

Renewal of the Board of Directors

February 16th, 2024



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Board Slate

Selection Process

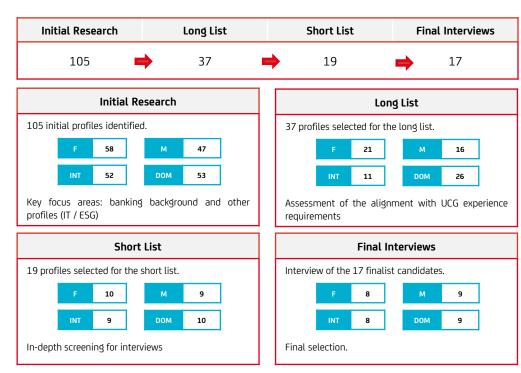


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Board Slate - Selection Process New Candidates Identification

A selection process has been conducted in order to:

- Assure outstanding professional gualifications and experience
- Set up a list of and identify a pool of candidates to ensure a sound board composition



NEW SELECTED CANDIDATES

Bergamaschi Broyd, Paola Senior banker with relevant experience in capital markets and investments

institutions across continents





Extensive experience in risk and credit management as well as cyber risk and big data, in the banking industry

7 years of board membership experience in large international financial

Deep understanding of German financial services sector characteristics and dynamics

Domingues. António

- Broad knowledge of commercial banking business with a vertical expertise on strategic financial management and cross border M&A
- NED experience in listed and private companies with positions often in Governance and Audit Committee

Camaoni, Paola

- Certified Accountant and Registered Auditor with solid board experience in boards of large Italian and foreign companies
- Extensive experience in financial services Board
- Expertise in managing significant complexities at Board level

Galbo, Julie

- Extensive executive experience in banking with vertical on risk
- Strong regulatory background
- Strong Board experience in banking institutions also as member of Audit Committee

Villa. Gabriele

- Highly reputed Certified Accountant and Registered Auditor
- Compelling Board experience in Italian listed companies
 - Expertise on M&A transactions



Legenda:

F: Female; M: Male; INT: International profiles; DOM: Domestic profiles

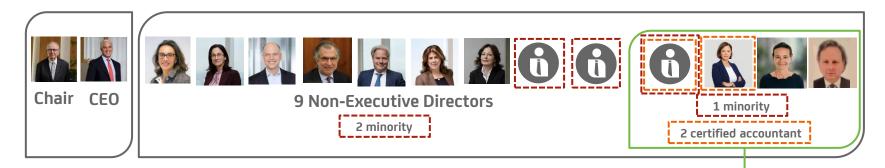


Board Slate

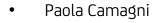
Composition

Board Slate - Selection Process Overview of Board composition

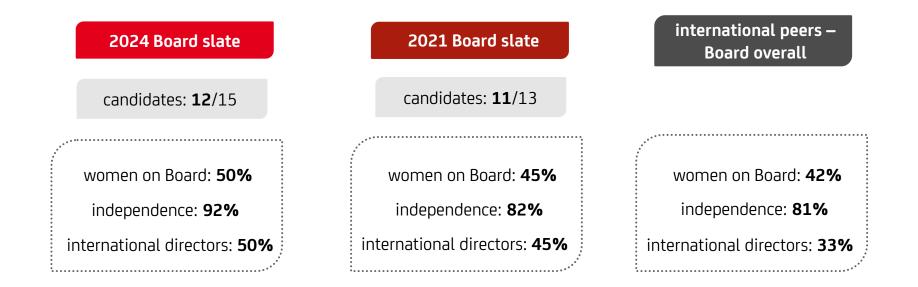
15 Directors



- Pietro Carlo Padoan
- Andrea Orcel
- Paola Bergamaschi Broyd
- Elena Carletti
- Marcus Chromik
- António Domingues
- Jeffrey Alan Hedberg
- Beatriz Lara Bartolomé
- Maria Pierdicchi

