

## DECLARATION

I, the undersigned Monica Magri, born in Catania on 13 agosto 1964, aware that, pursuant to Article 76 of Presidential Decree no. 445 of 28 December 2000, misrepresentation, document forgery and the use of false documents or documents containing data no longer corresponding to the truth are punishable under the criminal code and the special laws on the subject, in relation to the candidacy for Member for the Board of Director of BFF Bank S.p.A. (the "**Bank**") by the Shareholders' Meeting of 31 March 2022, pursuant to and in accordance with Ministry of Economy and Finance Decree no. 169/2020 (the "Decree") (the "**Fit&Proper Decree**") and Ministry of Justice Decree no. 162/2000, and further applicable provisions,

### DECLARE

to accept the above-mentioned candidacy and the possible office of Director of the Bank, electing as of now domicile for all the acts relating to this position, also pursuant to and for the purposes of the Supervisory Provisions, at the registered office of the Bank, in Via Domenichino 5, Milan,

### DECLARE

#### (A) PROFESSIONALISM REQUIREMENTS AND COMPETENCE CRITERIA

- to have gained an overall experience of at least three years<sup>1</sup> through the exercise of<sup>2</sup>:
  - Chief Human Resources Officer at Fedrigoni Group since May 2019 at today;
  - Human Resources Director at Cerved Group since September 2016 at April 2019;
  - Head of HR Europe at Allianz Global Investors (Allianz Group) since December 2011 at February 2016;
  - Head of HR Western Europe and International Distribution, Head of HR Italy at Pioneer Investments (UniCredit Group) since September 2007 at November 2011;
  - HR Manager, International Management Services at Ferrero International since February 2006 at September 2007;
  - Director of Human Resources and Communication at SIFI Group since October 1992 at January 2006.

A.1 as required by the Fit&Proper Decree, to possess theoretical knowledge and practical experience in more than one of the following areas:

	YES	NO
financial markets;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
regulation in the banking and finance industry;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
strategic guidance and planning;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
organizational and corporate governance framework;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
risk management (identification, assessment, monitoring, control and mitigation of the Bank's principal types of risk, including the representative's responsibilities in such processes);	<input type="checkbox"/>	<input checked="" type="checkbox"/>
internal control systems and other operating mechanisms;	<input checked="" type="checkbox"/>	<input type="checkbox"/>

<sup>1</sup> Five years in the case of candidates for the position of Chairman of the Board of Directors or Chief Executive Officer. Three years in the case of candidates for the position of Non-Executive Director.

<sup>2</sup> For more information on the professionalism requirements for each role, please refer to Section 5.3, and the relevant paragraphs, of the "Guidelines for Shareholders on the Qualitative and Quantitative Composition of the Board of Directors and for the Preparation of the Board of Directors List", available on the Bank's website at <https://it.bffgroup.com/regolamento-consiglio-di-amministrazione>.

banking and financial activities and products;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
accounting and financial reporting;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
information technology;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
coordination, direction or management of human resources such as to ensure effective performance of the functions of coordinating and directing the work of the Board of Directors, promoting its proper functioning, also in terms of circulation of information, effectiveness of comparison and stimulation of internal debate, as well as the adequate overall composition of the body <sup>3</sup> ;	<input type="checkbox"/>	<input checked="" type="checkbox"/>

A.2 as provided for in the Bank's Board of Directors Regulations, to meet at least one of the following requirements:

	YES	NO
Adequate knowledge of the banking sector, the dynamics and economic-financial system, banking and financial regulations and, above all, risk management and control methodologies, acquired through many years of experience in administration, management and control in the financial sector;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
experience in the management of operations aimed at facilitating the freeing up, management and collection of receivables, in particular from healthcare providers and the Public Administration;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
experience in entrepreneurial management and business organization acquired through many years of administration, management or control in companies, or groups of significant economic size, or in the Public Administration;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
ability to read and interpret economic and financial data acquired through many years of experience in administration and control in companies, or professional activities, or university teaching;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
international experience and knowledge of foreign markets, acquired through the performance of entrepreneurial or professional activities over several years at foreign institutions or bodies, companies or groups with an international orientation,	<input checked="" type="checkbox"/>	<input type="checkbox"/>

A.3 as required by the outcomes of the Board of Directors' annual self-assessment, to possess at least one of the following additional specific knowledge:

	YES	NO
business in which the Bank and its subsidiaries operate, also with regard to its future developments, and, therefore, with proven experience in the securities services and payment infrastructure services sectors, with specific know-how on new markets and business lines;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
financial markets and strategic planning, awareness of a credit institution's strategic business direction or business plan and its implementation;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
extraordinary finance and business development transactions by acquisition, as well as partnership agreements;	<input type="checkbox"/>	<input checked="" type="checkbox"/>

<sup>3</sup> Requirement relevant only to candidates for the position of Chairman of the Board of Directors.

Sustainability and expertise in social responsibility;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
information and communication technologies, including digital innovation and cybersecurity;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
business management and organization, including human resources management - including remuneration and incentive systems, operations and information systems - mainly in the banking sector;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
credit and financial risk assessment;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
NPL management;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
bank accounting (accounting and financial reporting, interpretation of a credit institution's financial data, identification of key issues and appropriate safeguards and measures based on that information);	<input type="checkbox"/>	<input checked="" type="checkbox"/>
PA dynamics;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
knowledge of the international market, in particular, with reference to the Eastern European markets in which the Bank's subsidiaries and, in general, the BFF Group operate (Poland, Czech Republic, Slovakia and Croatia);	<input type="checkbox"/>	<input checked="" type="checkbox"/>
skills in the legal and economic-financial field, and management within the board of directors of issues of strategic importance <sup>4</sup> ;	<input type="checkbox"/>	<input checked="" type="checkbox"/>
possession of specific skills, preferably acquired in top management positions of companies operating at international level, in the field of credit, finance, securities or insurance, gained through work experience in positions of appropriate responsibility for a period of no less than five years in the credit, banking and specific reference sector of the Bank's business, with focus on sustainability. Similar experience may also be gained in companies comparable with the Bank in terms of business, size and operational complexity, even in more than one country <sup>5</sup> .	<input type="checkbox"/>	<input checked="" type="checkbox"/>

## **(B) INTEGRITY REQUIREMENTS**

- (a) not to be in one of the conditions of ineligibility or disqualification provided for by art. 2382 of the Italian Civil Code <sup>6</sup>;
- (b) not to have been convicted with final judgement to:
- 1) 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;
  - 2) 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;
  - 3) imprisonment for a term of not less than two years for any involuntary crime,

<sup>4</sup> Knowledge required for Chairman of the Board only.

<sup>5</sup> Knowledge required for CEO only.

