



MEDIOBANCA

PROSPECTUS

VOTING PROXY SOLICITATION

regarding the request to confer the right of representation for purposes of voting at the Annual General Meeting (ordinary and extraordinary) of shareholders of Mediobanca – Banca di Credito Finanziario S.p.A., called to take place in a single session at 10.00 a.m. on 28 October 2023, at Via Filodrammatici 3, Milan, Italy, to adopt resolutions regarding the items on the agenda under no. 2 as ordinary business for the Annual General Meeting (“*Appointment of Board of Directors for 2024-26 three-year period*”), in particular with reference to List no. 1 submitted for the appointment of 15 Directors by the Board of Directors of Mediobanca on 20 September 2023.

PROMOTER and ISSUER

MEDIOBANCA

LIMITED COMPANY

CAPITAL PAID UP €444,169,467.5

REGISTERED OFFICE: PIAZZETTA ENRICO CUCCIA 1, MILAN, ITALY

MILAN COMPANIES' REGISTER REGISTRATION NO. AND TAX IDENTIFICATION CODE 00714490158

VAT NO. 10536040966

REGISTERED AS A BANK AND BANKING GROUP UNDER REGISTRATION NO. 10631

PARENT COMPANY OF THE MEDIOBANCA S.P.A. BANKING GROUP

PARTY APPOINTED TO CARRY OUT THE SOLICITATION AND COLLECT PROXIES AND AUTHORIZED TO VOTE AS PROXY AT THE ANNUAL GENERAL MEETING

Morrow Sodali S.p.A.

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The proxy solicitation is governed by Articles 136ff of Italian Legislative Decree no. 58 of 24 February 1998 (the “**Italian Finance Act**”) and by Articles 135ff of Consob regulation no. 11971 of 14 May 1999 as amended (“**Regulations for Issuers**”).

This Prospectus for the proxy solicitation (the “**Prospectus**”) is dated 27 September 2023.

The parts of the Prospectus in **bold and underlined** have been added since it was published on **28 September 2023**.



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INTRODUCTION

The voting proxy solicitation illustrated in this Prospectus is addressed to the shareholders (the "**Shareholders**") of Mediobanca - Banca di Credito Finanziario S.p.A. ("**Mediobanca**", or the "**Company**", or the "**Issuer**"), in view of the Annual General Meeting called to transact ordinary and extraordinary business in a single session to be held at 10.00 a.m. on 28 October 2023 at Via Filodrammatici 3, Milan, Italy (the "**AGM**").

This voting proxy solicitation (the "**Solicitation**") is being promoted by the Issuer (which, in view of this role, will also henceforth be defined in the Prospectus as the "**Promoter**") with the assistance of Morrow Sodali S.p.A. (the "**Appointed Party**") for the collection of voting proxies and to vote in respect of the subjects included under item no. 2 on the agenda as ordinary business at the AGM ("*Appointment of Board of Directors for 2024-26 three-year period*"), with reference in particular to List no. 1 of candidates for the appointment of 15 Directors submitted by the Board of Directors of Mediobanca on 20 September 2023.

The solicitation will be performed based on the principle of providing objective information, to ensure that shareholders are able to vote in an informed manner, and to promote active participation in the life of the Company, in particular at the Annual General Meeting and the resolutions which shareholders have been called to adopt.

The Solicitation is being made in the forms provided by Articles 136ff of the Italian Finance Act and Articles 135ff of the Regulations for Issuers, as applicable.

Annex "A" of the Prospectus contains the specific form to be used in conferring the voting rights (the "**Proxy Form**"), as required by the applicable regulations.

The documentation in respect of the AGM, including the list (and the related set of documents) and proposed resolutions submitted by the Board of Directors have been made available to the public, as required by law, at the Company's head office, on the eMarket STORAGE authorized storage mechanism website at www.emarketstorage.com, and on the Issuer's website at www.mediobanca.com.



SECTION I – INFORMATION ON THE ISSUER AND THE AGM

I.1. Issuer name and registered office

The company which is the issuer of the shares for which the voting proxy is being requested is "Mediobanca - Banca di Credito Finanziario S.p.A.", a company incorporated under Italian law with registered office at Piazzetta Enrico Cuccia 1, Milan, Italy, tax identification code and registration no. in the Milan Companies' Register 00714490158, registered as a bank and a banking group under registration no. 10631, and parent company of the Mediobanca Banking Group.

The Mediobanca shares are admitted to listing on the Euronext Milan regulated market, organized and operated by Borsa Italiana S.p.A., ISIN code IT0000062957. Mediobanca is a member of the Deposit Guarantee and National Compensation Funds.

I.2. Date, time and place of the AGM

The Annual General Meeting of Mediobanca (ordinary and extraordinary business) has been called to take place in a single session at 10.00 a.m. on 28 October 2023 in Via Filodrammatici 3, Milan, Italy.

I.3. Items on the agenda

The AGM has been called with the following agenda:

Ordinary business

1. Financial statements as at 30 June 2023, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:
 - a. Approval of financial statements for the year ended 30 June 2023;
 - b. Allocation of profit for the year and distribution of dividend.
2. Appointment of Board of Directors for 2024-26 three-year period:
 - a. Establishment of number of Directors;
 - b. Appointment of Directors;
 - c. Establishment of their annual remuneration.
3. Appointment of Statutory Audit Committee for 2024-26 three-year period:
 - a. Appointment of Directors and Committee Chairperson;
 - b. Establishment of their annual remuneration.
4. Proposed authorization to buy and dispose of treasury shares.



5. Remuneration:

- a. Group Remuneration Policy and Report: Section I - Mediobanca Group Remuneration Policy FY 2023-24;
- b. Group Remuneration Policy and Report: resolution not binding on Section II - Group Remuneration Report FY 2022-23;
- c. 2023-24 incentivization system based on financial instruments (annual performance share scheme);
- d. Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments;
- e. Employee Share Ownership and Coinvestment Plan 2023-2026 ("ESOP 2023-26") for Mediobanca Group Staff.

Extraordinary business

1. Cancellation of treasury shares with no reduction of share capital; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.
2. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 3 million ordinary shares to be reserved to Mediobanca Group employees who are recipients of the Long-Term Incentive Plan 2023-26 included as item no. 5 d) on the agenda as ordinary business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.
3. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 1 million ordinary shares to be reserved for use included as item no. 5 e) on the agenda as ordinary business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.
4. Proposal to amend Article 33 of the company's Articles of Association (interim dividend); related resolutions.

I.4 List of documentation prepared by the Issuer in view of the AGM referred to in the Notice of Meeting pursuant to Article 125-bis, paragraph 4, letter d) of the Italian Finance Act, and indication of website where such documentation is or will be made available

In relation to the AGM, the Issuer has prepared, *inter alia*, the following documentation:

1. AGM Notice of meeting
2. Process for the submission of the list of the Board of Directors
3. Report on the qualitative and quantitative composition of the Board of Directors



4. Summary of the procedure for appointments to the Board of Directors, attached as an annex to the Report referred to under item no. 3 above
5. Documents regarding the list submitted by the Mediobanca Board of Directors
6. Reports by the Board of Directors on the items on the agenda
7. Notice of proxy solicitation by Mediobanca
8. Prospectus on voting proxy solicitation by Mediobanca, with attached Proxy Form
9. Ordinary proxy form pursuant to Article 135-*novies* of the Italian Finance Act, and proxy form for issue of proxy to Appointed Representative pursuant to Article 135-*undecies* of the Italian Finance Act.

Any lists for appointments to the Board of Directors in addition to the one submitted by the outgoing Board referred to in the Solicitation, and for appointments to the Statutory Audit Committee will be published on the Bank's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023) by 7 October 2023.

The documentation on all the items on the agenda has been published in accordance with the law, at the Issuer's registered office in Piazzetta Enrico Cuccia 1, 20121, Milan, Italy, on its website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023), and on the eMarket Storage authorized storage mechanism website at www.emarketstorage.com, by the means described in Chapter I, Title II, Part III of the Regulations for Issuers.

Shareholders are reminded that they are entitled to view and obtain a copy of "all the documents filed at the Company's registered office for shareholders' meetings that have already been called", in accordance with Article 130 of the Italian Finance Act.

Shareholders intending to adhere to the Solicitation are also reminded they should use exclusively the Proxy Form attached to this prospectus ("Annex A") and available at www.mediobanca.com and www.morrowsodali-transactions.com.

The Proxy Form may be used by Shareholders intending to adhere to the Solicitation also in order to vote on all the other items on the agenda even though these are not included in the Solicitation.

The Solicitation will be performed based on information criteria which are able to ensure that Shareholders are able to vote in an informed manner, and to promote active participation in the life of the company, in particular the AGM and the resolutions which shareholders have been called to adopt.

In accordance with the provisions of Article 138(2), second sentence, of the Regulations for Issuers, in cases where the voting instructions issued by the solicited party do not conform to the Promoter's proposals (the "**Proposals**"), the Promoter will proceed to vote, via the Appointed Party, in accordance with the instructions received, even if these differ from the Proposals referred to above (known as a "multi-way proxy"); accordingly, if the solicited party has issued a proxy to vote in favour of different proposals – including with reference to the list of candidates put forward for appointment to the Board of Directors – from those formulated



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by the Promoter, the Appointed Party shall exercise the vote in absolute conformity with the instructions received from the party adhering to the Solicitation.

Mediobanca Shareholders who do **NOT** intend to adhere to the Solicitation but wish to **VOTE IN FAVOUR** of the Proposals submitted by Mediobanca may do so in one or other of the following ways:

- ◆ By taking part personally in the AGM and voting in favour of the Proposals;
- ◆ By issuing a suitable proxy (*inter alia* via the Appointed Representative retained for such purpose pursuant to Article 135-*undecies* of the Italian Finance Act) and giving instructions to the appointed person to vote in favour of the Proposals; the forms to be used in such circumstances are available at website www.mediobanca.com (Governance/General Meetings/General Meeting 2023).



SECTION II - INFORMATION ON THE PROMOTER

II.1 Name and legal form of the Promoter

Mediobanca is also the party intending to promote the Solicitation for voting proxies.

To this end, the Promoter has retained Morrow Sodali S.p.A. under the terms of a mandate specifically to collect voting proxies and to vote at the AGM in exercise of the proxies issued, following and in connection with the Solicitation.

The Appointed Party is a company which provides advisory and shareholder communications and proxy voting services to listed companies, specializes in performing voting proxy solicitation activities, has its registered office at Via XXIV Maggio 43, 00187, Rome, Italy, share capital €200,000, and is registered in the Rome Companies' Register under registration no. 1071740/04, with tax identification code and VAT no. 08082221006.

In adhering to the Solicitation and so conferring proxy on the Appointed Party, the Shareholder authorizes the Appointed Party to represent the Shareholder at the AGM of Mediobanca, and to vote in accordance with the voting instructions issued by the Shareholder.

II.2 Registered office

For information regarding the Promoter's registered office, reference is made to section I.1 above.

II.3 Parties holding significant investments and parties which exercise control, inter alia jointly, over the company. Description of the contents of any shareholders' agreements involving the same company

II.3.1. As at the date of the Prospectus, the share capital of Mediobanca, fully subscribed for and paid up, is equal to €444,169,467.5 and is made up of 849,257,474 shares with no nominal value.

No party controls Mediobanca according to the definition provided in Article 93 of the Italian Finance Act.

Based on the notifications received in accordance with Article 120 of the Italian Finance Act or from other information received by the Issuer, parties which own, directly or indirectly, financial instruments representing the share capital with voting rights equal to more than 3% of the share capital (i.e. the threshold defined as major pursuant to Article 120 of the Italian Finance Act), are as listed in the table below:

SHAREHOLDER	% OF SHARE CAPITAL*
Delfin S.à.r.l.	19.74%
Francesco Gaetano Caltagirone ¹	5.60%
Blackrock group ²	4.15%



Mediolanum group

3.43%

* Share capital following the issue of performance shares in March 2023

¹ Form 120A of 3 May 2022, indirect investment held through Istituto Finanziario 2012 S.p.A, Gamma Srl and Fincal S.p.A.

² BlackRock Inc. (NY) via fifteen asset management subsidiaries (form 120b, 6 August 2020), 0.69 % of which by way of potential investment as part of securities lending and 0.13% in other long positions with cash settlement. **It should be noted that BlackRock Inc. (NY) has availed itself of the exemption granted by Article 119-bis of the Regulations for Issuers with reference to the disclosure requirements stipulated by Article 120 of the Italian Finance Act for investments above 3% and below 5%.**

Updated information on the leading shareholders is published from time to time on the Issuer's website in the relevant section: <https://www.mediobanca.com/en/corporate-governance/main-shareholders/main-shareholders.html>.

II.3.2. Since 1 January 2019, some shareholders (10.85%)¹ have been parties to consultation agreement, which makes no provision for commitments in terms of lock-up or votes in respect of the shares syndicated to it. The parties confirm their shared interest in the Mediobanca Group's growth, with a view to ensuring unified management in accordance with its traditions of autonomy and independence. The agreement governs the means by which the parties meet to share reflections and considerations regarding the Group's performance, without prejudice to the principle of full parity of information versus the market. The parties also recognize that the preferred practice is for the outgoing Board to submit a list of Directors to be reappointed to the Board, as already provided for in the Articles of Association. The agreement is valid until 31 December 2024 and is automatically renewed for further three-year periods between those parties who have not given notice of their intention to withdraw from it at least three months prior to the original or extended date of expiry. The agreement is filed with the Milan companies' register, and an excerpt from it may be found on the Bank's institutional website at: <https://www.mediobanca.com/en/corporate-governance/main-shareholders/shareholder-consultation-agreement.html>.

II.4 Description of activities performed

As provided by Article 3 of the Company's Articles of Association, its purpose is to raise funds and provide credit in any of the forms permitted, especially medium- and long-term credit to corporates.

Article 3

¹ Mediolanum, FIN.PRIV., Monge & C., Gavio group, Ferrero group, Pecci group, Angelini Investments, Finprog Italia (Doris), Sinpar (Lucchini), Fin.Fer. (Pittini), Vittoria Assicurazioni, Mais (Seragnoli), Romano Minozzi.



1. *The purpose of the Company shall be to raise funds and provide credit in any of the forms permitted, especially medium- and long-term credit to corporates.*

Within the limits laid down by current regulations, the Company may execute all banking, financial and intermediation-related transactions and/or services and carry out any transaction deemed to be instrumental to or otherwise connected with achievement of the Company's purpose.

2. *As part of its supervisory and co-ordinating activities in its capacity as parent company of the Mediobanca Banking Group within the meaning of Article 61, paragraph 4, of Legislative Decree No. 385 dated 1 September 1993, the Company shall issue directives to member companies of the Group to comply with instructions given by the Bank of Italy in the interests of maintaining the Group's stability.*

II.5 Indication of the number and categories of shares in the Issuer held by the Promoter and by companies belonging to the same group (controlling entities, controlled entities and/or entities subject to joint control) as the Promoter, including specification of ownership title, and the respective percentage of the share capital held by them. Indication of shares in respect of which voting rights can be exercised.

On 14 June 2022, the share buyback scheme authorized as ordinary business by Shareholders at the AGM held on 28 October 2021 and by the European Central Bank on 11 November 2021, to finance possible acquisitions, execute share-based payment schemes for Group staff, for sale on the market and over-the-counter (OTC), and for cancellation. Mediobanca bought back a total of 25,871,097 shares, equal to 2.99% of the share capital, for a total outlay of €241.4m.

On 2 September 2022 a total of 16,500,000 treasury shares held by the Bank were cancelled (with no reduction of the share capital) as a result of the share buyback scheme approved at the AGM held in 2021.

As at the date of the Prospectus, Mediobanca owns a total of 8,454,929 treasury shares, equal to approx. 1% of the Company's share capital.

II.6 Rights of usufruct or pledge established over shares in the Issuer or securities lending or repo contracts entered into in respect of the same shares, with an indication of the number of shares involved and the party which holds the related voting rights

Mediobanca has not established any right of usufruct or pledge over its own shares, or entered into **securities lending or** repo transactions in respect of them.



II.7 Financial positions taken by the Promoter through financial instruments or derivative contracts which have shares in the Issuer as the underlying instrument

As at the date of the Prospectus, neither the Promoter nor the companies forming part of its group have taken financial positions through instruments or derivative contracts with Mediobanca shares as the underlying instrument.

II.8 Description of any situations of conflict of interest as defined by Article 135-decies of the Italian Finance Act, and any other possible situation of conflict of interest that the Promoter has, directly or indirectly, with the Issuer, specifying the subject and extent of said interests

The Promoter, or the party intending to promote the Solicitation of voting proxies, is Mediobanca, which is also the Issuer of the shares for which the voting proxies are being requested. As the Promoter and the Issuer are the same, under the regulations in force:

- ◆ Where the voting instructions given by the solicited party do not conform to the Proposal made by the Promoter, the latter – through the Appointed Party – is bound in any case to vote against its own Proposal; accordingly, if the solicited party has issued proxy to vote in favour of different proposals – including with reference to the list of candidates put forward for appointment to the new management body – from those formulated by the Promoter, the Appointed Party shall vote in absolute conformity with the instructions received from the party that has adhered to the Solicitation;
- ◆ The Promoter – via the Appointed Party – may not under any circumstances vote differently from the instructions received from the solicited party, not even in the event of material circumstances unknown at the time when the proxy was issued and which cannot be disclosed to the solicited party, of such a kind as to give reason to believe that the solicited party, had it known them, would have issued different voting instructions.

No conflicts of interest apply to the Appointed Party pursuant to Article 135-decies of the Italian Finance Act, as far as the Promoter is aware.

II.9 Indication of any financing received to promote the Solicitation

The Promoter has not received any financing in order to promote the Solicitation.

II.10 Indication of possible replacements

The sole Appointed Party is Morrow Sodali.

For purpose of the Solicitation, collection and exercise of the proxy, the Promoter will be assisted by the Appointed Party represented by the following persons:

- ◆ Andrea Di Segni, born in Rome on 17/4/1966, tax identification code DSGNDR66D17H501N
- ◆ Fabio Bianconi, born in Urbino on 14/5/1980, tax identification code BNCFBA80E14L500I



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- ◆ Renato Di Vizia, born in Capaccio (Salerno) on 26/8/1970, tax identification code DVZRNT70M26B644G
- ◆ Iolanda Casella, born in Salerno on 18/11/1982, tax identification code CSLND82S58H703T

jointly and severally, in relation to whom, as far as the Promoter is aware, none of the situations contemplated in Article 135-decies of the Italian Finance Act applies.



SECTION III – INFORMATION ON THE VOTE ITSELF

III.1 Indication of the specific proposed resolutions, i.e. any recommendations, statements or other guidance intended to accompany the request to confer proxy

The Solicitation promoted by Mediobanca regards item no. 2 on the agenda as ordinary business, contained in the AGM Notice of Meeting, and is intended to have the following proposed resolution approved:

Items on the agenda as ordinary business in respect of which the Solicitation is being sought	Promoter's proposed resolution Vote solicited
Item no. 2 on the agenda - Appointment of Board of Directors for 2024-26 three-year period a. Establishment of number of Directors	IN FAVOUR of the proposal to establish the number of members of the Issuer's Board of Directors as 15.
Item no. 2 on the agenda - Appointment of Board of Directors for 2024-26 three-year period b. Appointment of Directors	IN FAVOUR of List no. 1 submitted by the Board of Directors with the following candidates: 1) Renato Pagliaro 2) Alberto Nagel 3) Laura Cioli (*) 4) Valérie Hortefeux (*) 5) Francesco Saverio Vinci 6) Laura Penna (*) 7) Vittorio Pignatti Morano (*) 8) Angel Vilà Boix (*) 9) Virginie Banet (*) 10) Marco Giorgino (*) 11) Mana Abedi (*) 12) Maximo Ibarra (*) 13) Simonetta Iarlori (*) 14) Mimi Kung (*) 15) Stefano Parisse (*) (*) Independent Director



<p>Item no. 2 on the agenda - Appointment of Board of Directors for 2024-26 three-year period</p> <p>c. Establishment of their annual remuneration</p>	<p style="text-align: center;">IN FAVOUR</p> <p>of the proposal to establish the gross annual compensation payable to the Board of Directors as €2.5m, such amount not including the compensation paid as earnings to any Directors who are employees of the Mediobanca Group under the terms of their employment contracts, or the remuneration payable to Directors with special positions (including the Chairman) pursuant to Article 2389(3) of the Italian Civil Code, to be established by the Board itself.</p>
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The documentation in respect of List no. 1 submitted by the Board of Directors is available at the Company's registered office and on websites www.emarketstorage.com e www.mediobanca.com (Governance/General Meetings/General Meeting 2023).

III.2 Indication of the reasons why the Promoter proposes voting in the way described in the Prospectus and the Proxy Form. Indication of any programmes regarding the Issuer in connection with the Solicitation

This section contains, under letters a), b) and c) below, the reasons for the Proposals formulated by the Promoter which form the subject of the Solicitation, regarding the number, appointment of members of the Board of Directors, and the remuneration payable to them.

Given the fact that the Promoter and the Issuer are the same, for an exhaustive illustration of the Proposal put forward by the Board of Directors, Shareholders are invited to read the Board of Directors' report on item no. 2 on the agenda as ordinary business, which is published on the Issuer's website.

The Promoter invites Shareholders to issue a proxy to vote in favour of approving the Proposals made by the Mediobanca Board with regard to the appointment of the Board of Directors, in particular as follows:

a) Confirmation of the number of Directors as 15, with a majority qualifying as independent, in accordance with the guidance issued in the Report on the qualitative and quantitative composition of the Board of Directors

The Promoter invites Shareholders to issue a proxy to vote in favour of approving the Proposal made by the Board of Directors to establish the number of members of the management body for FY 2024-26 as fifteen. The proposed number of Directors, which is identical to that of the current Board, enables a broad spectrum of competences to be represented, with a balanced composition of the Board Committees, and effective supervision by the independent Directors which will benefit the internal debate.



b) Appointment of members of the Board of Directors

List no. 1 submitted by the outgoing Board of Directors in accordance with Article 15 of the Articles of Association (available at www.mediobanca.com – Governance/General Meetings/General Meeting 2023), consisting of:

- 1) Renato Pagliaro
- 2) Alberto Nagel
- 3) Laura Cioli (*)
- 4) Valérie Hortefeux (*)
- 5) Francesco Saverio Vinci
- 6) Laura Penna (*)
- 7) Vittorio Pignatti Morano (*)
- 8) Angel Vilà Boix (*)
- 9) Virginie Banet (*)
- 10) Marco Giorgino (*)
- 11) Mana Abedi (*)
- 12) Maximo Ibarra (*)
- 13) Simonetta Iarlori (*)
- 14) Mimi Kung (*)
- 15) Stefano Parisse (*)

(*) Independent Director

The candidates were selected following the Process performed under the supervision of the Board of Directors which took the decisions regarding the List's formation and presentation, with the assistance of the Appointments Committee and advisors.

The Lead Independent Director, as the point of contact for co-ordinating the independent Directors' requests and contributions, assisted the Appointments Committee in performing the Process.

The Board of Directors of Mediobanca has overall responsibility for management of the entire Group and the governance rules and mechanisms that ensure its sound and prudent management. Accordingly, its composition is of crucial importance, in particular with regard to the role of the independent Directors, which is to promote sound and constructive dialogue



regarding the management's proposals, ensuring that decisions are taken in the interests of all stakeholders.

The list drawn up by the Board:

- ◆ Consists of fifteen Directors, the number considered to be appropriate to the size and complexity of the Bank's organizational structure;
- ◆ Is made up as to 80% of Directors who qualify as independent according to the Articles of Association, with 47% from the less represented gender;
- ◆ More than half of its members are from the outgoing Board in order to ensure stability and effectiveness in the Bank's management, in particular for purposes of implementing the new 2023-26 Strategic Plan approved in May 2023, and the Board Committees' activities;
- ◆ Increases the level of diversity and experience, with a higher number of international profiles (which have increased from three to six) and has specialist and diversified competences in the area of banking risks;
- ◆ Includes candidates with professional skills which are adequate for the roles they are called to fill, including as part of members of Board committees.

If List no. 1 submitted by the Board of Directors is approved by the shareholders, this will enable the Board to perform the role assigned to it effectively in pursuit of the objectives contained in the 2023-26 Strategic Plan to the advantage of all the Shareholders and indeed all the Bank's stakeholders.

The documentation in respect of the list submitted by the outgoing Board of Directors, including the Process followed for its formation and submission, is available on the issuer's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023).

The CV of each candidate included in List no. 1 is **also** included in Annex B of the Prospectus and has been published on the Issuer's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023).

c) Establishment of their annual remuneration

The total remuneration payable to the Board of Directors has been set at €2,500,000, not including the compensation payable to Directors who are Mediobanca Group employees under the terms of their employment contracts, and the remuneration payable to Directors with special duties (including the Chairperson) pursuant to Article 2389(3) of the Italian Civil Code which is established by the Board itself.

The proposed remuneration, which is in line with that paid by the leading banks of comparable complexity, reflects the need to ensure that professional figures of high standing are represented on the Board, in view of the commitment required by Directors as part of the Board committees as well, and the responsibilities entailed by their role.



