

FINECO

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INFORMATION ON THE PROCEDURE FOR APPOINTING THE CORPORATE BODIES OF FINECOBANK

FINECO. SIMPLIFYING BANKING.

SHAREHOLDERS' MEETING

28 April 2020

*Information on the procedure for appointing the corporate
bodies of FinecoBank*

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WARNING

*The contents of this document are made available to the shareholders of FinecoBank S.p.A. ("**FinecoBank**" or the "**Bank**" or the "**Company**") for information purposes only and as such does not, therefore, replace or supplement in any way the legal, regulatory and statutory requirements governing the procedures for the appointment of corporate bodies, to which Shareholders are invited to refer.*

PART A

Information on the procedure for appointing the members of FinecoBank Board of Directors

1. GENERAL INFORMATION

1.1. Number of Directors and term of office

Pursuant to the Articles of Association, the Board of Directors is made up of not less than 9 and not more than 13 members.

Before the appointment, the Shareholders' Meeting must determine the number of Directors.

The members of the Board of Directors shall remain in office for three years and their mandate shall expire on the date of the shareholders' meeting approving the financial statements for the last year of their office (unless a shorter term is established upon their appointment).

1.2. Procedures for the appointment

Pursuant to Art. 13 of the Articles of Association and in compliance with applicable laws and regulations, the members of the Board of Directors shall be appointed on the basis of lists submitted by eligible parties.

1.3. Persons entitled to submit lists

The parties with the right to submit lists are the Board of Directors as well as multiple shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by laws or regulations from time to time in force. It should be noted that Consob, in its Executive Resolution of the Head of the Corporate Governance Division no. 28 of January 30, 2020, set the minimum shareholding required for FinecoBank to present lists of candidates for election to the Board of Directors and Board of Statutory Auditors at 1% of share capital.

Ownership of the minimum shareholding for submission of the lists is determined with regard to the shares registered in the name of an individual shareholder, or more than one shareholder jointly, on the day on which the lists are filed with the Company and shall be certified in accordance with the applicable legislation; this certification can be received by the Company after the filing, provided within the period set for the publication of the lists by the Company (i.e. at least 21 days before the date set for the Shareholders' Meeting).

1.4. Deadline for the filing of lists

By the 25th day prior to the date set for the Shareholders' Meeting (*i.e.* **April 3, 2020**).

1.5. Procedure for filing the lists

The lists must be filed with the Registered Office or the Head Office of the Company, (expressly stating: “*for the attention of the Corporate Law & Board Secretary’s Office*”), or by certified email to corporate.law@pec.fineco.it attaching the documents in PDF format provided that the filing party, including a legal entity, uses its own certified email or, failing that, signs the electronic document (PDF) with advanced, qualified or digital signature.

1.6. Deadline for publication of the lists

At least 21 days prior to the date set for the Shareholders' Meeting (*i.e.*, **April 7, 2020**).

At least 30 days prior to the date set for the Shareholders' Meeting for the list filed by the Board of Directors (*i.e.*, **March 29, 2020**).

The lists, together with the required documentation, will be made available to the public at the registered office and the Head Office of the Company, on the website of FinecoBank, as well as on the *website* of the storage device authorized and managed by BIt Market Services S.p.A. (www.emarketstorage.com) and on the *website* of the market management company Borsa Italiana S.p.A. (www.borsaitaliana.it) by the date indicated above.

2. PROCEDURE FOR SUBMITTING THE LISTS

Each entitled party may submit or participate in the submission of one list only.

The entitled parties belonging to the same group (*i.e.* the controlling entity, not necessarily a company, pursuant to art. 2359 of the Italian Civil Code and each subsidiary controlled by, or under the common control of the said party), or who are parties to a shareholders' agreement *pursuant* to art. 122 of Italian Legislative Decree no. 58 of February 24, 1998, (hereinafter the "**TUF**"), or who are otherwise related to each other by virtue of relevant relationships as envisaged under the applicable legislative and / or regulatory provisions, may not submit more than one list.

