



**SHAREHOLDERS' MEETING  
ROME, 28 APRIL 2022**

EXPLANATORY REPORT  
OF THE BOARD OF DIRECTORS

in accordance with Article 125(3) of Italian Legislative Decree no. 58 of 24 February 1998

ON ITEM 4 OF THE AGENDA

**APPOINTMENT OF A DIRECTOR FOR INTEGRATION OF THE BOARD**



**1. Explanatory report of the doValue S.p.A. Board of Directors on the proposal indicated on item 4 on the agenda of the ordinary shareholders' meeting:  
Appointment of a Director for integration of the Board**

Dear Shareholders,

the Board of Directors of doValue S.p.A. (hereafter, the "**Company**" or "**doValue**") has called you to the ordinary shareholders' meeting at Lungotevere Flaminio no.18, Rome (RM), on 28 April 2022, at 10am, at single call (the "**Shareholders' Meeting**"), to discuss and resolve, inter alia, upon the following item on the agenda:

*"Appointment of a Director for integration of the Board"*

In this regard, we remind you that the Ordinary Shareholders' Meeting held on 29 April 2021 determined that there would be 10 members of the Board of Directors for the financial years 2021-2023 and elected them to remain in office until the date of the Shareholders' Meeting called to approve the financial statements for the year 2023.

As is known, last 10 May 2021 the director Patrizia Michela Gianguialano resigned from the role due to supervening professional commitments.

The Board of Directors, during the meeting on 4 August 2021, therefore proceeded to co-opt Prof. Cristina Finocchi Mahne as director of your Company, in accordance with Art. 2386 of the Italian Civil Code, with resolution approved by the Board of Statutory Auditors, subject to establishing the fees attributed for the role.

The choice of the aforementioned director was made after obtaining the favourable opinion of the Appointments and Remuneration Committee on 3 August 2021, in coherence with the criteria identified by the Board in the document "*Guidelines on the qualitative and quantitative composition of the new Board of Directors considered optimal*" approved on 25 February 2021 (hereafter, also "*Qualitative-Quantitative Profile*") and which is understood to be confirmed here, as well as in respect of the provisions identified in Art. 2 of the Corporate Governance Code for listed companies. More specifically, it is also noted that the co-opting occurred in respect of the provisions indicated in Italian Law no. 160 dated 27 December 2019, which imposed the obligation to reserve a certain share of the members of the Board of Directors of listed companies to the less represented gender. The Company's Board of Directors has thus restored to at least four the members of the less represented gender (two-fifths of the members of the new management body and, therefore, in the case of 10 Directors, at least 4 positions).

During the co-opting, the Board of Directors also assessed, based upon the requirements of professionalism and integrity declared by the co-opted director, the correspondence with the desired *Qualitative-Quantitative Profile*. Those requirements were also considered appropriate by the Board of Directors for the purposes of the overall suitability of the Board of Directors, identifying in advance their optimal combination with the existing profiles to be integrated therein and to guarantee the continuity of the internal dialectics and the efficient functioning of the Board itself.

The Board of Directors - after obtaining the favourable opinion of the Appointments and Remuneration Committee - carried out, at the meeting on 4 August 2021, the formal verification of the requirements of professionalism, integrity and independence of the Director Prof. Cristina Finocchi Mahne as well as their correspondence with the required *Qualitative-Quantitative Profile*, both at individual level and for the purposes of the overall suitability of the Board of Directors.

Considering that, in accordance with Art. 2386 of the Italian Civil Code, the director appointed by the Board of Directors to replace the director who resigned during the financial year will remain in office "*until the next shareholders' meeting*", it is necessary to submit a proposal of a resolution to the Shareholders' Meeting for the appointment of a director to integration the Board itself.

In this regard, the Board of Directors of 28 March 2022 - after obtaining the favourable opinion of the Appointments and Remuneration Committee on the same date - resolved to suggest to the Shareholders' Meeting the appointment of a director, confirming the director previously co-opted, Prof. Cristina Finocchi Mahne, who communicated her willingness for the candidacy.



In relation to the appointment proposal of the member of the Board of Directors, it is considered, in fact, that the candidacy of Prof. Cristina Finocchi Mahne is coherent with the "Qualitative-Quantitative Profile", having assessed its correspondence both at individual level and for the purposes of the overall suitability of the Board of Directors, as well as being suitable to maintain the balance in the composition of the Board resolved by the Shareholders' Meeting on 29 April 2021.

