

DECLARATION

I, the undersigned, GIUSEPPE SICA, born in SALERNO, province of SALERNO (SA), on 19 April 1977, residing at 6 Winsham Grove, London (London), postcode SW1 6ND, being aware that, pursuant to Article 76 of Presidential Decree No. 445 of 28 December 2000, false statements, forgery of documents and the use of false documents or documents containing information that is no longer true are punishable under the Criminal Code and relevant special laws, in relation to my application for the position of General Manager of BFF Bank S.p.A. (the “Bank”) pursuant to and for the purposes of the Decree of the Ministry of Economy and Finance No. 169/2020 (the “Fit & Proper Decree”), and any further applicable provisions,

DECLARES

to accept the aforementioned nomination and any subsequent appointment as General Manager of the Bank, hereby electing domicile for all matters relating to that office, including in accordance with and for the purposes of the Supervisory Provisions, at the Bank’s registered office at Viale Lodovico Scarampo 15, Milan, and to

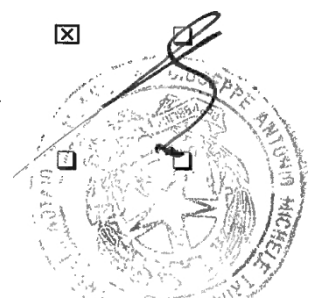
(A) PROFESSIONAL REQUIREMENTS AND COMPETENCE CRITERIA

- to have gained a total of at least five years’ experience through the performance of² :
 - (a) the role of CFO at BFF Bank S.p.A. from 17 March 2025;
 - (b) as CEO at Eurovita from November 2022 to February 2023;
 - (c) CFO at MPS from June 2020 to June 2022;
 - (d) advisory work for financial institutions at Morgan Stanley International Ltd from July 2003 to June 2020, in particular as managing director from 2017 onwards.

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

	SI	NO
financial markets;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
regulation in the banking and financial sector; policy guidelines and strategic planning;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
organisational and corporate governance structures;	<input type="checkbox"/>	<input type="checkbox"/>
risk management (identification, assessment, monitoring, control and mitigation of the Bank’s main types of risk, including the responsibilities of the executive in such processes);	<input type="checkbox"/>	<input type="checkbox"/>
internal control systems and other operational mechanisms;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
banking and financial activities and products;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
accounting and financial reporting; information technology;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
coordination, direction or management of human resources such as to ensure the effective performance of the functions of coordinating and guiding the work of the Board of Directors, promoting its proper functioning—including in terms of the flow of information, the effectiveness of discussion and the encouragement of internal debate—as well as the appropriate overall composition of the body ³ ;	<input type="checkbox"/>	<input type="checkbox"/>

(S)



²A five-year term in the case of the Chairman of the Board of Directors or the Chief Executive Officer. A three-year term in the case of **non-executive** and/or **independent** directors.

For further information on the professional 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 list of Board members”, available on the Bank’s website at <https://investor.bff.com/it/orientamenti-del-ada>, or to the Questionnaire.

³ Requirement applicable only to the Chairman of the Board of Directors.

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A.2 as provided for in Article 7(4) of Decree No. 169 of 23 November 2020, to meet at least one of the following requirements:

	YES	NO
adequate knowledge of the banking sector, economic and financial dynamics, banking and financial regulation and, above all, risk management and control methodologies, acquired through many years' experience in administration, management and control within the financial sector;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
experience gained in managing operations aimed at facilitating the disposal, management and collection of receivables, particularly from healthcare providers public sector;		as well as the as well as the
experience in business management and corporate organisation acquired through many years of administration, management or supervision in companies or groups of significant economic scale, or within the Public Administration;		si
ability to read and interpret economic and financial data acquired through many years' experience in administration and supervision within companies, or in the exercise of professional activities, or university teaching;	O	fi
international experience and knowledge of foreign markets, acquired through the pursuit of entrepreneurial or professional activities over many years at institutions or bodies, companies or groups with an international focus,	fi	0

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

	YES	NO
<i>the business</i> sectors in which the Bank and its subsidiaries operate, taking into account future developments, and therefore with proven experience in the <i>securities services and payment infrastructure services</i> sectors, with specific <i>expertise</i> in new markets and business lines,	<input checked="" type="checkbox"/>	<input type="checkbox"/>
financial markets and strategic planning, an understanding of a credit institution's strategic direction or business plan and its implementation;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
extraordinary finance and <i>business</i> development operations through acquisitions, as well as <i>partnership</i> agreements,		<input type="checkbox"/>
<i>environmental, social and governance</i> (ESG);	<input checked="" type="checkbox"/>	0
AML (Anti-Money Laundering)	<input checked="" type="checkbox"/>	0
information and communication technologies , including digital innovation — fintech — and <i>cybersecurity</i> ,	g	<input type="checkbox"/>
business management and organisation, including human resources management — including including remuneration and incentive schemes, <i>operations</i> and information systems — gained mainly in the banking sector;	O	<input checked="" type="checkbox"/>
assessment of credit risk and financial risks;	<input checked="" type="checkbox"/>	0
NPL <i>management</i> ;	<input checked="" type="checkbox"/>	0
banking <i>accounting</i> (accounting and financial reporting, interpretation of of a credit institution, identification of the main issues and safeguards and measures based on this information);		there appropriate
public administration dynamics;	fi	<input type="checkbox"/>

knowledge of the international market, in particular with regard to the Eastern European markets in which the Bank's subsidiaries and, more generally, the BFF Group operate (Poland, the Czech Republic, Slovakia and Croatia);

expertise in legal and economic-financial matters, and in managing issues of strategic importance within the Board⁴;

Possession of specific expertise, preferably acquired in senior positions within companies operating internationally, in the fields of credit, finance, securities or insurance, gained through work experience in a position of appropriate responsibility for a period of not less than five years in the credit and banking sectors and in areas relevant to the Bank's **business**, with an awareness of sustainability issues. Similar experience may also have been gained in companies comparable to the Bank in terms of **business**, size and operational complexity, including in multiple countries.

(B) REQUIREMENTS OF GOOD REPUTATION

(a) not to be in any of the conditions of ineligibility or disqualification provided for in Article 2382 of the Civil Code⁶;

(b) not having been convicted by a final judgment:

1) to a custodial sentence for an offence under the provisions governing company law and insolvency, banking, finance, insurance, payment services, anti-money laundering, intermediaries authorised to provide investment services and collective asset management, markets and centralised management of financial instruments, public offerings, issuers, as well as for any of the offences provided for in Articles 270-bis, 270-ter, **210-quater**, 270-quater.1, **270-quinquies**, 270-sexies, 416, 416-bis, 416-ter, 418, and 640 of the Criminal Code;

2) imprisonment for a term of not less than one year for an offence against the public administration, against public trust, against property, or in relation to taxation;

3) imprisonment for a term of not less than two years for any intentional offence, subject to the effects of rehabilitation and the revocation of the sentence due to the abolition of the offence pursuant to Article 673(1) of the Code of Criminal Procedure;

(c) not having been subject to preventive measures ordered by the judicial authority pursuant to Legislative Decree No. 159/11, as amended and supplemented, without prejudice to the effects of rehabilitation and the revocation of the sentence due to the abolition of the offence pursuant to Article 673(1) of the Code of Criminal Procedure;

(d) that they are not subject to a temporary disqualification from holding executive positions in legal entities and companies, or to a temporary or permanent disqualification from performing administrative, management and control pursuant to Article 144-fer, paragraph 3, of the Consolidated Banking Act (TUB) and Article 190-bis, paragraphs 3 and 3-bis, of the Consolidated Financial Act (TUF), or in any of the situations referred to in Article 187-quater of the TUF;

(e) not having been convicted by a final judgment at the request of the parties, or following summary proceedings, to any of the penalties provided for:

- in point (b)(i) above, except in the case of the extinction of the offence pursuant to paragraph dell'art. 145., of the Code of Criminal Procedure;

- under the preceding point (b), sub-points (2) and (3), for the duration specified therein, except in ~~the case~~ ^{in sensi dell'articolo} subject to the case

without prejudice to the effects of rehabilitation and the revocation of the judgment due to the abolition ^{in sensi dell'articolo} of the offence under Article 673(1) of the Code of Criminal Procedure;

⁴ Knowledge required only for the Chairman.

Knowledge required only for the Chief Executive Officer.

See Article 2382 of the Civil Code: "A person who is disqualified, incapacitated, bankrupt, or who has been sentenced to a penalty involving disqualification, even temporary, from public office or the inability to hold executive office may not be appointed as a director, and if appointed, shall forfeit their office."