III.3 Proxy and proposed vote recommended by the Promoter

Given that the Solicitation of proxies is promoted by Mediobanca, which, in the Solicitation performs the role of Promoter, it is bound, in accordance with the provisions of Article 138(2) of the Regulations for Issuers, to vote, through the Appointed Party, even if the voting instructions contained in the proxy do not conform to its own proposals as illustrate in sections III.1 and III.2.

Therefore, if the solicited party has issued a proxy to vote differently from the Proposals formulated by the Promoter, the Appointed Party shall vote in absolute compliance with the instructions received from the party adhering to the Solicitation.

III.4 Other information

There is no other information to disclose.

SECTION IV – INFORMATION ON PROXY ISSUE AND REVOCATION

IV.1 Proxy validity requirements

For the proxy to be valid, the Proxy Form must be undersigned and dated:

- ◆ If the undersigned is an individual, by the individual entitled to vote at the AGM;
- ◆ If the undersigned is a company, by the party legally authorized to represent the company entitled to vote at the AGM.

IV.2 Deadline for sending proxy to the Promoter

The Proxy Form attached to the Prospectus as Annex "A" must reach the Promoter, via the Appointed Party, duly completed, dated and undersigned, by 11.59 p.m. on 26 October 2023, by one or other of the following means:

- ◆ By **email** to the following address: assemblea.mediobanca@investor.morrowsodali.com
- ◆ By **certified email (PEC)** to the following address: morrowsodali@legalmail.it
- ◆ By post via a letter sent by **recorded delivery**, courier or delivered by hand, to the following address: Morrow Sodali S.p.A. - Via XXIV Maggio 43, 00187 Rome, Italy, marked for the attention of: Retail Department.

If the proxy is sent via email, without prejudice to the validity of the proxy thus sent, shareholders are recommended to send the original by post or deliver it by hand to the Appointed Party in any case, or to send an information document signed electronically in accordance with the provisions of Article 20, paragraph 1-bis and 1-ter, of Italian Legislative Decree no. 82 of 7 March 2005.

The following must be sent together with the Proxy Form:

- ◆ For **individuals, a photocopy of their identity card;**



- ◆ For **companies** or other entities, a copy of the **certificate issued by the Companies' Register** or the special powers of attorney or another such deed which shows clearly the powers to represent the company vested in the person signing the Proxy Form; **a photocopy of the identity card of the person signing the Proxy Form**;
- ◆ A copy of the **notification required under Article 83-sexies of the Italian Finance Act** sent by the intermediaries to the Issuer.

With reference to participation and voting by parties entitled to do so, it should be noted that:

- ◆ Under Article 83-sexies of the Italian Finance Act, the right to participate in the Annual General Meeting and to vote thereat are proven by a notification to be sent to the Issuer by an intermediary which is a member of the centralized management system operated by Monte Titoli S.p.A., on behalf of the party entitled to vote, based on the evidence as at the end of the accounting day for the seventh open market day prior to the date set for the Annual General Meeting itself (in this case **19 October 2023 – the “Record Date”**);
- ◆ Only those parties who are proven to be authorized to vote as at the Record Date (**19 October 2023**), will be authorized to take part in and vote at the Annual General Meeting.

The Promoter disclaims all liability in the event of failure to vote in respect of proxies received after the date and time stated in this section (IV.2) and/or of proxies which, despite being received by the deadline, are not fully compliant with the provisions of the law.

Parties entitled to vote who issue proxies must ask their intermediary to notify the Issuer within the terms and by the means stipulated in the regulations in force, providing proof of their right to participate in the Annual General Meeting and to vote thereat.

Shareholders are reminded that, pursuant to Article 135-*novies*, paragraph 2, of the Italian Finance Act, if the Shareholder owns shares deposited in different securities deposit accounts, they may issue proxies to different representatives for each account concerned; or alternatively, they may issue a proxy to a single representative for all the accounts.

IV.3 Impossibility of the Promoter voting differently from the proposal

The Promoter, under the regulations in force, may not under any circumstances vote differently from the instructions provided in the Proxy Form, may not under any circumstances vote differently from the instructions received from the solicited party, not even in the event of material circumstances unknown at the time when the proxy was issued and which cannot be disclosed to the solicited party, of such a kind as to give reason to believe that the solicited party, had it known them, would have issued different voting instructions.

IV.4 Proxy revocation

The proxy may be rescinded at any time by issuing a declaration in writing for the Promoter's attention, once again via the Appointed Party, by the means described in section IV.2 above,



MEDIORANCA

by and no later than 11.59 p.m. on 26 October 2023 and in any case by the day prior to the day set for the AGM.

* * *

DECLARATION OF RESPONSIBILITY

Without prejudice to the information regarding the items on the agenda made available by the Issuer as required by the regulations in force, the Promoter hereby declares that the information contained in the Prospectus and the Proxy Form attached to the Prospectus as Annex "A", are adequate to enable the solicited party to take a decision regarding the issue of the proxy on an informed basis.

The Promoter is responsible for the exhaustiveness of the information released in the course of the Solicitation.

* * *

The Prospectus has been sent to Consob at the same time as the Solicitation is being released to its recipients.

Milan, 27 September 2023

The Promoter

Mediobanca – Banca di Credito Finanziario S.p.A.



MEDIOBANCA

ANNEX A

PROXY FORM

FOR THE SOLICITATION OF PROXIES PROMOTED BY

MEDIOBANCA S.p.A.

In relation to the Prospectus for the Solicitation published on 27 September 2023

This Proxy Form was updated on 5 October 2023

Mediobanca – Banca di Credito Finanziario S.p.A. (“**Mediobanca**”, the “**Promoter**”, the “**Issuer**”, or the “**Company**”), a company incorporated under Italian law with registered office at Piazzetta Enrico Cuccia 1, Milan, Italy, tax identification code and registration no. in the Milan Companies’ Register 00714490158, registered as a bank and a banking group under registration no. 10631, and parent company of the Mediobanca Banking Group, intends to promote a proxy solicitation with reference to the Annual General Meeting, ordinary and extraordinary, of shareholders in Mediobanca (the “**AGM**”), called to take place in a single session on 28 October 2023, by the means and on the terms set forth in the Notice of Meeting published on its website on 15 September 2023.

The proxy must reach the Promoter, via Morrow Sodali S.p.A. (the “**Appointed Party**”) by and no later than 11.59 p.m. on 26 October 2023, by one of the following means:

- ◆ By **email** to the following address: assemblea.mediobanca@investor.morrowsodali.com
- ◆ By **certified email (PEC)** to the following address: morrowsodali@legalmail.it
- ◆ By post via a letter sent by **recorded delivery**, courier or delivered by hand, to the following address:

*Morrow Sodali S.p.A.
Via XXIV Maggio, 43
00187 Rome
Italy*

Marked for the attention of: Retail Department.

The proxy may be rescinded at any time by issuing a declaration in writing for the Promoter’s attention, by and no later than 11.59 p.m. on 26 October 2023 and in any case by the day prior to the day set for the AGM, by the following means:

- ◆ By **email** to the following address: assemblea.mediobanca@investor.morrowsodali.com
- ◆ By **certified email (PEC)** to the following address: morrowsodali@legalmail.it
- ◆ By post via a letter sent by **recorded delivery**, courier or delivered by hand, to the following address:

*Morrow Sodali S.p.A.
Via XXIV Maggio, 43
00187 Rome
Italy*

Marked for the attention of: Retail Department.



The signing of this form shall not entail any expense for the party issuing the proxy

Individual issuing the proxy

The undersigned.....(name and surname)
born at..... on, resident in(city),
in.....(address)
Tax identification code.....
Tel. no.; email.....

(please attach photocopy of valid ID document for the person issuing the proxy)

Entity issuing the proxy

..... (entity corporate name)
with registered office in in(city)
.....(address)
Tax identification code. / P.IVA
.....
Tel. no.....; email.....

As represented by the representative-at-law in force at the time

(attach the following documentation: photocopy of the certificate issued by the Companies' Register or the special powers of attorney or other such deed which shows clearly the powers to represent the company vested in the person signing the Proxy Form in the name and on behalf of the company/other entity); a photocopy of the identity card of the person signing the Proxy Form)

recorded as being authorized to vote at the ordinary AGM as at 19 October 2023 (the "Record Date") in their capacity as:

.....
(owner of the shares, secured creditor, receiver of contango, usufructuary, custodian, manager, legal representative or attorney with powers to sub-delegate)

To be completed at the issuing party's discretion:

- Notification no. (reference to notification issued by the intermediary)



- Identification codes, if any

HAVING NOTED the possibility that the proxy being issued to the Promoter contains voting instructions on only some of the proposals for the items on the agenda;

HAVING NOTED THAT, pursuant to Article 138(2) of the Regulations for Issuers, where the voting instructions issued by the solicited party do not conform to the Proposals made by the Promoter, the latter shall proceed to vote, via the Appointed Party, in accordance with the instructions received, even if these differ from the Proposals referred to above; accordingly, if the solicited party has issued a proxy to vote on proposals which differ – *inter alia* in relation to the list of candidates for appointment to the Board of Directors – from those formulated by the Promoter, the Appointed Party shall proceed to vote in absolute accordance with the instructions received from the party that adhered to the Solicitation;

HAVING SEEN the reports by the Board of Directors of Mediobanca on the items on the agenda for the AGM as ordinary business and the Proposals or proposed resolutions contained in them;

HAVING SEEN the Prospectus regarding the Solicitation, with reference in particular to the possible existence of conflicts of interest;

HEREBY DELEGATES

the Promoter, and on its behalf the Appointed Party for the Solicitation and collection of proxies and exercise of voting rights with registered office in Via XXIV Maggio 43, Rome, Italy, or, each of the following persons indicated by the Appointed Party, in relation to whom, so far as Mediobanca is aware, none of the situations referred to in Article 135-*decies* of Italian Legislative Decree no. 58 of 24 February 1998 (the “**Italian Finance Act**”) applies:

- Andrea Di Segni, born in Rome on 17/4/1966, tax identification code DSGNDR66D17H501N
- Fabio Bianconi, born in Urbino on 14/5/1980, tax identification code BNCFBA80E14L500I
- Renato Di Vizia, born in Capaccio (Salerno) on 26/8/1970, tax identification code DVZRNT70M26B644G
- Iolanda Casella, born in Salerno on 18/11/1982, tax identification code CSLLND82S58H703T

to participate in and vote at the AGM referred to above as per the instructions provided below with reference to shares recorded in securities deposit account no. held with (*depository bank*) ABI bank code CAB bank code.....

Shareholders are reminded that under Article 135-novies of the Italian Finance Act, if the shareholder owns shares deposited in different securities deposit accounts, they may issue a proxy to a different representative for each securities deposit account, or alternatively appoint a single representative for all the accounts.



A) RESOLUTIONS COVERED BY THE SOLICITATION

The Promoter intends to perform the Solicitation for proxies to vote in respect of the following items on the agenda for the AGM as ordinary business:

Item no. 2. a) on the agenda for the AGM - Ordinary business - **Appointment of Board of Directors for 2024-26 three-year period – Establishment of number of Directors:**

ISSUES A PROXY **TO VOTE IN FAVOUR OF THE PROPOSAL put forward by the Promoter** to establish the number of Directors on the new Board as fifteen

ISSUES A PROXY **TO VOTE FOR A DIFFERENT PROPOSAL,**
namely.....

.....

ISSUES A PROXY **TO VOTE AGAINST ALL THE PROPOSALS** regarding item no. 2 a) on the agenda – Ordinary business

ISSUES A PROXY **TO ABSTAIN** from voting on item no. 2. a) on the agenda – Ordinary business

ISSUES NO PROXY

Item no. 2. b) on the agenda for the AGM – Ordinary business - **Appointment of Board of Directors for 2024-26 three-year period – Appointment of Directors:**

ISSUES A PROXY **TO VOTE IN FAVOUR OF THE PROPOSAL PUT FORWARD BY THE PROMOTER, NAMELY, OF LIST NO. 1 SUBMITTED BY THE BOARD OF DIRECTORS, CONTAINING THE FOLLOWING CANDIDATES:**

1. Renato Pagliaro
2. Alberto Nagel
3. Laura Cioli (*)
4. Valérie Hortefeux (*)
5. Francesco Saverio Vinci



6. Laura Penna (*)
7. Vittorio Pignatti Morano (*)
8. Angel Vilà Boix (*)
9. Virginie Banet (*)
10. Marco Giorgino (*)
11. Mana Abedi (*)
12. Maximo Ibarra (*)
13. Simonetta Iarlori (*)
14. Mimi Kung (*)
15. Stefano Parisse (*)

(*) *Independent Directors*

- ISSUES A PROXY **TO VOTE FOR LIST NO. 2 SUBMITTED BY DELFIN S.À R.L.**
- ISSUES A PROXY **TO VOTE FOR LIST NO. 3 SUBMITTED BY A GROUP OF INVESTORS**
- ISSUES A PROXY **TO VOTE AGAINST ALL THE LISTS** submitted
- ISSUES A PROXY **TO ABSTAIN** from voting on item no. 2. b) on the agenda
- ISSUES NO PROXY

Item no. 2. c) on the agenda for the AGM – Ordinary business - **Appointment of Board of Directors for 2024-26 three-year period – Establishment of their annual remuneration:**

- ISSUES A PROXY **TO VOTE IN FAVOUR OF THE PROPOSAL** put forward by the Promoter to establish the gross annual remuneration payable to the Board as €2,500,000
- ISSUES A PROXY **TO VOTE FOR A DIFFERENT PROPOSAL,**
namely.....
.....
- ISSUES A PROXY **TO VOTE AGAINST ALL THE PROPOSALS** regarding Item no. 2 c) on the agenda – Ordinary business



ISSUES A PROXY **TO ABSTAIN FROM VOTING** on item no. 2. c) on the agenda

ISSUES NO PROXY

B) Section not applicable as the Promoter is also the Company and the Issuer.

C) OTHER RESOLUTIONS (not covered by the Solicitation)

Ordinary business

1. Financial statements as at 30 June 2023, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:

a. Approval of financial statements for the year ended 30 June 2023

IN FAVOUR AGAINST ABSTAIN NO PROXY ISSUED

b. Allocation of profit for the year and distribution of dividend

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

3. Appointment of Statutory Audit Committee for 2024-26 three-year period:

a. Appointment of Directors and Committee Chairperson

IN FAVOUR OF LIST NO. 1 SUBMITTED BY SHAREHOLDER DELFIN S.À R.L.

IN FAVOUR OF LIST NO. 2 SUBMITTED BY A GROUP OF INVESTORS

AGAINST ¹ ABSTAIN ¹ NO PROXY ISSUED

b. Establishment of their annual remuneration

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

4. Proposed authorization to buy and dispose of treasury shares.

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

5. Remuneration:

a. Group Remuneration Policy and Report - Section I - Mediobanca Group Remuneration Policy FY 2023-24

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

b. Group Remuneration Policy and Report - Resolution not binding on Section II - Group Remuneration Report FY 2022-23

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED



c. 2023-24 incentivization system based on financial instruments (annual performance share scheme)

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

d. Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

e. Employee Share Ownership and Coinvestment Plan 2023-2026 ("ESOP 2023-26") for Mediobanca Group Staff

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

Extraordinary business

1. Cancellation of treasury shares with no reduction of share capital; Article 4 of the company's Articles of Association to be amended accordingly and related resolution

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

2. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 3 million ordinary shares to be reserved to Mediobanca Group employees who are recipients of the Long-Term Incentive Plan 2023-26 included as item no. 5 d) on the agenda as ordinary business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

3. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 1 million ordinary shares to be reserved for use in connection with the Employee Share Ownership Plan 2023-26 included as item no. 5 e) on the agenda as ordinary business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

4. Proposal to amend Article 33 of the company's Articles of Association (interim dividend); related resolutions

IN FAVOUR OF THE BOARD'S PROPOSAL AGAINST ABSTAIN NO PROXY ISSUED

¹⁾ AGAINST or ABSTAIN for all lists

If **circumstances unknown** (*) at the time when the proxy is issued materialize, the undersigned, with reference to:

Item no. 1. a) on the agenda for the AGM – Ordinary business:

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:



- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 1. b) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 3. a) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR OF LIST NO. _____ FOR THE APPOINTMENT OF CANDIDATES TO THE STATUTORY AUDIT COMMITTEE SUBMITTED BY
- AGAINST ALL THE LISTS
- ABSTAIN

Item no. 3. b) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- IN FAVOUR OF A DIFFERENT PROPOSAL FROM THE ONE PUT FORWARD BY THE BOARD, namely.....
- ABSTAIN

Item no. 4 on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:



- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 5. a) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 5. b) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 5. c) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 5. d) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST



- ABSTAIN

Item no. 5. e) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 1 on the agenda for the AGM – Extraordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS

- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 2 on the agenda for the AGM – Extraordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 3 on the agenda for the AGM – Extraordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

Item no. 4 on the agenda for the AGM – Extraordinary business:



- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

(*) In cases where material circumstances occur, unknown at the time when the proxy was issued and which cannot be disclosed to the solicited party, it is possible to choose between: a) confirming the voting instructions already issued; b) amending the voting instructions already issued; c) revoking the voting instructions already issued. If no choice is made, the voting instructions already issued shall be construed as being confirmed.

(**) Pursuant to Article 138(6) of the Regulations for Issuers, in relation to the proposed resolutions for which no voting instructions have been issued, the shares will nonetheless be counted for purposes of establishing a quorum at the AGM; however, the same shares will not be calculated for purposes of establishing the majority and the share of the capital required for the resolutions to be approved.

In the event of **amendments** or **additions** to the resolutions submitted to the approval of shareholders at the AGM being put to a vote(***) the undersigned, with reference to:

Item no. 1. a) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 1. b) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 3. a) on the agenda for the AGM – Ordinary business:



- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR OF LIST NO. _____ FOR THE APPOINTMENT OF CANDIDATES TO THE STATUTORY AUDIT COMMITTEE SUBMITTED BY
- AGAINST ALL THE LISTS
- ABSTAIN

Item no. 3. b) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 4 on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 5. a) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 5. b) on the agenda for the AGM – Ordinary business:

- CONFIRMS THE INSTRUCTIONS



REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 5. c) on the agenda for the AGM – Ordinary business:

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 5. d) on the agenda for the AGM – Ordinary business:

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 5. e) on the agenda for the AGM – Ordinary business:

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 1 on the agenda for the AGM – Extraordinary business:

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS



- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 2 on the agenda for the AGM – Extraordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 3 on the agenda for the AGM – Extraordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

Item no. 4 on the agenda for the AGM – Extraordinary business:

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(**)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of
- AGAINST
- ABSTAIN

(**) Pursuant to Article 138(6) of the Regulations for Issuers, in relation to the proposed resolutions for which no voting instructions have been issued, the shares will nonetheless be counted for purposes of establishing a quorum at the AGM; however, the same shares will not be calculated for purposes of establishing the majority and the share of the capital required for the resolutions to be approved.

(***) In cases where amendments or additions to the resolutions submitted to the approval of shareholders at the AGM are required, it is possible to choose between: a) confirming the voting instructions already issued; b) amending the voting instructions already issued; c) revoking the voting instructions already issued. If no choice is made, the voting instructions already issued shall be construed as being confirmed.



MEDIOBANCA

The undersigned (*surname and name of signatory **only if different from the owner of the shares***)

.....

is signing the Proxy Form in their capacity as (*check relevant box*):

Secured creditor; receiver of contango; Usufructuary; Custodian; Manager; Legal representative or attorney with powers to sub-delegate

Place _____ Date _____

Signature _____

Mediobanca S.p.A. shall process the data subjects' personal data in accordance with the provisions of the Information Notice on data privacy published on its website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023).



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ANNEX B

**CURRICULUM VITAE
OF MEMBERS OF LIST NO. 1**

RENATO PAGLIARO

Nato a Milano il 20 febbraio 1957

Formazione

- Aprile 1981 Laurea in Economia Aziendale presso l'Università Bocconi con la votazione di 110/110 e lode
- 1982 Abilitazione alla professione di Dottore Commercialista e iscrizione all'Albo dei Dottori Commercialisti di Milano
- Gennaio 1993 Iscrizione nel Registro dei revisori contabili

Percorso professionale

- 1981 - Assunzione in Mediobanca - Servizio Analisi Gestionali
Controllo di gestione di taluni primari gruppi industriali italiani, clienti dell'Istituto. Advisory in operazioni di finanza aziendale.
- 1991 - Dirigente - Servizio Partecipazioni e Affari Speciali
Verifica del rendimento delle partecipazioni azionarie non di tesoreria (controllate e partecipate) e del loro andamento gestionale; istruttoria dei progetti di acquisizione/cessione di partecipate; assistenza nelle operazioni di finanza straordinaria; sviluppo delle iniziative nel campo del private equity.
- 1997 - Direttore Centrale - Capo Servizio Partecipazioni e Affari Speciali
- 2002 - Vice Direttore Generale
- 2003 - Condirettore Generale - Segretario del Consiglio di Amministrazione
- 2007 - 2008 Presidente del Consiglio di Gestione (sistema dualistico adottato dal 27 giugno 2007 al 28 ottobre 2008)
- 2008 - 2010 Direttore Generale
- 2008 - ad oggi, Consigliere di Amministrazione
- 2010 - ad oggi, Presidente del Consiglio di Amministrazione (1)

Incarichi di Amministratore

società quotate

- dal 1997 al 1999 Snia BPD *
- dal 1997 al 2002 La Fondiaria Assicurazioni *
- dal 2000 al 2011 RCS MediaGroup (già HdP - Holding di Partecipazioni Industriali) *
- dal 2004 al 2013 Telecom Italia *

(1) Cessazione dal rapporto di lavoro dipendente con Mediobanca in data 28 febbraio 2022.



– dal 2008 al 2013 Pirelli & C.

* membro del Comitato Esecutivo

società non quotate

Amministratore

– dal 2018 al 2020 Istituto Europeo di Oncologia S.r.l.

Sindaco Effettivo

– dal 1993 al 2017 Istituto Europeo di Oncologia S.r.l.

Associazioni e Fondazioni (senza finalità di lucro)

– dal 2008 ad oggi Fondazione "Giancarla Vollarò"

– dal 2010 al 2018 Associazione Bancaria Italiana

Competenze

Nel settore bancario:

- Corporate Finance, Investment Banking, Lending, Wealth Management, Consumer Banking, Controllo di gestione
- Governo dei rischi (compresi i rischi ambientali)
- Sistemi di controllo interno; compliance, antiriciclaggio e audit interno
- Governance bancaria
- Pianificazione, anche in chiave di allocazione strategica del capitale regolamentare ed economico e di misurazione dei rischi
- Contabilità bancaria e reporting
- Competenze legali e di regolamentazione, contesto normativo di riferimento
- Risorse umane, sistemi e politiche di remunerazione

In generale:

- Capacità manageriali ed esperienza imprenditoriale
- Macroeconomia, economia e finanza anche internazionale
- Conoscenza dell'industria italiana e delle principali imprese
- Analisi di investimento
- Contabilità e controllo di gestione di imprese industriali e finanziarie
- Tematiche di sostenibilità

20 settembre 2023

Luigi Pagliaro

RENATO PAGLIARO

Date of birth: 20 February 1957; place of birth: Milan, Italy

Education

- April 1981 Graduated in Economics and Business from Bocconi University, Milan with first class (110/110 with distinction)
- 1982 Qualified as chartered accountant and registered in Milan chartered accountants register
- January 1993 Registered as an auditor

Career to date

1981 - Joined Mediobanca - Business Analysis

Control and planning for various leading Italian industrial groups which were clients of Mediobanca. Advisory services in corporate finance transactions.

1991 - Manager – Equity Investments and M&A

Review of returns on equity investments not held for trading purposes (subsidiaries and associates) and their earnings performances; preliminary analysis for projects to acquire/dispose of Group companies; assistance in executing M&A deals; development of initiatives in the private equity area.

1997 - Central Manager – Head of Equity Investments and M&A

2002 - Deputy General Manager

2003 - Co-General Manager – Secretary to the Board of Directors

2007-2008 Chairman of Management Board (dualistic governance system adopted from 27 June 2007 to October 2008)

2008-2010 General Manager

2008-to present Director

2010-to present, Chairman of the Board of Directors (1)

Positions held as Director

Listed companies

- From 1997 to 1999 Snia BPD*
- From 1997 to 2002 La Fondiaria Assicurazioni*
- From 2000 to 2011 RCS MediaGroup (previously HdP – Holding di Partecipazioni Industriali)*

(1) Ceased to be an employee of Mediobanca on 28 February 2022.

vn-

- From 2004 to 2013 Telecom Italia*
- From 2008 to 2013 Pirelli & C.

* Member of Executive Committee

Unlisted companies

Director

- From 2018 to 2020 Istituto Europeo di Oncologia S.r.l.

Statutory Auditor

- From 1993 to 2017 Istituto Europeo di Oncologia S.r.l.