In accordance with Art. 13, paragraph 18 of the Articles of Association, the ordinary Shareholders' Meeting will resolve on the appointment by relative majority of the capital represented in the shareholders' meeting, without restrictions on choice between the members of the lists submitted in turn, as the director Patrizia Michela Giangualano was taken from the Majority List; subject to respect of the principles of independence and gender balance required by the legislation (therefore, in respect of the provisions of Italian Law no. 160 of 27 December 2019, the new director shall belong to the less represented gender), even regulatory, in force.

The document "Guidelines on the qualitative and quantitative composition of the new Board of Directors considered optimal" - whose indications the Board of Directors saw fit to confirm - is available to the shareholders on the Company's internet website to allow the same to submit any alternative candidacies (at the registered office appropriately in advance, namely within ten days from publication of the notice of call by transmission to the email address [dovalue.legalesocietario@cert.dovalue.it](mailto:dovalue.legalesocietario@cert.dovalue.it), together with the documentation required - available on the website [www.dovalue.it](http://www.dovalue.it), "Governance - Shareholders' Meeting" section for the purposes of the appointment to director to replenish the Board, taking account of both the professionalism required and the fact that, in respect of the provisions indicated in Italian Law no. 160 dated 27 December 2019, the new director must belong to the less represented gender and motivating any differences with respect to the analyses performed by the Board.

## Resolutions proposed to the Ordinary Shareholders' Meeting

Dear Shareholders,

if you agree with the contents and arguments illustrated in the Directors' Report presented here, given the provisions of the Articles of Association concerning the composition and manner of appointment of the Board of Directors, as well as the indications contained in the document "Guidelines on the qualitative and quantitative composition of the new Board of Directors considered optimal", we invite you to make the following resolution:

appoint a director to replenish the Board of Directors, confirming in the role the director already co-opted, during the meeting on 4 August 2021, Prof. Cristina Finocchi Mahne<sup>1</sup>, who will remain in office until the expiry of the current Board and, therefore, until the Shareholders' Meeting convened to approve the financial statements relating to the 2023 financial year. The fees resolved by the Shareholders' Meeting held on 29 April 2021 are confirmed.

\* \* \* \* \*

In relation to the proposed appointment to the role of Director of doValue S.p.A., which will be submitted to the ordinary Shareholders' Meeting called for 28 April 2022

### **doValue S.p.A. communicates that**

Prof. Cristina Finocchi Mahne, nominated at the indication of the Board of Directors,  
**has declared**

- irrevocably to accept the candidacy as member of doValue S.p.A.'s Board of Directors and any appointment as Director. Furthermore, Prof. Cristina Finocchi Mahne, having seen, inter alia, the provisions indicated in Articles 2382 and 2387 of the Italian Civil Code, in Art. 147-*quinquies* of Italian Legislative Decree of 24 February 1998, no. 58, and in the Regulation of the Ministry of Justice of 30 March 2000, no. 162

**has certified,**

under her own responsibility

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<sup>1</sup> The documentation regarding the director is produced at the bottom of this explanatory report

# doValue

- that there is no cause for ineligibility, revocation and incompatibility, and that she meets the requirements laid down by current legislation and by the Articles of Association of doValue S.p.A. for holding the office of Director.

Prof. Cristina Finocchi Mahne has undertaken to communicate promptly to doValue S.p.A. any changes to the declarations made and has authorised the publication of the above information and her personal and professional characteristics contained in the Declaration and in the curriculum vitae.

Rome, 28 March 2022

for THE BOARD OF DIRECTORS  
THE CHAIRMAN  
Ambassador Giovanni Castellaneta

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## **GUIDELINES ON THE OPTIMAL COMPOSITION (QUALITY AND QUANTITY) OF THE NEW BOARD OF DIRECTORS**

**FEBRUARY 25, 2021**

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The outgoing Board of Directors - in consultation with the Nomination Committee and also taking into account the results of the self-assessment process, its experience gained during its term of office and also taking into account best practices and compliance with all applicable legislative and regulatory provisions, particularly in relation to recommendations made in point 23 of the Corporate Governance Code (January 2020 edition) - gives its opinion in order to assist shareholders in understanding what is the optimal qualitative/quantitative composition of the new Board of Directors, in order to enable it to perform its duties effectively.

The Board of Directors of doValue S.p.A. recommends that the Shareholders should, compatibly with Corporate Governance strictures and rules, try to achieve a proper balance between the need to ensure renewal and the need to maintain continuity when deciding on the composition of the management body, so that it can, on the one hand, take advantage of the wealth of knowledge and experience acquired by the Directors and, on the other hand, ensure that the management body can be enriched by new skills and competencies capable of supporting the Company's development into the future.

