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Oggetto : Mediobanca BoD approves its list of
candidates for FY 2021-23

Testo del comunicato

Vedi allegato.



Press release

Mediobanca BoD approves its list of candidates for FY 2021-23

At a Board meeting held today, the Directors of Mediobanca, as permitted under Article 15 of the Bank's Articles of Association, approved its list of fifteen candidates to serve as Directors for the 2021-23 three-year period, to be submitted to the approval of shareholders at the Annual General Meeting scheduled to take place on 28 October 2020.

The candidates have been selected following the process announced on 13 May 2020 (cf. Mediobanca website, Governance/General Meetings/General Meeting 2020), and reflect the recommendations contained in the "Report on the qualitative and quantitative composition of the Board of Directors" published on 3 September 2020. The list proposed by the Board, which includes two-thirds of independent directors and 47% of female representation, is as follows:

- 1) Renato Pagliaro
- 2) Alberto Nagel
- 3) Francesco Saverio Vinci
- 4) Maurizia Angelo Comneno (*)
- 5) Virginie Banet (*)
- 6) Maurizio Carfagna (*)
- 7) Laura Cioli (*)
- 8) Maurizio Costa (*)
- 9) Valérie Hortefeux (*)
- 10) Maximo Ibarra (*)
- 11) Elisabetta Magistretti
- 12) Vittorio Pignatti Morano (*)
- 13) Gabriele Villa
- 14) Roberta Casali (*)
- 15) Romina Guglielmetti (*)

() independent directors*

Attached to this press release are the CVs of candidates Virgine Banet, Laura Cioli, Roberta Casali and Romina Guglielmetti included as no. 5, 7, 14 e 15 on the list, who are not at present members of the Board. The full documentation will be filed by the deadlines set by the regulations in force and the company's Articles of Association.

Milan, 16 September 2020

Encl: as above

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Education

2019	Registered at the Institut Français des Administrateurs (IFA)
1991-1992	Graduated from the SFAF (Société Française des Analystes Financiers)
1989	Graduated from Science Po (Institut d'Etudes Politiques de Paris - section Eco Fi)
1987	Economics degree Paris II Assas (Equivalent B or second- class Honours)

Professional Experience

May 2020	NETGEM Independent Member of the Board and member of the Audit Committee
February 2020	VALLOUREC Independent Member of the Supervisory Board and member of the Finance and Audit Committee
September 2019	IOLITE Financial Consulting (Founder) Develop financial and equity advisory to help companies to anticipate shareholders and stakeholders expectations Senior Advisor for AlixPartners
Sept 2015 - Sept 2019	NOMURA - Global Investment Banking (Managing Director) In charge of the relationship of Nomura with the top French corporates in Media, Car component manufacturer, Aerospace and Defence or Industrial equipment.
Sept 2014 - Sept 2015	ONDRA Partners - Corporate Finance Advisory (Partner) Develop the French franchise in Equity advisory and M&A
Jan 2011 - June 2014	NATIXIS - Member of the Executive Committee Deputy Head of Coverage & Advisory (2013-2014) - Global Head of Coverage and M&A (2011-2012) Manage a team of 350 bankers in France and at the international level (Europe, US and Asia) looking at Coverage, M&A and financing
Aug 2008 - Dec 2010	LAGARDERE - Member of Lagardère Média Executive Committee Head of Investor Relations and M&A Projects for the Financial Department Manage the relationship with the shareholders and the communication with the financial market (Equity and Debt). Involvement in the M&A process and activist defense
Oct 1995 - Aug 2008	DEUTSCHE BANK - Global Investment Banking (Managing Director) Senior Investment Banker & Head of M&A for Aerospace and Defence in Europe (2003-2008) Manage the relationship of Deutsche Bank with large French Media group but also Automotive, Aerospace, Defence and Capital Goods Senior Equity Analyst & Head of the Pan-european Aerospace and Defence team (1995-2003) In charge of Aerospace & Defence in Europe and Capital goods in France. Ranked n°1 in Europe and at the Global level by Institutional Investor
June 2006 - Oct 2006	AIRBUS (ex EADS) - Senior Vice President Head of M&A In charge of M&A deals for the overall Group

Nov 1989 - Sept 1995

SG Warburg/ABN Amro/SBS/Detroyat - Equity Analyst

In charge of Aerospace and Defence, Capital goods and car component manufacturers in France