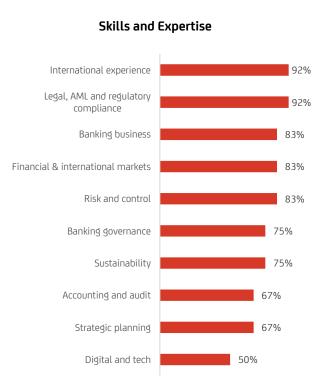


- Julie Galbo
- Gabriele Villa

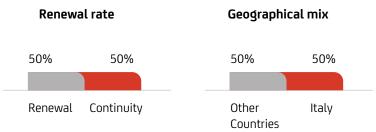




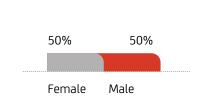
Board Slate - Composition **Snapshot**







Independence



Gender diversity

Independent as per Code, TUF, TUB

92%

Non-independent



Board Slate - Composition Market Comparison





International Directors

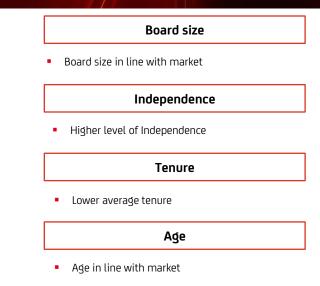


Average Tenure



Gender Balance





Internationality

Highest share of international Directors

Gender Diversity

Female members above the minimum level set by the applicable regulation

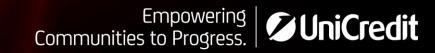


*Selected European Banks: Banco Santander; Barclays; BBVA; BNP Paribas; Commerzbank; Crédit Agricole; Deutsche Bank; Erste Bank; HSBC; ING; Intesa Sanpaolo; Lloyds Bank; Nordea Bank; Natwest; Société Générale; Standard

9 Chartered: UBS: UniCredit.

Data Source: Morrow Sodali

Annex



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Pietro Carlo Padoan

	Italian Chair UniCredit Italy	Education Università La Sapienza di Roma, Degree, Economics	Languages Italian – Native Language English – Fluent		
Professional	Experience	Current Board Affiliations			
2019	Istituto Affari Internazionali Vice President	 UniCredit (2020-Pres.), Chair of the Board of Directors, Committee ABI – Italian Banking Association, Member of the Board Chairman of the Credital Markets Using technical Committee 	d of Directors, Member of the Executive Committee,		
2019	Luiss University Senior Fellow SEP School of European Political Economy	 Chairman of the Capital Markets Union technical Com High Level Group on Financing Sustainability Transitio European Financial Roundtable (EFR), Vice Chair 			
2018	Italian Parliament Member of the Chamber of Deputies and member of the Budget Commission	 FeBAF (Italian Banking, Insurance and Finance Federation), Member of the Executive Committee Assonime, Member of the Executive Committee Consob, Chair of Committee of Market Operators and Investors (COMI) 			
2014-2018	Government of Italy Minister of Economy and Finance	School for Economic and Social Politics (AISES), MembIstituto Luigi Einaudi per gli Studi bancari, finanziari e	er of the Governing Council assicurativi, Non-Executive Director		
2007-2014 2009-2014 2007-2009	OECD Deputy Secretary General and Chief Economist, G20 Finance Deputy Deputy Secretary General	 Borsa Italiana, Member of Corporate Governance Committee Institute of International Finance (IIF), Non-Executive Director AIFI (Associazione Italiana del Private Equity, Venture Capital e Private Debt), Mem Council 	Director		
2006	Fondazione Italianieuropei Director	 IAI – Istituto Affari Internazionali, Vice Chair Scope Foundation, Honorary Board Member 			
2001-2005	International Monetary Fund Executive Director	Former Board AffiliationsInternational Monetary Conference, Member of the Bo	ard of Directors		
1998-2001	Government of Italy Economic adviser to the Prime Minister				
	Università La Sapienza di Roma Professor of Economics		6		