Each candidate may appear on one list only under penalty of ineligibility.

In determining the number of members of the Board of Directors and in submitting lists, the shareholders are required to take account of the "*Qualitative and quantitative composition of the Board of Directors of FinecoBank S.p.A.*" (the "**Qualitative/quantitative Profile**"); this contains the results of the preliminary analysis carried out by the Board of Directors on its optimal qualitative/quantitative composition in view of properly performing its functions, in accordance, in particular, with the corporate governance provisions set out in Bank of Italy Circular no. 285 of December 17, 2013. The mentioned document, approved by the Board of Directors on February 25, 2020, is available on the *website* of FinecoBank ("*Governance/Shareholders' Meeting*" Section). Shareholders are in any case entitled to express differing views on the optimal composition of the Board of Directors, explaining any discrepancies with the directors' own analysis.

For anything not expressly specified herein, please refer to the content of the Qualitative/Quantitative Profile.

2.1. Gender breakdown

Article 147-ter, paragraph 1-ter, of the Consolidated Law on Finance requires compliance with a criterion for gender breakdown for the Board of Directors, according to which at least two-fifths of the elected members must be reserved for the less represented gender, taking into account the provisions of Consob Communication no. 1/20 of January 30, 2020 for corporate bodies composed of three members¹.

Therefore, the gender criterion as set out above should be taken into account when filing candidacies. In particular, pursuant to article 13, paragraph 6, of the Articles of Association, each list with a number of candidates equal to or greater than 3 (three) must be made up of candidates belonging to both genders, to ensure respect for the gender balance to at least to the minimum extent required by current laws and regulations (*i.e.*, two fifths, taking into account - as specified above - with the provisions of Consob Communication no. 1/20 of January 30, 2020).

2.2. Independent directors

¹ See note No (2) below.

Pursuant to Article 13, paragraph 3, of the Articles of Association, the majority of the members of the Board of Directors must meet the independence requirements established by the Corporate Governance Code for Listed Companies currently in force.

Specifically, pursuant to article 13, paragraph 6, of the Articles of Association, each list with a number of candidates equal to or greater than 3 (three) must ensure that the majority of candidates meet the independence requirements set out in the Articles of Association, without prejudice to the fact that the first candidate on any list, including one with less than 3 (three) candidates, must meet the aforementioned independence requirements.

2.3. Minority lists and relations between lists

In relation to the appointment of the board of directors of listed companies, Art. 147-ter, paragraph 3, of the TUF provides that "(...) *at least one member of the board of directors is elected from the minority list that has obtained the highest number of votes and is not in any way related, directly or indirectly, to the shareholders who submitted or voted for the list that ranked first in terms of highest number of votes*".

Accordingly, in order to ensure full transparency of any relations between lists, in its **Communication no. DEM/9017893 of February 26, 2009**, Consob made detailed recommendations to shareholders who file a minority list for the appointment of members of the board of directors. More specifically, the aforementioned Communication requires the entitled parties who submit a "minority list" to file - together with the list - a statement confirming the absence of any direct or indirect connection, as set forth in the cited Art. 147-ter, paragraph 3 of TUF and Art. 144-quinquies of Consob Regulation no. 11971 of May 14, 1999, with the shareholders who hold, including jointly, a controlling or relative majority interest, where such shareholders can be identified on the basis of the significant shareholdings disclosed pursuant to art. 120 of the TUF or of the publication of shareholders' agreements pursuant to art. 122 of the same Decree. In the statement the following must also be specified:

- (a) any existing relationships, if significant, with the shareholders who hold, including jointly, a controlling or relative majority interest, if identifiable, and the reasons such relations were not considered relevant for the purpose of determining the existence of the mentioned relationships;
or
- (b) the absence of any such significant relationships.

