



MEDIOBANCA

**REPORT ON THE QUALITATIVE AND QUANTITATIVE
COMPOSITION OF THE BOARD OF DIRECTORS:
RECOMMENDATIONS TO SHAREHOLDERS AND THE NEW
BOARD OF DIRECTORS**

14 June 2017

1. PREAMBLE

The Board of Directors of the parent company of a banking group has overall responsibility for management of the group as a whole and the governance regulations and mechanisms which ensure that the group is managed prudently and effectively.

In particular, the Board of Directors of a bank such as Mediobanca adopting the "traditional" governance model has duties of both management and supervision/control.

Examples of the Board's management responsibilities include such important and sensitive issues as: strategy, policy on risk-taking, internal controls, optimal capital allocation, remunerations policies, management selection, etc. The function of supervision/control requires the ability to have full understanding of the risks taken, supervise executive bodies, monitor analysis and decisions taken on an ongoing and consistent basis, and ensure that the heads of the control units are able to perform the duties asked of them adequately.

Against this backdrop the composition of the Board of Directors is obviously of fundamental importance.

As you are aware, the current Board's term of office will expire with the next Annual General Meeting, in view of which it is necessary, *inter alia* in the light of the applicable regulations, to provide shareholders with clear and detailed guidelines to ensure that the lists of candidates submitted are consistent with the responsibilities that will be expected of them if they are appointed.

In this connection we should point out that the powers assigned to the ECB include the right to make recommendations or set conditions or obligations in the decisions regarding the fit and proper assessments, and also to remove them from office if they do not meet the requirements set.

The Italian and European regulations in this area are listed below; it should be noted that some of the European documents are not yet officially in force but in our view it is vital nonetheless that the principles contained in them should be reflected in the lists:

- Bank of Italy, Supervisory Instructions for Banks - circular no. 285 dated 17 December 2013 – first update 6 May 2014, on corporate governance;
- Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms (CRD IV) – Articles 76, 88, 91, 95;
- EBA guidelines on internal governance (2016);
- EBA/ESMA joint guidelines on the assessment of the suitability of members of the management body and key function holders (2016);
- ECB guide to fit and proper assessments (2017);
- Italian Legislative Decree 39/10 as amended (Italian Legislative Decree 135/16) - Article 19.

To facilitate the process for shareholders, the above documentation will be available on the Mediobanca institutional website for consultation until the date of the Annual General Meeting itself.

2. INTRODUCTION

In accordance with the Bank of Italy Supervisory Instructions on corporate governance, the Board of banks must be formed of members:

- *who are fully aware of the powers and obligations relating to the functions they are each required to carry out (supervisory or management function; executive functions and otherwise; independent members, etc.);*
- *who have a suitable professionalism for the role they are to perform, including for any committees within the board, and calibrated in relation to the operational and dimensional characteristics of the bank;*
- *with expertise that is spread between all members and suitably diversified, in order to allow each of the members, within the committees they are part of and in collegial decisions, to contribute effectively to ensuring an effective governance of the risks in all areas of the bank;*
- *who dedicate suitable time and resources to the complexity of their assignment;*
- *who focus their actions to the pursuit of the overall interest of the bank, regardless of the company component which voted for them or the list they were selected from, with the obligation to operate with independence of judgement.*

In particular, the Bank of Italy Supervisory Instructions promote non-executive members who are required, for the successful functioning of the Board, to fulfil an important dialectic function and make a relevant contribution in terms of monitoring the choices made by the executive members, thus making it essential for them to have a professional profile that is suitable to this role.

3. ASSESSMENT ON QUALITATIVE AND QUANTITATIVE COMPOSITION OF THE MANAGEMENT BODY

At a meeting held on 14 June 2017, the outgoing Board confirmed that its view of the functioning and composition of the Board itself (in terms of adequacy and self-assessment) is broadly positive.

A summary of the self-assessment will be made public, approximately in July, as part of the annual Statement on corporate governance and ownership structures.

Certain changes to the Articles of Association regarding the Board's composition will also come into force with the next Annual General Meeting:

1. number of directors: between 9 and 15, three of whom to be chosen from among staff who have been part of the Mediobanca Banking Group's senior management for at least three years and two of whom are to represent the minority interest;
2. at least one-third of the Directors must qualify as independent as defined by Article 19 of the Articles of Association;
3. the number of members of the Executive Committee, if appointed, will be between 3 and 5;
4. the Committees set up by the Board from among its own number (Risks, Related Parties, Remunerations and Appointments) will consist of 3-5 directors, the majority of whom independent.

In addition to the requisites for the individual members, which will be discussed in more detail in the following pages, the outgoing Board of Directors expresses the view, *inter alia* on the basis of its own self-assessment process, that the lists to be submitted by shareholders will reflect the following:

- a number of fifteen Directors, at least three of whom to be chosen from among the Group's senior management;
- at least nine Directors to be reappointed from the outgoing Board, to ensure continuity of operations in the company's management and the composition of the Committees;
- a mix of professional skills and abilities in line with the current Board, with possible strengthening in the areas of macroeconomic and quantitative expertise;
- increased diversity in terms of international dimension, regardless of nationality;
- at least half the Board to qualify as independent pursuant to Article 19 of the Articles of Association, in order to achieve the consensus of institutional investors;
- to limit the risk of conflicts of interest, no Directors who: perform executive duties for banks, insurances or asset management companies; he/she is not an advisory board member of any banks, insurances or asset management companies; he/she is not, directly or indirectly, a relevant shareholder (i.e. with interests of over 10%) in any banks, insurances or asset management companies.

As to the requirements of the individual Board members:

Professional qualifications

All candidates for the post of Director must possess at least basic knowledge of the banking sector (as shown by the experiences described in their respective CVs) on the following subjects:

- Financial markets;
- Regulatory framework and legal requirements;
- Strategic planning, and an understanding of a credit institution's business strategy or business plan and implementation thereof;
- Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of a credit institution)
- Accounting and auditing;
- Assessing the effectiveness of a credit institution's arrangements, ensuring effective governance, oversight and controls;
- Interpreting a credit institution's financial information, identifying key issues based on this information and appropriate controls and measures.

The European regulations assume absolute adequacy on the part of a director based on the following limits:

CEO	Director
<p>Executive: ten years of recent * practical experience in areas related to banking or financial services. This should include a significant proportion of senior level managerial positions **.</p>	<p>Executive: five years of recent * practical experience in areas related to banking or financial services in senior level managerial positions**.</p>

* Not dating back more than 12 years.