(f) that they have not been subject to criminal convictions or other punitive measures in foreign countries for offences corresponding to those which, under Italian law, would result in the loss of the requirements of good repute;

(C) CRITERIA FOR ACCURACY

(a) that no criminal convictions have been recorded, including those imposed by judgments that are not yet final, judgments that are not yet final but which impose a penalty at the request of the parties or following summary proceedings, criminal conviction orders, even if not yet final, and personal precautionary measures relating to an offence under the provisions governing company and bankruptcy law, banking, finance, insurance, payment services, usury, anti-money laundering, tax, intermediaries authorised to provide investment services and collective asset management, markets and centralised management of financial instruments, public offering of securities, issuers, as well as for any of the offences provided for in Articles 270-bis, 270-ter, 270-quater, 270-quater.1, 270-quinquies, 270-quinquies.1, 270-quinquies.2, 270-sezies, 416, 416-lois, 416-fer, 418 and 640 of the Criminal Code;

(b) that they have not been convicted of any criminal offences, whether by final or non-final judgments, non-final judgments imposing a sentence at the request of the parties or following summary proceedings, criminal orders of conviction (even if not yet final), or personal precautionary measures relating to offences other than those referred to in point (a); the application, even on a provisional basis, of any of the preventive measures ordered by the judicial authority pursuant to Legislative Decree No. 159/11;

(c) no final judgments ordering compensation for damages arising from acts committed in the performance of duties with entities operating in the banking, financial, markets and securities, insurance and payment services sectors; final judgments ordering compensation for damages arising from administrative and accounting liability;

(d) that they have not been subject to administrative sanctions for breaches of regulations governing corporate, banking, financial, securities, insurance and anti-money laundering matters, or of rules relating to markets and payment instruments;

(e) not to be subject to disqualification or precautionary measures ordered by the supervisory authorities or at their request; removal measures ordered pursuant to Articles 53-bis, paragraph 1, point (e), 67-Per, paragraph 1, point (e), 108, paragraph 3, point (0-bis), 114-quinquies, paragraph 3, letter d-bis), 114-9ua/erdecies, paragraph 3, letter d-bis), of the Consolidated Banking Act (TUB), and Articles 7, paragraph 2-bis, and 12, paragraph 5-Per, of the Consolidated Financial Act (TUF);

(f) that I do not hold or have held positions in entities operating in the banking, financial, markets and securities, insurance and payment services sectors which have been subject to an administrative sanction, or a sanction pursuant to Legislative Decree No. 231/2001, with the exception that

DECLARES

having held — following a request for a change from the previous CEO and against a backdrop of solvency falling below the regulatory minimum and the regulatory requirement to submit a Recovery Plan by the end of November 2023 — the position of Chief Executive Officer at EUROVITA S.P.A. and EUROVITA HOLDING S.P.A. for the period from 29 October 2022 to 31 January 2023.

On that date, the appointment was suspended following IVASS's appointment of a provisional administrator pursuant to Article 230 of the CAP, also in light of the controlling shareholder's unwillingness to participate in the necessary capital increase.

No sanctions were received during the period indicated above, whereas (I) prior to the period indicated above and (II) subsequently — but always in relation to periods preceding my appointment (see the IVASS Supervisory Bulletins for June and July 2024) - sanctions were imposed on the Company (including sanctions against other members of the Board of Directors — other than myself — and the Board of Statutory Auditors);

to hold the position of Chief Financial Officer at BFF Bank S.p.A., a company operating in the banking sector, against which the following sanctions were imposed:

on 8 March 2023, Consob imposed an administrative fine in relation to *the "Breach of the disclosure obligations referred to in Article 17 of European Regulation No. 596/2014 and Article 114(1) of Legislative Decree No. 58/1998"* amounting to €15,000, against which an appeal was lodged; the Milan Court of Appeal, by judgment No. 1496/24 of 17 April 2024,

dismissed the appeal. It should be noted that the undersigned, Giuseppe Sica, was appointed with effect from 25 February 2025 and therefore did not hold any position at the Bank either at the time the established breaches were committed or at the time the aforementioned sanction was imposed;

On 8 May 2025, the Bank of Italy imposed an administrative fine of €1,450,000 in relation to the following irregularities: (i) "shortcomings in organisation and internal controls, with particular reference to credit risk" and (ii) "breach of the regulations governing 'remuneration and incentive policies and practices'". It should be noted that the facts contested by the Bank of Italy during the sanctioning proceedings (initiated following an inspection by the Supervisory Authority at the Bank, which took place from 1 September 2023 to 12 January 2024) relate to breaches committed prior to the appointment of the undersigned, Giuseppe Sica, as Chief Financial Officer. a;

- (g) not to hold or have held positions in companies that have been subject to special administration, winding-up proceedings, bankruptcy or compulsory administrative liquidation, or the collective removal of members of the administrative and supervisory bodies, revocation of authorisation pursuant to Article 113-ter of the Consolidated Banking Act, deregistration pursuant to Article 112-bis, paragraph 4, letter b), of the Consolidated Banking Act or equivalent procedures; with the exception that

DECLARES

having held the position of Chief Executive Officer at EUROVITA S.P.A. and **EUROVITA HOLDING S.P.A.** for the period from 29 October 2022 to 31 January 2023 (date of suspension of the appointment following the appointment by IVASS of a Commissioner for provisional management pursuant to Article 230 of the CAP).

This company was first placed under 'provisional management' on 31 January 2023 and — subsequently — under special administration from 29 March 2023 (the date on which the directors' appointments formally ceased) and — finally — under compulsory administrative liquidation from 27 October 2023.

It should be noted that the appointment at Eurovita was taken on — also following a request to replace the previous Chief Executive Officer — at a time when the companies were already in a state of financial distress (among other things, with a solvency ratio below 100%) and the activities carried out by the undersigned were aimed exclusively at presenting a Recovery Plan by the deadline of the end of November 2023 (which was not achieved due to the controlling shareholder's unwillingness to participate in the required capital increase) and to the search for new investors.

It should also be noted that, following the measures issued by IVASS, no claims or proceedings have been brought against me since the provisional administration began, either by the Institute or by the commissioners of the successive procedures;

- (h) that I have not been suspended or struck off any registers, nor have I been removed (as a disciplinary measure) from professional registers and associations by the competent authorities governing those professional bodies; nor have I been subject to measures revoking my appointments for just cause from positions held in management, administrative and supervisory bodies; nor have I been subject to similar measures adopted by bodies legally responsible for the management of registers and lists;

- (i) that they have not been the subject of a negative assessment by an administrative authority regarding the suitability of the Chief Financial Officer (CFO) in the context of authorisation procedures governed by

provisions relating to corporate, banking, financial, securities and insurance matters and the regulations markets and payment services;

- fj) that there are no ongoing investigations or criminal proceedings relating to the offences referred to in points and (b);

- (k) that there is no adverse information concerning the undersigned contained in the Central **Credit Register** pursuant to Article 53 of **the Consolidated Banking Act**; negative information refers to that relating to the person responsible for the CFO function, even when not acting as a consumer, relevant for the purposes of fulfilling the obligations set out in Article 125, paragraph 3, of the same Consolidated Banking Act;

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.2024, (i) not to have engaged in conduct which, whilst not constituting criminal offences, is contrary to the principles set out in the Bank's Code of Ethics;

(D) DIVIETO DI INTERLOCKING

not to hold positions in competing companies or groups of companies within the meaning of Article 36 of Decree-Law No 201/2011, converted by Law No 214/2011, operating in the credit, insurance and financial markets;

(E) PROCESSING OF PERSONAL DATA

that I have read the privacy notice referred to in Article 13 of Regulation (EU) 2016/679 at the foot of this declaration, and to authorise, in accordance with and for the purposes of Regulation (EU) 2016/679 and national legislation, that the data collected be processed/disclosed by the Bank — including by electronic means — in the context of the appointment procedure for which this declaration is made.

The undersigned authorises the Bank, in accordance with and for the purposes of Article 71(4) of Presidential Decree No. 445/00, to verify*.* with the relevant authorities the accuracy of the information provided. y “

The undersigned further undertakes, if requested, to provide the necessary documentation to confirm the accuracy of the information provided, and to notify the authorities of any facts that might alter the content of the declaration made. ‘

The declarant



(signature to be authenticated by a notary, registrar, town clerk or an official appointed by the Director-General — Article 21(2) of Presidential Decree 445/2000)

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 natural persons 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 Data Controller will be subject, in compliance with the aforementioned legislation and in accordance with the confidentiality obligations underpinning the activities of BFF Bank S.p.A. (the "Bank"), to the processing referred to in Article 4 of the Regulation. In particular, we wish to inform you of the following.

1. Details of the data controller and the data protection officer

The Data Controller pursuant to the Law is BFF Bank S.p.A., Viale Lodovico Scarampo, No. 15, 20148, Milan. The Data Controller's representative, authorised to act on behalf of the Bank for the purposes of complying with the provisions of Regulation (EU) 2016/679, is the Bank's Chief Executive Officer.

The Bank has also appointed a Data Protection Officer, who can be contacted at the following email address: DPO@bff.com

2. Purposes and methods of processing

The collection and processing of Data are necessary to verify the above-mentioned requirements.

- For the stated purpose, the legal basis for processing is compliance with legal obligations (see Article 6(1)(c) of the Regulation).

The data will be processed exclusively for the aforementioned purposes, including by means of IT procedures, and will not be disclosed or disseminated externally, without prejudice to the right to verify its accuracy with the relevant authorities.

The data will be processed by personnel authorised to do so in accordance with Article 29 of EU Regulation 2016/679.

3. Categories of personal data

In order to fulfil the purposes referred to in the previous point, the Bank processes the following categories of personal data concerning you:

- name, address or other personal identification details;
- data relating to employment and work activities;
- criminal records.

4. Transfer of personal data to a third country

Your data will not be transferred abroad.

5. Retention period

The data will be retained for the time strictly necessary to achieve the purposes pursued and to comply with legal obligations. Any further retention of the data or part thereof may be arranged to assert or defend one's rights in any forum, and in particular in the courts.

