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Diffusione presunta
Oggetto : PR: Banca Generali co-opt Ilaria
Romagnoli as non-executive and
independent Director

Testo del comunicato

Vedi allegato.

**PRESS
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Banca Generali S.p.A.: co-optation of Ilaria Romagnoli as non-executive and independent Director and member of the Committees (i) Nomination, Governance and Sustainability, (ii) Control and Risk and (iii) Credit

Milan, 13 October 2022 - Following the resignation submitted by Ms. Annalisa Pescatori (see press release of 15 July), Banca Generali hereby announces that the process of reintegration of the Board of Directors - conducted in compliance with the Decree of the Italian Ministry of Economy and Finance no. 169/2020 (hereinafter the "**MEF Decree**") and the relevant regulatory provisions - was finalised today through the co-option, pursuant to Article 2386 of the Italian Civil Code, of the independent and non-executive director Ms. Ilaria Romagnoli. Ilaria Romagnoli was co-opted by the Board of Directors with a unanimous resolution, based on the proposal of the Nomination, Governance and Sustainability Committee and the approval of the Board of Statutory Auditors. The new Director thus identified will remain in office until the Shareholders' Meeting called to approve the 2022 financial statements.

Her appointment makes it possible to restore the full composition of the Board of Directors (ensuring compliance with the regulations on gender balance and the required majority of independent directors within the administrative body), as well as the Endoconsiliar Committees (i) Nomination, Governance and Sustainability, (ii) Control and Risks and (iii) Credit (of which she has been assigned the chairmanship).

Having acknowledged the statements made, and the documentation submitted by the new Director, the Board of Directors of the Bank, supported by the Nomination, Governance and Sustainability Committee, has assessed:

- the existence of the requirements and criteria set forth in the MEF Decree;
- the possession of the independence requirement pursuant to Article 148, paragraph 3, as referred to in Article 147-ter, paragraph 4, of Legislative Decree No. 58/98, as subsequently amended, as well as the independence requirement pursuant to Article 2, Recommendation 7, of the Corporate Governance Code;
- the non-existence of causes of incompatibility for interlocking purposes, pursuant to Article 36 of Legislative Decree No. 201 of 6 December 2011
- the compliance of the composition of the Board of Directors as a whole with the indications expressed in the qualitative-quantitative profile previously identified by the outgoing body in the terms set forth in the document containing the "Indications as to the qualitative-quantitative composition deemed optimal of the Board of Directors", approved and published pursuant to

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law on 23 February 2021, and the fulfilment of the criteria of adequate collective composition, pursuant to Article 11 of the MEF Decree.

Born on 20 September 1967 in Rome, Ilaria Romagnoli obtained a PhD in Business Economics from the Universities of Urbino and Roma Tre, after graduating in Economics from the University of Rome La Sapienza, which awarded her the “Best in Class” Award in 2010. After qualifying as a Chartered Accountant and Auditor, she gained extensive experience in companies operating in the banking and financial sector, taking on positions of increasing responsibility. Ms. Romagnoli currently holds positions as independent director in TIM S.p.A. (where she is also a member of the Control and Risk Committee and of the Related Parties Committee) and in La Madonnina S.p.A. (San Donato Group). A summary of the *curriculum vitae* of the newly elected director is available for consultation on the [website](#).

As of today's date, Ilaria Romagnoli does not own any shares of Banca Generali.

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