More specifically, it is recommended that at least the following relationships be disclosed:

- family relationships;
- being a party in the recent past, including by companies of their respective groups, to a shareholder's agreement as envisaged by art. 122 of the TUF involving the shares of the issuer or of the issuer's group companies;
- being a party, including by companies of their respective groups, to the same shareholder's agreement involving the shares of third companies;
- any direct or indirect shareholdings and any direct or indirect cross-holdings, including between companies of the respective groups;
- having taken positions, including in the recent past, in the management and control bodies of companies that are part of the group of the controlling or relative majority shareholder(s), as well as being, or having been in the recent past, an employee with these companies;

- having been included, directly or through their representatives, in the list submitted by the shareholders who hold, including jointly, a controlling or a relative majority interest, in the previous appointment of the management or control bodies;
- having participated in the previous appointment of the management or control bodies, in the submission of a list with the shareholders who hold, including jointly, a controlling or relative majority interest or having voted for a list submitted by such shareholders;
- entertaining or having entertained in the recent past any commercial, financial (if not within the typical lending business) or professional relations;
- the presence in the minority list of candidates who are or have been in the recent past executive directors or executive managers with strategic responsibilities of the controlling or relative majority shareholder(s) or of companies that are part of their respective groups.

Consob has therefore clarified that the concept of connection is "*non-technical*" and "*cannot be limited to the cases of control and connection as identified by law*" and that "*given the anti-avoidance purpose, the concept has to be given a broad meaning*" must be attributed (see Consob communication no. DCG/11085486 of October 19, 2011).

Finally, please note that the Company will make the above statement available to the public together with the lists, within the time limits and in the manner prescribed for publication of the lists.

2.4. Documents to be submitted with the lists

The following documents, duly dated and signed, must also be filed together with each list, by the filing deadline of **April 3, 2020** (*i.e.*, the 25th day prior to the date set for the Shareholders' Meeting):

- (a) information on the identity of those who have submitted the lists, specifying the total percentage of shares held; to this end, the entitled parties can use the template "*List filing letter for the appointment of members of the Board of Directors*" attached hereto as Annex "**A**";
- (b) the statement of the Shareholders other than those who hold, including jointly, a controlling or relative majority interest, certifying the absence of any connection with the latter; to this end, the entitled parties can use the template "*Statement on the existence or absence of any relationship*" attached hereto as Annex "**B**";
- (c) exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) and the list of administration, management and control positions they hold in other companies; both documents must be filed in Italian and English.
- (d) the statement whereby the individual candidates irrevocably accept their candidacy and position (subject to their appointment) and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility for the candidacy, and that they have the required professional experience, integrity and independence prescribed by applicable laws, regulations and Articles of Association, according to the template "*Acceptance Statement*" attached hereto as Annex "**C**".

The lists for which the above provisions have not been complied with will be considered as not submitted.

In order to enable the Shareholders easier reading of the qualifications of each applicant, the Board of Directors also requires that each candidate present a signed statement briefly outlining the skills developed in the various areas specified in the document "*Qualitative and quantitative composition of*

the Board of Directors of FinecoBank S.p.A.”, according to the template under annex A of the above-mentioned Annex “C”.

The candidates must also take notice of the privacy statement given according to Regulation (EU) 2016/679 attached under annex “D” to this document.

3. APPOINTMENT PROCEDURE

Each person entitled to vote may vote for one list only.

The appointment of the Board of Directors shall be conducted as follows, pursuant to the Articles of Association :

a) from the list that received the majority of votes cast, Directors equal to the number to be elected are drawn in consecutive order as they appear on the list except, depending on the case, 2 (two) or 3 (three) that will be taken from the minority list(s) that are not connected with those who submitted or voted for the list that obtained the highest number of votes in accordance with the current regulations, as specified below:

a.1) if only two lists are submitted, the remaining 2 (two) Directors will be drawn in consecutive order from the second list that received the highest number of votes at the meeting;