These recommendations concerning the management body's ideal composition aim to ensure that the Board contains competences and expertise which, founded on a diversity of gender, age, training and professional development, can contribute to a better understanding of the topics submitted to the Board for its consideration. Possible selection criteria were assessed in order to favour a broad diversity of constructive perspectives coming together within the Board, to ensure that the risks and opportunities (strategic or otherwise) that are involved in doValue S.p.A.'s activities are understood in depth, so that decision-making can be comprehensively well informed and well considered.

The Board of Directors of doValue S.p.A. considers it absolutely necessary to develop an open, collaborative and inclusive environment within its ranks, in which each Director can express his or her potential to the fullest, thus optimising the individual contribution of Directors with obvious benefits at Board level as a whole.

## **Collective Suitability**

This opinion takes into consideration, among other things, candidates' professionalism and independence characteristics, acknowledging that their authority and competence must be

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equal to the responsibilities which Company Directors are called upon to perform, also in view of the size and complexity of the Company and in view of its business objectives and strategic vision.

The Guidelines aim to define a composition of the Board of Directors that can guarantee the following:

- complementarity of its members as a collective body, in terms of their professional backgrounds and their ability to suitably challenge the Managing Director and to ensure that all Agenda items receive the in-depth analysis they require
- the time-availability of individual Directors
- an effective contribution to Board discussions
- conformity with applicable rules and recommendations

## **Composition**

The Articles of Association of doValue S.p.A. require that the Board of Directors should consist of between 7 and 11 members. The exact number of Board members is determined by the Ordinary Shareholders' Meeting in accordance with the limits indicated in the Articles of Association.

Based on observations received and market indications from companies that are similar to doValue S.p.A. in terms of size and capitalisation, focused specifically on identifying the optimal size, and also taking into account the number of Committees currently operating we would recommend 11 members.

## **Structure**

In line with the Corporate Governance Code, it is recommended that the composition of the Board should adequately represent the various components (executive, non-executive, independent).

## **Chairperson**

In relation to the Chairperson:

- The Chairperson should be an impartial guarantor for all shareholders capable of

promoting cohesion and collaboration as a collective body.

- The Chairperson should be familiar with the corporate governance rules applicable to a listed company in Italy, and should already have held this role in companies of comparable size and importance as doValue S.p.A.
- The Chairperson should have the authority and ability to steer and direct the Board's proceedings.
- The Chairperson should have a clear understanding of the non-executive nature of the role (and the importance of adhering to it), and of the way in which his/her role naturally complements that of the Managing Director, thus comprising comprises a cohesive and effective senior management team, while keeping absolutely to their respective roles.
- The Chairperson, in addition to having manifest interpersonal skills, should have managerial and organisational abilities that enable him/her to effectively plan the proceedings of the Board and effectively coordinate activities related to the drawing up of Board meeting agendas and associated timeframes.
- The Chairperson should dedicate time and enthusiasm to his/her role.
- The Chairperson should support development and change and have an innovative vision that accompanies and keeps up with the Group's rapid growth.
- The Chairperson should have international experience.
- The Chairperson should be a point of liaison for the Board's internal committees with which he/she should effectively interact (as the Chairperson is not a Committee member).

## **Executive Director**

- A Managing Director with broad delegated and company managerial powers.
- The Managing Director ensures continuity and specialist knowledge of the Company and its market.
- The Managing Director should have the authority and acknowledged strategic vision to enable the Company to continue to grasp opportunities for development.
- The Managing Director should have acquired significant experience with success in the senior management of listed companies of a complexity, size and international profile comparable to that of doValue S.p.A.
- The Managing Director should have significant economic and financial, as well as



technical expertise.

- The Managing Director should have manifest leadership skills and have a management style that facilitates and incentivises team working and a team spirit among employees.
- The Managing Director should be committed to seeking consensus in a measured way.
- The Managing Director should have an international mindset or significant international experience.

## **Non-executive Directors and independent Directors**

All Board members should have: self-confidence, personal standing, communication skills.

- At least 3 Directors should meet the independence requirements provided for by Article 148.3 of the Consolidated Law on Finance (TUF), in continuity with the Board's current composition. Taking into account market best practices, it is recommended to consider progressively increasing the number of formally independent Directors to 50%.
- All Directors should, in any case, be essentially independent.
- There should be as many experts as possible on the boards of listed companies.
- Directors of doValue S.p.A. should have the capacity for in-depth analysis and the ability to challenge the proposals of management.
- A complementarity of diverse competences must be guaranteed, in order to promote constructive discussion, debate and dialogue at Board meetings (see below).
- All Directors should complete the following aptitude profiles:
  - team working ability
  - awareness of his/her role
  - ability to handle conflicts constructively
  - ability to interact constructively with management.