Andrea Orcel



Italian Group Chief Executive Officer UniCredit Italy

Education

Università La Sapienza di Roma, Degree, Economics and Commerce, 1986

INSEAD, Master in Business Administration, 1990

Languages

Italian – Native Language English – Fluent French – Fluent Spanish – Fluent Portuguese – Intermediate

Current Board Affiliations

• UniCredit Foundation (2022-Pres.), Chair

Former Board Affiliations

• Bank of America (2009-2012), Executive Chair of Investment Bank

Professional Experience

Associate Fixed Income

	2021-Pres.	UniCredit Group Chief Executive Officer
	2012-2021	UBS President of UBS Bank, Chief Executive Officer of UBS UK, member of UBS Executive Board
	2009-2012	Bank of America Head of International Corporate and Investment Banking, President of Global Banking, Securities and Wealth Management, President of Emerging Markets ex Asia
	1992-2009 2007-2009 2004-2007 2003-2004 1999-2003 1992-1999	Merril Lynch Head of Global Origination President of EMEA Global Markets and Investment Banking, Member of Merril Lynch Management Committee Co-President of Global Markets and Investment Banking for Europe, Middle East and Africa, Head of Origination Head of Global Financial Institutions Group Co-Head of Financial Institutions Group for Europe, Middle East and Africa
	1991-1998	Premafin Finanziaria SpA Director of Strategic Planning and Control
	1990- 1992	Boston Consulting Group (BCG) Consultant
	1988-1989	Goldman Sachs Associate Fixed Income
13	1987-1988	Midland Montagu Associate Fixed Income

Paola Bergamaschi Broyd



Italian; English Former Head of Asset Owners Solutions, Senior Managing Director , EMEA Street Corp

Education

Università Commerciale Luigi Bocconi, Degree, Economics, 1985

Languages

Italian – Native Language English – Native Language French – Intermediate

Professional Experience

- 2003-2014 Street Corp (UK) Head of Asset Owners Solutions, Senior Managing Director , EMEA Global Head of Client Relationship Management , Global Markets Senior Managing Director Global Head of Equity Distribution. Senior Managing Director
- 1998-2003 Credit Suisse First Boston (UK) Director Equity Sales, London

UK

- 1995-1998 IMI San Paolo (UK) Deputy Head of Equities
- 1989-1995 Goldman Sachs (UK) Executive Director – Equity Research
- **1985-1989** Montedison Group (Italy) Head, Investors Relations

Current Board Affiliations

- AIG Group Inc (2022-Pres.), Non-Executive Director, Member of the Risk Committee, Member of the Audit Committee
- BNY Mellon International (2017-Pres.), Non-Executive Director, Member of the Audit Committee, Member of the Nomination Committee. Chair of the Risk Committee, Chair of the Advisory Board of the Depositary and Trust business of BNY Mellon International
- ARCA Fondi SGR (2015-Pres.), Non-Executive Director, Chair of the Risk Committee, Member
 of the Remuneration Committee

Former Board Affiliations

- Well Fargo Securities International (2017-2022), Non-Executive Director, Chair of the Remuneration Committee, Member of the Nomination Committee, Member of the Risk Committee
- Arrow Global Plc (FTSE 250) (2020-2021), Non-Executive Director, Member of the Audit Committee and Chair of the Risk Committee. Company taken private in 2021
- Millenium and Copthorne (FTSE 250) (2019-2019), Non-Executive Director, Member of Audit and Remuneration Committee. Company delisted in 2019 following a tender offer
- Big Society Capital (2018-2020), Board Member, Member of the Risk Comm