Associations and foundations (non-profit-making)

- From 2008 Fondazione "Giancarla Vollaro"
- From 2010 to 2018 Associazione Bancaria Italiana

Competences

Banking sector:

- Corporate Finance, Investment Banking, Lending, Wealth Management, Consumer Banking, Planning and Control
- Risk governance (including environmental risk)
- Internal control systems; compliance, AML and internal audit
- Banking governance
- Planning, including in terms of strategic allocation of regulatory and economic capital and risk measurement
- Bank and financial accounting
- Legal and regulatory competences; reference regulatory framework
- HR, remuneration systems and policies

General:

- Management capabilities and business experience
- Macroeconomics, economics and finance, including international economics
- Knowledge of Italian industry and leading industrial companies
- Investment analysis
- Accounting and planning and control for industrial and financial companies
- Sustainability issues

20 September 2023

Roberto Paganini

ALBERTO NICOLA NAGEL

Nato a Milano, il 7 giugno 1965

Formazione

1990: Laurea in Economia Aziendale Università Bocconi – Milano

1984: Maturità Classica - Milano

Esperienze professionali e posizione attuale

Assunto nel 1991 in Mediobanca (Servizio Finanziario), la sua carriera si è svolta all'interno del Gruppo Mediobanca con crescenti responsabilità fino a diventare Direttore Centrale nel febbraio del 1998, Vice Direttore Generale nell'aprile del 2002, Direttore Generale nell'aprile del 2003 e Amministratore Delegato nel luglio del 2007.

E' stato a capo della Segreteria Generale dell'Istituto dal 1997 e successivamente della Divisione Investment Banking del Gruppo sino al 2016.

Negli anni Novanta ha partecipato alle privatizzazioni italiane seguite da Mediobanca. Tra queste, le privatizzazioni di Enel (1999), BNL (1998), Banca di Roma (1999) e Finmeccanica (2000). Negli stessi anni ha partecipato ad alcune delle più grandi operazioni di M&A italiane. Nel 1994/95 ha curato l'Opa del Credito Italiano sul Credito Romagnolo; nel 1999 ha partecipato all'Opa dell'Olivetti su Telecom Italia e nel 2000/01 ha seguito l'Opa di Generali su INA. Si è occupato inoltre del processo di consolidamento delle Banche popolari italiane.

Alberto Nagel è stato sindaco delle Assicurazioni Generali negli anni compresi fra il 1996 e il 2004. Nel 2010 è stato nominato vicepresidente di Assicurazioni Generali. Dal luglio del 2000 all'aprile del 2012, è stato Consigliere di Amministrazione di Banca Esperia e, dal 2007 al 2012, Consigliere di Amministrazione dell'Associazione Bancaria Italiana (ABI).

Attuali cariche sociali

- Presidente Messier & Associés S.A.S. (1)
- Membro della Giunta Assonime dal 2012

Competenze

Nel settore bancario:

- Corporate Finance, Investment Banking, Lending, Wealth Management, Consumer Banking, Controllo di gestione
- Governo dei rischi (compresi i rischi ambientali)
- Sistemi di controllo interno; compliance, antiriciclaggio e audit interno
- Governance bancaria
- Pianificazione, anche in chiave di allocazione strategica del capitale regolamentare ed economico e di misurazione dei rischi
- Contabilità bancaria e reporting

(1) Gruppo Bancario Mediobanca

- Competenze legali e di regolamentazione, contesto normativo di riferimento
- Risorse umane, sistemi e politiche di remunerazione

In generale:

- Capacità manageriali ed esperienza imprenditoriale
- Macroeconomia, economia e finanza anche internazionale
- Mercati finanziari nazionali e internazionali
- Tematiche di sostenibilità

20 settembre 2023

Alhambra

ALBERTO NICOLA NAGEL

Date of birth: 7 June 1965; place of birth: Milan, Italy

Education

1990: Graduated in Economics and Business from Bocconi University, Milan

1984: High-school diploma (classical), Milan

Career to date and current position

Alberto Nagel joined Mediobanca in 1991, working in the Finance Division, and has spent his whole working life within the Group, taking on increasing degrees of responsibility as his career has progressed. He was promoted to Central Manager in February 1998, and appointed first as Deputy General Manager in April 2002, then General Manager in April 2003, and then Chief Executive Officer in July 2007.

He was head of the Bank's General Secretariat as from 1997, and later was Head of the Group's Investment Banking Division until 2016.

During the 1990s he took part in the large Italian privatizations managed by Mediobanca, including the privatizations of Enel (1999), BNL (1998), Banca di Roma (1999) and Finmeccanica (2000). During the same years he was involved in some of the largest M&A deals that took place in Italy: in 1994-95 he covered Credito Italiano's takeover of Credito Romagnolo; in 1999 he took part in Olivetti's takeover of Telecom Italia, and in 2000-01 he was involved in Assicurazioni Generali takeover bid for INA. He was also involved in the Italian mutual banks' consolidation process.

Alberto Nagel was Statutory Auditor of Assicurazioni Generali from 1996 to 2004. In 2010 he was appointed Deputy Chairman of Assicurazioni Generali. From July 2000 until April 2012 he served as Director of Banca Esperia, and from 2007 to 2012 Board member of the Italian Banking association (*Associazione Bancaria Italiana*, or ABI).

Positions held

- Messier & Associés S.A.S.¹ – Chairman
- Member of the council of the association of Italian listed companies (Assonime) since 2012

Competences

Banking sector:

- Corporate Finance, Investment Banking, Lending, Wealth Management, Consumer Banking, Planning and Control
- Risk governance (including environmental risk)
- Internal control systems; compliance, AML and internal audit
- Banking governance
- Planning, including in terms of strategic allocation of regulatory and economic capital and risk measurement

(1) Part of the Mediobanca Banking Group.

- Bank accounting and reporting
- Legal and regulatory competences; reference regulatory framework
- HR, remuneration systems and policies

General:

- Management capabilities and business experience
- Macroeconomics; economics and finance, including international
- Financial markets (national and international)
- Sustainability issues

20 September 2023

Alberto Ngil

Curriculum Vitae Laura Cioli

Dati Personali

Nome: Laura Cioli
Data di nascita: 10 Luglio 1963
Stato civile: Coniugata, 1 figlia

Formazione

1990 SDA Bocconi, Milano - Master in Business Administration
1988 Abilitazione alla professione di ingegnere.
1988 Università di Bologna - Laurea in Ingegneria Elettronica
Voto: 100/100 e lode

Esperienza Professionale- Executive

1/2022 – Oggi **Sirti Group – Chief Executive Officer**
Piena responsabilità del Gruppo Sirti, leader nello sviluppo delle infrastrutture e delle soluzioni digitali (networking, cybersecurity, IoT...), inclusi definizione ed attuazione delle strategie, conto economico, aspetti legali e regolatori, governo di finanza ordinaria ed operazioni straordinarie, gestione rischi, attività di ristrutturazione, sviluppo tecnologico, sostenibilità.

2018 - 2020 **GEDI Gruppo Editoriale - Amministratore Delegato**
Piena responsabilità di tutti gli aspetti relativi alla conduzione di GEDI Gruppo Editoriale, gruppo quotato alla Borsa di Milano, inclusi definizione ed attuazione delle strategie, conto economico, aspetti legali e regolatori, governo di finanza ordinaria ed operazioni straordinarie, gestione rischi, attività di ristrutturazione, sviluppo tecnologico, sostenibilità.

2015 - 2016 **RCS MediaGroup - Amministratore Delegato**
Piena responsabilità di tutti gli aspetti relativi alla conduzione di RCS Mediagroup, gruppo quotato alla Borsa di Milano, inclusi definizione ed attuazione delle strategie, conto economico, aspetti legali e regolatori, governo di finanza ordinaria ed operazioni straordinarie, gestione rischi, attività di ristrutturazione, sviluppo tecnologico, sostenibilità.

2013 - 2015 **CartaSi (ora Nexi) - Amministratore Delegato**
Piena responsabilità di tutti gli aspetti relativi alla conduzione del Gruppo CartaSi (ora Nexi), istituto di pagamento regolato e vigilato da Banca d'Italia, detenuto da un gruppo bancario. In particolare definizione ed attuazione delle strategie, sviluppo tecnologico, governo del conto economico, aspetti legali e regolatori e gestione dei rischi, governo di finanza ordinaria ed operazioni straordinarie (tra cui la gestione del processo di cessione del gruppo)

2008 - 2012 **SKY Italia (Gruppo News Corporation) – Direttore Generale**
Responsabile di conto economico, attraverso la guida delle attività di sviluppo del business, marketing, vendite, servizio clienti, installazione, tecnologia, IT, broadcasting, sviluppo e gestione dei canali terzi della piattaforma, affari istituzionali e regolatori. Membro del Board of Directors di Sky Italia e Sky Italia Network Services.

2006 - 2008 **ENI Gas & Power – Senior Vice President**
Responsabile del conto economico, lo sviluppo e la gestione della presenza ENI nel mercato del gas e dell'energia elettrica. Responsabile inoltre del

coordinamento, lo sviluppo e la gestione delle società di vendita controllate e partecipate.

- 1999 - 2006 **Vodafone Italia – Executive Director**
Membro del Comitato Esecutivo dell'azienda dall'ingresso, ricoprendo diversi ruoli di indirizzo ed operativi. In particolare:
- i) Direttore Strategia e Business Development
 - ii) Direttore Generale Area Centro
 - iii) Direttore Operations
 - iv) Direttore Divisione Busine
- 1991 - 1998 **Bain & Company - Partner**
Responsabile dello sviluppo e della gestione di progetti presso grandi aziende industriali e di servizi, principalmente relativi alle aree strategia, organizzazione, miglioramento operativo.
- 1988 – 1989 **ITP Automazione– Analista Industriale**
Progetti di sviluppo di sistemi integrati per la programmazione e la gestione della produzione al servizio di grandi aziende industriali

Esperienza Professionale- Non Executive

- 2020 – Oggi **Mediobanca – Consigliere Indipendente**
Membro indipendente del Consiglio di Amministrazione, del Comitato Rischi, del Comitato Parti Correlate e del Comitato Nomine
- 2018 - Oggi **Sofina – Consigliere Indipendente**
Membro indipendente del Consiglio di Amministrazione, del Comitato Remunerazione, del Comitato Nomine e del Comitato ESG
- 2017 - 2022 **Brembo – Consigliere Indipendente**
Membro indipendente del Consiglio di Amministrazione, Presidente del Comitato Controllo, Rischi e Sostenibilità, membro del Comitato Remunerazione
- 2020 - 2022 **Autogrill – Consigliere Indipendente**
Membro indipendente del Consiglio di Amministrazione, del Comitato Strategie e Sostenibilità e del Comitato Parti Correlate
- 2017 – 6/2020 **Pirelli – Consigliere Indipendente**
Membro indipendente del Consiglio di Amministrazione, del Comitato Controllo, Rischi e Sostenibilità e del Comitato Remunerazione
- 2017 – 4/2018 **Ansaldo Energia – Consigliere Indipendente**
Membro indipendente del Consiglio di Amministrazione
- 2014 - 2017 **Telecom Italia – Consigliere Indipendente**
Membro indipendente del Consiglio di Amministrazione, del comitato Strategico e del Comitato Controllo e Rischi
- 2013 - 2015 **World Duty Free – Consigliere Indipendente**
Membro indipendente del Consiglio di Amministrazione, Presidente del Comitato Controllo Rischi e Corporate Governance, membro del Comitato Risorse Umane,

membro del Comitato Parti Correlate, lead independent director

2012 - 2015

Salini - Impregilo (ora Webuild) - Consigliere Indipendente

Membro indipendente del Consiglio di Amministrazione, membro del Comitato Esecutivo

2013 - 2014

Cofide – Consigliere Indipendente

Membro indipendente del Consiglio di Amministrazione, membro del Comitato Controllo e Rischi

Altre Informazioni

Membro dell'International Advisory Board SDA Bocconi, Milano

A handwritten signature in black ink, appearing to read "P. P. P." with a stylized flourish.

Curriculum Vitae Laura Cioli

Personal Data

Name: Laura Cioli
Date of birth: July 10th, 1963
Civil status: Married, 1 daughter

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

1/2022– present **Sirti Group - Chief Executive Officer**
Full leadership role at Sirti Group, leading player in telco infrastructure development and digital solution, (networking, cybersecurity, IoT,...), including strategy definition and execution, P&L responsibility, legal and regulatory, finance (routine, restructuring and extraordinary transactions) risk management, business turnaround, IT development, sustainability

2018 – 2020 **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

2015 - 2016 **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

2013 - 2015 **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)

2008 - 2012 **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.

2006 - 2008 **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.

- 1999 - 2006 **Vodafone Italy – Executive Director**
Member of the Executive Committee of the company since joining, serving on different roles over time including
i) Strategy and Business Development Director
ii) Managing Director Centre Area
iii) Operations Director
iv) Business Division Director
- 1991 – 1998 **Bain & Company - Partner**
Management consulting serving big industrial and service companies, mainly in strategy, organization, operational improvement:
- 1988 – 1989 **ITP Automazione – Industrial analyst**
Integrated systems design and development, mainly in production planning.

Professional Experience- Non Executive

- 2020 - Present **Mediobanca – Non Executive Director**
Independent member of the Board of Directors, member of Risk Committee, Related Party Committee, Nomination Committee
- 2018 - Present **Sofina – Non Executive Director**
Independent member of the Board of Directors, member of Remuneration Committee, Nomination Committee and ESG Committee
- 2017 - 2022 **Brembo – Non Executive Director**
Independent member of the Board of Directors, chairman of Control, Risk and Sustainability Committee, member of Remuneration Committee
- 2020 - 2022 **Autogrill – Non Executive Director**
Independent member of the Board of Directors, member of Strategy and Sustainability Committee and Related Party Committee
- 2017 – 2020 **Pirelli – Non Executive Director**
Independent member of the Board of Directors, member of Control Risk and Sustainability Committee and Remuneration Committee
- 2017 – 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

A handwritten signature in black ink, appearing to read "Frederic".

Valérie Hortefeux

14th of December 1967. Graduated from: Ecole Française des Attachés de Presse (1993) Institut des Relations Internationales (ILERI-Paris en 1987).

Valérie Hortefeux has started her career in 1994 in the communication sector where she has occupied different functions in marketing and communication at RMC (Radio Monte Carlo) and was strategic department advisor for Sofirad (holding that carried out French Government stake in the audiovisual sector) and finally at Consodata before its session to Telecom Italia.

In 2005, she has joined 1818 Private Bank (Groupe BPCE) as Private Banker and has developed her own client portfolio (mainly 5 major relationships including 1 CAC 40 listed company for a total asset of 100 million euros).

In 2008, she has identified the lack of a dedicated UHNI segment department and has accepted to create it and to manage it for the 1818 Private Bank. In this role she has:

- built a strong team of 20 individuals with the core competencies to address large and sophisticated clients needs through the following expertises: tax lawyer, legal expert, notaries, real estate expert, life insurer, product specialist in credit and investments;
- used her close relationship to understand wealth situation but also identify their needs and anticipate any difficulties to provide them with the appropriate answers, driving them through the right expert;
- managed the end to end process from the monitoring to the implementation of the targeted solution;
- worked mainly on the use of leverage solutions, portfolio structurations through life insurance wrappers, with a systematic tax impact analysis of the selected investment solutions.

This activity has highly contributed to the global PNB of 1818 Private Bank.

From 2013 to its exit from the Stock Market in 2017, Valerie Hortefeux was a member of the Board of Blue Solutions (Bolloré's group) Head of the Appointments and Remuneration and a member of the Audit Committee.

From 2014 to 2021, she was a member of board of Ramsay - Générale de Santé, member of the Audit Committee, member of the Appointments and Remuneration Strategic Committee.

Since 2020, Valérie Hortefeux is a member of the Board of Directors, member of the Remuneration Committee and member of the Audit Committee of Compagnie de l'Odette (Bolloré's Group).

Since 2017, Valérie Hortefeux is a member of the Board of Mediobanca S.p.A. and member of the Remuneration Committee. From 2017 to 2020, member of the Risk Committee and Related Parties Committee. From 2020, member of the Appointment Committee and of the Committee pursuant to Art. 18 par. 4 of the Articles of Association.

Since 2019, she became a member of the board of Socfinasia, holding company that holds interests in the cultivation of palm trees and tropical rubber. She is also a member of the Audit committee.

September 2023

Hortefeux

Valérie Hortefeux

nata il 14 dicembre 1967, madre di 3 figli, laureata in: Ecole Française des attachés de presse (Scuola francese per addetti stampa) (1993) - Institut des Relations Internationales (Istituto di Relazioni Internazionali) (ILERI-Parigi nel 1987)

Valérie Hortefeux ha iniziato la sua carriera nel 1994 nel settore della comunicazione dove ha ricoperto diversi incarichi nei settori marketing e comunicazione presso RMC (Radio Monte Carlo) ed è stata consigliere strategico del dipartimento di Sofirad (holding che deteneva partecipazioni del governo francese nel settore audiovisivo) e, infine, in Consodata prima del suo trasferimento in Telecom Italia.

Nel 2005, è stata assunta da 1818 Private Bank (Groupe BPCE) come Private Banker e ha sviluppato il proprio portafoglio clienti (principalmente 5 importanti rapporti tra cui 1 società quotata CAC 40 per un totale attivo di 100 milioni di euro).

Nel 2008, ha individuato la mancanza di un dipartimento dedicato al segmento UHNI e ha accettato di crearlo e di gestirlo per conto della 1818 Private Bank. In questo ruolo ha:

- creato un forte team di 20 persone con le competenze chiave per soddisfare le esigenze importanti e sofisticate dei clienti attraverso le seguenti competenze: avvocato fiscale, esperto legale, notaio, esperto immobiliare, assicuratore sulla vita, specialista di prodotti di credito e investimenti;
- utilizzato la sua stretta relazione per comprendere la situazione patrimoniale, ma anche per identificare i bisogni e anticipare eventuali difficoltà dei clienti al fine di fornire loro le risposte adeguate, facendoli guidare dall'esperto giusto;
- gestito il processo end-to-end dal monitoraggio all'implementazione della soluzione mirata;
- lavorato principalmente sull'utilizzo di soluzioni di leva finanziaria, strutturazioni di portafoglio attraverso wrapper di assicurazioni sulla vita, con un'analisi sistematica dell'impatto fiscale delle soluzioni di investimento selezionate.

Quest'attività ha contribuito notevolmente alla PNB globale di 1818 Private Bank.

Dal 2013 fino alla sua uscita dalla Borsa nel 2017, Valerie Hortéfeux è stata membro del Consiglio di Amministrazione della Blue Solutions (gruppo Bolloré), responsabile delle nomine e delle retribuzioni e membro del comitato di revisione contabile.

Dal 2014 al 2021 è stata membro del Consiglio di Amministrazione della Ramsay - Générale de Santé, membro del Comitato di Audit, membro del Comitato Strategico per le Nomine e la Remunerazione.

Dal 2020, Valérie Hortefeux è membro del Consiglio di Amministrazione, del Comitato Remunerazioni e del Comitato Audit di Compagnie de l'Odé (gruppo Bolloré).

Dal 2017 Valérie Hortefeux è membro del Consiglio di Amministrazione di Mediobanca S.p.A. e membro del Comitato per la Remunerazione. Dal 2017 al 2020 è stata un membro del Comitato Rischi e del Comitato Parti Correlate. Dal 2020, è membro del Comitato Nomine e del Comitato ex art. 18, par. 4 dello Statuto.

Dal 2019 è entrata nel Consiglio di Amministrazione della Socfinasia, holding che detiene interessi nella coltivazione di palme e gomma tropicale. È anche membro del Comitato di revisione contabile.

Settembre 2023

Traduzione di cortesia

FRANCESCO SAVERIO VINCI

Nato a Milano il 10 novembre 1962

Formazione

Diplomato presso il Liceo Classico G. Parini di Milano.

Laureato in Economia Aziendale presso l'Università "Luigi Bocconi" di Milano.
Area di specializzazione: "Istituti di Credito". Voto 110/110.

Percorso professionale

1987 - Assunzione in Mediobanca

2000 - Direttore Centrale responsabile dell'Area Mercati Finanziari (incluse le attività di Funding, Tesoreria, ALM, trading e capital markets sui prodotti equity e fixed income, MB Securities)

2006 - Vice Direttore Generale

2007 - Componente del Consiglio di Gestione (sistema dualistico adottato dal 27 giugno 2007 al 28 ottobre 2008)

2008 - ad oggi Consigliere di Amministrazione e membro del Comitato esecutivo

2010 - ad oggi Direttore Generale

2019 - ad oggi Responsabile delle attività di supervisione e coordinamento della Divisione Wealth Management del Gruppo Mediobanca

Incarichi di Amministratore

società quotate

- da 2010 al 2012 Assicurazioni Generali S.p.A.
- da 2008 al 2011 Italmobiliare S.p.A

società non quotate

- dal 2006 al 2021 Compagnie Monégasque de Banque S.A.
- dal 2005 al 2015 Perseo S.p.A.
- dal 2010 al 2012 Selma Bipiemme Leasing S.p.A.
- dal 2006 al 2013 Mediobanca Securities USA LLC

Attuali incarichi di Amministratore in società del Gruppo Mediobanca

- dal 2011 ad oggi Che Banca! (1) di cui dal 2013 è il Vice Presidente
- dal 2018 ad oggi Presidente Mediobanca SGR

(1) dal 2011 al 2013 Presidente

Altri incarichi di Amministratore

- dal 2020 ad oggi Marina Velka Golf Club - Società Sportiva dilettantistica a Resp. Limitata

Competenze

Nel settore bancario:

- Corporate Finance, Investment Banking, Lending, Wealth Management, Consumer Banking, Controllo di gestione
- Governo dei rischi (compresi i rischi ambientali)
- Sistemi di controllo interno; compliance, antiriciclaggio e audit interno
- Governance bancaria
- Pianificazione, anche in chiave di allocazione strategica del capitale regolamentare ed economico e di misurazione dei rischi
- Contabilità bancaria e reporting
- Competenze legali e di regolamentazione, contesto normativo di riferimento
- Risorse umane, sistemi e politiche di remunerazione

In generale:

- Capacità manageriali ed esperienza imprenditoriale
- Macroeconomia, economia e finanza anche internazionale
- Mercati finanziari nazionali e internazionali
- Analisi di investimento
- Tematiche di sostenibilità
- Information Technology e sicurezza

20 settembre 2023

A handwritten signature in blue ink, consisting of several fluid, connected strokes. The signature is positioned in the lower right quadrant of the page, below the date.

FRANCESCO SAVERIO VINCI

Date of birth: 10 November 1962; place of birth: Milan, Italy

Education

High-school diploma from *Liceo Classico G. Parini* in Milan

Graduated in Economics and Business from Bocconi University, Milan. Area of specialization: "Credit Institutions"; first class degree obtained 110/110

Career to date

- 1987 - Joined Mediobanca
- 2000 - Central Manager with responsibility for Financial Markets area (including funding, treasury, ALM, trading and capital markets activities for both equity and fixed-income products, MB Securities)
- 2006 - Deputy General Manager
- 2007 - Member of Management Board (dualistic governance system adopted on 27 June 2007 until October 2008)
- 2008 - to present Director and Executive Committee member
- 2010 - to present Group General Manager
- 2019 - to present Currently responsible for supervising and co-ordinating the Mediobanca Group Wealth Management Division

Positions held as Director

Listed companies

- From 2010 to 2012 Assicurazioni Generali S.p.A.
- From 2008 to 2011 Italmobiliare S.p.A

Unlisted companies

- From 2006 to 2021: Compagnie Monégasque de Banque S.A.
- From 2005 to 2015: Perseo S.p.A.
- From 2010 to 2012: SelmaBipiemme Leasing S.p.A.
- From 2006 to 2013: Mediobanca Securities USA LLC

Positions currently held as Director of Mediobanca Group companies

- From 2011 to present CheBanca!,⁽¹⁾ of which he has been Deputy Chairman since 2013
- From 2018 to present Mediobanca SGR, Chairman

¹ Chairman from 2011 to 2013.

Other positions as Director currently held

- From 2020 to present Marina Velka Golf Club (limited liability amateur sports association)

Competences

Banking sector:

- Banking business: Corporate Finance, Investment Banking, Lending, Consumer Banking, Planning and Control
- Risk governance (including environmental risk)
- Internal control systems; compliance, AML and internal audit
- Banking governance
- Planning, including in terms of strategic allocation of regulatory and economic capital and risk measurement
- Bank and financial accounting
- Legal and regulatory competences; reference regulatory framework
- HR, remuneration systems and policies

General:

- Management capabilities and business experience
- Macroeconomics; economics and finance, including international
- Financial markets (national and international)
- Investment analysis
- Sustainability
- Information technology and security

20 September 2023

A handwritten signature in blue ink, consisting of several stylized, overlapping strokes that form a cursive-like name.

Laura Penna

PROFILO PROFESSIONALE

La mia fonte di ispirazione è quella di contribuire a rendere il mondo un posto migliore.

Sono stata e sono membro di diversi Consigli di Amministrazione di Banche quotate e non, sia in Italia che all'estero e presidente/membro di comitati Rischi.

Negli ultimi anni ho fondato e gestito due realtà internazionali innovative con forte orientamento sociale all'interno del Gruppo UniCredit che hanno generato un impatto positivo tangibile e misurabile per tutti gli stakeholder e mi hanno permesso di maturare sul campo profonde competenze in tema di Impact Finance, sostenibilità, ESG (Environmental, Social and Governance). In precedenza, ho ricoperto ruoli senior in Consulenza Strategica e in Pianificazione e Controllo maturando una profonda conoscenza del settore Bancario.