a.2) if 3 (three) or more lists are submitted, 2 (two) Directors will be drawn in consecutive order from the second list that obtained the highest number of votes at the meeting regardless of the percentage of votes received, while 1 (one) Director will be drawn in consecutive order from the third list that received the highest number of votes at the meeting provided that it received at least 2% of the votes cast at the meeting, it being understood that in the event of the failure to receive this percentage by the third list by number of votes the mechanism provided for in the previous paragraph a.1) will be applied ;

b) if the majority list does not reach a sufficient number of candidates for the election of the number of Directors to be appointed, according to the mechanism indicated in paragraph a) above, all the candidates from the majority list shall be elected and the remaining Directors shall be taken from the list that obtained the highest number of votes from among the minority lists, in the order in which they were listed and, if necessary, from the minority lists ranked below the most-voted minority list, again in the order in which the candidates were listed, until the number of Directors to be elect has been reached;

c) if the number of candidates included in the lists submitted, both majority and minority, is lower than the number of Directors to be elected, the remaining Directors are elected by resolution passed by the Shareholders' Meeting by a relative majority (and therefore without taking into account any abstentions) ensuring compliance with the principles of independence and balance between the genders set out by articles 13 paragraphs 3 and 13 paragraphs 6, respectively of the Articles of Association. In the event of a tie between candidates, the shareholders' meeting shall hold a second round of voting;

d) where only one, or no lists have been submitted, the Shareholders' Meeting shall resolve in accordance with the procedures specified in paragraph c) above; in the event of a tie between lists or candidates, the shareholders' meeting shall hold a second round of voting to establish their ranking;

e) if the required number of independent Directors and/or of Directors of the less-represented gender is not appointed, any Directors on the most-voted list and appearing highest on the list who do not meet the requirements in question shall be replaced by the next candidates from the same list who do meet the requirements. If, following the application of this criterion, it is still not possible to identify Directors with the mentioned characteristics, this principle shall be applied to the other minority lists from which the elected candidates were drawn;

f) if, even after applying the replacement principle set out in paragraph e) above, it is still not possible to identify any suitable Directors, the Meeting shall resolve by relative majority. In this case, the replacements shall be effected starting from the most voted lists and from the candidates bearing the highest number in consecutive order.

PART B

Information on the procedure for appointing the members of FinecoBank Board of Statutory Auditors

1. GENERAL INFORMATION

1.1. Procedure for the appointment and term of office

Pursuant to Art. 23 of the Bylaws and in compliance with applicable laws and regulations, the ordinary Shareholders' Meeting appoints the Standing Statutory Auditors, electing a Chairman from among them, and the Alternate Statutory Auditors.

The appointment of Standing and Alternate Statutory Auditors shall be made on the basis of lists of candidates submitted by eligible parties, in which the candidates shall be listed in numerical order. More specifically, the lists are divided into two lists, respectively, including up to three candidates for the position of Standing Statutory Auditor and up to two candidates for that of Alternate Statutory Auditor.

The members of the Board of Statutory Auditors shall remain in office for three years, until the shareholders' meeting approving the financial statements for the last year of their office.

1.2. Persons entitled to submit lists

Shareholders who, either alone or together with others own, collectively, voting shares representing the percentage of share capital required by current laws or regulations from time to time in force. It should be noted that Consob, in its Executive Resolution of the Head of the Corporate Governance Division no. 28 of January 30, 2020, set the minimum shareholding required for FinecoBank to present lists of candidates for election to the Board of Directors and Board of Statutory Auditors at 1% of share capital.

Ownership of the minimum shareholding for submission of the lists is determined with regard to the shares registered in the name of an individual shareholder, or more than one shareholder jointly, on the day on which the lists are filed with the Company and shall be certified in accordance with the applicable legislation; this certification can be received by the Company after the filing, provided within the period set for the publication of the lists by the Company (i.e. at least 21 days before the date set for the Shareholders' Meeting).

1.3. Deadline for the filing of lists

By the 25th day prior to the date set for the Shareholders' Meeting (i.e. **April 3, 2020**).