Elena Carletti

	Italian	Educa		The former of D 2000	Languages
	Full Professor of Finance and Dean for Research			omics, Economics, Ph.D., 2000	Italian – Native Languag
Ass. Town	Università Commerciale Luigi Bocconi		, 5,	Economics, Doctorate, 1998	English – Fluent
	Italy	Univers 1994	sita Commerciali	e Luigi Bocconi, Economics, Master's Degree,	German – Fluent
1 Or			ità Commercial	e Luigi Bocconi, Economics, Degree, 1993	
Professional	Experience		2009-2010	OECD	
				Consultant	
2013-Pres.	Università Commerciale Luigi Bocconi				
2015-Pres.	Director of Unit "Banking, Finance and Regulation", Baffi Carefir for Applied Research	n Center	2008	The World Bank Consultant	
2013-Pres.	Full Professor of Finance				
			2004-2008	Center for Financial Studies	
2017-Pres.	Bruegel			Senior Researcher	
	Member of the Scientific Committee				
2016-Pres.	Florence School of Banking & Finance		2000-2004	Universität Mannheim Assistant Professor of Economics	
	Founding Director, Scientific Advisor		~ . . .		
			Current Board		
2016-Pres.	European Parliament			2019-Pres.), Non-Executive Director, Chair of the	Internal Controls & Risks
	Member of the Expert Panel on banking supervision		Committee	e, Member of the Related Parties Committee	
2015-Pres.	Banca D'Italia		Former Board		
	Member of the Scientific Committee "Paolo Baffi Lecture"			e Cassa di Risparmio di La Spezia (2016-2019), N	Ion-Executive Director
				Finance Association (EFA), Chair	
2013-2015	Bangor University			tria (2014-2016), Scientific Committee Member	
	Research Professor			Swedish Central Bank (2014), Review Panel Mer	nber
	.			nk of Ireland (2011), Review Panel Member	
2008-2013	European University Institute		 FIRS FINAN 	cial Intermediation Research Society (2010-201	3), Board Member
	Joint Chair Economics Department and Robert Schuman Centre for Advanced Studies				
2008-2013	Johann Wolfgang Goethe-Universität Frankfurt am Main Full Professor of Economics				

Marcus Chromik



German Former Chief Risk Officer Commerzbank AG Frankfurt, Germany

Education

Ludwig-Maximilians Universität München, Doctorate/Ph.D., Physics, 2001

Current Board Affiliations

Masters, Physics, 1998

Georg-August-Universität Göttingen, Pre-Diploma, Physics, 1995

Languages

German – Native Language English – Fluent

Professional Experience

2009-2023 2016-2023 2012-2015 2009-2012	Commerzbank AG Chief Risk Officer, Member of the Board of Managing Directors Chief Credit Risk Officer - Core Bank Chief Market Risk Officer	 Commerzreal AG (Commerzbank Group) (2021-Pres.), Non-Executive Director (Supervisor Board) WM Gruppe (2021-Pres.), Member of Advisory Board mBank SA (Warsaw) (Commerzbank Group) (2016-Pres.), Non-Executive Director, Chair of Risk Committee (Supervisory Board)
2007-2009 2008-2009 2007-2008	Deutsche Postbank AG Head of Liquidity Management and Credit Treasury Head of Primary Capital Markets	 German Eastern Business Association (2016-Pres.), Member of Steering Committee International Chamber of Commerce Germany (2016-Pres.), Member of the Board German Banking Association, Chair of Committee of SSM1 bank
2004-2007 2006-2007 2004-2005	Deutsche Bank AG Director Risk Control, Deutsche Postbank AG Head of Credit Risk Controlling, Deutsche Postbank AG	 Former Board Affiliations Valovis Bank AG (2012-2015), Non-Executive Director (Supervisory Board) Düsseldorfer Hypothekenbank AG (2016), Non-Executive Director (Supervisory Board) Argor Heraeus SA (2013-2015), Non-Executive Director (Supervisory Board)
2001-2004	McKinsey & Company (Germany) Senior Associate	 Algor Heraeus SA (2013-2013), Non-Executive Director (Supervisory Board) Allianz Global Investors Europe GmbH 82011-2012), Member of investment advisory committee for three fonds belonging to Commerzbank's pension scheme