**This is understood as at least one level below the management body in its management function.

Chair	Director
<p>Non-executive Chair: ten years of recent relevant *** practical experience. This should include a significant proportion of senior level managerial positions and significant theoretical experience in banking or a similar relevant field.</p>	<p>Non-executive: three years of recent relevant practical experience at high level managerial positions **** (including theoretical experience in banking). Practical experience gained in the public or academic sector could also be relevant depending on the position held.</p>

*** In assessing relevance, the degree of similarity in the size and complexity of the institutions where previous experience was obtained should be considered. "Relevant experience" can be broader for the Chair or a non-executive director than for an executive director. In any case, not all members of the management body in its supervisory function are required to have practical experience in areas related to banking or financial services.

**** One or two levels below the management body in its management function.

If one or more of these thresholds is not met, the candidate may in any case be considered suitable if he/she is in possession of knowledge, skills and expertise acquired in academic posts or management, supervisory or control positions at financial institutions or other companies, taking into account also the need to ensure that an adequate degree of diversity and a broad range of experience are duly represented in the Board, in addition to the particular capabilities required in order to take part in the committees set up by the Board itself.

In particular, the Board emphasizes that in order to ensure the managing body is collectively considered suitable, candidates for the position of Director Mediobanca are required to possess good knowledge and experience in at least one of the following areas of expertise:

- businesses in which the Mediobanca Group operates: Corporate and Investment Banking, Wealth Management, Consumer Banking;
- banking accounting and reporting;
- macroeconomics/international economics;
- risk management, compliance and internal audit;
- Information technology and security;
- legal and regulatory frameworks;
- managerial capabilities and entrepreneurial experience.

The Board, in reiterating the issue of its collective suitability and hence the importance of its members, executive and non-executive, being able to take decisions on a collegial basis, invites shareholders to submit lists of candidates with abilities which are able to ensure an optimal combination of the profiles required, with the characteristics described above, to ensure that internal debate is developed effectively and that the Board as a whole, and with it the Board Committees, works smoothly and is fit for purpose.

Skills

The Board advocates consideration of the skills described in **Annex 1**.

Time commitment and number of directorships

Directors are required to ensure they are able to commit appropriate time to perform the duties required of them properly.

In this connection, it should be noted that on average in each of the three financial years comprised in the 2014-17 the following numbers of meetings were held:

- 10 meetings of the Board of Directors, with an average duration of approx. 3 hours and 15 minutes,
- 11 meetings of the Executive Committee, with an average duration of approx. 1 hour e 30 minutes,
- 13 meetings of the Risks Committee, with an average duration of approx. 2 hours and 40 minutes,
- 7 meetings of the Remunerations Committee, with an average duration of approx. 1 hour e 50 minutes,
- 6 meetings of the Appointments Committee, with an average duration of approx. 1 hour e 15 minutes,
- 13 meetings of the Related Parties Committee, with an average duration of approx. 50 minutes,
- 5 induction sessions for Directors and Statutory Auditors, with an average duration of approx. 2 hours.

It is also necessary to consider the preparation required for meetings, given the variety of subjects for discussion and the volume of supporting documentation involved, not to mention the time required to travel to the location of the meetings themselves.

As well as the amount of time available, it is also necessary to take into account the number of other directorships, commitments and professional activities, and the limits set on the number of directorships held pursuant to CRD IV (*Capital Requirements Directive*).

Indeed, Article 91 of the Directive sets precise limits on the number of directorships that can be held in any type of company (except for organizations whose main objectives are not commercial), stipulating that each Director of a bank may hold no more than one executive office and two non-executive offices, or alternatively four non-executive offices. Article 91 of the Directive further stipulates that the following shall count as a single directorship:

- executive or non-executive directorships held within the same group;
- executive or non-executive directorships held within institutions which are members of the same institutional protection scheme;¹
- executive or non-executive directorships held within undertakings (including non-financial entities) in which the institution holds a qualifying holding.

Directorships held in organizations which do not pursue predominantly commercial objectives do not count for this purpose, including those in companies set up solely in order to manage the personal financial interests of the Directors themselves, provided such companies do not require day-to-day management by the Director concerned.

If the Director holds executive and non-executive directorships within the Group, the executive directorships have priority.

Directorships are counted regardless of the remuneration received for them.

Fitness to hold office

The candidates must also demonstrate their fitness to hold office in accordance with the provisions of Italian ministerial decrees 161/98 and 162/00.

In particular:

- None of the grounds of ineligibility to hold such office or reasons whereby such office must be relinquished contemplated under Article 2382 of the Italian Civil Code apply;
- He/she is not subject to any of the precautionary measures provided for under Italian legislative decree 159/11 (anti-mafia regulations) as amended, without prejudice to the possibility of such judgement subsequently being overturned;
- He/she has not been sentenced irrevocably, without prejudice to the possibility of such judgement being subsequently overturned, to:
 - a) Imprisonment for any of the offences contemplated by regulations governing the banking, financial and/or insurance industries, and/or by regulations governing markets and financial instruments, tax and instruments of payment;
 - b) Imprisonment for any of the offences provided for in Book V Chapter XI of the Italian Civil Code and by Italian Royal Decree 267/42;
 - c) Imprisonment of six months or more for offences committed against the Italian public administration, against the public good faith (It.: "contro la fede pubblica"), offences involving larceny, offences against public order, public finances, or of a tax-related nature;
 - d) Imprisonment of one year or more for any offence committed without criminal intent;

¹ An institutional protection scheme is a contractual or statutory arrangement of a group of banks which protects the member institutions and in particular ensures their liquidity and solvency, to prevent bankruptcies. Recognized institutional protection schemes are currently in operation in three countries subject to the Single Supervisory Mechanism - Austria, Germany and Spain – in the co-operative and local savings bank sectors.

- He/she has not been sentenced definitively in application of the request made by one or other of the parties, and without prejudice to the possibility of the offence being statute-barred, to:
 - a) Imprisonment for any of the offences contemplated by regulations governing the banking, financial and/or insurance industries, or by regulations governing markets and financial instruments, tax matters and instruments of payment;
 - b) Imprisonment for any of the offences provided for in Book V Chapter XI of the Italian Civil Code and by Italian Royal Decree 267/42;
 - c) Imprisonment of six months or longer for offences committed against the Italian public administration, against the public good faith (It.: "contro la fede pubblica"), offences involving larceny, offences against public order, public finances, or of a tax-related nature;
 - d) Imprisonment of one year or longer for any offence committed without criminal intent;
- He/she has not incurred penal or other sanctions in other countries corresponding to those which in the case at hand under Italian law would make him unfit to hold the office of company director.