<sup>6</sup> See art. 2382 Italian Civil Code: "A disqualified person, an incapacitated person, a bankrupt, or a person who has been sentenced to a punishment that implies the disqualification, even temporary, from public offices or the inability to exercise executive offices, cannot be appointed as a director, and if appointed, is removed from office."

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;

- (c) not to have been subject to precautionary measures ordered by the judicial authorities pursuant to Legislative Decree no. 159/11, and subsequent amendments and additions, 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;
- (d) at the time of taking office, not 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; X
- (e) not to have been convicted with final judgment at the request of the parties, or as a result of summary judgment to one of the sentences provided:
  - 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 Code of Criminal Procedure,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;
- (f) not to have received criminal convictions or other sanctions in foreign countries for offences corresponding to those which would entail, under Italian law, the loss of the requisites of integrity;

**(C) FAIRNESS CRITERIA**

- (a) Not to have been convicted with criminal sentences, including non-final ones, that apply the sanction upon request of the parties or following a summary judgement, criminal decrees of conviction, even if they have not become irrevocable, and personal precautionary measures relating to a crime envisaged by the provisions on corporate and bankruptcy, banking, finance, insurance, payment services, usury, taxation, intermediaries authorised to exercise investment services and collective savings management, markets and centralised management of financial instruments, 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;
- (b) not to have been convicted of any criminal offences inflicted by even non-final sentences, even non-final sentences that apply the sanction at the request of the parties or following a summary 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.; enforcement, even provisionally, of one of the precautionary measures ordered by the judicial authorities pursuant to Legislative Decree no. 159/11;
- (c) not to have received final judgement sentencing to compensation for damages for acts carried out in the performance of duties in entities operating in the banking, financial, securities and markets, insurance and payment services sectors; final judgements sentencing to compensation for damages for administrative-accounting responsibility;
- (d) not to have been subject to administrative sanctions for violations of company, banking, financial, securities, insurance, anti-money laundering regulations and regulations on markets and payment instruments;

- (e) not to be subject to disqualification or precautionary measures taken by the Supervisory Authorities or at their request; removal measures taken 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;
- (f) not to hold, or not to have held, any office in entities 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;
- (g) not to hold or have held positions in companies that have been subject to extraordinary administration, resolution procedures, bankruptcy or compulsory administrative liquidation, collective removal of members of the 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;
- (h) not to have been suspended or expelled from registers, removal (adopted as a disciplinary measure) from lists and professional associations imposed by the competent authorities on the same professional associations; or not to be subject to revocation measures for just cause from offices held in management, administration and control bodies; or not to be subject to similar measures adopted by bodies entrusted by law with the management of registers and lists;
- (i) not to have been subject to a negative assessment by an administrative authority regarding the suitability of the representative as part of authorisation procedures provided for by the provisions on corporate, banking, financial, securities and insurance matters and by the rules on markets and payment services;
- (j) not to have ongoing investigations and criminal proceedings relating to the offences referred to in letters a) and b);
- (k) that there is no negative information on the undersigned contained in the *Centrale Rischi* (Risk Central Register) established pursuant to Article 53 of the Consolidated Law on Banking; negative information means information on the representative, even when not acting as a consumer, relevant for the purposes of fulfilling the obligations under Article 125, paragraph 3, of the same Consolidated Law;
- (l) not to have behaved in a manner that, while not constituting an offence, is in conflict with the principles laid down in the Bank's Code of Ethics;

**(D) INDEPENDENCE REQUIREMENTS**

- not to meet the independence requirements set out in art. 13 of Decree no. 169/2020.
- to possess the independence requirements set out in art. 13 of Decree no. 169/2020, and, in particular, not to:
  - (a) being the spouse (unless legally separated), a person bound by civil union or de facto cohabitation, relative or similar within the fourth degree: 1) of the Chairman of the Board of Directors and of the Bank's executive officers; 2) of the managers of the main corporate functions of the Bank; 3) of persons who are in the conditions described in letters b) to i);
  - (b) be a participant<sup>7</sup> in the Bank;
  - (c) holding or having held in the last two years at a participant in the Bank or its subsidiaries the position of Chairman of the Board of Directors or executive officer, or having held, for more than nine years

<sup>7</sup> "Participant" is defined as a person who controls or exercises significant influence over the Bank or who holds interests that allocate at least 10% of the voting rights or capital of the Bank.

in the last twelve years, the position of member of the Board of Directors of the Bank, as well as management positions at a participant in the Bank or its subsidiaries;

- (d) having held the position of executive officer in the Bank in the last two years;
- (e) hold the position of independent director in another bank belonging to the same banking group, except in the case of banks that are directly or indirectly wholly owned by the same group;
- (f) having held, for more than nine of the last twelve years, positions as member of the Board of Directors of the Bank, as well as management positions at the Bank;
- (g) being an executive officer in a company in which a Director with executive authority of the Bank holds the office of board director or manager;
- (h) to entertain, directly or indirectly, or to have entertained in the two years prior to taking office, independent or subordinate employment relationships or other relationships of a financial, asset or professional nature, even if not continuous, 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>8</sup>;
- (i) hold or have held within the past two years one or more of the following positions:
  - 1) Member of national and European Parliament, Government or European Commission;
  - 2) regional, provincial or municipal councillor or councillor, chairman of a regional council, chairman of a province, mayor, chairman or member of a district council, chairman or member of the board of directors of consortia of local authorities, chairman or member of the boards or councils of unions of municipalities, board member or chairman of special companies or institutions pursuant to article 114 of Legislative Decree no. 267 of 18 August 2000, mayor or councillor of metropolitan cities, chairman or member of the organs of mountain or island communities, when the overlapping or contiguity between the territorial area of reference of the body in which the above-mentioned offices are held and the territorial structure of the Bank or the banking group to which it belongs is such as to compromise its independence;
- (j) to receive, or have received in the previous three financial years, from the Bank or a subsidiary or parent company, significant additional remuneration (with respect to the "fixed" emolument as a non-executive Director of the Bank and any remuneration for participation in Committees) also in the form of participation in incentive plans linked to the performance of the company, including share-based plans, or as provided for by the regulations in force.

#### ALSO DECLARE

#### (E) RESTRICTION ON THE NUMBER OF OFFICES (DIRECTORSHIPS/AUDITORSHIPS)

- not to exceed the limits on the number of offices pursuant to articles 17, 18 and 19 of the Fit&Proper Decree;

<sup>8</sup> The business relationship, which took place in the previous year, will be considered "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 director's own income as an individual.