Visione strategica, innovatività e creatività, orientamento al risultato e concretezza, autonomia, problem solving, lavoro di squadra, formazione di talenti, onestà intellettuale sono caratteristiche personali che mi vengono riconosciute e completano il mio profilo.

CONSIGLI DI AMMINISTRAZIONE E ADVISORY BOARD

- **Revalea Spa**, Milano, intermediario finanziario non quotato parte del Gruppo Mediobanca (Dicembre 2022 – presente)
- **Compass Spa** Milano, banca non quotata parte del Gruppo Mediobanca (Ottobre 2022 – in corso)
Membro del Consiglio di Amministrazione - Presidente del Comitato Rischi
- **Bank Pekao SA** Varsavia, banca quotata (Giugno 2012 - Giugno 2017)
Membro del Supervisory Board - Membro del "Audit Committee and Financial Committee"
- **FinecoBank Spa** Milano, banca quotata dal 2014 (Aprile 2012 - Aprile 2017)
Membro del Consiglio di Amministrazione
- **Unicredit Services** Società globale di Unicredit focalizzata nell'erogazione di servizi di ICT, Back Office e Middle Office, Real Estate, Security e Procurement operante in 11 paesi. (Dic. 2011 – Ott. 2016)
Membro del Consiglio di Amministrazione - Membro del "Internal Control and Risks Committee"
- **YAPI VE KREDI BANKASI AS** Istanbul, banca quotata e **KFS** (Koç Financial Service) holding di controllo di Yapi Ve Kredi (Marzo 2012 – Febbraio 2015) Membro del Consiglio di Amministrazione
- **Social Impact Agenda per l'Italia (SIA)** Network italiano della finanza d'impatto. SIA rappresenta l'Advisory Board italiano del Global Steering Group for Impact Investment (GSG), un'organizzazione indipendente, diffusa in 33 paesi, che si impegna ad accelerare la diffusione dell'Impact Investing a livello globale. (Marzo 2019- Marzo 2022) Membro del Consiglio Direttivo

PRINCIPALI ESPERIENZE PROFESSIONALI

Gruppo UniCredit, Milano

1999-2022

Gruppo bancario paneuropeo con presenza bancaria in 13 Paesi. Bilancio 2020: Totale attivo 930 miliardi €, dipendenti: 82.000, margine di intermediazione: 17 miliardi, sportelli: circa 3500.

Fondatrice e responsabile di Social Impact Banking (SIB) (2016-2022)

SIB nasce con l'obiettivo di contribuire a creare una società più equa ed inclusiva identificando, finanziando e promuovendo iniziative che generano un impatto sociale.

Responsabile della definizione della strategia sociale del gruppo UniCredit verso clienti e comunità, sviluppo prodotti di finanza inclusiva e di finanza a impatto, definizione tassonomia sociale, creazione di metodologie di misurazione dell'impatto sociale generato da SIB e dai progetti finanziati, governo di 11 paesi sulle tematiche sociali, sviluppo di iniziative di educazione finanziaria, sviluppo di partnership, supporto alla creazione di una associazione di volontariato, membro del comitato investimenti che discute ogni finanziamento a impatto sociale. Supporto allo sviluppo dell'ecosistema sociale. Diretto riporto del responsabile ESG di Gruppo.

Principali realizzazioni:

- Disegno della strategia di Sib e lancio sul mercato di Sib in Italia in tempi "record" lavorando in stretto contatto con il CEO di Gruppo.
- SIB nel tempo ha permesso di finanziare oltre 6.000 imprese erogando più di 400 milioni € (di cui circa 300 milioni di finanza ad impatto sociale) e di raggiungere oltre 123.000 beneficiari nel solo 2021 in 11 paesi con iniziative di educazione finanziaria a studenti, individui vulnerabili e microimprese. I progetti finanziati a impatto raggiungeranno dopo 5 anni dal lancio oltre 3,7 milioni di beneficiari, creeranno oltre

Autorizzo il trattamento dei dati personali contenuti nel mio curriculum vitae in base al REGOLAMENTO (UE) 2016/679 ("GDPR")

3.400 posti di lavoro (di cui oltre 500 di persone svantaggiate). Nel solo 2021 sono state 500 abitazioni di social housing, ed erogate oltre 1.200 prestazioni sanitarie a prezzi calmierati.

- SIB ha ricevuto 8 riconoscimenti e premi nazionali e internazionali in soli 3 anni: 2 come miglior Social Impact Banking e altri per l'eccellenza nelle diverse aree (Microcredito, Impact financing, Formazione).

Fondatrice e responsabile di UniCredit Management Consulting (UMC) (2007-2016)

UMC nasce con l'obiettivo di formare i leader del futuro di Unicredit, gestire i progetti strategici del Gruppo mantenendo il knowledge interno e riservato, ridurre le spese di consulenza esterne.

Responsabile di realizzare progetti di consulenza direzionale per le società del gruppo Unicredit, gestendo una squadra internazionale di 130 persone su 3 sedi (Milano, Vienna, Monaco), di definire e implementare tutti i processi chiave per il funzionamento di UMC quale "fabbrica di talenti" (selezione risorse in partnership con 23 università europee, formazione, valutazione performance, knowledge management). Diretto riporto del COO di Gruppo.

Principali realizzazioni:

- Gestione sino a 30 progetti all'anno fatturando alcune decine di milioni di euro; significativi risparmi di costi consulenza esterni.
- Inserimento di diverse centinaia di colleghi in diverse funzioni della banca molti dei quali oggi ricoprono posizioni apicali nel gruppo.
- Ottimo livello di soddisfazione dei clienti interni per i progetti svolti; eccellente livello di soddisfazione delle persone di UMC sia dal punto di vista umano che di apprendimento e di crescita.

Responsabile della Pianificazione e Controllo di Gruppo (2001-2005) - Responsabile nella formulazione dei piani strategici e dei budget, del ridisegno e della gestione della reportistica direzionale finalizzate all'arricchimento dei dati manageriali interni ed esterni, alla semplificazione dei processi ed al miglioramento della qualità delle previsioni (forecast) rispetto alle chiusure contabili. Responsabile di creare delle pianificazioni dedicate alle esigenze informative dei capi divisione di business (Retail, WM, Corporate & IB, Asset Management). Il tutto lavorando in stretto contatto con l'AD ed il top management del Gruppo. Responsabile della gestione degli aspetti P&C di progetti speciali quali, nel 2002, fusione di 7 banche italiane in 3 banche di segmento. Riporto diretto del CFO.

Responsabile del Controllo finanziario dell'integrazione tra Unicredit e HVB (gruppo bancario tedesco acquisito da Unicredit) (2005 - 2006)

Principali realizzazioni:

Forte miglioramento nella qualità delle previsioni, della completezza e qualità della reportistica, dei processi e dei tool di P&C. Rafforzamento dell'efficacia e delle competenze dei team di P&C del Gruppo. Gestione degli aspetti economici finanziari dell'integrazione con HVB.

Rolo Banca - Gruppo UniCredit, Bologna (1999-2001)

Banca del gruppo UniCredit. Bilancio 2001: Crediti a cliente 35 miliardi di euro, dipendenti: 8.500, margine di intermediazione: quasi 2 miliardi, sportelli circa 900.

Responsabile della Pianificazione e del Controllo di Gestione - Responsabile di definire e assegnare i budget alla rete commerciale e alle banche controllate, monitorare il raggiungimento dei risultati e suggerire azioni correttive, supportare l'AD nella formulazione del piano strategico e nella gestione di progetti strategici (segmentazione clientela, controllo costi, revisione reportistica direzionale e strumenti a supporto). Diretto riporto all'Amministratore Delegato

Accenture, Milano

1990-1999

Multinazionale operante nel settore della consulenza strategica e direzionale. Fatturato 2021: circa 50 miliardi \$.

Senior Engagement Manager - Strategic Services - Responsabile della gestione di numerosi progetti di consulenza per banche - sia in Italia che all'estero - quali, ad esempio: piani strategici, riorganizzazioni e fusioni, progetti di accelerazione dei ricavi, progetti di contenimento costi e semplificazioni organizzative, progetti di Risk Management e Asset and Liability Management, progetti di ridisegno reportistica direzionale.

ALTRE INFORMAZIONI

Nata a Lecco (LC) il 26 dicembre 1965 – Coniugata

Laurea Economia e Commercio, Università Luigi Bocconi, Milano 110/110

Associato di Ned community (associazione italiana degli amministratori non esecutivi indipendenti)

Partecipazione alla prima classe di “In the Board Room” organizzata da Valore D, Milano 2012

Corso Executive di innovazione: Making Innovation Happen, London Business School, 2014

Global Vision Management Program, IE Business School, Madrid 2012

Negotiating and Influencing Skills for senior managers, London Business School, 2011

Corso triennale di Counselling, Centro Studi Terapia della Gestalt, Milano, 2007-2010

Volontariato: Associazione “In Vetta” – produzione e distribuzione pasti ai senzatetto - in corso

Inglese: fluente – Italiano: lingua madre



Laura Penna

PROFILE

My source of inspiration is to help make the world a better place.

In the last fifteen years I have founded and managed two innovative international “companies” with a strong social orientation within the UniCredit Group that allowed me to generate a tangible and measurable positive impact for all stakeholders and to develop in the field deep skills of Impact Finance, Sustainability, ESG (Environmental, Social and Governance). Previously, I held senior positions in Strategic Consulting and Planning and Control, gaining a deep knowledge of the Banking sector.

I have been and I am a member of several boards of directors of listed and non-listed banks, both in Italy and abroad and president/member of risk committees.

Strategic vision, innovation and creativity, result orientation and concreteness, autonomy, problem solving, teamwork, talent development, intellectual honesty are personal characteristics that are recognized and complete my profile.

MAIN PROFESSIONAL EXPERIENCE

UniCredit Group, Milan

1999-2022

European Banking Group present in 13 Countries. 2020 data: Total assets 930 bln euros, Employees: 82.000, Operating Income: 17 bln, branches: about 3500.

Founder and responsible for Social Impact Banking (SIB) (2016-2022)

SIB was created with the aim of helping to create a more equitable and inclusive society by identifying, financing and promoting initiatives that generate a social impact.

Responsible for defining the Group’s social strategy UniCredit towards customers and communities, development of inclusive finance and impact finance offer, definition of social taxonomy, creation of methodologies for measuring the social impact generated, management of 11 countries on social topic, development of financial education initiatives, development of partnerships, support to the creation of a voluntary association, contact with customers for Impact financing. Support for the development of the social ecosystem in Italy and abroad. Reporting directly to Group ESG Head.

Main achievements:

- Design of Sib’s strategy and fast market launch of Sib in Italy working closely with the Group CEO.
- SIB has financed over 6,000 companies, providing more than € 400 million and has managed financial education initiatives for students, vulnerable individuals and micro-enterprises. reaching over 123,000 beneficiaries in 2021 alone in 11 countries. The impact-funded projects will reach more than 3.7 million beneficiaries after 5 years from launch, creating more than 3,400 jobs (including more than 500 disadvantaged people). In 2021 alone, 500 social housing houses were built, and more than 1,200 health services were provided at affordable prices.
- SIB has received 8 national and international awards in just 3 years: 2 as best Social Impact Banking and others as excellence in different areas (Microcredit, Impact financing, educational programs).

Founder and responsible for UniCredit Management Consulting (UMC) (2007-2016)

UMC was founded with the aim of training the leaders of Unicredit’s future, managing the Group’s strategic projects while maintaining internal and confidential knowledge, and reducing external consultancy costs.

Responsible for implementing management consulting projects for the Unicredit Group companies, managing an international team of 130 people in 3 locations (Milan, Vienna, Munich), defining and implementing all the key processes for the development of UMC such as "talent factory" (resource selection in partnership with 23 European universities, training, performance evaluation, knowledge management...). Reporting directly to Group COO.

Main achievements:

- Management of up to 30 projects per year with a turnover of several tens of millions of euros. Significant savings in external consulting costs.
- Inclusion of several hundred colleagues in different functions of the bank many of whom today hold top positions in the group.
- Excellent level of internal customer satisfaction for the projects carried out; excellent level of satisfaction of the people of UMC for learning opportunities and professional growth.

Responsible for Group Planning and Control (2001-2005) – Responsible for formulating strategic plans and budgets, redesigning of the managerial reporting aimed at enriching internal and external data, simplifying processes and improving the quality of forecasts compared to closing accounts. Responsible for creating planning department for divisional business heads (Retail, WM, Corporate & IB, Asset Management). Responsible for managing the P&C aspects of special projects like in 2002 the merge of 7 Italian banks into 3 segment banks. Working in close contact with the CEO and the top management of the Group. Reporting directly to CFO.

Responsible for the financial control of the integration of Unicredit and HVB (2005-2006)

Main achievements:

Strong improvement in the quality of forecasts, completeness and quality of reporting, processes and tools of P&C. Strengthening the effectiveness and skills of the group planning and control teams.

Rolo Banca - Gruppo UniCredit, Bologna (1999-2001)

Italian Bank part of the UniCredit group. Data 2001: Loans to customers 35 billion euros, employees: 8,500, Operating Income: almost 2 billion euros, branches about 900.

Responsible of Planning and Control - Responsible for defining and allocating budgets to the commercial network and the controlled banks, monitoring the achievement of results and suggesting corrective actions; support the CEO in the formulation of the strategic plan and in the management of strategic projects (customer segmentation, cost control, redesign of the management reporting and tools). Reporting directly to CEO.

Accenture, Milano

1990-1999

Multinational operating in the field of strategic and management consulting. Turnover 2021: \$ 50 billion

Senior Engagement Manager - Strategic Services - Responsible for managing numerous consultancy projects for banks both in Italy and abroad, such as: strategic plans, reorganisations and mergers, revenue acceleration, cost containment and organizational simplifications, Risk Management and Asset and Liability Management, management reporting redesign.

BOARD OF DIRECTOR AND ADVISORY BOARD

- **Revalea Spa**, Milan non listed financial intermediary - *Mediobanca Group (Dec 2022 – present)*
- **Compass Spa** Milan, non listed bank - *Mediobanca Group (Oct 2022 – present)*
Board member - President of the Risk Committee
- **Bank Pekao SA** Warsaw, listed Bank (June 2012 - June 2017)
Supervisory Board member - Member of the Audit Committee and Financial Committee
- **FinecoBank Spa** Milan, Bank listed from 2014 (April 2012 - April 2017) Board member
- **Unicredit Services** *Società globale di Unicredit focalizzata nell'erogazione di servizi di ICT, Back Office e Middle Office, Real Estate, Security e Procurement operante in 11 paesi. (Dic. 2011 – Ott. 2016)*
Board Member – Member of the Internal Control and Risks Committee
- **YAPI VE KREDI BANKASI AS** Istanbul, listed Bank and **Koç Financial Service**: holding of Yapi Ve Kredi (Marzo 2012 – Febbraio 2015) Board Member
- **Social Impact Agenda per l'Italia (SIA)**, the Italian network of impact finance. SIA represents the Italian Advisory Board of the Global Steering Group for Impact Investment (GSG), an independent organization, spread in 33 countries, which is committed to promoting and accelerating the spread of impact investing globally (March 2019-March 2022) Executive Board member

OTHER INFORMATION

Born in Lecco (LC), Italy on 26 December 1965 - Married

Bachelor of Economics, Luigi Bocconi University, Milan (MI, Italy) Grade:110/110 1985-1989

High School: Istituto magistrale Bertacchi, Lecco (LC), Italy Grade:58/60

Member of Ned community: Italian association of non-executive and independent board members

Executive Course in Innovation: Making Innovation Happen, London Business School, 2014

First edition of "In the Board Room" organized by Valore D, Milan 2012

Global Vision Management Program, IE Business School, Madrid 2012

Negotiating and Influencing skills for Senior Managers, London Business School, 2011

Course of Counselling, Centro Studi Terapia della Gestalt, Milan, 2007-2010

Volunteering: "In Vetta": production and distribution of meals to the homeless – on going

English: fluent – Italian: mother tongue

I authorize the processing of personal data contained in my curriculum vitae according to REGULATION (EU) 2016/679 ("GDPR")

Vittorio Pignatti-Morano Campori

Dati personali

Luogo e data di nascita Roma 14/09/1957

Esperienze professionali

- 1981-1982 - Manufacturers Hanover Trust (attualmente JPM), New York. Programma di formazione manageriale di 18 mesi che copre le procedure bancarie, il credito, la gestione legale e bancaria.
- 1982-1986 - Vicepresidente assistente presso la filiale italiana di recente apertura della MHT, responsabile dei clienti aziendali e bancari in relazione alle attività di prestito aziendale e di gestione del rischio (Ministero del Tesoro, Enel, Finmeccanica, Comit, Mediobanca e Pirelli).
- 1986-1989 - Amministratore Delegato di Paribas Finanziaria e Direttore Generale del Gruppo Paribas, con sede a Milano, responsabile delle attività di Corporate Banking e Merchant Banking in Italia.
- 1989-1998 - Amministratore Delegato responsabile delle attività di investment banking e Merchant Banking della Lehman Brothers in Italia, con sede a Milano. Amministratore Delegato della Lehman Brothers SIM, con oltre 100 dipendenti, che, oltre all'investment banking, operava sui mercati azionari e obbligazionari.
- 1998-2006 - Amministratore Delegato della Lehman Brothers e Responsabile EMEA di Fusioni ed Acquisizioni e Finanza Aziendale, con sede a Londra.
- 2006-2008 - Vicepresidente della Lehman Brothers Holdings Inc. (società madre quotata) e responsabile dell'area EMEA per la divisione Private Equity, Merchant Banking e Investimenti Alternativi (EUR 10B AuM in Europa). Membro del Comitato operativo della Lehman Brothers Europe con supervisione di tutte le attività e rischi, membro del Comitato Investimenti del Gruppo Lehman Brothers (9 membri, di cui 2 europei) responsabile dell'approvazione di tutti gli investimenti del Gruppo in asset non quotati nel settore acquisizione di aziende, immobiliare e creditizio.
- Dal 2008 ad oggi - Co-fondatore e presidente esecutivo della Trilantic Europe, società di gestione di fondi di private equity autorizzata e regolamentata dalla FCA e dalle autorità di vigilanza di Lussemburgo e Guernsey (EUR 2,6 miliardi di AuM), con sede a Londra e uffici a Milano, Madrid, Amburgo, Lussemburgo e Guernsey.

In relazione alle fusioni e acquisizioni nel settore finanziario, Vittorio Pignatti ha agito come advisor in molte delle più grandi operazioni di fusione bancaria in Italia, tra cui: la privatizzazione della Banca Commerciale Italiana e le successive fusioni che hanno dato vita all'attuale Banca Intesa; acquisizione di Fondiaria da parte di SAI; creazione delle Casse del Tirreno e successiva cessione alla Banca Popolare di Lodi; fusione di Cariplo col Banco Ambrosiano e, all'estero, fusione tra Hypo e Vereinsbank, così come la privatizzazione della BAWAG e di molte altre.

Nell'ambito dell'attività di risparmio gestito in Italia, Vittorio Pignatti ha partecipato alla creazione di una delle prime società di gestione del risparmio retail italiane, Finanza e Futuro (partecipata al 25% dalla Lehman Brothers), successivamente quotata in Borsa e poi oggetto di acquisizione da parte della Deutsche Bank. Più recentemente, ha contribuito a fondare ed è stato membro dei Consigli di Amministrazione di F2i e Fimit, principali gestori di fondi italiani rispettivamente nel settore delle infrastrutture e nel settore immobiliare. A livello internazionale è stato responsabile della creazione, della gestione e del collocamento di fondi europei di private equity, immobiliari e creditizi.

Cariche sociali attualmente ricoperte

In qualità di dirigente della Trilantic Europe, Vittorio Pignatti dedica gran parte del suo tempo lavorativo alla gestione della società e del portafoglio di investimenti del fondo. Ricopre diversi incarichi di consigliere nelle società di gestione dei fondi Trilantic, ed è membro del Consiglio di Amministrazione della Ocean Ring (Marex Group PLC) e della ICS Maugeri, in cui i fondi Trilantic hanno investimenti significativi.

Istruzione

- Laurea in Economia e Matematica (BA con lode) conseguita nel 1977 presso l'Università del Sussex, Regno Unito.
- Master in Economia presso la Columbia University (MA) 1979 New York, New York, Stati Uniti d'America.
- Risiede a Londra con la famiglia dal 1999.

Vittorio Pignatti

Vittorio Pignatti-Morano Campori

Personal data

Birth place and date: Rome 14/09/1957

Professional experience

- 1981-1982 - Manufacturers Hanover Trust (currently JPM), New York. 18-month management training programme covering banking procedures, credit, legal and bank management.
- 1982-1986 - Assistant Vice President at MHT's newly opened Italian branch, responsible for corporate and banking customers in relation to corporate lending and risk management activities (Treasury, Enel, Finmeccanica, Comit, Mediobanca, and Pirelli).
- 1986-1989 - Managing Director of Paribas Finanziaria and Managing Director of Paribas Group, based in Milan, responsible for corporate banking and merchant banking activities in Italy.
- 1989-1998 - Managing Director in charge of Lehman Brothers' investment banking and merchant banking activities in Italy, based in Milan. Managing Director of Lehman Brothers SIM, with more than 100 employees, which, in addition to investment banking, operated on the stock and bond markets.
- 1998-2006 - Managing Director of Lehman Brothers and EMEA Manager for Mergers & Acquisitions and Corporate Finance, based in London with a team of over 200 people.
- 2006-2008 - Vice Chairman of Lehman Brothers Holdings Inc. (listed parent company) and responsible for EMEA for the Private Equity, Merchant Banking, and Alternative Investments division (EUR 10B AuM in Europe), separate from the Group's investment banking activities. Member of the Lehman Brothers Europe Operational Committee overseeing all assets and risks, member of the Lehman Brothers Group Investment Committee (9 members, 2 of which European) responsible for approving all of the Group's investments in unlisted assets in merchant banking, real estate and credit.
- 2008 to present - Co-Founder and Executive Chairman of Trilantic Europe, a private equity fund management company authorised and regulated by the FCA and the supervisory authorities of Luxembourg and Guernsey (EUR 2.6 Bn AuM), based in London with offices in Milan, Madrid, Hamburg, Luxembourg and Guernsey.

In relation to Mergers & Acquisitions, Vittorio Pignatti acted as an advisor in many of the largest banking transactions in Italy, including: privatisation of Banca Commerciale Italiana and the subsequent mergers that created the current Banca Intesa; acquisition of Fondiaria by SAI; creation of Casse del Tirreno and subsequent sale to Banca Popolare di Lodi; Cariplo Banco Ambrosiano merger, and, abroad, the merger of Hypo and Vereinsbank; as well as the privatisation of BAWAG and several others.

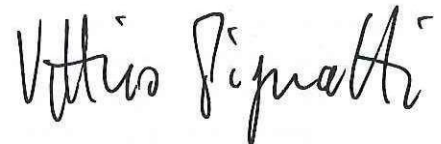
As part of asset management activities in Italy, Vittorio Pignatti participated in the creation and initial management of one of the first Italian retail asset management companies, Finanza e Futuro (25% owned by Lehman Brothers), which was subsequently listed on the stock exchange before being acquired by Deutsche Bank. More recently, he helped establish and served on the boards of directors of F2i and Fimit, leading Italian fund managers in infrastructure and real estate, respectively. Internationally, he was responsible for the creation, management, and placement of European private equity, real estate, and credit funds.

Corporate offices currently held

As executive of Trilantic Europe, Vittorio Pignatti devotes most of his working time to managing the company and the fund's investment portfolio. He holds various directorships in the funds management companies, our investment advisors and also is a member of several committees of Trilantic Europe. He is a member of the Board of Ocean Ring (Marex Group PLC) and ICS Maugeri, in which Trilantic funds have significant investment.

Education

- Degree in Economics and Mathematics (BA with Honours) in 1977 from the University of Sussex, UK.
- Master's degree in economics from Columbia University (MA) 1979 New York, New York, USA.

A handwritten signature in black ink that reads "Vittorio Pignatti". The signature is written in a cursive, flowing style with some capitalization and a distinct flourish at the end.

Mr. Ángel Vilá Boix (Barcelona, 1964) is Chief Operating Officer (*“Consejero Delegado”*), member of the Board of Directors and of the Executive Committee at Telefónica, S.A.

Mr. Vilá is member of the Board of Virgin Media O2 (UK) and of the Advisory Councils of Telefónica España and Telefónica Tech.

He joined Telefónica in 1997. In his tenure, he has held positions of Group Controller, CFO of Telefónica Internacional, Group Head of Corporate Development and Group Chief Strategy and Finance Officer.

In July 2017, Mr. Vilá was appointed Group COO with full responsibility for the core Telefónica businesses (Spain, UK, Germany, Brazil, Infra and Tech), with aggregate (2022) revenues in excess of €42bn and EBITDA in excess of €15bn.

Prior to joining Telefónica, he held positions at Citigroup, McKinsey&Co, Ferrovial and Planeta.

In the financial sector, he has served in the Board of directors of Banco Bilbao Vizcaya Argentaria (BBVA) (2001-2007) and on the Advisory Panel of Macquarie MEIF Infrastructure funds.