ECB Fit and Proper Questionnaire

The candidates must also complete the "*Fit & Proper*" questionnaire recently introduced by the ECB, to be sent to the company along with their *curriculum vitae*.

The model currently in use is as shown in **Annex 2** but it should be made clear that the "Guide to fit and proper assessments", published in its final version in May 2017 refers to a different and much more extensive format which is attached hereto as **Annex 3**.

Even though the text makes clear that the new questionnaire cannot be used in the "*Fit & Proper Application Process*" because every country must adopt its own, it also specifies that it contains the items which the ECB expects to receive in order to be able to assess a Director's suitability.

The structure of this new questionnaire, despite reflecting more closely the situation whereby new Directors are appointed by the Board in office, still contains various useful items, such as interest in participating in (and if appropriate chairing) Board Committees and other details referred to in the previous sections (experience, reputation, fitness to hold office, time commitment, conflicts of interest, etc.).

In this connection we would encourage candidates to provide all or part of such additional information in their CVs or an annex when they submit their application, reminding them that the "Fit & Proper" assessment for each Director and the Board as a whole will be one of the first tasks facing the new Board of Directors.

Independence

In line with the new statutory provisions, at least one-third of the Directors must qualify as independent according to the criteria provided in Article 19 of the Articles of Association. The outgoing Board, however, would like to place on record its desire that at least one-half of the Directors would qualify as independent under the terms of the same definition.

The Board also believes that all of its members, executive and non-executive, should act with independence of mind and for this reason invites all potential candidates to pay careful attention to the situations listed in **Annex 4**, which could create conflicts of interests and potentially obstruct the Directors' independence of mind. The Board would like to express its hope that the following categories of person would not be appointed Directors: persons who perform executive duties for banks, insurances or asset management companies; who form

part of their advisory boards; who are, directly or indirectly, relevant shareholders (i.e. with interests of over 10%) in any banks, insurances or asset management companies.

The Board further recommends that candidates should not be in any of the situations contemplated under Article 2390 of the Italian Civil Code (being a partner with unlimited liability or director or general manager of companies in competition with Mediobanca S.p.A., or exercising on a proprietary basis or on behalf of third parties, activities which are in competition with those performed by Mediobanca S.p.A.).

Gender quotas

Gender quotas on the composition of the governing bodies of listed companies were introduced in Italy under Italian law 120/11, amending Article 147-ter of the Italian Finance Act, which previously had established the gender criteria for composition of the management body. When the Mediobanca Board of Directors is reappointed in October 2017, this will be the second term of office to which the new regulations apply, hence the least-represented gender must have at least one-third of the members appointed.

Incompatibility

Pursuant to Article 36 of Italian law 214/11 (so-called interlocking directorship prohibition), the Board of Directors advises Shareholders that the lists for the appointment of the new administrative body include candidates for whom it has been verified in advance that there are no causes of incompatibility as required by the above mentioned regulation. In this regard, we remind you that Article 23 of the Articles of Association requires that members of the executive committee should not be managers, and not be allowed to carry out appointments "of any nature" in other bank or insurance groups, unless decided otherwise by the Board of Directors.

We also remind you that the Articles of Association establish that persons of more than seventy-five years of age may not be elected as Board Members and persons of more than seventy years old or sixty-five years old may not be appointed as Chairman or Chief Executive Officer respectively.

4. GUIDANCE FOR NEXT BOARD OF DIRECTORS ON GOVERNANCE ISSUES

Based on its own experience, the outgoing Board recommends that the new Board of Directors, in continuity with the decisions adopted hitherto:

- an Executive Committee and Chief Executive Officer should be appointed, with a clear division of duties and responsibilities, in line with the relevant European guidance on internal governance in the banking sector;
- the statutory figure of the General Manager should be retained;
- the Risks and Related Parties Committee should be the same.

It also recommends that the new Board:

- promote special induction sessions in a timely manner for new Directors to ensure they are brought up to speed rapidly with those Board members who have been reappointed;
- promote ongoing training and induction sessions to consolidate and develop each Director's knowledge base;

- reconsider the current system of governance in the light of the best international practices adopted, review the possibility of adopting the one-tier governance system which seems most consistent with the European regulations;
- explore the adoption of implementing a Long-Term Incentive Plan for the Group's senior management.

*** **

The list of candidates must be accompanied by suitable documentation to allow each of their personal and professional qualifications to be properly assessed, as described above, plus a declaration by the candidates themselves to the effect that they agree to stand for office (**Annex 5**) and a suitably comprehensive CV (cf. model set out in **Annex 6**).

As for the deadline for submission of lists and documentation by the shareholders, the Board would like to remind shareholders that they must be filed by 3 October 2017, via the means described in the notice of meeting for the AGM itself.

This Report and its annexes may be subject to changes and additions on the basis of changes to the regulations in force which may or may not take place before the deadlines for the lists to be filed.

Annex 1 – Skills ¹

- a. **Authenticity:** is consistent in word and deed and behaves in accordance with own stated values and beliefs. Openly communicates his or her intentions, ideas and feelings, encourages an environment of openness and honesty, and correctly informs the supervisor about the actual situation, at the same time acknowledging risks and problems.
- b. **Language:** is able to communicate orally in a structured and conventional way and write in the national language or working language where the institution is situated.
- c. **Decisiveness:** takes timely and well-informed decisions by acting promptly or by committing to a particular course of action, for example by expressing his or her views and not procrastinating.
- d. **Communication:** is capable of conveying a message in an understandable and acceptable manner and an appropriate form. Focuses on providing and obtaining clarity, transparency and encourages active feedback.
- e. **Judgement:** is capable of weighing up data and different courses of action and coming to a logical conclusion. Examines, recognises and understands the essential elements and issues. Has the breadth of vision to look beyond his or her own area of responsibility, especially when dealing with problems that may jeopardise the continuity of the undertaking.
- f. **Customer and quality-oriented:** focuses on providing quality and, wherever possible, finding ways of improving this. Specifically, this means withholding consent to the development and marketing of products and services and to capital expenditure on, e.g. products, office buildings or holdings in circumstances where he or she is unable to gauge the risks properly owing to a lack of understanding of the architecture, principles or basic assumptions. Identifies and studies the wishes and needs of customers, ensures that customers run no unnecessary risks and arranges for the provision of correct, complete and balanced information to customers.
- g. **Leadership:** provides direction and guidance to a group, develops and maintains teamwork, motivates and encourages the available human resources and ensures that members of staff have the professional competence to achieve a particular goal. Is receptive to criticism and provides scope for critical debate.
- h. **Loyalty:** identifies with the undertaking and has a sense of involvement. Shows that he or she can devote sufficient time to the job and can discharge his or her duties properly, defends the interests of the undertaking and operates objectively and critically. Recognises and anticipates potential conflicts of personal and business interest.
- i. **External awareness:** monitors developments, power bases and attitudes within the undertaking. Is well-informed about relevant financial, economic, social and other developments at national and international level that may affect the undertaking and also about the interests of stakeholders and is able to put this information to effective use.
- j. **Negotiating:** identifies and reveals common interests in a manner designed to build consensus, whilst pursuing the negotiation objectives.
- k. **Persuasive:** is capable of influencing the views of others by exercising persuasive powers and using natural authority and tact. Is a strong personality and capable of standing firm.
- l. **Teamwork:** is aware of the group interest and makes a contribution to the common result; able to function as part of a team.
- m. **Strategic acumen:** is capable of developing a realistic vision of future developments and translating this into long-term objectives, for example by applying scenario analysis. In doing