## **Composition**

In conformity with the Corporate Governance Code, it is recommended that the Board's composition should adequately represent professional and managerial skills and experience, also in view of the benefits that will inevitably follow if the Board has a diversity of gender, geographical origin, education and culture within its ranks as well as a variety of ages and seniorities of office.

## **Professional integrity/Compatibility**

### **Conflict of interest**

Requirements of professional integrity and absence of conflicts of interest, in compliance with applicable regulatory provisions and in any case without prejudice to the further regulatory provisions applicable time to time on the matter.

### **Diversity**

- There should be at least five Directors of the "less represented gender" out of a total of eleven, in compliance with the new provisions.
- Directors should be given special consideration if they have a particular international vocation and/or experience. International experience does not require non-Italian citizenship, but rather significant professional experience gained abroad and/or in important positions in companies with significant international exposure.
- It is preferable for non-Italian Directors to have an understanding of the Italian language and culture.
- There should be a mix of seniority of office and of age.
- There should be a diversified tenure: since each new Director needs time to gain adequate knowledge of the Company's operating context so that he/she can make a significant contribution to the work of the Board and of any internal committees that he/she may be asked to participate in, it is important to balance the need for renewal with that of continuity, by adequately evaluating each member's commitment and contribution to the Board's work during his/her term of office.

### **Time**

In line with the Company's policy on multiple offices (accessible at [www.doValue.it](http://www.doValue.it)) and with its best practices, Directors should be able to guarantee sufficient time to participate in and contribute to the following, in particular:

- meetings of the Board and related preparatory work;
- meetings of Committees and related preparatory work (for committee members);
- informal meetings off site, and induction and training activities.

It is hoped to return to person-to-person meetings as soon as possible, which should be guaranteed in most cases.

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Without prejudice to the professionalism and competency criteria required by applicable legislative and regulatory provisions, specific guidelines as well as areas of origin are defined in order to ensure that a balanced combination of profiles can be defined.

## Experience and competencies

In order to guarantee the complementarity of diversified competencies and to foster constructive dialogue, debate and discussion with the Board, it is recommended that Board members will:

- be persons of a very senior managerial and/or professional profile, competent to interact with the senior management and constructively challenge the Managing Director where required. Academic or institutional profiles should reveal competencies that are directly related to the Company's activities, and academic/institutional activities should have been carried out in combination with professional activities.
- have significant broad-spectrum competencies in the Financial Services sector in general, rather than in specific sectors; any experience in the specific Italian NPL, UTP and Real Estate market (other ancillary businesses) is of relevance.
- will have expertise in the following sectors, in addition (or as an alternative) to competencies in the financial sector:
  - Risk management: experience in risk management and control systems, with specific expertise in administration, accounting and finance.
  - Sustainability (ESG) and Corporate Social Responsibility: useful for supporting and undertaking initiatives by the Company in this area.
  - Digital transformation and innovation: experience not so much in the technology area but rather familiarity with the use and monetisation of data and information
  - Legal: particularly international contracts, and experience in the area of extraordinary transactions, connected with opportunities to develop the business externally.
- have significant experience on the boards of directors of companies of significant size and/or complexity, preferably listed companies.
- have a specific international vocation and experience (see Diversity).

**DICHIARAZIONE DI ACCETTAZIONE CARICA E ATTESTAZIONE DELL'INESISTENZA DI CAUSE DI INELEGGIBILITÀ, DECADENZA E INCOMPATIBILITÀ, NONCHÉ DI POSSESSO DEI REQUISITI PRESCRITTI DALLE DISPOSIZIONI VIGENTI, ANCHE REGOLAMENTARI**

La sottoscritta Cristina Finocchi Mahne, nata a Trieste, l'1 luglio 1965, residente in Milano, cittadinanza italiana, codice fiscale FNCCST65L41L424T, in relazione alla candidatura per la nomina nel Consiglio di Amministrazione di doValue S.p.A all'ordine del giorno dell'assemblea convocata per il 28 aprile 2022 sotto la propria responsabilità::

**DICHIARA**

- di accettare irrevocabilmente la candidatura a membro del Consiglio di Amministrazione di doValue S.p.A. e di accettare irrevocabilmente l'eventuale nomina ad Amministratore consentendo sin d'ora il deposito per l'iscrizione dell'eventuale nomina nel Registro delle Imprese;
- di poter dedicare allo svolgimento diligente dei compiti derivanti dalla carica di componente del Consiglio di Amministrazione di doValue, un'adeguata disponibilità di tempo - tenuto conto della natura e dell'impegno richiesto, anche alla luce di altri incarichi rivestiti in società od enti, nonché degli impegni derivanti dalla propria attività lavorativa - e di conoscere e rispettare l'*Orientamento sulla composizione qualitativa e quantitativa del nuovo Consiglio di Amministrazione ritenuta ottimale* approvato dal Consiglio di Amministrazione della Società.