In the TMT sector, he has been Chairman of Telefónica Contenidos, Vice Chairman of Telco Spa (Italy) and Board member of Telefónica Deutschland, Telefónica Brasil, Endemol (Netherlands), Digital+, Atento, Telefonica Czech, CTC Chile, Indra SSI and Terra Lycos.

Among his non-for-profit endeavours, Mr. Vilá is a Trustee of the Telefonica Foundation and Barcelona Mobile World Capital Foundation.

Institutional Investor nominated Angel Vilá as the Best CFO in European Telecoms in 2015. He was also honored with the Thomson Reuters Extel Pan-European Awards as No.1 CFO in Spain both in 2013 and 2014, as well as No.1 CFO for Telecommunications in Europe in 2014.

Mr. Ángel Vilá holds a MBA from Columbia Business School where he studied with a Fulbright La Caixa fellowship. He was distinguished in the Beta Gamma Sigma Honors and Dean's List.

Prior to Columbia University, he graduated in Industrial Engineering from Universitat Politècnica de Catalunya in Barcelona.

Sept 2023



Il signor **Ángel Vilá Boix (Barcellona, 1964)** è Chief Operating Officer (Amministratore Delegato), membro del Consiglio di Amministrazione e del Comitato Esecutivo di Telefónica, S.A.

Il signor Vilá è membro del Consiglio di Amministrazione di Virgin Media O2 (Regno Unito) e dei Consigli Consultivi di Telefónica España e Telefónica Tech.

È entrato in Telefónica nel 1997. Durante il suo mandato, ha ricoperto incarichi di Group Controller, CFO di Telefónica Internacional, Group Head of Corporate Development e Group Chief Strategy and Finance Officer.

Nel luglio 2017, Vilá è stato nominato Group COO con la piena responsabilità delle principali attività di Telefónica (Spagna, Regno Unito, Germania, Brasile, Infra e Tech), con ricavi aggregati (2022) superiori a 42 miliardi di euro ed EBITDA superiori a 15 miliardi di euro.

Prima di entrare in Telefónica, ha ricoperto incarichi presso Citigroup, McKinsey&Co, Ferrovial e Planeta.

Nel settore finanziario, ha fatto parte del Consiglio di Amministrazione del Banco Bilbao Vizcaya Argentaria (BBVA) (2001-2007) e del Comitato Consultivo dei fondi infrastrutturali Macquarie MEIF.

Nel settore TMT è stato Presidente di Telefónica Contenidos, Vice Presidente di Telco SpA (Italia) e Consigliere di Amministrazione di Telefónica Deutschland, Telefónica Brasil, Endemol (Paesi Bassi), Digital+, Atento, Telefonica Czech, CTC Chile, Indra SSI e Terra Lycos.

Tra le sue attività no-profit, il signor Vilá è un membro della Fondazione Telefonica e della Barcelona Mobile World Capital Foundation.

Institutional Investor ha nominato Angel Vilá come miglior CFO nel settore delle telecomunicazioni europee nel 2015. È stato anche insignito del Thomson Reuters Extel Pan-European Awards come CFO n. 1 in Spagna sia nel 2013 che nel 2014, nonché CFO n. 1 per le telecomunicazioni in Europa nel 2014.

Il signor Ángel Vilá ha conseguito un MBA presso la Columbia Business School, dove ha studiato con una borsa di studio Fulbright La Caixa. Si è distinto nei Beta Gamma Sigma Honours e nella Dean's List.

Prima della Columbia University, si è laureato in Ingegneria Industriale presso l'Universitat Politècnica de Catalunya di Barcellona.

Sett 2023





Profile

Virginie has more than 25 years of experience in Investment Banking and more recently as independent board member helping management to understand shareholders' expectations on financial and ESG issues

Virginie was Managing Director for different international financial institution : Deutsche Bank, Nomura or Natixis. After more than 10 years as Equity analyst, ranked n°1 in Europe for Aerospace and Defence, Virginie was M&A banker for 15 years between 2003 and 2019. She was Global Head of Coverage and M&A for the French bank, Natixis between 2011 and 2014. She has building strong relationships with corporate top management as M&A banker and equity advisor. Virginie was also working for two corporate Airbus (ex EADS) and Lagardere as, respectively, Head of M&A and Head of IR. As member of the Executive committee of Natixis and Lagardere, she has been able to measure the importance of a good governance.

Since 2019, Virginie is Independent Director and Senior Advisor. Her financial expertise was key as member of the Audit committee of Vallourec and Netgem. As Chairwoman of the Appointments and Remuneration Committee of Lagardere she has allowed to measure the importance of being listening to the company's various stakeholders on governance issues. Furthermore, as a member of two CSR Committees, she was able to observe the growing interest in a CSR strategy largely involving competent board members in an area increasingly difficult to manage for managers. Her position as Co-Chair of the ESG Club of the Institut Francais des Administrateurs (IFA) illustrates her involvement in environmental, social and societal issues and their impact in addition to her final profile.

Professional Experience

July 2021 - current	LAGARDERE Independent Director, Chairman of the Nomination, Remuneration and CSR Committees, and Member of the Audit Committee
Nov 2020 - current	MEDIOBANCA S.p.A Independent Director, Member of the Remuneration Committee and the Corporate Social Responsibility Committee
May 2020 - July 2023	NETGEM Independent Director and Member of the Audit Committee
Feb 2020 - July 2021	VALLOUREC Independent Member of the Supervisory Board and Member of the Finance and Audit Committee. Change to new shareholders in July 2021
Sep 2019 - current	IOLITE Financial Consulting (Founder) Develop a financial and equity advisory service to help companies to anticipate shareholders and stakeholders expectations Advisor for AlixPartners and for Brunswick (since sept 2022)
Sep 2015 - Sep 2019	NOMURA - Global Investment Banking (Managing Director) In charge of the relationship of Nomura with the top French corporates in Media, Automotive component manufacturing, Aerospace and Defence, and Industrial equipment industries

V. Banet

Sep 2014 - Sept 2015	ONDRA Partners - Corporate Finance Advisory (Partner) Develop the French franchise for Equity advisory and M&A
Jan 2011 - June 2014	NATIXIS - Member of the Executive Committee <i>Deputy Head of Coverage & Advisory (2013-2014) - Global Head of Coverage and M&A (2011-2012)</i> 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 Media Executive Committee <i>Head of Investor Relations and M&A Projects for the Financial Department</i> 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) <i>Senior Investment Banker & Head of M&A for Aerospace and Defence in Europe (2003-2008)</i> Manage the relationship of Deutsche Bank with large French media groups as well as Automotive, Aerospace, Defence and Capital Goods <i>Senior Equity Analyst & Head of the Pan-European Aerospace and Defence team (1995-2003)</i> 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 <i>Head of M&A</i> In charge of M&A deals for the overall Group
Nov 1989 - Sep 1995	SG Warburg/ABN Amro/SBS/Detroyat - Equity Analyst In charge of Aerospace and Defence, Capital goods and Automotive component manufacturers in France

Volunteers

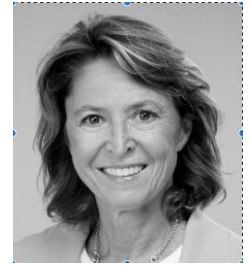
May 2023	Fondation pour la Recherche Médicale Member of the Supervisory Board President of the Steering Committee
May 2023	Institut Français des Administrateurs (IFA) Co-Chair of the ESG Club after 2 years as a member of the Club (social and societal issues)

Education

1991-1992	Graduated from the SFAF (Société Française des Analystes Financiers)
1989	Graduated from Sciences Po (Institut d'Études Politiques de Paris - section Eco Fi)
1987	Economics degree Paris II Assas (Equivalent B or second- class Honours)

V. Bouché

Virginie Banet



Profilo

Virginie ha un'esperienza di oltre 25 anni nell'investment banking e, più recentemente, come membro del Consiglio di Amministrazione indipendente, ha aiutato la Direzione a comprendere le aspettative degli azionisti su questioni finanziarie ed ESG.

Virginie è stata Amministratore Delegato di diversi istituti finanziari internazionali: Deutsche Bank, Nomura o Natixis. Dopo oltre 10 anni come analista azionario, n°1 in Europa per i settori aerospaziale e difesa, Virginie, tra il 2003 e il 2019, è stata M&A banker per 15 anni. Tra il 2011 e il 2014, è stata Global Head of Coverage e M&A per la banca francese Natixis. Ha costruito forti rapporti con la Direzione aziendale come M&A banker e consulente azionario. Virginie ha lavorato anche per due aziende: la Airbus (ex EADS) e la Lagardere, rispettivamente, come Responsabile M&A e Responsabile IR. Come membro del comitato esecutivo della Natixis e della Lagardere, ha potuto misurare l'importanza di un buon governo.

Dal 2019, Virginie è amministratore indipendente e senior advisor. La sua esperienza finanziaria è stata fondamentale come membro del Comitato di controllo della Vallourec e della Netgem. In qualità di Presidente del Comitato Nomine e Remunerazione della Lagardere ha permesso di misurare l'importanza di ascoltare i diversi stakeholder dell'azienda sui temi di governance. Inoltre, in qualità di membro di due Comitati CSR, ha potuto osservare il crescente interesse per una strategia CSR che coinvolge largamente membri competenti del Consiglio di Amministrazione in un'area sempre più difficile da gestire per i manager. La sua posizione di copresidente del Club ESG dell'Institut Francais des Administrateurs - Istituto francese dei direttori (IFA) illustra il suo coinvolgimento nelle questioni ambientali, sociali e aziendali e il loro impatto oltre al suo profilo finale.

Esperienze professionali

Luglio 2021 - ad oggi	<p>LAGARDERE Amministratore Indipendente, Presidente dei Comitati Nomine, Remunerazione e CSR, e Membro del Comitato di controllo</p>
Novembre 2020 - ad oggi	<p>MEDIOBANCA S.p.A Amministratore Indipendente, Membro del Comitato Remunerazioni e del Comitato per la Responsabilità Sociale d'Impresa</p>
Maggio 2020 - luglio 2023	<p>NETGEM Amministratore indipendente e membro del Comitato di revisione contabile</p>
Febbraio 2020 - luglio 2021	<p>VALLOUREC Membro indipendente del Consiglio di Sorveglianza e Membro del Comitato Finanze e Controllo. Sostituzione di nuovi azionisti a luglio 2021</p>
Settembre 2019 - ad oggi	<p>IOLITE Financial Consulting (Fondatrice) Sviluppare un servizio di consulenza finanziaria e patrimoniale per aiutare le aziende ad anticipare le aspettative degli azionisti e degli stakeholder</p> <p>Advisor per AlixPartners e per Brunswick (da settembre 2022)</p>
	<p>NOMURA - Global Investment Banking (Amministratore Delegato) Responsabile dei rapporti della Nomura con le principali aziende francesi nei settori dei media, della produzione di componenti automobilistici, dell'aerospaziale e della difesa e delle attrezzature industriali</p>

Settembre 2015 -
settembre 2019

Partner ONDRA - Consulenza in finanza aziendale (partner)

Sviluppare il franchising francese di consulenza azionaria e M&A

Settembre 2014 -
settembre 2015

NATIXIS - Membro del Comitato Esecutivo

Vice Responsabile Coverage & Advisory (2013-2014) - Responsabile globale Coverage and M&A (2011-2012)

Gestire un team di 350 banker in Francia e a livello internazionale (Europa, Stati Uniti e Asia) occupandosi di "Coverage", M&A e finanziamenti

Gennaio 2011 -
giugno 2014

LAGARDERE - Membro del Comitato esecutivo dei media della Lagardère

Responsabile delle relazioni con gli investitori e dei progetti di M&A per il dipartimento finanziario

Gestire il rapporto con gli azionisti e la comunicazione con il mercato finanziario (Equity e Debt). Coinvolgimento nel processo di fusione e acquisizione e difesa degli attivisti

Agosto 2008 -
dicembre 2010

DEUTSCHE BANK - Global Investment Banking (Amministratore Delegato)

Senior Investment Banker e responsabile M&A per i settori aerospaziale e difesa in Europa (2003-2008)

Gestire i rapporti della Deutsche Bank con i grandi gruppi di media francesi nonché con i settori automobilistico, aerospaziale, della difesa e dei beni strumentali

Analista azionario senior e capo del team paneuropeo del settore aerospaziale e difesa (1995-2003)

Responsabile dei settori aerospaziale e difesa in Europa e dei beni strumentali in Francia. Classificatasi n°1 in Europa e a livello globale da Investitori Istituzionali

Ottobre 1995 - agosto
2008

AIRBUS (ex EADS) - Vicepresidente senior

Responsabile M&A

Responsabile delle operazioni di M&A per l'intero Gruppo

SG Warburg/ABN Amro/SBS/Detroyat - Analista azionario

Responsabile dei produttori di componenti aerospaziali e della difesa, beni strumentali e automobilistici in Francia

Giugno 2006 - ottobre
2006

Novembre 1989 -
settembre 1995

Volontariato

Maggio 2023

Fondazione per la Ricerca Medica
Membro del Consiglio di Sorveglianza
Presidente del Comitato Direttivo

Maggio 2023

Istituto francese degli amministratori (IFA)

Co-presidente del Club ESG dopo 2 anni come membro del Club (questioni sociali e sociali)

Istruzione

1991-1992	Diplomatasi alla SFAF (Società francese degli analisti finanziari)
1989	Diplomatasi al Sciences Po (Istituto di Studi Politici di Parigi - sezione Eco Fi)
1987	Laurea in Economia Parigi II Assas (Equivalente B o Lode di seconda classe)

Informazioni Generali

Nato a Bari il 11.12.1969, residente a Milano dal 1987.

Maturità classica nell'A.S. 1986/87, Laurea in Economia Aziendale presso l'Università Bocconi nell'A.A. 1990/91 (110/110). Revisore Legale dal 1999.

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A. Profilo Accademico

Marco Giorgino è Professore di Ruolo Ordinario del Politecnico di Milano dal 2004, dove ha la Cattedra di Financial Risk Management e Financial Markets and Institutions, nel Corso di Laurea Magistrale in Ingegneria Gestionale.

É Direttore Scientifico dell'Osservatorio Fintech & Insurtech e dell'Osservatorio Corporate Governance del Politecnico di Milano.

Ha coordinato, durante la sua carriera, numerosi progetti di ricerca che lo hanno portato a svariate pubblicazioni, nazionali e internazionali, su temi bancari e finanziari e, più recentemente, su temi di «governance» e «risk management», sia per aziende industriali che per aziende finanziarie, e su temi di «digital innovation» nei servizi bancari e finanziari e di «finanza sostenibile».

É Coordinatore della *track* in "Finance" del Master of Science in Management Engineering (Corso di Laurea Magistrale in Ingegneria Gestionale) del Politecnico di Milano, Senior Professor presso Polimi Graduate School of Management (una delle pochissime Scuole al mondo (<1%) con la "Triple Crown", cioè accreditate da AACSB, AMBA ed EQUIS, i tre enti di accreditamento più importanti a livello internazionale), dove è anche Responsabile Scientifico dell'area didattica Banking e Finance e titolare di corsi di Finanza per svariati MBA ed Executive MBA, per allievi italiani e internazionali, sia con riferimento alla finanza aziendale e alla finanza dei mercati finanziari sia con riferimento al financial risk management, all'innovazione digitale nell'industria finanziaria, alla sostenibilità. Nella Business School è Direttore Scientifico dell'International Master in Financial Risk Management.

Breve storia

Fin dal 1992 è stato, nei vari anni, prima assistente e poi titolare dei corsi di "Analisi dei Sistemi Finanziari", "Global Risk Management", "Finanza Aziendale", "Corporate & Investment Banking" nel Corso di Laurea in Ingegneria Gestionale del Politecnico di Milano, dove ha sviluppato la sua carriera accademica prima come Ricercatore di Ruolo (dal 1995 al 2001), poi come Professore Associato (dal 2001 al 2004) e infine, dal 2004 fino ad oggi, come Professore Ordinario.

É stato direttore di numerosi Programmi Master tra i quali l'MBA Program, il Master in Private Equity in partnership con Borsa Italiana, il Master in Corporate and Investment Banking in collaborazione con Università Bocconi per il Gruppo Unicredit, il Master Universitario in Gestione delle Società Bancarie per il Gruppo UBI. È stato Membro del Collegio dei Docenti del Dottorato di Ricerca in Ingegneria Gestionale del Politecnico di Milano fino al 2015.

Negli anni ha fatto parte di molti organismi scientifici in seno ad Istituzioni pubbliche e private, tra i quali: Coordinatore dell'Osservatorio sulle Finanziarie Regionali della Fondazione Rosselli, Membro del Comitato Scientifico dell'Osservatorio sul Project Financing di Finlombarda, Membro dell'Istituto di Finanza Pubblica presso la Fondazione Rosselli, Direttore Scientifico del progetto di ricerca Innovation in Public Finance presso il Politecnico di Milano, co-finanziato dalla Fondazione Cariplo, Membro dell'Unità Tecnica di Programmazione Finanziaria presso la Presidenza della Giunta Regionale della Regione Lombardia, Coordinatore Scientifico del Programma Nazionale di Ricerca del Ministero dell'Istruzione, dell'Università e della Ricerca "Social Impact Finance".

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B. Attività Professionali

1. Governance Societaria

Ha ricoperto e ricopre posizioni in Consigli di Amministrazione o Collegi Sindacali di società finanziarie e industriali e in Organismi di Vigilanza (ai sensi del D. Lgs. 231/2001), quali a mero titolo di esempio Terna (da maggio 2019, nominato nella lista Assogestioni, e da maggio 2020 fino ad oggi, riconfermato come capolista nella lista Assogestioni), Luxottica (dal 2018 al 2019, nominato nella lista Assogestioni), Banca Monte dei Paschi di Siena (da dicembre 2017, nominato come capolista nella lista Generali e poi, da maggio 2020 ad oggi, come capolista nella lista Assogestioni), Banca Popolare di Vicenza (dal 7 luglio 2016, con l'ingresso del Fondo Atlante, fino al 25 giugno 2017), Mediolanum SGR (dal 2001 al 2012), GE Capital Interbanca (dal 2012 al 2016), Banca Esperia (dal 2007 al 2016), Opera SGR (dal 2013 al 2017), Enoi S.p.A. -tra i principali importatori di gas del paese- (dal 2011 al 2014)

In particolare, ha svolto e svolge prevalentemente il ruolo di Amministratore Indipendente con ruoli formali anche nell'ambito dei Comitati endoconsiliari, del Sistema dei Controlli Interni, del Risk Management e della Sostenibilità e di Presidente di Organismi di Vigilanza (ai sensi del D. Lgs. 231/2001), quali:

- Banca Monte dei Paschi di Siena, anche come *Lead Independent Director*, Presidente del Comitato Rischi e Sostenibilità, Presidente del Comitato Remunerazioni e Membro del Comitato Nomine;
- Terna, anche come Membro del Comitato Controllo e Rischi, Corporate Governance e Sostenibilità e come Presidente del Comitato Operazioni con Parti Correlate;
- Luxottica, anche come Membro del Comitato Risorse Umane;
- GE Capital Interbanca, anche come Presidente del Comitato Controllo e Rischi;
- Banca Popolare di Vicenza come Sindaco Effettivo;
- Opera SGR, come Presidente del Consiglio di Amministrazione e Referente per le Funzioni di Controllo;
- Enoi S.p.A., anche come Presidente del Comitato Controllo Interno;
- Banca Esperia, come Presidente dell'ODV (231/2001) [Per l'elenco degli incarichi si veda Allegato 1].

2. Attività Consulenziali

Svolge attività di formazione seminariale per il *management* di gruppi bancari italiani e internazionali, di investitori istituzionali e di gruppi industriali.

Svolge attività di *advisory* e consulenza in ambito di:

- Valutazione dei sistemi di governance e di risk management, per aziende industriali e finanziarie;
- Valutazione finanziaria d'azienda;
- Operazioni di finanza straordinaria
- Progetti strategici per la ridefinizione e la trasformazione digitale di modelli di business di intermediari finanziari, bancari e assicurativi, ivi inclusi *Fintech* e *Insurtech*, anche in una logica di sostenibilità, e per la definizione di strategie sostenibili.

Opera come consulente, non solo di parte, nell'ambito di procedimenti giudiziari, sia in ambito civile che in ambito penale, su materie valutative e finanziarie.

É Membro del Consiglio Direttivo di NED Community.

É Membro del Comitato Scientifico della Scuola di Alta Formazione "Luigi Martino" dell'Ordine dei Commercialisti di Milano ed è stato Membro del Consiglio Direttivo dell'AODV 231, Associazione degli Organismi di Vigilanza ai sensi del D.Lgs. 231/01.

3. Attività Divulgative

È tra "Le Nostre Firme" de Il Sole 24 Ore oltre che editorialista di altre testate di carta stampata - anche estere- (Il Giornale, France Press,...) e di testate televisive (RAI, SKY, La7, CLASS CNBC, ...).

È stato relatore a oltre centocinquanta convegni e seminari su temi di finanza aziendale, di finanza dei mercati, di *corporate governance*, di *risk management*, di innovazione digitale nei servizi bancari e finanziari (*Fintech* e *Insurtech*), di finanza sostenibile e *ESG*.

* * * * *

Altre Attività

Nell'ambito di attività *no-profit*, è Consigliere di Amministrazione dell'Associazione FAES (Famiglia e Scuola) dal 2011 e Consigliere di Amministrazione della Fondazione RUI (Residenze Universitarie Internazionali) dal 2017.

General Information

Born on December, 11th 1969, he lives in Milan.

Graduated in Business Administration at Bocconi University in the Academic Year 1990/1991 (110/110).

Academic Profile

Marco Giorgino is Full Professor at Politecnico di Milano (QS Ranked, among the Top 20 Universities by subject in the World) where he holds the Chair of Financial Markets & Institutions and Financial Risk Management (since 2004).

Since 1992 he was Lecturer and then Professor of the courses of "Financial Markets & Institutions", "Global Risk Management", "Corporate Finance", "Corporate & Investment Banking" in the MSc in Management Engineering at Politecnico di Milano, where he started his academic career as Assistant Professor (1995 - 2001), Associate Professor (2001-2004) and since 2004 as Full Professor.

Coordinator of the Finance stream in the MSc in Management Engineering at Politecnico di Milano, Senior Professor at Polimi Graduate School of Business (one of the very few Schools in the world (<1%) with the "Triple Crown", i.e. accredited by AACSB, AMBA and EQUIS, the three most important accreditation bodies at an international level), where he is also Scientific Director of the teaching area of Banking and Finance and Chair of Finance in several MBA and Executive MBA, for Italian and international students, referring both to corporations and to institutions. In such business school, he was Director of several Master Programs such as MBA, Master in Private Equity in partnership with Borsa Italiana, Master in Corporate and Investment Banking in collaboration with Bocconi University for Unicredit Group, Master in Banking for UBI Group. Now, he is Scientific Director of the International Master in Financial Risk Management at Polimi Graduate School of Management.

He has been Member of the Scientific Board of the PhD Program in Management Engineering (DRIG) at Politecnico di Milano up to 2015.

During his career, he has coordinated several research projects ending up with more than 120 scientific publications at national and international level, on banking and finance topics and, more recently, on «corporate governance», «risk management», «digital innovation» and «sustainability» in banking and financial services (see *Exhibit 2* for more details, page 3).

Over years he took part in several scientific committees in public and private Institutions such as: Coordinator of the "Osservatorio sulle Finanziarie Regionali" of Fondazione Rosselli, Member of the Scientific Committee of the "Osservatorio sul Project Financing" of Finlombarda, Member of the "Istituto di Finanza Pubblica" at Fondazione Rosselli, Scientific Director of the research project "Innovation in Public Finance" at Politecnico di Milano, funded by Fondazione Cariplo, Member of the "Unità Tecnica di Programmazione Finanziaria" at the Presidenza della Giunta Regionale della Regione Lombardia.

Nowadays, he is Scientific Director of the Fintech & Insurtech Observatory and of the Corporate Governance Observatory at Politecnico di Milano, School of Management.

Professional Activities

He is Certified Statutory Auditor (since 1999).

He has been serving and still serves as Independent Director or Chairman, or as Statutory Auditor, or as Chairman of the Surveillance Body (*according 231/2001 law*) in listed and not listed banking or industrial companies, as Terna (from 2019), Luxottica Group (2018-2019), Banca Monte dei Paschi di Siena (from 2017), Banca Popolare di Vicenza (*from 2016, July the 7th till 2017, June 25th*), Mediolanum SGR (*from 2001 to 2012*), GE Capital Interbanca (*from 2012 to 2016, English Official Language of the Board*), Banca Esperia (*from 2007 to 2016*) [See **Exhibit 1** for more details, page 9].

He carries out educational activity and seminars for the top management of "Italian and international banking groups, institutional investors and industrial groups.

He runs consultancy activities in the fields of:

- Financial valuation of companies and projects
- Advisory for extraordinary finance deals
- Valuation of governance and risk management systems
- Digital innovation and sustainability.

He is Member of many Awards juries in the field of the Corporate Governance and of the Digital Innovation.

He is also Member of the Board of NED Community.

Other Activities

He is guest speaker and columnist for television channels (RAI, SKY, CLASS CNBC, LA7...), press –even international– (Il Sole 24 Ore, Il Giornale, France Press,...) and internet media.

