

BPER:

Banca

REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

YEAR 2021

Modena, 10 March 2022

www.bper.it

Contents

	Glossary	4
	Introduction	7
	Executive summary	9
1	Company Profile	19
2	Information on the ownership structure	25
3	Adherence to the Corporate Governance Code	31
4	Board of Directors	33
	4.1 Role of the Board of Directors	33
	4.2 Appointment and replacement	36
	4.3 Composition	37
	4.4 Board of Directors' functioning	43
	4.5 Chair's role	46
	4.6 Executive Directors	48
	4.7 Independent Directors and Lead Independent Director	50
5	Management of corporate information	55
6	Board Committees	57
	6.1 Control and Risks Committee	58
	6.2 Related Parties Committee	62
	6.3 Remuneration Committee	65
	6.4 Nomination and Corporate Governance Committee	69
	6.5 Sustainability Committee	72
7	Self-assessment and succession of directors	77
8	Remuneration of Directors	81

9	Internal control and risk management system	83
9.1	<i>Chief Executive Officer</i> - Director responsible for the internal control and risk management system	93
9.2	Head of Internal Audit	95
9.3	Organisational Model pursuant to Legislative Decree 231/2001	96
9.4	Independent Auditors	100
9.5	Executive in charge of preparing the Company's financial reports	101
9.6	Coordination between the parties involved in the internal control and risk management system	103
10	Directors' interests and transactions with Related Parties and/or Associated Persons	107
11	Board of Statutory Auditors	
11.1	Appointment and replacement of Auditors	111
11.2	Composition and functioning of the Board of Statutory Auditors	111
		112
12	Relations with Shareholders	
		123
13	General Meetings of Shareholders	
		127
14	Considerations regarding the letter issued by the Chair of the Committee for Corporate Governance of 3 December 2021	131
Tables		133
	Table 1: Information on the ownership structure	
	Table 2: Structure of the Board of Directors at 31/12/2021	
	Table 3: Structure of Board Committees at 31/12/2021	
	Table 4: Structure of the Board of Statutory Auditors at 31/12/2021	
	Table 5: List of offices held by the members of the Board of Directors	
	Table 6: List of offices held by the members of the Board of Statutory Auditors	
Appendix		
	Profile of Representatives	141

Glossary

ECB

European Central Bank.

BPER Banca or BPER or Issuer or Bank or Parent Company or Company

BPER Banca S.p.A., with registered office in Modena (Italy), via San Carlo 8/20, Parent Company of the Banking Group of the same name.

Borsa Italiana or Borsa

Borsa Italiana S.p.A.

Corporate Governance/CG Code

The Corporate Governance Code for listed companies approved in January 2020 by the Corporate Governance Committee.

Board of Statutory Auditors or Statutory Auditors

The Board of Statutory Auditors of BPER Banca.

Corporate Governance Committee/CG Committee

The Italian Committee for the Corporate Governance of listed companies, promoted not only by Borsa Italiana, but also by ABI, Ania, Assogestioni, Assonime and Confindustria.

Board of Directors or Board or B.o.D.

The Board of Directors of BPER Banca.

Consob

National Commission for Companies and the Stock Exchange

Executive in charge of financial reporting

The Executive in charge of preparing the Company's financial reports pursuant to Article 154-bis of the CFA.

Supervisory Provisions

Supervisory Provisions for Banks issued by Banca d'Italia with Circular 285 of 17 December 2013 and subsequent amendments and additions.

EBA

European Banking Authority.

ESG

Environmental, Social, Governance

ESMA

European Securities and Markets Authority

Euronext Milan

The regulated market for medium and large capitalisation companies organised and managed by Borsa Italiana (formerly Mercato Telematico Azionario - MTA).

BPER Banca Group or BPER Group or Group

The banking group headed by BPER Banca.

Letter of the Chair of the Committee

The letter dated 3 December 2021 from the Chair of the Corporate Governance Committee, Prof. Lucia Calvosa, addressed to the Chairmen of the Boards of Directors of listed companies and containing the Corporate Governance Committee's Recommendations for 2022 as an annex.

Recommendations from the Corporate Governance Committee for 2022

The recommendations of the Corporate Governance Committee are attached to the Letter from the Committee Chair.

Issuers' Regulation

The Regulations issued by CONSOB with Resolution No. 11971 of 1999 on issuers (as subsequently amended and supplemented).

Consob Related Parties Regulation

The Regulation issued by Consob with Resolution No. 17221 of 12 March 2010 on related party transactions (as subsequently amended and supplemented).

Report on Corporate Governance or Report

This Report on corporate governance and ownership structure has been prepared pursuant to Article 123-*bis* of the CFA.

Report on remuneration

The report on remuneration policy and remuneration paid, which companies are required to draw up and publish pursuant to Article 123-*ter* of the CFA.

Large company

Under the Corporate Governance Code, companies whose capitalisation exceeded Euro 1 billion on the last trading day of each of the three preceding calendar years.

Concentrated ownership companies

Pursuant to the Corporate Governance Code, companies in which one or more shareholders participating in a shareholders' agreement hold, directly or indirectly (through subsidiaries, trus-

tees or intermediaries), the majority of the votes exercisable at the ordinary shareholders' meeting.

Articles of Association or Articles

BPER Banca's Articles of Association, in force at the date of this Report (published on the website www.bper.it – Sito Istituzionale > Governance > Documents).

Sustainable success

Pursuant to the Corporate Governance Code, objective guiding the action of the Board of Directors and consisting in the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company.

Consolidated Law on Banking or CLB

Legislative Decree no. 385 dated 1 September 1993 (Consolidated law on banking and lending matters) and subsequent amendments and additions.

Consolidated Finance Act or CFA

Legislative Decree no. 58 dated 24 February 1998 (Consolidated law on financial intermediation) and subsequent amendments and additions.



Introduction

The Report on corporate governance and ownership structure is prepared on the basis of the provisions of Article 123-*bis* of the Consolidated Finance Act in order to provide the market, *inter alia*, with information on the ownership structure, the structure and functioning of the Corporate Bodies, the governance practices actually applied and compliance with the Corporate Governance Code. For the purposes of drafting it, account was taken of the recommendations of the aforementioned Code as well as the Recommendations of the Corporate Governance Committee for the year 2022 transmitted together with the Letter of the Chair of the Committee of 3 December 2021 and the indications contained in the "Format for the report on corporate governance and ownership structure" prepared by Borsa Italiana, last updated in January of this year.

The purpose of this Report is also to comply with the public disclosure requirements for banks set out in the Supervisory Rules and applicable legislation.

The Report is preceded by an executive summary, in which summary information is provided on the composition of the Board of Directors, the Board Committees and the Board of Statutory Auditors, their meetings, the board evaluation process and the structure of the internal control and risk management system.

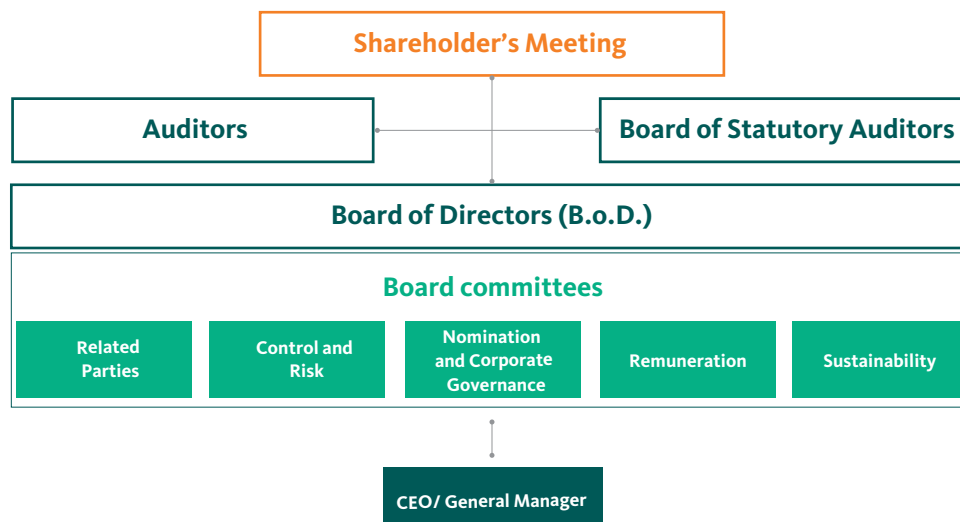
Note that this Report, pursuant to art. 123-*bis*, paragraph 4 of the CFA, has been submitted to the company appointed to audit BPER's accounts and consolidated accounts - Deloitte & Touche S.p.A. - for the checks for which it is responsible, as acknowledged in the Reports prepared by the latter pursuant to art. 14 of Legislative Decree no. 39/2010, which are attached to the separate and consolidated financial statements for 2021.

The present and previous Reports on corporate governance are available on the website www.bper.it - Institutional > Governance > Documents, as well as on the authorised storage mechanism www.info.it and on Borsa Italiana's website www.borsaitaliana.it.

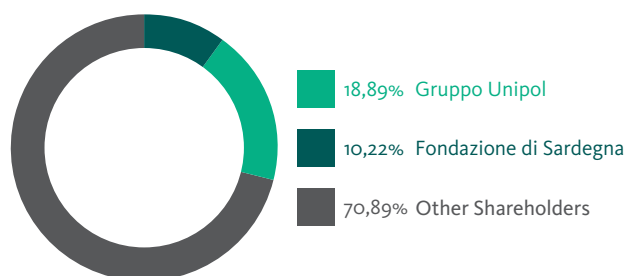


Executive summary

Corporate governance



Shareholding structure as at 31/12/2021



Composition of the Board of Directors

Until 20 April 2021

Members	Office	Role	Presence in committees	List (*)
Pietro Ferrari	Chair	Non-executive		1
Alessandro Vandelli	Chief Executive Officer	Executive	Executive Committee	1
Giuseppe Capponcelli	Deputy Chair	Independent (TUF/CAD)		1
Riccardo Barbieri	Director	Executive	Executive Committee	1
Massimo Belcredi	Director	Independent (TUF/CAD)	Chair of the Nomination Committee	1
Mara Bernardini	Director	Independent (TUF/CAD)	Remuneration Committee Chair, Nomination Committee	1
Luciano Filippo Camagni	Director	Executive	Executive Committee	1
Silvia Elisabetta Candini	Director	Independent (TUF/CAD)	Nomination Committee, Remuneration Committee	-
Alessandro Robin Foti	Director	Independent (TUF/CAD)	Control and Risks Committee	2
Elisabetta Gualandri	Director	Independent (TUF/CAD)	Control and Risks Committee Chair, Committee for Independent Directors, Remuneration Committee	1
Ornella Rita Lucia Moro	Director	Independent (TUF/CAD)	Control and Risks Committee	1
Mario Noera	Director	Executive	Executive Committee	1
Marisa Pappalardo	Director	Independent (TUF/CAD)	Independent Directors' Committee	2
Rossella Schiavini	Director	Executive	Executive Committee Chair	1
Valeria Venturelli	Director	Independent (TUF/CAD)	Independent Directors' Committee Chair, Control and Risks Committee	1

Mandate expires: approval of the financial statements at 31/12/2020

Independent TUF: Independent pursuant to art. 147-ter paragraph 4 of the Consolidated Finance Act (Legislative Decree no. 58/1998)

Independent CAD: Independent according to the Corporate Governance Code

(*) With regard to the Directors appointed for the three-year period 2018-2020 and who left office in financial year 2021, the list with the highest number of votes was the one presented by the outgoing Board of Directors (list no. 1). The Directors who, on the occasion of the Shareholders' Meeting of 14 April 2018, had been drawn from the list that came second in terms of number of votes (Alessandro Robin Foti and Marisa Pappalardo) were re-elected at the Shareholders' Meeting of 21 April 2021 (see the section relating to Directors in office). Silvia Elisabetta Candini had been elected for the first time by the Shareholders' Meeting of 6 July 2020, at the proposal of institutional investors (specifically, managers of 3 investment funds), and was subsequently re-elected at the Shareholders' Meeting of 21 April 2021 (see the section relating to Directors in office).



Independent
9/15
60%

Least represented gender (female)
7/15
47%

Average age
60

Composition of the Board of Directors

From 21 April 2021

Members	Office	Role	Presence in committees	List (*)
Flavia Mazzarella	Chair	Independent (TUF/MEF/CG)	Sustainability Committee Chair	3
Piero Luigi Montani	Chief Executive Officer	Executive		3
Riccardo Barbieri	Deputy Chair	Non-executive	Sustainability Committee	2
Elena Beccalli	Director	Independent (TUF/MEF/CG)	Chair of the Related Parties Committee, Control and Risks Committee	3
Silvia Elisabetta Candini	Director	Independent (TUF/MEF/CG)	Chair of the Nomination and Corporate Governance Committee	1
Maria Elena Cappello	Director	Independent (TUF/MEF/CG)	Chair of the Remuneration Committee	3
Cristiano Cincotti	Director	Independent (TUF/MEF/CG)	Nomination Committee Corporate Governance Committee	2
Gianfranco Farre	Director	Independent (TUF/MEF/CG)	Control and Risks Committee	2
Alessandro Robin Foti	Director	Independent (TUF/MEF/CG)	Control and Risks Committee	1
Roberto Giay	Director	Non-executive	Remuneration Committee	3
Gianni Franco Papa	Director	Independent (TUF/MEF/CG)	Chair of the Control and Risks Committee, Related Parties Committee	3
Marisa Pappalardo	Director	Independent (TUF/MEF/CG)	Related Parties Committee	1
Monica Pilloni	Director	Independent (TUF/MEF/CG)	Control and Risks Committee	2
Gian Luca Santi	Director	Non-executive	Nomination Committee Corporate Governance Committee	3
Elisa Valeriani	Director	Independent (TUF/MEF/CG)	Remuneration Committee, Sustainability Committee	-

Mandate expiration: approval of financial statements at 31/12/2023

Independent TUF: Independent pursuant to art. 147-ter paragraph 4 of the Consolidated Finance Act (Legislative Decree no. 58/1998)

Independent MEF: Independent pursuant to the Decree of the Ministry of Economy and Finance no. 169/2020 implementing art. 26 of the Consolidated Banking Act (Legislative Decree no. 385/1993)

Independent CG: Independent in accordance with Corporate Governance Code art. 2 recommendation no. 7

(*) With regard to the Directors appointed by the Shareholders' Meeting of 21 April 2021, the number of the list from which each Director was drawn is indicated in this column. It should be noted in this regard that following the voting: (i) list no. 1 came first in terms of number of votes; (ii) list no. 3 came second in terms of number of votes; (iii) list no. 2 came third in terms of number of votes. Elisa Valeriani was elected on the basis of an individual candidacy presented by a minority shareholder, replacing the resigned Alessandra Ruzzu, who had been drawn from list no. 2.



Independent
11/15
73%

Least represented gender (female)
7/15
47%

Average age
57 years

Changes compared to the previous mandate

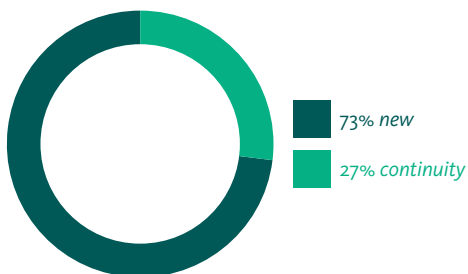
	2018-2020 Mandate	2021-2023 Mandate
Number of Directors	15	15
% of the least represented gender in the Board	47%	47%
% of independent directors	60%	73%
Average age of Directors	60	57
Chair-CEO or Chair controlling Shareholder	no	no
Lead Independent Director in office	no	no

Board evaluation

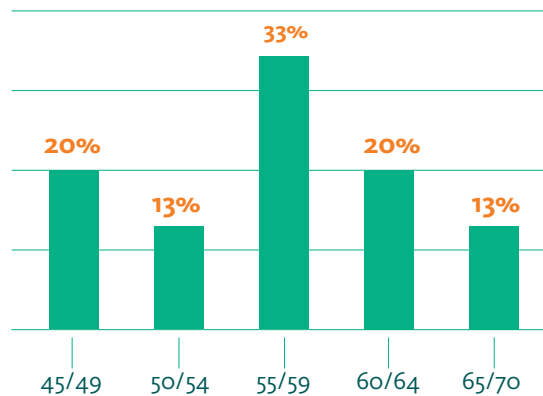
Implementation of the Board Evaluation process	Yes
Evaluator	Self-assessment with external advisor support
Self-assessment method	Questionnaires and individual interviews with each Director

Members of the Board of Directors 2021-2023 mandate

Continuity vs. new



Age breakdown

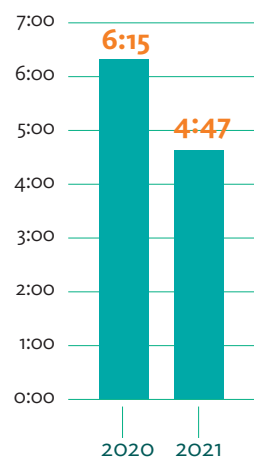


Functioning of the Board of Directors

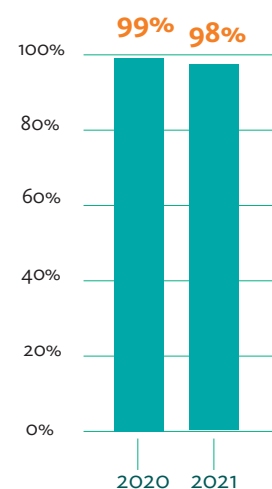
Number of meetings

2020	no. of meetings	average duration	participation rate
Board of Directors	29	06:15	99%
2021	no. of meetings	average duration	participation rate
Board of Directors	26	04:47	98%

Average meeting duration



Participation rate



Board Committees

2020	no. of meetings	average duration	participation rate
Executive Committee	14	03:30	100%
Nomination Committee	11	01:20	100%
Remuneration Committee	21	01:50	97%
Control and Risks Committee	42	03:10	99%
Independent Directors' Committee	17	01:23	100%
2021	no. of meetings	average duration	participation rate
Executive Committee*	6	02:30	100%
Sustainability Committee**	3	01:01	100%
Nomination and Corporate Governance Committee	22	01:07	100%
Remuneration Committee	28	01:48	95%
Control and Risks Committee	35	02:42	99%
Related Parties Committee	16	01:05	100%

(*) In office until the Shareholders' Meeting of 21/04/2021

(**) Established on 14/10/2021

Composition of the Board of Statutory Auditors

Until 20 April 2021

Members	Office	List (*)
Paolo De Mitri	Chair	1
Cristina Buonauro Calandra	Standing Auditor	2 ⁽⁶⁾
Diana Rizzo	Standing Auditor	2
Francesca Sandrolini	Standing Auditor	2
Vincenzo Tardini	Standing Auditor	2

Patrizia Tettamanzi	Alternate Auditor	1 ⁽³⁾
Veronica Tibiletti	Alternate Auditor	.. ⁽⁷⁾

From 21 April 2021

Members	Office	List (*)
Daniela Travella	Chair	3 ⁽¹⁾
Paolo De Mitri	Standing Auditor	1 ⁽²⁾
Patrizia Tettamanzi	Standing Auditor	1 ⁽⁴⁾

Sonia Peron	Alternate Auditor	.. ⁽⁵⁾
Andrea Scianca	Alternate Auditor	3

(*) This column indicates the number of the list from which each Auditor was taken. It should be noted that at the Shareholders' Meeting of 21 April 2021: (i) list no. 1 came first in terms of number of votes; (ii) list no. 3 came second in terms of number of votes; (iii) list no. 2 came third in terms of number of votes (no Auditor was therefore taken from this list). With regard to the Members of the Board of Statutory Auditors appointed for the three-year period 2018-2020 and who left office in financial year 2021, list no. 2 (presented by a group of shareholders in possession of an overall stake equal to 0.52% of the share capital) is the one that came first in terms of the number of votes; the Chair of the Board of Statutory Auditors, Giacomo Ramenghi, subsequently replaced by Chair Paolo De Mitri, previously Alternate Auditor with effect from 8 May 2018, was taken from the list ranked second in terms of the number of votes (list no. 1) - presented by a group of institutional investors in possession of an overall stake equal to 1.40% of the share capital (previously, Paolo De Mitri held the role of Alternate Auditor and was taken from the same list from which the Chair Ramenghi had been taken).

(1) Daniela Travella was appointed by the Shareholders' Meeting of 23 June 2021, called for the purpose of reconstituting the Board of Statutory Auditors and appointing the new Chair of the Board of Statutory Auditors to replace Nicola Bruni, appointed by the Shareholders' Meeting of 21 April 2021 (taken from List no. 3, ranked second in terms of the number of votes) and resigned with effect from the aforementioned Shareholders' Meeting of 23 June 2021. It should be noted that, in view of the Shareholders' Meeting of 21 April 2021, Daniela Travella was placed in second position in the Standing Auditors section of List no. 3 (behind Nicola Bruni). Following this Shareholders' Meeting, she was not elected. Article 33, paragraph 5, of the Articles of Association provides that, "if it is necessary to replace an Auditor drawn from a list other than the one that came first in terms of the number of votes obtained and that is not connected, even indirectly, with the shareholders who submitted or voted for the list that came first, the Shareholders' Meeting shall select them, where possible, from among the unelected candidates indicated in both sections of the list to which the Auditor to be replaced belonged [...]" On the basis of this provision, at the Shareholders' Meeting of 23 June 2021, Daniela Travella was appointed Chair of the Board of Statutory Auditors at the proposal of the shareholder Unipol Gruppo S.p.A. (who had presented the aforementioned List no. 3).

(2) Paolo De Mitri was appointed, for the first time, as Alternate Auditor by the Shareholders' Meeting of 14 April 2018. Following the resignation of the then Chair of the Board of Statutory Auditors, Giacomo Ramenghi, Paolo De Mitri took over as Chair of the Board of Statutory Auditors with effect from 8 May 2018. Paolo De Mitri was then confirmed in the role of Chair of the Board of Statutory Auditors by the Shareholders' Meeting of 17 April 2019.

(3) Patrizia Tettamanzi was appointed, for the first time, as Alternate Auditor by the Shareholders' Meeting of 17 April 2019, replacing Paolo De Mitri, who in the meantime was appointed Chair of the Board of Statutory Auditors.

(4) Patrizia Tettamanzi - taken from List no. 1 - was elected Alternate Auditor by the Shareholders' Meeting of 21 April 2021; from the same date and until the next Shareholders' Meeting, she assumed the role of Standing Auditor due to the need to complete the Control Body. She was subsequently elected Standing Auditor by the Shareholders' Meeting of 23 June 2021.

(5) Sonia Peron was appointed as Alternate Auditor by the Shareholders' Meeting of 23 June 2021, called to reconstitute the Board of Statutory Auditors. Sonia Peron's candidacy was presented on behalf of a group of institutional investors in possession of an overall stake of 1.70% of the share capital.

(6) Cristina Calandra Buonauro - taken from List no. 2 - was elected Alternate Auditor by the Shareholders' Meeting of 14 April 2018; on 22 November 2018 she took over the office of Standing Auditor and remained in office until the next Shareholders' Meeting on 17 April 2019, at which time she was elected Standing Auditor.

(7) Veronica Tibiletti was appointed Alternate Auditor by the Shareholders' Meeting of 17 April 2019. Veronica Tibiletti's candidacy was presented by a shareholder in possession of a stake equal to 0.62% of the share capital.