Viste, tra l'altro, le disposizioni di cui agli articoli 2382 e 2387 Cod. civ., all'art. 147-*quinquies* del D.lgs. 24 febbraio 1998, n. 58 (il "TUF"), che richiama i requisiti di onorabilità stabiliti per i sindaci di società con azioni quotate dal regolamento emanato dal Ministro della Giustizia ai sensi dell'art. 148, comma 4, del medesimo TUF (per i quali si fa attualmente riferimento all'art. 2 del Regolamento del Ministro della Giustizia n. 162 del 30 marzo 2000);

**ATTESTA**

l'insussistenza a suo carico di cause di ineleggibilità, decadenza e incompatibilità, nonché di possedere i requisiti prescritti dalla normativa vigente e dallo Statuto sociale di doValue S.p.A. per ricoprire la carica di Amministratore

- di non essere in una delle situazioni di cui all'art. 2390 cod. civ. (essere socio illimitatamente responsabile o amministratore o direttore generale in società concorrenti con doValue S.p.A., ovvero esercitare per conto propri o di terzi attività in concorrenza con quelle esercitate da doValue S.p.A.);

Con riferimento all'art. 13 dello Statuto sociale di doValue S.p.A., all'art. 2 del Codice di *Corporate Governance delle Società Quotate – edizione 2020*, nonché dall'art. 148 comma 3 del D.lgs. 58/1998 richiamato dall'art. 147 – ter del TUF,

**DICHIARA**

- di essere in possesso  di NON essere in possesso  
 dei requisiti di indipendenza previsti dall'art. 13 dello Statuto sociale di doValue e dall'art. 2 del Codice di Corporate Governance delle Società Quotate – edizione 2020;
- di essere in possesso  di NON essere in possesso  
 dei requisiti di indipendenza previsti dall'art. 148, comma 3, del TUF;

Il sottoscritto, altresì:

- **SI IMPEGNA** a comunicare tempestivamente a doValue S.p.A. ogni modifica rispetto a quanto sopra dichiarato e a produrre, su richiesta della Società, la documentazione idonea a confermare la veridicità dei dati dichiarati;
- presa visione dell'informativa di cui all'art. 13 del Regolamento UE 2016/679:

**AUTORIZZA**  **NON AUTORIZZA**

la pubblicazione dei dati sopra indicati e delle informazioni sulle caratteristiche personali e professionali contenute nel *curriculum vitae*, nella c.d. “scheda profilo” e nell’elenco degli incarichi ricoperti presso altre società allegati alla presente dichiarazione.

Data 10 marzo 2022

Firma 

Allegati:

- *Curriculum vitae* (in versione italiana e inglese )
- Elenco degli incarichi ricoperti presso altre società
- Scheda profilo - dichiarazione di conoscenza/esperienza maturata nelle aree di competenza previste nel documento “Orientamento sulla composizione qualitativa e quantitativa del nuovo Consiglio di Amministrazione ritenuta ottimale”

**INFORMATIVA BREVE (ex art. 13 del Regolamento UE 2016/679 “GDPR”)**

doValue S.p.A., con Sede Sociale in Verona, Viale dell'Agricoltura 7, 37135, La informa, in qualità di Titolare, che i dati personali forniti dalla S.V. saranno trattati in conformità alle disposizioni del Regolamento UE 2016/679 sulla protezione dei dati e della normativa nazionale applicabile, per l'accertamento dei requisiti necessari per l'assunzione della carica di Amministratore di doValue S.p.A., sia mediante procedure informatiche che eventualmente presso le competenti amministrazioni al fine di verificare la veridicità degli stessi. Tale trattamento non richiede il Suo consenso. Inoltre, con il Suo consenso, doValue S.p.A. pubblicherà i Suoi dati sul sito [www.dovalue.it](http://www.dovalue.it), nonché le informazioni personali e professionali contenute nel Suo curriculum vitae e nell'elenco degli incarichi ricoperti presso altre società, allegati alla presente dichiarazione.

doValue S.p.A. comunica, altresì, che a Lei competono diritti quali quello di ottenere l'accesso, la cancellazione, l'aggiornamento, la rettifica e l'integrazione dei Suoi dati, nonché quello di opporsi, per motivi legittimi, al trattamento degli stessi.