The Board assesses compliance with this threshold based on a self-certification provided by the Director. In the case of a Director 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.

to exceed the limits on the number of offices pursuant to articles 17, 18 and 19 of the Fit&Proper Decree, and, in the event of appointment, to undertake to comply with the limit on the number of offices and, consequently, to resign from the offices that cause the limit to be exceeded;

**(F) TIME AVAILABILITY**

- not to be able to devote adequate time to the assignment given the quality of the commitment required and the functions performed at the Bank;
- to be able to devote adequate time to the position, taking into account the quality of the commitment required and the functions carried out within the Bank, as shown by the questionnaire used to verify the requirements for corporate representatives;

**(G) BAN ON INTERLOCKING**

- not to hold positions in companies or groups of competing companies pursuant to art. 36 of Law Decree no. 201/2011, converted into Law no. 214/2011, operating in the credit, insurance and financial markets;
- to currently hold the following positions on management, supervisory and control bodies:

<i>Company</i>	<i>Office</i>	<i>Sector and group (banking, financial and insurance)</i>

**AND ATTEST**

~~that the position \_\_\_\_\_ held in the company does  
pursuant to art. 36 of the Salva Italia Decree,  
as \_\_\_\_\_  
\_\_\_\_\_, undertaking to produce, at the  
request of the Company, the appropriate documentation to confirm the truthfulness of the data declared, as well  
as to promptly update and supplement the above table and, where relevant, to exercise or modify the option  
pursuant to art. 36, paragraph 2-bis, of the Salva Italia Decree, by means of a specific written communication to  
the Company;~~

**(H) OTHER REQUIREMENTS**

- not to be in situations of incompatibility provided for public employees pursuant to and for the purposes of Legislative Decree no. 165/2001 and subsequent amendments and additions;
- not to be in situations of incompatibility pursuant to art. 6 of Law no. 60/1953 and subsequent amendments and additions;
- not to be in one of the situations referred to in Article 2390 of the Italian Civil Code (being an unlimited partner or director or general manager in companies competing with the Bank, or carrying out on his own behalf or on behalf of third parties activities in competition with those carried out by the Bank).

**(I) PROCESSING OF PERSONAL DATA**

- To have read the information referred to in Article 13 of Regulation (EU) 2016/679 at the bottom of this statement, and

- to authorize, pursuant to and for the purposes of Regulation (EU)2016/679 and national legislation, that the data collected be processed/circulated by the Bank - including by means of IT tools - as part of the appointment process for which this declaration is made.

The undersigned authorizes the Bank, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree no. 445/00, to verify the truthfulness of the declarations with the competent authorities.

The undersigned also undertakes, if requested, to produce the appropriate documentation to confirm the accuracy of the data declared, as well as to communicate any facts that may change the content of the declaration made.

Milan, March 1, 2022

The registrant

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke at the bottom.



## ***Information pursuant to Article 13 of Regulation (EU) 2016/679***

Pursuant to Article 13 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data ("*General Data Protection Regulation*", hereinafter "GDPR" or "Regulation"), we hereby inform you that your personal data ("Data") collected by the Controller will be subject, in compliance with the aforementioned legislation and in accordance with the confidentiality obligations that govern the activity of BFF Bank S.p.A. (the "Bank"), of the processing referred to in art. 4 of the Regulation. In particular, we wish to inform you of the following.

### **1. Data concerning the data controller and the data protection officer**

The data controller pursuant to the Law is BFF Bank S.p.A, via Domenichino, n. 5, 20149, Milan. Delegate of the data controller in charge of representing the Bank, for the purpose of compliance with the provisions of Regulation (EU) 2016/679, is the Chief Executive Officer of the Bank. The Bank has also appointed a Data Protection Officer who can be reached at the following email address: [DPO@bffgroup.com](mailto:DPO@bffgroup.com)

### **2. Purposes and methods of treatment**

The collection and processing of Data is necessary for the verification of the above requirements. For the indicated purpose the legal basis of the treatment is the fulfillment of legal obligations (Ref. art. 6, paragraph 1, lett. c) of the Regulation. The data will be processed exclusively for the aforementioned purposes, also by means of computer procedures, and will not be communicated or disseminated externally, without prejudice to the right to verify the truthfulness at the competent administrations. The Data will be processed by personnel authorized to do so pursuant to Article 29 of EU Regulation 2016/679.

### **3. Categories of personal data**

In order to comply with the purposes referred to in the preceding point, the Bank processes the following categories of personal data concerning you:

- name, address or other personal identification;
- job and work-related data;
- judicial data.

### **4. Transfer of personal data to a Third Country**

Your data will not be transferred abroad.

### **5. Storage Period**

Data will be kept for the time strictly necessary to achieve the purposes pursued as well as to comply with the obligations provided for by law. The possible further storage of Data or part of the Data can be required to assert or defend one's own rights in any venue and, in particular, in the courts.

### **6. Rights of the Data Subject**

The current legislation recognizes the data subject numerous rights that we invite you to consider carefully. Among these, we remind you of your rights to:

1. Access to the following information:
  - a. purpose of processing,
  - b. categories of personal data in question,
  - c. recipients or categories of recipients to whom such personal data have been or will be disclosed, in particular if recipients in third countries or international organizations,
  - d. existence of the right of the data subject to request from the data controller the rectification or erasure of personal data or the restriction of the processing of personal data concerning you or to object to the processing of personal data concerning you;
2. rectification, which means:
  - a. correction of inaccurate personal data concerning you without justified delay,
  - b. integration of incomplete personal data, also by providing a supplementary declaration;
3. cancellation of the data concerning you without undue delay, if:

- a. the data are no longer necessary in relation to the purposes for which they were collected or otherwise processed,
  - b. a revocation of consent is given and there is no other legal basis for the processing,
  - c. you object to the processing and there is no overriding legitimate reason to proceed with the processing,
  - d. personal data has been unlawfully processed,
  - e. personal data must be deleted to comply with a legal obligation,
  - f. personal data has been collected in connection with the provision of information society services;
4. limitation of treatment:
- a. if you dispute the accuracy of personal data, for the period necessary for the data controller to verify the accuracy of such personal data,
  - b. when the processing is unlawful and the person concerned objects to the deletion of personal data and requests instead that their use be restricted,
  - c. when the personal data are necessary to the data subject for the establishment, exercise or defense of legal claims, although the data controller no longer needs them for processing purposes,
  - d. if you object to the processing by virtue of your right to object;
5. receive notification in case of rectification or erasure of personal data or restriction of processing;
6. Data portability, i.e. the right to receive in a structured, commonly used and machine-readable format personal data concerning you and the right to have such data transmitted to another data controller where:
- a. processing is based on the express consent of the data subject for one or more specific purposes or is carried out pursuant to a contract entered into with the data subject; and
  - b. the processing is carried out by automated means;
7. object at any time, for reasons related to your particular situation, to the processing of personal data concerning you.

