

PRESS RELEASE

**ASSESSMENTS ON THE ELIGIBILITY REQUIREMENTS, INCLUDING COLLECTIVE,
OF THE MEMBERS OF THE CORPORATE BODIES APPOINTED BY THE
SHAREHOLDERS' MEETING OF 27 APRIL 2023**

Desio – 29 May 2023. Following the press release of 27 April 2023, it should be noted that assessments were completed with which the Bank's Board of Directors and Board of Statutory Auditors ascertained, each for their members appointed by the Shareholders' Meeting held on 27 April 2023 and with the support of the Appointments Committee regarding the assessments conducted by the administrative body:

- (i) the fulfilment of the eligibility requirements set out in the applicable legislation, the Articles of Association and the *Corporate Governance Code* (the “**Code**”) - and therefore, *inter alia*, the requirements of integrity and professionalism, the criteria of fairness and competence, independence (with regard to the members of the control body and the directors who have declared that they meet said requirements), of independence of mind as well as the time commitment and compliance with the limits on the accumulation of offices;
- (ii) the absence of any situations involving impediments to taking office and suspension from office and of incompatibility pursuant to the rules on the interlocking ban (art. 36 of Decree Law no. 201/2011, converted with amendments by Law no. 214/2011).

The assessments were carried out on the basis of the documentation produced and the declarations made by the interested parties, as well as any additional information available to the Bank relating to any relations with the Bank held by the corporate officers and other persons relating to them.

In particular, with reference to the independence requirements:

- (i) the Board of Statutory Auditors verified the fulfilment of the requirements set forth in art. 148 of Legislative Decree no. 58 of 24 February 1998 (“**TUF - Consolidated Finance Act**”), in art. 14 of Ministry of Economy and Finance Decree no. 169 of 23 November 2020 (“**MD 169/2020**”) and Recommendations 7 and 9 of the Code (also taking into account the quantitative and qualitative criteria adopted to assess the significance, for independence purposes, of commercial, financial or professional relationships and any additional remuneration, the “**Criteria**”) of the Standing Auditors Emiliano Barcaroli (Chairman of the Board of Statutory Auditors), Rodolfo Anghileri and Stefania Chiaruttini, and of the Alternate Auditors Stefano Antonini, Silvia Re and Erminio Beretta. In this regard, it should be noted that the Board decided not to apply recommendation no. 7, letter e) of the Code with reference to Standing Auditor Rodolfo Anghileri, as he brings unique added value to the control body also in terms of historical knowledge of the company, in addition to having an excellent professional profile;

- (ii) the Board of Directors verified the fulfilment of the requirements set forth in art. 148 of the Consolidated Finance Act, as referred to in art. 147-ter of the Consolidated Finance Act, in art. 13 of Ministerial Decree 169/2020 and Recommendation 7 of the Code (also taking into account the Criteria), of the Directors Paola Bruno, Valentina Casella, Laura Tulli and Alessandra Maraffini.

The Board of Directors and the Board of Statutory Auditors also verified the general compliance of their collective composition, respectively, with the *Guidelines for Shareholders on the Qualitative and Quantitative Composition of the Board of Directors* approved by the Board of Directors on 21 February 2023 and the *Guidelines for Shareholders on the Qualitative and Quantitative composition of the Board of Statutory Auditors* approved by the Board of Statutory Auditors on 23 March 2023 and, therefore, issued a positive judgment of the adequacy of its collective composition, also pursuant to Supervisory Provisions and Ministerial Decree 169/2020.

BANCO DI DESIO E DELLA BRIANZA S.p.A.

The Chair

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