6. Rights of the Data Subject

Current legislation grants the Data Subject numerous rights, which we invite you to consider carefully. Among these, we remind you of the rights to:

- access to the following information:
 - the purposes of the processing,
 - the categories of personal data concerned,
 - recipients or categories of recipients to whom such personal data have been or will be disclosed, in particular if recipients are in third countries or international organisations,
 - the data subject's right to request from the data controller the rectification or erasure of personal data concerning him or her, or the restriction of the processing of such data, or to object to their processing;
- rectification, meaning:
 - correction of inaccurate personal data concerning the data subject without undue delay;
 - completion of incomplete personal data, including by providing a supplementary statement;
- erasure of data concerning the data subject without undue delay, if:
 - the data are no longer necessary in relation to the purposes for which they were collected or processed,
 - consent has been withdrawn and there is no other legal basis for the ~~avamento~~ ~~dere al trattam~~ o,
 - you object to the processing and there are no overriding legitimate grounds for processing,
 - the personal data has been processed unlawfully;
 - the personal data must be erased to comply with a legal obligation,
 - the personal data has been collected in relation to the provision of services by the company ~~l'Informazion~~, titolare del trattamento di
- restriction of processing:
 - if you dispute the accuracy of your personal data, to ~~for the period necessary~~ verify the accuracy of that personal data,

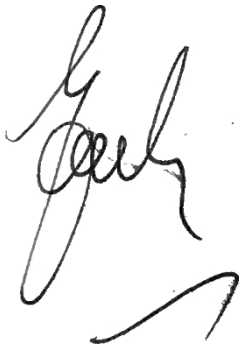
- b. where the processing is unlawful and the data subject opposes the erasure of the personal data and requests instead that its use be restricted,
 - c. where the personal data is necessary for the data subject to establish, exercise or defend a legal claim, even though the controller no longer needs it for the purposes of processing,
 - d. if you object to the processing pursuant to the right to object;
5. to be notified in the event of the rectification or erasure of personal data or the restriction of processing;
 6. data portability, i.e. the right to receive the personal data concerning you in a structured, commonly used and machine-readable format, and the right to transmit such data to another data controller, where:
 - a. the processing is based on the data subject's explicit consent for one or more specific purposes, or is carried out on the basis of a contract concluded with the data subject, and
 - b. the processing is carried out by automated means;
 7. object at any time, on grounds relating 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 consider that the rights set out here have not been recognised. To exercise the above rights, you may contact the Data Controller by writing to BFF Bank S.p.A., viale Lodovico Scarampo n. 15, 20148, Milan.

Alternatively, you may contact the Data Protection Officer by writing to the following email address: DPO@bff.cdn.

The data subject

Giuseppe Sm



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I, the undersigned, Prof. Giuseppe Antonio Michele TrimaFChi, Notary
in Milan, registered with the Milan Notarial Association, that Mr:

- Dr Giuseppe Sica, born in Salerno on 19 April 1977, residing at 6 Winsham Grove,
London (United Kingdom), postcode SW11 6ND, having been made aware of the criminal
penalties provided for in Articles 3 and 76 of Presidential Decree 445/2000 in respect of
forgery of documents and making false statements, and whose identity, I, the Notary
am certain, has made the foregoing declaration in my presence.

Milan, Viale Lodovico Scarampo No. 15, Friday 5 March 2016.



0 1 25 079101 325 8

GIUSEPPE SICA

+44 77477 61931

gsica.sns@gmail.com

PROFILE

- CFO specialising in finance, strategy and investor/regulator relations
- Financial institutions advisory across sectors and geographies

BOARD AND ADVISORY EXPERIENCE

BCG	Senior Advisor for Financial Institutions Europe	<i>Sep-23/ ongoing</i>
Large Cap PE	Advisor on banking project	<i>Mar 2024 – Jul 2024</i>
European Investors	Advisor on insurance brokerage platform	<i>Sep 2023 – Mar 2024</i>
Italian Insurance Association	Board Member	<i>Nov 2022 / Mar 2023</i>
AXA MPS Life	Chairman	<i>Sep 2020 / Jun 2022</i>
AXA MPS Non-Life	Chairman	<i>Sep 2020–Jun 2022</i>
MPS Capital Services	Board Member – Corporate Banking	<i>Sep 2020–Jun 2022</i>
Italian Deposit Guarantee Fund	Board Member	<i>Sep 2020–Jun 2022</i>
Voluntary Intervention Scheme	Board Member	<i>Sep 2020–Jun 2022</i>

EXECUTIVE CAREER SUMMARY

Eurovita	CEO – Transition to Regulatory Supervision	<i>Nov 2022 – Feb 2023</i>
MPS	CFO – Company restructuring and relaunch	<i>Jun 2020 – Jun 2022</i>
Morgan Stanley	MD – Financial Institutions Group	<i>Jul-03/ Jun-20</i>

EDUCATION

L.U.I.S.S.	MBA	<i>Nov 2001 – May 2003</i>
Scuola Normale Superiore	PhD Student in Theoretical Physics	<i>Oct 2000–Nov 2001</i>
Scuola Normale Superiore	Higher Diploma in Physics (70/70 <i>cum laude</i>)	<i>Oct-96/ Oct-00</i>
University of Pisa	M.Sc. in Physics (110/110 <i>cum laude</i>)	<i>Oct 1996–Oct 2000</i>
G. De Lorenzo High School	Diploma (60/60)	<i>Sep-91/ Sep-96</i>

BFF: KEY ADVISORY MANDATES

- Sale of the Company from Apax to Centerbridge
- Inaugural senior and subordinated bond issuance
- Initial public offering
- Acquisition of Magellan
- Centerbridge sell-down

PERSONAL

- *Italian, English* (fluent), *Spanish* (intermediate), *German* (beginner)
- Reviewer for Wiley of the book “*The Valuation of Financial Companies*”
- National champion of the *Italian Physics Olympiads*

EXECUTIVE CAREER DETAILS

Eurovita – Chief Executive Officer

Nov 22 – Feb 23

- Context
 - Largest independent bancassurance player in Italy, owned by Cinven
 - Joined following a request from the regulator for a change of CEO to facilitate a three-month attempt at sale or restructuring prior to administration
- Key Highlights
 - Coordination with the regulator and other stakeholders, including on the sale or capital increase
 - Capital shortfall reduced from approx. €400 million to approx. €150 million, thanks to planned restructuring and the launch of new products
 - Shareholder's unwillingness to inject capital or accept offers received for the Company
 - Management of the transition under the successful supervision of the regulator
- Key Responsibilities and Reports
 - Finance (including Actuarial Function)/ Investments
 - Operations / HR
 - Legal and Compliance
 - Commercial / Chief Commercial Officer
 - Investor Relations

MPS – Chief Financial Officer

Jun-20/ Jun-22

- Context
 - Fourth-largest listed Italian bank, majority state-owned
 - Company subject to an EU restructuring plan, with a sale or capital increase required by 2022
- Key Highlights
 - Reduction of regulatory capital shortfall from approx. €1.5 billion (approx. 2x market capitalisation) to zero
 - The company's best operating results in 10 years, despite persisting negative interest rates, thanks to cost-cutting, a relaunch of commercial and fee-based business, and balance sheet clean-up
 - Preparation of the company's business plan for the €2.5 billion capital increase and final company relaunch
- Key Transactional Activity
 - Preparation of three business plans and negotiations with European authorities
 - Renegotiation of asset management agreements (with Anima) and insurance agreements (with AXA)
 - Leading relations with regulators, analysts and investors
 - Coordination of the Company's efforts in negotiations relating to the Mef disposal
 - €9 billion NPL sale, and related ECB-required financing
 - Launch of four synthetic securitisations, including the first in Italy involving Stage 2 loans
 - Disposal of treasury shares via a combination of block and dribble-out sales
 - Restructuring of the BTP portfolio (gains of approx. €250 million)/ New IR Risk Strategy
 - Revaluation of the Company's real estate portfolio and related asset disposals
 - MP Banque disposal process
 - Review of interest rate hedging strategy and liability structure, resulting in the highest NIM growth among listed banks
- Key Responsibilities and Reports
 - M&A and shareholdings
 - Investor relations
 - Capital, liquidity and ALM (chairing ALM committees)
 - Reporting and planning
 - Real estate
 - ESG
 - Chairman of insurance joint ventures with AXA in Italy
 - Board member at MPS Capital Services (the Group's corporate bank specialising in investment banking and large-scale transactions)

Morgan Stanley – Managing Director, Financial Institutions Group

Jul 2002 – Jul 2020

- Key Highlights
 - Advised on M&A transactions worth over €100 billion across various sectors
 - Helped raise over €30 billion in equity for financial institutions clients
 - Capital planning/debt issuance across jurisdictions/capital structure