You have the right to lodge a complaint with a supervisory authority if you believe that the rights indicated herein have not been recognized. In order to exercise the above-mentioned rights you may contact the Data Controller by writing to BFF Bank S.p.A., via Domenichino, n. 5, 20149, Milan.  
 Alternatively, you can contact the Data Protection Officer by writing to the following email address: [DPO@bffgroup.com](mailto:DPO@bffgroup.com).

**MONICA MAGRI'**

viale Monte Nero 40  
20135 MILANO ITALY  
+39 3938923543 (mobile)

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**PROFILE**

Human Resources Executive with consistent track record in leading HR at corporate level both regionally and globally (Europe, US, Latin America, Middle East and Emerging Markets) in different industries (1,5 years in Specialty Paper and Self-adhesive Solutions, 2,5 years in Information Solutions/Credit Management, 9 years in Financial Services, 2 years in Consumer Goods, 14 years in Pharmaceuticals). Significant experience in running large-scale transformation programs and managing diverse teams in multiple locations. Easy to deal with, innovative and business-savvy, energizing and result oriented.

**FEDRIGONI GROUP**

Chief Human Resources Officer

May 2019 - Current

**CERVED GROUP**

Human Resources Director

September 2016 – April 2019

**ALLIANZ GLOBAL INVESTORS – ALLIANZ GROUP**

Head of HR Europe – Managing Director

December 2011 – February 2016

**PIONEER INVESTMENTS – UNICREDIT GROUP - MILAN**

Head of HR Western Europe and International Distribution

March 2010 – November 2011

Global HR Business Partner Sales and Distribution - Head of HR Italy

January 2009 - March 2010

Head of HR Italy and HRBP South Europe and Latin America

September 2007 - December 2008

**FERRERO INTERNATIONAL - LUXEMBOURG**

HR Manager, International Management Services

February 2006 - September 2007

**SIFI GROUP - CATANIA**

Director of Human Resources and Communication

October 1992 – January 2006

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**EDUCATION****Executive Education**

-Diploma, Executive Team Coaching, Ashridge Executive Education – Hult International Business School 2017-2018.

Certified as Executive Coach 2013-2014, Newfield Certified Coach™ - ACC with ICF (International Coaching Federation).

-Diploma, Ontological Coaching, Newfield Network 2011–2012.

-Master in "Advanced European Studies in Administration and Politics" (classes in English and French) at the College of Europe, Bruges, Belgium, 1991-1992. Final Dissertation on Economic Integration of the EU entitled: "The opening of the East and its implications for the South".

**University**

Degree in Political Science – concentration: political-administrative field - at the University of Catania, Italy, 23rd January 1991. Grade 110/110 cum laude. Final thesis on International Organisation entitled: "EEC-ACP co-operation from its origins to Lomé IV".

**High School**

Diploma in Modern Languages at the "S. Orsola" Language School, Catania, Italy, 1983. Grade 56/60.

**Languages**

Fluent written and spoken English and French.

## **WORK EXPERIENCE**

May 2019 – Current

### **FEDRIGONI GROUP**

#### **CHIEF HUMAN RESOURCES OFFICER**

Fedrigoni Group is a global leader in the production and sale of different types of paper for packaging, printing and graphics, and solutions for the world of self-adhesive materials. Fedrigoni has a presence in 132 countries and employs over 4,000 people.

#### **Main Responsibilities**

Defined the HR Blueprint (from People Strategy to Operating Model) and the HR Transformation Roadmap. Management of a staff of 45 with 6 direct reports, a team with diverse cultural and professional backgrounds. Member of the Executive Team.

September 2016 - April 2019

### **CERVED GROUP**

#### **HUMAN RESOURCES DIRECTOR**

Cerved Group is a Public Company leader in Italy in Credit Information and Credit Management. Cerved offers also Digital Marketing Solutions and has one of the leading Credit Rating Agencies in Europe. Cerved employs over 2300 people.

#### **Main Responsibilities**

The position's main goal is the strategic management of Human Resources for Cerved Group. Full coverage of all HR responsibilities. Management of a staff of 25 with 4 direct reports, a team with diverse cultural and professional backgrounds. Member of the Executive Team.

#### **Key Business achievements**

- Implemented new HR setup and new HR agenda to support business strategy. Upgrade of HR team competences and hired key HR talents to improve HR advisory, delivery and operational excellence.
- Strong Business Partnership with the Executive Team Leaders (also provide advice and coaching to support their leadership journey).
- Built internal Talent Acquisition capabilities: achieved increased employer brand recognition, consistent and excellent candidate hiring experience, enabled and supported a robust hiring decision process and hired top talents, leveraged social media (e.g. LinkedIn) and partnerships with selected Universities which helped driving cost saving and promoted Cerved employer brand.
- Managed governance related activities for the Remuneration Committee and Secretary to the *RemCo*.
- Implemented an internal Job Posting and application policy.
- Established a social collaboration and communication platform *Workplace by Facebook* which enhanced cross-functional collaboration, internal communication, engagement and boost operating efficiency.
- Designed and implemented a graduate program pilot for Loan Managers.
- Implemented a new Induction and Onboarding program.
- Contributed to the Change Management Workstream for Cerved Sales 2.0 Project.
- Strongly contributed to the Cultural transformation of the company which led to a significant improvement of employee engagement >80% (likelihood to recommend Cerved as employer to a friend).
- Managed a project to define Cerved Values, EVP and Purpose.
- Focused on HR data to provide the business with HR analytics and metrics in order to improve human capital decision-making process.
- Launched a Welfare Program for all employees.
- Established Smart Working

December 2011 – February 2016

**ALLIANZ GLOBAL INVESTORS – ALLIANZ GROUP  
HEAD OF HUMAN RESOURCES EUROPE**

Allianz Global Investors is the Asset Management of Allianz Group. AllianzGI is a diversified active investment manager, managing more than EUR 412 billion in assets under management for institutional and retail clients around the world - 24 locations in 18 countries.

Main Responsibilities

The position's main goal is the strategic management of Human Resources in Europe. Full coverage of all HR responsibilities in a region of approximately 1600 people located in 9 countries. Management of a staff of 30 with 9 direct reports, an international team with diverse cultural and professional backgrounds.

Standing Invitee to the European Executive Committee.

Chair of the Inclusion and Diversity Council in Europe.

Member of the European Compensation Committee.