Until 20 April 2021



Least represented gender (male)

2/5
40%

Average age
57 years

From 20 April 2021



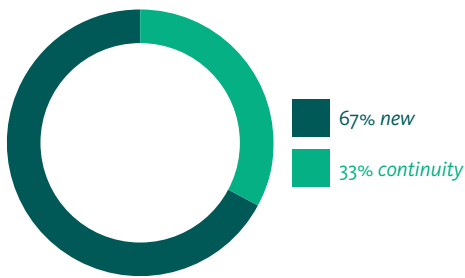
Least represented gender (male)

1/3
33%

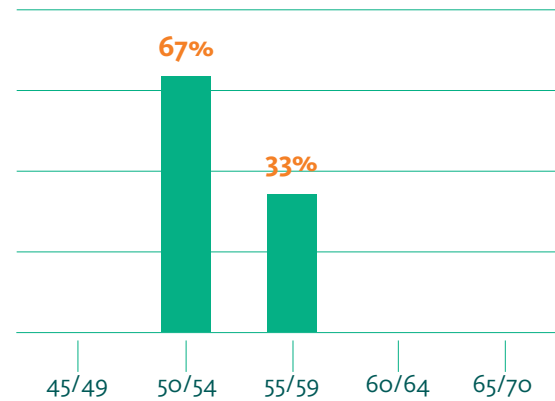
Average age
55 years

Member of the Board of Statutory Auditors 2021/2023 mandate

Continuity vs. new



Age breakdown

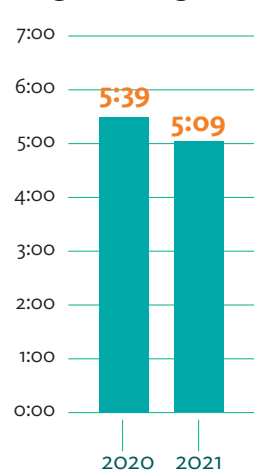


Functioning of the Board of Statutory Auditors

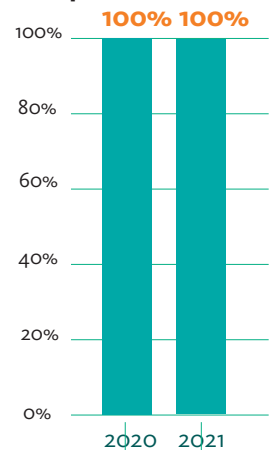
Number of meetings

Year	no. of meetings	average duration	participation rate
2020	49	05:39	100%
2021	44	05:09	100%

Average meeting duration



Participation rate



Internal Control and Risk Management System*

Body/function	Contact person
Director in charge of the System	Chief Executive Officer – Piero Luigi Montani
Chief Audit Officer	Roberto Rovere
Chief AML Officer	Michele Pisani
Chief Compliance Officer	Carla Gardani
Chief Risk Officer	Emanuele Cristini
Head of Validation Function	Dario Alessi
Executive in charge of financial reporting	Marco Bonfatti
Independent Auditors	Deloitte & Touche S.p.A.
Board of Statutory Auditors	Daniela Travella (Chair), Paolo De Mitri, Patrizia Tettamanzi
Supervisory Board	Désirée Fondaroli (Chair), Luca Bocci, Roberto Rovere

(*) At the date of approval of the Report

Reference SDGs





1. Company Profile

BPER Banca, the parent company of the banking Group of the same name, is a joint-stock company with registered office in Modena (Italy), Via San Carlo no. 8/20, and issues shares listed on the regulated market Euronext Milan, organised and managed by Borsa Italiana. The BPER stock is also included in the FTSE MIB index.

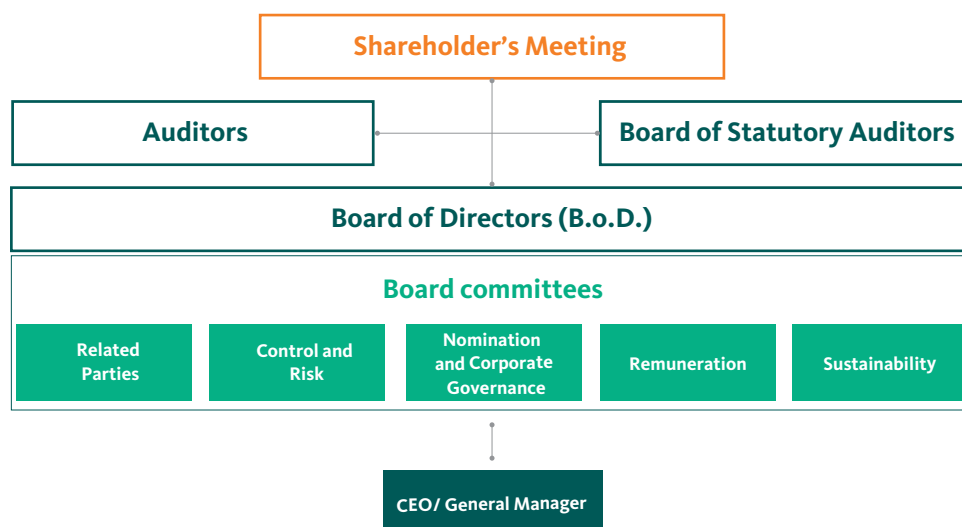
On the basis of the definitions contained in the Corporate Governance Code, to which the Company adheres, the Bank qualifies as a large company with non-concentrated ownership and takes this qualification into account for the purposes of implementing the recommendations contained in the aforementioned Code, as indicated below in the Report.¹

The Bank - which originates from the merger of centuries-old banking entities, first and foremost Banca Popolare di Modena, established on 12 June 1867, and which was transformed from a cooperative to a joint-stock company by resolution of the Bank's Shareholders' Meeting of 26 November 2016 - adopts the traditional system of administration and control, which provides for the presence of a Board of Directors and a Board of Statutory Auditors.

Pursuant to art. 2 of its Articles of Association, BPER Banca's corporate scope includes funding and lending in their various forms, both directly and through subsidiaries. It pays particular attention to the enhancement of local resources in the areas where it is present through its own distribution network and that of the Group.

Governance and organisation

The governance structure of the Bank at 31 December 2021 is explained below.



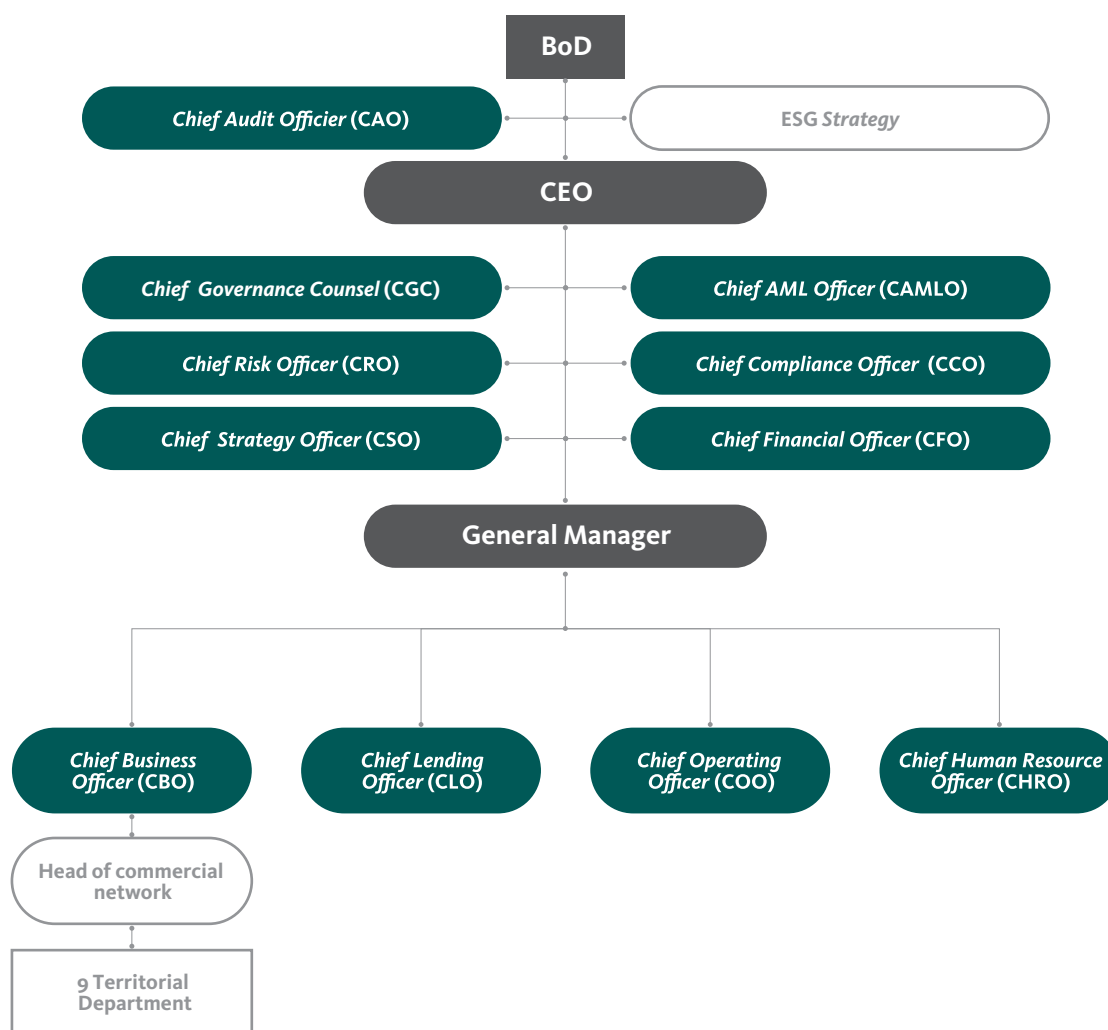
As from the date of implementation of the European Single Supervisory Mechanism (4 November 2014), BPER has been subject to prudential supervision by the European Central Bank given that it is a "significant bank" pursuant to art. 6, par. 4 of Regulation (EU) 1024/2013².

Due to the foregoing and to the fact that it is a listed bank, BPER falls within the category of "larger or more complex banks" indicated by the Supervisory Provisions for Banks, Banca d'Italia Circular 285/2013, Part I, Title IV, Chapter 1.

¹ For the definitions of "large company" and "concentrated ownership company" please refer to the Glossary.

² Council Regulation (EU) 1024/2013 of 15 October 2013 that assigns specific tasks to the European Central Bank concerning policies relating to the prudential supervision of credit institutions and has set up the European Single Supervisory Mechanism.

The organisation chart of the Bank at 31 December 2021 is set out below.



At the date of approval of this Report, the organisational structure is characterised by the presence of:

- reporting directly to the Board of Directors, the head of the Internal Audit function (Chief Audit Officer) and the head of the ESG Strategy Office;
- reporting directly to the Chief Executive Officer, senior managers responsible for the following areas: administration, budget and finance (Chief Financial Officer); anti-money laundering (Chief AML Officer); compliance (Chief Compliance Officer); legal, corporate affairs and regulatory affairs (Chief General Counsel); special projects and strategic operations (Chief Strategy Officer); and risk (Chief Risk Officer);
- reporting directly to the General Manager (whose functions are assigned to the Chief Executive Officer), the senior managers responsible for the following areas: business function (Chief Business Officer); credit structure (Chief Lending Officer); operational structure (Chief Operating Officer, to whom, among others, the Chief Information Officer also reports); and human resources function (Chief Human Resources Officer).

Reporting to the Chief Business Officer (CBO) is the new figure of the Commercial Network Manager, who coordinates the commercial structure divided into 9 Territorial Divisions.

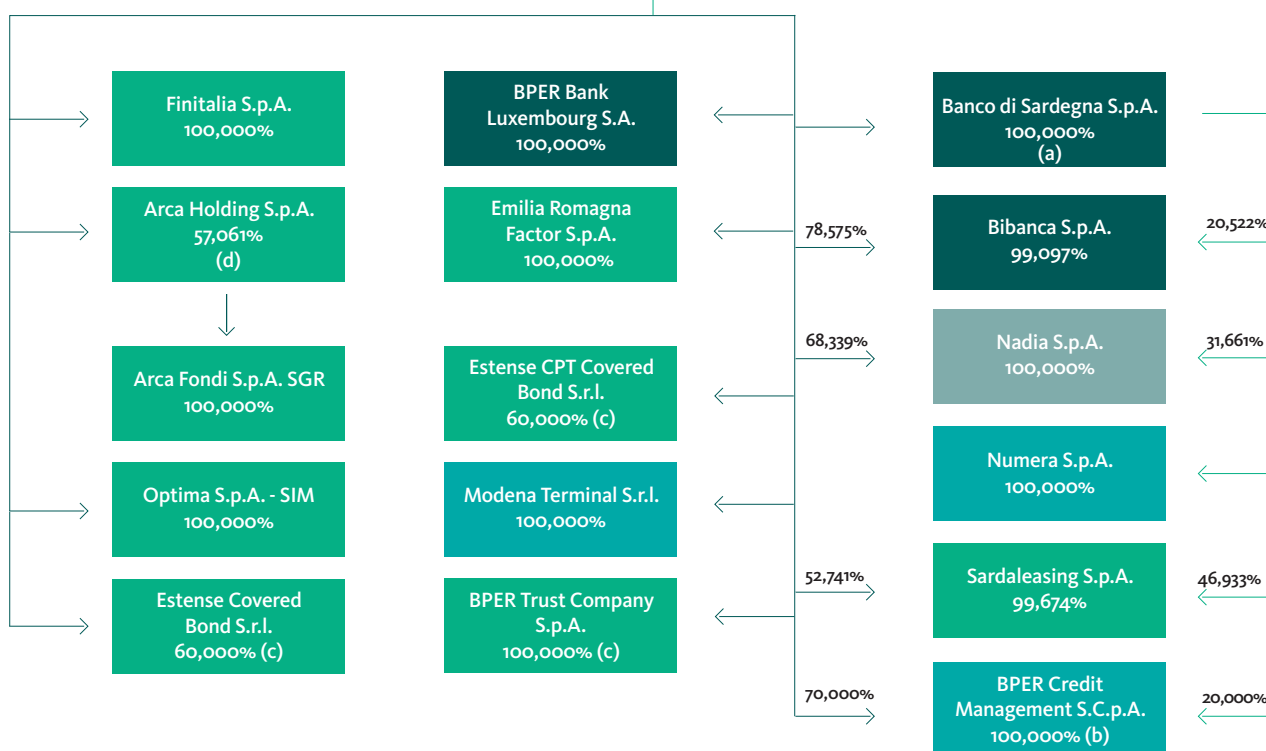
Group structure

As the Parent Company of the Banking Group of the same name, BPER provides management and coordination to the companies in the Group, pursuant to art. 61 of the Consolidated Banking Act and art. 2497 et seq. of the Italian Civil Code, and issues instructions for the implementation of instructions issued by the Supervisory Authorities in the interests of the Group and its stability.

BPER also conducts management and coordination activities, solely pursuant to Articles 2497 et seq. of the Italian Civil Code, with regard to the subsidiaries that do not belong to the Banking Group (since they do not meet the requisite functional connection requirements), but are included in the scope of consolidation using the equity method.

The Group structure as at 31 December 2021 is set out below.

BPER: Banca



a) Corresponding to 99.200% of the full amount of the share capital consisting of ordinary and preference shares.

b) Also part of BPER Credit Management S.C.p.A.:

- Sardaleasing S.p.A. (6.000%)
- Bibanca S.p.A. (3.000%)
- Emilia Romagna Factor S.p.A. (1.000%)

c) Subsidiaries consolidated using the equity method.

d) Company not recorded as part of the group, as it lacks the necessary functional connection requirements.

The scope of consolidation also includes subsidiaries of the Parent Company not recorded as part of the group, as they lack the necessary functional connection requirements, consolidated with the equity method:

- Adras S.p.A. (100%)
- Italiana Valorizzazioni Immobiliari S.r.l. (100%)
- Sifa S.p.A. (100%)

Public disclosures pursuant to the Supervisory Provisions for Banks, Banca d'Italia Circular 285/2013, Part I, Title IV, Chapter 1, Section VII³

Information requested by the Supervisory Provisions for Banks	Chapters/Sections of the Report in which the information is provided
Disclosure on the general lines of the organisational structures and of corporate governance adopted in implementation of the provisions of Chapter 1, Title IV, Part I, Banca d'Italia Circular 285/2013.	Chapter 1 (Company Profile)
Justified indication of the category in which the Bank is included following the valuation process pursuant to Paragraph 4.1, Section I, Chapter 1, Title IV, Part I, Banca d'Italia Circular 285/2013.	Chapter 1 (Company Profile)
Overall number of members of the Corporate Bodies and reasons, represented in detail, for any situations where the limits set in the implementation guidelines of Section IV, Chapter 1, Title IV, Part I, Banca d'Italia Circular 285/2013, were exceeded. Break-down of members at least by age, gender and duration in office.	Sections 4.2 and 4.3 (Board of Directors: appointment and replacement - composition), Table 2 and Chapter 11.2 (Board of Statutory Auditors: composition and operation) and Table 4.
Number of directors who meet the independence requirements.	Sections 4.2 and 4.3 (Board of Directors - Table 2) and 4.7 (Independent Directors and Lead Independent Director).
Number of directors expressed by minority lists.	Section 4.3 (Board of Directors: appointment and replacement), Table 2.
Number and type of engagements held by each company representative in other companies or entities.	Table 5 (Board of Directors) and Table 6 (Board of Statutory Auditors).
Number and name of Board Committees established, their functions and duties.	Section 4.6 (Executive Committee); Chapter 6 (Board Committees); Section 6.1 (Control and Risks Committee); Section 6.2 (Related Parties Committee); Section 6.3 (Remuneration Committee); Section 6.4 (Nomination Committee and Corporate Governance); Section 6.5 (Sustainability Committee); Table 3 (Structure of Board Committees).
Any succession policies prepared, number and types of offices concerned.	Chapter 7 (Self-assessment and succession of Directors).

³ Banca d'Italia Circular 285/2013, Part I, Title IV, Chapter 1, Section VII, Public disclosure obligations: "The banks, in addition to the disclosure requirements arising from the European Union's regulatory provisions and from Banca d'Italia's supervisory provisions, shall make public in a clear and detailed manner and shall constantly update the following information: [Editor's note: see list on the left part of the table]. The banks shall publish the above information on their website. The information to be published on the bank's website, inclusive of disclosure of an outline of the organisational structure and corporate governance, may also be provided via reference to other documents available on the website itself, comprising the Articles of Association, as long as the relevant information is easily viewable and accessible via a clear, working link."

The pursuit of sustainable success and the non-financial statement

The Board of Directors of BPER Banca bases its actions on the principle of "sustainable success", intended as the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company. This principle complements the definition of BPER Banca's strategies. In particular, the Report illustrates how sustainable success is integrated into strategies (Section 4.1, relating to the Role of the Board of Directors), remuneration policies (Chapter 8, relating to Remuneration of Directors) and the internal control and risk management system (Chapter 9, relating to Internal Control and Risk Management System). The corporate governance measures specifically adopted in this respect are also described (in particular, the establishment of a Sustainability Board Committee - Section 6.5). Actions taken to implement ESG principles are described in the chapters relevant to each topic.

For further information and details on the management of Sustainability issues (ESG Management), please refer to the Consolidated non-financial statement 2021 (Sustainability Report) prepared in accordance with Legislative Decree no. 254/2016.

The Consolidated Non-Financial Statement is published together with the financial statements in accordance with the law and made available on the website www.bper.it – Sito Istituzionale > Sustainability.



2. Information on the ownership structure

This Chapter provides the information on the ownership structure required by Article 123-*bis*, paragraph 1, of the CFA, as at the date of approval of this Report.

Further information is also provided, in summary form, in Table 1 attached to this Report.

a) Structure of share capital

The share capital of the Bank (fully subscribed and paid-up) amounts to Euro 2,100,435,182.40 and consists of 1,413,263,512 registered ordinary shares, with no nominal value.

On 25 July 2019, the Bank issued the "Additional Tier 1" convertible bond for a total nominal amount of Euro 150,000,000, subscribed for in full by Fondazione di Sardegna for a total price of Euro 180,000,000 (the bond conditions allow their conversion into BPER Banca shares with a maximum nominal amount of Euro 150,000,000 and premium of Euro 42,857,142, via the issue of up to 35,714,286 ordinary shares at a unit price of Euro 4.2, of which Euro 3 allocated to capital and Euro 1.2 to share premium).

Within the limits established by current regulations, the Company, by resolution of the Extraordinary Shareholders' Meeting may issue categories of shares carrying different rights with respect to the ordinary shares, and may determine such rights, as well as financial instruments with equity or administrative rights.

All the shares belonging to the same category carry the same rights.

As of the date of this Report, no categories of shares had been issued other than ordinary shares.

Finally, the Bank does not have any remuneration plans that envisage increases, even free of charge, in the share capital.

b) Restriction on the transfer of securities

The Articles of Association do not provide for any limits on the possession of shares nor for any restrictions on their transfer.

Transactions in shares carried out by relevant parties and by persons closely associated with them pursuant to (i) Articles 3(1), 25 and 26, and 19 of Regulation (EU) No. 596/2014 ("MAR"), (ii) Article 114(7) of the CFA and (iii) Articles 152-*sexies*, *septies* and *octies* of the Issuers' Regulation, are subject to the Internal Dealing disclosure requirements set out in the aforementioned regulatory provisions.

In addition, parties who exercise administration, control or management functions at the Bank are required to respect the closed period trading restrictions provided for by Article 19, paragraph 11, of (EU) Regulation no. 596/2014 ("MAR") and the Group Regulations on the Internal Dealing management process (Internal Market Abuse regulations), published on the website www.bper.it - Istituzionale > Governance > Documents > Internal Dealing.

c) Significant holdings of share capital

The following table shows the list of shareholders who, at the date of approval of this Report, hold more than 3% of BPER's share capital, as reported to the Company on the basis of the communications made pursuant to Article 120 of the CFA and additional information available to the Company.

d) Securities carrying special rights

Declarant	Direct shareholders	% stake of ordinary share capital	% stake of voting share capital
Unipol Gruppo S.p.A.	Unipol Gruppo S.p.A.	9.55%	9.55%
	UnipolSai Assicurazioni S.p.A.	9.34%	9.34%
Fondazione di Sardegna	Fondazione di Sardegna	10.22%	10.22%

At the date of approval of this Report, no securities carrying special rights of control and/or other special power have been issued, nor multiple or increased voting shares, the issue of which is not envisaged by the Articles of Association.

Without prejudice to the foregoing, it should be noted that companies operating in the financial and credit sector fall within the scope of the provisions on special powers of the State (i.e., golden power), as governed by Decree-Law No. 21 of 2012 (converted into Law No. 56 of 2012) and by subsequent amendments, additions and implementing rules, as well as by any other applicable provision, including those of a European nature.

e) Shares held by employees: mechanism for exercising voting rights

At the date of approval of this Report, there are no employee share ownership plans that involve the exercise of their voting rights by appointed representatives. Accordingly, the current regulatory and legislative provisions governing voting rights also apply to employees.

f) Restrictions on voting rights

Each ordinary share entitles the holder to one vote.

If a share becomes the property of several persons, the joint ownership rights must be exercised by a common representative.

Pursuant to Article 2373, paragraph 2, of the Italian Civil Code, as referred to in Article 11, paragraph 9, of the Articles of Association, members of the Board of Directors may not vote on resolutions regarding their responsibility for actions.

Without prejudice to the above, the Articles of Association do not provide for any restrictions on voting rights.

g) Agreements between Shareholders

At the date of approval of this Report, the Bank is not aware of any shareholders' agreements pursuant to art. 122 of the CFA.

During the Shareholders' Meetings held on 21 April and 23 June 2021, no Shareholder submitted to the Bank any declarations pursuant to Articles 20 and 22 of the Consolidated Banking Act and Articles 120 and 122 of the CFA.

h) Change of control clauses and statutory provisions regarding takeover bids

Given that, at the date of approval of this Report, BPER is not controlled, even de facto, by any party, neither BPER nor the other Group companies have entered into significant agreements that become effective, are amended or are terminated in the event of a change of control of BPER or its subsidiaries.

The Bank's Articles of Association do not provide for the application of the breakthrough rule contained in art. 104-*bis*, paragraphs 2 and 3 of the Consolidated Finance Act in respect of takeover bids, nor do they derogate from the provisions on the passivity rule provided by art. 104, paragraphs 1 and 1-*bis* of the Consolidated Finance Act.

i) Delegated powers to increase share capital and authorisations to purchase treasury shares

Within the limits established by current regulations, the Company, by resolution of the Extraordinary Shareholders' Meeting may issue categories of shares carrying different rights with respect to the ordinary shares, and may determine such rights, as well as financial instruments with equity or administrative rights. The Company may issue bonds, including those convertible into shares, in compliance with applicable legislation.

Having said that, it should be noted that the Extraordinary Shareholders' Meeting of 4 July 2019 resolved, inter alia:

- a) to delegate to the Board of Directors, pursuant to Article 2420-*ter* of the Italian Civil Code (to be exercised by 31 December 2019), the power to issue an Additional Tier 1 convertible bond, for a total nominal amount of Euro 150,000,000, to be offered in full for subscription to Fondazione di Sardegna, with the exclusion of option rights, at an above par subscription price set at a total of Euro 180,000,000. Consequently, delegation of power has been granted to increase the Company's share capital for payment, in one or more tranches, in a divisible manner, for a total maximum amount of Euro 150,000,000, including a share premium of Euro 42,857,142, to exclusively and irrevocably service the conversion of the aforesaid loan, by issuing a maximum of 35,714,286 ordinary shares of the Company, without nominal value, with standard dividend entitlement rights and the same characteristics as the other ordinary shares in the Company outstanding on the issue date. The Board of Directors implemented the delegation of power at its meeting on 11 July 2019;
- b) to grant the Board of Directors the power, for a period of five years from the date of the resolution, to increase the share capital for payment, in one or more tranches and on a divisible basis, with the exclusion of option rights, for a total maximum amount of Euro 13,000,000, including any share premium to be determined in accordance with Article 2441(6) of the Italian Civil Code, by issuing a maximum number of 2,500,000 ordinary shares, with no expressed nominal value,

whose issue value may also be lower than the accounting par value at the relevant issue date, with regular dividend rights and the same characteristics as the Company's ordinary shares in outstanding at the issue date. This resolution has not yet been implemented.