- Sale of AllFunds to H&F / GIC by Intesa Sanpaolo, Santander, Warburg Pincus
- Debt debut IPOs for BFF, Vittoria Assicurazioni, Anima
- Sale of Gartmore to H&F
- Sale of DAB by UniCredit to BNP
- Management sell-down of stake in Azimut FA
- Intesa Sanpaolo’s acquisition of UBI
- Anima IPO and Poste Italiane IPO
- Renegotiation of the Banco Popolare / CASA joint venture
- Merger of BPU Pramerica and Lombarda Asset Management and acquisition of a stake by Prudential
- Sale of Eurovita by Aviva and Banco Popolare to JCFlores
- Creation of the Aviva/Banco Popolare bancassurance joint venture
- Restructuring of Aviva’s bancassurance joint ventures with UBI and UniCredit
- Proposed merger of Pioneer with Santander AM and subsequent sale to Amundi
- Acquisition of a strategic stake in Anima Asset Management by Poste Italiane
- Negotiation of distribution agreements between Poste Italiane and Anima
- Bancassurance agreement between Cattolica and BPvicenza
- Sale of Generali Leben to Cinven
- Sale of UBI’s Depository Bank activities to RBC Dexia
- Sale of Farmafactoring from Apax to Centerbridge
- Sale of a €17 billion NPL portfolio by UniCredit to Pimco/Fortress
- BFF IPO and subsequent sell-offs by Centerbridge
- Sale of GE Money Bank Russia to Sovcombank
- Sale of FIH to a private equity/pension fund consortium
- Acquisition by Farmafactoring / Centerbridge of Polish lender Magellan
- Sale of Banco BPM’s consumer finance business to Agos Ducato
- Sale of Aviva’s stake in the non-life joint venture with Banco BPM
- Acquisition by UBI of minority interests in its network banks
- Acquisition by UBI of three of the three Good Banks
- UniCredit’s sale of Pekao to PZU
- Merger of Generali and Allianz
- Sale of UniCredit’s branches subject to antitrust restrictions to a consortium of Italian banks
- Merger between BPU and Banca Lombarda
- Public tender offer for Banca Italease by Banco Popolare
- Sale of Antonveneta to MPS
- Advisory services to Antonveneta regarding bids from ABN Amro and BPI
- Sale of Pekao’s UniCredit Ukraine Bank to Bank Austria
- Acquisition of UBI’s Antitrust Branches by BP Vicenza
- Acquisition of Cariparma by Crédit Agricole
- Buy-side for Banca Popolare Italiana/BPU
- Advisory to BBVA on its bid for BNL
- Acquisition of 50% of Advera (BNL/BBVA consumer finance joint venture) by BBVA
- Merger of Capitalia and Fineco and acquisition of MCC minority stakes by Capitalia
- UniCredit’s block shares and convertible bonds in Mediobanca, Yapi, Pekao
- UniCredit €13 billion rights issue
- \$1.1 billion investment by Aabar in UniCredit
- UBI €1 billion rights issue and €400 million rights issue
- Unipol and FonSAI 2012 rights issues
- Intesa Sanpaolo €2 billion savings share conversion and €5 billion capital increase
- BCP €1.25 billion capital increase via rights issue and debt-for-equity swap
- BES €1 billion debt-for-equity swap
- MPS €5 billion rights issue
- Sale of UniCredit and Intesa Sanpaolo’s stake in the London Stock Exchange
- Sale of UniCredit’s AT1 financing to Yapi
- Sale of ABN Amro to the “Consortium”
- Acquisition of Fortis’s business by BNP/Benelux governments
- Sale of Skandia to Old Mutual
- Proposed merger of National Bank of Greece and Alpha Bank



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

The undersigned, Giuseppe Sica

- declares (i) that he has read the “*Guidelines for shareholders on the qualitative and quantitative composition of the Board of Directors and on the preparation of the list of Board of Directors candidates*”, published on *the website* of BFF Bank S.p.A. (the “Bank”) at <https://investor.bff.com/it/orientamenti-del-cda> (the “Guidelines”), (ii) to be aware of the responsibilities arising from the assumption of the role of director of the Bank and (iii) to comply with the relevant regulations, as referred to, inter alia, in the Guidelines;
- undertakes to formally and promptly notify the Bank of any significant changes to the information provided in this questionnaire (the “Questionnaire”), the purpose of which is to enable the Bank’s Board of Directors (the “BoD”) to carry out the checks within its remit regarding the directors’ compliance with the requirements of Decree No. 169/20 (the “**Fit & Proper Regulations**”) and the Guidelines;
- hereby authorises the Bank and the Bank of Italy, in its capacity as the Competent National Authority, to carry out investigations, research and to request clarifications deemed appropriate or necessary in relation to the checks referred to in the preceding point.
-

Milan, 16 March 2026

A handwritten signature in black ink that reads 'Giuseppe Sica'.

1. Position for which the questionnaire is being completed

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

2. Fit and Proper Requirements under the Fit and Proper Regulations

The undersigned declares that:

- | | | | |
|-----------|--|--------------------------|------|
| a. | be in any of the circumstances of ineligibility or disqualification provided for in Article 2382 of the Italian Civil Code, namely having been disqualified, declared legally incompetent, declared bankrupt, or having been sentenced to a penalty entailing disqualification, even temporary, from public office or the inability to hold executive positions. | <input type="checkbox"/> | x NO |
| | | YES | |

Notes: if the answer is YES, please provide details (for example, the type of proceedings and any other information relevant to assessing the situation)

- | | | | |
|-----------|---|--------------------------|------|
| b. | having been convicted by a final judgment: | | |
| 1) | to a custodial sentence for an offence under the provisions governing company and insolvency law, banking, finance, insurance, payment services, anti-money laundering, intermediaries authorised to provide investment services and collective asset management, markets and centralised management of financial instruments, public offering of securities, issuers, or for one of the offences provided for in Articles 270-bis, 270-ter, 270-quater, 270-quater.1, 270-quinquies, 270-sexies, 416, 416-bis, 416-ter, 418, and 640 of the Criminal Code; | <input type="checkbox"/> | x NO |
| | | YES | |
| 2) | to imprisonment for a term of not less than one year for an offence against the public administration, against public trust, against property, or relating to taxation; | <input type="checkbox"/> | x NO |
| | | YES | |
| 3) | imprisonment for a term of not less than two years for any intentional offence subject to the effects of rehabilitation and the revocation of the sentence due to the abolition of the offence pursuant to Article 673(1) of the Code of Criminal Procedure; | <input type="checkbox"/> | x NO |
| | | YES | |

Notes: if the answer is YES, please provide details (for example, the type of proceedings and any other information useful for assessing the situation)

- | | | | |
|-----------|--|--------------------------|------|
| c. | having been subject to preventive measures ordered by the judicial authority pursuant to Legislative Decree No. 159/11, as amended and supplemented, without prejudice to the effects of rehabilitation and the revocation of the judgment due to the abolition of the offence pursuant to Article 673(1) of the Code of Criminal Procedure; | <input type="checkbox"/> | x NO |
| | | YES | |

Notes: if the answer is YES, please provide details (for example, the type of proceedings and any other information useful for assessing the situation)

- d.** being subject to a temporary disqualification from holding management positions in legal entities and companies, or to a temporary or permanent disqualification from performing administrative, management and control pursuant to Article 144-ter, paragraph 3, of the Consolidated Banking Act (TUB) and Article 190-bis, paragraphs 3 and 3-bis, of the Consolidated Financial Act (TUF), or in one of the situations referred to in Article 187-quater of the TUF; YES NO

Notes: if the answer is YES, please provide details (for example, the type of proceedings and any other information useful for assessing the situation)

- e.** having been convicted by a final judgment at the request of the parties, or following summary proceedings, to one of the penalties provided for:
 - under point (b)(1) above, except in the case of the expiry of the offence pursuant to Article 445(2) of the Code of Criminal Procedure;
 - under point (b), numbers 2) and 3) above, for the duration specified therein, except in the case of the extinction of the offence pursuant to Article 445(2) of the Code of Criminal Procedure,
 subject to the effects of rehabilitation and the revocation of the judgment due to the abolition of the offence pursuant to Article 673(1) of the Code of Criminal Procedure. YES NO

Notes: if the answer is YES, please provide details (for example, the type of proceedings and any other information useful for assessing the situation)

- f.** having received criminal convictions or other punitive measures in foreign countries for offences corresponding to those which, under Italian law, would result in the loss of the requirements of good repute. YES NO

Notes: if the answer is YES, please provide details (e.g. the type of proceedings and any other information useful for assessing the situation)

3. Fit and Proper Criteria

In order to enable verification of the criteria of integrity in past personal and professional conduct, the undersigned declares whether or not they are in one of the situations relevant to the integrity requirement.

YES NO

Notes: if the answer is YES, please complete the following sections.

- a.** Concluded criminal proceedings YES NO

Notes: if the answer is YES, please provide details in the table below so that the Board of Directors can carry out its assessment taking into account the parameters set out in Annex A to the Questionnaire.

Indicate criminal convictions handed down by final judgments, final judgments imposing a penalty at the request of the parties or following summary proceedings, final criminal orders of conviction, and personal precautionary measures relating to an offence under the provisions governing company and insolvency law, banking, finance, insurance, payment services, usury, anti-money laundering, tax, intermediaries authorised to provide investment services and collective asset management, markets and centralised management of financial instruments, public offerings, issuers, as well as for any of the offences provided for in Articles 270-bis, 270-ter, 270-quater, 270-quater.1, 270-quinquies, 270-quinquies.1, 270-quinquies.2, 270-sexies, 416, 416-bis, 416-ter, 418 and 640 of the Criminal Code (MEF Decree, Article 4(2a)). b) criminal convictions handed down by final judgments, final judgments imposing a sentence at the request of the parties or following summary proceedings, criminal conviction orders that have become final, and personal precautionary measures relating to offences other than those referred to in point (a); the application, including on a provisional basis, of one of the preventive measures ordered by the judicial authority pursuant to Legislative Decree No 159 of 6 September 2011; (MEF Decree, Article 4(2b))

REF.	DATE OF DECISION	AUTHORITY	TYPE OF MEASURE	NATURE OF THE CHARGE / INDICTMENT	YEAR IN WHICH THE EVENTS TOOK PLACE	OTHER INFORMATION
1) Case number....						e.g. grounds for the offence being time-barred, rehabilitation, revocation of the judgment, plea bargain, summary proceedings, etc....
<i>Free text</i>						
2) Case number....						
<i>Free text</i>						
3) Case number....						
<i>Free text</i>						

b. Pending criminal proceedings

YES NO

Notes: if the answer is YES, please provide details in the table below so that the Board of Directors can carry out its assessment taking into account the parameters set out in Annex A to the Questionnaire.