¹ Fonte: ESMA-EBA, (2016). *Consultation Paper- Joint ESMA and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU.*

so, takes proper account of risks that the undertaking is exposed to and takes appropriate measures to control them.

- n. **Stress resistance:** is resilient and able to perform consistently even when under great pressure and in times of uncertainty.
- o. **Sense of responsibility:** understands internal and external interests, evaluates them carefully and renders account for them. Has the capacity to learn and realises that his or her actions affect the interests of stakeholders.
- p. **Chairing meetings:** is capable of chairing meetings efficiently and effectively and creating an open atmosphere that encourages everyone to participate on an equal footing; is aware of other people's duties and responsibilities.

Annex 2

The relevant bodies are requested to check the suitability of board members taking into account the circumstances listed below, formalising and duly justifying the assessment process for each of them. The circumstances marked with a star are to be assessed where occurring within the last 10 years (a longer timeframe should be considered only in the event of facts of particular relevance).

Convictions in criminal proceedings (including non-final convictions) *	YES <input type="checkbox"/>	NO <input type="checkbox"/>
(If YES, please provide details below in particular taking into account reputational risk for the group)		
Pending criminal proceedings (including any formal notification of investigation or committal for trial) regarding the board member	YES <input type="checkbox"/>	NO <input type="checkbox"/>
(If YES, please provide details below in particular taking into account reputational risk for the group)		
Relevant pending civil and administrative procedures (e.g. concerning financial or banking issues, such as usury, anti-money laundering or terrorism financing)	YES <input type="checkbox"/>	NO <input type="checkbox"/>
(If YES, please provide details below)		
Passed or pending disciplinary actions (including disqualification as a company director) *	YES <input type="checkbox"/>	NO <input type="checkbox"/>
(If YES, please provide details below)		
Passed or pending bankruptcy, insolvency and similar procedures regarding an organisation managed by the board member *	YES <input type="checkbox"/>	NO <input type="checkbox"/>
(If YES, please provide details below)		
Relevant refusal of registration, authorisation, membership or license to carry out a trade, business or profession, or their withdrawal, revocation or termination *	YES <input type="checkbox"/>	NO <input type="checkbox"/>
(If YES, please provide details below)		
Passed or pending investigations, enforcement proceedings, or sanctions by national, foreign or European public authorities ⁽¹⁾ regarding the board member *	YES <input type="checkbox"/>	NO <input type="checkbox"/>
(If YES, please provide details below)		
Previous assessment of reputation by a national, foreign or European public authority ⁽²⁾ or another financial sector authority *	YES <input type="checkbox"/>	NO <input type="checkbox"/>
(If YES, please indicate the date(s) of the previous assessment(s), the outcome of the assessment and the identity of the authority(ies) below)		
Existence of potential conflicts of interest stemming from: i) significant financial interests (e.g. material loans, qualifying shareholdings) of the board member and his/her close relatives ⁽³⁾ with the credit institution, its parent company, subsidiaries and controlling shareholders; ii) significant financial and non-financial interests or relationships (e.g. close relations like a spouse, registered partner, cohabitee, child, parent or other relation with whom the person shares living accommodation) of the board member and his/her close relatives ⁽⁴⁾ with the members of the management body and senior management ⁽⁵⁾ of the credit institution, its parent company, subsidiaries and controlling shareholders	YES <input type="checkbox"/>	NO <input type="checkbox"/>
(If YES, please indicate the financial and non-financial interests or relationships below and if there are specific measures to manage these possible conflicts of interests)		
<p>1 E.g. Banca d'Italia, Consob, IVASS, AGCM, as well as equivalent foreign authorities; ECB, European Commission. 2 See previous footnote. 3 As defined in the related parties transactions rules - Title V, Chapter 5, Section I, para. 3, of the Banca d'Italia Circular no. 263 of 27 December 2006. 4 See previous footnote. 5 As defined in article 3(1)(9) of the CRD IV; for the purpose of this assessment, the heads of audit, compliance and risk management functions shall always be considered.</p>		

Relevant knowledge and expertise	YES	<input type="checkbox"/>	NO	<input type="checkbox"/>
(If YES, please provide details below)				
Ability to commit sufficient time to duly perform his/her functions	YES	<input type="checkbox"/>	NO	<input type="checkbox"/>
(if YES, please provide details below, such as a list of the mandates and the days committed to each in terms of days per year)				

Collective suitability
How is the Appointee to be situated in the collective suitability needs of the Supervised Entity?
(Please refer where relevant to the outcome of the most recent self-assessment of the collective suitability of the management body as a whole)
Please explain in general the weaknesses that have been identified in the overall composition of the management body and how the Appointee will help to solve some or all of them, in accordance with your answer to the previous question



Annex 3_Fit and Proper Questionnaire

Supervised entities should use national forms, as required by the national competent authorities. These are available at the [Banking Supervision website](#).

Fit and Proper Questionnaire - ECB Model

The following Fit and Proper Questionnaire is an ECB document adopted by the Supervisory Board on 3 August 2016 [SB/X/16/833] as a model to be used by National Competent Authorities (NCAs). NCAs are asked to implement the questionnaire on a content-over-form basis by June 2017. The model questionnaire should not be used as part of the Fit and Proper application process; interested parties should instead consult the national questionnaires, links to which are provided through the link above. This model questionnaire should be read as a guide as to which information the ECB expects to receive when considering fit and proper applications.

The questionnaire should be read in conjunction with Article 91 of Directive 2013/36/EU (CRD IV)¹, the EBA Guidelines and applicable national law. The appointee and the supervised entity are jointly responsible for providing the NCA with complete and accurate information regarding the proposed appointment. If inaccurate or incomplete information is provided, this will lead to delays in the assessment or may make it impossible to take a positive decision. In addition to the specified information, both the appointee and the supervised entity have a responsibility to disclose to the NCA all matters that may be relevant to the assessment.