The same Shareholders' Meeting of 4 July 2019 had also granted the Board of Directors two further delegations of power, which have expired to date and have been partially executed, leading - in total - to a capital increase of Euro 117,958,539. At the date of the Ordinary Shareholders' Meeting of 22 April 2020, the share capital was therefore Euro 1,561,883,844.

In addition to the foregoing, the aforementioned Extraordinary Shareholders' Meeting of 22 April 2020 granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power, to be exercised no later than 31 March 2021, to increase the share capital in one or more tranches, on a divisible basis, for payment, for a maximum total amount of Euro 1,000,000, including any share premium, by issuing ordinary shares of the Company, without nominal value, whose issue value may also be lower than the accounting par value, to be offered as an option to those entitled under the terms of Article 2441 of the Italian Civil Code, with standard dividend entitlement rights and the same characteristics as the ordinary shares in outstanding at the issue date. At its meeting on 29 September 2020, the Board of Directors, by partially exercising said right resolved to increase the share capital for payment, on a divisible basis, limited to a total maximum amount of Euro 534,838,838.40, plus a premium of up to Euro 267,419,419.20, through the issue of a maximum number of 891,398,064 ordinary shares, without nominal value, with standard dividend entitlement rights and the same characteristics as the other ordinary shares outstanding on the issue date, to be offered as an option to entitled parties, pursuant to Article 2441, paragraph 1, of the Italian Civil Code. This increase was fully executed and subscribed by 31 December 2020. During the 2021 financial year, the delegation was not further exercised, and expired on 31 March, so that the aforementioned resolution of 22 April 2020 is no longer effective.

At the end of the financial year 2021, and at the date of approval of this Report, the share capital is therefore Euro 2,100,435,182.40, which includes both the aforementioned capital increase of Euro 534,838,838.40 and the capital increase approved by the Extraordinary Shareholders' Meeting of 6 July 2020, for an amount of Euro 3,712,500, to service the merger absorption of the subsidiary Cassa di Risparmio di Bra S.p.A. into BPER.

With regard to treasury shares, the Ordinary Shareholders' Meeting of 21 April 2021 authorised the purchase and disposal of a maximum of 5,000,000 ordinary shares of BPER Banca (not exceeding a total equivalent value of Euro 10 million), without nominal value, to service the same "Long-Term Incentive Plan (LTI) 2019-2021, intended for personnel considered strategic", the 2021 MBO and subsequent MBO incentive schemes, as well as any severance payments.

The authorisation to purchase was granted for a period of 12 months from the date of authorisation by the Supervisory Authority (ECB), while the authorisation to dispose was granted without any time limit, in line with what is allowed under current legislation.

For details regarding the aforementioned authorisation, please refer to the Explanatory Report of the Board of Directors to the aforementioned Shareholders' Meeting of 21 April 2021, with reference to item 7c) on the agenda, available on the Company's website www.bper.it - Institutional > Governance > Shareholders' Meeting.

In implementation of this authorisation, on 15 September 2021 the Company launched a share buyback programme under which the Bank purchased a total of 1,917,353 BPER Banca ordinary shares, repre-

senting approximately 0.14% of the share capital, for a total value of Euro 3,422,858.59 at an average purchase price per share of Euro 1.7852.

During the 2021 financial year, in compliance with the aforementioned resolution authorising the disposal, the Bank allocated 196,483 treasury shares to employees, on termination of employment, in accordance with the provisions of the Remuneration Policies.

Without prejudice to the above, on 19 January 2022, the Board of Directors resolved to submit for approval to the Shareholders' Meeting called to approve the financial statements for financial year 2021 a proposal to authorise the purchase and disposal of treasury shares in order to provide the funds necessary to pay the incentives arising from the long-term incentive plan (2022-2024 LTI) and the 2022 MBO incentive scheme, which will be submitted to the approval of the same Shareholders' Meeting, as well as any plans for subsequent years and severance treatment requiring the use of equity instruments. The authorisation to purchase is requested for a maximum number of 13,667,067 treasury shares and for a duration of 18 months.

On the same date, in compliance with Supervisory provisions, a specific request for authorisation to purchase treasury shares was addressed to the ECB.

For more detailed information on the terms and conditions of the aforementioned authorisation proposal, please refer to the Explanatory Report of the Board of Directors for the aforementioned Shareholders' Meeting to approve the 2021 financial statements, with reference to item 4(d) on the agenda, available on the Company's website www.bper.it - Institutional > Governance > Shareholders' Meeting.

In light of the above, and also taking into account previous treasury shares held in portfolio, at the date of approval of this Report, the Bank holds 2,147,560 treasury shares which, compared to the total number of shares making up the Bank's share capital at the same date, represent 0.15% of the share capital.

j) Management and coordination activities

At the date of this Report, the Bank is not controlled, de jure or de facto, by any party nor is it subject to management and coordination activities.

* * * * *

It is hereby specified that:

- with regard to the information required by Article 123-bis, paragraph 1, letter i), of the CFA ("*agreements between companies and directors [...] which envisage indemnities in the event of resignation or dismissal without just cause, or if their employment contract should terminate as the result of a takeover bid*"), please refer to Chapter 8 below concerning Directors' remuneration;
- as regards the information required by Article 123-bis, paragraph 1, letter l), first part of the CFA ("*rules applying to the appointment and replacement of directors [...] if different from those applied as a supplementary measure*") are illustrated in Section 4.2 below, in the Chapter regarding the Board of Directors.
- as regards the information required by Article 123-bis, paragraph 1, letter l), second part of the CFA ("*rules applying to [...] amendments to the articles of association if different from those applied as a supplementary measure*") are illustrated in the Chapter of the Report dedicated to the Shareholders' Meeting (Chapter 13).



3. Adherence to the Corporate Governance Code

BPER Banca adheres to the Code of Conduct for listed companies promoted by the Corporate Governance Committee in the versions in force from time to time.

Following the approval by the Corporate Governance Committee of the new Corporate Governance Code⁴, the Company, as provided for in the transitional provisions of the same Code, complied with the new recommendations during the 2021 financial year, as indicated below in this Report, in which, in application of the comply or explain principle, any partial deviations from the Code's recommendations are reported and explained.

The Recommendations of the Corporate Governance Committee for financial year 2022 attached to the Letter from the Chair of the Committee of 3 December 2021 are also taken into account in this Report.

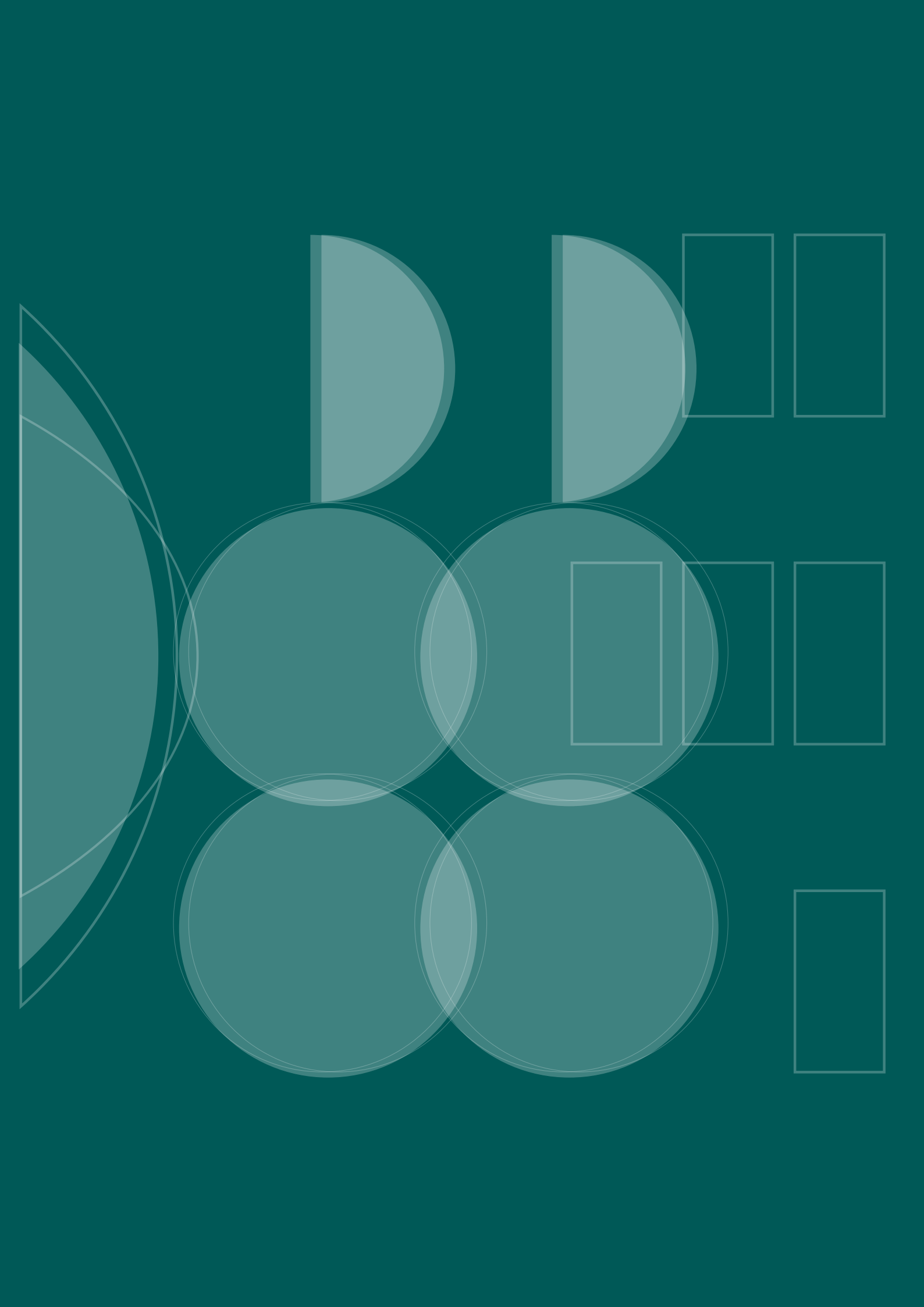
The aforementioned letter, as well as the related Recommendations, were examined by the Bank's Nomination and Corporate Governance Committee and the Board of Directors at their meetings on 4 and 8 February 2022, respectively.

Also based on the considerations made on that occasion by the Board of Directors, the Company believes that the system of Corporate Governance adopted by BPER is overall and substantially in line with the principles and recommendations contained in the new Corporate Governance Code, as well as with existing regulations, the guidelines issued on the subject by the competent (national and European) Authorities and best practices.

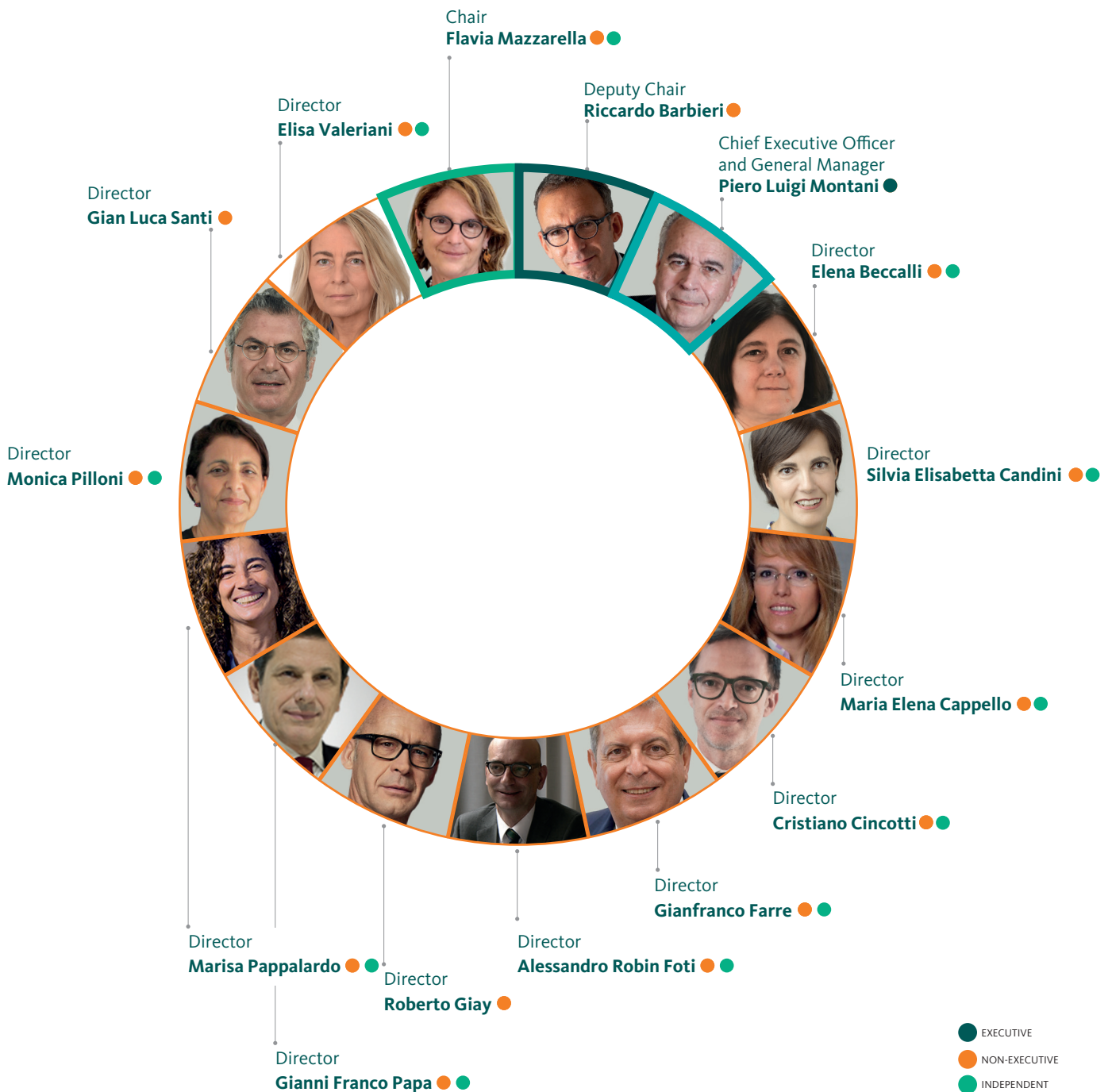
Unless otherwise specified, the information provided in this Report relates to the date of approval of this Report.

Without prejudice to the foregoing, for information on the events that have occurred between the end of 2021, reference should be made to the Directors' Report to the 2021 financial statements, as well as press releases published on the website www.bper.it – Institutional > Media Relations and relevant documents that are available in other sections of the website.

⁴ The Corporate Governance Code is published on this website: <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>.



4. Board of Directors



4.1 Role of the Board of Directors

The Board of Directors pursues sustainable success, with a view to creating long-term value for the benefit of shareholders, taking into account at the same time the interests of other stakeholders relevant to the Company. In particular, the Board of Directors defines the Group's guidelines and strategies on sustainability issues, approves a sustainability plan and prepares the consolidated non-financial statement (or 'sustainability report').

For the purposes of the above, in the last quarter of 2020, the Board of Directors set up: (i) a Sustainability Management Committee, comprising the Chief Executive Officer and the Group's top executives, and (ii) a structure dedicated to ESG strategies, currently directly reporting to the Board itself.

In February 2021, the Board of Directors therefore adopted a Group policy on sustainability, drawn up in accordance with the corporate strategy and the values that inspire the Group, which represents the policy tool with which the BPER Group promotes the dissemination of a culture of sustainability issues and the inclusion of sustainability principles (integrity and transparency; development of the company; correct business practices and customer protection; protection of workers, diversity and equal opportunities; integration of sustainability in the value chain and environmental protection) within the value chain.

In March 2021, the Bank placed a Social Bond, in the amount of EUR 500 million, issued as part of an Environmental, Social and Sustainability Bond Framework to finance a selected portfolio of SMEs to which disbursements were granted covered by the public guarantee provided for in the Liquidity Decree to address the COVID-19 emergency.

In May 2019, at the request of ECB, the Board of Directors also approved an Environmental and Climate Risk Management Action Plan that involved all corporate functions. In fact, ECB requested a planning of actions to identify and adequately govern climate-environmental risks with respect to the expectations contained in the ECB Guidelines on climate-related and environmental risks published in November 2020. The above plan envisages the implementation of several interventions that concern governance, commercial, credit, investment policies, risk governance and the governance of the Group's ESG rating as well as disclosure (Sustainability Report) and that will develop from 2021 until beyond 2023.

In October 2021, the Board of Directors therefore set up the Sustainability Committee from within its ranks, defining its operational rules, which provide, among other things, for a role of support to the Board in assessing technological, environmental, social, economic, political and geopolitical scenarios and macro-trends that are likely to have a significant impact on society as a whole in the long term and, consequently, on the Bank's corporate purpose and the way it relates to society itself (on this point, please refer to Section 6.5).

With reference to the foregoing, the Board of Directors, in the aforementioned meeting of 8 February 2022, on the proposal of the Nomination and Corporate Governance Committee, examined in detail recommendation no. 1 of the Corporate Governance Committee - transmitted with the aforementioned letter from the Chair of the Committee itself - deeming that the actions taken to date by the Company are adequate in relation to it, while stressing the importance of improving and strengthening the path undertaken, including through: (i) a full integration of sustainability objectives within the business plan; (ii) a greater focus on the Bank's communication strategies on the initiatives undertaken in the field of sustainability; and (iii) full coordination between the Management Sustainability Committee and the Board Sustainability Committee, making use in particular of the latter to involve top management and senior executives more closely in the pursuit of sustainable success and the improvement of the Bank's ESG positioning.

Without prejudice to the foregoing, within the scope of the autonomy offered by the legal system, as well as the powers reserved to it by the law and the Articles of Association, the Board of Directors, in its capacity as a body with strategic supervisory functions, defines, in compliance with the Supervisory Provisions in force, the corporate governance system that is best suited to the performance of the company's activities and the pursuit of its strategies, assessing and promoting appropriate changes,

where necessary, and submitting them to the Shareholders' Meeting.

In this regard, it should be noted that, following the renewal of the Board of Directors during the financial year, the new Board has, inter alia, revised the Rules governing the Nomination and Corporate Governance Committee, assigning the latter the task of supporting it in order to (i) verify the alignment of the Banking Group's corporate governance system with external regulations, with the recommendations of the codes of conduct to which the Bank declares its adherence and with national and international best practices, formulating proposals for the adjustment of the same to the Board of Directors, should it deem it necessary or appropriate; and (ii) to monitor the evolution of national and international Corporate Governance regulations and best practices, updating the Board of Directors in the event of significant changes.

During the 2021 financial year and at the date of approval of this Report, neither the Nomination and Corporate Governance Committee nor the Board of Directors saw any need to propose to the Shareholders' Meeting the definition of a corporate governance system different from the current one.

With respect to the governance structure in place until the renewal of the Board of Directors by the Shareholders' Meeting of 21 April 2021, the current Board of Directors decided not to set up an Executive Committee, redistributing its powers, with a resolution of 19 January 2022, among the top Bodies by revising the entire system of delegated powers in order to promote good corporate governance, through a more effective and widespread allocation of decision-making powers and a streamlining of the related internal processes.

With regard to the dialogue with shareholders and other stakeholders relevant to the Company, on 21 December 2021, the Board of Directors, on the proposal of the Chair of the Board of Directors, formulated in agreement with the Chief Executive Officer and subject to the favourable opinion of the Nomination and Corporate Governance Committee, adopted the "Engagement Policy". This Policy, as also indicated in Chapter 12 below, identifies, inter alia, the purposes of the dialogue (defining its scope and methods), the competent bodies, the activation and management methods, and the information flows to the Board of Directors.

The Board of Directors carries out the function of strategic supervision and high-level administration, exercising powers of ordinary and extraordinary administration (with the exception of matters reserved to the Meeting), in line with the provisions of current legislation and Article 25 of the Articles of Association, to which reference is made. In exercising the aforementioned functions, the Board of Directors shall, among other things:

- examine and approve the Group's business plan, also on the basis of the analysis of the relevant issues for long-term value generation;
- periodically monitor the implementation of the business plan and assess the general operating performance, periodically comparing results achieved with those planned;
- define the nature and level of risk compatible with the Bank's strategic objectives, through the adoption and approval of a risk governance policy, and assess the adequacy of the organisational, administrative and accounting structure of the Company and its strategically important subsidiaries, with particular reference to the internal control and risk management system (on this point, see Chapter 9 below);
- define the Group's structure and corporate governance system;
- approve the strategic transactions of the Company and the Group;
- adopt a procedure for the internal management and external communication of documents and information concerning the Bank, with particular reference to inside information (see Chapter 5 below).

In addition to the above, it should be noted that, as part of its duties, the Board of Directors, in the course of the 2021 financial year, has, inter alia, assessed:

- the adequacy of the Bank's organisational, administrative and accounting structure, also on the basis of information received from the delegated bodies, as well as of the internal control and risk management system, with regard to:
 - the transactions carried out with related parties and, more in general, those involving conflicts of interest;
 - the outcome of the checks performed by the second and third level control functions;
 - the exercise of the delegated powers granted to the appointed persons;
 - the economic-financial results of the various business areas covering the entire operations of the Bank;
- the adequacy, also on the basis of the documentation provided by Group companies and by the control functions, of the organisational, administrative and accounting structure, as well as of the internal control and risk management system, of strategic subsidiaries with regard to:
 - the outcome of the checks performed by the second and third level control functions;
 - the reports on the consents granted to Legal Entities by bodies appointed by the Parent Company;
 - the economic-financial results of the various companies and of the Group as a whole;
- on an ongoing basis, the general results of operations, via the periodic analysis of the principal economic and financial aggregates of the Bank and the Group supplied by the delegated bodies, comparing them with the budget objectives and the Business Plan, as well as with the approved annual and interim reports.

* * * * *

For further information on the Board of Directors and its members, please refer to Section 4.2 (Appointment and replacement) below and to Chapters 6 (Board Committees), 8 (Remuneration of Directors) and 9 (Internal Control and Risk Management System).

4.2 Appointment and replacement

Members of the Board of Directors are appointed in compliance with the legislative and regulatory provisions in force, based on the list voting mechanism and in respect of the adequate composition criteria in terms of the presence of minority directors, of independence as well as the quota reserved for the less represented gender, according to the provisions of articles 17 et seq of the Articles of Association.

These provisions were amended by the Extraordinary Shareholders' Meeting of 29 January 2021 in order to introduce a proportional elective system for the appointment of the Board to replace the previous majority-based mechanism.

The list must be presented by Shareholders who, individually or collectively, hold at least 1% of the share capital represented by ordinary shares, or a lower percentage established by current regulations. The aforementioned 1% share corresponds, for both the 2021 and 2022 financial years, to the share determined by Consob pursuant to Article 144-quater of the Issuers' Regulations. Ownership of the minimum shareholding is calculated with regard to the shares registered on the day when the list is filed at the Company.

In line with the choice to put decisions regarding the composition of the Board of Directors within the

remit of the Shareholders, the Articles of Association do not envisage the right of the outgoing Board to present a list of candidates for election of the Board of Directors.

As regards the procedures for the assembling and presentation of lists and the mechanisms for the appointment and replacement of members of the Board of Directors, reference is made to the provisions of Articles 18, 19 and 20 of the Articles of Association.

With regard to information on the role of the Board of Directors and Board Committees in the processes of self-assessment, appointment and succession of directors, please refer to what is described in Chapter 7 below.

4.3 Composition

Pursuant to Article 17 of the Articles of Association, the Board of Directors consists of 15 Directors and is appointed by the Shareholders' Meeting, in the manner described in Section 4.2 above, for a term of three years, expiring at the Shareholders' Meeting called to approve the financial statements for the last year of office. Directors may be re-elected.

Pursuant to the Articles of Association, as mentioned above, the composition of the Board of Directors must ensure gender balance and the presence of a minimum number of independent members, in compliance with current regulations. To this end, it should be noted that Directors who meet the independence requirements established by the Consolidated Finance Act, Ministerial Decree 169/2020 and the Corporate Governance Code are considered independent (for further information in this regard, see Section 4.7 below).

In addition to the foregoing, pursuant to paragraph 5 of the aforesaid Article 17, the members of the Board of Directors must, under penalty of ineligibility or forfeiture of office, satisfy the requirements and suitability criteria as well as respect the limits on the maximum number of offices set out in the legislation in force with regards to the position of member of the administration body of a bank that issues shares listed on regulated markets.