Key Business achievements

- Managed 2 years "One Firm initiative": merger of 4 legal entities in one European company (agreements with local workers councils, implemented restructuring measures and outsourcing, led change management programs). re-allocation of approx. 300 resources (including redundancies and industrial relations activities).
- Designed and implemented the European Leadership Development program (3 modules – LDP1 lead yourself and team – LDP2 lead with peers and clients – LDP3 ambassador of AllianzGI brand). Since 2012 run 29 LDP1 sessions and 9 LDP2 sessions with approx. 480 participants.
- Implemented new European HR setup and delivery model: pan-European strategic HR agenda to support business strategy and HR operational excellence to ensure alignment and efficiency of HR processes and governance.
- Chaired I&D Council in Europe – I&D engagement results significantly improved – managed the certification with EDGE "workplace gender equality" (launched at the World Economic Forum in 2011) – implemented a new "Parental Leave Guideline".
- Significantly improved HR Engagement results: from 41% in 2012 to 84% in 2014.
- Strongly contributed to the European Engagement survey action plan which led to very positive results.
- Management of the new global harmonized year-end process (performance management – 360 feedback for all employees).
- Steering of Compensation & Benefits related activities including European HR related Regulatory activities (eg. AIFMD) – C&B Governance and Member of the Europe Compensation Committee.
- Focused on HR data to provide the business with HR analytics and metrics in order to improve human capital decision-making process.
- Strong focus on HR operations (harmonization and standardization of most important HR processes and policies across Europe).
- Strong Business Partnership with European Executive Committee's members (also provide advice and coaching to support their leadership journey).
- Contributed to the streamline and simplification of the global Talent Management process – in 2014 Roll-out a series of "Employee Development Insights Sessions" across Europe (approx. 800 participants) aiming at encouraging employees to become protagonist of their own development.
- Strong contribution to the design and implementation of the new Global Graduate Program (new assessment center piloted in Europe in 2015).
- Implemented a new European Induction and Onboarding program.
- Established Talent Acquisition in Europe.
- Recruiting of key executives in the region.
- Europe HR Offsite once a year – quarterly Europe HR calls and virtual WebEx classes to foster HR development and knowledge of business.
- "Quality of life at work initiative".
- Implemented a new Learning Management System (LMS) and a new Human Capital Management System (HCM) in Europe.
- Member of the Global Change Management Workstream for AllianzGI 2.0 Project.

September 2007 – November 2011

**PIONEER INVESTMENTS – UNICREDIT GROUP - MILAN**  
**HEAD OF HR WESTERN EUROPE AND INTERNATIONAL DISTRIBUTION**

Pioneer Investments is the Asset Management of UniCredit Group. Pioneer Investments is one of the leading global asset management firms, since 1928. Pioneer has offices in 29 countries and employs over 2,000 people, operating as a globally integrated organisation.

Main Responsibilities

The position's main goal is the strategic management at international level of Human Resources. Full coverage of all HR responsibilities in a region of approximately 1000 people located in about 20 countries. Management of a staff of 18 with 7 direct reports, a global team with diverse cultural and technical backgrounds.

Member of the Management Committee Western Europe and International Distribution and of the Management Committee in Italy.

Key Business achievements

- Customer Academy: idea generation, design and implementation of customer centricity initiatives to foster a culture of customer centricity and innovation. The CA was rolled out within the Sales & Distribution division. Its kick off involved 23 senior managers from the three sales channels. Cascading down of a menu of business and development initiatives to the entire organization. "Award by UniCredit as HR Role Model on Customer Centricity in the 2009 Integrity Charter Day".
- Strong Business Partnership with top executives, focused on understanding and addressing their business challenges and provided concrete actions.
- Implementation of a new harmonized Performance Management system: alignment of Performance Management process across the region (launch of a structured performance calibration process, communication, timeframe and platform).
- Management of the Executive Development Plan and the Talent Management Program for the Region (main goals: build a sustainable leadership pipeline, motivation and retention, implement individual development plan and enhance cross-career moves).
- Member of the UniCredit internal Coaching Community: more than 70 hours of one to one Executive Coaching to UniCredit Best Executives.
- Implementation of People Survey action plans.
- Recruiting of key executives in the region - management of international mobility.
- Management of the Strategic Review process for the region.
- Management of Business Repositioning projects for the region: re-allocation of approx 450 resources (including redundancies and industrial relations activities); Capitalia AM Integration, Business outsourcing projects.
- Member of the Faculty team that designed and delivered the HR Master Series Program. A leadership development program for 150 HR leaders in UniCredit Group.
- Supported Business Leaders in the transition to working in the new governance model, a complex, matrix organisational structure.

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January 2006 – August 2007

**FERRERO INTERNATIONAL, LUXEMBOURG – HR MANAGER, INTERNATIONAL MANAGEMENT SERVICES**

Ferrero is market leader in the confectionary business. The Ferrero Group has 38 operative units around the world, 18 production plants and over 21,000 employees.

Main Responsibilities

The position's main goal was the strategic management, at corporate and international level of Human Resources in the management services area (around 1,200 people).

Most important responsibilities: recruitment and selection, performance management, training and development, organizational development, compensation, talent management, management review, international mobility.

Management of a staff of 5.

Participation in the Corporate Steering Committees.

### Key Business achievements

- Definition and implementation of the first Management Review in the management services area: HR SWOT analysis; analysis of current and future organization; definition of key positions and key people; definition of succession planning; definition of development plans for potential successors; definition of key talents and high flyers and related professional development plans.
- Planning and implementation of Team Building initiatives for executives.
- Design and launch of a pilot project for talents and high flyer in the Finance function with the goal to build the next leadership generation.
- Management of International mobility.
- Hiring of executive directors.
- Coordination of a scouting project for talents and professionals in the management services area in collaboration with executive search companies.
- Contribution to definition and implementation of new organisational structures, through the alignment of all management and organisational related processes.
- Project leader professional community's project.
- Definition of standard job descriptions and competences profiles of key people.
- Definition of career paths of the MS professional communities.

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From 1992 to January 2006

### **SIFI GROUP – PHARMACEUTICALS – Catania - DIRECTOR OF HUMAN RESOURCES AND COMMUNICATION**

SIFI is a specialised International Pharmaceutical Company involved in research, manufacturing and marketing of ophthalmic products. Market leader in Italy, with Branches in Canada, Latin America and Eastern Europe and 450 employees.

#### 1996-2005 Director of Human Resources and Communication

The position's main goal was the Strategic Human Resources Management and the alignment of the Organisational Structure to the company's strategic objectives.

The position reported to the President & CEO. Management of a staff of 10.

#### Main Responsibilities

- HR Management and Development: recruitment and selection, job descriptions, performance management, competencies model, training and development, organisational development, management and development of High Potentials, compensation policy and rewarding system (including MBO and qualitative system for the sales force), counseling, exit interviews.
- Internal Communication: intranet, work life programs, conventions, internal communication projects.
- Corporate Communication: company brochure, annual report, company events, relations with the media, SIFI's portal, company visits, partnership projects with non-profit organisations, support to the President and CEO for institutional relations.
- Payroll: wages, regulations, contracts, fiscal and welfare contributions, relations with relevant associations and public and private organisations.