Indicate: 1) ongoing investigations and criminal proceedings relating to the offences referred to in points (a) and (b) of Article 4 of the Regulation (listed in the previous question); this also includes non-final convictions

REF.	STAGE	STAGE OF THE PROCEEDINGS	NATURE OF THE CHARGE / INDICTMENT	YEAR IN WHICH THE EVENTS TOOK PLACE	DATE OF NEXT HEARING	TYPE OF NEXT HEARING	OTHER INFORMATION
1) Case number....							
<i>Free text</i>							
2) Case number....							
<i>Free text</i>							
3) Case number....							
<i>Free text</i>							
c. final judgments ordering compensation for damages arising from acts committed in the course of duties performed by persons working in the banking, financial, markets and securities, insurance and payment services sectors; final judgments ordering compensation for damages arising from administrative and accounting liability;							<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

Notes: if the answer is YES, please provide details below so that the Board of Directors can carry out its assessment taking into account the parameters set out in Annex A to the Questionnaire.

REF.	DATE OF DECISION	AUTHORITY	TYPE OF MEASURE	NATURE OF THE CHARGE/ACCUSATION	YEAR IN WHICH THE EVENTS TOOK PLACE	OTHER INFORMATION
1) Case number....						
<i>Free text</i>						
2) Case number....						
<i>Free text</i>						
3) Case number....						
<i>Free text</i>						

d. Administrative sanctions and proceedings for disqualification or precautionary measures by Italian or European public authorities. Performance of duties with entities operating in the banking, financial, markets and securities, insurance and payment services sectors that have been subject to an administrative sanction. YES NO

Notes: if the answer is YES, please provide details below so that the Board of Directors can carry out its assessment taking into account the parameters set out in Annex A to the Questionnaire.

Include a) administrative sanctions imposed on the director for breaches of corporate, banking, financial, securities, insurance, anti-money laundering regulations, and rules governing markets and payment instruments; b) disqualification 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(3)(d-bis), 114-quinquies(3)(d-bis) and 114-quaterdecies(3)(d-bis) of the Consolidated Banking Act, and Articles 7(2-bis) and 12(5-ter) of the Consolidated Finance Act; c) holding positions in entities operating in the banking, financial, markets and securities, insurance and payment services sectors that have been subject to an administrative sanction, or a sanction pursuant to Legislative Decree No. 231 of 8 June 2001.

OBJECTION	OBJECTION	STATUS OF PROCEEDINGS	DATE OF SANCTION	AMOUNT AND DETAILS OF SANCTION	PERSON SANCTIONED
CONSOB	Breach of the disclosure obligations referred to in Article 17 of European Regulation No. 596/2014 and Article 114(1) of Legislative Decree No. 58/1998	Concluded	08/03/23	€15,000	BFF Bank S.p.A.
<p>The undersigned held the position of CFO at BFF Bank S.p.A., which was imposed an administrative penalty by Consob for breaching the disclosure obligations set out in Article 17 of European Regulation No. 596/2014 and Article 114, paragraph 1, of Legislative Decree No. 58/1998, against which an appeal was lodged; the Milan Court of Appeal, by judgment No. 1496/24 of 17 April 2024, dismissed the appeal. It should be noted that the undersigned, Giuseppe Sica, was appointed with effect from 25 February 2025 and, therefore, did not hold any position at the Bank either at the time the established breaches were committed or at the time the aforementioned sanction was imposed.</p>					
Bank of Italy	<ul style="list-style-type: none"> - Deficiencies in organisation and internal controls - Breach of the regulations on "remuneration and incentive policies and practices" 	Closed	08/05/2025	€1,450,000	BFF Bank S.p.A.
<p>The undersigned held the position of CFO at BFF Bank S.p.A., which was imposed an administrative fine by the Bank of Italy following the identification of the following irregularities: (i) "deficiencies in organisation and internal controls, with particular reference to credit risk" and (ii) "breach of regulations concerning 'remuneration and incentive policies and practices'". It should be noted that the facts contested by the Bank of Italy during the sanctioning proceedings (initiated following the Supervisory Authority's inspection of the Bank, which took place from 11 September 2023 to 12 January 2024) relate to breaches committed in a period prior to the appointment of the undersigned, Giuseppe Sica, as Chief Financial Officer.</p>					
IVASS	<ul style="list-style-type: none"> - Serious shortcomings in the governance, management and control of financial risks, as well as, up to the 2020 financial year, in the calculation of Best Estimate Liabilities; - shortcomings in the assessment and definition of the Risk Appetite Framework; delayed implementation 	Concluded	19/06/2024	€8,200,000	Eurovita S.p.A.

	of the remedial plan, launched following a previous IVASS inspection.				
<p>The undersigned declares that he held — following a request for a change of the previous CEO and in a context of solvency below the regulatory minimum and the regulatory requirement to submit a Recovery Plan by the end of November 2023 – the position of Chief Executive Officer at EUROVITA S.p.A. and EUROVITA HOLDING S.p.A. for the period from 29 October 2022 to 31 January 2023. On that date, the appointment was suspended following the appointment by IVASS of a Commissioner for provisional management pursuant to Article 230 of the CAP, also in light of the controlling shareholder’s unwillingness to participate in the necessary capital increase.</p> <p>During the period indicated above, no sanctions were received, whereas (i) prior to the period indicated above and (ii) subsequently – but always in relation to periods prior to my assumption of the role – sanctions were imposed on the Company (including sanctions against other members of the Board of Directors – other than myself – and the Board of Statutory Auditors).</p>					
IVASS	<ul style="list-style-type: none"> - Deficiencies in customer profiling; - failure to comply with customer due diligence obligations - failure to comply with obligations regarding the retention of documents, data and information to be collected for the purposes of customer due diligence during the period January 2019–November 2020; - inadequacy of the procedures adopted regarding 	Concluded	1906/2024	€312,682.50	Eurovita S.p.A.
See the details provided for the previous penalty.					

e. Involvement in the management and control of companies with insolvency proceedings concluded or in progress YES NO

Notes: if the answer is YES, provide details so that the Board of Directors can carry out its assessment taking into account the parameters set out in Annex A to the Questionnaire. Include the performance of duties in companies that have been subject to special administration, winding-up proceedings, bankruptcy or compulsory administrative liquidation, collective removal of members of the administrative and control bodies, revocation of authorisation pursuant to Article 113 -ter of the Consolidated Banking Act, deregistration pursuant to Article 112-bis, paragraph 4, letter b), of the Consolidated Banking Act or equivalent procedures

COMPANY NAME	SECTOR OF ACTIVITY	PROCEEDINGS IN PROGRESS	DATE OF COMMENCEMENT/CONCLUSION OF PROCEEDINGS	ROLE PLAYED
	Insurance	No	27/10/2023 (placement of the company into compulsory administrative liquidation).	Chief Executive Officer



The undersigned declares that he held the position of Chief Executive Officer at EUROVITA S.P.A. and EUROVITA HOLDING S.P.A. for the period from 29/10/2022 to 31/01/2023 (date of suspension of the position following the appointment by IVASS of a Commissioner for provisional management pursuant to Article 230 of the CAP).

This company was first placed under 'provisional management' on 31 January 2023 and – subsequently – under special administration from 29 March 2023 (the date on which the directorships formally ceased) and – finally – into compulsory administrative liquidation from 27/10/2023.

It should be noted that the appointment at Eurovita was taken on – partly following a request to replace the existing Chief Executive Officer – at a time when the companies were already in a state of financial distress (among other things, with a solvency ratio below 100%) and the activities carried out by the undersigned were aimed exclusively at presenting a Recovery Plan by the deadline of the end of November 2023 (which was not achieved due to the controlling shareholder's unwillingness to participate in the required capital increase) and at seeking new investors.

It should also be noted that, following the measures issued by IVASS from the start of the provisional administration, no claims or actions have been brought against me by either the Institute or the administrators of the successive proceedings.

f. Suspension or removal from registers and lists, measures for the revocation for just cause of appointments to management and supervisory bodies YES NO

Notes: if the answer is YES, please provide details so that the Board of Directors can carry out its assessment taking into account the parameters set out in Annex A to the Questionnaire.

Include suspension or striking off from registers; removal (imposed as a disciplinary measure) from professional registers and bodies by the competent authorities responsible for those professional bodies; measures involving dismissal for just cause from positions held within management, administrative and supervisory bodies; similar measures adopted by bodies designated by law to manage registers and lists

AUTHORITY	TYPE OF MEASURE	DATE	CHARGE	OTHER INFORMATION

g. Negative assessments by Italian or European public authorities YES NO

Notes: if the answer is YES, please provide details so that the Board of Directors can carry out its assessment taking into account the parameters set out in Annex A to the Questionnaire.

Include any negative assessment by an administrative authority regarding the suitability of the director in the context of authorisation procedures provided for by provisions relating to company law, banking, finance, securities, insurance and the rules governing markets and payment services

AUTHORITY	TYPE OF MEASURE	YEAR OF ASSESSMENT	OUTCOME OF ASSESSMENT

h. negative information from the central credit register YES NO

Notes: if the answer is YES, please provide details so that the Board of Directors can carry out the assessment taking into account the parameters set out in Annex A to the Questionnaire. Negative information on the representative contained in the Central Credit Register established pursuant to Article 53 of the Consolidated Banking Act; negative information refers to information relating to the representative, even when not acting as a consumer, relevant for the purposes of fulfilling the obligations set out in Article 125(3) of the same Consolidated Banking Act.

TYPE OF NEGATIVE INFORMATION	AMOUNT	DATE OF REPORT	REPORTING ENTITY

i. Situations equivalent to those referred to in the preceding points, with reference to cases governed in whole or in part by foreign legal systems YES NO

Notes: if the answer is YES, please provide details so that the Board of Directors can carry out its assessment taking into account the parameters set out in Annex A to the Questionnaire.