He has been speaker and keynote speaker in more than one hundred and fifty conferences and seminars (*not included in Exhibit 1*) on corporate and financial markets finance, corporate governance, risk management, digital innovation in banking and financial services.

Finally, considering *no-profit* activities, he is Member of the Board of Associazione FAES (Famiglia e Scuola) since 2011 and Member of the Board of Fondazione RUI (Residenze Universitarie Internazionali) since 2017.

Mana Abedi

Senior Risk and Finance professional with over 30 years experience in the Financial Industry. Worked in all lines of Defence (1st, 2nd and 3rd). Strong leader with extensive knowledge of primary and operational risks, compliance and change management. Articulate, and experienced in presenting to senior committees as well as to regulators, board members and industry forum.

Currently looking to use breadth and depth of experience to provide oversight in a Non-Executive Director position.

CAREER HISTORY

UBS

(1996 - 2019)

UBS Group Corporate Centre

(2013-2019)

Compliance and Operational Risk (C&ORC) - Managing Director (2017 - 2019)

Head of team responsible for Compliance and Operational Risks (OR) of the following Corporate Centre (CC) Functions: Group Risk Control, Group Treasury, Human Resources, Group General Counsel, Group Compliance Regulatory and Governance and other CC functions, reporting to the C&ORC CC Risk Control head. Responsibilities and achievements included:

- Oversight and challenge of compliance and operational risks of the functions, including oversight of key controls, OR issues, their remediation and review of OR events
- OR Taxonomy owner for HR, Primary Risks, Client Price Setting and others
- Managing a team of 20 controllers globally
- Restructured team and achieved efficiencies whilst improving and upgrading services, saving equivalent 5 FTEs and receiving positive stakeholder feedback regarding service

Risk Change– Managing Director

(2013 - 2017)

Head of Risk Change Analysis and Architecture for UBS Group Risk Control, reporting to the Group Risk COO. Responsibilities and achievements included:

- Driving the execution and successful delivery of key change projects totalling over CHF 300m (including regulatory and efficiency programs) for all divisions in UBS Risk control across Market, Credit, Treasury, Compliance, Operational and firm-wide risks
- Understanding and resolving business process change implications of such initiatives and assisting Risk Control in their adoption and integration to achieve efficiencies and increased effectiveness
- Grew the team from 50 people to over 180, to accommodate the increased change agenda, with teams located in multiple offices globally including use of near shore locations (Nashville and Krakow) and use of outsourcing
- Team included risk architects, project managers, business analysts and process change managers

UBS WEALTH MANAGEMENT

(2011- 2013)

Deputy WM EU Chief Risk Officer – Executive Director

Head of Credit for UK and Jersey (FCA approved person), and deputy to the European WM CRO.

Responsibilities and achievements included:

- Ownership of portfolio of WM private clients with Credit Authority of CHF 12m for mortgages and CHF 200m for Lombard loans and representing Risk in various senior committees
- Managed a team of 6 credit officers in London and responsible for teams in Paris (3) and Milan (3)

UBS INVESTMENT BANK

(1996 - 2011)

Hedge Funds Credit – Executive Director

(2005 - 2011)

Credit Officer and deputy to the European head of hedge fund credit. Responsibilities included:

- Ownership of portfolio of European hedge fund and fund of hedge fund clients (over 150 funds)
- Managed a team of 4 credit officers and analysts; Global business partner for FX
- Review and assessment of creditworthiness of European managed hedge funds and fund of hedge funds (responsibility included leading client due diligence meetings, credit risk assessment, credit reviews, limit approvals, negotiating credit terms on legal documentation & monitoring of clients)

Client Vetting– Executive Director

(2003 - 2005)

Global Head of Client Vetting group, reporting to Global Head of Credit. Responsible for:

- Restructuring the Client Vetting function into a globally aligned group
- Managing a global team of up to 42 (including 3 regional direct reports)

- Developing and co-owning with Compliance a global Know Your Customer (KYC) and Anti money laundering (AML) procedure document for all UBS Investment Bank clients
- Implementing common procedures and systems globally, and ensuring successful implementation of these
- Ensuring regulatory compliance and remediation, resulting in favorable ratings from regulators and auditors

New Business Group – Executive Director

(1999 - 2003)

European Head of New Business Group, reporting to US based Global Head. Co-ordination role between the business areas and the logistics functions, across all products within UBS. Responsibilities included:

- Assessing risks and obtaining relevant approvals for new businesses, products and all other significant changes within UBS for Europe and some Global initiatives. Hired and managed a team of 4. Attended and presented to European Operating and Risk Committees
- Responsible for assessing risks on structured trades and obtaining relevant approvals prior to deal execution
- Ad hoc projects and risk reviews as requested by the global Chief Risk Officer

Equities Business Manager – Director

(1997 –1999)

Business Manager for Global Equity derivatives. Key responsibilities and achievements included:

- Heavily involved in the UBS and SBC merger for Equities. Responsible for maintaining and following up on the issues evolving during the merger of the Global Equity Derivatives book
- Acting as a first point of call for the front office and as a liaison between all logistical functions
- Responsible for review of the monthly management accounts for the Equities business

Fixed Income Business Unit Controller

(1996 – 1997)

Responsibilities included:

- Preparation of daily P&L and pricing reviews for AS, Credit Derivatives and Exotics
- Management of a team of 4
- Risk reporting, dealing with Balance Sheet and capital issues, examination of trade booking issues regarding exotics products, particularly convertible bond stripping issues
- Project managed and successfully implemented new Profit and Loss system

SALOMON BROTHERS INTERNATIONAL LTD

(1994 - 1996)

Customer Derivatives, Fixed Income (FI) Trade Support

(1995 - 1996)

Responsibilities included:

- Senior in charge of the Customer Derivatives FI Trade Support and Supervisor of 4 staff
- Gathered extensive product knowledge of all FI derivatives
- Involved in structured trade analysis and booking into the underlying systems
- Responsible for production of the daily P&L statements
- Daily contact with the trading desk and with senior management

Setting up of Milan Entity

(1994 - 1995)

Senior in charge of setting up the Milan branch of Salomon brothers SIM SPA. Involved in all aspects of planning and implementation, including chairing meetings, drafting proposals, presenting these to senior management and testing new systems and integrating these with Salomon core systems

REPUBLIC NATIONAL BANK OF NEW YORK

(1992 - 1994)

Supervisor in charge of the London Internal Audit Department, reporting into the Audit manager in NY

- In charge of a department of 25 auditors and special projects:
 - Restructured the Paris branch as a result of audit findings and due to the specific request of Paris senior management to implement new controls and procedures
 - Strengthened controls of the Milan Branch: set up and strengthened front and bank office controls and systems for foreign exchange, futures, options and securities trading
- Supervisor of Paris and Monaco branch audits running con-currently

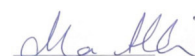
PANNEL KERR FORSTER

(1988 - 1991)

External Auditor: Experiences included audit and financial accounting for entities of various sizes, including large PLCs. Supervised up to 4 members of staff

QUALIFICATIONS, EDUCATION and LANGUAGES

- Member of the Institute of Chartered Accountants in England & Wales (ACA) 1991
- BEng Hons in Electrical and Electronic Engineering, UCL, University of London 1985-1988
- Languages: English (fluent), Farsi (fluent), French (intermediate), Italian (intermediate)



Mana Abedi

Professionista senior del rischio e della finanza con oltre 30 anni di esperienza nel settore finanziario. Leader forte con una vasta conoscenza dei rischi primari e operativi, della conformità e della gestione del cambiamento. Articolato ed esperto nella presentazione a comitati e a regolatori.

UBS

(1996 - 2019)

UBS Group Corporate Centre

(2013-2019)

Compliance and Operational Risk (C&ORC) - Managing Director (2017 - 2019)

Responsabile del team responsabile della conformità e dei rischi operativi (OR) delle seguenti funzioni del Corporate Center (CC): Group Risk Control, Group Treasury, Risorse Umane, Group General Counsel, Group Compliance Regulatory and Governance e altre funzioni CC. Responsabilità e risultati includevano:

- Supervisione e sfida della conformità e dei rischi operativi delle funzioni, inclusa la supervisione dei controlli chiave, delle questioni OR, la loro bonifica e revisione degli eventi OR
- OR Proprietario della tassonomia per risorse umane, rischi primari, impostazione dei prezzi per i clienti
- Gestione di un team di 20 a livello globale
- Team ristrutturato e maggiore efficienza ottenuta migliorando e aggiornando i servizi, risparmiando 5 persone equivalenti e ricevendo feedback positivo dalle parti interessate riguardo al servizio

Risk Change– Managing Director

(2013 - 2017)

Responsabile dell'analisi e dell'architettura del cambiamento del rischio per UBS Group Risk Control, che riporta al Group Risk COO. Responsabilità e risultati includevano:

- Guidare l'esecuzione e la realizzazione di progetti di cambiamento chiave per un totale di oltre CHF 300 milioni (inclusi programmi di regolamentazione ed efficienza) per tutte le divisioni di UBS Risk Control tra rischi di mercato, credito, tesoreria, conformità, operativi e a livello aziendale
- Comprendere e risolvere le implicazioni di cambiamento dei processi aziendali di tali iniziative e assistere il controllo dei rischi nella loro adozione e integrazione per ottenere efficienza e maggiore efficacia
- Ampliamento del team da 50 a oltre 180 persone, per far fronte alla crescente agenda di cambiamento, con team dislocati in più uffici a livello globale, incluso l'uso di Nashville e Cracovia e il ricorso all'outsourcing
- Il team comprendeva architetti del rischio, capi progetto, analisti aziendali e del cambiamento dei processi

UBS WEALTH MANAGEMENT

(2011- 2013)

Deputy WM EU Chief Risk Officer – Executive Director

Responsabile del credito per il Regno Unito e Jersey (persona approvata dalla FCA) e vice del WM CRO europeo. Responsabilità e risultati includevano:

- Possesso di un portafoglio di clienti privati WM con autorità di credito di CHF12 milioni per ipoteche e CHF 200 milioni per crediti Lombard e rappresentanza del rischio in diversi comitati senior
- Gestito un team di 6 a Londra e responsabile dei team a Parigi (3) e Milano (3)

UBS INVESTMENT BANK

(1996 - 2011)

Hedge Funds Credit – Executive Director

(2005 - 2011)

Credit Officer e vice responsabile europeo del credito degli hedge fund. Le responsabilità includevano:

- Proprietà del portafoglio di hedge fund europei e di fondi di hedge fund clienti (oltre 150 fondi)
- Gestito un team di 4; Partner commerciale globale per FX
- Revisione e valutazione dell'affidabilità creditizia degli hedge fund gestiti europei e dei fondi di hedge fund

Client Vetting– Executive Director

(2003 - 2005)

Responsabile globale del gruppo Client Vetting. Responsabile di:

- Ristrutturazione della funzione Client Vetting in un gruppo allineato a livello globale di 42 persone
- Sviluppo e collaborazione con la Dipartimento di Conformità di un documento procedurale globale Know Your Customer (KYC) e antiriciclaggio (AML) per tutti i clienti di UBS Investment Bank
- Implementare procedure e sistemi comuni a livello globale
- La conformità normativa e le misure correttive, con conseguente rating favorevole

New Business Group – Executive Director (1999 - 2003)

Responsabile europeo del New Business Group. Ruolo di coordinamento tra le aree di business e le funzioni logistiche. Le responsabilità includevano:

- Valutare i rischi e ottenere le approvazioni pertinenti per nuove attività, prodotti e tutti gli altri cambiamenti significativi all'interno di UBS per l'Europa e alcune iniziative globali. Assunto e gestito un team di 4 persone. Partecipato e presentato ai comitati operativi e di rischio europei
- Responsabile della valutazione dei rischi sulle operazioni strutturate e dell'ottenimento delle relative approvazioni prima dell'esecuzione dell'operazione

Equities Business Manager – Director (1997 –1999)

Business Manager per i Derivati Azionari Globali. Le principali responsabilità e risultati includevano:

- Fortemente coinvolto nella fusione tra UBS e SBC per le azioni. Responsabile del mantenimento e del follow-up delle questioni evolute durante la fusione del portafoglio Global Equity Derivatives
- Agire come primo punto di chiamata per il front office e come collegamento tra tutte le funzioni logistiche
- Responsabile della revisione dei conti di gestione mensili per il business Azionario

Fixed Income Business Unit Controller (1996 – 1997)

Le responsabilità includevano:

- Preparazione di revisioni giornaliere di P&L e prezzi per Asset Swaps, derivati creditizi ed esotici
- Gestione di un team di 4 persone
- Reporting sui rischi, gestione delle questioni di bilancio e di capitale, esame delle questioni relative alla prenotazione delle operazioni relative a prodotti esotici

SALOMON BROTHERS INTERNATIONAL LTD (1994 - 1996)

Customer Derivatives, Fixed Income (FI) Trade Support (1995 - 1996)

Le responsabilità includevano:

- Senior responsabile del supporto commerciale dei derivati FI della clientela e supervisore di 4 persone
- Responsabile della produzione dei rendiconti economici giornalieri

Costituzione dell'Ente di Milano (1994 - 1995)

Senior incaricato della costituzione della filiale di Milano dei Salomon Brothers SIM SPA. Coinvolto in tutti gli aspetti della pianificazione e dell'implementazione, inclusa i nuovi sistemi e l'integrazione di questi con i sistemi principali Salomon

REPUBLIC NATIONAL BANK OF NEW YORK (1992 - 1994)

Supervisore responsabile del dipartimento di audit interno di Londra. Responsabile di un dipartimento di 25:

- Ristrutturazione della filiale di Parigi a seguito dei risultati dell'audit e in seguito alla specifica richiesta del senior management di Parigi di implementare nuovi controlli e procedure
- Rafforzamento dei controlli della Filiale di Milano: istituzione e rafforzamento dei controlli e dei sistemi di front office e banca per la negoziazione di cambi, futures, opzioni e titoli
- Supervisore degli audit delle filiali di Parigi e Monaco

PANNEL KERR FORSTER (1988 - 1991)

Revisore esterno: le esperienze includono audit e contabilità finanziaria per entità di varie dimensioni, comprese grandi aziende pubbliche. Supervisionato 4 persone

QUALIFICHE, ISTRUZIONE e LINGUE

- Membro dell'Istituto di Chartered Accountants in Inghilterra e Galles (ACA) 1991
- BEng Hons in Electrical and Electronic Engineering, UCL, University of London 1985-1988
- Lingue: inglese, farsi, francese (intermedio), italiano (intermedio)



Maximo Ibarra

Dati Personali

Luogo e data di nascita: Cali - Colombia 13/12/1968



Esperienza professionale

Agosto 2021 – presente

Engineering- Ingegneria Informatica SpA – Information Technology – CEO & General Manager

Azienda Leader nel settore dell'Information Technology in Italia con circa 10K Clienti Large Corporate, 14k dipendenti e un fatturato di 1,6 MD € nel 2022
60 sedi in Europa, USA e Brasile.

Ottobre 2019 – Agosto 2021

Sky Italia - Media & Telecomunicazioni - CEO

Azienda Leader nel settore della Pay TV in Italia con 5,2M di clienti e un fatturato di US\$ 3,8 MD (dati del 2019).
Nuovo servizio ultra Broadband Sky Wi-Fi lanciato a Giugno 2020.

Ottobre 2017 - Ottobre 2019

Royal KPN - Telecomunicazioni - CEO
(Ottobre 2017 - Aprile 2018 CEO Designato)

CEO dell'azienda leader di Telecomunicazioni nei Paesi Bassi con EUR 6MD € di fatturato e circa 13K dipendenti (dati 2017)

Novembre 2016 - Luglio 2017

WindTre SpA - Telecomunicazioni - CEO

WindTre è nata dalla fusione di Wind Telecomunicazioni (Gruppo Vimpelcom) and Tre (Gruppo Hutchison).
Prima azienda di telecomunicazioni in Italia per numero di Clienti con circa 6MD € di fatturato e più di 2,2MD € di Ebitda (dati 2016).

Maggio 2012 - Novembre 2016

Wind Telecomunicazioni - Telecomunicazioni - CEO e Direttore Generale

Wind terzo player di telefonia mobile in Italia e secondo in quella fissa con il marchio Infostrada (per un totale di circa 23M circa di Clienti-dati 2016).

1,8MD € di Ebitda nel 2016.

Gestito rilevante processo di digitalizzazione dell'Azienda.

2009 - Maggio 2012

Wind Telecomunicazioni - Telecomunicazioni - Chief Commercial Officer

Responsabile del conto economico della Business Unit Mobile prima e poi anche della BU Telefonia fissa.

Attività svolte: marketing, sales, customer operations, product development e comunicazione.

2004 - 2009

Wind Telecomunicazioni - Telecomunicazioni - Direttore Marketing e Customer Operations

2003 - 2004

Benetton Group - Fashion and Casual Wear- VP Marketing e Comunicazione

Responsabilità coperta a livello mondiale.

Attività svolte: promozione, visual merchandising, licensing, comunicazione e posizionamento portafoglio Brand.

2001 - 2003

Fiat Auto - Automotive - VP Strategie e Business Development Servizi

Responsabilità ricoperta a livello mondiale.

Servizi gestiti: financial, rental e automotive mobility services.

2000 - 2001

DHL International - Logistics e Express Courier Delivery - Chief Commercial Officer Italia

Attività svolte: marketing, sales, customer operations e comunicazione.

1996 - 2000

Omnitel/Vodafone - Telecomunicazioni- Marketing Manager prima e poi Direttore Marketing

1994 - 1996

Telecom Italia - Telecomunicazioni - Marketing Analyst

Cariche Societarie attualmente presso Engineering Group

Be Shaping the Future – Management Consulting SpA – Presidente

Be Shaping the Future SpA - Presidente

Overlord Bidco – Presidente

Engineering D-Hub SpA – Presidente

Cybertech Srl – Presidente

Engineering – Ingegneria Informatica SpA – Ceo e Board Member

Altre cariche attualmente coperte

Dal settembre 2018 ad oggi

Mediobanca SpA - Board Member

Dal 2005 ad oggi

Luiss University and Luiss Business School - Professore di Digital Marketing e Digital Transformation (30 ore)

Titoli di studio

1992

Università di Roma (La Sapienza) - Laurea in Scienze Politiche ed Economiche

Altri corsi

1993 - 1994 Master in Business Administration presso STOA' Business School (joint IRI-MIT programme)

2000 Telecom Marketing Management presso Insead (Paris)

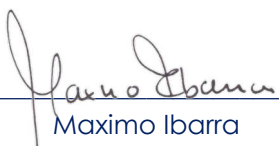
2008 General Management presso la London Business School

2015 Executive Programme presso Singularity University (Silicon Valley - California)

Lingue parlate e scritte

Italiano e Spagnolo: Madrelingua

Inglese: Ottima conoscenza


Maximo Ibarra

Maximo Ibarra

Personal Details

Place and date of birth: Cali/Colombia – 13/12/1968



Professional Experience

August 2021 to date

Engineering- Ingegneria Informatica SpA - Information Technology
Group CEO & General Manager

Leading provider of IT services in Italy, serving more than 10K top large corporate customers and key Institutions globally
Revenues 1.6 Bn € in 2022 – 14K employees
60 locations across Europe, USA and Brazil.

October 2019 - August 2021

Sky Italia - Media & Telecommunications
CEO

Leading Pay TV media company in Italy with 5,2M customers and US\$ 3,8 Bn of Revenues (2019 results)
Launch of Sky WiFi Ultra-broadband services in June 2020.

October 2017 - October 2019

Royal KPN - Telecommunications
CEO
(October 2017 - April 2018 Designated CEO)

CEO of the leading Telecommunications Company in the Netherlands with 6 Bn € in Revenues and 13K employees (2017 data).

November 2016 - July 2017

WindTre SpA - Telecommunications
CEO

WindTre SpA created from the merger of Wind Telecommunications (part of Vimpelcom Group) and Tre (part of Hutchison Group).
Largest Telecommunications company in Italy in terms of Customers with 6 Bn € in turnover and more than 2,2 Bn € of EBITDA (2016 data).

May 2012 - November 2016

Wind Telecomunicazioni - Telecommunications
CEO and General Manager

Wind is the third largest mobile player in Italy and second in fixed telephony, under the Infostrada brand (totalling 23M customers - 2016 data).

1,8 Bn € EBITDA in 2016.

Managed an extensive digitalization company process for the business.

2009 - May 2012

Wind Telecomunicazioni - Telecommunications
Chief Commercial Officer

Responsible initially for the Mobile Unit P&L and then the Fixed Unit as well.

Activities performed: marketing, sales, customer operations, product development and communications

2004 - 2009

Wind Telecomunicazioni - Telecommunications
Chief of Marketing and Customer Operations

2003 - 2004

Benetton Group - Fashion and Casual Wear
VP Marketing and Communications

Global responsibility.

Activities performed: promotion, visual merchandising, licensing, communications and brand management.

2001 - 2003

Fiat Auto - Automotive
VP Strategy and Business Development

Global responsibility.

Services managed: financial, rental and mobility services.

2000 - 2001

DHL International - Logistics and Express Delivery
Chief Commercial Officer Italy

Activities performed: marketing, sales, customer operations and communications.

1996 - 2000

Omnitel/Vodafone
Marketing Manager first and later Marketing Director

1994 - 1996

Telecom Italia

Telecommunications - Marketing Analyst

Corporate offices currently held at Engineering Group

Be Shaping the Future Management Consulting SpA - Chairman

Be Shaping the Future SpA – Chairman

Overlord Bidco - Chairman

Engineering D-Hub SpA - Chairman

Cybertech Srl - Chairman

Engineering Ingegneria Informatica SpA – Ceo and Board Member

Other offices currently held

September 2018 – present

Mediobanca SpA - Board Member

2005 - present

Luiss University and Luiss Business School - Professor of Digital Marketing and Digital Transformation (30 hours per year)

Education

1992

University of Rome (La Sapienza)

Degree in Political and Economic Sciences

Other educational programmes

1993 - 1995 Master in Business Administration at STOA' Business School (joint IRI- MIT programme)

2000 Telecom Marketing Management at Insead (Paris)


2008 General Management at the London Business School

2015 Executive Programme at Singularity University (Silicon Valley - California)

Languages

Italian and Spanish: Mother tongue

English: Fluent



Maximo Ibarra

Simonetta Iarlori

Chief Human Resources & Governance Officer

Multiutility Toscana

da febbraio 2023

“... Il mio obiettivo è creare un team eccezionale, comprendere le esigenze aziendali e portare a termine le attività nei tempi previsti...”

Approccio pragmatico, comprovati risultati ottenuti negli anni nei diversi ruoli ricoperti, sia in importanti industrie manifatturiere sia nel settore finanziario. Combinazione unica di esperienza aziendale e conoscenza tecnologica.

Innovatrice, con una grande esperienza nella definizione e implementazione di una strategia HR basata su processi di gestione del Capitale Umano, di modelli organizzativi ibridi, di tecnologie digitali e di intelligenza artificiale.

Grande attenzione allo sviluppo del Capitale Umano, facendo leva sul valore della diversità e sensibilità interculturale per migliorare la collaborazione e la produttività.

Efficace comunicazione, ispirando e coinvolgendo i dipendenti nella condivisione della visione strategica e degli obiettivi aziendali.

Costantemente in dialogo con gli Stakeholder Nazionali e Internazionali per garantire sempre una organizzazione e una gestione del Capitale Umano sostenibile, dinamica e moderna.

Competenze di Leadership

- Pensiero Strategico
- Gestione del Capitale Umano
- Processi di Trasformazione
- Governance e Organizzazione
- Condurre il Team al Successo
- Gestione Stakeholder
- Comunicare, Motivare e Ispirare
- Diversità e Sensibilità Interculturale
- Integrità
- Prendere Decisioni Difficili
- Intelligenza Emotiva
- Innovazione e Creatività



Carriera

Membro Consigli di Amministrazione

Publiacqua S.p.A. — Vicepresidente — Luglio 2023 ad oggi

Fondazione h1ed-Or — Giugno 2021 — Dicembre 2022

Fondazione Ansaldo — Novembre 2017 — Dicembre 2022

Leonardo Global Solutions — Novembre 2017 — Aprile 2022

Leonardo UK — Novembre 2017 — Giugno 2021

SACE — Settembre 2015 — Dicembre 2017

CDP Immobiliare — Aprile 2015 — Dicembre 2017

CDP Equity — Marzo 2016 — Dicembre 2017

FSI Investimenti — Marzo 2016 — Dicembre 2017

Fintecna — Ottobre 2016 — Dicembre 2017

Unicredit Hungary Bank — Dicembre 2011 — Giugno 2014

Unicredit Baltics Banks — Aprile 2011 — Giugno 2014



Da Febbraio 2023 ad oggi

Chief Human Resources & Governance Officer (Firenze)

Dirigere e amministrare le attività operative del Gruppo Multiutility (~5000HC) guidando a livello di Gruppo: Risorse Umane, Processi e Organizzazione, Progetti di Trasformazione, Cultura Aziendale e Comunicazione Interna.