#### Key Business achievements

- Extensive experience in the recruiting and selection process of different job profiles (e.g.: scientists, clinical research associates, marketing, sales, finance and control, administration, technical services, production, logistics, managerial positions and others). Hiring of 200 people, including 10 executive directors.
- Implementation of Attraction and Retention policies: 75% of management positions filled by people from within the company; Average Turnover of 5,4% in the last 5 years.
- Project leader Work Life Programs (projects to improve the quality of life of the company's staff): planning and realisation of SIFI Child Care Centre for infants and pre-school children (3 months to 6 years old) of SIFI employees. Realisation of a Company Wellness Centre (gym for cardiovascular training and fitness, and aerobic workout).
- Coordination of an Organizational Development project which had the main goal of aligning the Company Structure to the Business Strategy. The project was realised in collaboration with an international consultancy firm. The most important phases were: Strategy Clarification; Organizational Capabilities; Corporate Governance; Company Structure; analysis of main company processes; competency model; performance management; total rewards; employee satisfaction survey.

- Planning and supporting the entry into the company of 4 representatives of shareholders, the definition of their roles and their integration within the organization.
  - Implementation of programs and policies of leadership development through leadership process: action learning and interfunctional initiatives.
  - Contribute to the developing of a company culture which strengthens the sense of belonging and corporate identity, develop integration and motivation, introducing coaching and feedback culture.
- From 1992 to 1996: European Union and Economic Affairs Manager in the Planning and Control Department.  
The position's main responsibilities were: Monitoring and collection of information about the European Union; preparation and submission to the EU of research projects for funding purposes; lobbying at EU Institutions; participation to the "Task Force on International Affairs" of Farindustria (Italian Association of Pharmaceutical Companies).

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**From February to July 1991 worked for Markint**, Trading Company based in Genova, Italy, which operates in the field of financial and technical co-operation between the EU and Developing Countries.

- Consultant. Responsibility for relationship with the Directorate-General VIII – Development of the European Union.

**From 1986 to 1990 at Massimo Bellini Opera House, Catania, Italy.**

- Professional ballet-dancer in the Opera House ballet corps.

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#### **COLLABORATIONS**

From 2000 to 2002. **International Institute for Management Development (IMD), Lausanne (Switzerland):** Small Group Consultant in Management Development Programs on Leadership and Group Dynamics for Senior Managers and High Potentials of Multinational Companies (outdoor activities, exercises in team behaviors and leadership, role play, feedback session, group work).

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#### **ADDITIONAL TRAINING**

Participation in national and international programs for the development of technical and managerial competencies, at the following institutes: UniManagement (Corporate University UniCredit Group), The A. K. RICE Institute, Chicago; SDA Bocconi, Milan; Esalen Institute, San Francisco; The Economist Conferences, London; IBM Management Development, Rome; Club de Bruxelles, Bruxelles; Conference at the European Parliament, Bruxelles.

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#### **MAIN AREAS OF INTERESTS**

Leadership, Cultural Transformation, Executive and Team Coaching, Systems Leadership.

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#### **PERSONAL DATA**

**Born:** 13 August 1964, Catania (Italy)

**Nationality:** Italian

**Leisure:** Passionate for ballet, Pilates, sailing and outdoor activity in general.





**QUESTIONNAIRE FOR THE ASSESSMENT BY THE BOARD OF DIRECTORS OF BFF BANK S.P.A. OF THE REQUIREMENTS OF ITS MEMBERS**

I, the undersigned *Monica Magri*:

- declare (i) to have read the "Guidelines for shareholders on the qualitative and quantitative composition of the Board of Directors and for the preparation of the list of the Board of Directors", published on the website of BFF Bank S.p.A. (the "**Bank**") at <https://it.bffgroup.com/en/shareholders-meeting-25th-march-2021> (the "**Guidelines**"), (ii) to be aware of the responsibilities arising from assuming the role of director 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 Directors of the Bank (the "**BoD**") 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.

*Milan, March 1, 2022*

A handwritten signature in blue ink, appearing to read "Monica Magri", is written over a horizontal blue line.

## 1. Office for which the questionnaire is being completed (multiple responses allowed)

- |                                    |                                     |
|------------------------------------|-------------------------------------|
| Chairman of the Board of Directors | <input type="checkbox"/>            |
| Chief Operating Officer            | <input type="checkbox"/>            |
| Executive Director                 | <input type="checkbox"/>            |
| Non-executive Director             | <input type="checkbox"/>            |
| Independent Director               | <input checked="" type="checkbox"/> |

## 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; | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> 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;  | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> 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;   | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> 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;  YES  NO  
 - 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,

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 to A 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 to A 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 A 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.*

- j.** 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.*

- l.** 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.*

- m.** negative information on the representative contained in the *Centrale Rischi* (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

##### CHAIRMAN

Exercise, for **at least five years**, even alternately, of activities of:

- a. administration or control or management duties in the credit, financial, securities or insurance industry;  YES  NO
- b. administration, control or management tasks at listed companies or companies whose size and complexity are greater than or comparable with the Bank's (in terms of turnover, nature and complexity of the organisation or activity carried out), administration, control or management tasks in the credit, financial, securities or insurance sector;  YES  NO
- c. 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;  YES  NO
- d. 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;  YES  NO
- e. 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.  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 Notes years in the role/office
	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 ≤ € 10 million; Assets ≤ € 10 million; Employees ≤ 50;  
 (ii) Medium-sized companies: Turnover ≤ € 50 million; Assets ≤ € 43 million; Employees ≤ 250;



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

### CHIEF OPERATING OFFICER

Possession of specific experience in the field of credit, finance, securities or insurance, gained through administrative or control activities or managerial duties for a period of not less than **five years** in the credit, finance, securities or insurance sector, or in listed companies or companies whose size and complexity is greater than or comparable to (in terms of turnover, nature and complexity of the organisation or activity carried out) that of the Bank.

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 matured 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			

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

- (i) Small Enterprises: Turnover ≤ € 10 million; Assets ≤ € 10 million; Employees ≤ 50;
- (ii) Medium-sized companies: Turnover ≤ € 50 million; Assets ≤ € 43 million; Employees ≤ 250;
- (iii) Large companies: Turnover > € 50 million; Assets > € 43 million; Employees > 250.

For governmental entities and administrations, the size designation need not be provided.