FREE-FORM REFERENCES (provide the same type of information as requested in the columns relating to the preceding letters with reference to equivalent domestic cases)



4. Professional requirements pursuant to the Fit & Proper Regulations

Possession of specific experience in the credit, financial, securities or insurance sectors, gained through administrative or supervisory activities or management roles for a period of not less than **five years** in the credit, financial, securities or insurance sectors, or in listed companies or companies of a size and complexity greater than or comparable to (in terms of turnover, nature and complexity of the organisation or the business carried out) that of the Bank.

YES NO

Note: for the purposes of meeting the requirements set out in the previous point, experience gained during the **twenty years prior to taking up the position** is taken into account. Experience gained concurrently in multiple roles is counted only for the period during which they were performed, without combining them.

In order to assess professional competence in relation to the points above, please complete the following table.

Company/Organisation/University	Company size (tick the relevant category)			Position/role	Number of years of the role/position	Notes
BFF Bank S.p.A.	Small	Medium	Large	Managing Director		
BFF Bank S.p.A.	Small	Medium	Large	Chief Financial Officer (CFO)		
Banca Monte dei Paschi di Siena S.p.A.	Piccola	Medium	Large	Chief Financial Officer (CFO)		
AXA Insurance Ltd	MPS Life	Small	Medium	Large	Chairman of the Board of Directors	
Eurovita S.p.A.	Small	Medium	Large	Director Delegate		
Morgan Stanley	Small	Medium	Large	Managing Director, Investment Banking (Head of		

Note: in accordance with European Commission Recommendation 2003/361/EC, the following definitions apply:

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

Public bodies and administrations are not required to provide information on their size.

5. Competence criteria pursuant to the Fit & Proper Regulation

In order to enable verification of the professional competence criteria, the undersigned declares whether or not they possess one or more of the following theoretical knowledge and practical experience in one or more of the following areas:

	Assessment (high, medium-high, medium-low and low)			
	a	m/a	m/b	b
1. financial markets	at X	m/a <input type="checkbox"/>	m/b <input type="checkbox"/>	b <input type="checkbox"/>
2. regulation of the banking and financial sector	a X	m/a <input type="checkbox"/>	m/b <input type="checkbox"/>	b <input type="checkbox"/>
3. Guidelines and strategic planning	a X	m/a <input type="checkbox"/>	m/b <input type="checkbox"/>	b <input type="checkbox"/>
4. organisational and corporate governance structures	a <input type="checkbox"/>	m/a X	m/b <input type="checkbox"/>	b <input type="checkbox"/>
5. risk management (identification, assessment, monitoring, control and mitigation of a bank's main types of risk, including the responsibilities of the representative in these processes)	a <input type="checkbox"/>	m/a X	m/b <input type="checkbox"/>	b <input type="checkbox"/>
6. internal control systems and other operational mechanisms;	a X	m/a <input type="checkbox"/>	m/b <input type="checkbox"/>	b <input type="checkbox"/>
7. banking and financial activities and products	a <input type="checkbox"/>	m/a X	m/b <input type="checkbox"/>	b <input type="checkbox"/>
8. accounting and financial reporting	a X	m/a <input type="checkbox"/>	m/b <input type="checkbox"/>	b <input type="checkbox"/>
9. information technology	a <input type="checkbox"/>	m/a X	m/b <input type="checkbox"/>	b <input type="checkbox"/>
(* coordination, guidance or management of human resources such as to ensure the effective performance of the functions of coordinating and guiding the work of the Board of Directors, promoting its proper functioning—including in terms of the flow of information, the effectiveness of discussion and the stimulation of internal debate—as well as the appropriate overall composition of the body	a <input type="checkbox"/>	m/a <input type="checkbox"/>	m/b <input type="checkbox"/>	b <input type="checkbox"/>

Note: the term “member” refers, as appropriate, to persons holding positions (i) on the Board of Directors; (ii) on the Board of Statutory Auditors; (iii) as Chief Executive Officer (where applicable).

Knowledge (*) is required only for the Chairman.

6. Specific skills required by the Board of Directors' Regulations (at least one)

In order to enable verification of the criteria for professional competence, the undersigned declares whether or not they possess one or more of the following theoretical knowledge and practical experience in one or more of the following areas:

		Assessment (high, medium-high, medium-low and low)							
1.	Adequate knowledge of the banking sector, economic and financial dynamics and systems, banking and financial regulation and, above all, risk management and control methodologies, acquired through in administration, management and control within the financial sector	in	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
2.	Experience gained in managing operations aimed at facilitating the disposal, management and collection of receivables, in particular, in relation to healthcare providers, as well as the public sector;	to	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
3.	Experience in business management and corporate organisation acquired through many years of administration, management or supervision in companies, or groups of significant economic size, or in the public sector;	a	<input type="checkbox"/>	m/a	X	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
4.	Ability to read and interpret economic and financial data acquired through many years of experience in management and control in companies, or through the practice of professional activities, or through university teaching;	a	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
5.	International experience and knowledge of foreign markets, acquired through many years of entrepreneurial or professional activity at foreign institutions or bodies, companies or groups with an international focus.	a	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>

Note (please provide further details):

7. Specific skills identified in the annual self-assessment (at least one)

In order to facilitate the assessment of specific skills criteria, the undersigned declares whether or not they possess one or more of the following theoretical knowledge and practical experience in one or more of the following areas:

		Assessment (high, medium-high, medium-low and low)							
1.	<i>Business</i> in which the Bank and its subsidiaries operate, taking into account its future developments, and, therefore, with proven experience in the <i>securities services and payment infrastructure services</i> sectors, with specific <i>know-how</i> on new markets and <i>business</i> lines	to	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
2.	Financial markets and strategic planning, awareness of a credit institution's strategic direction or business plan and its implementation	a	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
3.	Extraordinary finance and <i>business</i> development transactions relating to acquisitions, as well as <i>partnership</i> agreements	to	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
4.	Sustainability and expertise in social responsibility	a	<input type="checkbox"/>	m/a	X	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
5.	<i>Information and communication technologies</i> , including digital innovation and cybersecurity	a	<input type="checkbox"/>	m/a	X	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
6.	Business management and organisation, including human resources management – encompassing remuneration and incentive schemes, <i>operations</i> and information systems – gained primarily in the banking sector	a	<input type="checkbox"/>	m/a	X	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
7.	Assessment of credit risk and financial risks	a	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>



8.	NPL <i>management</i>	a	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
9.	Banking <i>accounting</i> (accounting and financial reporting, interpretation of a credit institution's financial data, identification of key issues and appropriate controls and measures based on such information)	a	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
10.	PA dynamics	a	<input type="checkbox"/>	m/a	X	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
11.	Knowledge of the international market, in particular with regard to the Eastern European markets in which the Bank's subsidiaries and, more generally, the BFF Group operate (Poland, the Czech Republic, Slovakia and Croatia).	a	<input type="checkbox"/>	m/a	X	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
(*)	Expertise in legal and economic-financial matters, and in managing issues of strategic importance within the board.	a	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>
(*)(*)	Possession of specific expertise, preferably acquired in senior positions within companies operating internationally, in the credit, financial, securities or insurance sectors, gained through work experience in a position of appropriate responsibility for a period of not less than five years in the credit, banking and specific sectors relevant to the Bank's <i>business</i> , with an awareness of sustainability issues. Similar experience may also have been gained in companies comparable to the Bank in terms of <i>business</i> , size and operational complexity, including in multiple countries.	to	X	m/a	<input type="checkbox"/>	m/b	<input type="checkbox"/>	b	<input type="checkbox"/>

Note: [please provide any further details]

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

8. Independence requirements pursuant to the Fit & Proper and Independence of Judgement Regulations

The undersigned declares that:

meet the independence requirements under the Fit & Proper Regulations.

x NO
YES

Notes: if the answer is YES, please state whether one or more of the following circumstances apply

For the purposes of assessing Independence of Judgement, all Directors – including non-independent Directors – must complete the sections relating to points a), b), c), h) and i).

a.	is a spouse who is not legally separated, a person in a civil partnership or de facto relationship, or a relative or relative by marriage up to the fourth degree: 1) of the Chairman of the Board of Directors and of members of the Bank's executive management; 2) of the heads of the Bank's main corporate functions; 3) of persons falling within the categories set out in points (b) to (i)	<input type="checkbox"/>	x NO
b.	is a participant in the Bank	<input type="checkbox"/>	x NO
		<input type="checkbox"/>	YES



- | | | |
|---|---|--|
| c. holds or has held in the last two years, at a participant in the Bank or a company controlled by it, the position of Chairman of the Board of Directors or an executive position, or has held, for more than nine years in the last twelve, positions as a member of the Bank's Board of Directors, as well as a management position at a participant in the Bank or a company controlled by it | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| d. has held the position of executive director at the Bank in the last two years | <input checked="" type="checkbox"/> YES | <input type="checkbox"/> NO |

- e. holds the position of independent director in another bank within the same banking group, except in the case of banks between which there are direct or indirect, total control relationships YES NO
 - f. has held, for more than nine years in the last twelve, positions as a member of the Bank's Board of Directors, as well as management positions at the Bank YES NO
 - g. holds an executive position in a company in which a director with executive responsibilities at the Bank serves as a member of the board of directors or the management board YES NO
 - h. maintains, directly or indirectly, or has maintained in the two years prior to taking up the position, self-employed or employed relationships, or other financial, asset-related or professional relationships, even if not ongoing, with the Bank or its executive officers or its Chairman, with companies controlled by the Bank or their executive officers or their chairmen, or with a shareholder of the Bank or its executive officers or its Chairman, such as to compromise their independence; YES NO
- Note: If the answer is 'Yes':*
Specify whether the relationship is maintained directly or indirectly and complete the following fields:
- h1. Self-employment or employment relationships** YES NO

Note: If the answer is yes, describe the employment relationship and provide any reasons why you believe it does not compromise your independence:

The undersigned has held an employment relationship with the Bank, serving as Chief Financial Officer from 2025 and, subsequently, as General Manager from February 2026.