In addition, pursuant to Article 17(6) below, and without prejudice to causes of ineligibility or forfeiture of office set out in the legislation in force, the following persons cannot be members of the Board of Directors:

- employees of the Company, unless they are members of General Management;
- the Directors, employees or members of supervisory committees, commissions or bodies of competing banks or companies, unless the Company holds investments in such banks or companies, whether directly or via companies that are members of the Banking Group.

The existence of one of the aforementioned causes for incompatibility, however, does not prevent a candidate being put forward for the office of Company Director, without prejudice to the fact that the candidate concerned, by accepting his/her application, assumes the obligation to immediately put an end to the situation of incompatibility in the event of appointment.

If one of the causes of incompatibility should materialise following appointment, the director concerned must notify the Board of Directors immediately and, where said reason is not removed within 30 days of the communication or within the shorter time frame set out in the legislation in force, his/her office lapses.

In any case, pursuant to the last paragraph of Article 17, if a Director no longer meets the independ-

ence requirements or other requirements foreseen under current law or the Articles of Association, providing they do not envisage ineligibility or forfeiture of office, this does not automatically lead to his forfeiture of directorship, if there is still the required minimum number of Directors who meet them.

Without prejudice to the foregoing, in compliance with the Supervisory Provisions regarding corporate governance, at the time of the renewal of the Board of Directors, the outgoing Board of Directors identifies its optimal qualitative and quantitative composition and informs the Shareholders of the result of said analysis in the time needed so that they can take account of it when choosing candidates. (for further information in this respect, see Chapter 7 below).

In identifying the optimal qualitative and quantitative composition of the Board of Directors, account is taken not only of the applicable regulatory provisions on the eligibility criteria for the members of the Board of Directors, in particular with regard to the requirements of professionalism and the criteria of competence and adequate collective composition of the body, but also of the guidelines and orientations drawn up on this matter by the competent European Authorities (ECB, EBA and ESMA).

Composition of the Board of Directors during 2021

The Board of Directors in office at the end of the 2021 financial year and also in office at the date of approval of this Report was appointed for the three-year period 2021-2023 by the Shareholders' Meeting of 21 April 2021 and subsequently supplemented by the Shareholders' Meeting of 23 June 2021.

In particular, following the Shareholders' Meeting held on 21 April 2021, the following Directors were elected from the three lists presented (as better described below):

- Silvia Elisabetta Candini, Alessandro Robin Foti, Marisa Pappalardo, drawn from list no. 1, submitted by Studio Legale Trevisan & Associati on behalf of no. 11 managers of no. 19 UCITS;
- Riccardo Barbieri, Alessandra Ruzzu, Gianfranco Farre, Monica Pilloni, Cristiano Cincotti, drawn from list no. 2, submitted by the Fondazione di Sardegna;
- Flavia Mazzarella, Piero Luigi Montani, Gianni Franco Papa, Elena Beccalli, Maria Elena Cappello, Gian Luca Santi, Roberto Giay, drawn from list no. 3, submitted by Unipol Gruppo S.p.A.

Following this Shareholders' Meeting, on 21 April 2021, the newly elected Board of Directors appointed Flavia Mazzarella as Chair and Piero Luigi Montani as Chief Executive Officer. On 23 April 2021, the same Board appointed Riccardo Barbieri as Deputy Chair.

On 20 May 2021, the Board of Directors therefore ascertained the existence of the requirements of integrity, professionalism and independence (see Section 4.7 below), and verified that there were no causes of ineligibility and forfeiture of office set forth by the legislation in force and the Articles of Association.

The Board of Directors also verified that the qualitative and quantitative composition of the Board was considered optimal.

All the members of BPER's Board of Directors - both executive and non-executive - were found to have the professionalism and skills appropriate to the tasks entrusted to them.

Subsequently, following the resignation of Director Alessandra Ruzzu, the Shareholders' Meeting of 23 June 2021 appointed Elisa Valeriani as her replacement.

On 22 July 2021, the Board ascertained that newly-elected Elisa Valeriani met the requirements of integrity, professionalism and independence, as well as the absence of causes of ineligibility and forfeiture of office provided for by the applicable legislation and the Articles of Association. Following the new entry, the Board of Directors again ascertained the adequate collective composition of the Body as a whole.

In light of the above, the Board of Directors in office at the end of the financial year 2021 and in office at the date of approval of this Report is composed of the following Directors, as better indicated in Table 2, attached to this Report:

- Flavia Mazzarella, Chair, Non-executive and Independent Director (first appointment);
- Piero Luigi Montani, Chief Executive Officer - Chief Executive Officer (first appointment);
- Riccardo Barbieri, Deputy Chair, Non-executive Director (in office since 14 April 2018);
- Elena Beccalli, Non-executive and Independent Director (first appointment);
- Silvia Elisabetta Candini, Non-executive and Independent Director (in office since 6 July 2020);
- Maria Elena Cappello, Non-executive and Independent Director (first appointment);
- Cristiano Cincotti, Non-executive and Independent Director (first appointment);
- Gianfranco Farre, Non-executive and Independent Director (first appointment);
- Alessandro Robin Foti, Non-executive and Independent Director (in office since 14 April 2018);
- Roberto Giay, Non-executive Director (first appointment);
- Gianni Franco Papa, Non-executive and Independent Director (first appointment);
- Marisa Pappalardo, Non-executive and Independent Director (in office since 14 April 2018);
- Monica Pilloni, Non-executive and Independent Director (first appointment);
- Gian Luca Santi, Non-executive Director (first appointment);
- Elisa Valeriani, Non-executive and Independent Director (first appointment);

The number of non-executive Directors, fourteen, is such as to ensure that they have a significant influence on Board resolutions and to guarantee effective monitoring of management. It should be noted that the Bank deems "non-executive" those Directors who do not have mandates or perform functions, formally or in practice, relating to the operations of the Bank (for further details, please refer to Section 4.6 below).

A significant number of non-executive Directors (eleven) also meet the independence requirements provided for by law and by the Articles of Association (for further information, see Section 4.7 below).

The summary of the personal and professional characteristics of each appointed Director, showing their skills and professional experience, is included in the appendix to this Report and published on the Bank's website www.bper.it – Institutional > Governance > Board of Directors.

The appointments held by each member of the Board of Directors, as stated in the latest reports to the Bank, are listed in Table 5, attached to this Report.

* * * * *

In addition to the above, it should be noted that, until the aforementioned Shareholders' Meeting of 21 April 2021, the Board of Directors was composed of the following members: Pietro Ferrari (Chair), Giuseppe Capponcelli (Deputy Chair), Alessandro Vandelli (Chief Executive Officer), Riccardo Barbieri, Massimo Belcredi, Mara Bernardini, Luciano Filippo Camagni, Silvia Elisabetta Candini, Alessandro Robin Foti, Elisabetta Gualandri, Ornella Rita Lucia Moro, Mario Noera, Marisa Pappalardo, Rossella Schiavini, Valeria Venturelli.

For further information, please refer to Table 2 annexed to this Report, as well as to the Report on Corporate Governance and Ownership Structure for the year 2020 published on the Bank's website www.bper.it - Institutional > Governance > Documents

Detailed information on the three lists presented at the Shareholders' Meeting of 21 April 2021

List	Presenting members	Candidates*	Votes obtained
List no. 1	Studio Legale Trevisan & Associati on behalf of 11 managers ⁵ of 19 UCITS, with a 1.73% stake in the share capital of BPER	<ol style="list-style-type: none"> 1. Silvia Elisabetta Candini 2. Alessandro Robin Foti 3. Marisa Pappalardo 	335,101,913 (44.26% of votes cast and 23.71% of total share capital)
List no. 2	Fondazione di Sardegna, with a 10.22% stake in BPER's share capital	<ol style="list-style-type: none"> 1. Riccardo Barbieri 2. Alessandra Ruzzu** 3. Gianfranco Farre 4. Monica Pilloni 5. Cristiano Cincotti 	149,635,796 (19.76% of votes cast and 10.59% of total share capital)
List no. 3	Unipol Gruppo S.p.A., with a 9.56% stake in the share capital of BPER	<ol style="list-style-type: none"> 1. Flavia Mazzarella 2. Piero Luigi Montani 3. Gianni Franco Papa 4. Elena Beccalli 5. Maria Elena Cappello 6. Gian Luca Santi 7. Roberto Giay 	267,239,667 (35.29% of votes cast and 18.91% of total share capital)

* The candidates on the lists were all elected.

** Director terminated, following resignation, on 20 May 2021 and subsequently replaced by Elisa Valeriani appointed by the Shareholders' Meeting of 23 June 2021, on the proposal of the Shareholder Fondazione di Modena. Please note that the shareholders Unipol Gruppo S.p.A. and UnipolSai Assicurazioni S.p.A. did not take part in the relevant vote.

At the time of submission of the lists and appointment, there were no reports of connection and/or significant relations pursuant to Article 147-ter of the Consolidated Finance Act and CONSOB Communication no. DEM/9017893 of 26/02/2009.

* * * * *

For further information, see the minutes of the Shareholders' Meeting filed at the registered office of the Issuer, available on the storage mechanism Info and on the website www.bper.it - Institutional > Governance > Shareholders' Meeting.

⁵ Specifically: (i) Amundi Asset Management SGR S.p.A., manager of the Amundi Risparmio Italia and Amundi Sviluppo Italia funds; (ii) Bancoposta Fondi S.p.A. SGR, manager of the Bancoposta Rinascimento fund; (iii) Eurizon Capital SGR S.p.A., manager of the funds Eurizon PIR Italia Azioni; Eurizon Progetto Italia 40, Eurizon Azioni Italia and Eurizon Progetto Italia 70; (iv) Fideuram Asset Management Ireland, manager of the fund Fonditalia Equity Italy; (v) Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A., manager of the funds Fideuram Italia, Piano Azioni Italia and Piano Bilanciato Italia 50; (vi) Interfund Sicav - Interfund Equity Italy; (vii) Kairos Partners SGR S.p.A., in its capacity as Management Company of Kairos International Sicav - Italy section and Management Company of Kairos International Sicav - PIR section; (viii) Mediobanca SGR, manager of the fund Mediobanca Mid and Small Cap Italy; (ix) Mediolanum Gestione Fondi SGR S.p.A., manager of the funds Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; (x) Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; and (xi) Pramerica Sicav - Italian Equity.

Diversity criteria and policies in Board composition and in the corporate structure

As far as gender diversity is concerned, the Company's Articles of Association provide that, within the Board of Directors, the presence of a number of Directors belonging to the least represented gender must be ensured at least equal to that provided for by current legislation. In this respect, it should be noted that Article 147-ter, paragraph 1-ter, of the Consolidated Finance Act provides that at least 2/5 of the members of the Board of Directors must belong to the least represented gender, rounded up to the next higher number (in case of fractional number).

Compliance with this criteria is ensured by the provisions of the Articles of Association governing the composition of the lists of candidates and the election of directors, including via the application of a sliding mechanism described in Articles 19 and 20 of the Articles of Association.

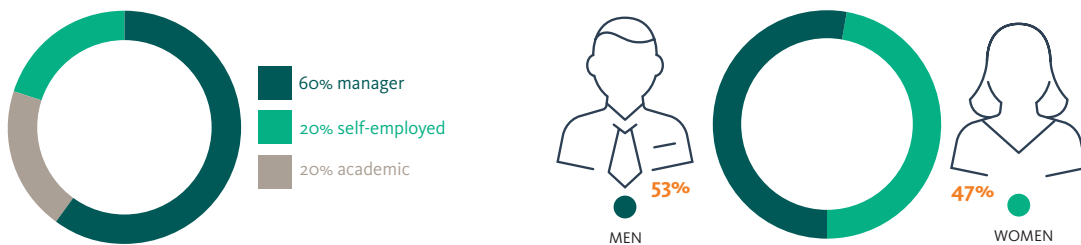
In compliance with the above, at the end of financial year 2021 and at the date of approval of this Report, BPER's Board of Directors is made up of 7 female and 8 male directors.

In addition to the above, the composition of BPER's Board of Directors is in line with the provisions of Ministerial Decree no. 169 of 2020 and with the current EBA-ESMA Guidelines (EBA/GL/2021/06, ESMA 35-36-2319 of 2 July 2021, par. 102) on the subject of the diversity of management bodies, being sufficiently diversified, not only in terms of independence and gender, but also in terms of age, role, geographical origin (within Italy), educational and professional background and skills.

The importance of ensuring an adequate diversification of the Board of Directors was also underlined in the Guidelines relating to the qualitative and quantitative composition of the Board of Directors, approved by the outgoing Board of Directors - at the end of the relevant self-assessment process - in view of the Shareholders' Meeting of 21 April 2021 called to appoint the new Board.

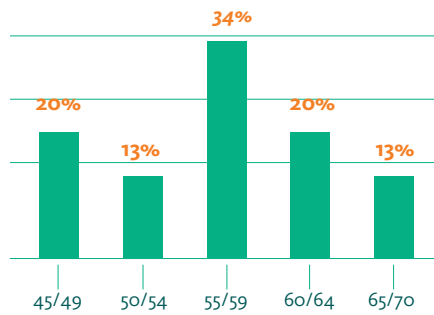
The following tables provide a graphical representation of the diversification of the current Board in terms of professional skills, gender and age. There is also an appropriate mix of first-term members (eleven) and members already in office during the previous term (four).

Professional activity

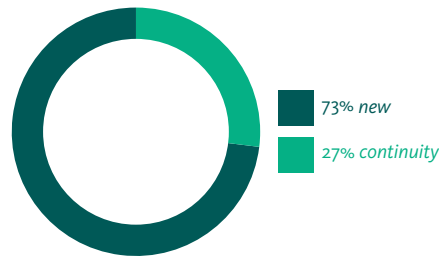


⁶ Art. 18, paragraph 2, of the Articles of Association states that the list that contains a number of candidates equal to three, must present at least one candidate belonging to the less represented gender; the list that contains a number of candidates higher than three must present a number of candidates belonging to the less represented gender that ensures, within said list, respect for the gender balance at least to the minimum extent required by law, rounding up to the next unit in the event of a fractional number.

Age breakdown



Continuity vs. new



Without prejudice to the foregoing, the aforementioned diversity criteria are not, to date, crystallised in a single document approved by the Company, since they are already provided for and regulated, in various ways, by the provisions of law and/or the Articles of Association in force, as well as by the guidelines issued by the national and European Authorities, as referred to in the guidelines on the optimal qualitative and quantitative composition of the Board published on the Company's website in view of the Shareholders' Meeting called to renew the Board of Directors. This approach is also a consequence of the current provisions of the Company's Articles of Association, which leave the appointment of the members of the Board of Directors entirely to the Shareholders, (i) not providing for a co-option mechanism by the Board of Directors in the event of replacement of Directors who have ceased to hold office during their term and (ii) not allowing the outgoing Board to present its own list of candidates when the Board is renewed.

That said, the composition of the Board of Directors is in line with the current regulatory and self-regulatory provisions, as well as with the guidelines issued by national and European authorities.

As regards the corporate bodies of the Subsidiaries, the Board of Directors of the Parent Company, at the proposal of the Chair and after consulting the Nomination and Corporate Governance Committee, approved a document containing the "*General guidelines for the composition, appointment and remuneration of the members of the corporate bodies of the subsidiaries of BPER Banca S.p.A.*", recently updated by the Board of Directors on 19 January 2022. This document contains provisions aimed at ensuring adequate diversification in the aforementioned corporate bodies, also in terms of gender balance, establishing that at least 20% of the members must belong to the least represented gender (rounded off according to the arithmetic criterion).

More generally, with reference to the entire corporate organisation, in March 2021 the Bank adopted a "*Group Policy for the Enhancement of Diversity*", with the aim of fostering the culture and internal processes necessary to create an inclusive environment capable of enhancing the professional contribution of everyone without differences, identifying the areas of intervention and the commitments made to promote inclusion and equal opportunities in every personnel management process.

All of the above was reviewed by the Board of Directors and the Nomination and Corporate Governance Committee as part of its analysis of the Corporate Governance Committee's Recommendations for 2022 (attached to the Committee Chair's Letter of 3 December 2021). On that occasion, the Board considered that the Company is already in line with the current regulatory provisions and corporate governance, as well as with the guidelines issued by the national and European Authorities, and has already started the project, which is expected to be completed in the coming months, to revise the aforementioned Policy, also with a view to introducing within the latter the provisions on diversity in the Corporate Bodies and to direct the related action plans.

Maximum number of directorships that can be held in other companies

The Supervisory Instructions require, among the general principles for the proper performance of their functions by Bodies with strategic supervision and management functions, members of the Board of Directors to dedicate an adequate amount of time to the performance of their duties in view of the complexity of such duties, without prejudice to compliance with the limits on the number of directorships provided for in the implementation of Article 91 of Directive 2013/36/EU on capital requirements (so-called CRD IV Directive). These limits were transposed into national law by Ministerial Decree No 169/2020.

In particular, pursuant to Article 17 of Ministerial Decree no. 169/2020, each directors of larger or more complex banks - such as BPER - cannot take on a total number of positions in banks or other commercial companies exceeding one of the following alternative combinations:

- 1 executive appointment and 2 non-executive appointments;
- 4 non-executive appointments.

As regards the calculation of these limits, the position held in the Bank is included.

As regards the foregoing, at the time of their appointment and any time thereafter that there is a change, each Director must provide the Board with an updated list of their directorships, management and audit appointments, also for the purpose of verifying compliance with the provisions of Article 36 of Legislative Decree no. 201 of 6 December 2011 on the ban on interlocking.

In relation to the foregoing, it should be noted that, during the fit and proper assessment of the members of the Board of Directors carried out in May 2021 and July 2021, following - respectively - the Shareholders' Meeting of 21 April 2021 and 23 June 2021, the Board of Directors verified compliance by the Directors in office with the aforementioned limits on the number of directorships held, also with reference to the prohibition of interlocking, (for further information on the number of offices held by the Directors at the date of approval of this Report, reference should be made to Table 5 attached to the Report).

On the basis of the declarations made by the directors, the Board also considered the time that each director can devote to the position held in the Bank appropriate for the effective performance of that position.

In relation to the above, it should be noted that, with respect to the provisions of *Recommendation 15* of the Corporate Governance Code, the Board of Directors has not adopted its own guidelines on the maximum number of offices on the boards of directors or boards of statutory auditors in other listed companies or companies of significant size, deeming it appropriate to directly apply the limits provided for by the aforementioned sector regulations.

4.4 Board of Directors' functioning

The functioning of the Board of Directors, without prejudice to the provisions of the law, is governed by the Articles of Association and the Operational Rules approved by the Board, most recently on 14 October 2021 (the "Operational Rules").

Pursuant to the aforementioned Operational Rules, the Board of Directors is convened on an ordinary basis, as a rule, once a month. Exceptionally, a Board meeting can be called every time considered necessary by the Chair, as well as when justifiably requested at least by one third of the

Directors or by the Chief Executive Officer. The Board of Directors can also be convened by the Board of Statutory Auditors, or individually by one or more of the acting auditors, upon written communication to the Chair of the Board of Directors.

The notice of the meeting shall be sent, except in cases of urgency, at least five days before the date of the meeting.

With regard to supporting documentation and prior information, the Operational Rules provide that the Chair of the Board of Directors, with the cooperation of the Chief Executive Officer and assisted by the Secretary, must identify the documentation to be submitted in support of the resolutions within the competence of the Board of Directors, so that it is adequate, in terms of quantity and quality, with respect to the items on the agenda. To this end, the Chair is required to ensure - also by issuing appropriate instructions to the corporate functions - that the documentation appropriately highlights, for each topic on the agenda, the most significant and relevant elements.

Pursuant to the Operational Rules, the aforesaid information documents are made available to the Directors, Statutory Auditors and the General Manager, subject to authorisation by the Chair, as a rule on the fifth day prior to each meeting. If, for particular organisational reasons or for reasons of confidentiality, the documentation made available within this deadline is not exhaustive, subsequent additions are provided no later than the day of the meeting. Moreover, where, for the aforementioned organisational reasons or for reasons of confidentiality, it has not been possible to provide the necessary disclosure/documentation in accordance with the deadline or in an exhaustive manner, the Chair - pursuant to the same Operating Rules - ensures that adequate and accurate in-depth analyses are conducted during the meeting. This is without prejudice to the Board of Directors' right to request the production of additional documentation during the meeting. If this is not possible, the Chair has the power, after consulting the Chief Executive Officer, to postpone discussion of the matter in question to a subsequent meeting, subject to completion of the information and documentation as requested by the Board.

As regards the manner of transmission of the above information documents, the Operational Rules provide that the latter shall be made available by filing them with the competent corporate organisational unit, as well as by means of the special IT procedure used for the management of the meetings of the Bank's governing bodies, designed to preserve the confidentiality of the data and information provided (the "Confidential Platform").

Meetings are held at the Company's registered office or, exceptionally, elsewhere in Italy. Meetings can be held using remote communications systems, on condition that the identity of the persons entitled to attend is assured and all participants are able to intervene in real time in discussions about the matters on the agenda, as well as being able to see, receive and transmit documents. At least the Chair and the Secretary shall be present in the place where the Board of Directors is called, except in the case in which the meeting takes place using remote communication systems.

Resolutions are valid if attended by a majority of its current Directors. Resolutions are adopted by a majority of the votes cast by those present. In the event of a tie, the Chair of the meeting has a casting vote. Voting shall be open.

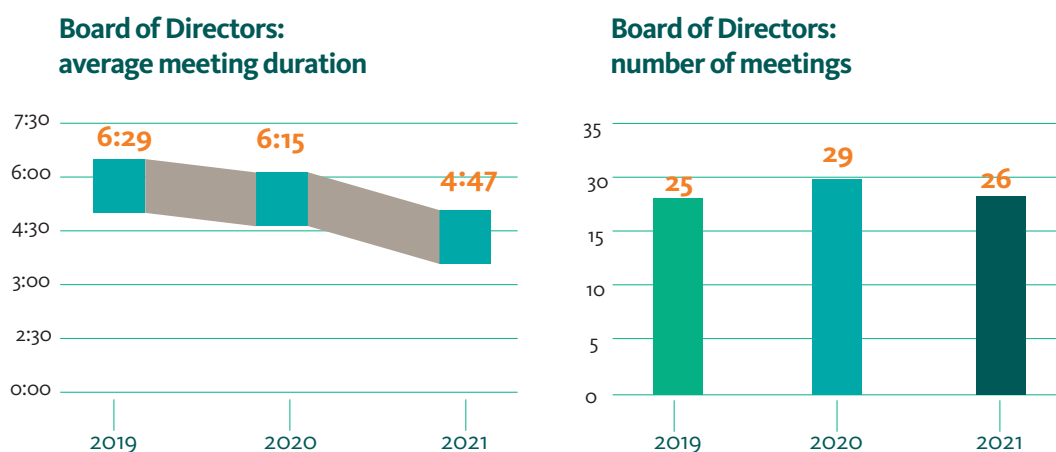
The meetings of the Board of Directors are attended, without voting rights, by the General Manager and the Secretary. The Chair may, from time to time and in relation to specific items on the agenda and in agreement with the Chief Executive Officer, invite to the meetings of the Board of Directors the employees of the Bank and of the Group Companies, the heads of the corporate functions competent according to the matter, or individuals other than the latter, whose contribution may enrich

the information available to the Directors. Invitees normally leave the meeting when the Board of Directors casts its vote.

With regard to the taking of minutes of meetings, the Operational Rules provide that the Secretary must prepare the minutes of meetings and resolutions and make the draft minutes of each meeting available to the Directors, Statutory Auditors and the General Manager via the aforementioned confidential platform. Directors are entitled to have the minutes of the meeting record the content of their speeches as well as the reasons for voting against or abstaining. Any reasoned comments must be submitted in writing to the Chair of the Board of Directors and to the Secretary no later than the day before the meeting called to approve it, which, as a rule, coincides with the first useful meeting of the Board of Directors.

Meetings of the Board of Directors during 2021

The Board of Directors met 26 times during 2021 and the average duration of each meeting was about 4:47 hours.



In addition to the above, two extra-board meetings were also held in 2021, with the presence of Directors and Auditors, focusing on the guidelines of the next Business Plan.

Board meetings were mainly held in person, except for a few cases where they were held by video conference due to the pandemic emergency.

At these meetings, the deadline for sending prior information on the items on the agenda was, for most of them, normally met. With regard to some agenda items, the ordinary deadline was not met, but the information was nevertheless provided well in advance of the meeting. Only in very limited cases and for specific items on the agenda, the information was provided directly during the meeting. On these occasions, adequate and punctual in-depth analyses were carried out during the meetings, also through the intervention of the heads of the competent corporate functions and, in some cases, of the advisors appointed by the Company.