## NON-EXECUTIVE DIRECTOR

1. Exercise, for at least **three years**, even alternately, of:
  - a. administration or control activities or management duties in the credit, financial, securities or insurance industry;  YES  NO
  - b. 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),  YES  NO
2. or, exercise, for at least **three years**, even alternatively, of:
  - a. professional activities related to the credit, financial, securities and insurance sectors or, in any event, instrumental 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;  YES  NO
  - b. 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;  YES  NO
  - c. 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.  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
Fedrigoni Group	Large	CHRO	2 years and 10 months	Since Maggio 2019 at today
Cerved Group	Large	HR Director	2 years and 8 months	
Allianz Global Investors	Large	Head of HR Europe	4 years and 3 months	
Pioner Investments (UniCredit Group)	Large	Head of HR Western Europe and International Distribution, Head of HR Italy	4 years and 2 months	
Ferrero International	Large	HR Manager, International Management Services	1 year and 8 months	





<b>SIFI Group</b>	<b>Medium</b>	<b>Director of Human Resources and Communications</b>	<b>13 years and 3 months</b>
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*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>			
1.	financial markets	h <input type="checkbox"/>	m/h <input checked="" type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
2.	regulation of the banking and financial sector	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
3.	strategic guidance and planning	h <input checked="" type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
4.	organizational and governance framework	h <input checked="" type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <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)	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
6.	internal control systems and other operating mechanisms;	h <input type="checkbox"/>	m/h <input checked="" type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
7.	banking and financial activities and products	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
8.	accounting and financial reporting	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
9.	information technology	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
(*)	coordination, direction or management of human resources such as to ensure effective performance of the functions of coordinating and directing the work of the Board, promoting its proper functioning, also in terms of circulation of information, effectiveness of the dialogue and stimulation of internal discussion, as well as the adequate overall composition of the body	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <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).*

Knowledge (\*) is required for the Chairman only.

## 6. Specific competencies required by Board Policy (at least one)

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:

**Rating (high, medium high, medium low and low)**

- |    |  |                                       |                              |                              |                            |
|----|--|---------------------------------------|------------------------------|------------------------------|----------------------------|
| 1. | Adequate knowledge of the banking sector, of the dynamics and the economic-financial system, of banking and financial regulation and, above all, of risk management and control methodologies, acquired through many years of experience in administration, management and control in the financial sector | h <input type="checkbox"/>            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 2. | Experience in the management of operations aimed at facilitating the settlement, management and collection of receivables, in particular, from entities providing healthcare services, as well as from the Public Administration;  | h <input type="checkbox"/>            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 3. | Experience in entrepreneurial management and business organization acquired through many years of administration, management or control in companies, or groups of significant economic size, or in the Public Administration;   | h <input checked="" type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 4. | Ability to read and interpret economic-financial data acquired through many years of experience in administration and control in companies, or professional practice, or university teaching;  | h <input type="checkbox"/>            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 5. | International experience and knowledge of foreign markets, acquired through the performance of multi-year business or professional activities at foreign institutions or entities, companies or groups with an international orientation.  | h <input checked="" type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |

Note: [please provide clarifications, if needed be

## 7. Specific competencies that emerged from the annual self-assessment (at least one)

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> |                              |                              |                            |
|-----|---|---|------------------------------|------------------------------|----------------------------|
| 1.  | Businesses in which the Bank and its subsidiaries operate, also with regard to its future developments, and, therefore, with proven experience in the <i>securities services and payment infrastructure services</i> sectors, with specific know-how on new markets and <i>business lines</i> | h <input type="checkbox"/>                            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 2.  | Financial markets and strategic planning, awareness of a credit institution's corporate strategic direction or business plan and its implementation   | h <input type="checkbox"/>                            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 3.  | Extraordinary finance and <i>business</i> development transactions by acquisition, as well as <i>partnership</i> agreements   | h <input type="checkbox"/>                            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 4.  | Sustainability and expertise in social responsibility   | h <input checked="" type="checkbox"/>                 | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 5.  | <i>Information and communication technologies</i> , including <i>digital innovation</i> and <i>cybersecurity</i>  | h <input type="checkbox"/>                            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 6.  | Management and business organization, also in the field of human resources management - including remuneration and incentive systems, <i>operations</i> and information systems - mainly gained in the banking sector   | h <input checked="" type="checkbox"/>                 | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 7.  | Credit and financial risk assessment  | h <input type="checkbox"/>                            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 8.  | NPL <i>management</i>   | h <input type="checkbox"/>                            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 9.  | Banking accounting (accounting and financial reporting, interpretation of a credit institution's financial data, identification of key issues and appropriate safeguards and measures based on that information)  | h <input type="checkbox"/>                            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 10. | PA Dynamics   | h <input type="checkbox"/>                            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 11. | Knowledge of the international market, in particular, with reference to the Eastern European markets in which the Bank's subsidiaries and, in general, the BFF Group operate (Poland, Czech Republic, Slovakia and Croatia).  | h <input type="checkbox"/>                            | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |



- (\*) Expertise in legal and economic/financial matters, and in managing issues of strategic importance in the boardroom. h  m/h  m/l  l
- (\*)(\*) Possession of specific expertise, preferably acquired in top management positions of companies operating at international level, in the field of credit, finance, securities or insurance, gained through work experience in positions of appropriate responsibility for a period of no less than five years in the credit, banking and specific reference sector of the Bank's *business*, with sensitivity to sustainability profiles. Similar experience may also be gained in companies comparable with the Bank in terms of *business*, size and operational complexity, even in more than one country. h  m/h  m/l  l

Note: [indicate any specifics]

Knowledge (\*) is only required for the Chairman. Knowledge (\*)(\*) is only required for the Chief Executive Officer.

## 8. 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 the spouse, unless legally separated, a person bound by civil union or de facto cohabitation, relative or similar within the fourth degree: 1) of the Chairman of the Board of Directors and of the Bank's executive officers; 2) of the executives of the main corporate functions of the Bank; 3) of persons who are in the conditions described in letters b. to i..  YES  NO
- b. is a participant in the Bank  YES  NO
- c. holds, or has held in the last two years at a participant in the Bank or companies controlled by the Bank, the position of Chairman of the Board of Directors or executive officer, or has held, for more than nine years in the last twelve years, the position of member of the Board of Directors of the Bank, as well as management positions at a participant in the Bank or companies controlled by the Bank  YES  NO
- d. has held the position of executive officer in the Bank in the last two years  YES  NO
- e. holds the position of independent director in another bank belonging to the same banking group, except in the case of banks that are directly or indirectly wholly owned by a controlling party  YES  NO
- f. has held, for more than nine of the last twelve years, positions as a member of the Board of Directors of the Bank, as well as management positions at the Bank  YES  NO
- g. 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  YES  NO

- h. 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;  YES  NO
- i. 1) holds or has held within the past two years one or more of the following positions:  YES  NO  
 2) is a Member of national and European Parliament, Government or European Commission;  
 3) is a regional, provincial or municipal councillor or councillor, chairman of a regional council, chairman of a province, mayor, chairman or member of a district council, chairman or member of the board of directors of consortia of local authorities, chairman or member of the boards or councils of unions of municipalities, board member or chairman of special companies or institutions pursuant to article 114 of Legislative Decree no. 267 of 18 August 2000, mayor or councillor of metropolitan cities, chairman or member of the bodies of mountain or island communities, when the overlapping or contiguity between the territorial area of reference of the body in which the above-mentioned offices are held and the territorial structure of the Bank or the banking group to which it belongs is such as to compromise its independence