Da dicembre 2022 ad oggi

Fondatore di LABS Executive (Leading through Advanced Brain Science) (Londra-Roma)

Le organizzazioni Aziendali devono innovare e adattarsi rapidamente ai nuovi contesti di mercato per sopravvivere e prosperare in un mondo in evoluzione esponenziale. LABS aiuta le organizzazioni leader ad essere al passo con i nuovi modelli di business attraverso l'utilizzo delle neuroscienze nello studio del comportamento umano.



Novembre 2021 – Novembre 2022

Head of Leonardo Group Educational Ecosystem (Roma)

Contribuire direttamente al sistema formativo dei Paesi in cui Leonardo opera, mettendo al loro servizio la visione del Gruppo in merito all'evoluzione delle tecnologie e delle competenze chiave per il Settore A&D, la capacità di formare, qualificare e valorizzare figure professionali eterogenee, l'attitudine a garantire supporto agli studenti meritevoli e ai progetti di ricerca.

Ottobre 2017 — Novembre 2021

Chief People Organization & Transformation Officer (Roma)

Dirigere e amministrare le attività operative del Gruppo Leonardo (49.000 FTE): Risorse Umane (team HR a diretto riporto di 800 FTE, budget HR di 3,0 miliardi di euro), Processo e Organizzazione, Progetti di Trasformazione, Cultura Aziendale e Comunicazione Interna (da ottobre 2020), Crisis Management.

Da ottobre 2017 a ottobre 2020 Information Technology. Paesi interessati: Italia, Regno Unito, Polonia, USA

Risultati Principali

- 2017-2019
 - o Progetto di cambiamento della cultura di Gruppo
 - o Ridisegno a livello di Gruppo dei processi relativi all'esperienza dei dipendenti in azienda
 - o Digitalizzazione dei processi
- 2018-2021
 - o Policy di Gruppo (170) e processi (100) — definizione e implementazione
- 2018
 - o Piano di Successione di Gruppo e Gestione delle risorse di talento in azienda — definizione e implementazione
- 2019
 - o Nuova Struttura di Business: Divisione Elettronica — creazione e set up
- 2020 - 2021
 - o Gestione a livello di Gruppo della situazione di crisi generata da Covid-19: definizione e implementazione di protocolli innovativi con Sindacato Nazionale e Internazionale
- 2021
 - o Group HR Analytics attraverso utilizzo intelligenza artificiale — definizione e implementazione
 - o Firma Contratto collettivo nazionale Federmeccanica — negoziazione e implementazione
 - o Firma Contratto collettivo integrativo Leonardo — negoziazione e implementazione
 - o Modello Operativo della Sostenibilità di Gruppo — definizione e implementazione
- 2021
 - o nuova Policy per la Remunerazione di Gruppo — nuovo piano Long Term Incentive approvato dall'assemblea Leonardo con 98,65% - REM Section I approvata con 97,46% - REM Section II approvata con 97,33%



Luglio 2014 — Settembre 2017

Company Internal

Chief Operating Officer (Roma)

Dirigere e amministrare le attività operative di Cassa Depositi e Prestiti (800 FTE COP, 2000 FTE a livello di Gruppo CDP) guidando le seguenti Funzioni: Risorse Umane, Information and Communication Technology, Sicurezza, Processi e Organizzazione, Operations, Acquisti, Logistica.

Risultati Principali

- Definizione di un Modello di Direzione e Coordinamento Strategico di tutte le società del Gruppo CDP
- Piano Strategico IT di Gruppo
- Definizione di un nuovo modello di Leadership di Gruppo
- HR Analytics per il Gruppo
- Digitalizzazione del processo di Acquisti di Gruppo (secondo regole di Codice per Appalti)



Giugno 2008 — Giugno 2014

CEE CIO (Vienna, April 2013 — June 2014) — precedente nome ruolo Head of CEE Global Banking Services Business Partner - Unicredit Central Eastern Europe (CEE) Division (Vienna, March 2011 — April 2013).

Coordinamento delle operazioni di back office per 13 banche nella CEE (2000 FTE) - con un team composto da 30 dipendenti a Vienna più 13 Head of GBS nelle banche CEE (inclusa la funzione delle risorse umane). Paesi coperti in CEE: Russia, Romania, Ungheria, Repubblica Ceca, Slovacchia, Slovenia, Bosnia, Croazia, Serbia, Bulgaria, Ucraina, Paesi Baltici (2)

Risultati Principali

- Progetto Riduzione Costi (HR, SG&A)
- Definizione e implementazione del processo di successione e di gestione del talento per la Divisione CEE
- Definizione e implementazione di un processo standard di un Corporate CRM per tutte le banche della CEE con approccio Big Data
- CEE Mobile Banking — definizione e implementazione (scelta migliore soluzione a livello CEE)

HEAD of Group Innovation Program Global Banking Division (Vienna/Milano, Dicembre 2009 — Marzo 2011). Dirigere tutti i progetti di innovazione a livello di Gruppo, supportando l'Executive Management Committee (EMC) di UCG per rafforzare ulteriormente il coordinamento e il controllo delle iniziative innovative all'interno del Gruppo (27 Banche).

Head of Innovation and Change Management Global Banking Division (Milano, Gennaio 2009 - Dicembre 2009). Dirigere il processo di innovazione e coordinare i programmi di gestione del cambiamento per migliorare l'attitudine all'innovazione all'interno della divisione UCG Global Banking dell'Europa occidentale.

Project Leader One4All project Global Banking Division (Milano, Giugno 2008 - Gennaio 2009). Istituita la Nuova Entità Legale Internazionale per il Back Office; integrazione di cinque entità/dipartimenti legali internazionali: UPA Italy, BA AS Austria, HVB Back Office Dep, Germany, BTS Czech Rep, UPA Branch Romania; apertura di una filiale di near puntellamento in Polonia.

VALUEPARTNERS

Ottobre 2001 — Giugno 2008

Partner in a Management Consultant Company (Milano Office) con esperienza focalizzata su telecomunicazioni, elettronica, media, energia e servizi finanziari. Leader della pratica di tecnologia e Company Internal

innovazione. Principali Clienti (Pirelli, Telecom Italia, Huawei, British Telecom, STMicroelectronics, Eurotech, Banca Intesa, Unicredit, ...)

Giugno 1997 — Ottobre 2001

Process manager in Pirelli e-Corporation Pirelli spa (Milano, Dicembre 1999 — Ottobre 2001) introdotto approccio basato sul web per ottenere la semplificazione dei processi (R&S, sviluppo prodotto, processo CFO, acquisti...)

molecular modelling Manager in Research Lab Pirelli Cavi spa (milano, Giugno 1997 — Dicembre 1999) Ha diretto e condotto attività di ricerca in scienza dei materiali per Pirelli Cavi e Pirelli Pneumatici; autore di numerose pubblicazioni internazionali.



Dicembre 1985 — Giugno 1997

High Performance Computing expert, IBM Italia (Milano, Dicembre 1995 — Giugno 1997) Ha introdotto il calcolo parallelo e vettoriale in molti settori industriali attraverso la consulenza scientifica nello sviluppo di nuovi prodotti.

Senior Scientist, IBM European Center for Scientific Computing (ECSEC) (Rome/San José/ Zurich, Dicembre 1985 — Dicembre 1995). Attività di ricerca nella scienza dei materiali per numerosi progetti industriali.

Preparazione Accademica

2023- Certificate in the Foundations of NeuroLeadership - CFN - Neuroleadership Institute, NY

2022 — Neuroscience for Business - MIT Executive Education

2022 — Certificate in Foundations of NeuroLeadership - Neuroleadership Institute, NY

2004 — Basic Financial Management Course — SDA Bocconi

1992 — Visiting Scientist — IBM Research Division Zurich Lab

1988/1991 — Post Doc/Visiting Scientist — International School for Advanced Studies Trieste

1985 — Laurea in Fisica — Università degli Studi dell'Aquila

In Fede

A handwritten signature in black ink, appearing to be 'Luigi' followed by a stylized surname.

Simonetta Iarlori

Chief Human Resources & Governance Officer

Multiutility Toscana

february 2023 - Present

“...I aim to build a terrific team, understand business needs, and just get things done...”

Performance-driven Executive offering many years' comprehensive achievements across Global Financial Services and Manufacturing Industries and a unique successful combination of scientifically validated competencies (Data Science) and long-term business experience.

Visionary with track record for finding innovative ways to grow revenue and increase efficiency and productivity, thanks to business acumen applied across various cultures and geographies.

Capable of design and implement HR management disruptive processes, hybrid organizational models and innovative technologies to unleash human capabilities.

Great believer in mindfulness approach to reduce stress and conflict and in diversity to improve collaboration and productivity.

Constantly in dialogue with International Stakeholders to ensure a sustainable, dynamic, and modern organizational workforce and Human Capital management. Deep and productive relationships with European and National Unions.

Executive Leadership Competencies

- Strategic Thinking
- Human Capital Management
- Transformation Management
- Governance and Organization
- Performance Improvement
- Stakeholder Management
- Communication and Influencing
- Diversity and Intercultural Sensitivity
- Integrity and Honesty
- Decision Making
- Customer Orientation
- Technology, Innovation, Creativity



Career Background

Board of Directors

Publiacqua S.p.A. – Vice-president- July 2023 - Present

Fondazione Med-Or – June 2021 – December 2021

Fondazione Ansaldo – November 2017 – December 2021

Leonardo Global Solutions – November 2017 – April 2022

Leonardo UK – November 2017 – June 2021

SACE – September 2015 – December 2017

CDP Immobiliare – April 2015 – December 2017

CDP Equity – March 2016 – December 2017

FSI Investimenti – March 2016 – December 2017

Fintecna – October 2016 – December 2017

Unicredit Hungary Bank – December 2011 – June 2014

Unicredit Baltics Banks – April 2011 – June 2014



February 2023 - present

Chief Human Resources & Governance Officer (Florence)

Direct and administer the operational activities of Multiutility Toscana (~ 5000 HC) leading at Group Level: Human Resources, Process and Organization, Transformation Projects, Corporate Culture and Internal Communication.

A handwritten signature in black ink, consisting of a stylized 'M' followed by a cursive flourish.

December 2022 - present



Founder of LABS Executive (Leading through Advanced Brain Science) (London-Rome)

Organizations must innovate and adapt quickly to survive and flourish in an exponentially changing world. LABS helps organizations and leaders unlock innovation. Learn from the latest cutting-edge science that drives human behavior. Courses and consultancy will provide you with the tools to gain insights of your own and to develop a foundation to succeed wherever you are.



November 2021 — November 2022

Head of Leonardo Group Educational Ecosystem (Rome)

Direct contribute to the education system of the countries in which Leonardo operates, putting at their service the vision of the Group regarding the evolution of technologies and key skills for the A&D Sector, the ability to train, qualify and enhance heterogeneous professionals, the aptitude for guarantee support to deserving students and research projects.

October 2017 – November 2021

Chief People Organization & Transformation Officer (Rome)

Direct and administer the operational activities of Leonardo Group (49.000 HC) leading at Group Level: Human Resources, Process and Organization, Transformation Projects, Corporate Culture and Internal Communication (from October 2020), Crisis Management.

From October 2017 to October 2020 Information Technology.

Countries covered: Italy, UK, Poland, USA

Main Achievements

- 2017-2019
 - Group culture transformation — definition and implementation
 - Group employee journey processes — redesign
 - Group HR digitalization processes — definition and implementation
- 2018-present
 - Group new policies (170) and process (100) — definition and implementation
- 2018
 - Group succession plan including talent management pipeline — definition and implementation
- 2019
 - Electronics Division - creation and set up
- 2020-present
 - Group Covid-19 Crisis Management: innovative protocols with Unions in Italy and other countries in EU - signed
- 2021
 - Group HR Analytics using artificial intelligence (focus on job posting, job rotation) — definition and implementation
 - Federmeccanica collective employment agreement — signed
 - Leonardo Group supplementary contract — signed
 - Group sustainable operating model — definition and implementation



July 2014 – September 2017

Chief Operating Officer (Rome)

Direct and administer the operational activities of **Cassa Depositi Prestiti** (800 FTE CDP, 2000 FTE CDP Group level) leading : Human Resources, Information and Communication Technology, Security, Process and Organization, Operations, Purchasing, Logistics.

Main Achievements

- Governance framework aimed at steering the strategy of all Group entities
- IT strategic plan
- Group leadership culture
- HR Analytics program



June 2008 – June 2014

CEE CIO (Vienna, April 2013 — June 2014) — previously named **Head of CEE Global Banking Services Business Partner** — Unicredit Central Eastern Europe (CEE) Division (Vienna, 1 March 2011 — April 2013). Coordinated the overall operations for 13 Banks in CEE (2000 FTE) — with a team comprised of 30 employees in Vienna plus 13 Head of GBS across CEE Banks (HR function included).

Countries covered in CEE: Russia, Romania, Hungary, Czech Republic, Slovakia, Slovenia, Bosnia, Croatia, Serbia, Bulgaria, Ucraina, Baltics (2)

Main Achievements

- Cost reduction (HR, SG&A)
- Succession plan and talent management
- Corporate CRM using Big Data approach
- CEE Mobile Banking

HEAD of Group Innovation Program Global Banking Division (Vienna/Milano, December 2009 — March 2011). Promoted to direct all innovation projects at Group Level, supporting the UCG Executive Management Committee (EMC) to further strengthening the coordination and control of the innovative initiatives within the Group.

Head of Innovation and Change Management Global Banking Division (Milano, January 2009 - December 2009). Directed the Innovation process and coordinated Change Management programs to improve the Innovation attitude within the Western Europe UCG Global Banking Division.

Project Leader One4All project Global Banking Division (Milano, June 2008 - January 2009). Established the New International Legal Entity for the Back Office; integration of five international legal entity/department: UPA Italy, BA AS Austria, HVB Back Office Dep, Germany, BTS Czech Rep, UPA Branch Romania; opening of a near shoring branch in Poland



October 2001 – June 2008

Partner in a Management Consultant Company (Milano Office) with industry expertise focused on Telco, Electronics, Media, Energy, and Financial Services. Leader of the Technology and Innovation Practice. Major Customers (Pirelli, Telecom Italia, Huawei, British Telecom, STMicroelectronics, Eurotech, Banca Intesa, Unicredit, ...)



June 1997 – October 2001

Process manager at Pirelli e-Corporation Pirelli spa (Milano, December 1999 – October 2001) Introduced webbased approach to achieve process simplification (R&D, Product Development, CFO process, Purchasing ...)

molecular Modelling manager at Research Lab Pirelli Cavi spa (Milano, June 1997 – December 1999) Directed research activities in material science for Pirelli Cavi and Pirelli Pneumatici; author of many international publications on Silica and Carbon materials.

December 1985* – June 1997

High Performance Computing expert, IBM Italia (Milano, December 1995 – June 1997) Introduced parallel and vector computing in many Industrial sectors

Senior Scientist, IBM European Center for Scientific Computing (ECSEC) (Rome/San José/Zurich, December 1985 – December 1995). Research activities in material science for many industrial projects

Academic Preparation

2023 Certificate in the Foundations of NeuroLeadership CFN - Neuroleadership Institute, NY

2022 — Neuroscience for Business – MIT Executive Education

2022 — Certificate in Foundations of Neurocoaching — Neuroleadership Institute, NY

2004 — Basic Financial Management Course — SDA Bocconi

1992 — Visiting Scientist — IBM Research Division Zurich Lab

1988/1991 — Post Doc/Visiting Scientist — International School for Advanced Studies Trieste

1985 — Doctor in Physics — Università degli Studi dell'Aquila

In Fede

MIMI KUNG

A dynamic, pragmatic and influential Business Leader and Board Director with extensive experience predominately within the Financial Sector now looking to move back into the Executive environment. Highly adept at fostering business progression and transformation through strategic development, business planning, re-engineering activities and policy execution. Demonstrating comprehensive leadership experience to support business performance and providing pivotal input into compliance and risk controls to successfully drive an organisation forward. A leader who is not afraid to challenge the status quo, who empowers teams to be aspirational in their approach and is proficient at uniting diverse agendas to achieve exceptional results.

Key Skills

- **Executive/Non-Executive Board Member:** Driving corporate and organisational growth as a key member of Senior Leadership Teams and Boards; challenging decision making to drive overarching strategy and financial achievements.
- **General Management:** Leveraging operational and business growth strategies, financial accounting, P&L monitoring, human resource planning, customer relations and technology to drive organisational functionality.
- **Business Transformation:** Devising and executing business transformation strategies, capitalising on business transformation and re-engineering activities to achieve significant international growth, turnover and profitability.
- **Strategic Planning and Execution:** Developing country, regional and global strategies, leadership and operational infrastructures to drive the achievement of forecasts and targets in line with overarching objectives.
- **Global Business Expansion:** Evaluating business performance to identify and target key areas for growth; developing and implementing growth strategies through stakeholder partnerships, digital transformations and organisational efficiencies.
- **Change Leadership:** Leading positive adoption of organisational change through employee engagement and stakeholder management techniques.
- **Team Leadership:** Establishing and developing high-performance multi-disciplined teams of up to 1500 FTE, adopting a collaborative leadership style to empower individual development while fostering loyalty and brand passion.
- **Relationship Management:** Working with senior level stakeholders, clients and business partners and demonstrating adaptive communication, influencing and negotiation techniques to develop robust global relationships.
- **Continuous Improvement Ethos:** Fostering a continuous improvement culture across all teams and encouraging employees to identify and recommend operational and process improvements to enhance service efficiency and delivery.

Career History

<i>04/2018 – Present</i>	Independent Non-Executive Director	Prysmian Group
<i>10/2017 – 11/2020</i>	Independent Non-Executive Director	Bank of Ireland UK
<i>05/2016 – 05/2023</i>	Independent Non-Executive Director	Poste Italiane

Key Roles:

- **Prysmian Group** – Independent Non-Executive Director of the Board and Member of the Sustainability Committee.
- **Bank of Ireland UK** – Independent Non-Executive Director of the Board; Member of the Risk Committee, Nominations and Remunerations Committee.
- **Poste Italiane** – Independent Non-executive Director of the Board; Member of the Nominations and Corporate Governance Committee and Related Parties Committee.

Key Responsibilities:

- Ensuring that the Board of Directors establishes clear objectives and delivers agreed business and operational plans.
- Providing an independent and objective perspective supporting key strategy, performance and risk management.
- Supporting and challenging the leadership team to ensure that the Board conforms to the highest standards of corporate governance and makes appropriate decisions to meet the needs of the organisation.
- Conducting regular strategic performance reviews and scrutinising the Management Team performance against organisational objectives.
- Pivotal input into strategic planning, organisation transformation, objective setting and establishing operational frameworks and policies while ensuring ongoing regulatory and industry compliance.
- Monitoring ongoing corporate performance and ensuring the required infrastructure, frameworks and systems in place to achieve organisational aims and objectives.
- Contributing at Board and Committee meetings and providing insight and constructive input across all aspects of business performance including financial and budgets, regulatory controls and future planning.

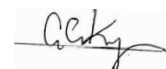
2013 – 2015	Senior Vice President; Italy Country Manager; Head of Card Services in Central Europe & International Currency Cards	American Express Company, Rome
	<ul style="list-style-type: none"> • Board Chairman for American Express Italy and Country Head with leadership accountability for the Consumer and Small Business Services across Italy, Germany and Austria. • Additional responsibility for the International Currency Card business run from UK, Singapore and Hong Kong servicing premium offshore worldwide card members (Centurion and Platinum). • Chairman of Alpha Card – the joint venture with BNP Paribas Fortis in Belgium. • Developed and executed country growth strategy to deliver \$15 billion annual turnover and \$160 million profit. • Achieved considerable business expansion through development and implementation of business transformation strategies. • Motivational leadership of a team of 1,500 FTE serving 1.5+ million customers/card members. 	
2010 – 2013	Senior Vice President; Italy Country Manager	American Express Company, Rome
	<ul style="list-style-type: none"> • Chairman and Senior Legal Representative of American Express Italy Board and Chairman of American Express Italy Operational Risk Committee. • Transform the business in areas of corporate governance, reputation and talent within the first two years of post while redefined and optimised growth strategy and customer engagement journey. • Achieved a 2% market share increase in a highly competitive environment and delivered \$8 billion turnover with \$100 million profit through new partnerships and acquisition digitalisation. • Led a team of over 1,000 FTE supporting over 1 million customers and merchants. 	
2007 – 2010	Vice President and General Manager – Global Services UK and Netherlands; EMEA Remote Account Management	American Express Company, UK
	<ul style="list-style-type: none"> • Executive Director on the American Express Europe Board and Member of the Operational Risk Committee. • Led the UK and Netherlands Commercial Payments business division responsible for supporting B2B Multi-National, Large and SME customers. • Established and developed the UK based central Remote Account Management function, leading 200 client and account management FTE servicing customers in 7 languages. • Delivered \$7 billion annual sales and \$80 million profit and achieved consistent growth through new product launches. 	
2004 – 2007	CFO Europe – International Partnership & Reward	American Express Company, UK
2000 – 2003	Vice President – Head of Investment Planning and Financial Analysis for International	American Express Company, USA
1998 – 2000	Director – Business Travel Marketing and Pricing	American Express Company, USA
1995 – 1998	Director – Business Planning and Financial Analysis	American Express Company, USA
1991 – 1995	Investment and Collateral Analyst	GE Capital, USA
1998 – 1990	Assistant Controller	The Grand Hyatt, Taiwan

Education and Certifications

<i>Training</i>	<ul style="list-style-type: none"> • Sustainability/ESG – Greenhouse Emission Reduction Scope 1 to 3 • Leadership Training S1 to S4 Model • Inspiring Leadership • Financial Services European Regulations (Model 231) • Corporate Governance Policies 	
2003	Finance Executive Management Programme	Oxford University
1988	BSc in Business Administration and Finance	Boston University School of Management

Additional Information

IT Skills	Microsoft Office Suite (Word, Excel, PowerPoint, Access, Outlook);
Languages	English (Native); Mandarin Chinese (Native); Italian (Conversational)
Interests	Travelling and exploring new locations, cultures and cuisines; Cooking and eating good food; passionate about fashion and love old movies.
References	Available on Request



Mimi Kung

ESPERIENZA PROFESSIONALE

Dal Aprile 2018 ad Oggi – Prysmian Group

Amministratore indipendente Non Esecutivo del Consiglio, membro del Comitato per la Sostenibilità

Dal Maggio 2016 a Maggio 2023 – Poste Italiane

Amministratore indipendente Non Esecutivo del Consiglio, membro del Comitato per le Nomine e il Governo Societario e Comitato per la Parti Correlate

Dal Ottobre 2017 a Novembre 2020 – Bank of Ireland, UK

Amministratore indipendente Non Esecutivo del Consiglio, membro del Comitato per le Nomine e Compensi e Comitato per il Comitato dei Rischi

Dal 1995 al 2015 - American Express Company

Dal 2004 al 2015 – Londra (Regno Unito) e Roma

Dal 2013 al 2015 - Senior Vice President, Country Manager Italy and Head of Card Services Central Europe & International Currency Cards

Direzione del “*Consumer and SBS (Small Business Services)*” business in Italia, Germania e Austria con permanenza nel ruolo di “*Country Head*” (Responsabile per l’Italia) e membro del Consiglio di Amministrazione per American Express Italia. Responsabile per lo sviluppo e la direzione delle strategie di espansione, col raggiungimento di notevoli risultati di crescita e conclusione di partnership commerciali nei tre mercati. Raggiungimento di un volume annuale di transazioni su carta superiore a 15 Miliardi di Dollari e di profitti annuali per 160 Milioni di Dollari. Direzione di oltre 1.500 collaboratori al servizio di oltre 1,5 milioni di Titolari.

Responsabilità per il “*International Currency Card*” business basato nel Regno Unito, gestione delle attività commerciali globali relative ai Titolari di Carte *off-shore* Premium denominate in Dollari e Euro in tutto il mondo. Responsabile, come Presidente del Consiglio di Amministrazione, di *Alpha Card* una joint venture con il partner commerciale BNP Paribas Fortis basata in Belgio.

Dal 2010 al 2013 - Senior Vice President, Italy Country Manager

Nel ruolo di *Country Head* per l'Italia, Rappresentanza Legale di American Express nel mercato Italiano, con conduzione del *Management Team* del mercato e Presidenza del Consiglio di Amministrazione di American Express in Italia. Direzione di un programma di Pubbliche Relazioni, di rafforzamento delle procedure di conformità alle normative e dei rapporti con gli Organi di Controllo, e di gestione delle risorse umane comportante la sostituzione di 80% del top management del mercato durante i primi due anni nel ruolo. Raggiungimento di obiettivi di crescita attraverso lo sviluppo di nuovi prodotti e la conclusione di partnership commerciali dirigendo oltre 1.000 collaboratori al servizio di oltre 800 mila Titolari. Miglioramento della quota di mercato di oltre il 2% con inversione del precedente trend di flessione, raggiungendo un volume annuale di transazioni su carta superiore a 8 Miliardi di Dollari e profitti annuali per 100 Milioni di Dollari.