Per qualsiasi occorrenza potrà rivolgersi al Responsabile per la protezione dei dati personali:

doValue S.p.A.

c.a. Responsabile per la protezione dei dati personali

Viale dell'Agricoltura 7

37135, Verona VR

Indirizzo e-mail: [dpo@dovalue.it](mailto:dpo@dovalue.it)

Lei potrà, in ogni caso, proporre reclamo all'Autorità Garante per la Protezione dei Dati Personali.

**CONSIGLIERI - DICHIARAZIONE DI CONOSCENZA/ESPERIENZA MATURATA NELLE AREE DI COMPETENZA PREVISTE NEL DOCUMENTO “ORIENTAMENTO SULLA COMPOSIZIONE QUALITATIVA E QUANTITATIVA DEL NUOVO CONSIGLIO DI AMMINISTRAZIONE RITENUTA OTTIMALE”**

La sottoscritta Cristina Finocchi Mahne, nata a Trieste l' 1 luglio 1965, Codice Fiscale FNCCST65L41L424T, residente in Milano, cittadinanza italiana, in relazione alla candidatura per la nomina nel Consiglio di Amministrazione di doValue S.p.A.– fermo il rispetto di quanto previsto dalla vigente regolamentazione in materia di requisiti di professionalità – dichiara di essere in possesso di una buona conoscenza ed esperienza in una o più delle aree di competenza di seguito indicate:

- PROFILO MANAGERIALE E/O PROFESSIONALE DI ELEVATA SENIORITY.** *Eventuali profili accademici o istituzionali dovranno esprimere competenze strettamente e direttamente riferibili al business della Società ed avere svolto congiuntamente attività di tipo professionale;*
- COMPETENZE TRASVERSALI NEL SETTORE FINANCIAL SERVICES** *con esperienza nello specifico mercato NPL, UTP e Real Estate (altri business ancillari) è rilevante;*
- ESPERIENZA IN AMBITO RISK MANAGEMENT:** *esperienza in ambito gestione dei Rischi e Sistemi di Controllo con una specifica expertise in ambito amministrativo, contabile e finanziario;*
- ESPERIENZA IN AMBITO SOSTENIBILITÀ (ESG) E RESPONSABILITÀ SOCIALE:** *utile a sostenere e intraprendere le iniziative in questa area da parte dell'azienda;*
- ESPERIENZA IN AMBITO DIGITAL TRANSFORMATION E INNOVAZIONE:** *esperienza non di natura tecnologica, ma di consuetudine all'utilizzo e monetizzazione dei dati e delle informazioni;*
- CONOSCENZA IN AMBITO LEGALE – GIURIDICO:** *con particolare riguardo alla contrattualistica internazionale e esperienza di operazioni straordinarie, in relazione alle opportunità di sviluppo del business per linee esterne;*
- ESPERIENZA DI RILIEVO NELL'AMBITO DI CONSIGLI DI AMMINISTRAZIONE DI SOCIETÀ,** *preferibilmente quotate, di rilevanti dimensioni e/o complessità;*
- SPECIFICA VOCAZIONE ED ESPERIENZA INTERNAZIONALE** *esperienza professionale di rilievo svolta all'estero e/o in posizioni rilevanti in società con elevata esposizione internazionale.*

Infine, la sottoscritta si impegna a comunicare tempestivamente a doValue S.p.A. ogni successiva variazione dello status sopra dichiarato.

Data 10 marzo 2022

Firma \_\_\_\_\_





#### **CRISTINA FINOCCHI MAHNE**

**Oltre 20 anni di esperienza come C-suite executive/Consigliere di Amministrazione di gruppi bancari quotati/società di consulenza di alta direzione; oltre 11 anni come board member di aziende quotate FTSE/STAR/AIM Italia e NYSE; oltre 9 anni di esperienza accademica in materie economico-finanziarie e sostenibilità ESG; 8 anni di esperienza associativa di vertice come presidente del chapter nazionale di una fondazione globale, co-presieduto per 8 anni. Esperta in sostenibilità ESG.**

Economista, già membro dell'executive management committee di blue chip finanziarie, come Fineco Group, con presenza internazionale e capitalizzazione di mercato fino a €10 mld, ha maturato una esperienza ultraventennale in posizioni di responsabilità in banche e società di consulenza strategica, italiane e internazionali.