Without prejudice to the foregoing, in order to provide the necessary elements for an in-depth examination of the items on the agenda, the Chair of the Board of Directors has usually invited, in relation

to their individual areas of competence, also the Company's managers (e.g. Deputy General Managers, other heads of the main corporate functions, etc.) to attend Board meetings, as well as other persons, including persons from outside the Company, whose presence is deemed useful in view of the topics to be discussed (an average of 8 attendees per meeting).

In total, 22 meetings have been scheduled for 2022; as at the date of this Report, the Board of Directors has met 7 times, including the meeting for the approval of this document.

4.5 Chair's role

The Chair of the Board of Directors is appointed by the Board itself, pursuant to Article 25 of the Articles of Association.

The Chair, who has no managerial powers and is not the main person responsible for the management of the Company (role attributed to the Chief Executive Officer), carries out the functions assigned to him by current legislation and the Corporate Governance Code and is the representative of the Company vis-à-vis third parties and in legal proceedings, both in the courts and in administrative matters, including appeals and revocations, and has signatory powers. In cases of absence or impediment, he is replaced by the Deputy Chair.

At the closing date of 2021 and at the date of approval of this Report, the position of Chair is held by Flavia Mazzarella, appointed by the Board at its meeting of 21 April 2021. Until that date, the position had been held by Pietro Ferrari.

During 2021, the Chair carried out the tasks incumbent on her and, in particular, with the help of the Secretary:

- made sure that the pre-meeting information was suitable to allow the Directors to act in an informed manner, ensuring in particular that adequate and timely information was provided during the board meetings in the very limited cases in which it was not possible to comply with the ordinary deadline for making the prior information available;
- ensured the coordination of the work of the Board Committees with the work of the Board, liaising for this purpose with the Chairmen of the individual Committees;
- in agreement with the Chief Executive Officer, the Chair saw to it that the heads of the competent company functions attended Board meetings, in order to provide the appropriate details on the items on the agenda;
- ensured the adequacy and transparency of the Board's self-assessment process, with the support of the Nomination and Corporate Governance Committee;
- promoted the participation of the members of the management and control bodies, after their appointment and during their term of office, in initiatives aimed at providing them with an adequate knowledge of the sectors of activity in which the Bank operates, of corporate dynamics and their evolution also with a view to the sustainable success of the Bank itself, as well as of the principles of proper risk management and of the regulatory and corporate governance framework of reference.

In this regard, it should be noted in particular that, following the appointment of the new Board of Directors, the Chair ensured that the new members took part in the induction plan for newly elected Directors with a view to providing, within a limited period of time, adequate basic knowledge of the key areas of governance of the Bank and the Group, through a series of training

sessions organised by the Bank's top management, with the cooperation of the corporate functions concerned. The Plan was carried out, by the end of November, through three sessions that covered the following topics: the Group's positioning and organisational structure; an overview of the Human Resources Area and remuneration policies; the business model (the distribution model and the structure of revenues and the credit model); the Group's finance, treasury and accounting policies; the governance and internal control systems.

On 25 November 2021, the Board of Directors, at the proposal of the Chair, therefore approved the 2021-2023 Training Plan for Directors, which envisages, over the three-year term of office, a training activity aimed at enabling all Directors in office to (i) consolidate their basic "hard skills" (e.g., risk & bank management, climate change, business financing, fintech, etc.); (ii) update their knowledge of new laws and regulations; (iii) examine in depth individual issues of strategic importance. This project – which will be developed through eleven training meetings (five of which are to be held by March 2022 and the next six during the entire term of office of the current Board) – is carried out in collaboration with the Faculty of Banking and Insurance Sciences and the Centro per la Formazione in campo Finanziario (CFF, or Centre for Financial Education) of the Università Cattolica del Sacro Cuore in Milan. Participation in these meetings is also extended to all members of the Board of Statutory Auditors as well as to representatives of the Group Banks.

The training activity also envisages the scheduling of six meetings, to be held from January to May 2022, addressed exclusively to the Board of Statutory Auditors, with the aim of providing the Statutory Auditors with operational and technical skills on the topics of control systems, operating mechanisms and risks (from cyber risk to credit risk), with specific attention to the evolution of controls on the credit process and risk monitoring (with particular attention to RAF, ICAAP and ILAAP). These meetings were also attended by the Members of the Control Bodies of the Group's Banks and Supervised Companies.

During 2021, the Chair of the Board of Directors, in agreement with the Chief Executive Officer, and after consulting the Nomination and Corporate Governance Committee also proposed the adoption of the "*Engagement Policy*", approved by the Board of Directors on 21 December 2021 (see Chapter 12 below).

Board Secretary

Pursuant to Article 21(2) of the Articles of Association, the Board of Directors appoints a Secretary who meets the requirements of experience and professionalism, chosen from among its members or the managers of the Company.

In compliance with the provisions of the Board of Directors' Operational Rules, the Secretary supports the activities of the Chair and provides impartial assistance and advice to the Board of Directors on any aspect relevant to the proper functioning of the governance system. The Secretary is also in charge of drawing up the minutes of meetings and deliberations and keeps the relevant book.

As of the end of 2021 and the date of approval of this Report, the Secretary of the Board of Directors is Paolo Mazza, Chief General Counsel of the Company, who was appointed on 22 July 2021.

Previously, the role was performed: (i) until the Shareholders' Meeting of 21 April 2021, by Alessandro Vandelli (previous Chief Executive Officer and General Manager of the Company); (ii) in the meetings from 21 April to 22 July 2021, by Directors designated each time.

4.6 Executive Directors

Directors classed as "executive" by the Bank are those who, in BPER or in any Group company:

- a) are members of the Executive Committee or have been granted individual executive powers or perform management functions (formally or in practice);
- b) hold managerial positions, that is, are entrusted with the supervision of certain areas of the business's operations.

Those who are not in such conditions are defined as "non-executive".

At the closing date of 2021 and at the date of approval of this Report, there are no other executive directors in BPER besides the Chief Executive Officer (see below).

Until the Shareholders' Meeting of 21 April 2021, all the members of the Executive Committee were also executive Directors, but this committee was not reconstituted following the appointment of a new Board of Directors by the aforementioned Shareholders' Meeting. For further information, please refer to Table 2 attached to this Report, as well as to the 2020 Corporate Governance and Share Ownership Report published on the Bank's *website* www.bper.it - Institutional > Governance > Documents

Chief Executive Officer

The Board of Directors appoints from among its members a CEO, who is primarily responsible for the management of the company.

In addition to carrying out the tasks and functions provided for by Article 29 of the Articles of Association, the Chief Executive Officer exercises the additional powers delegated by the Board of Directors. Specifically, the Chief Executive Officer is granted powers to make decisions, in compliance with the provisions of the Articles of Association and with any limits established thereby, concerning the following: Group management and coordination; equity investments and equity investments; appointments of representatives to legal entities outside the Group; financial reporting, investor relations, rating agencies; finance and treasury; agreements and covenants; human resources; organisational structure and distribution network; portfolio of projects and remediation plans; investment property, other expenses and disposals of tangible assets; lease arrangements entered into as lessor or lessee; other operating expenses; credit area; disputes; internal regulatory documents.

The Chief Executive Officer is also responsible for:

- supervising the implementation of plans, projects and budgets approved by the Board of Directors, and reporting periodically to the competent bodies on the related progress made and the general performance of the Bank and the Group;
- performing the duties envisaged in the various regulations adopted by the Group, including those related to: internal control system; ICT system; outsourcing of corporate functions; recovery plan; internal reporting of misconduct (whistleblowing) by employees; business continuity.

As the Privacy Officer, the Chief Executive Officer also performs the duties assigned by the Board of Directors with regard to definition of the Privacy Organisational Model.

The Chief Executive Officer has the right to grant to members of General Management and to employees with specific duties, general and special mandates for the conduct of business that falls within their sphere of competence, with a duty to set in advance the limits of the delegated powers and the reporting requirements, without prejudice to the right to take on the delegated functions himself.

Pursuant to the Articles of Association, in urgent cases, the Chief Executive Officer, after having consulted with the Chair of the Board, may take decisions on any transaction normally within the competence of the Administrative Body, except for those reserved by law or the Articles of Association exclusively to the collegial competence of the Board. The decisions taken under these circumstances have to be reported to the Board of Directors at the next meeting.

At the closing date of 2021 and at the date of approval of this Report, the position of Chief Executive Officer is held by Piero Luigi Montani, appointed by the Board at its meeting of 21 April 2021. As of 5 August 2021, the Chief Executive Officer, Mr. Montani, also holds the position of General Manager.

Until the Shareholders' Meeting of 21 April 2021, the position of Chief Executive Officer and General Manager was held by Alessandro Vandelli, who held the latter position until 4 August 2021.

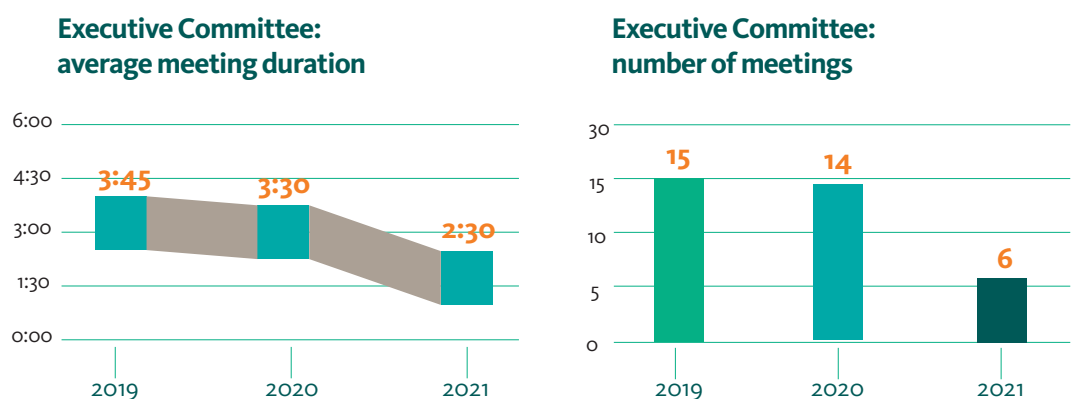
Executive Committee

Pursuant to Article 27 of the Articles of Association, the Board of Directors can appoint an Executive Committee made up of a minimum of three and a maximum of five Directors.

Following the appointment of the new Board of Directors by the Shareholders' Meeting of 21 April 2021, the Executive Committee was not constituted.

Previously, until the date of the aforementioned Shareholders' Meeting, the Executive Committee consisted of the following Directors: Rossella Schiavini (acting as Chair of the Committee), Alessandro Vandelli (Chief Executive Officer and General Manager), Riccardo Barbieri, Luciano Filippo Camagni and Mario Noera.

The Committee met 6 times in 2020 and up to 20 April 2021, and the average duration of each meeting was about 2 hours and 30 minutes.



At the invitation of the Committee, meetings were attended by the following persons who are not members of the Committee:

- the acting Deputy Vice General Manager, if invited by the Chair of the Executive Committee;
- in relation to individual issues being addressed, meetings were attended by the Chief Business Officer, the Heads of the main corporate functions and the top management of the Group's main legal entities, to provide the appropriate detailed information on topics on the agenda (on aver-

age, more than 3 functions were invited to each meeting).
The Executive Committee held its last meeting on 15 April 2021.

Information on the composition of the Committee is provided in Table 3 attached to this Report. For further information, please refer to Table 2 attached to this Report, as well as to the 2020 Corporate Governance and Share Ownership Report published on the Bank's website www.bper.it - Institutional > Governance > Documents

Disclosure to the Board by Directors / Delegated bodies

Pursuant to article 29 of the Articles of Association, the Chief Executive Officer normally reports on a monthly basis to the Board of Directors, on the general operating performance and, on a quarterly basis, on the exercise of the powers assigned to him, as well as, during the first subsequent meeting, on the urgent assumption of resolutions within the competence of the board, with the exception of those reserved by the legislation in force or by the Articles of Association to the exclusive collegial competence of the Board itself.

Pursuant to the Rules governing the functioning of the Board of Directors, furthermore, the Chief Executive Officer reports to the Board, promptly and having previously consulted the Control and Risks Committee, on problems and critical issues pertaining to the Internal Control and Risk Management System, which have arisen in the performance of the functions attributed to him by relevant legislation or have been notified to him.

Pursuant to Article 35, paragraph 3, of the Articles of Association, the members of General Management report to the Board of Directors at least on a quarterly basis on the exercise of the powers conferred on them.

4.7 Independent Directors and Lead Independent Director

Independent directors

As anticipated in Section 4.3 above, pursuant to Article 17(4) of the Articles of Association, Directors who meet the independence requirements established by Article 148(3) of the Consolidated Finance Act, Ministerial Decree No. 169/2020 and the Corporate Governance Code applicable at any given time are considered independent.

The assessment as to whether the above-mentioned independence requirements are met is carried out by the Board of Directors on the basis of the parameters defined by the latter pursuant to Article 17(4) of the Articles of Association.

In particular, following the appointment of the new Board of Directors, the assessment of the possession of the aforesaid independence requirements was carried out by the Board of Directors, on 20 May 2021 and on 22 July 2021, on the basis of: (i) the aforementioned regulatory provisions; (ii) Recommendation 7 of the Corporate Governance Code; and (iii) the parameters for assessing the significance of professional, commercial or financial relationships established by the "*Rules for verifying the independence requirement of directors*", approved by the Board of Directors on 12 April 2016. These Rules provide that:

- with reference to credit facilities and signature loans obtained from the BPER Group, regardless of their technical form, the independence requirements are not considered to be satisfied if any one of the following conditions exist:

- (i) when the absolute amount of all facilities granted by the Group – to a Director deemed independent – is Euro 400,000.00 or more;
- (ii) when the absolute amount of all facilities granted by the Group – to a Director deemed independent – is at least Euro 200,000.00 and represents 50% or more of the total facilities granted to that person by the entire banking system, as reported by the "Centrale dei Rischi" database maintained by Banca d'Italia;
- (iii) when the exposure of the Group to a Director deemed independent must be reported in the category of “non-performing loans” for supervisory purposes;
- with reference to freelance or professional relationships and all other financial relations, when the total annual amount received by the Director deemed independent from the BPER Group and/or the Directors of the BPER Group and/or the spouse, blood relation or relation by marriage to the fourth degree of a Director of the BPER Group, represents at least 30% of the total annual income of the person concerned. The above amounts do not include all remuneration and expense reimbursements received for work as a director within the Group, as well as any income from ordinary banking and/or corporate relations carried out on market or standard terms and conditions.

The above parameters also apply to all relations maintained indirectly, via companies, bodies or subsidiaries or associates of the Director deemed independent, as well as those with any professional associations of which the Director is a member.

In light of the aforesaid Rules, the Board of Directors may adopt a reasoned resolution confirming, despite the existence of financial or professional relations reflecting the circumstances described above, that a Director is still independent when, having considered all relevant circumstances, the specific situations identified do not in practice compromise the independence of that person. Similarly, the Board can adopt a reasoned resolution that, even without any financial or professional relationships of the type mentioned above, a Director does not meet the independence requirements when, in light of the circumstances, it is obvious that there are other relevant circumstances that are sufficient to jeopardise the independence of that person.

Based on the above, the Board of Directors of 20 May 2021, on the basis of the declarations made by the Directors (who have provided the necessary or useful elements for the Board's evaluations) and the information available to the Company, has deemed that the aforementioned independence requirements are met by the following Directors:

- Flavia Mazzarella (Chair);
- Elena Beccalli;
- Silvia Elisabetta Candini;
- Maria Elena Cappello;
- Cristiano Cincotti;
- Gianfranco Farre;
- Alessandro Robin Foti;
- Gianni Franco Papa;
- Marisa Pappalardo;
- Monica Pilloni.

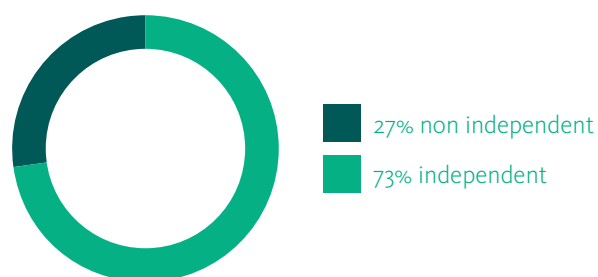
The market was informed of this assessment through a press release published on the same date. With particular regard to the Chair Flavia Mazzarella, it should be noted that the latter was considered independent, taking into account the amendments made to the Corporate Governance Code, since none of the situations that, pursuant to Recommendation 7 of the aforementioned Code and the described Rules for verifying independence adopted by the Company, compromise or appear to compromise the

independence of a Director, were found to apply to the Chair.

Subsequently, on 22 July 2021, the Board of Directors ascertained that Director Elisa Valeriani, appointed by the Shareholders' Meeting of 23 June 2021, met the independence requirements, replacing Alessandra Ruzzu, who had resigned in the meantime on 20 May 2021. The market was informed of this assessment as well through a press release published on the same date.

The Board of Statutory Auditors attended the aforementioned Board meetings of 20 May 2021 and 22 July 2021, without making any observations in relation to the correct application of the criteria and procedures for ascertaining independence adopted by the Board.

At the closing date of 2021 and at the date of approval of this Report, the number of Directors meeting the independence requirements is eleven, and therefore significantly higher than the minimum required by regulations in force. The number of independent Directors and their skills are appropriate to the Bank's needs and to the functioning of the Board as well as to the establishment of the relevant Committees, allowing for an adequate diversification of the composition of each Committee, avoiding concentration of offices.



Until the Shareholders' Meeting of 21 April 2021, there were nine Directors who met the independence requirements, namely: Massimo Belcredi, Mara Bernardini, Silvia Elisabetta Candini, Giuseppe Capponcelli, Alessandro Robin Foti, Elisabetta Gualandri, Ornella Rita Lucia Moro, Marisa Pappalardo and Valeria Venturelli. For further information, please refer to the Corporate Governance and Ownership Structure Report for the year 2020, available on the Bank's website www.bper.it - Institutional > Governance > Documents.

Without prejudice to the foregoing, during the term of office, the verification of independence shall be carried out by the Board of Directors at least once a year and, in any case, upon the occurrence of any situation that may compromise the continuation of the independence requirements. In this regard, it should be noted that, pursuant to Article 17, paragraph 8, of the Articles of Association, a Director does not cease to serve on the Board if the relevant independence requirements are no longer satisfied, if the requirements are met by the minimum number of independent Directors who must satisfy them. It should be noted that the Directors who qualified - at the time of submitting their candidacy - as independent, did not make a formal declaration in which they undertook to maintain their independence during their mandate and, if necessary, to resign.

Meeting of Independent Directors

Following the appointment of the new Board, the independent Directors met, in the absence of the other directors, on 2 February 2022. The meeting focused on (i) the effectiveness of the planning, conduct and duration of Board and Committee meetings, as well as (ii) the adequacy of prior information and information flows and the effectiveness of discussions.

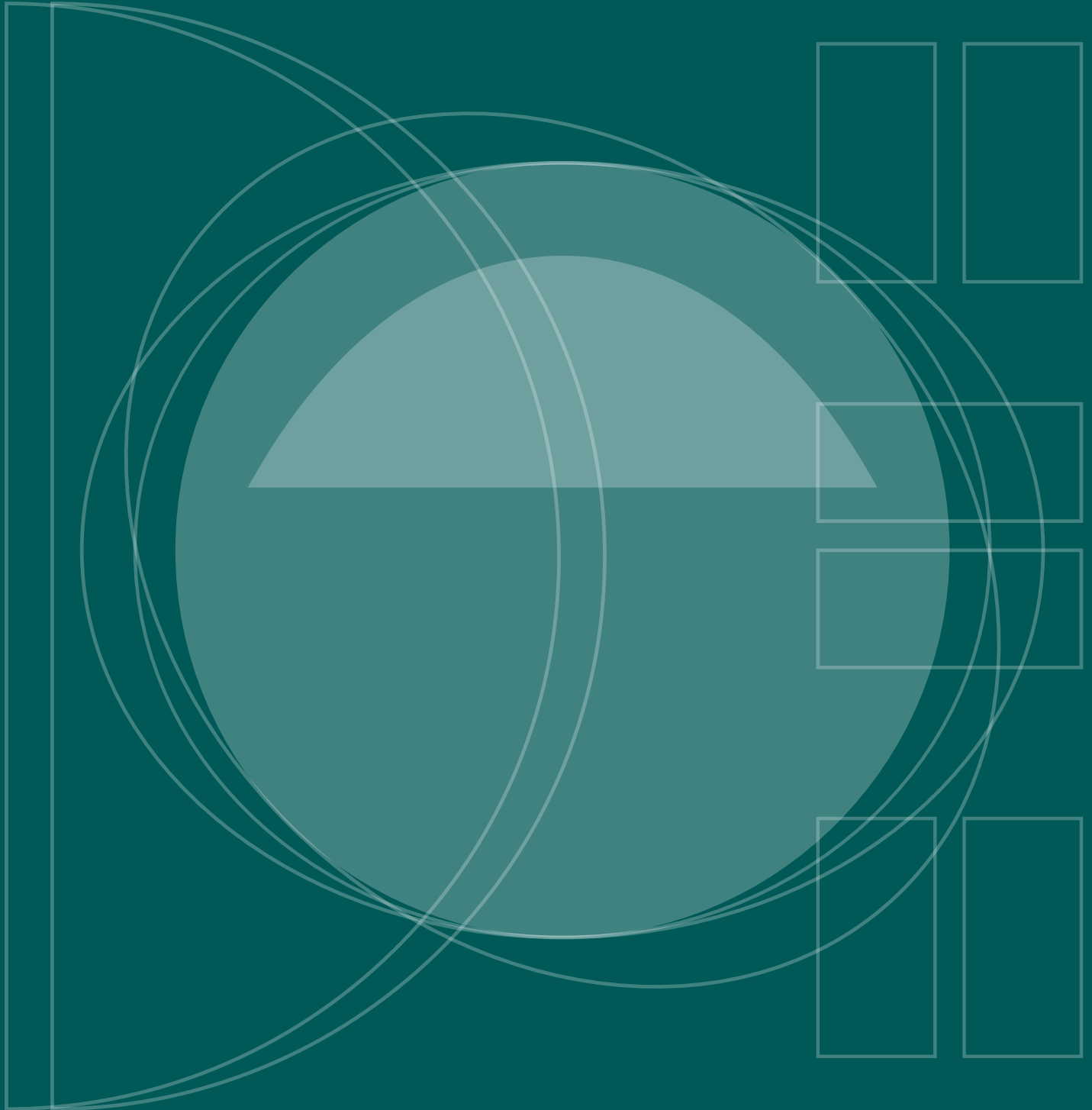
In accordance with the provisions of the Board of Directors' Operational Rules, the aforementioned meeting was coordinated by the oldest independent director, Gianni Franco Papa. In view of the clarifications provided by the Q&A *Functional to the application of the Corporate Governance Code - 2020 Edition*, the Chair of the Board of Directors - in agreement with the coordinator of the meeting - did not attend the meeting, considering that the topics under discussion also concerned his functions. The Chair and the entire Board of Directors were subsequently informed of the outcome of this meeting.

Lead Independent Director

The appointment of an independent Director as Lead Independent Director is recommended by the Corporate Governance Code: a) if the Chair of the Board of Directors is the Chief Executive Officer or holds significant management powers; b) Chairperson's office is held by the person who controls, even jointly, the company; c) in large companies, even in the absence of the conditions indicated in points a) and b), if the majority of independent directors so request.

Pursuant to the Operational Rules of the Board of Directors, the Board appoints the Lead Independent Director at the request of the majority of the independent directors.

In the light of the above, given that (i) none of the circumstances indicated in the Corporate Governance Code apply and (ii) none of the independent Directors has made a request, BPER's Board of Directors has not appointed a Lead Independent Director.



5. Management of corporate information

The procedures for the communication and internal and external management of documents and information of the Bank are largely regulated in the individual documents of the corporate processes involved. These are traced in the BPER Group's Process Flowchart, in line with the method laid down in the Group Regulations for mapping processes from end to end.

With regard to "inside information", the Bank has approved the organisational and behavioural guidelines for the management of such information and for the communication to the public, by adopting a "*Regolamento di Gruppo del processo di gestione delle informazioni privilegiate e dell'Insider List (normativa Market Abuse)*" which governs:

- the process of evaluation of the privileged nature of information;
- the methods of communicating "inside information" to the Public;
- the management of the possible delay in communicating inside information to the Public;
- treatment of lists of persons with access to privileged information.