Other Information

Language : Fluent English - Spanish

Tennis : Ex seconde série - Elected Member of the Tennis Club de Paris

Other activities: Ski - Golf - Painting

Network membership : Femmes Business Angels

Curriculum Vitae Laura Cioli

Education

1990	SDA Bocconi, Milan - Master in Business Administration
1988	Chartered engineer
1988	Bologna University- Degree in Electronic Engineering Score: 100/100 cum laude

Professional Experience- Executive

2018 – 2020	<p>GEDI Gruppo Editoriale - Chief Executive Officer Full leadership role at GEDI Gruppo Editoriale, group listed at Milan Stock Exchange, including strategy definition and execution, P&L responsibility, legal and regulatory, finance (routine, restructuring and extraordinary transactions) risk management, business turnaround, IT development, sustainability</p>
2015 - 2016	<p>RCS MediaGroup - Chief Executive Officer Full leadership role at RCS Mediagroup, group listed at Milan Stock Exchange, including strategy definition and execution, P&L responsibility, legal and regulatory, finance (routine, restructuring and extraordinary transactions) risk management, business turnaround, IT development, sustainability</p>
2013 - 2015	<p>CartaSi (now Nexi) - Chief Executive Officer Full leadership role at CartaSi Group (now Nexi), regulated payment institution supervised by Bank of Italy and owned by a Banking Group. Role including strategy definition and execution, technical development, P&L responsibility, legal and regulatory, risk management, finance (routine, restructuring and extraordinary transactions, including sale of the company/change of ownership process)</p>
2008 - 2012	<p>SKY Italia (News Corporation) – Chief Operating Officer Responsible for company P&L, with direct responsibility on business development, marketing, sales, customer relationship, service and delivery, technology, IT, broadcasting, third party channels, institutional and regulatory affairs. Member of Sky Italia and Sky Italia Network Services Board of Directors.</p>
2006 - 2008	<p>ENI Gas & Power - Senior Vice President Responsible for ENI Gas and Power P&L, with direct responsibility on business development, commercial strategy, marketing, communication as well as sales, customer service, post sales operations.</p>
1999 - 2006	<p>Vodafone Italy – Executive Director Member of the Executive Committee of the company since joining, serving on different roles over time including</p> <ul style="list-style-type: none"> i) Strategy and Business Development Director ii) Managing Director Centre Area iii) Operations Director iv) Business Division Director
1991 – 1998	<p>Bain & Company - Partner Management consulting serving big industrial and service companies, mainly in strategy, organization, operational improvement:</p>

1988 – 1989 **ITP Automazione – Industrial analyst**
Integrated systems design and development, mainly in production planning.

Professional Experience- Non Executive

2020 - Present **Autogrill – Non Executive Director**
Independent member of the Board of Directors, member of Strategy and Sustainability Committee and Related Party Committee

2018 - Present **Sofina – Non Executive Director**
Independent member of the Board of Directors, member of Remuneration Committee

2017 - Present **Brembo – Non Executive Director**
Independent member of the Board of Directors, chairman of Control, Risk and Sustainability Committee, member of Remuneration Committee

2017 – 6/2020 **Pirelli – Non Executive Director**
Independent member of the Board of Directors, member of Control Risk and Sustainability Committee and Remuneration Committee

2017 – 4/2018 **Ansaldo Energia – Non Executive Director**
Independent member of the Board of Director

2014 – 2017 **Telecom Italia – Non Executive Director**
Independent member of the Board of Directors, member of Strategic Committee and Control and Risk Committee

2013 – 2015 **World Duty Free – Non Executive Director**
Independent member of the Board of Directors, Chairman of Control, Risk and Corporate Governance Committee, member of Human Resources Committee, member of Related Parties Committee, lead independent director

2012 - 2015 **Salini -Impregilo (now Webuild) – Non Executive Director**
Independent member of the Board of Directors, member of the Executive Committee

2013 – 2014 **Cofide – Non Executive Director**
Independent member of the Board of Directors and Control and Risk Committee

Other Information

Member of the International Advisory Board SDA Bocconi, Milan

Curriculum Vitae - ROBERTA CASALI

EDUCATION

1985 - 1987	SIMON GRADUATE BUSINESS SCHOOL , University of Rochester M.B.A. majors in <i>Finance, Corporate Accounting, Corporate Organization & Markets</i>	Rochester N.Y., USA
1980 - 1984	UNIVERSITÀ LA SAPIENZA DI ROMA MS Summa cum Laude in Economics and Business Administration	Rome, Italy
1988	CIDE (Joint University Centre for Econometrics) Summer School of Econometrics	Bagni di Lucca (LU)