Please consult the relevant link to the Banking Supervision website as provided above in order to view the questionnaire as implemented in the relevant member state.

¹ Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC, OJ L 176, 27.6.2013, p. 338.

Declaration of the appointee

The undersigned

confirms that the information provided in this questionnaire is accurate and complete to the best of his/her knowledge;

confirms that s/he will notify the [name Supervised Entity] immediately if there is a material change* in the information provided;

authorises the [name NCA] to make such enquiries and seek such further information as it thinks appropriate to identify and verify information that it considers relevant to the fit and proper assessment, including authorisation from the following entities and individuals CLARIFY

- ...
- ...
- ...

confirms that s/he is aware of responsibilities arising from the European and national legislation and international standards, including regulations, codes of practice, guidance notes, guidelines and any other rules or directives issued by the ECB, by national competent authorities and by the European Banking Authority (EBA) [specify where necessary], which are of relevance to the function for which a positive assessment is sought, and also confirms the intention to ensure continued compliance with them.

Name:

Signature:

Date:

**A material change is a change that may affect the suitability of the appointee*

Declaration of supervised entity

The undersigned

confirms that the information provided in this questionnaire is accurate and complete to the best of his/her knowledge;

confirms that the supervised entity will notify the [name NCA] immediately if there is a material change in the information provided;

confirms that the supervised entity has requested the full information necessary to assess the appointee's suitability and that it has given due consideration to that information in determining the appointee to be fit and proper;

confirms that the description of the function for which a positive assessment is sought accurately reflects the aspects of the activities of the supervised entity which it is intended that the appointee will be responsible for;

confirms that the supervised entity believes, on the basis of due and diligent enquiry and by reference to the fit and proper criteria as laid down in national and EU law, that the appointee is a fit and proper person to perform the function as described in this questionnaire;

confirms that the supervised entity has made the appointee aware of the regulatory responsibilities associated with the function as described in this questionnaire;

confirms that s/he has authority to make this notification/application and provide the declarations given by, and sign this questionnaire on behalf of, the supervised entity

Name of institution:

Name:

Position:

Signature:

Date:

1 Identification of supervised entity and appointee

a)	Institutional information	
	Identification of the requesting supervised entity (name/national identification number/LEI Code)	
	Contact person within the supervised entity (name/email/phone number)	
	Is the supervised entity CRD IV significant according to national legislation?	<input type="checkbox"/> YES <input type="checkbox"/> NO
b)	Personal information	
	Name	
	Title	
	Family name	
	First name	
	Middle name(s)	
	Variation of first name(s)	
	Previous Name	
	Title	
	Family name	
	First name	
	Middle name(s)	
	Date and reason for change	
	Current Residence	
	Address	
	City	
	Country	
	Start date of residence at this address:	

	Permanent residence (if different from the current residence)	
	Address	
	City	
	Country	
	Start date of residence at this address:	
	Other details	
	Date of birth	
	Place of birth	
	Nationality	
	Current valid ID/passport number	
	Country where ID/passport was issued	
	Date of current ID/passport expiry	
	Contact phone number (including country code)	
	Email address	

c) Previous regulatory approvals/non-approvals in the financial sector							
	Competent Authority involved	Institution involved	Function involved	Start date	End date	Date of assessment	Conclusion of the assessment (in the case of non-approval, provide an explanation in section d.)
d) Please explain the reasons for the non-approvals indicated above, if any:							

2 Function for which questionnaire is submitted

a)	Please state below the function which the appointee wishes to hold within the supervised entity (as far as known at the time of the submission).
	Please state the name of the position in the language of the Member State:
	<p>Please check all boxes which apply, where relevant with the exact name according to national law in the official language of the Member State.</p> <p><input type="checkbox"/> Non-executive director/Supervisory director</p> <p><input type="checkbox"/> Chairperson of the audit committee</p> <p><input type="checkbox"/> Chairperson of the remuneration committee</p> <p><input type="checkbox"/> Chairperson of the risk committee</p> <p><input type="checkbox"/> Chairperson of the nomination committee</p> <p><input type="checkbox"/> Chairperson of the Board of Directors/Supervisory Board</p> <p><input type="checkbox"/> Executive director/Managing director</p> <p><input type="checkbox"/> Chairperson of the Board of Directors/Management Body</p> <p><input type="checkbox"/> Chief Executive Officer</p> <p><input type="checkbox"/> Member of the management committee</p> <p><input type="checkbox"/> Key Function Holder (where applicable)</p> <p><input type="checkbox"/> Head of the compliance function</p> <p><input type="checkbox"/> Head of the internal audit function</p> <p><input type="checkbox"/> Head of the risk management function</p> <p><input type="checkbox"/> Other – Please provide details:</p>
b)	Please provide below as detailed a description as possible of the main duties, responsibilities and number of subordinates relating to the function in question. Please specify which other functions, if any, the person involved will exercise within the supervised entity.
	Please also specify on which sub-committees of the management body or other (management) committees the appointee will sit, if applicable.

c)	Please provide below additional details about the planned start date and the length of the term of office	
	(Planned) start date for the appointment	
	(Planned) term of office	
	Is the person to be appointed replacing somebody else?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If YES, who and why?	
	Is the application/notification being submitted on time in accordance with national rules?	<input type="checkbox"/> YES <input type="checkbox"/> NO
	If not, please state why	
d)	Nature of the arrangement between the appointee and the applicant	
	<input type="checkbox"/> Contract for services <input type="checkbox"/> Partner <input type="checkbox"/> Employee <input type="checkbox"/> Other – please explain:	

3 Reputation

a)	Do you² have any previous convictions in criminal proceedings or relevant (i.e. where there is an impact on the reputation or significant impact on the financial soundness of the appointee) civil or administrative proceedings (including convictions under appeal)?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below, in particular: nature of charge; length of time since the alleged wrongdoing; likely penalty if conviction ensues; appointee's conduct since offence; any professional insight shown by appointee; stage of proceedings; any other mitigating or aggravating factors		
b)	Do you have any pending criminal proceedings or relevant civil or administrative proceedings (including any formal notification of investigation or committal for trial)?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below, in particular: nature of charge; length of time since the alleged wrongdoing; likely penalty if conviction ensues; stage of proceedings; any other mitigating or aggravating factors		
c)	Do you have any previous disciplinary measures or pending disciplinary actions (including disqualification as a company director, discharge from a position of trust)?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below		
d)	Do you have any previous or pending bankruptcy, insolvency or similar procedures?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below (including whether the bankruptcy or insolvency was voluntary or not)		
e)	Have any of the proceedings referred to in section 4 been settled out of court or within the framework of alternative dispute resolution (e.g. mediation)?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below		