As regards, in particular, Public disclosure of inside information pursuant to Article 17 of Regulation (EU) No. 596/2014 (MAR) and Article 114 of the Consolidated Finance Act (TUF), the Company fulfils the relevant obligations by means of a press release:

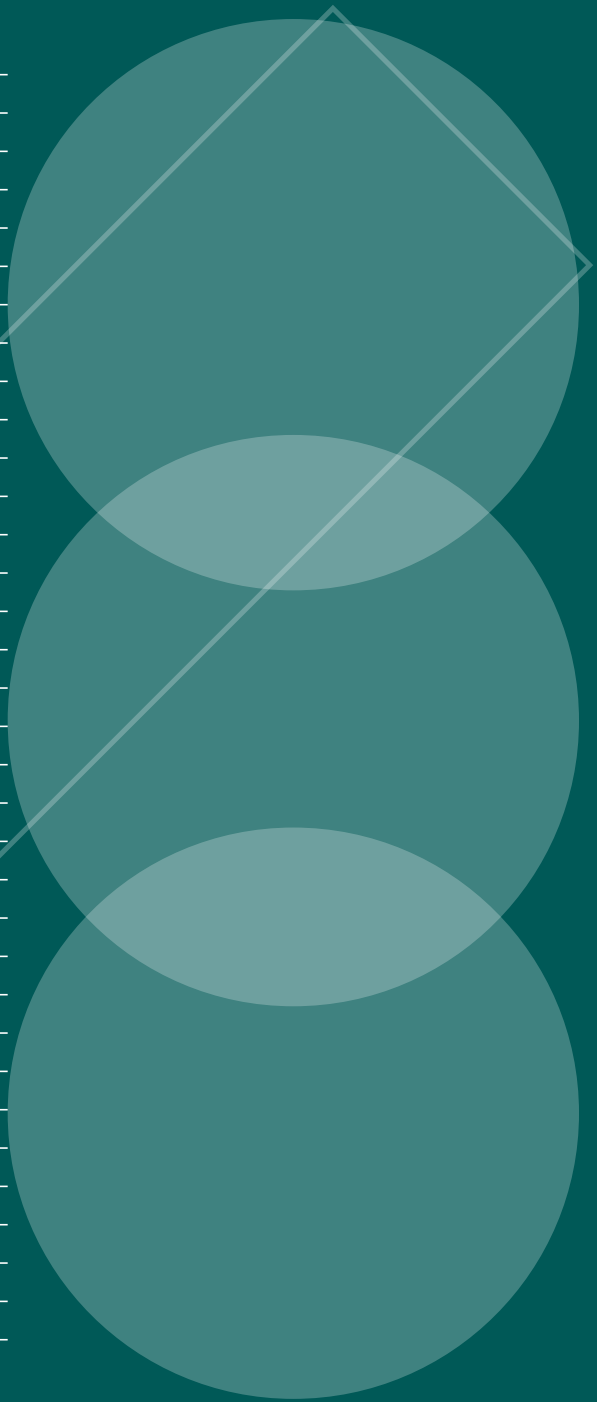
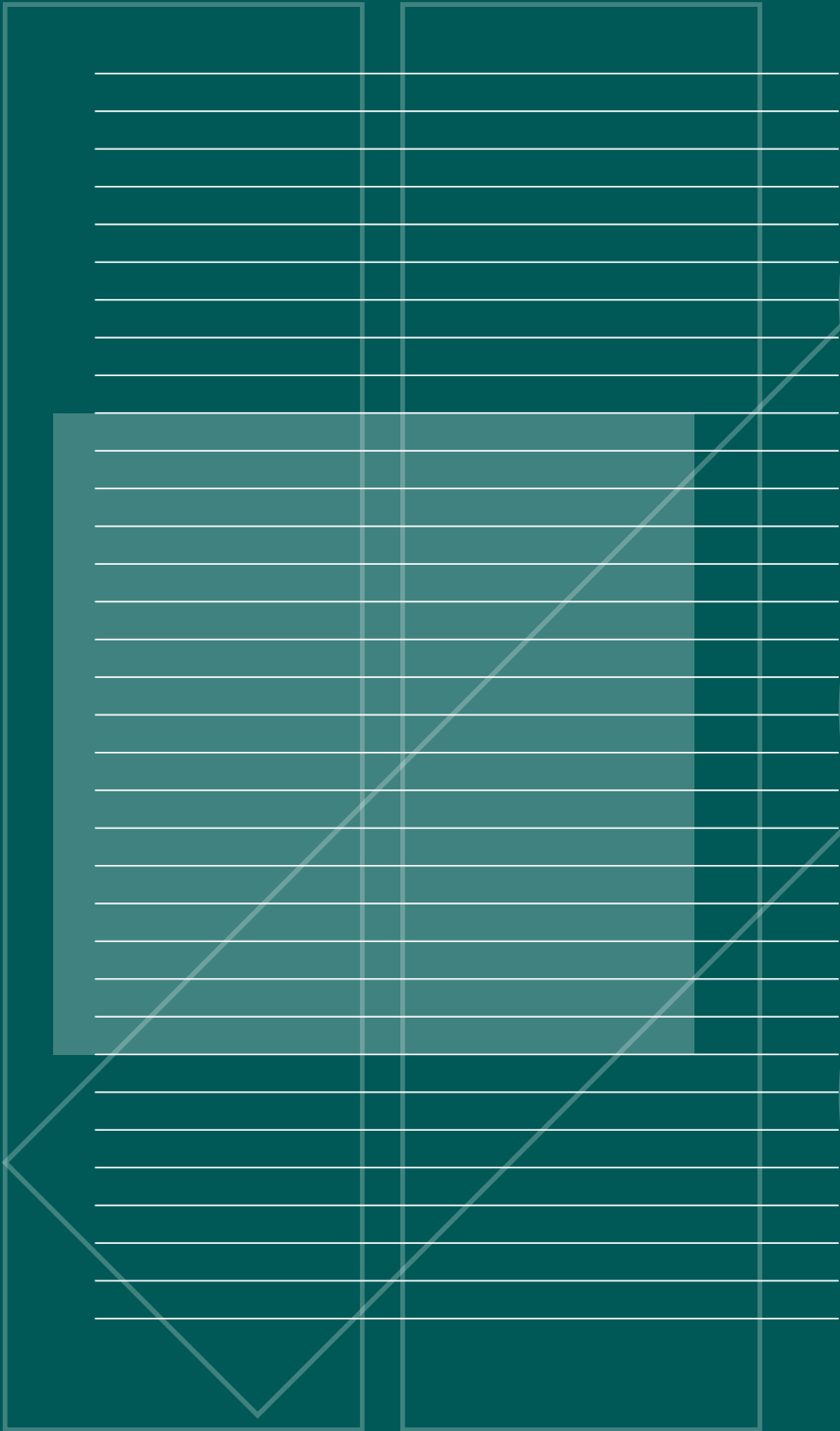
- disseminated via the Regulated Information Dissemination System (SDIR) "e-Market SDIR" (and stored via the authorised storage mechanism "iInfo" (<https://www.iinfo.it>));
- published on the website www.bper.it – Institutional.

Additional regulated information or in any case additional information that the Company is required to make public on the basis of regulatory provisions or trading venue rules is disseminated and stored pursuant to Articles 65-*bis* et seq. of the Issuers' Regulations, in the manner indicated above. In the cases prescribed, and when deemed appropriate at the Bank's discretion, the information shall also be published in national newspapers.

As regards the management of inside information, the Bank has set up and keeps up to date, as required by law, the "Register of persons with access to inside information", which is managed by means of a special computerised procedure, and divided into occasional sections, within which the data of all those who have access to inside information and with whom there is a professional collaboration relationship, including on the basis of an employment contract, or who in any case perform certain tasks through which they have access to inside information, such as Advisors, Accountants or Credit Rating Agencies, are entered. The Register also contains a separate section in which those who have permanent access to inside information about the Bank are recorded.

On a voluntary basis, in line with the provisions of Consob Guidelines no. 1/2017 of 13 October 2017, the Bank also identifies the so-called "material information" and keeps a computerised list of the persons who have access to such information and with whom there is a professional relationship, including on the basis of an employment contract, or who in any event perform certain tasks through which they have access to the said information.

Also in accordance with market abuse regulations, the Company has adopted a specific "*Group Regulation of the Internal Dealing process (Market Abuse regulations)*" approved by the Bank's Board and published on the website www.bper.it - Institutional > Governance > Documents > Internal Dealing Communications.



6. Board Committees:

Following the appointment of the new Board of Directors by the Shareholders' Meeting of 21 April 2021, the Board of Directors set up the following committees (the "Committees"), as described in greater detail in the following sections of this Report⁷:

- Control and Risks Committee;
- Related Parties Committee⁸;
- Remuneration Committee;
- Nomination and Corporate Governance Committee⁹;
- Sustainability Committee.

The composition of these Committees was determined by the Board, taking into account the competence and experience of its members and avoiding the concentration of tasks.

The composition, powers and operating procedures (including the procedures for recording minutes of meetings and the procedures for managing information to the Directors who are members of them) of each of these Committees are governed by specific Operational Rules approved by the Board of Directors.

These Rules are essentially common to all the above-mentioned Committees, without prejudice to the tasks pertaining to each of them, and provide that the Chair of the Committee, assisted by the Secretary of the Committee and the competent corporate functions, must verify that the documentation to be submitted in support of the activities falling within the competence of the Committees is adequate, in qualitative and quantitative terms, with respect to the matters to be discussed at each meeting. To this end, in particular, the Chair ensures – also by issuing appropriate instructions to the corporate functions – that the above-mentioned documentation appropriately highlights, for each topic on the agenda, the most significant and relevant elements for the performance of the tasks and the adoption of the acts falling within the competence of the Committees.

As regards the deadlines for sending the information supporting the discussion of the items on the agenda, the Operational Rules of the Committees – in line with the provisions for the Board of Directors – provide that the documentation must be made available as a rule on the fifth day prior to each meeting. If, for particular organisational reasons or for reasons of confidentiality, the documentation made available within this deadline is not exhaustive, subsequent additions are provided no later than the day of the meeting. Where, for the aforementioned organisational reasons or for reasons of confidentiality, it has not been possible to provide the necessary disclosure/documentation in accordance with the deadline and in an exhaustive manner, the Chair ensures that adequate and accurate in-depth analyses are conducted during the meeting. This is without prejudice to the Committee's right to request the production of additional documentation during the meeting.

During 2021, the deadline for sending prior information to the Committees on the items on the agenda

⁷ Until the Shareholders' Meeting of 21 April 2021, the following Committees were in place: Nomination Committee, Remuneration Committee, Control and Risks Committee, Committee of Independent Directors. Until that date, it should be recalled, there was also an Executive Committee (see Section 4.6 above).

⁸ Until 23 April 2021 known as the Committee of Independent Directors.

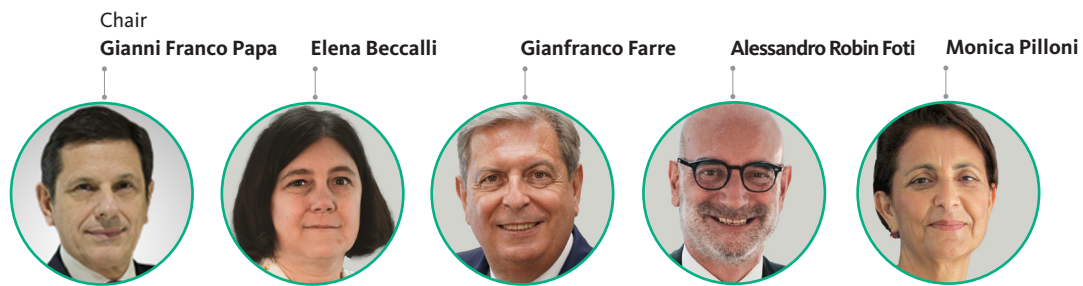
⁹ Until 14 October 2021 known as the Nominations Committee.

was, for most of them, normally met. With regard to some agenda items, the information was provided after the ordinary deadline, but nevertheless well in advance of the meeting. Only in very limited cases and for specific items on the agenda of some Committees, the information was provided directly during the meeting.

As regards the manner of transmission of the above information documents, the Operational Rules of Committees provide that said documents shall be made available by filing them with the competent corporate organisational unit, as well as by means of the special Confidential Platform used for the management of the meetings of the Bank's governing bodies, designed to preserve the confidentiality of the data and information provided.

With regard to the manner in which meetings are conducted and minutes taken, the Operational Rules contain provisions that are substantially in line with the provisions of the Operational Rules of the Board of Directors (see Section 4.4 above).

6.1 Control and Risks Committee



Following the appointment of the new Board of Directors by the Shareholders' Meeting of 21 April 2021, the Board of Directors, on 23 April 2021, set up an internal Control and Risks Committee.

The functioning of the Committee is governed by specific Operational Rules, most recently updated by the Board of Directors at its meeting on 14 October 2021.

Pursuant to the Operational Rules, the Control and Risks Committee provides support functions to the Board of Directors regarding risks and the Internal Control System, as well as relating to the approval of periodic financial and non-financial reports. In particular, without prejudice to any further powers attributed to it by the applicable legislation, including corporate governance regulation, the Committee is entrusted, in particular, with the following tasks:

- a) it supports the Board of Directors in the definition and approval of strategic policies and risk governance policies;
- b) it supports the Board of Directors in the measurement and definition of risk appetite and of risk tolerance;
- c) it issues judgements and formulates opinions to the Board of Directors on compliance with the principles governing the Internal Control System and corporate structure and brings to the attention of the Board any weaknesses and the consequent corrective action that needs to be taken;
- d) it supports the Board of Directors in the verification of the correct implementation of strategies, risk governance policies and the RAF;
- e) it issues judgements and formulates opinions to the Board of Directors in the assessment and monitoring of the requirements that must be met by the corporate control functions and brings to the attention of the Board any weaknesses and the consequent corrective actions that need to

- be taken;
- f) it verifies that the corporate control functions correctly comply with the indications and guidelines for the Internal Control and Risk Management System laid down by the Board of Directors;
 - g) it supports the Board of Directors in the preparation of the Report on corporate governance with reference to information concerning the Internal Control and Risk Management System and the assessment of its overall adequacy;
 - h) it identifies and proposes, assisted by the Nomination and Corporate Governance Committee, candidates to head up the corporate control functions and for the position of managers of the corporate control functions and provides a preliminary opinion on their dismissal;
 - i) it expresses an opinion to the Board of Directors on the planning document of the activities of the corporate control functions, prepared at least once a year;
 - j) it examines the final reports and the reports prepared by the company's control functions, as well as any reports by the Chief Executive Officer on problems and critical issues that have emerged in the performance of his duties or of which he has in any case been informed;
 - k) it assesses, together with the Executive in charge of preparing the Company's financial reports and after having consulted the Board of Statutory Auditors and Independent Auditing Firm, the proper application of accounting standards and their consistency among Group Companies for the purpose of preparing the consolidated financial statements;
 - l) it supports the Board of Directors in assessing the results presented by the Independent Auditing Firm in their letter of suggestions, if any, and in their report on key issues arising from the statutory audit;
 - m) it supports the Board of Directors, by means of an opinion, on the corporate policy regarding the outsourcing of corporate control functions;
 - n) it ascertains, without prejudice to the sphere of competence of the Remuneration Committee, whether the incentives under the remuneration and incentive scheme of the Bank and of the Group are consistent with the RAF;
 - o) it supports the Board of Directors in the definition of policies and processes for the measurement of the business's assets, including checking that the price and conditions of transactions with customers are consistent with the business model and risk strategies;
 - p) it supports the Board of Directors in the approval of the coordination document of the company control functions envisaged by Banca d'Italia Circular 285/201 and subsequent amendments;
 - q) it provides support for the Board of Directors in its assessment, at least annually, of the adequacy of the Internal Control and Risk Management System with respect to the characteristics of the business and the risk profile assumed, as well as the effectiveness thereof;
 - r) it supports, via appropriate preliminary activities, the assessments and decisions of the Board of Directors relating to the management of risks arising from detrimental facts that have come to the attention of the Board;
 - s) it evaluates the suitability of periodic financial and non-financial information, in correctly representing the business model, the company's strategy, the impact of its activities and the performances recorded;
 - t) it provides support to the Board of Directors in evaluating the capital and liquidity management strategies, as well as for all other risks pertaining to the Bank and the Group, such as market, credit, operating (including legal and IT risks) and reputational risks, in order to assess their suitability with respect to the Group's risk appetite and the risk strategy approved;
 - u) it supports the Board of Directors in the periodic evaluation of a number of possible scenarios, including stress scenarios, in order to determine how the risk profile of the Bank and the Group would react to external and internal events;
 - v) it supports the Board of Directors in assessing the autonomy, adequacy, effectiveness and efficiency of the corporate control functions.

In order to carry out its functions, the Control and Risks Committee: (i) collaborates with the other internal committees of the Board of Directors, with the Independent Auditing Firm and talks directly to the corporate control functions and to the Manager in charge of preparing the Company's financial reports; (ii) has the right of access, through the Chair of the Committee, to the necessary corporate information; (iii) has adequate resources at its disposal according to the decisions of the Board of Directors; (iv) may avail itself of the collaboration of experts, including external ones. The Committee establishes appropriate functional relations with Board of Statutory Auditors and with the Supervisory Body pursuant to Legislative Decree 231/2001 for the coordination and exchange of information of mutual interest that falls within the specific spheres of competence.

It should be noted that, during 2021, with the establishment of the Sustainability Committee on 14 October 2021, the supervision of corporate social responsibility issues, previously the responsibility of the Control and Risks Committee, was transferred to the above Committee. The Control and Risks Committee, on the other hand, retained responsibility for risks with reference to corporate social responsibility issues.

With regard to its composition, pursuant to the Operational Rules, the Committee consists of a minimum of three and a maximum of five Directors (including, compatibly with the skills required to effectively hold the office, one identified among the directors elected by the minority, if any) who are non-executive, the majority of whom are independent. The Chair of the Committee is appointed from among the independent members. Committee members must possess, individually and collectively, adequate knowledge, skills and expertise to enable them to effectively monitor the Bank's control systems and practices, strategies and risk orientations. At least one member of the Committee must have also adequate experience in accounting and finance or risk management, to be assessed by the Board of Directors at the time of appointment. The Chair of the Board of Directors may not be a member of the Committee.

The Chair of the Board of Directors and the Chief Executive Officer may attend Committee meetings without voting rights. The Chair of the Board of Statutory Auditors, or another member designated by here, participates in the work of the Committee; the other members of the Board of Statutory Auditors may also participate in any case.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

Minutes of Committee meetings are taken by the Secretary, in agreement with the Chair. The Committee reports to the Board of Directors on its overall activities and on the adequacy of the Internal Control and Risk Management System when approving the annual and half-yearly financial reports. Furthermore, the Chair informs the Board of Directors of the activities carried out at its earliest convenient meeting.

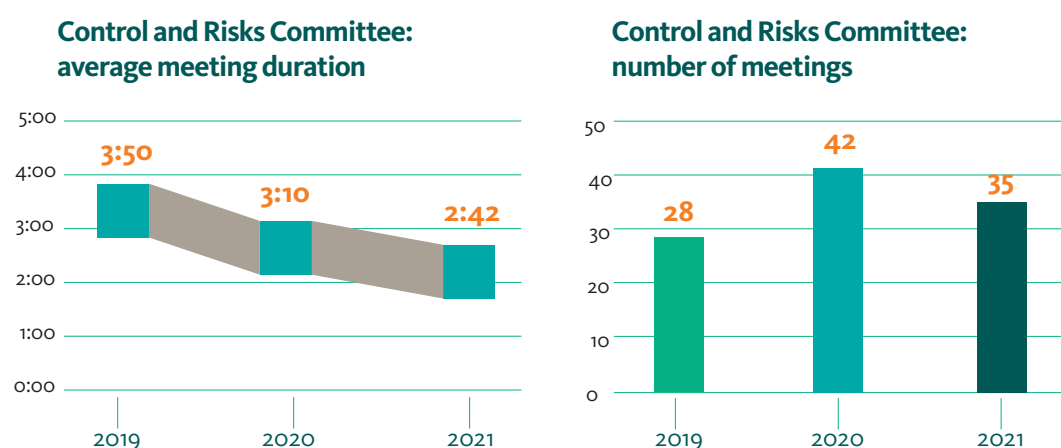
At the end of 2021 and at the date of approval of this Report, the Control and Risks Committee was composed of the following five non-executive Directors, all of whom were independent:

- Gianni Franco Papa (Chair of the Committee);
- Elena Beccalli;
- Gianfranco Farre;
- Alessandro Robin Foti;
- Monica Pilloni.

At the time of their appointment, the Board of Directors verified that the members, individually and collectively, possess adequate knowledge, skills and expertise to enable them to effectively monitor the Bank's control systems, practices, strategies and risk orientations. It also verified that all members of the Committee have adequate experience in accounting and finance.

Until 20 April 2021, the Control and Risks Committee was composed of the Directors: Elisabetta Gualandri (Chair), Alessandro Robin Foti, Ornella Rita Lucia Moro and Valeria Venturelli. For further information, please refer to the Corporate Governance and Ownership Structure Report for the year 2020, available on the website www.bper.it - Institutional > Governance > Documents.

The Control and Risks Committee met 35 times in 2021 and the average duration of each meeting was about 2 hours and 42 minutes. With reference to the aforementioned meetings, it should be noted that: (i) four were held jointly (or partially jointly) with the Board of Statutory Auditors, (ii) two were held jointly with the Supervisory Body, (iii) four were held jointly with the Remuneration Committee, (iv) two were held jointly with the Sustainability Committee and (v) one was held partially jointly with the Nomination and Corporate Governance Committee.



Committee meetings were always attended by at least one member of the Board of Statutory Auditors. The Independent Auditors participated in all Committee meetings where accounting issues were discussed, providing their support and considerations.

In addition, the Chair of the Committee invited the heads of the relevant corporate functions to attend the meetings in order to provide the appropriate in-depth analysis on specific topics on the agenda. The functions with the greatest presence were the control functions, plus the Chief Operating Officer (for organisation and IT) and the Chief Human Resource Officer (for remuneration and appointment of heads of corporate control functions).

In 2022, as at the date of approval of this Report, the Committee has held 6 meetings, out of a total of 19 meetings scheduled for the entire year.

In the context of the aforementioned meetings, the Control and Risks Committee inter alia:

- carried out the analysis of periodic risk reporting, with a specific focus on operating and risk impacts as a result of the extraordinary COVID-19 emergency;
- examined the results of the main audits carried out by the Control Functions and the periodic reports produced by them;
- analysed the documentation relating to the RAF, ICAAP and ILAAP processes;
- assessed revisions/issues of risk policies;
- examined requests for validation, revision, extension of the internal rating system;
- reviewed updates to the Resolution Plan and Recovery Plan;

- reviewed updates on the Risk Forecasting and Stress Testing Programme;
- issued opinions on the planning of the activities of the control functions, and possible re-planning also as a result of the impacts of the pandemic;
- as part of the half-yearly report on its activities, supported the Board of Directors in assessing the adequacy of the Internal Control and Risk Management System and the system of controls relating to financial reporting;

The Committee's activities also covered:

- strengthening of the role of the Control Functions Coordination Committee through the monitoring of minutes and through the quarterly Key Issue Report - KIR;
- identifying and proposing the appointment of Heads of Control Functions;
- the supervision, in terms of risk control and by the Control Functions, of the operating activities implemented as part of extraordinary transactions involving the Group;
- in the area of financial reporting, the updating of the regulatory framework and the project activities that have, in fact, extended the scope of audit activities by Financial Information Monitoring Function;
- examining the economic and financial impacts of strategic transactions involving the Company and the related risks;
- supporting the Board of Directors in relation to the activities connected to the Sustainability Report (containing the Consolidated Non-Financial Statement - CNFS) and the related 2021 Materiality Matrix;
- examining the paragraphs of this Report relating to the internal control and risk management system.

6.2 Related Parties Committee



Following the appointment of the new Board of Directors by the Shareholders' Meeting of 21 April 2021, the Board of Directors, on 23 April 2021, set up the Related Parties Committee (formerly the Committee of Independent Directors) from among its members.

The functioning of the Committee is governed by specific Operational Rules, most recently updated to 14 October 2021.

Pursuant to the Operational Rules, the Related Parties Committee fulfils the duties and exercises the powers attributed to independent Directors by the applicable legislation on related parties and associated persons.

In particular, with reference to transactions of minor relevance, the Committee:

- a) evaluates the Bank's interest in carrying out the proposed transaction;
- b) assesses the convenience and substantial fairness of the conditions of the proposed transaction;
- c) provides a motivated, non-binding opinion, that may also be conditional on the observations made, spelling out the results of the assessments mentioned in a) and b) above.

As regards more significant transactions, in addition to the steps that it has to take in the case of less significant transactions, the Committee also gets promptly involved in the negotiations and preliminary phase by receiving a complete and updated flow of information with the right to ask for information and to make observations to the delegated Bodies and to those in charge of carrying out the negotiations and the preliminary phase. The opinion expressed for the purpose of the resolution regarding the transaction is binding; in the case of a conditional opinion, the transaction can only be completed or executed if all of the conditions mentioned in the opinion expressed by the Committee have been fulfilled.