Also suited for Audit Committee

António Domingues



2016-2016

1989-2016

2003-2016

1995-2003

1989-1995

1989-1989

1985-1988

1982-1985

Professional Experience

Portuguese former Chief Executive Officer Caixa Geral de Depositos Lisbon, Portugal

Deputy CEO and Chief Financial Office

Banco Portugues do Investmento (BPA)

Deputy General Manager of France branch network

Foreign Department, Fx Reserves Management

Caixa Geral de Depositos

Chief Executive Officer

Chief Financial Officer

Banco de Portugal

Banco BPI Group

Treasurer

Education

ISEG- Universidade Técnica de Lisboa, Degree, Economics, 1979

Languages

Portuguese – Native Language English, French and Spanish – Fluent

Current Board Affiliations

- Banco CTT (2022-Pres.), Non-Executive Director
- Haitong Investment Bank S.A. (Private) (2018-Pres.), Non-Executive Director, Chair of Audit Committee, Chair of Governance Committee, member of Risk Committee, member of Remuneration Committee

Former Board Affiliations

- NOS S.A. (2004-2022), Non-Executive Director, Chair of Audit & Risk Committee, Member of Governance Committee
- Allianz (Portugal) (2003-2016), Non-Executive Director
- BFA-Banco de Fomento de Angola (2002-2020), Vice Chair
- BCI (Moçambique) (2002-2012), Non-Executive Director
- SIBS (1999-2012), Non-Executive Director
- Unicre (1999-2008), Non-Executive Director
- BPI Investment Bank (1995-2016), Vice Chair
- Banco de Fomento & Exterior (1996-1999), Non-Executive Director
- Banco Borges & Irmão (1996-1999), Non-Executive Director

Monetary Authority of Macao Research & Statistics Department, Treasury Division

1980-1982Ministério da Industria e EnergiaPortugal Research and Planning Department

Also suited for Audit Committee



Jeffrey Alan Hedberg

6	American Former Chief Executive Officer WindTre S.p.A. Italy	Degree, 1992 Northeastern Unive	r, International Management, Master's rsity, Business Administration,	Languages English – Native Language German – Fluent French – Intermediate Italian – Intermediate
		Bachelor's Degree, 1		
Professiona	l Experience	1994-1998	Swisscom Executive Vice President	
2017 2022		1997-1998 1996-1997	Deputy Director, Vice President for Sti	ratedy and Acquisitions
2017-2023	WindTre S.p.A. Chief Executive Officer	1994-1996	Director for Unisource Alliance	
2017-2022	Asstel - Assotelecomunicazioni Vice President	1992-1994	Coopers & Lybrand Consulting Senior Associate Telecommunication	Industries
2014-2016	PMCL - Mobilink President and Chief Executive Officer	1990-1992	US West Inc. Corporate Strategy, Strategic Marketir	ng Manager International
2013-2014	Boston Consulting Group Senior Advisor	1985-1989	TVM Venture Capital Analyst	
2012-2014	Private Equity Advisor	Current Boa	rd Affiliations	
2011-2012	Altech Chief Operating Officer		(2021-Pres.), Non-Executive Director, (20 e, Member of ESG Committee	023-Pres.) Chair of the Remuneration
2009-2011	Telkom South Africa Chief Executive Officer	Former Boar • -	d Affiliations	
2006-2009	Cell-C Chief Executive Officer			_
1999-2004 2002-2004 1999-2002	Deutsche Telekom AG Chief Executive Officer, Chairman of Deutsche Telecom USA Executive Vice President			