1.4. Procedure for filing the lists

The lists must be filed with the Registered Office or the Head Office of the Company, (expressly stating: "*for the attention of the Corporate Law Office*"), or by certified email to corporate.law@pec.fineco.it attaching the documents in PDF format provided that the filing party, including a legal entity, uses its own certified email or, failing that, signs the electronic document (PDF) with advanced, qualified or digital signature.

1.5. Deadline for publication of the lists

At least 21 days prior to the date set for the Shareholders' Meeting (i.e., **April 7, 2020**).

The lists, together with the required documentation, will be made available to the public at the registered office and the Head Office of the Company, on the website of FinecoBank, as well as on the *website* of the storage device authorized and managed by BIt Market Services S.p.A.

(www.emarketstorage.com) and on the *website* of the market management company Borsa Italiana S.p.A. (www.borsaitaliana.it), until April 7, 2020.

2. PROCEDURE FOR SUBMITTING THE LISTS

Each entitled party may submit or participate in the submission of one list only.

The entitled parties belonging to the same group (i.e. the controlling entity, not necessarily a company, pursuant to art. 2359 of the Italian Civil Code and each subsidiary controlled by, or under the common control of the said party), or who are parties to a shareholders' agreement *pursuant* to art. 122 of Italian Legislative Decree no. 58 of February 24, 1998, (hereinafter the "TUF"), or who are otherwise related to each other by virtue of relevant relationships as envisaged under the applicable legislative and / or regulatory provisions, may not submit more than one list.

Each candidate may appear on one list only under penalty of ineligibility.

At least the first two candidates for the post as Standing Statutory Auditor and at least the first candidate for the post as Alternate Statutory Auditor included in the respective lists must be registered in the national register of auditors and must have practiced the statutory auditing of accounts for a period of not less than three years.

For the purpose of filing the lists, the shareholders are required to take account of the "*Qualitative and quantitative composition of the Board of Statutory Auditors of FinecoBank S.p.A.*" (the "**Qualitative/quantitative Profile**"); this contains the results of the preliminary analysis carried out by the Board of Statutory Auditors on its optimal qualitative/quantitative composition in view of properly discharging its duties and responsibilities assigned to the Bank's statutory auditors under the law, corporate governance provisions and the Articles of Association. This document, approved by the Board of Statutory Auditors on March 11, 2020, is available on the website of FinecoBank (Section "*Governance/Shareholders' Meeting*"). Shareholders are in any case entitled to express differing views on the optimal composition of the Board of Statutory Auditors, explaining any discrepancies with the directors' own analysis.

2.1. Gender breakdown

Each list for the position of Standing Auditor and Alternate Auditor must include a number of candidates of the less represented gender such that the list satisfies at least the minimum gender balance required by the applicable laws and regulations. In this regard, the procedures for drawing up the lists and the additional criteria for the identification of the members of the control body must ensure that the least represented gender obtains at least one third of the standing members of the Board of Statutory Auditors, as indicated in Consob Communication no. 1/20 of January 30, 2020, since the Control Body of FinecoBank is composed of three Standing Members².

2.2. Minority lists and relations between lists

Regarding the appointment of the control body, art. 148, paragraph 2, of the TUF provides that "*Consob shall issue a regulation governing the procedures for the appointment, based on lists, of a Standing member of the Board of Statutory Auditors by the minority shareholders who are not directly*

² See Communication no. 1/20 published by Consob on January 30, 2020, through which the Supervisory Authority has specified that "[...] pending an adjustment of the regulatory framework and taking into account the urgency connected with the application of the new provisions already from the next renewals of corporate bodies - as part of the supervisory activity on the discipline in question, the criterion of rounding up to the next higher unit provided for by paragraph 3 of Article 144-undecies will be considered. 1 ("Gender balance"), the Consob Regulation adopted by resolution no. 11971 of May 14, 1999, as amended ("Issuers' Regulation"), which is not applicable to corporate bodies made up of three members due to arithmetical impossibility. Therefore, with reference to the latter, Consob will consider that rounding down to the lower unit is in line with the new rules. The criterion of rounding up to the next higher unit provided for in paragraph 3 of the aforementioned article 144-undecies.1 of the Issuers' Regulations for corporate bodies made up of more than three members remains unchanged",

or indirectly connected with the shareholders who presented or voted for the list ranking firms by number of votes. "