Furthermore, on the occasion of the periodic three-yearly review of the "Related Parties and Connected Persons Policy", or in the event of any regulatory and/or organisational changes, the Committee expresses an analytical, binding and prior opinion on the approval of amendments to the Policy by the Board of Directors, assessing their regulatory compliance and their adequacy to the complexity of the Bank's management, formulating any proposals for updating to the Board.

In order to carry out its functions, the Committee: is assisted by the competent corporate functions; has the right of access, through its Chair, to the necessary corporate information; has adequate resources at its disposal; may avail itself of the collaboration of independent experts, including external ones, within the spending limits assigned by the Board of Directors in compliance with current internal regulations. These cost limits are not valid in the case of more material transactions.

With regard to its composition, pursuant to the Operational Rules, the Related Parties Committee is made up of three non-executive, all independent Directors (at least one of whom must be one of the Directors elected by the minority, if any).

The Chair of the Board of Directors, the Chief Executive Officer and the members of the Board of Statutory Auditors may attend Committee meetings without voting rights. The Chair of the Committee may also invite the other members of the Board of Directors, the General Manager and the representatives of the competent company departments or other persons whose presence may be useful for the best performance of the Committee's functions.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

Minutes of Committee meetings are taken by the Secretary of the Committee, in agreement with the Chair.

The Committee reports at least every six months to the Board of Directors on the overall activities carried out. The Chair informs the Board of Directors of the activities carried out at the earliest convenient meeting.

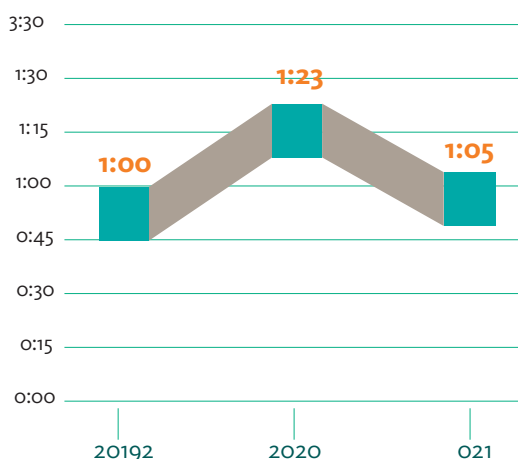
At the end of 2021 and at the date of approval of this Report, the Related Parties Committee was composed of the following three non-executive and independent Directors:

- Elena Beccalli (Chair of the Committee);
- Gianni Franco Papa;
- Marisa Pappalardo.

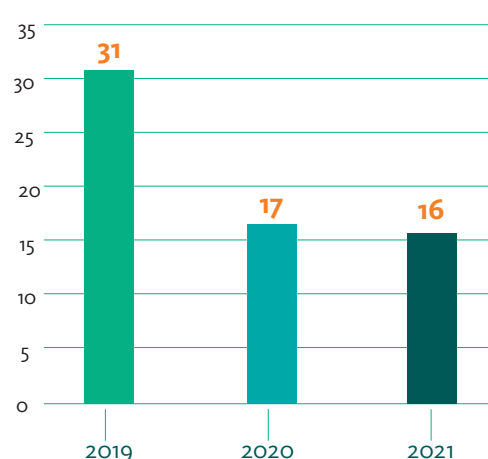
Until the Shareholders' Meeting of 21 April 2021, the Related Parties Committee (formerly the Committee of Independent Directors) was composed of Directors Valeria Venturelli (Chair), Elisabetta Gualandri and Marisa Pappalardo. For further information, please refer to the Corporate Governance and Ownership Structure Report for the year 2020, available on the Bank's website www.bper.it - Institutional > Governance > Documents.

The Committee met 16 times during 2021 and the average duration of each meeting was about 1 hour and 5 minutes. One of these meetings was held jointly with the Board of Statutory Auditors to examine issues of interest to both Bodies.

**Related Parties Committee:
average meeting duration**



**Related Parties Committee:
number of meetings**



Committee meetings were always attended by at least one member of the Board of Statutory Auditors, with the exception of the meeting of 3 May 2021.

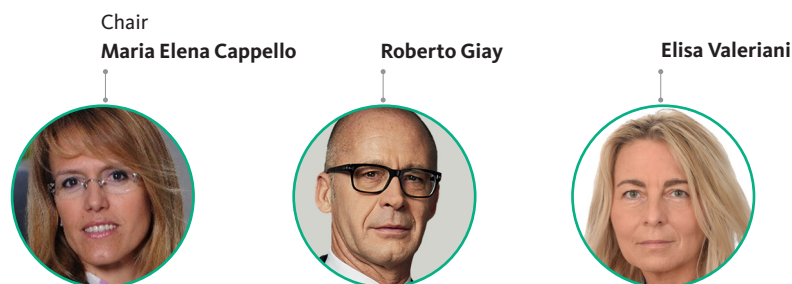
In addition, the Chair of the Committee invited the heads of the relevant corporate functions to attend the meetings in order to provide the appropriate in-depth analysis on specific topics on the agenda. During 2021, the Chief Strategy Officer, the Chief Audit Officer, the Chief Human Resource Officer, the Chief Financial Officer and the Heads of Treasury and Institutional Liquidity, Financial Analysis Methodologies, Corporate Governance and Corporate Consulting, Key Corporate Clients as well as the General Management of BPER *Bank Luxembourg* and the Credit Director of Emil.Ro.Factor were invited to the Committee's meetings.

In 2022, two meetings have already been held at the date of approval of this Report. At present, no further meetings of the Committee have been scheduled.

In the context of the aforementioned meetings, the Control and Risks Committee inter alia:

- expressed its opinion in relation to transactions of lesser significance pursuant to the Related Parties and Associated Persons Policy, mainly concerning credit lines;
- expressed its opinion in relation to significant transactions pursuant to the "Group Regulations on the process of managing conflicts of interest by Corporate Officers";
- examined the transactions qualified as exempt pursuant to the Related Parties and Associated Persons Policy and submitted to its attention for information;
- examined the periodic reporting on the transactions concluded with Related Parties and Associated Persons, on the risk activities of the Associated Persons and on the transactions in potential conflict of interest;
- examined the proposed amendments to the Related Parties and Associated Persons Policy to implement the changes made to Consob Regulation no. 17221/2010 by Consob Resolution no. 21624/2020, expressing a favourable opinion.

6.3. Remuneration Committee



Following the appointment of the new Board of Directors by the Shareholders' Meeting of 21 April 2021, the Board of Directors, on 23 April 2021, set up an internal Remuneration Committee.

The functioning of the Committee is governed by specific Operational Rules, most recently updated to 14 October 2021.

Pursuant to the Operational Rules, the Remuneration Committee performs consultative, inquiry and propositional functions in support of the activities of the Board of Directors and, to the extent of its competence, the Executive Committee (where established). In particular, with reference to the Bank, and without prejudice to any further powers attributed to it by the applicable laws and regulations, including secondary legislation and corporate governance rules, the Committee is especially entrusted with the following tasks:

- submit a proposal to the Board of Directors regarding the remuneration to be awarded to the Board itself and to the Board of Statutory Auditors to be submitted for the approval of the Shareholders' Meeting and how the remuneration approved thereby should be split among the various Directors;
- submit a proposal to the Board of Directors in relation to the remuneration to be paid to Directors holding particular offices;
- submit a proposal to the Board of Directors in relation to the remuneration to be paid to the members of General Management, as identified pursuant to the Company's Articles of Association, to the heads of the main business lines and corporate functions, as well as to those who report directly to the Bodies responsible for strategic supervision, management and control;
- submit a proposal to the Board of Directors in relation to the remuneration to be paid to the managers and senior personnel of the company's control functions, as well as to the Manager in charge of preparing the Company's financial reports;
- express an opinion to the Board of Directors in relation to the determination of the remuneration of the "material risk takers", as identified pursuant to the relevant provisions in force and on the basis of the internal regulations in effect;
- support the Board of Directors in drawing up remuneration and incentive policies;
- express an opinion on the achievement of performance goals to which the incentive plans are linked and on checks to ensure that other conditions for the payment of remuneration have been met; to this end, it makes use of information received from the competent corporate functions;
- support the Board of Directors in monitoring the concrete application of the remuneration policy, verifying, in particular, the effective achievement of performance targets;
- express an opinion to the Board of Directors, also making use of the information received from the competent corporate functions, on the results of the identification process of the "material risk takers", including any exclusions pursuant to the regulations in force at the time;

- provide an opinion to the Board of Directors, for the purpose of approving the regulations implementing the remuneration and incentive system;
- support the Board of Directors in the drafting of the Remuneration Report pursuant to Article 123-ter of the Consolidated Finance Act to be approved by the Board and subsequently submitted to the Shareholders' Meeting;
- express an opinion, also using the information received from the competent corporate functions, on the adequacy, overall consistency and actual application of the remuneration and incentive policies approved by the Shareholders' Meeting;
- directly supervise, in close cooperation with the Board of Statutory Auditors, the correct application of the rules on the remuneration of the heads of corporate control functions;
- prepare documentation on remuneration policies and practices to be submitted to the Board of Directors for decision;
- ensure the involvement of the relevant corporate functions in the process of drawing up and monitoring remuneration policies and practices;
- verify that the remuneration system takes into account sustainability issues, including those related to the gender pay gap.

With regard to Subsidiaries, the Committee expresses its views to the Board of Directors on:

- remuneration to be awarded to members of the Board of Directors and the Board of Statutory Auditors, to members of the Executive Committee, where envisaged by the Articles of Association and to Directors with specific responsibilities;
- remuneration to be awarded to General Managers, to Deputy General Managers or to holders of similar positions, where envisaged by the Articles of Association.

In order to carry out its functions, the Committee: cooperates with the other internal Committees of the Board of Directors, in particular with the Control and Risks Committee and the Nomination and Corporate Governance Committee; is assisted by the competent corporate functions; has the right of access, through the Committee's Chair, to the necessary corporate information; has adequate resources at its disposal according to the decisions of the Board of Directors; may avail itself of the collaboration of experts, including external ones, in particular in order to ensure that the incentives underlying the remuneration and incentive system are consistent with the Bank's management of risk, capital and liquidity profiles.. In such a case, the Committee, with the support of the competent corporate functions, shall verify in advance that the external expert appointed is not in a situation such as to compromise his independence of judgement.

With regard to composition, pursuant to the Operational Rules, the Committee consists of three non-executive Directors, most of whom are independent. The Chair of the Committee is appointed by the Board of Directors from among the independent members. Committee members must have, individually and collectively, adequate knowledge, skills and competence regarding remuneration policies and practices and risk management and control activities, in particular with regard to the mechanism for aligning the remuneration structure with risk, capital and liquidity profiles. At least one member of the Committee must have adequate knowledge of and experience in finance, to be assessed by the Board of Directors at the time of appointment.

None of the Committee members participate in the discussion of agenda items regarding individually the specific remuneration thereof. The Chair of the Board of Directors, the Chief Executive Officer and the members of the Board of Statutory Auditors may attend Committee meetings without voting rights (unless proposals relating to their remuneration are made at the meeting). When it seems appropriate in view of the subject matter dealt with, and in particular when examining the incentives underlying the Bank's and the Group's remuneration and incentive system, the Chair of the Control

and Risks Committee (or another member designated by him) shall be invited to attend the Committee's meetings. From time to time, the Chair may invite to Remuneration Committee meetings other members of the Board of Directors, the General Manager or other persons whose presence may help to improve the performance of the Committee's functions. In particular, the Chair invites the Chief Risk Officer to attend meetings at which incentive systems are discussed in order to ensure that these Systems take into account all of the risks assumed by the Company, using methods that are consistent with those used in managing risk for internal and regulatory purposes.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

Minutes of Committee meetings are taken by the Secretary of the Committee, in agreement with the Chair.

The Committee reports to the Board of Directors, at least every year, on the activities carried out. The Chair informs the Board of Directors of the activities carried out at the earliest convenient meeting. The Committee also responds to the Shareholders' Meeting in circumstances established by applicable law.

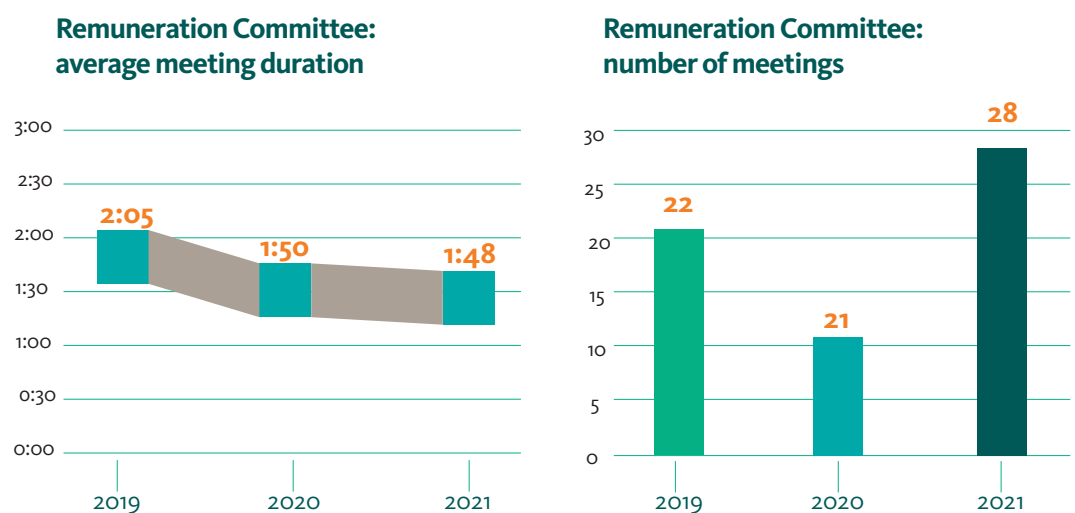
At the end of 2021 and at the date of approval of this Report, the Remuneration Committee was composed of the following three non-executive Directors, the majority of whom were independent:

- Maria Elena Cappello (Chair of the Committee);
- Roberto Giay;
- Elisa Valeriani¹²;

who possess adequate knowledge, skills and competence with regard to remuneration policies and practices and risk management and control activities.

Until the Shareholders' Meeting of 21 April 2021, the Remuneration Committee was composed of the following Directors: Mara Bernardini (Chair), Elisabetta Gualandri and Silvia Elisabetta Candini.

The Committee met 28 times in 2021 and the average duration of each meeting was about 1 hour and 48 minutes. In 2021, (i) a joint meeting was held with the Nomination and Corporate Governance Committee and (ii) a joint meeting was held with the Control and Risks Committee to discuss matters of common interest.



¹² Appointed as a member of the Committee on 8 July 2021, to replace Alessandra Ruzzu, who resigned as a Director on 20 May 2021.

The Committee meetings were always attended by at least one member of the Board of Statutory Auditors, with the exception of one meeting where the absence of members of the Board of Statutory Auditors was justified.

The Chair of the Committee has also invited the heads of relevant corporate functions to attend, with regard to the specific items of their pertinence, in order to provide appropriate details about specific matters on the agenda.

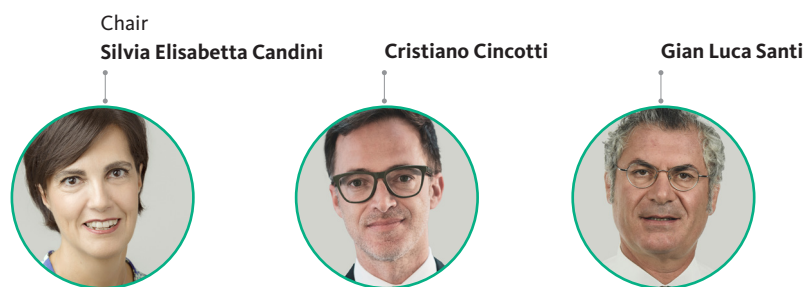
This was most frequently the case with the Chief Human Resource Officer, the Head of the Human Capital Strategy Function, the Head of the Planning and Control Department, the Chief Risk Officer, the Head of the Risk Governance Function and the Chief Strategy Officer.

In 2022, as at the date of the Board's approval of this Report, the Committee has held 4 meetings, out of a total of 14 scheduled meetings.

In the context of the aforementioned meetings, the Remuneration Committee, among other things, assisted the Board in examining proposals regarding:

- the Group's Remuneration Policies for 2021 and 2022, submitted for approval by the Shareholders' Meeting;
- the MBO Plans for financial years 2021 and 2022;
- the updating of the targets of the 2019-2021 LTI Plan and the framework of the 2022-2024 Long-Term Incentive Plan;
- the final balance of the results deriving from the application of the 2020 and 2021 MBO Plans and the 2019-2021 Long-Term Incentive Plan;
- the determination of the remuneration and severance pay for resources falling within the decision-making powers of the Board of Directors, including the General Manager and some Deputy General Managers;
- the total amount of remuneration to be paid to the Directors and Members of the Board of Statutory Auditors, to be submitted to the Shareholders' Meeting. The Committee also supported the Board of Directors in the allocation of the remuneration determined by the Shareholders' Meeting for 2021 and in determining the emoluments to be paid to Directors holding specific offices;
- the updating of the internal regulatory document that governs the general guidelines concerning the composition, appointment and remuneration of the members of the corporate bodies of the Subsidiaries of BPER Banca;

6.4 Nomination and Corporate Governance Committee



Following the appointment of the new Board of Directors by the Shareholders' Meeting of 21 April 2021, the Board of Directors, on 23 April 2021, set up an internal Nomination Committee. Subsequent-

ly, on 14 October 2021, the Board also entrusted the Nomination Committee with Corporate Governance responsibilities, consequently changing its name to "Nomination and Corporate Governance Committee".

The functioning of the Committee is governed by specific Operational Rules, most recently updated by the Board of Directors at the aforementioned meeting of 14 October 2021.

Pursuant to the Operational Rules, the Nomination and Corporate Governance Committee performs consultative, inquiry and propositional functions in support of the activities of the Board of Directors and, to the extent of its competence, the Executive Committee (where established). In particular, without prejudice to any further powers attributed to it by the applicable legislation, including corporate governance rules, the Committee is entrusted with the following tasks:

- a) support the Board of Directors in the prior identification of its qualitative and quantitative composition (and that of its Committees) considered optimal for the purposes of appointing Directors and in the subsequent phase of verifying the correspondence between this and the actual composition resulting from the appointment process;
- b) carry out preparatory activities for the purposes of verification by the Board of Directors that corporate representatives meet the requirements laid down by current legislation and supervisory provisions;
- c) provide a reasoned opinion to the Board of Directors on the revocation of Directors who no longer meet the requirements laid down by current regulations and supervisory instructions;
- d) express an advisory opinion on proposals for the appointment of members of the Executive Committee (where constituted);
- e) express an advisory opinion on proposals for the appointment of the Chief Executive Officer, General Manager and the other members of General Management, as identified pursuant to the Articles of Association;
- f) support the Board of Directors in preparing, updating, approving and implementing Plans aimed at ensuring the orderly succession in top management positions, in the event of termination of office or for any other reason, also verifying the existence of adequate procedures for the succession of top management;
- g) assist the Control and Risks Committee in the identification of candidates to be submitted to the Board of Directors for the appointment of heads of corporate control functions.
- h) support the Board of Directors in preparing the Report on corporate governance and ownership structure;
- i) monitor the development of national and international regulations and best practices on Corporate Governance, updating the Board of Directors in the presence of significant changes;
- j) verify the alignment of the Banking Group's corporate governance system with external regulations, with the recommendations of the codes of conduct to which the Bank declares its adherence and with national and international best practices, formulating proposals for the adjustment of the same to the Board of Directors, where it deems it necessary or appropriate;
- k) giving an opinion to the Board of Directors on the proposal of the Chair of the Board of Directors in relation to the adoption and updating of the engagement policy for the management of dialogue with the generality of shareholders, also taking into account the engagement policies adopted by Institutional Investors and Asset Managers;
- l) support the Board of Directors in the adoption and implementation of diversity policies, without prejudice to the obligations imposed by the laws and regulations, including secondary legislation and corporate governance rules, in force from time to time.

With reference to the Subsidiaries, the Committee is also called upon to express an opinion to the

Board of Directors on proposals for the appointment of candidates to the offices of (i) Director, including in the event of co-option; (ii) member(s) of the Executive Committee, where this body is provided for by the respective Articles of Association; (iii) Chief Executive Officer or Director, where these positions are provided for by the respective Articles of Association; (iv) General Manager, Deputy General Manager or similar positions provided for by the respective Articles of Association. In expressing this guidance, the Committee takes into account compliance with diversity objectives, without prejudice to the obligations imposed by the regulations, including secondary legislation and corporate governance rules, in force from time to time.

In the framework of the self-assessment processes of the composition and functioning of the Board of Directors and of the Executive Committee (if established), the Committee is in particular called upon to (i) make a proposal to the Chair of the Board of Directors regarding the external professional to be entrusted with the self-assessment process, also providing assessments concerning the characteristics of neutrality, objectivity and independence of the same; (ii) make a proposal to the Chair of the Board of Directors regarding the corporate functions to be entrusted with the conduct of the process, supporting the Chair in ensuring the adequacy and transparency of the self-assessment process; and (iii) assist the Board of Directors in the self-assessment process in accordance with the provisions of the internal regulations on the matter.

In order to carry out its functions, the Nomination and Corporate Governance Committee: cooperates with the other internal Committees of the Board of Directors, and in particular with the Remuneration Committee; is assisted by the competent corporate functions; has the right of access, through its Chair, to the necessary corporate information; has adequate resources at its disposal according to the decisions of the Board of Directors; may avail itself of the collaboration of experts, including external ones.

With regard to composition, pursuant to the Operational Rules, the Committee consists of three non-executive Directors, most of whom are independent. The Chair of the Committee is appointed from among the independent members. The members of the Committee must possess, collectively, knowledge, skills and competences appropriate to the tasks of the Committee.

The Chair of the Board of Directors, the Chief Executive Officer and the members of the Board of Statutory Auditors may attend Committee meetings without voting rights. From time to time, the Chair may invite to Remuneration Committee meetings other members of the Board of Directors, the General Manager or other persons whose presence may help to improve the performance of the Committee's functions.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

Minutes of Committee meetings are taken by the Secretary of the Committee, in agreement with the Chair.

The Committee reports annually to the Board of Directors on its overall activity. The Chair informs the Board of Directors of the activities carried at the earliest convenient meeting.

At the end of 2021 and at the date of approval of this Report, the Nomination and Corporate Governance Committee was composed of the following three non-executive Directors, the majority of whom were independent:

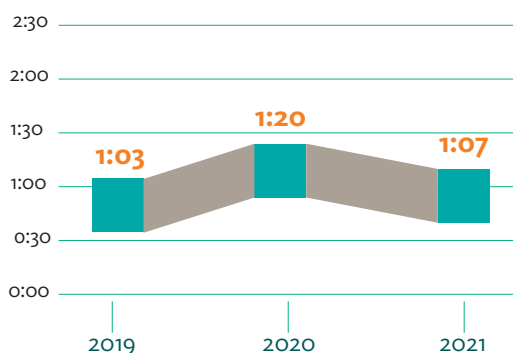
- Silvia Elisabetta Candini (Chair of the Committee);
- Cristiano Cincotti;
- Gian Luca Santi;

all possess the knowledge, skills and competences appropriate to the tasks of the Committee.

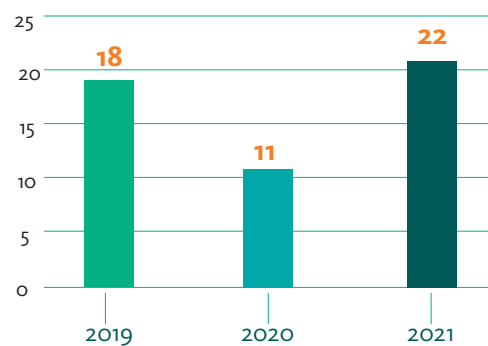
Until the Shareholders' Meeting of 21 April 2021, the Nomination Committee was composed of the following Directors: Massimo Belcredi (Chair), Mara Bernardini and Silvia Elisabetta Candini. For further information, please refer to the Corporate Governance and Ownership Structure Report for the year 2020, available on the Bank's website www.bper.it - Institutional > Governance > Documents

The Committee met 22 times during 2021 and the average duration of each meeting was about 1 hour and 7 minutes. In 2021, (i) a joint meeting was held with the Remuneration Committee and (ii) a joint meeting was held with the Control and Risks Committee to discuss matters of common interest.