Dal 2007 al 2010 - VP and GM, Global Commercial Services UK and the Netherlands and EMEA Remote Account Management

Responsabile per la crescita e lo sviluppo strategico del “*Commercial Payments*” business per il Regno Unito e i Paesi Bassi, al servizio di clienti Multinazionali e di Grandi e Medie Imprese. Costituzione di un servizio centrale di “*Account Management*” per la regione con servizio alla clientela in 7 lingue. Responsabile per oltre 200 collaboratori nelle aree di relazione e sviluppo commerciale. Raggiungimento di un volume annuale di transazioni su carta superiore a 7 Miliardi di Dollari e profitti annuali per 80 Milioni con rapida crescita di volume commerciale e profitti grazie al lancio di nuovi prodotti ed al miglioramento delle competenze delle risorse commerciali.

Dal 2004 al 2007 - CFO of Europe and International Partnerships and Rewards

Responsabile Finanziario per il “*Proprietary Business*” di American Express in Europa. Supervisione e responsabilità diretta per tutti i processi finanziari nella regione, ivi inclusi i business relativi al programma “*International Membership Rewards*” ed a tutte le partnership “*Co-Brand*”. Responsabilità per un volume annuale di transazioni su carta di oltre 33 Miliardi di Dollari, con un volume d'affari di 1,5 Miliardi di Dollari e profitti per oltre 200 Milioni di Dollari al servizio di oltre 5 Milioni di Titolari. Direzione di un gruppo di oltre 50 collaboratori qualificati e professionisti in materia finanziaria basati in diversi mercati. Collaborazione con l'Alta Direzione dell'Azienda alla preparazione e definizione delle strategie di sviluppo ed alla direzione delle attività di esecuzione e ottimizzazione di risorse e investimenti. Membro del Consiglio di Amministrazione di American Express Europa.

Dal 1995 al 2003 - New York

Dal 2000 al 2003 - Vice President, Head of Investment Planning and Financial Analysis for International

Dal 1998 al 2000 - Director, Business Travel Marketing and Pricing

Dal 1995 al 1998 - Director, Business Planning and Financial Analysis

Dal 1991 al 1995 - GE Capital, Stamford Connecticut

Investment Analyst, Corporate Finance Group

Collateral Analyst, Corporate Finance Group

Dal 1988 al 1990 - Assistant Controller, The Grand Hyatt, Taipei Taiwan (Formosa)

FORMAZIONE

2003 Finance Executive Management Program - Oxford University

1988 Boston University School of Management
B.S., Business Administration / Finance

LINGUE STRANIERE Ottimo Inglese e Cinese (Mandarin)

A handwritten signature in black ink, appearing to be 'Cesky', written over a horizontal line.

STEFANO PARISSÉ

PROFILO

Dirigente senior con 30 anni di esperienza nel settore delle telecomunicazioni e del digitale. Responsabile di strutture commerciali e operative con significativi risultati economico finanziari grazie al lancio di nuovi prodotti, nuovi business e la costruzione di partnership. Esperto nella definizione di strategie, innovazione, realizzazione e gestione delle performance.

Alcuni esempi dei risultati ottenuti:

- Creato un nuovo business di internet a larga banda fissa raggiungendo 1mld euro di fatturato in 5 anni diventando il primo challenger in Italia.
- Gestito il business dei dispositivi *end to end* per 26 paesi, circa 25 milioni di dispositivi gestiti annualmente. Attività di definizione del portafoglio, procurement, marketing, distribuzione e logistica.
- Definito, negoziato e lanciato le prime partnership di distribuzione in Europa con aziende multinazionali (con Netflix, Spotify, Amazon Prime e PayPal) leader di contenuti audio e video in 10 paesi generando circa 1mld di ricavi
- Creato e diretto l'ufficio per la trasformazione digitale del governo italiano con un team di 250 persone per realizzare la trasformazione digitale di 20.000 amministrazioni pubbliche con un investimento di circa 7 miliardi di euro.

ESPERIENZA PROFESSIONALE

2023 –

iGenius

Milano

SVP & GM for EMEA

- Responsabile dello sviluppo commerciale e finance. iGenius ha sviluppato una soluzione proprietaria di intelligenza artificiale per la clientela *enterprise*. Leader in conversational AI.

2021 – 2023

MITD, DIPARTIMENTO TRASFORMAZIONE DIGITALE

Roma

COO – Responsabile del transformation office (fino a gennaio 2023)

- Responsabile del Transformation Office: l'unità organizzativa, costituita all'interno del Dipartimento della Trasformazione Digitale per realizzare il PNRR (Piano Nazionale Ripresa e Resilienza). Gestione diretta di circa 50 risorse su 8 progetti chiave di trasformazione e di ulteriori 200 risorse (dislocate in 6 aree del Paese) per guidare, supportare e regolare la trasformazione digitale di ca. 20.000 amministrazioni pubbliche per un investimento di € 7 mld ca.

2006 - 2020

VODAFONE GROUP

UK / USA / Italia

2012 - 2020

Product and Services Director

Londra, UK

- Definito e realizzato prodotti e servizi per le famiglie per tutti i paesi Vodafone con l'obiettivo di aumentare ricavi, profitti e differenziazione dalla concorrenza
- Selezione, acquisto e distribuzione di tutti i dispositivi per i clienti Vodafone in tutti i mercati su tutti i segmenti
- Gestito relazioni strategiche con attori chiave delle multinazionali dei servizi internet e della produzione di dispositivi in USA, Europa ed Asia
- Gestito un gruppo di 900 persone basato in tutti i mercati Vodafone e nelle sedi centrali in UK, Germania e Lussemburgo
- Membro del Senior Leadership Team (top 150 Senior del Gruppo Vodafone)

2010 - 2014

Director, Vodafone Ventures

Londra, UK / Redwood City, California

- Membro del Consiglio di amministrazione e del comitato investimenti del corporate venture capital di Vodafone
- Supervisionato transazioni in USA, Europa ed Asia di società operanti nel mobile advertising, programmi fedeltà, messaggistica, analisi dati, tecnologia di rete, gestione di dispositivi per le aziende, ecc.
- Il fondo ha smesso di investire nel 2014. Dopo aver ripagato tutto l'equity investito e con un portafoglio di 19 start up con un valore del ~50% superiore dell'investimento.

2012	AD TeleTu (ex Tele2 Italia), Vodafone Italia	Milano, Italia
	<ul style="list-style-type: none"> • Diretto il business della rete fissa con il doppio brand Vodafone e TeleTu • Integrato le due organizzazioni e gestito il conseguente spegnimento del brand TeleTu 	
2006 - 2012	Direttore Strategia e Business Unit rete Fissa, Vodafone Italia	Milano, Italia
	<ul style="list-style-type: none"> • Creato il business della rete fissa per famiglie ed aziende. Diretto l'acquisizione del business italiano di Tele 2 • Gestito la creazione ed il consolidamento delle funzioni di Rete, IT, Marketing, Vendite, Servizio clienti della rete fissa • Diretto le funzioni di strategia, innovazione e wholesale • Diretto riporto dell'Amministratore Delegato • Membro del Senior Leadership Team (top 150 Senior del Gruppo Vodafone) 	
1999 - 2006	FASTWEB	Milano, Italia
2003 - 2006	Direttore Divisione Famiglie e Aziende	
	<ul style="list-style-type: none"> • Responsabile del marketing, comunicazione, vendite e sviluppo prodotto per il 75% dei ricavi della società • Membro del comitato esecutivo • Diretto riporto dell'Amministratore Delegato 	
1999 - 2003	Responsabile Marketing	
	<ul style="list-style-type: none"> • Membro della squadra di start up. Gestito il lancio commerciale, il marketing e lo sviluppo prodotto di tutti i segmenti • Lanciato il primo servizio Broadband su Fibra e IPTV in Europa 	
1998 - 1999	BAIN AND COMPANY	Milano, Italia
	Manager	
1992 - 1998	MONITOR COMPANY	Milano, Italia / Boston, USA
	Case team Leader	
1990 - 1992	AMBROSETTI CONSULENZA	Milano, Italia
	Consulente	

CONSIGLI DI AMMINISTRAZIONE

2020-	Consigliere e membro del Comitato Rischi, CheBanca!, gruppo Mediobanca	Milano, Italy
2012 - 2020	Consigliere, Vodafone Sales and Services, Vodafone	Londra
2012 - 2019	Presidente, Vodafone Roaming Services, Vodafone	Lussemburgo
2010 - 2014	Consigliere e membro del Comitato investimenti, Vodafone Venture, Vodafone	UK / USA

ISTRUZIONE

1985 - 1990	Università Commerciale Luigi Bocconi	Milano, Italia
	<ul style="list-style-type: none"> • Laurea, Economia Aziendale, <i>110 cum Laude</i> 	
1988	New York University	New York, USA

INTERESSI

- Immersioni, Sci discesa e alpinismo, Volo a motore, Viaggi



STEFANO PARISSÉ

PROFILE Senior executive with 30 years of experience in Telecom and Digital leading commercial and operation teams to deliver P&L results through new business, products and partnerships. Moving at ease between strategy, innovation, delivery and performance management. Example achievements include:

- Established new broadband business in Italy creating in 5 years 1bn euro business and scaling Vodafone Italy from number 6 to number 1 broadband challenger.
- Managed the device business end to end for 26 countries, around 25 million devices managed yearly. Activities include portfolio definition, procurement, marketing, distribution, and logistics.
- Designed, negotiated, and launched first in Europe distribution partnership with Netflix, Spotify, Amazon Prime and PayPal across 10 countries generating around 1bn euro benefits.
- Set up and led the Italian government digital transformation office. A 250 people team to deliver the digital transformation of 20.000 public administrations investing around €7bn.

EXPERIENCE

- 2023 - IGENIUS Milan**
SVP & GM for EMEA
- Responsible of the scale up of the commercial and finance operations. iGenius has developed a proprietary generative AI solution designed for Enterprise customers. Leader in conversational AI
- 2021 - 2023 DTD, DEPARTMENT OF DIGITAL TRANSFORMATION Rome**
COO, Head of the Transformation Office
- Set up and run the Transformation Office: the unit in charge of delivering the PNRR (National Plan for Recovery and Resilience) of the DTD. 50 people running 8 key transformation projects and 200 people located in 6 areas of the country to guide, support, and control the digital transformation of around 20.000 public administrations investing around €7bn.
- 2006 - 2020 VODAFONE GROUP UK / USA / Italy**
- 2012 - 2020 Group Product and Services Director London, UK**
- Selection, procurement, distribution, and reverse logistics of all the device across Mobile, Fixed for all Vodafone markets.
 - Define, design, and deliver consumer products and services to all Vodafone markets to enhance revenues profitability and differentiation.
 - Managing strategic relationship with key global internet players and device manufacturers across US, Europe, and Asia.
 - Managing team of 900 people located in all Vodafone markets and central teams in UK, Germany, and Luxembourg.
 - Member of Vodafone Senior Leadership Team (top 150 senior executives worldwide).
- 2010 - 2014 Director, Vodafone Ventures London, UK / Redwood City, Bay Area, USA**
- Member of the board and investment committee of corporate venture capital arm of Vodafone.
 - Overseen transactions across USA, Europe and Asia including companies operating in mobile advertising, loyalty, advanced messaging, data analytics, deep network technology, enterprise device management software, etc.
 - The fund stopped investing in new companies in 2014. At that time, it had fully repaid the \$80m equity invested and had a portfolio of 19 early-mid-late stage companies at an evaluation of around \$76m, which was an average ~50% higher than invested equity.
- 2012 CEO TeleTu (former Tele2 Italy), Vodafone Group Milan, Italy**
- Managed the dual brand broadband operations of TeleTu and Vodafone.
 - Integrated the two teams and managed the subsequent TeleTu brand switch off.

2006 - 2012	Strategy and Fixed Broadband BU Director, Vodafone Italy	Milan, Italy
	<ul style="list-style-type: none"> Started up the fixed line business for consumer and enterprises. Led the acquisition of Tele2 Italian business. Managed Setup and consolidation of Technology, Marketing, Sales, Customer Operations of Fixed Broadband. Managed strategy, innovation and new products and mobile virtual network operator business Reporting to CEO. Member of Vodafone Senior Leadership Team (top 150 senior executives worldwide). 	
1999 - 2006	FASTWEB	Milan, Italy
2003 - 2006	Head, Residential and Business Division	
	<ul style="list-style-type: none"> Triple Play player on FTTH. Managing marketing, communication, sales and product development for 75% of the company revenues. Reporting to CEO. 	
1999 - 2003	Head, Marketing	
	<ul style="list-style-type: none"> Part of the startup team. Managed commercial launch, marketing and product development for all segments. Launched first consumer FTTH and IPTV service in Europe. Reporting to COO. 	
1998 - 1999	BAIN AND COMPANY	Milan, Italy
	Manager	
1992 - 1998	MONITOR COMPANY	Milan, Italy / Boston, USA
	Case team Leader	
1990 - 1992	AMBROSETTI CONSULENZA	Milan, Italy
	Consultant	

BOARD MEMBERSHIPS

2020-	Member, Board and Risk Committee, Che Banca!, online bank Mediobanca Group.	Milan, Italy
2012 - 2020	Member, Board, Vodafone Sales and Services, Vodafone	London
2012 - 2019	Chairman, Board, Vodafone Roaming Services, Vodafone	Luxembourg
2010 - 2014	Member, Board and Investment Committee, Corporate Venture Capital, Vodafone	UK / USA

EDUCATION

1985 - 1990	Universita' Commerciale Luigi Bocconi	Milan, Italy
	<ul style="list-style-type: none"> Laurea, Economia Aziendale, <i>110 cum Laude</i> 	
1988	New York University	New York, USA

PERSONAL

- Interests: Diving, Skiing (uphill and downhill), Flying as pilot, Travelling



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ANNEX C

REGULATORY APPENDIX

Provisions of Italian Legislative Decree no. 58 of 24 February 1998 (the "Italian Finance Act")

Section II-ter

Proxies

Article 135-novies

(Representation at the shareholders' meeting)

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.
2. As an exception to paragraph 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to paragraph 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies paragraph 3 and to the right of the person represented to indicate one or more substitutes.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.
6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, paragraph 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.
7. Paragraphs 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.
8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second paragraph of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties



providing collective investment management services may grant representation for more than one shareholders' meeting.

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second paragraph of the Italian Civil Code does not apply.

2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:

a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;

b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;

c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);

d) is an employee or auditor of the company or of the persons indicated in paragraph a);

e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);

f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.

3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, paragraph 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.

4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed Representative of a listed company)



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1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a CONSOB regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in paragraph 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to paragraph 2, CONSOB may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 135-duodecies

(Company cooperative)

1. The provisions of this section shall not apply to cooperatives.

Section III

Solicitation of proxies

Article 136

(Definitions)

1. For the purposes of this section, the following definitions shall apply:



- a) "proxy", means of representation conferred for the exercise of votes at shareholders' meetings;
- b) "solicitation", a request to more than two hundred shareholders for proxy to be conferred in relation to specific voting proposals, or accompanied by recommendations, statements or other indications capable of influencing the vote;
- c) "promoter", the person or persons, including the issuer, acting in concert to promote the solicitation.

Article 137

(General provisions)

1. For the purposes of this section, Articles 135-novies and 135-decies shall apply to proxies.
 2. Articles of Association that in any way limit representation in shareholders' meetings shall not apply to proxies given pursuant to the provisions of this chapter.
 3. The Articles of Association may contain rules aimed at facilitating voting by proxy by employee shareholders.
 4. The provisions of this section shall not apply to cooperatives.
- 4-bis The provisions of this section also apply to Italian companies with financial instruments other than shares admitted with the consent of the issuer to trading on regulated markets in Italy or other European Union Member States with regards to the conferral of representation to exercise voting rights in shareholders' meeting by the owners of the said financial instruments.

Article 138

(Solicitation)

1. Solicitation is performed by the promoter through dissemination of a statement and a proxy form.
2. The vote relating to shares for which proxy is conferred is exercised by the promoter. The promoter may be substituted only by a person specifically indicated in the proxy form and in the solicitation statement.

Article 139

(Requirements for promoters)

...omissis...



Article 140

(Persons authorized to engage in solicitation)

...omissis...

Article 141

(Shareholders' associations)

1. Requests for proxy are accompanied by recommendations, statements or other indications capable of influencing the vote shall not constitute solicitation pursuant to Article 136, paragraph 1, paragraph b) by shareholders' associations, targeting their own members, which:

a) are constituted by authenticated simple agreement;

b) do not exercise business activities other than those directly instrumental to the purpose of the association;

c) are composed of at least fifty natural persons, each of which owning a number of shares not exceeding 0.1 per cent of the share capital represented by shares with voting rights.

2. Proxy conferred upon the association by shareholders pursuant to paragraph 1 shall not be considered in calculating the limit of two hundred shareholders envisaged in Article 136, paragraph 1, paragraph b).

Article 142

(Proxies)

1. Proxies shall be signed by the givers, may be revoked and may be given only for one shareholders' meeting that has already been called, remaining effective for subsequent calls where applicable; they may not be given blank and shall show the date, the name of the appointee and the voting instructions.

2. Proxy may also be conferred for only a number of the voting proposals indicated in the proxy form or for only certain items on the agenda. The representative shall vote on behalf of the person conferring proxy also on items of the agenda for which he or she has received instructions, even if not included in the solicitation. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting.

Article 143

(Liability)



1. The information contained in the proxy statement or the proxy form and any sent out during a solicitation or collection of proxies must enable shareholders to make an informed decision; its suitability for this purpose shall be the liability of the promoter.
2. The promoter shall be liable for the completeness of information sent out during a solicitation.
3. In actions for damages arising from violation of the provisions of this section and the related regulations the burden of proof of having acted with the due diligence required shall be on the promoter.

Article 144

(Performance of solicitations and collections of proxies)

1. Consob shall issue a regulation on the transparency and correctness of solicitations and collections of proxies. In particular, the regulation shall lay down rules for:
 - a) the content of proxy statements and proxy forms and the procedures for their distribution;
 - b) the procedures for solicitation and the collection of proxies, and the conditions and procedures for casting proxy votes and revoking proxies;
 - c) the forms of cooperation between the promoter and the persons possessing the information on the identity of shareholders in order to permit the performance of solicitations.
 2. Consob may:
 - a) request that the statement and proxy form include additional information to establish their specific dissemination methods;
 - b) suspend solicitation activities in the event of a grounded suspicion of breach of the provisions of this section or prohibit it in the event of ascertained breach of said provisions;
 - c) exercise the powers envisaged in Article 114 paragraph 5 and Article 115 paragraph 1 against the promoters.
 3. ...omissis....
 4. In cases in which the law envisages forms of control over investments in company share capital, a copy of the statement and proxy form must be sent to the competent supervisory authority prior to solicitation. The authorities shall prohibit any solicitation that compromises the purpose of the control of capital investments.
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**Provisions of the regulation adopted under resolution no. 11971 of 14 May 1999
(Regulations for Issuers)**

TITLE IV

VOTING RIGHTS

[omissis]

Chapter II

Solicitation of proxies

Article 135

(Definitions)

1. For the purposes of this Chapter, the definitions of "intermediary" and "last intermediary" established in Article 2 of the Single Provision on post-trading adopted by Consob and the Bank of Italy on 13 August 2018, as subsequently amended, apply.

Article 136

(Solicitation procedure)

1. Anyone intending to promote a proxy solicitation shall send a notice to the issuing company, that promptly publishes it on its Internet site, to Consob, to market operator and to the central depository.

2. The notice shall indicate:

- a) the identity of the promoter and the company issuing the shares for which the proxies are sought;
- b) the date of the shareholders' meeting and the list of items at the agenda;
- c) how the proxy statement and the proxy form are published as well as the Internet site that these documents are available on;
- d) the date beginning from which the party with the voting right may request the prospectus and the delegation form from the promoter or view it at the market operator;
- e) the proposals for which the solicitation is to be carried out.

3. The prospectus and the form, containing at least the information provided under the schedules in Annexes 5B and 5C, will be published through the contextual transmission to the issuing company, CONSOB, the market operator and the central depository, and made promptly available on the Internet site indicated by the promoter in accordance with subparagraph 2, letter c). This Internet site may be the issuer's Internet site if the issuer so agrees. The central depository will promptly inform the intermediaries of the availability of the proxy prospectus and the proxy form.

4. ...omissis...



5. The Promoter shall deliver the form along with the prospectus to whomever requests it.
6. Any change in the prospectus and form made necessary by circumstances that have arisen shall be immediately communicated with the procedures set forth in sub-section 3.
7. Upon request of the promoter:
 - a) the central depository shall communicate the identification details of the participating intermediaries on the accounts of which the issuing company shares are registered, in addition to the relative quantity of shares, using computer support and within one business day of receiving the request;
 - b) the intermediaries will communicate receipt of the request, using computer support and within three business days from receiving the request:
 - the identification details of the parties that have the voting rights, and that have not expressly prohibited communication of their details, in relation to which they operate as last intermediaries, in addition to the number of shares of the issuing company registered on the respective accounts;
 - the identification details of the parties that have opened accounts as intermediaries and the quantity of shares of the issuing company respectively registered on said accounts;
 - c) the issuing company will make the identification details of the shareholders and the other records on the shareholders' register and the other disclosures received in accordance with the law or regulations available on computer support and within three business days from receipt of the request.
8. Starting from when the notice provided under sub-paragraph 1 has been published, anyone who releases information that is pertinent to the solicitation will simultaneously notify the market operator and CONSOB, who may request publication of more details or clarifications.
9. The promoter will bear the solicitation related costs.
10. The mere decision, by more than one party, to jointly promote a solicitation is irrelevant for the purposes of the duties provided under Article 122 of the Consolidated Act.

Article 137

(Conduct obligations)

1. The promoter will act with diligence, correctness and transparency.
2. In its contacts with the solicited parties, the promoter will abstain from carrying out its activity with persons who declare that they are not interested, provide comprehensible responses to requests for clarifications and explain the reasons for the solicitation, making clear in every case the implications resulting from business or shareholding relationships with it or persons belonging to its group, with the issuing company or entities belonging to its group.
3. If the promoter is different from the issuing company, it will note that, where expressly authorised by the solicited party, if significant events occur which were not known when the



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proxy was being issued, and cannot be communicated to the solicited party, and it could be reasonably inferred that if this party had known of these significant events it would have given its approval, the vote may be exercised differently from the way it was proposed.

4. The Promoter will keep the results of the solicitation secret.

5. The Promoter will announce how it voted with a press release, issued without delay in the manner indicated in Article 136, sub-paragraph 3, in addition to the reasons behind any vote exercised differently to what had been proposed in accordance with sub-paragraph 3, and the result of the voting.

6. In accordance with Article 142.2 of the Consolidated Act, anyone who exercises the vote at shareholders' meetings must also vote on behalf of the delegating party for matters on the agenda that the promoter has not made proposals on, in accordance with the wish expressed by the delegating party in the proxy form in accordance with Article 138.3.

7. The promoter may not acquire voting proxies in accordance with Article 2372 of the Italian Civil Code.

Article 138

(Conferring and revoking proxies)

1. For the conferment of the delegate, the subject with the voting right transmits to the promoter the delegation form, also as an electronic document signed in electronic mode, in accordance with of Article 20, subsection 1-bis and 1-ter, of the Legislative Decree n° 82 of 7 March 2005.

2. The promoter will decide whether to exercise the vote even in a way that does not reflect the actual proposal and will note this choice in the proxy statement. If the proxy solicitation has been promoted by the issuing company, it must exercise the vote, even if it does not reflect the actual proposals.

3. The party with voting rights who has given a full or partial proxy, may use the same proxy form to vote for the items on the agenda for which the promoter has not requested the proxy. The promoter may not make recommendations, declarations or give other indications which could influence the vote regarding these items.

4. In the cases provided under sub-paragraphs 2 and 3, the promoter, if different from the issuing company, may express, where expressly authorised by the delegating party, a different vote to the one indicated in the instructions if significant events should occur that were not known when issuing the proxy, and that cannot be communicated to the delegating party, and it could be reasonably inferred that if the delegating party had known of these significant events it would have given its approval, or in the event of changes or additions to the proposed motions submitted to the shareholders' meeting.

5. In the cases provided under sub-paragraph 4, the promoter will state at the meeting: a) the number of votes expressed differently to the instructions received, or, in the event of additions to the proposed motions submitted to the shareholders' meeting, expressed without instructions, with respect to the total number of votes exercised, distinguishing between



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abstentions, votes against and votes in favour; b) the reasons behind the vote expressed differently to the instructions received or in the absence of instructions.

6. In the cases provided in sub-paragraphs 3 and 4, in relation to the proposals for motions for which voting instructions were not given and where authorisation was not provided to express a different vote to the one indicated in the instructions, the shares will in any case be used to calculate whether a quorum has been reached to form the shareholders' meeting; however, these shares will not be used in order to calculate majorities and the capital quota required to approve resolutions.

7. The proxy will be revoked by written statement, issued as prescribed by subsection 1, made known to the promoter at least the day before the shareholders' meeting.

Article 139

(Interruption of the solicitation)

1. In the case of the interruption, for any reason whatsoever, of the soliciting, the promoter discloses the same with the procedures contemplated by Article 136, subsection 3.

2. Unless there is a provision to the contrary in the proxy statement, the promoter will exercise the vote pertaining to the shares that the proxy was given for prior to publication of the notice provided under sub-paragraph 1. This provision is not applied if the interruption of the soliciting is provided for by Article 144, subsection 2, letter b), of the Consolidated Law on Finance.