² "You" throughout section 3 should be understood as "you personally", but also includes any body corporate, partnership or unincorporated entity with which you are or have been associated as board member, controller, manager, or qualifying shareholder.

f)	Have you ever been included in a list of unreliable debtors or do you have a negative record on a list established by a recognised credit bureau or have you received an enforcement measure for any such debt?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below		
g)	Have you ever been the subject of a refusal of registration, authorisation, membership or licence to carry out a trade, business or profession, or have you had such withdrawn, revoked or terminated?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below		
h)	Have you ever been sanctioned by any public authorities or professional bodies or are you the subject of any pending investigations or past investigations or enforcement proceedings?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below		
i)	Has the management body of the supervised entity engaged in any specific deliberations regarding any aspects of your reputation?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details on the content and outcome of this deliberation		

4 Experience

a)	Official Degree/Certificate	Field of study	Date	Educational organisation (university, centre of studies...)

b) Practical experience related to banking/financial field									
	Position	Main responsibilities	Organisation, company, etc.	Size	Number of subordinates	Areas covered	From	To	Reason for termination

c)	Other relevant experience in senior management ³ position outside financial sector								
	Position	Main responsibilities	Organisation, company, etc.	Size	Number of subordinates	Spread of areas covered	From	To	Reason for termination

d)	Other relevant experience outside financial sector (e.g. academic positions, legal services, IT, engineering, HR, political mandates, other non-commercial mandates)								
	Position	Main responsibilities	Organisation, company, etc.	Size	Number of subordinates	Spread of areas covered	From	To	Reason for termination

³ On the board or 1-2 levels below the board (for the CEO and Executive Director, on the Board or at least one level below the Board)

e)	Please note when filling out the above fields that the following criteria are relevant to the level of experience and should be mentioned where necessary: nature of the management position held and its hierarchical level; nature and complexity of the business where the position was held, including its organisational structure; scope of competencies, decision-making powers and responsibilities, and number of subordinates. Additional information may be provided below if necessary.

f)	If the appointee does not have relevant experience, then please list below any potential compensating factors (e.g. size of entity; other compensating experience; degree/academic experience; proven ability to challenge; overall suitability; specialised knowledge; limited appointment in terms of the role of the appointment; other special cases)

g)	General banking experience as enumerated in EBA/GL/2012/06 and ECB Guide	Assessment (high, medium-high, medium-low, low)
	a) financial markets;	
	b) regulatory framework and requirements;	
	c) strategic planning, and understanding of a credit institution's business strategy or business plan and accomplishment thereof;	
	d) risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of a credit institution, including the responsibilities of the member);	
	e) accounting and auditing;	
	f) assessing the effectiveness of a credit institution's arrangements, creating effective governance, oversight and controls;	

g) interpreting a credit institution's financial information, identifying key issues based on this information and appropriate controls and measures.

h)	Other specialised experience (please enumerate)

i)	Prior to the assumption of the function or within the first year of the assumption of the function, will the appointee follow specific training?	<input type="checkbox"/> YES		
		<input type="checkbox"/> NO		
	If answer above is "yes", please provide details below			
	Content of training	Training provided by (internal or name of external organisation)	From	To

5 Conflicts of interest

a)	Do you⁴ have any personal relationship with: - other members of the management body and/or key function holders of the supervised entity, the parent undertaking or its subsidiaries? - a person that has a qualifying holding in the supervised entity, the parent undertaking or its subsidiaries?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below		
b)	Do you conduct business (in private or through a company) with the supervised entity, the parent undertaking or its subsidiaries?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide the following information: - a description of the type and content of the business and the obligations of both parties; - if relevant, the name of the company; - the relevant period of this relationship.		
c)	Are you currently involved in any legal proceedings against the supervised entity, the parent undertaking or its subsidiaries, either directly or indirectly?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide information on the content and status of the legal proceedings and the entity involved		
d)	Do you have any professional⁵ or commercial relationship or have you had such relationship over the past 2 years with: - the supervised entity, the parent undertaking or its subsidiaries? - competitors of the supervised entity; the parent undertaking or its subsidiaries?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, please provide details below (where a commercial relationship exists, please provide information as to what (financial) value it represents to the business of the member or his/her close personal or business relationships)		

⁴ "You" throughout section 5 should be understood as "you personally", but also includes your close relatives (spouse, registered partner, cohabitee, child, parent or other relation with whom you share living accommodation) and any legal person of which you are or were a board member at the relevant time.

⁵ Such as holding management or senior position(s).

e)	<p>Do you, either personally or through a company you are closely connected with, have any substantial financial interest (such as ownership or investment) in the supervised entity, the parent undertaking or its subsidiaries, or in competitors or clients of the supervised entity, the parent undertaking or its subsidiaries? If yes, please provide the following information:</p> <ul style="list-style-type: none"> - name of the entity; - main activities of the entity; - relationship between the entity and the supervised entity; - relevant period of this relationship; - details of the financial interest. 				
	Name of the entity	Main activities of entity	Relationship between the entity and the supervised entity	Relevant period	Size of the financial interest (% of the capital and voting rights, or value of investment)
f)	<p>Do you, in any way, represent a shareholder of the supervised entity, the parent undertaking or its subsidiaries?</p>				<input type="checkbox"/> YES <input type="checkbox"/> NO
<p>If YES, please provide the following information:</p> <ol style="list-style-type: none"> 1. name of the shareholder; 2. % participation (in % of the capital and voting rights); 3. nature of the representation. 					
g)	<p>Do you have any substantial financial obligation to the supervised entity, the parent undertaking or its subsidiaries (all non-preferential secured personal loans that are performing; all other non-preferential performing loans under €200,000, secured or otherwise, would in principle be considered non material)</p>				<input type="checkbox"/> YES <input type="checkbox"/> NO
<p>If YES, please provide the following information:</p> <ol style="list-style-type: none"> 1. the type of obligation; 2. the value of the obligation; 3. relevant period of this obligation. 					

h)	Do you have or have you had over the past 2 years a position with high political influence (either nationally or locally)?	<input type="checkbox"/> YES <input type="checkbox"/> NO
<p>If YES, please provide the following information:</p> <ol style="list-style-type: none"> 1. the nature of the position; 2. the specific powers related to or the obligations of this position; 3. the relationship between this position (or the entity where this position is held) and the supervised entity, the parent undertaking or its subsidiaries. 		
i)	Do you have any other relationships, positions or involvement that are not addressed in the questions above, which could adversely affect the interests of the supervised entity?	<input type="checkbox"/> YES <input type="checkbox"/> NO
<p>If YES, please provide all necessary information (e.g. nature, content, period and, if relevant, the relation to/relationship with the supervised entity, the parent undertaking or its subsidiaries)</p>		

To be completed by the supervised entity

j)	If any of the above apply, please indicate how a potential conflict of interest resulting from the appointee's statements above, whether or not it is considered material, is proposed to be mitigated? Please include relevant documentation if needed (e.g. bylaws, rules of procedure).	