Beatriz Lara Bartolomé

	Argentinian Senior Advisor and Investor	Education IESE Business School, Master in Business Administration for Senior Executives, 2003	Languages Spanish – Native Language English – Fluent
We W		Universidad Complutense de Madrid, Master's Degree, Physics Science, 1986	
		Universidad Autonoma de Madrid, Bachelor's Degree, Physics, 1984	
Professiona	l Experience	Current Board Affiliations	
		UniCredit (2020-Pres.), Non-Executive Director, (2021-Pres.)	Member of the ESG Committee
2014-Pres.	Senior Advisor and Investor	AHAOW Moment S.L., Sole Administrator	
2006-2015	BBVA	Former Board Affiliations	
2012-2015	Director of Corporate Transformation	BBVA (2007-2015), Non-Executive Director	
2010-2012	Chief Innovation Officer	 IMDEA Networks (2008-2011), Non-Executive Director 	
2006-2010	Director of Technological Innovation		
2003-2006	Alcatel-Lucent		
	Director of Mobile Networks & Applications		
1997-2003	Ericsson		
	Business Development Director, Global Servio	tes, Market Unit Iberia	
1990- 1997	AT&T Mobile Tel		
	Account Director New Operators		
1989-1990	Electronics & Telecommunications Ltd.		
	Technical Sales Engineer		

Nokia Technologies 1987-1989 IT&T-NOKIA Supervisor of product development & quality

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Maria Pierdicchi



Italian Former Chief Executive Director Standard & Poor's Ratings Services, South Europe Italy

Education

Languages

New York University-Leonard N. Stern School of Business, Master in Business Administration, 1988

Università Commerciale Luigi Bocconi, Degree, Economics, 1982

Italian – Native Language English – Native Language French – Intermediate Spanish – Intermediate

Professional Experience

2003-2015 Standard & Poor's Ratings Services 2009-2015 Chief Executive Director and Managing Director. Head of Southern Europe Chief Executive Director, Southern Europe 2003-2008 Borsa Italiana 1998-2003 Senior Director. Head of "Nuovo Mercato" 1991-1998 Premafin Finanziaria SpA Director of Strategic Planning and Control 1988-1991 Citibank Resident Vice President, Senior Financial Analyst The World Bank 1985-1988

Consultant, Latin America

1981-1985 Università Commerciale Luigi Bocconi Research Assistant in banking and international financial intermediaries

Current Board Affiliations

- Aidexa Holding (former PBI) (2023-Pres.), Non-Executive Director
- UniCredit (2018-Pres.), Non-Executive Director, Chair of the Related-Parties Committee, Member of the Corporate Governance & Nomination Committee, *former* Member of the Internal Controls & Risks Committee
- NedCommunity (2019-Pres.), Chair

Former Board Affiliations

- Autogrill (2017-2023), Non-Executive Director, Chair of Human Resources Committee
- Luxottica Group (2015-2019), Non-Executive Director
- AURORA AS (2018-2019), Non-Executive Director
- Banca Teatina (2015-2018), Non-Executive Director
- Standard & Poor's Global Italy (2015-2018), Non-Executive Director
- Nuove Banche Marche, Etruria e Lazio, Cassa di Risparmio di Chieti e Cassa di Risparmio di Ferrara (2015-2018), Non-Executive Director
- American Chamber of Commerce in Italy (2006-2017), Vice Chair



Paola Camagni

Italian Italian	Education	Languages
Founder and Tax Partner Camagni e Associati	Università Commerciale Luigi Bocconi, Bachelors, Economics,	Italian – Native Language
Camagni e Associati	1994	English – Fluent
		French – Somewhat
	Università Commerciale Luigi Bocconi, Master, Tax law, 1995	