By virtue of this regulatory delegation, by Regulation no. 11971 of May 14, 1999, as amended and supplemented (the "**Issuers' Regulation**"), Consob has regulated in detail the entire procedure for the appointment of the control bodies on the basis of lists, bearing in mind the purpose of ensuring the appointment of at least one Standing Statutory Auditor by the minority shareholders and "*the absence of connection between the Statutory Auditors appointed by the minority shareholders and the majority shareholders*". More specifically, in art. 144-*quinquies* of the Issuers' Regulations, Consob identified some types of relations for which the connection referred to in art. 148, paragraph 2, of the TUF is presumed to exist; Consob, however, did not provide an exhaustive list and prescribed that those submitting a "minority list" must file a statement with the registered office of the company confirming the absence of the relationships envisaged by the mentioned art. 144-*quinquies* with the shareholder who holds (or the shareholders jointly holding) a controlling or relative majority interest (Art. 144-*sexies*, paragraph 4, b), of the Issuers' Regulation).

More specifically, Art. 144-*quinquies* of the Issuers' Regulations has identified the following types of connections between one or more major shareholders and one or more minority shareholders:

- (a) family relationships;
- (b) being part of the same group;
- (c) control between a company and those who jointly control it;
- (d) relationships as defined by Article 2359, paragraph 3, of the Italian Civil Code, including with entities of the same group;
- (e) managerial or executive functions, with key strategic responsibilities, carried out by a shareholder within a group owned by another shareholder;
- (f) being a party to the same shareholder's agreement as envisaged by art. 122 of the TUF involving the shares of the issuer, or of a parent or subsidiary thereof.

Consob communication no. DEM / 9017893 of February 26, 2009 specifies that, with regard to the appointment of the control bodies, subject to the obligation to file the statement as per art. 144-*sexies*, paragraph 4, b), of the Issuers' Regulation, it is recommended that the shareholders who submit a "minority list" provide the following information in the said statement:

- any significant relationship with the shareholders who hold, including jointly, a controlling or relative majority interest, where such shareholders can be identified on the basis of the significant shareholdings disclosed pursuant to art. 120 of the TUF or of the publication of shareholders' agreements pursuant to art. 122 of the same Decree. Alternatively, the absence of any significant relationships must be specified;
- the reasons such relations were not considered relevant for the purpose of determining the existence of the relationships envisaged by art. 148, paragraph 2 of the TUF and art. 144-*quinquies* of the Issuers' Regulation.

More specifically, it is recommended that at least the following relationships be disclosed:

- family relationships;
- being a party in the recent past, including by companies of their respective groups, to a shareholder's agreement as envisaged by art. 122 of the TUF involving the shares of the issuer or of the issuer's group companies;

- being a party, including by companies of their respective groups, to the same shareholder's agreement involving the shares of third companies;
- any direct or indirect shareholdings and any direct or indirect cross-holdings, including between companies of the respective groups;
- having taken positions, including in the recent past, in the management and control bodies of companies that are part of the group of the controlling or relative majority shareholder(s), as well as being, of having been in the recent past, an employee with these companies;
- having been included, directly or through their representatives, in the list submitted by the shareholders who hold, including jointly, a controlling or a relative majority interest, in the previous appointment of the management or control bodies;
- having participated in the previous appointment of the management or control bodies, in the submission of a list with the shareholders who hold, including jointly, a controlling or relative majority interest or having voted for a list submitted by such shareholders;
- entertaining or having entertained in the recent past any commercial, financial (if not within the typical lending business) or professional relations;
- the presence in the minority list of candidates who are or have been in the recent past executive directors or executive managers with strategic responsibilities of the controlling or relative majority shareholder(s) or of companies that are part of their respective groups.