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

*Clarification:*

- (1) "executive officer" means executive directors and/or the role of chief executive officer.  
 (2) "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%.  
 (3) with regard to point h) above, the commercial relationship, which took place during the previous financial year, pursuant to the Board of Directors' 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 Director 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;

- (4) pursuant to the Board of Directors' Regulations, a statement is also requested in the above-mentioned note as to whether, in the previous three financial years, any significant additional remuneration was received from the Bank or a subsidiary or parent company (with respect to the fixed emolument as a non-executive director of the Bank and any remuneration for participation in Committees, also in the form of participation in incentive plans linked to the company's performance, including share-based plans, or envisaged by current legislation). This additional remuneration is assessed as significant by the Board of Directors if it exceeds the threshold of a maximum of 20% of the director's income as a natural person, excluding from the director's income any remuneration received in his/her capacity as a member of the management bodies of the parent company and/or subsidiaries.

The undersigned also declares that:

I meet the independence requirements pursuant to Article 147-ter, paragraph 4, as referred to in Article 148, paragraph 3, of the Consolidated Law on Finance<sup>1</sup>  YES  NO

meet the independence requirements under art. 2, recommendation 7, of the Corporate Governance Code<sup>2</sup>  YES  NO

## 9. Conflicts of Interest

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

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

<sup>1</sup> Art. 148, paragraph 3, of the Consolidated Law on Finance: "The following may not be elected as auditors and, if elected, shall forfeit their office

a) those who find themselves in the conditions set out in Article 2382 of the Italian Civil Code;

b) the spouse, relatives and in-laws up to the fourth degree of kinship of the directors of the company, the directors, spouse, relatives and in-laws up to the fourth degree of kinship of the directors of the companies controlled by it, of the companies controlling it and of those subject to common control;

c) those who are linked to the company or to its subsidiaries or to the companies controlling it or to those subject to joint control or to the directors of the company and to the persons referred to in subparagraph b) by a relationship of self-employment or employment or by other relationships of a financial or professional nature which compromise their independence".

<sup>2</sup> Art. 2, Corporate Governance Code: 'Circumstances that compromise, or appear to compromise, a director's independence include at least the following:

(a) if he/she is a significant shareholder of the company;

b) if he/she is, or has been in the previous three financial years, an executive director or employee

- of the company, of a company controlled by it having strategic importance or of a company under common control;

- of a significant shareholder of the company;

c) if, directly or indirectly (e.g. through subsidiaries or companies of which he/she is an executive director, or as a partner of a professional firm or consulting company), he/she has, or has had in the previous three financial years, a significant commercial, financial or professional relationship

- with the company or companies controlled by it, or with its executive directors or top management;

- with a person who, also together with others through a shareholders' agreement, controls the company; or, if the controlling company is a company or entity, with the relevant executive directors or top management;

d) if he/she receives, or has received in the previous three financial years, from the company, one of its subsidiaries or the controlling company, significant remuneration in addition to the fixed remuneration for the office and to that provided for participation in the committees recommended by the Code or provided for by the regulations in force

e) if he/she has been a director of the company for more than nine financial years, even if not consecutive, in the last twelve financial years;

f) if he/she holds the office of executive director in another company in which an executive director of the company holds the office of director;

g) if he/she is a shareholder or director of a company or of an entity belonging to the network of the company entrusted with the statutory audit of the company;

(h) if he is a close relative of a person who is in one of the situations referred to in the previous points."

All members of the supervisory body meet the independence requirements set out in Recommendation 7 for directors.

With reference to the significance of the relationships referred to in c) above, it should be noted that the business relationship, which took place in the previous year, will be considered "significant" on the basis of two parameters

- continuity: more than six months' duration, and

- threshold of 10% maximum

- of the turnover of the company or professional firm to which the director belongs, or

- of the director's income as a natural person.

The Board of Auditors will assess compliance with this threshold on the basis of self-certification provided by the director.

In the case of a director who is also a partner in a professional firm or consulting company, the Board of Directors shall assess the significance of professional relationships that may have an effect on his position and role within the firm or consulting company or that, in any event, relate to important operations of the Bank and the Group, even independently of the quantitative parameters indicated above.



- 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  YES  NO
- b. carries on - or one of his close family members carries on - business activities with the Bank or one of its subsidiaries  YES  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  YES  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  YES  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  YES  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.  YES  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.  YES  NO

*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:*

- (1) 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.
- (2) Significant shareholders are defined as: those who hold an interest of 5% or more.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) "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.

## 10. Incompatibility

The undersigned - given that BFF Bank is a company authorised to carry out banking activities, operating in the factoring market (purchase of receivables from the NHS and Public Administration), accounting for collections and management of receivables from NHS suppliers, collection of savings through deposit accounts, bank payment services and security services - (as per Annex 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 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 in the financial year 2022, it is estimated that the participation in 14 meetings of the Board of Directors, an average of 7 meetings for each Board Committee, 4 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 (indicate listed companies with an *)	Company size <sup>(1)</sup>	Position within the institution: executive director / non-executive director / other	Application of Aggregation or Computation Exclusions (specify waiver)	Additional Responsibilities (such as committee membership, chairing functions, etc.).	No. of meetings per year	Time commitment (days/year)	Additional Information (for example: duration and next expiry date)	Total Dedicated Days (A) <sup>(2)</sup>
BFF Bank S.p.A.	LARGE	NED			18	30	[approval 2023 Financial statement]	30
<b>TOT (A)</b>								<b>30</b>
<b>B. Professional/academic activity</b>								
Activities								Total dedicated days (B)
Chief Human Resources Officer – Fedrigoni Group								240
<b>TOT (B)</b>								<b>240</b>
<b>TOTAL DAYS PER YEAR DEVOTED TO ALL ASSIGNMENTS (A + B)</b>								<b>270</b>

<sup>(1)</sup> 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.

<sup>(2)</sup> 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. 1 assignments, of which:

- a. n. 0 executives
  - b. n. 1 non-executive
- You are also asked to indicate
- c. 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.
  - d. 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 Director 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*

<b>MARKET</b> (product markets in which the Bank operates)	<b>COMPANY</b> (indicate the name of the company in which the office is held if there is market overlap)
<i>Securities Services</i>	
Depository Bank	
• Investment funds	
• Pension funds	
Trading on own account	
<i>Payments</i>	
Transit and foreign services	
Customer payments and collections	
Cheques and effects	
<i>Desk services</i>	
Granting of financing	