Professional E	Experience	Current Board Affiliations
2013-Pres.	Camagni e Associati	FSI (2022-Pres.), Non-Executive Director
	Founder and Tax Partner	 TIM (2021-Pres.), Non-Executive Director, Member of Nomination and Remuneration Committee, Member of Sustainability Committee
2016	Presidenza del Consiglio dei Ministri della Repubblica	CNP Vita (2017-Pres.), Member of Board of Statutory Auditors
	Italiana	 Agenzia Giornalistica Italia (AGI) (2016-Pres.), Chair of Board of Statutory Auditors
	Member of the Tax and Economic Experts Committee	Mozambique Rovuma Venture (Eni Group) (2015-Pres.), Chair of Board of Statutory Auditors
2000-2013	Studio Tributario e Societario Deloitte	Former Board Affiliations
	Head of Real Estate Tax Practice	 Azule Energy (2016-Pres.), Member of Board of Statutory Auditors
		• Cellularline (2019-2020), Non-Executive Director, Chair of Related parties Committee, Member of
1996-2000	Studio Tributario Deiure	Control Risk Committee, Member of Nomination and Remuneration Committee
	Chartered Accountant	Eni (2014-2020), Member of Board of Statutory Auditors
		Eni Rewind (2015-2023), Member of Board of Statutory Auditors
1994-1996	Ernst & Young (Italy)	Oracle (2004-2021), Member of Board of Statutory Auditors
	Chartered Accountant	 Zara italia (1999-2002), Member of Board of Statutory Auditors
		Cantieri di Sarnico (1998-2000), Non-Executive Director
		Professional Qualifications

- Registered Auditor, 1999Certified Accountant, 1995

Julie Galbo



Danish former Head of Group Business Risk Management Nordea

Education

University of Copenhagen, MA, Law, 1998

Languages

Danish – Native Language English – Fluent German – Basic French – Basic Swedish – Basic

Professiona	l Experience	Current Board Affiliations
2014-2019 2019 2017-2018	Nordea Head of Group Business Risk Management Group Executive Management, Group Chief Risk Officer, Head of Group Risk Management and Control	 Trifork Holding (2021-Pres.), Chair, Member of Nomination & Remuneration Committee, Member of Strategy Committee Commonwealth Bank of Australia (2021-Pres.), Non-Executive Director, Member of Audit Committee, Member of Risk & Compliance Committee
2015-2016	Chair of Legal Structure Program, Head of Regulatory Change Mgmt	DNB Bank (2020-Pres.), Non-Executive Director, Member of Risk
2014-2015	Head of Alternatives and Manager Selection, Nordea Asset Management	Management Committee, Member of Audit Committee
2010-2014	Danish Financial Supervisory Authority	Former Board Affiliations
	Deputy Director General	ESMA European Securities and Markets Authority (2012-2014), Chair,
2009-2010	Ministry of Economic and Business Affairs, Denmark	Member of Nomination Committee
	Head of Division, State Capital Injections	Also suited for Audit Committee
2005-2009	Nordea	
2008-2009	Executive Advisor & Head of Management Support, Private Banking	
2006-2008	Project Manager, MiFID Implementation, Markets	
2005-2006	Chief Compliance Officer, Markets Denmark	
1998-2005	Danish Financial Supervisory Authority	
2003-2005	Deputy Director, Markets Denmark	
1998-2003	Deputy Financial Inspector, Markets, Banking & Mortgage Credit	

Gabriele Villa



Italian Founder and Partner Studio Corbella - Villa - Crostarosa - Guicciardi Milan, Italy

Education Università Cattolica di Milano, Degree, Economics, 1988

Languages Italian – Native Language English – Fluent

Professional Experience

- Present Studio Corbella Villa Crostarosa Guicciardi Founder and Partner
- Present Università Cattolica del Sacro Cuore Associate Professor

Current Board Affiliations

- Edison (2017-Pres.), Member of Board of Statutory Auditors
- Italmobiliare (2020-Pres.), Member of Board of Statutory Auditors

Former Board Affiliations

- Mediobanca (2008-2017), Member of Board of Statutory Auditors; (2017-2023), Non-Executive Director
- Webuild (2014-2018), Member of Board of Statutory Auditors

Professional Qualifications

- Chartered Accountant
- Registered Auditor



DISCLAIMER

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