EXPERIENCE

2020.6 – present	TAGES CAPITAL SGR Chair of the Board of Directors	Milan, Italy
2018.7 – 2020.5	BANCA MONTE DEI PASCHI DI SIENA Independent Non-Executive Director and Member of Risk and Sustainability Committee	Siena, Italy
2017.4 – present	ANTIRION SGR Independent Non-Executive Director; Member of NEDs Committee; Director responsible for overseeing Internal Audit and Risk Management functions	Milan, Italy
2018.6 – present	MOLTIPLICA Srls Senior Partner with strong business and academic relationships, both at the domestic and international level. Strategic advisory and managerial training on Corporate Governance, Sustainability and Circular Economy.	Milan, Italy
2007.1 – 2017.1	INTESA SANPAOLO Corporate and Investment Banking Division (CIB) Head of Quality and Operational Coordination (2016) Head of Quality and Projects (2009 - 2016) Head of Planning and Monitoring (2007 - 2009) Board Director of IMI Investimenti (2010-2016), Centro Factoring (2013) e Centro Leasing (2013) Member of the CIB Committee (2009-2016) Member of the Corporate Commission of the Italian Banking Association (2008-2009) Responsible for CIB Corporate Social Responsibility (2007-2017)	Milan, Italy
2004.11 – 2006.12	BANCA CABOTO – (BANCA INTESA Group) Head of Governance Functions: Strategic Planning and Control; Credit; Legal Affairs; Operational Controls; External Relations	Milan, Italy
1989.9 – 2004.10	BANCA D'ITALIA Senior Manager and Director – Payment and Settlement Systems/Oversight Function During her 15-year tenure at Banca d'Italia she held increasingly demanding positions in the area of Payment Systems, including analysis, implementation and oversight regulation. She was a key player of several high-profile Committees and Working Groups, both at the domestic and international level.	Rome, Italy
1987.7 – 1989.9	ENI Research Department Economist in charge of economic analysis and forecasts in the energy fields for the holding company and its subsidiaries.	Rome, Italy

1985.3 – 1985.8 **ESSO ITALIANA**

Rome, Italy

Administrative Department

Analyst in charge of the management of major clients accounts, in cooperation with the Business and Credit Departments.

CERTIFICATIONS

2019	Certificate in Corporate Governance (IDP-C) , INSEAD Fontainebleau
2019	Sustainability Manager RINA Services SpA – Federmanager
2018	Temporary Manager , RINA Services SpA – Federmanager
1985	Dottore Commercialista (Italian CPA equivalent), Università La Sapienza di Roma

EDUCATION IN CORPORATE GOVERNANCE

- **Executive International Directors Programme**, INSEAD, Fontainebleau (April – October 2018)
- **Corporate Governance Conference**, IESE – ECGI, Barcelona (October 2019)
- **Boards Renewal for Transformational Governance - INSEAD Directors Forum**, Fontainebleau (September 2019)
- **Towards Sustainability: A New Curriculum for Boards**, INSEAD, Fontainebleau (April 2019)
- **The Effective Board, NEDCommunity** - AIDC, Milano (1[^] edition, May - November 2018)
- **Induction Session for Board Members**, ASSOGESTIONI – ASSONIME, Rome (February 2017)
- **Corporate Governance and the NED Role**, INTESA SANPAOLO, Milan (June 2011)

MEMBERSHIPS

- **European Corporate Governance Institute (ECGI)**, Association of Academics, Legislators and Experts on Corporate Governance
- **INSEAD International Directors Network**, Association of the Certified Directors (IDP-C) in Corporate Governance
- **NEDCommunity**, NED Italian Association
- **Women Corporate Directors** - Italian Chapter, US Foundation of Board Members of listed companies
- **Women On Boards UK**, UK Association for women leadership in Boards and organizations
- **Fuori Quota**, Italian Association of Board Members of listed companies
- **Assobenefit**, Italian Association of Benefit Corporations – Member of the Scientific Committee

OTHER INFORMATION and AWARDS

- Excellent knowledge of written and spoken English (CEFR C1.2)
- Scholarship “Luciano Jona” Istituto Bancario San Paolo di Torino to attend the MBA program in the USA (1985-1987)
- Top qualifier for the Directive career at the Italian Ministry of Economic and Finance - Ragioneria Generale Stato (1986)
- Merit scholarships and stages: IBM Italia, Banca Nazionale dell’Agricoltura, LUISS University (1983-1985)