- h2. Financial relationships** YES NO

Note: if the answer is yes, please complete Annex "C - Financial Exposures" and provide, below, the reasons why you consider that this situation does not compromise your independence:

- h3. Financial (*) or professional relationships** YES NO



This also includes commercial relationships and legal proceedings against the supervised entity or against the parent company and its subsidiaries, in which the representative is a party.

Note: If the answer is yes, please indicate: 1) where applicable, the name of the company through which the relationship is maintained; 2) the institution and/or the representative with whom the relationship is maintained; 3) the type of relationship; 4) the relevant economic value and the impact on the representative's total income (or on financial resources, in the case of a financial interest).

If the answer is 'yes' in relation to legal proceedings, provide information on the subject matter of the proceedings, their stage and the entity concerned. () For this purpose, investments made by the Representative or their Related Parties in financial instruments issued by the Bank (e.g. shares, bonds of any kind, certificates, related derivatives, etc.) are relevant.*

Provide the reasons why it is considered that these situations do not compromise the independence of the nominee:

- | | |
|--|---|
| <p>i. holds or has held in the last two years one or more of the following positions:</p> <p>1) member of the national or European Parliament, the Government or the European Commission;</p> <p>2) regional, provincial or municipal councillor, president of a regional council, provincial president, mayor, president or member of a district council, president or member of the board of directors of consortia of local authorities, president or member of the councils or executive committees of associations of municipalities, board member or president of special-purpose companies or institutions referred to in Article 114 of Legislative Decree No. 267 of 18 August 2000, No. 267, mayor or councillor of metropolitan cities, president or member of the governing bodies of mountain or island communities, where the overlap or contiguity between the territorial area of reference of the body in which the aforementioned positions are held and the territorial structure of the Bank or the banking group to which it belongs is such as to compromise its independence</p> | <p><input type="checkbox"/> YES</p> <p><input checked="" type="checkbox"/> NO</p> |
|--|---|

Note: if the answer is YES, please provide details and the reasons why you consider that this situation does not compromise independence:

Clarifications:

- (1) ‘*officer with executive responsibilities*’ refers to executive directors and/or the role of general manager.
- (2) “Shareholder” means a person who controls or exercises significant influence over the Bank or who holds shares representing at least 10% of the Bank’s voting rights or share capital.
- (3) With regard to point (h) above, the business relationship, which existed in the previous financial year, is deemed “significant” under the Board of Directors’ Regulations on the basis of two parameters:
- a. continuity: a duration of more than six months, and
 - b. a maximum threshold of 10%:
 - of the turnover of the company or professional practice to which the director belongs, or
 - of the director’s own income as a natural person.
- In the case of a Director who is also *a partner* in a professional firm or a consultancy firm, the Board assesses the significance of professional relationships that may affect their position and role within the firm or consultancy firm or which, in any event, relate to major transactions of the Bank and the Group, even independently of the quantitative parameters indicated above;
- (4) in accordance with the Board of Directors’ Regulations, directors are also required to state in the above note whether they have received, in the previous three financial years, from the Bank or from a subsidiary or parent company, significant additional remuneration (in addition to the fixed remuneration as a non-executive director of the Bank and any remuneration for participation in Committees, including in the form of participation in incentive schemes linked to corporate *performance*, including share-based schemes, or provided for by current legislation). Such additional remuneration is deemed 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 their capacity as a member of the administrative bodies of the parent company and/or subsidiaries.

The undersigned further declares that:

meet the independence requirements set out in Article 147-ter, paragraph 4, of the Consolidated Law on Finance (), as referred to in Article 148, paragraph 3, of the TUF¹

YES x NO

meet the independence requirements set out in Article 2, Recommendation 7, of the *Corporate Governance Code*²

YES x NO

Notes: if the answer is YES, please state whether the following circumstance applies:

pursuant to Recommendation 7 of the Corporate Governance Code and the Board of Directors' Regulations, you are also required to declare below whether you have received, in the previous three financial years, from the Bank or from a subsidiary or parent company, significant additional remuneration (compared to the fixed remuneration as a non-executive director of the Bank and any remuneration for participation in Committees, including in the form of participation in incentive schemes linked to company performance, including share-based schemes, or provided for by current legislation). Such additional remuneration is deemed 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 their capacity as a member of the administrative bodies of the parent company and/or subsidiaries.

YES x NO

¹ See Article 148(3) of the Consolidated Law on Finance: "The following may not be elected as statutory auditors and, if elected, shall be removed from office:

a) those who are in the circumstances provided for in Article 2382 of the Civil Code;

b) the spouse, relatives and relatives by marriage up to the fourth degree of the company's directors, the directors, the spouse, relatives and relatives by marriage up to the fourth degree of the directors of the company's subsidiaries, of the companies controlling it and of those subject to joint control;

c) those who are linked to the company or to its subsidiaries or to its parent companies or to those under common control, or to the company's directors and the persons referred to in point (b), by self-employment or employment relationships or by other financial or professional relationships that compromise their independence."

² See Article 2, Corporate Governance Code: "The circumstances that compromise, or appear to compromise, the independence of a director are at least the following:

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

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

- of the company, of a subsidiary of strategic importance, or of a company subject to joint control;

- of a significant shareholder of the company;

c) if, directly or indirectly (for example through subsidiaries or companies of which he or she is an executive director, or as a partner in a professional firm or consultancy), he or she has, or has had in the previous three financial years, a significant commercial, financial or professional relationship:

- with the company or its subsidiaries, or with their executive directors or senior management;

- with a person who, even jointly with others through a shareholders' agreement, controls the company; or, if the controlling entity is a company or body, with its executive directors or senior management;

d) if they receive, or have received in the previous three financial years, from the company, one of its subsidiaries or the parent company, significant additional remuneration in addition to the fixed remuneration for the office and that provided for participation in the committees recommended by the Code or required by current legislation;

e) if he has served as a director of the company for more than nine financial years, even if not consecutive, over the last twelve financial years;

f) if he or she holds the position of executive director in another company in which an executive director of the company holds a directorship;

g) if he or she is a partner or director of a company or entity belonging to the network of the firm responsible for the statutory audit of the company;

h) if they are a close family member of a person who is in one of the situations referred to in the preceding points."

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

With regard to the significance of the relationships referred to in (c), it should be noted that the commercial relationship, which existed in the previous financial year, will be considered "significant" on the basis of two parameters:

- continuity: lasting more than six months, and

- a maximum threshold of 10%:

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

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

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

In the case of a director who is also a partner in a professional firm or a consultancy firm, the Board of Directors assesses the significance of professional relationships that may affect their position and role within the firm or consultancy firm or that, in any event, relate to major transactions of the Bank and the Group, even independently of the quantitative parameters indicated above.

9. Conflicts of interest

The undersigned declares that he/she is in a situation of conflict of interest:

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

- | | | |
|----|--|-------------------------------------|
| a. | having personal ties with other members of the Board of Directors, staff holding key roles or significant shareholders of the Bank or its subsidiaries | <input type="checkbox"/> XNO
YES |
| b. | carry out – or have a close family member carry out – business activities with the Bank or one of its subsidiaries | <input type="checkbox"/> XNO
YES |
| c. | be a party – or one of your close family members is a party – to legal proceedings against the Bank or one of its subsidiaries | <input type="checkbox"/> XNO
YES |

Notes: if the answer is YES, please provide further details to enable an assessment of the circumstances

2. PROFESSIONAL (at the time of appointment or within the previous 5 years)

- | | | |
|----|---|-------------------------------------|
| a. | being – or a close family member being – at the same time, a director of the Bank, of one of its subsidiaries or of a competitor | <input type="checkbox"/> XNO
YES |
| b. | have – or one of your close family members has – a significant business relationship with the Bank, one of its subsidiaries or a competitor | <input type="checkbox"/> XNO
YES |

Notes: if the answer is YES, please provide further details to help assess the circumstances

3. FINANCIAL (at the time of appointment)

- | | |
|---|-------------------------------------|
| you – or one of your close family members – have a significant financial interest in, or a significant financial obligation to, the Bank or one of its subsidiaries, a client or a competitor of the Bank or one of its subsidiaries. | <input type="checkbox"/> XNO
YES |
|---|-------------------------------------|

Notes: if the answer is YES, please provide further details to enable an assessment of the circumstances

4. POLITICIANS (at the time of appointment or in the preceding 2 years)

- | | |
|--|-------------------------------------|
| hold – or one of their close family members holds – a position of significant political influence. | <input type="checkbox"/> XNO
YES |
|--|-------------------------------------|

Notes: if the answer is YES, please provide further details to help assess the circumstances

5. OTHER

- | | |
|--|-------------------------------------|
| any other relationships, positions or involvements that could adversely affect the interests of the Bank and other Group entities. | <input type="checkbox"/> XNO
YES |
|--|-------------------------------------|



Note: if the answer is YES, please provide further details to enable an assessment of the circumstances

Clarifications:

- (1) Close family members are defined as: spouse, *cohabiting partner*, partner, child, parent or other family member with whom the individual shares the same residence.
- (2) ‘Significant shareholders’ means those who hold a stake of 5% or more.
- (3) The significance of the business relationship depends on the financial value it represents for the activities of the individual or their close family member.
- (4) In the case of a commercial or professional relationship with the Bank/subsidiaries or a competitor, indicate the ratio between the turnover of the business conducted by the individual or close family member with the Bank, its subsidiaries or a competitor and the total turnover.
- (5) Examples of financial obligations/interests include shareholdings, other types of investments and loans. The significance of the interest or obligation depends on the extent of the (financial) value they represent for the financial resources of the nominated representative. In principle, the following cases would be considered immaterial: all secured personal loans (e.g. private mortgages) that are unsecured (i.e. on *standard* market terms for the bank in question) and *in good standing*; all other unsecured loans *in good standing* amounting to less than €200,000, whether secured or unsecured; shareholdings of 1% or less held at the time of appointment or other investments of equivalent value.
- (6) ‘*Significant political influence*’ may exist at any level: local (e.g. the mayor), regional or national (e.g. within the government); in the case of a public servant (e.g. in public administrations) and a representative of a State. The significance 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 owed by the National Health Service and the Public Administration), accounting for collections and management of receivables owed by suppliers to the National Health Service, in the collection of savings through deposit accounts, in banking payment services and in *security services* – (as set out in Annex B) hereby declares that I am in one of the following situations of incompatibility:

1. INTERLOCKING

The company or group in which the individual holds a position on management, supervisory or control bodies (board of directors, executive board, board of statutory auditors, supervisory board) or a senior role (chief executive; manager responsible for preparing the company’s financial statements) carries out activities that compete with those of the Bank or the group to which it belongs. YES NO

Notes: if the answer is YES, please provide additional details to help assess whether or not the situation falls under the prohibition on interlocking

2. INCOMPATIBILITY (pursuant to Legislative Decree 165/2001)

Holding incompatible roles for public sector employees pursuant to Legislative Decree No. 165/01, as subsequently amended. YES NO

Notes: if the answer is YES, please provide further details to enable an assessment of the circumstances

3. LEGAL OR STATUTORY

- a. Falling under the prohibition referred to in Article 2390 of the Civil Code YES NO
- b. Member of Parliament and member of the Government pursuant to Article 6 of Law No. 60/1953 YES NO



Notes: if the answer is YES, please provide further details to enable an assessment of the circumstances

11. Availability

The undersigned declares that he/she is able to devote sufficient time to the performance of the role, taking into account the commitment required and the duties performed at the Bank (including the preparation of meetings). In this regard, it is specified that, for the performance of the role in the 2022 financial year, attendance at 14 Board meetings is estimated, an average of 7 meetings for each sub-committee, and 4 days dedicated to training activities and/or non-Board meetings.

enable the Board of Directors to assess your availability, please complete the table below.

A. List of executive and non-executive appointments. Please list first the appointment for which this form is being completed, followed by all other appointments held								
Entity <i>(indicate listed companies with an *)</i>	Size of the company ⁽¹⁾	Position within the entity: executive director / non-executive director / other	Application of Aggregation or Exclusions from the Calculation <i>(specify the exemption)</i>	Additional responsibilities <i>(such as membership of committees, chairing roles, etc.)</i>	No. of meetings per year	Time commitment <i>(days/year)</i>	Additional information <i>(e.g. duration and next expiry date)</i>	Total days dedicated (A) ⁽²⁾
TOT (A)								
B. Professional/academic activity								
Activity								Total days spent (B)
TOT (B)								
TOTAL ANNUAL DAYS PER YEAR DEDICATED TO ALL ASSIGNMENTS (A + B)								

⁽¹⁾ Classification based on European Commission Recommendation 2003/361/EC: Small enterprises: Turnover ≤ €10 million; Assets ≤ €10 million; Employees ≤ 50; Medium-sized enterprises: Turnover ≤ €50 million; Assets ≤ €43 million; Employees ≤ 250; Large enterprises: Turnover > €50 million; Assets > €43 million; Employees > 250.

⁽²⁾ The total time commitment indicated is an estimate of the time required for preparation and attendance at meetings.

12. Limit on the number of concurrent appointments

The undersigned declares that, also in light of the table referred to in the preceding point,

	A total of XXX positions, of which:	
a.	0 executive	
b.	0 non-executive	
	Please also indicate	
c.	the total number of appointments covered by the Aggregation, specifying the aggregated companies, and whether, as a result of the Aggregation, the appointment is classified as executive or non-executive.	0
d.	the total number of appointments benefiting from Exclusion from the Calculation	0

Notes: enter the information referred to in point c.

Clarifications:

Unless *otherwise* specified *below*, no director may hold a total number of directorships in banks or other commercial companies exceeding one of the following alternative combinations:

- a. 1 executive position and 2 non-executive positions;
- b. 4 non-executive positions.

For the purposes of calculating the above limits, the position held at the Bank is included (the “Limits”).

The Limits do not apply to directors who hold positions at the Bank on behalf of the State or other public bodies. For the purposes of calculating the Limits, the following positions held by a director are not taken into account:

- a. in companies or bodies whose sole purpose is to manage the private interests of a director or their spouse (unless legally separated), civil partner or cohabiting partner, or a relative or relative by marriage up to the fourth degree, and which do not require any day-to-day management by the director;
- b. in a professional capacity within professional partnerships;
- c. as an alternate auditor (the “**Exclusions from the Calculation**”).

For the purposes of calculating the Limits, the set of positions held in each of the following cases is considered a single position:

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

Where more than one of the cases referred to in points (a), (b) and (c) of the preceding paragraph apply simultaneously, the positions are aggregated. The set of positions counted as a single position is considered an executive position if at least one of the positions held in the situations referred to above is executive; in other cases, it is considered a non-executive position (the “Aggregation”).

The assumption of an additional non-executive position in excess of the Limits (the “**Additional Position**”) is permitted provided that it does not prejudice the director’s ability to devote sufficient time to the position at the Bank to perform their duties effectively. To this end, the Board takes into consideration, inter alia:

- b. whether the director holds an executive position at the Bank or is a member of any of its committees;
- c. the size, business and complexity of the Bank or of any other commercial company with which the additional role would be undertaken;



d. the duration of the additional role;
e. the level of expertise acquired by the director in performing their duties at the Bank and any synergies between the various positions. A director is not permitted to accept the Additional Position if they:

a. holds the position of Chief Executive Officer, or Chairman of the Board of Directors or of a Committee at the Bank;

b. benefit from Aggregation in respect of other positions. The

Additional Position cannot benefit from Aggregation.

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

(i) any other executive position;

(ii) more than two non-executive positions.

The Chairman and the Chief Executive Officer are excluded from holding the position of member of the Board of Statutory Auditors.

Annex A

1. The occurrence of one or more of the situations relevant for the purposes of assessing whether a Director meets the requirement of integrity does not automatically render them unsuitable, 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 the safeguarding of the Bank's reputation and public confidence.
2. The assessment is conducted on the basis of one or more of the following parameters, where relevant:
 - a) the objective seriousness of the acts committed or alleged, with particular regard to the extent of the damage caused to the protected legal interest, the potential for harm of the conduct or omission, the duration of the breach, and any systemic consequences of the breach;
 - b) the frequency of the conduct, with particular regard to the repetition of conduct of the same nature and the time interval between such instances;
 - c) the stage of the proceedings challenging the administrative sanction;
 - d) stage and level of the criminal proceedings;
 - e) the type and amount of the sanction imposed, assessed according to criteria of proportionality, taking into account, inter alia, the grading of the sanction also on the basis of the bank's financial capacity;
 - f) the time elapsed between the occurrence of the relevant event or conduct and the appointment decision. As a rule, account is taken of events or conduct occurring no more than ten years prior to the appointment; where the relevant event or conduct occurred more than ten years prior, they shall be taken into account only if particularly serious or, in any event, where there are particularly compelling reasons why the sound and prudent management of the bank could be compromised;
 - g) level of cooperation with the competent body and with the supervisory authority;
 - h) any remedial measures taken by the individual concerned to mitigate or eliminate the effects of the breach, including those taken after the imposition of the conviction, the sanction or any of the measures referred to in point 3 of the Questionnaire;
 - i) the degree of responsibility of the individual in the breach, with particular regard to the actual distribution of powers within the bank, company or body where the position is held, the conduct actually adopted, and the duration of the position held;
 - j) the reasons for the measure adopted by administrative bodies or authorities;
 - k) the relevance and connection of the conduct, behaviour or facts to the banking, financial, securities, insurance and payment services sectors, as well as to anti-money laundering and counter-terrorist financing.
3. In the case referred to in point 3 of the Questionnaire, the sanction imposed is taken into account only if there are objective elements capable of proving the individual and specific contribution made by the person in the commission of the sanctioned acts. In any event, sanctions amounting to the statutory minimum are not taken into account.
4. The case referred to in point 3 of the Questionnaire, point (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, inter alia, the duration of the period during which the person concerned performed their duties at the company and the time elapsed between the performance of those duties and the adoption of the measures referred to in point 3 of the Questionnaire, point (g).
5. The criterion of propriety is not met where one or more of the situations indicated in point 3 of the Questionnaire paint a serious, precise and consistent picture of conduct that is contrary to the objectives set out in paragraph 1.

Annex B

<p align="center">MARKET <i>(product markets in which the Bank operates)</i></p>	<p align="center">COMPANY <i>(indicate the name of the company in which the position is held where there is a market overlap)</i></p>
<i>Securities Services</i>	
Custodian Bank	
• Mutual funds	
• Pension funds	
Proprietary trading	
<i>Payments</i>	
Transit and foreign services	
Customer payments and collections	
Cheques and bills	
<i>Counter services</i>	
Loan facilities	