s website, I am in compliance with the professionalism requisites in Ministerial Decree No. 161/1998, along with skills acquired in one or more of the following fields (Article 4 of the "Board of Directors Regulation", published on Banca Farmafactoring S.p.A.'s website):
 - an adequate understanding of the banking sector, of the dynamics of the economic-financial system, of banking and financial regulations and, in particular, of management methodology and risk control, acquired in long-standing experience in administration, management and control in the financial sector;

- experience in the management of operations designed to facilitate factoring, credit management and collection, in particular with bodies providing healthcare and with the Public Administration;
 - experience in business management and organisation acquired in long-standing activity in company administration, management or control or in groups of significant economic dimensions, or with the Public Administration;
 - capacity to read and interpret economic-financial data acquired in long-term experience in company administration and control, or in the pursuit of professional activity or university teaching;
 - international experience and understanding of foreign markets, acquired in the pursuit of long-term entrepreneurial or professional activity with foreign institutions or bodies, companies or groups with an international focus.
- g) meeting not meeting
the requirements of independence defined in Article 148 point 3 of Legislative Decree No. 58/1998;
- h) meeting not meeting
the requirements of independence defined in the Self-discipline Code for Listed Companies approved by the *Corporate Governance* Committee created and promoted by Borsa Italiana S.p.A., as last updated on July 2018, and Article 3.4.1. of the "*Board of Directors Regulation*" published on the Banca Farmafactoring S.p.A. website;
- i) I am able to assign sufficient time to the discharge of the post of Director of Banca Farmafactoring S.p.A.;
- j) referring specifically to the limit on accumulation of appointments provided for in Articles 7, 8 and 9 of the "*Board of Directors Regulation*" published on the Banca Farmafactoring S.p.A. website:
- if the number of appointments established for executive directors or the number for non-executive and/or independent directors is exceeded, I hereby henceforth undertake, if appointed, to immediately relinquish the incompatible posts;
 - not to exceed the number of appointments established for executive directors or for non-executive and or independent directors;
- k) not to incur in situations of incompatibility established for public employees in the sense of and for the effects of Legislative Decree No. 165/2001 and its successive amendments and addition;

I hereby finally declare

- l) I have familiarised myself with the "*Guidelines on the qualitative-quantitative Composition of the Board of Directors: indications to the Shareholders and the new Board of Directors*" published on Banca Farmafactoring S.p.A's website, and to have included in the documentation attached hereto exhaustive details of my personal and professional characteristics and management, administrative and control positions held in other companies, along with data helpful in comprehensively assessing my suitability for the post.

*** * ***

I, the undersigned also:

- undertake to notify promptly any changes in the information submitted herewith and, if required, to produce appropriate documentation confirming the veracity of the data provided;
- if appointed, to furnish a list of administrative and control posts held in other companies on the date of the General Meeting;
- if appointed, to resign immediately from any other position incompatible with that of member of Banca Farmafactoring S.p.A's Board of Directors;

declare to have read the information under Articles 13 of Regulation (EU) 2016/679 reproduced at the foot of this page and to authorize this company to confirm its accuracy with the competent authorities.

Place and date

26-02-2020 LONDON

Signed



Annex

Curriculum vitae: this must, among other things, contain exhaustive information on personal characteristics (cf. *sub* Annex “C” of the “*Guidelines on the qualitative-quantitative Composition of the Board of Directors: indications to the Shareholders and the new Board of Directors*”) and professional details.

In particular: (i) registered data; (ii) education, with details of qualifications and skills, and the training received; (iii) professional experience, with details of activity in each (the name and type of organisation where the activity took place and the nature and duration of the activity), stressing particularly the professional experience acquired in relevant sectors; (iv) corporate positions (highlighting those of an executive nature) including those in bodies not pursuing largely commercial objectives (associations, foundations, non-profit bodies) on the date of the declaration.

The experience suitably detailed in the curriculum vitae must evidence the fundamental understanding of the banking sector required of all candidates.

INFORMATION NOTICE PURSUANT TO ARTICLES 13 OF REGULATION (EU) 2016/679

Please note that the processing of personal data provided by S. V. will be in accordance with the provisions of Regulation (EU) 2016/679 and Legislative Decree no. 196 of 30 June 2003, as amended by Legislative Decree 101/2018. The data will be processed by Banca Farmafactoring S.p.A., which will publish the data and information contained in this statement, as well as all the attached documentation, in the manner required by the applicable provisions, as well as the collection and processing, also using computerized means, of your personal data within and for the purposes of the procedure for the appointment of the members of the Board of Directors of Banca Farmafactoring S.p.A., without prejudice to the latter's right to verify the truthfulness with the competent administrations. The candidate for the position of Director has the right to exercise the rights set forth in articles 15 - 22 of Regulation (EU) 2016/679, which provide, among others, the right to access your personal data, the right to have your data updated, supplemented, corrected or deleted, as well as the right to request the limitation and opposition to their processing in whole or in part and the right to lodge a complaint with the Control Authority, if he considers that the rights indicated herein have not been recognized.

To exercise the above rights, you may contact the Data Controller by writing to Banca Farmafactoring S.p.A., via Domenichino 5, 20149, Milan. Alternatively, you may contact the Data Protection Officer appointed by the Bank and available at the following email address: DPO@bffgroup.com.