Curriculum vitae Romina Guglielmetti

Education

1998 – Advanced Degree in Transactional Studies, University of *Trento*

1998 – Juris Doctor, University of *Parma* (Final score 110/110 *Magna Cum Laude*)

1993 – Classical High School Diploma, *Liceo Classico D. Manin* of *Cremona*, Italy

Professional experiences and skills

Romina is the founder of STARCLEX - *Studio Legale Associato Guglielmetti* since 2013. From 2007, she collaborated with Studio Santa Maria (as a partner). Prior to that, she was *Of Counsel* at Studio Notarile Marchetti and *Senior Associate* at Bonelli Erede Pappalardo lawfirm.

She specialises in *corporate governance*, corporate law, banking and capital markets law and provides advice to listed and private companies, financial intermediaries and banks.

She advises companies on:

- *ordinary corporate matters*: creation and implementation of *governance*, and compliance & control systems, including through the drafting, analysis and updating of by-laws, compliance, control and internal dealing procedures, ethical codes and of the structure and functions of board committees. Romina assists listed companies on the legal and compliance aspects of their relationships with investors and regulatory bodies, with a specific focus on the completeness, coherence and correctness of their communications to the market and to the supervisory agencies. She assists companies and financial intermediaries in dealing with *Consob* and in structuring their control procedures and on compliance with Bank of Italy regulations;
- *extraordinary corporate matters*: she advises companies and financial intermediaries on extraordinary transactions such as IPOs, tender offers, M&A, spin offs and demergers. Romina has considerable expertise on the corporate governance of listed and state controlled companies with a focus, *inter alia*, on control systems (both at individual and group level), gender diversity and succession planning. She also specializes in corporate governance assessment.

Romina has also gained, over ten years of professional experience in the banking sector by assisting leading operators on corporate governance and compliance issues.

She also acquired a valuable experience and expertise in the following areas:

- *corporate investment banking* (since 2002, legal assistance to various market key players especially in extraordinary capital markets transactions);
- *wealth management* (as Independent Director, Chairman as well as Chairman of the Control and Risk Committee of *Banca Esperia S.p.A*);
- *consumer banking* (as Risk Committee Chairman of *Compass Banca S.p.A*.);
- *factoring*.

Offices

- *Tod's Group S.p.A.* (April 22, 2015 to date), Independent Member of the Board of Directors..
- *Servizi Italia S.p.A.* (April 22, 2015 to date), Independent Member of the Board of Directors..
- *Pininfarina S.p.A.* (April 29, 2015 to date), Independent Member of the Board of Directors.
- *Compass Banca S.p.A.* (May 27, 2015 to date), Independent Member of the Board of Directors.
- *MBFACTA S.p.A.* (April 1, 2016 to date), Independent Member of the Board of Directors.
- *Enel S.p.A.* (May 26, 2016 to date), Statutory Auditor.
- *Gruppo Monte dei Paschi di Siena* (June, 2020 to date), Member of the Supervisory Body.

Offices ended

- *ACF Fiorentina S.p.A.* (March 27, 2017 – June 7, 2019) - Independent Member of the Board of Directors.
- *Firenze Viola S.r.l.* (August 2, 2017 – June 7, 2019) - Independent Member of the Board of Directors.
- *Banca Esperia S.p.A.* (March 26, 2015 – April 7, 2017) - Independent Member of the Board of Directors; (April 7, 2017, December 1, 2017) Chairman of the Board of Directors.
- *NTV S.p.A.* (December 9, 2015 – January 17, 2018) - Independent Member of the Board of Directors.
- *Alba Private Equity S.p.A.* (June 16, 2016 – April 13, 2017) – Independent Member of the Board of Directors.

Associations and Institutions

- Nedcommunity – (May 15, 2017 to date), Member of the Board of Directors
- Association Italy-India AIICP (October 1, 2019 to date), Member of the Board of Directors.
- Milan Bar Association.

Other professional activities

- Adjunct Professor of *Corporate Governance and Corporate Finance* at LUISS Guido Carli University - Department of Business and Management and Department of Economics and Finance;
- Lecturer at several courses in the field of corporate law, banking law and with a focus on corporate governance and internal controls systems (ABI, 24oreBusiness School, etc.).

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Fine Comunicato n.0187-110

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