6 Time commitment

a) What time commitment is required for the function involved?												
b) Has an additional non-executive directorship been authorised by a competent authority (Article 91(6) of CRD IV)? <input type="checkbox"/> YES <input type="checkbox"/> NO												
c) List of executive and non-executive directorships and other professional activities. Please list the directorship for which this form is being completed first and then all other directorships and other professional activities held by the appointee.												
	a. Entity (please mark listed companies with*)	b. Country	c. Description of the company's activity	d. Size of entity ⁶	e. Function within the entity: executive director/non-executive director/other	f. Privileged counting (Article 91(4) CRD IV) ⁷ or no counting ⁸	g. Additional responsibilities such as membership of committees, chair functions, etc.	h. Time commitment per week (hours) and per year (days) (to include additional responsibilities)	i. Term of mandate (as of – until)	j. Any additional comments	k. Number of meetings per year	l. Additional information

⁶ E.g. total assets year-end data for financial establishment, total turnover and international presence for other companies

⁷ Group/Institutional Protection Scheme/qualified holding

⁸ Not predominantly commercial objectives/representing the state

d)	Total number of executive directorships if privileged counting and exceptions (no counting) are applied	
e)	Total number of non-executive directorships if privileged counting and exceptions (no counting) are applied	
f)	If privileged counting applies please provide details of whether any synergies exist between the companies, such that there is a legitimate overlap in terms of time commitment within those companies	
	Total hours per week of time committed to all directorships outside the function for which submission is made	
h)	Total days per year of time committed to all directorships outside the function for which submission is made	

7 Collective suitability

To be completed by the supervised entity

a)	How is the appointee to be situated in the collective suitability of the supervised entity? Please explain why the (proposed) appointment complements the supervised entity's collective suitability and refer where relevant to the outcome of the most recent self-assessment of the collective suitability of the management body.
b)	Explain in general the weaknesses that have been identified in the overall composition of the management body
c)	How will the appointee help to solve some or all of the weaknesses referred to in your answer to the previous question?

8 Additional information and Annexes

a)	If there is any other information the appointee or the supervised entity considers to be relevant to the assessment, it must be included here.
b)	Please tick the boxes as proof of completeness of the attached information
	<ul style="list-style-type: none"><input type="checkbox"/> CV<input type="checkbox"/> Criminal record check<input type="checkbox"/> Excerpt from business register<input type="checkbox"/> Board minutes regarding the appointment<input type="checkbox"/> Copy of ID card/passport<input type="checkbox"/> Company bylaws<input type="checkbox"/> Suitability report<input type="checkbox"/> Organisational chart<input type="checkbox"/> Overview of the board composition<input type="checkbox"/> Other:

9 Privacy statement for fit and proper procedure

9.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)⁹ confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**)¹⁰.

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of **CRD IV** and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹¹ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

⁹ Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹⁰ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹¹ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

9.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

9.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

9.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

9.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹² is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

¹² Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

9.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1,¹³ the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

9.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at [e-mail address].

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor:

<https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

9.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of any application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

¹³ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

ANNEX 4 – Independence of mind ¹

At least the following situations [...] can create conflicts of interests [...]:

- a) Personal, professional or economic relationships with the owners of qualifying holdings in the institution, with the institution's parent institution, or any subsidiaries;
- b) Personal, professional or economic relationships with relevant external stakeholders;
- c) Past or present positions held;
- d) Personal, professional or economic relationships with other members of the management body of the institution or entities included within the scope of prudential consolidation;
- e) Other economic interests owned by the member (e.g. loans granted by the institution to a company owned by a member of the management body);
- f) Political influence or political relationships;
- g) To be working for or holding a directorship or being a member of an audit committee in a competing institution; and
- h) Other interests, including family interests linked to the institution, which may create conflicts of interest.

¹ Source: ESMA-EBA, (2016). *Consultation Paper- Joint ESMA and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU.*

Annex 5 – DICHIARAZIONE DI ACCETTAZIONE DELLA CANDIDATURA

DICHIARAZIONE

Il sottoscritto _____,

nato a _____ il _____, candidato alla nomina di Consigliere di Amministrazione di Mediobanca S.p.A. da parte dell'Assemblea ordinaria degli azionisti convocata, in unica convocazione, per il giorno 28 ottobre 2017, ai sensi delle disposizioni vigenti

DICHIARA

di accettare la suddetta candidatura e l'eventuale carica di Consigliere di Amministrazione di Mediobanca S.p.A. e pertanto, sotto la propria responsabilità a tutti gli effetti di legge:

- a. che a suo carico non sussiste, a termini della normativa vigente e dello statuto, alcuna causa di ineleggibilità, decadenza ovvero di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Mediobanca S.p.A.;
- b. di essere in possesso dei requisiti prescritti dalla normativa vigente e dallo statuto in relazione alla carica di Consigliere di Amministrazione di Mediobanca S.p.A.;
- c. di aver fornito le informazioni richieste da BCE per la valutazione del possesso dei requisiti di correttezza e dell'esistenza di eventuali conflitti di interesse;
- d. 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 Mediobanca S.p.A., ovvero esercitare per conto proprio o di terzi attività in concorrenza con quelle esercitate da Mediobanca S.p.A.);
- e. di non ricoprire cariche in imprese o gruppi di imprese concorrenti ai sensi dell'art. 36 del D.L. n. 201/2011, convertito dalla Legge 214/2011, operanti nel mercato di credito assicurativo e finanziario;

ovvero

di ricoprire cariche in imprese o gruppi di imprese concorrenti ai sensi dell'art. 36 del D.L. n. 201/2011, convertito dalla Legge 214/2011, operanti nel mercato di credito assicurativo e finanziario con riserva di comunicare entro 90 giorni dall'eventuale nomina l'opzione esercitata ai fini di non incorrere nel divieto;

- f. con riguardo ai requisiti di professionalità e alle raccomandazioni espresse in proposito dal Consiglio di Amministrazione in carica nella "Relazione sulla composizione quali-quantitativa del Consiglio di Amministrazione: indicazioni ai Soci e al nuovo Consiglio di Amministrazione", pubblicata sul sito internet di Mediobanca S.p.A., di essere in possesso di competenze maturate nelle seguenti aree (una o più):