Dal 2010 è Consigliere di Amministrazione di società quotate con market cap fino a €4 mld. (settori: industrial/infrastructure, banking, telco towers, media/IT/communication, consumer discretionary, healthcare), con una esperienza consolidata anche in settori regolamentati.

Dal 1999 si occupa proattivamente di sostenibilità ESG.

Attualmente siede nei Board di società presenti nell'indice FTSE Italia ed è Presidente/Componente di comitati controllo rischi & sostenibilità e nomine & remunerazioni. Il suo profilo risponde ai requisiti di professionalità e onorabilità degli esponenti aziendali previsti dalle linee guida 'fit & proper' della BCE.

Si è laureata in Economia e Commercio presso La Sapienza Università di Roma ed ha conseguito il Master in Business Administration, MBA, presso la Luiss Business School. Successivamente ha conseguito ulteriori specializzazioni in finanza, comunicazione finanziaria e management skills a Londra e a Los Angeles.

Nel 2003 la Luiss le ha assegnato il Distinguished Executive Award, e nel 2007 ha ricevuto dall'Università La Sapienza, Facoltà di Economia, il premio Best in Class, entrambi per meriti professionali.

E' speaker a conferenze e seminari nazionali/internazionali, autrice di pubblicazioni e articoli inerenti tematiche economico-finanziarie e di sostenibilità ESG.

#### **Attuali incarichi consiliari in società quotate**

**Dovalue** (FTSE Italia): dal 2021 Consigliere di Amministrazione indipendente, Presidente Comitato Controllo, Rischi e Sostenibilità

**Banco Desio** (FTSE Italia): dal 2013 Consigliere di Amministrazione indipendente. Presidente Comitato Controllo Rischi e Sostenibilità e Componente Comitato Nomine.

**Trevi Finanziaria Industriale\*** (FTSE Italia): dal 2013 Consigliere di Amministrazione indipendente. Membro del comitato controllo rischi e sostenibilità, membro comitato nomine e remunerazioni.

#### **Alcuni dei precedenti incarichi consiliari in società quotate**

**Elica** (STAR Italia): Consigliere di Amministrazione indipendente e Presidente Comitato Controllo, Rischi e Sostenibilità (fino ad aprile 2021)

**INWIT** (FTSE Italia): Consigliere di Amministrazione indipendente e Presidente Comitato Nomine e Remunerazioni (fino ad aprile 2018)

**Italiaonline** (FTSE Italia): Consigliere di Amministrazione indipendente, Presidente Comitato Controllo, Rischi e Sostenibilità e membro comitato nomine e remunerazioni (fino a novembre 2019)

**GHC** (FTSE Italia): Consigliere di Amministrazione indipendente, Presidente Comitato Nomine e Remunerazioni e Membro Comitato Controllo, Rischi e Sostenibilità (fino a maggio 2019)

**Natuzzi** (NYSE): Consigliere di Amministrazione indipendente (fino ad aprile 2018)

#### **Incarichi accademici e ulteriori incarichi inerenti tematiche ESG**

**Adjunct Professor, Università Cattolica del Sacro Cuore Milano**, Facoltà di Scienze Bancarie, Finanziarie e Assicuratrici. Clinical lectures: Strategie di sostenibilità e non financial reporting. In precedenza è stata docente di Advanced Business Administration (12 CFU) e di Economics of Industrial and Banking Groups (6 CFU), Facoltà di Economia, Università di Roma La Sapienza, e docente di Corporate Governance, International MBA, Luiss Business School.

**Membro Comitato Scientifico, Fondazione Centesimus Annus, Città del Vaticano**

**Membro Comitato Globale Visionary Awards, WomenCorporateDirectors Foundation, USA**

**Membro Comitato Scientifico** (presieduto dal neuroscienziato Giacomo Rizzolatti), **Kindacom**, società di comunicazione executive e di consulenza sulle neuroscienze applicate al business, Milano

**Membro Advisory Board (London), Fordham University NY, USA**

#### **Pubblicazioni**

**ESG e Recovery Plan**; Seac Oct 2021

Autori: F. Bernabè, **C.Finocchi Mahne**, I. Maccani, N.A. De Carlo, M. Bertolissi. A.Jannone

**Getting Women on To Corporate Boards: A Snowball Starting in Norway**; Edward Elgar Jan 2013

Contents Contributors: K. Bergstø, H. Bjørkhaug, A. Bolsø, M. Brogi, A.D. Bührmann, L. Dávøy, **C. Finocchi Mahne**, H. Foust-Cummings, K. Hansen, V. Heidenreich, E. Hurvenes, M. Huse, G. Ladegård, M. Lütken, S. Machold



**CRISTINA FINOCCHI MAHNE**

Over 20-year experience as C-suite executive/board member of blue chip financial groups and top management consulting firms, over 11 years as board member of companies listed in Italy/USA (industrial, banking, telco towers, consumer discretionary, IT communication, healthcare) with market cap up to €4 bn; 9 years as adjunct professor at faculties of finance and economics at top-ranked Italian universities. Co-founder of the Italian chapter of a global association and 8 year experience as co-chair. In her different roles, she has been dealing with ESG Sustainability matters since 1999.