Consob has therefore clarified that the concept of connection is "*non-technical*" and "*cannot be limited to the cases of control and connection as identified by law*" and that "*given the anti-avoidance purpose, the concept has to be given a broad meaning*" must be attributed (see Consob communication no. DCG/11085486 of October 19, 2011).

Finally, please note that the Company will make the above statement available to the public together with the lists, within the time limits and in the manner prescribed for publication of the lists.

In the event that, upon the deadline for submitting the lists, (i) only one list has been filed, or (ii) only lists submitted by Shareholders who, under current legislation, are related to each other, the Company shall promptly give notice by a special press release within the deadline and in the manner prescribed by law; if so, lists may be submitted until March 20, 2017 (i.e. by the third day following the deadline) by Shareholders representing, alone or jointly with others, at least 0.5% of the capital made up by the ordinary shares, subject to the other terms and conditions for submission.

2.3. Requirements

The Statutory Auditors must satisfy the requirements of professional experience, integrity and independence provided by law and regulations in force. The Statutory Auditors must also confirm that there are no grounds for their ineligibility, disqualification or incompatibility and that they comply with the limits on the number of positions held.

For further details on the requirements for each member, please refer to the Qualitative and Quantitative Profile of the Board of Statutory Auditors.

2.4. Documents to be submitted with the lists

The following documents, duly dated and signed, must also be filed together with each list, by the filing deadline of **April 3, 2020** (i.e., the 25th day prior to the date set for the Shareholders' Meeting):

- (a) information on the identity of those who have submitted the lists, specifying the total percentage of shares held; to this end, the entitled parties can use the template "*List filing letter*

for the appointment of members of the Board of Statutory Auditors” attached hereto as Annex "A1";

- (b) the statement of the Shareholders other than those who hold, including jointly, a controlling or relative majority interest, certifying the absence of any connection with the latter; to this end, the Shareholders can use the template “*Statement on the existence or absence of any relationship*” attached hereto as Annex "B1";
- (c) exhaustive information on the personal and professional characteristics of the candidates included in the list (*Curriculum Vitae*) and the list of administration, management and control positions they hold in other companies; both documents must be filed in Italian and English;
- (d) the statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility for the candidacy, and that they have the required professional experience, integrity and independence prescribed by applicable laws, regulations and Articles of Association, according to the template “*Acceptance Statement*” attached hereto as Annex "C1".

The candidates must also take notice of the privacy statement given according to Regulation (EU) 2016/679 attached under annex "D" to this document.

The lists for which the above provisions have not been complied with will be considered as not submitted.

3. APPOINTMENT PROCEDURE

Each person entitled to vote may vote for one list only.

The members of the Board of Statutory Auditors shall be appointed as follows, pursuant to the bylaws:

- (a) 2 (two) Standing Statutory Auditors and 1 (one) Alternate Statutory Auditor are taken from the list that has obtained the highest number of votes cast by the Shareholders, in the order in which they appear on the list;
- (b) the remaining Standing Statutory Auditor and the remaining Alternate Statutory Auditor shall be taken from the list that has obtained the most votes after the one referred to in (a) and the first candidates of the relevant section shall be appointed as Standing Statutory Auditor and Alternate Statutory Auditor, respectively.

Where, in accordance with the above deadlines and procedures, only one, or no lists have been submitted, or the number of candidates in the list is less than that to be appointed, the shareholders’ meeting shall resolve on the appointment of all, or of the missing statutory auditors by relative majority. If there is a tie between several candidates, a run-off election shall be held between them with a further vote of the Shareholders’ Meeting.

The Chair of the Board of Statutory Auditors is assigned to the person who is first in the minority list of the Standing Statutory Auditors that has obtained the most votes.

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