- i business in cui opera il Gruppo Mediobanca: *Corporate Investment Banking, Wealth Management, Consumer Banking;*
- contabilità bancaria e reporting;
- macroeconomia/economia internazionale;
- gestione dei rischi, compliance e audit interno;
- information technology e sicurezza;
- contesto giuridico e normativo;
- capacità manageriali ed esperienza imprenditoriale;
- altro

- g. di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del D. Lgs. 58/1998;
- h. di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 19 dello Statuto;
- i. di poter dedicare adeguato tempo allo svolgimento dell'incarico di Consigliere di Amministrazione di Mediobanca S.p.A;
- l. di non incorrere in situazioni di incompatibilità prevista per i pubblici dipendenti ai sensi e per gli effetti del D.Lgs. n. 165/2001 e successive modifiche e integrazioni;
- m. di non svolgere funzioni operative in banche, assicurazioni o società di *asset management*; non far parte di *advisory board* banche, assicurazioni o società di *asset management*; non essere, direttamente o indirettamente, azionisti di rilievo (ossia con quote superiori al 10%) di banche o gruppi assicurativi o società di *asset management*;
- n. di autorizzare, ai sensi e per gli effetti di cui all'art. 13 del D.Lgs. 196/2003, la pubblicazione della presente dichiarazione nonché di tutta la documentazione allegata con le modalità richieste dalle disposizioni applicabili, nonché la raccolta e il trattamento anche con strumenti informatici dei suoi dati personali nell'ambito del procedimento per il quale la presente dichiarazione viene resa.

Il sottoscritto si impegna altresì, se richiesto, a produrre la documentazione idonea a confermare la veridicità dei dati dichiarati, nonché a comunicare eventuali fatti che dovessero modificare il contenuto della dichiarazione resa.

Milano,

All.

Curriculum vitae

Elenco delle cariche aggiornate alla data di dichiarazione

Questionario BCE

Courtesy translation - Only the Italian version shall be completed

Annex 5 – DECLARATION OF AGREEMENT TO STAND AS CANDIDATE

DECLARATION

The undersigned _____, born at _____ on _____, candidate for appointment to the Board of Directors of Mediobanca S.p.A. by shareholders in the ordinary Annual General Meeting to be held in a single session on 28 October 2017, as required under provisions in force

HEREBY DECLARES

That he/she agrees to stand as a candidate and to serve as director of Mediobanca S.p.A., and accordingly, under their own responsibility and to every legal effect, states that:

- a. There are no grounds for his/her being ineligible to hold, under the regulations in force and the Articles of Association, or otherwise incompatible with, the post of Director of Mediobanca S.p.A.;
- b. He/she is in possession of the requisite qualifications specified by the regulations in force and the Articles of Association in order to hold post of Director of Mediobanca S.p.A.;
- c. He/she has provided the information requested by the ECB to be able to ascertain that he/she is indeed in possession of the requisite qualifications and whether or not any conflicts of interest exist;
- d. Is not in any of the situations contemplated under Article 2390 of the Italian Civil Code (being a partner with unlimited liability or director or general manager of companies in competition with Mediobanca S.p.A., or exercising on a proprietary basis or on behalf of third parties, activities which are in competition with those performed by Mediobanca S.p.A.);
- e. does not hold positions in competing companies or groups of competing companies as defined by Article 36 of Italian Decree Law 201/11, subsequently converted into Italian Law 214/11, operating in the credit, insurance and/or financial market;

or alternatively

holds positions in competing companies or groups of competing companies as defined by Article 36 of Italian Decree Law 201/11, subsequently converted into Italian Law 214/11, operating in the credit, insurance and/or financial market, with the proviso that the option exercised shall be notified within 90 days of the proposed appointment in order to avoid falling within the terms of the restriction;

- f. With reference to the professional requirements and the recommendations made by the Board of Directors currently in office in their "Report on the qualitative and quantitative composition of the Board of Directors: recommendations to shareholders and the new Board of Directors" published on the website of Mediobanca S.p.A., that he/she possesses expertise in one or more of the following areas:
 - Businesses in which the Mediobanca Group operates: Corporate and Investment Banking, Wealth Management, Consumer Banking;
 - Banking accounting and reporting;
 - Macroeconomics/international economics;
 - Risk management, compliance and internal audit;
 - Information technology and security;
 - Legal and regulatory frameworks;
 - Managerial capabilities and entrepreneurial experience;
 - Other

- g. He/she does He/she does not
Qualify as independent as defined by Article 148, paragraph 3 of Italian Legislative Decree 58/98;
- h. He/she does He/she does not
Qualify as independent as defined by Article 19 of the Articles of Association;
- i. He/she is able to commit adequate time to the performance of their duties as Director of Mediobanca S.p.A.;
- l. He/she is not in a situation of incompatibility as provided for public officials pursuant to and within the meaning of Italian Legislative Decree 165/01 as amended;
- m. He/she does not perform executive duties for banks, insurances or asset management companies; he/she is not an advisory board member of any banks, insurances or asset management companies; he/she is not, directly or indirectly, a relevant shareholder (i.e. with interests of over 10%) in any banks, insurances or asset management companies;
- n. He/she authorizes, as required under Article 13 of Italian Legislative Decree 196/03, the publication of their *curriculum vitae* and of all enclosed documentation via the means stipulated by the applicable provisions, and the collection and processing of their personal data, *inter alia* using electronic instruments, in connection with the procedure in respect of which this declaration is being made.

The undersigned also hereby undertakes, if requested, to produce documentation proving the veracity of the information declared herein, and to give notice of any subsequent change to the information disclosed in this declaration.

Milan,

Encl.

Curriculum vitae

List of posts held in other companies as at the date hereof

ECB questionnaire

Annex 6 –CURRICULUM VITAE CONTENTS

The candidate's *curriculum vitae* must contain exhaustive information on their skills (cf. Annex 1) and professional qualifications.

In particular it must contain the following information:

- Personal data;
- Education, with details of all qualifications, authorizations and training received;
- Professional experience, with details of activities for each employer (name and type of organization for which the candidate has worked, nature and duration of employment), highlighting in particular the professional experience acquired in sectors relating to banking and financial services;
- Directorships held (highlighting any executive positions in particular), including positions held in entities whose primary objectives are not commercial (associations, foundations, non-profit organizations, etc.).

The experiences described in the *curriculum vitae* in the appropriate detail should be sufficient to demonstrate that the candidate possesses the basic knowledge of the banking sector required of all candidates.