She is Board member of publicly traded companies since 2010, and chair of board committees since 2015, with a significant experience in regulated sectors. Currently chair/member of risk, audit & sustainability and of nomination & remuneration committees.

She was a C-suite executive, member of the executive management committee, of financial blue chips, such as Fineco Group (FTSE MIB) with international presence and market cap up to €10 bn, and of Italian and international top management consulting firms.

Co-founder in 2012 of the Italian chapter of WCD Foundation and since June 2020 member of the global visionary awards steering committee. In 2003, Luiss awarded her the *Distinguished Executive Award*, and in 2007 she received the *Best in Class award* from La Sapienza University, Faculty of Economics and Business, both for professional merits.

Degree in Economics and Business at University La Sapienza, MBA at LUISS Business School in Rome and further qualifications in finance, financial communication and management skills in London and Los Angeles.

Speaker at national/international conferences/seminars and author of books, articles/researches on corporate governance and ESG sustainability at large.

**Current board roles in listed companies**

**Dovalue, (FTSE Italia)** nominated in 2021, Board Member and Chair of Risk Audit and Sustainability Committee

**Banco Desio (FTSE Italia)** nominated in 2013, Board Member, Chair of Risk Audit & Sustainability Committee, Member of Nomination Committee

**Trevi Finanziaria Industriale\* (FTSE Italia)** nominated in 2013, Board Member, Member of Risk, Audit & Sustainability Committee and of Nomination & Remuneration Committee

**Previous board roles in listed companies** (most recent and salient)

**Elica** (STAR Italia): Board Member and Chair of Risk, Audit & Sustainability Committee, until April 2021

**INWIT** (FTSE Italia) market cap over €4bn, Board Member and Chair of Nomination & Remuneration Committee, until April 2018

**Italiaonline** (FTSE Italia): Board Member, Chair of Risk, Audit & Sustainability Committee, Member of Nomination & Remuneration Committee, until November 2019

**GHC** (FTSE Italia): Board Member, Chair of Nominating and Remuneration Committee, Member of Risk, Audit and Sustainability Committee, until May 2019

**Natuzzi** (NYSE): Board Member, until April 2018

**Academic appointments and other roles related to ESG sustainability**

**Adjunct Professor, Catholic University of the Sacred Heart, Milan**, Faculty of Banking, Financial and Insurance Sciences. Clinical lectures 'Sustainability strategies and non-financial reporting'. Formerly she was professor of Advanced Business Administration (12 CFU) and Economics of Industrial and Banking Groups (6 CFU), Faculty of Economics and Business, University of Rome La Sapienza, and professor of Corporate Governance, International MBA, Luiss Business School.

**Member of the Scientific Committee, Centesimus Annus Foundation, Vatican City**

**Member of the Global Visionary Awards Committee, WomenCorporateDirectors Foundation, USA**

**Member of the Scientific Committee**, chaired by neuroscientist Prof. Rizzolatti, **Kindacom, Milan**

**Member of the Advisory Board (London), Fordham University NY, USA**

**Publications**

**ESG e Recovery Plan: percorsi e strumenti per la sostenibilità di lungo termine delle PMI** (ESG and Recovery Plan: paths and tools for the long-term Sustainability of SMEs); Seac Oct 2021

Authors: F. Bernabè, C. Finocchi Mahne, I. Maccani, M. Bertolissi, A. Jannone

**Getting Women On To Corporate Boards: A Snowball Starting in Norway**; Edward Elgar Jan 2013

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\*Cassa Depositi e Prestiti, is a key shareholder

## Elenco degli incarichi ricoperti presso altre società quotate

**Cristina Finocchi Mahne**

SOCIETÀ	INCARICO
TREVI FINANZIARIA INDUSTRIALE SPA	Consigliere di Amministrazione
BANCO DI DESIO E DELLA BRIANZA SPA	Consigliere di Amministrazione

Roma, 10 marzo 2022



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