Nomination and Corporate Governance Committee: average meeting duration



Nomination and Corporate Governance Committee: number of meetings



Committee meetings were always attended by at least one member of the Board of Statutory Auditors. In addition, the Chair of the Committee has also invited the heads of relevant corporate functions to attend the meetings, with regard to the specific items of their pertinence, in order to provide appropriate details about specific matters on the agenda. It was most frequently the case with the Chief Strategy Officer, the Chief Human Resource Officer and the Head of Corporate Governance and Corporate Advice.

In 2022, at the date of approval of this Report, the Committee held 3 meetings, out of a total of 13 meetings scheduled for the entire year.

In the context of the aforementioned meetings, the Nomination and Corporate Governance Committee, among other things, took action as follows:

- carried out inquiries activities regarding the verification of suitability (so-called "Fit & Proper assessment") and the verification of the absence of situations of incompatibility pursuant to the interlocking legislation, both with reference to the Corporate Officers appointed by the Shareholders' Meetings of 21 April and 23 June 2021, and in relation to changes and/or events that have occurred affecting some Officers;
- carried out the activities related to the self-assessment processes conducted in 2021 and in the early months of 2022, supporting the Chair of the Board of Directors on the adequacy and transparency of the process, as well as on the choice of the external professional to be appointed;
- expressed its opinion on the "Guidelines for Shareholders on the qualitative and quantitative composition of the Board of Directors", in view of the renewal of the Administrative Body for the three-year period 2021-2023 and, subsequently, supported the Board of Directors for the purpose of

verifying the correspondence of its qualitative and quantitative composition with that identified as optimal within the aforementioned Guidelines;

- assisted the Control and Risks Committee in the identification of candidates to be submitted to the Board of Directors for the appointment of heads of corporate control functions;
- carried out inquiries activities for the purposes of updating the internal regulatory document that governs the general guidelines concerning the composition, appointment and remuneration of the members of the Corporate Bodies of the Subsidiaries of BPER Banca;
- supported the Board of Directors in approving the “*Engagement Policy*”, expressing its opinion;
- launched its evaluations in relation to the adoption of a Policy to ensure the adequate diversification of the administrative and control bodies of the Bank (so-called “Diversity Policy”);
- examined the Recommendations of the Corporate Governance Committee for financial year 2022, and made the relevant proposals to the Board of Directors.

6.5 Sustainability Committee



On 14 October 2021, the Board of Directors set up an internal Sustainability Committee to support the Board's activities in the field of sustainability, with an impact on all the processes, structures and corporate controls through which the Bank guarantees, in compliance with Principle I of the Corporate Governance Code and the principles drawn up by the competent international Bodies, the pursuit of sustainable development, with particular reference to environmental, social and governance issues.

In particular, pursuant to the relevant Operational Rules, approved by the Board of Directors at the same meeting held on 14 October 2021, and without prejudice to any further powers attributed to it by the applicable legislation, including corporate governance rules, the Committee is entrusted with the following tasks:

- a) examining and assessing, at least once a year, the contents of the Group's sustainability policy as well as its ability to guarantee, through constant dialogue with all stakeholders, the achievement of sustainable development objectives;
- b) examining and assessing other policies, final reports and reports - especially the Consolidated Non-Financial Statement - prepared by the corporate functions in charge of controlling and overseeing sustainability issues, in particular the (managerial) Sustainability Committee and the ESG Strategy Office, as well as any reports from the Chief Executive Officer concerning problems and critical issues that have emerged in the performance of his activities or of which he has become aware;
- c) assessing the Bank's positioning within sustainability metrics, indices and market benchmarks;
- d) monitoring relevant initiatives (forums, associations, research and analysis events) organised at international and domestic level in order to promote and strengthen awareness of sustainability issues, also assessing, on the basis of their relevance and effectiveness, the degree of involvement of the Bank in achieving sustainable development objectives;

- e) monitoring initiatives and programmes aimed at disseminating, throughout the Bank's organisational structure, the culture of sustainability and the awareness, on the part of its resources, of the need to pursue sustainable development;
- f) assessing technological, environmental, social, economic, political and geopolitical scenarios and macro-trends that are likely to have a significant impact on society as a whole in the long term and, in turn, on the Bank's corporate purpose and the way it relates to society;
- g) promoting and/or supporting initiatives aimed at analysing these scenarios.

In order to carry out its functions, the Committee: cooperates with the other internal Committees of the Board of Directors; is assisted by the competent corporate functions; has the right of access, through its Chair, to the necessary corporate information; has adequate resources at its disposal according to the decisions of the Board of Directors; may avail itself of the collaboration of experts, including external ones.

Pursuant to the Operational Rules, the Committee consists of a minimum of three and a maximum of five non-executive Directors, the majority of whom are independent. The Chair of the Committee is appointed from among the independent members. At least one member of the Committee must have adequate experience and knowledge, to be assessed by the Board of Directors at the time of appointment, on the subject of sustainability.

The Chair of the Board of Directors (if not already a member), the Chief Executive Officer and the members of the Board of Statutory Auditors may also attend meetings without voting rights. Furthermore, the Chair may invite other members of the Board of Directors, the General Manager and representatives of the competent corporate functions or other persons whose presence may help the Committee to carry out its activities.

On the Chair's proposal, the Committee appoints a Secretary, who need not be one of its members.

Minutes of Committee meetings are taken by the Secretary of the Committee, in agreement with the Chair.

The Committee reports annually to the Board of Directors on its overall activity. Furthermore, the Chair informs the Board of Directors of the activities carried out by the Committee at the earliest convenient meeting.

At the end of the 2021 financial year and at the date of approval of this Report, the Sustainability Committee was composed of the following three non-executive Directors, the majority of whom were independent:

- Flavia Mazzarella (Chair of the Committee);
- Riccardo Barbieri;
- Elisa Valeriani.

The Committee met 3 times during 2021 and the average duration of each meeting was about 1 hour and 1 minute.

In 2021, two meetings were held jointly with the Board of Statutory Auditors and the Control and Risks Committee, to examine topics of common interest.

Committee meetings were always attended by at least one member of the Board of Statutory Auditors. In addition, the Committee has also invited the heads of relevant corporate functions to attend in order to provide appropriate details about specific matters on the agenda. In particular, the head of the ESG Strategy Office attended all meetings; the Chief Risk Officer and the Head of the Risk Governance Function each attended one meeting.

In 2022, two meetings have already been held as at the date of approval of this Report. At present, no further meetings of the Committee have been scheduled.

At these meetings, the Committee has, among other things:

- examined the content of the "Action Plan for Environmental and Climate Risk Management" (subsequently submitted to the Board for approval) as well as the Materiality Matrix relating to the 2021 consolidated sustainability report;
- examined a draft agreement for the granting of honour loans to university students, aimed at obtaining a "double degree" at a foreign University, also with a view to the Bank's assessment of subsequent employment;
- examined the set of indicators and corrective measures proposed for the development of short and long-term incentive plans, with particular regard to the ESG components;
- evaluated the inclusion in the next Business Plan of a youth empowerment project with the aim of putting young people at the centre of a journey that sees them as active subjects of the community.



7. Self-assessment and succession of Directors

Pursuant to the Supervisory Provisions and on the basis of its own Operating Rules, the Board of Directors carries out the self-assessment process on an annual basis, with the aim of:

- ensuring verification of proper and effective functioning of the Body and of its adequate composition;
- guaranteeing essential respect of the Supervisory Instructions and the objectives they intend to achieve;
- encouraging updates of the internal regulations governing the Body's functioning, in order to ensure their suitability, also in light of changes due to the evolution of activities and of the operating context;
- identifying the main points of weakness, promoting discussion within the Body and defining the corrective measures to be adopted;
- strengthening the relationships of collaboration and trust between the individual members and, in particular, between the Non-Executive Members and the Executive Members;
- encouraging active participation by the individual Members, ensuring full awareness of the specific role covered by each of them and the related responsibilities.

At least once every three years, during the last year of the Board's term of office and before the start of the consequent renewal process, the self-assessment is also aimed at allowing the definition of the optimal qualitative and quantitative composition to be brought to the attention of the Shareholders so that the choice of candidates can take into account the required professionalism, as well as to verify its compliance with the actual composition resulting from the appointments.

Moreover, taking into account the recommendations contained in the Supervisory Instructions applicable to banks of greater size or operational complexity, the self-assessment process is normally conducted, in any event at least once every three years, with the assistance of an external professional capable of ensuring independent judgement.

With particular reference to financial year 2021, the self-assessment process (the "Self-Assessment Process" or the "Process") was carried out with the help of the external advisor Korn Ferry and focused on the self-assessment of the Board of Directors and its Committees.

The Process involved the administration, by the advisor, of an online questionnaire, and the subsequent carrying out, again by Korn Ferry, of individual interviews with all members of the Board of Directors. A Report containing the results of the Self-Assessment Process and a summary of the main findings that emerged, with an indication of the main strengths and weaknesses, was therefore prepared by the aforementioned advisor in an anonymous and aggregate form.

From the aforementioned 2021 Self-Assessment Process, a positive opinion emerged of the overall adequacy of the Bank's governance both as regards the functioning of the Board of Directors and its

Committees and as regards the qualitative and quantitative composition of the aforementioned Bodies. This is in line with the provisions of the Supervisory Instructions and the Corporate Governance Code as well as with the reference best practices.

Without prejudice to the aforementioned positive opinion, in order to ensure constant growth of the Company's governance, some areas for improvement have been identified. These are mainly aimed at further strengthening the strategic supervisory role of the Board of Directors, including through the implementation of training activities dedicated to the in-depth study of issues of particular relevance and strategic and organisational importance and the further increase, at all levels of the company organisation, of attention to ESG profiles and compliance with Diversity & Inclusion policies and objectives.

For the sake of completeness, it should be noted that during 2021 and in view of the renewal of the Board of Directors by the Shareholders' Meeting of 21 April 2021, the outgoing Board of Directors had conducted the self-assessment process with the assistance of Crisci & Partners. The results of this self-assessment were included in the Report on Corporate Governance and Ownership Structure for the 2020 financial year, published on the website www.bper.it - Institutional > Governance > Documents.

The results of the self-assessment process carried out at the beginning of 2021 were also taken into account for the purposes of the approval, by the outgoing Board, of the document "*Guidelines for Shareholders on the qualitative and quantitative composition of the Board of Directors*", published well in advance, on 11 March 2021, on the website www.bper.it - Institutional > Governance > Shareholders' Meeting, in view of the Shareholders' Meeting of 21 April 2021. In the report of the Board of Directors to the aforesaid Shareholders' Meeting on the item on the agenda relating to the appointment of the Board of Directors, those who had submitted a list containing a number of candidates exceeding half of the members to be elected were also requested to provide adequate information on the compliance of the list with the orientation expressed by the Board, as well as to indicate their own candidate for the office to Chair of the Board.

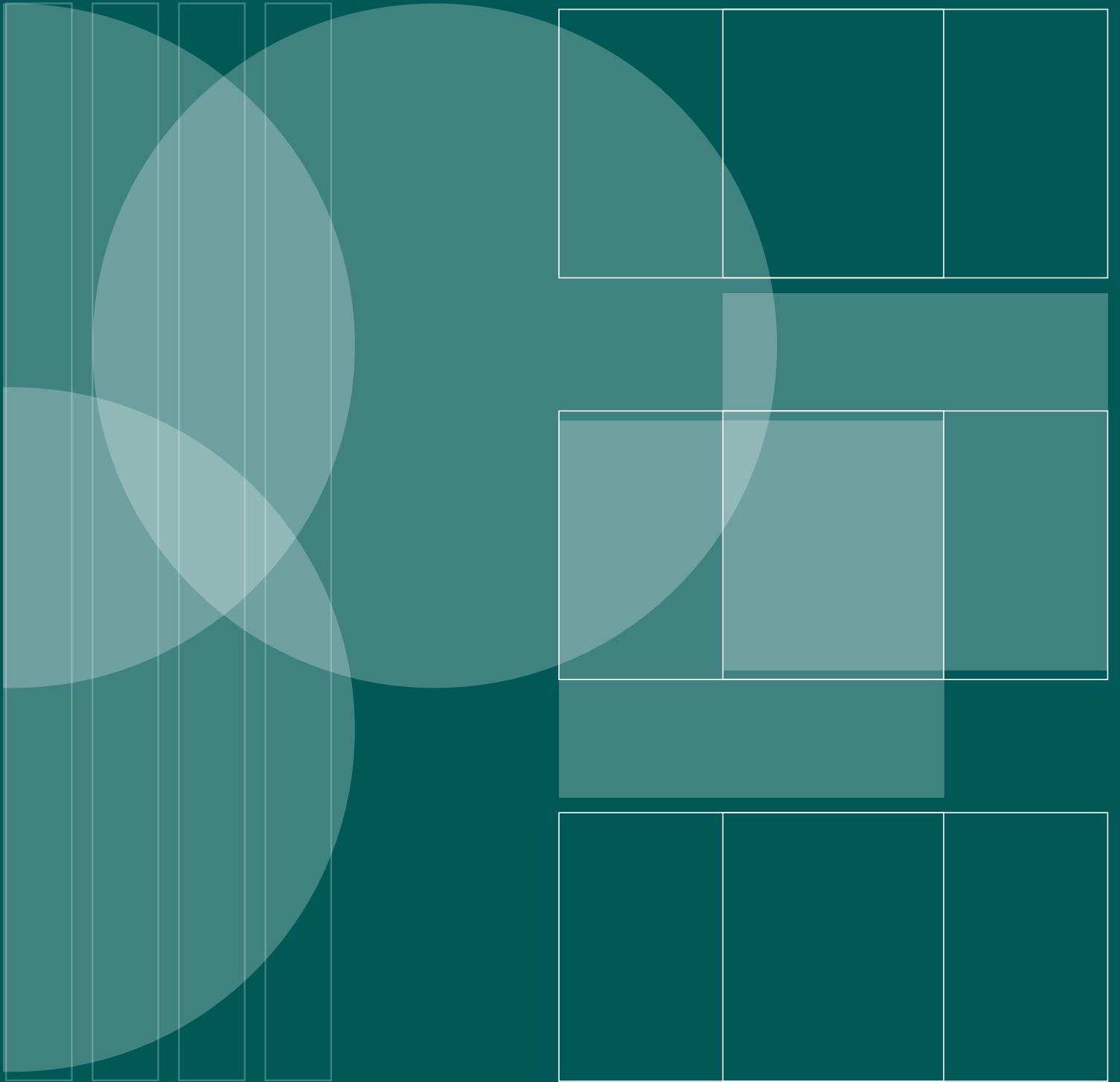
With regard to succession plans, in 2018 the Board of Directors then in office, with the support of the Nomination Committee, adopted Plans for the succession of the Chief Executive Officer and the General Manager, subsequently updated, by the same Board of Directors, in early 2019 (the "Succession Plans" or the "Plans").

The main objective of these succession plans is to ensure the orderly continuity of the company and to avoid possible economic and reputational repercussions in the event of the sudden termination of the Chief Executive Officer and/or the General Manager or, for the latter only, in connection with the scheduled expiry of his office.

For the purposes of the foregoing, the Plans, without prejudice to the applicable provisions of the Articles of Association and regulatory framework, shall govern the procedures for carrying out the replacement and the criteria for selecting possible candidates for the replacement, providing - for the Chief Executive Officer - for the following phases: (i) pre-definition of the ideal profile; (ii) post termination: assessment of the ideal profile and identification of a long-list of candidates (internal and external) by the Nomination and Corporate Governance Committee; (iii) review of the ideal profile and the long-list by the Board of Directors and identification of a short-list; (iv) on the basis of the short-list, one-to-one meetings with possible candidates; (v) meeting of the Nomination and Corporate Governance Committee and, to the extent of their competence, of the Remuneration Committee, to examine the results of the interviews and the profiles relating to remuneration; (vi) final decision by the Board of Directors. As regards the General Manager, the steps are essentially the same, with some differences linked to the possible involvement of the Chief Executive Officer in the inquiry process and longer timeframes, on the assumption that, in the event of a change of General Manager, the Bank would not be deprived tout court of the figure of the "head of the company".

Having said this, in light of (i) the changed structure of the Articles of Association, which no longer provides for the co-option mechanism; (ii) the appointment of the new Board of Directors (iii) the recent amendments to the Supervisory Instructions, which now require Succession Plans to be extended to the Chair of the Board of Directors as well, the Company intends to review the overall structure of the succession plans for top management positions (Chair, Chief Executive Officer and General Manager) during 2022, with the support of the Nomination and Corporate Governance Committee.

As for top management in general, the Company has set up a circular process for succession planning, which is still in an evolutionary phase. This process, which was brought to the attention of the Nomination and Corporate Governance Committee in July 2021, involves the following steps: (i) mapping of the target roles and profiling of candidates; (ii) assessment of the roles and profiling by an assessment committee composed of Senior Executives; (iii) drafting of a plan of hypotheses of replacements by the Chief Human Resource Officer, including any suggestions in relation to resources to be sought externally; (iv) validation of the overall framework of the hypotheses of replacements by the assessment committee, with confirmation of the internal development plans or any positions for which to search externally. With respect to the above, there are also *ad hoc* provisions with reference to the selection and appointment process of corporate control functions. The development of these processes and - more generally - the issue of adequate management of the succession of top management is under consideration by the competent corporate functions which, when necessary or appropriate, report to the competent corporate bodies.



8. Remuneration of Directors

Information on remuneration policies can be found in the Reports on Remuneration Policy and Remuneration Paid drawn up pursuant to Article 123-ter of the Consolidated Finance Act (the "Remuneration Reports") and published on the website www.bper.it - Institutional > Governance > Shareholders' Meeting, to which full reference is made.

Remuneration policies

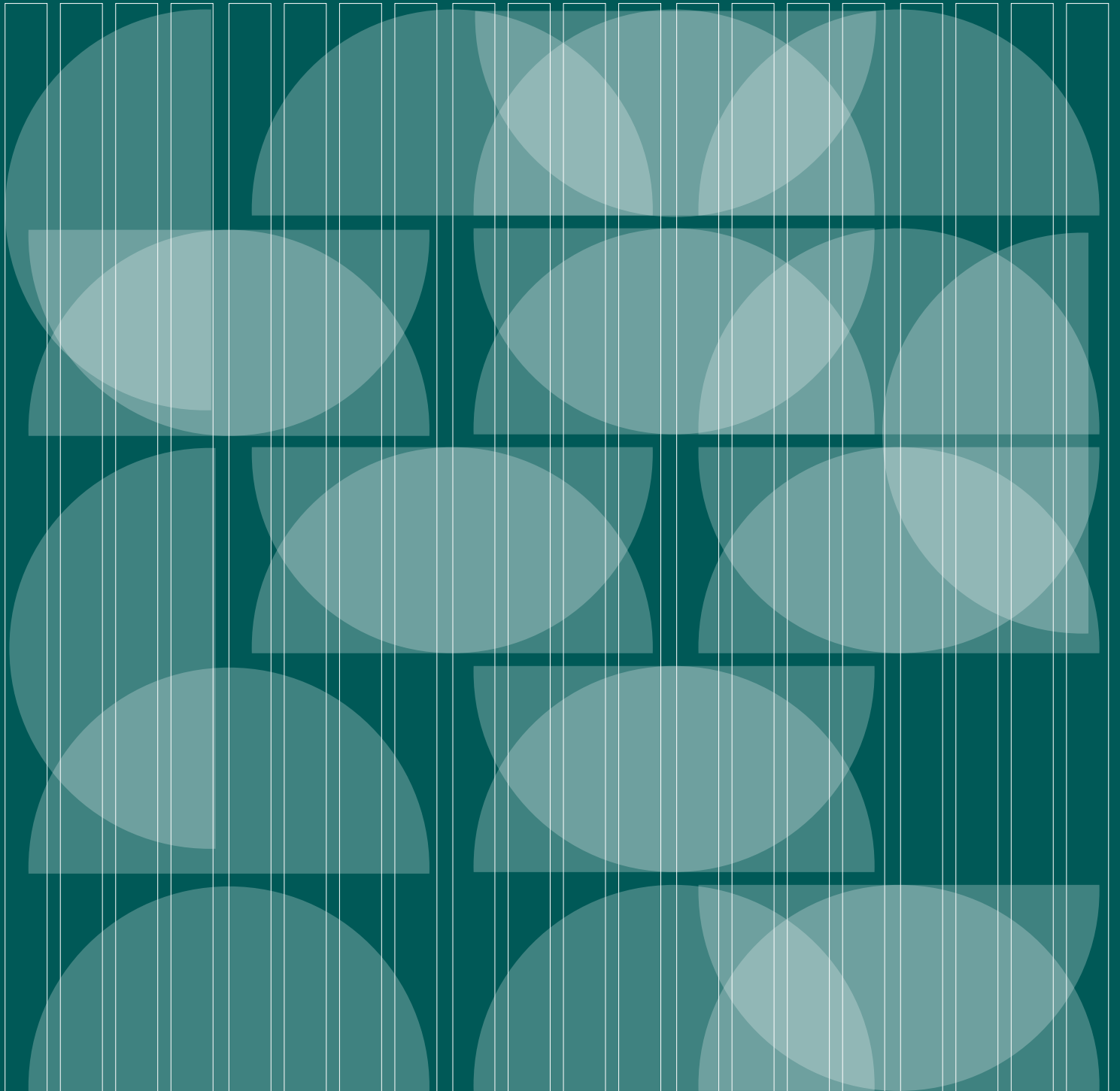
In particular, the policy for the remuneration of Directors, Statutory Auditors and top management for financial year 2021 is described in Section I of the Remuneration Report published for the Shareholders' Meeting of 21 April 2021. This section provides information on, *inter alia*: (i) the governance of remuneration and incentive policies (indicating the functions and Bodies involved in this process); (ii) the identification of the material risk takers; (iii) the principles and objectives of the remuneration Policy, also with regard to the functionality of the Policy itself with respect to the pursuit of sustainable success and the ability to attract, retain and motivate persons with the necessary skills and professionalism; (iv) on market practices and the use of external consultants; (v) on the recipients of remuneration policies; (vi) on the remuneration of corporate bodies, distinguishing, *inter alia*, between members of the Board of Directors of the Committees; executive members and (vii), more specifically, on the remuneration policy, concerning, *inter alia* (i) the relationship between variable and fixed remuneration; the different components of variable remuneration (based on financial instruments); the remuneration of the Chief Executive Officer and General Manager; the short-term variable incentive system - MBO, the long-term variable incentive system - LTI Plan (and the related claw-back clauses); the remuneration of the most relevant Personnel and the Remuneration of the control functions; (viii) non-competition agreements and severance pay.

Similar information is contained, with reference to the 2022 financial year, in the Remuneration Report submitted for approval to the Shareholders' Meeting called to approve the financial statements for 2021.

Remuneration for 2021

Remuneration for 2021 is described in Section II of the Remuneration Report submitted for approval to the Shareholders' Meeting convened to approve the financial statements for the year 2021, which also contains information on how the remuneration policies approved by the Shareholders' Meeting with reference to the year 2021 were implemented and the severance indemnities and/or other benefits paid during the year.

For information concerning the Remuneration Committee, please refer to Section 6.3.



9. Internal Control and Risk Management System

The "Internal Control System" is the set of rules, functions, structures, resources, processes and procedures aimed at ensuring that the company's activities are aligned with predefined internal standards and practices.

At Group level, this System is structured in order to allow the Parent Company to carry out, also within the scope of its management and coordination activities of the Group Companies:

- strategic control of the business performance of Legal Entities and of their policies of acquisition and disposal;
- management control designed to ensure that the economic, financial and capital equilibrium of the individual companies and of the Group as a whole is maintained;
- technical and operational control aimed at assessing the various risk profiles brought to the Group by the individual subsidiaries and the Group's overall risk.

The BPER Group's Internal Control System is designed to take account of the business specifics of each Group company in compliance with the following criteria:

- proportionality in the application of rules according to size and operations;
- gradual and progressive transfer to more advanced methodologies and processes for measuring risk and the capital that is available as a result;
- unity in the definition of the approaches used by the various functions foreseen in the Group's organisational system;
- effectiveness and efficiency in risk management.

The principles of BPER Group's Internal Control System, the roles of the Bodies and Control Functions involved, the methods of coordination and collaboration and the information flows exchanged between the Functions and between these and the Corporate Bodies, both of the Parent Company and of the Group Companies, are governed by the document "Group Guidelines - Internal Control System", approved by the Board of Directors.

The Board of Directors of the Parent Company, with the support of the Control and Risks Committee, defines and approves the internal control system of the Parent Company and the Group, assessing its consistency with the strategic guidelines and risk appetite established in the Risk Appetite Framework (RAF) and its capacity to discern the various types of risk as they evolve and interact. The Board of Directors defines and approves the risk objectives, the risk tolerance and risk capacity thresholds and the risk governance process.

The internal control system is designed, implemented and evaluated with reference to the "Group Risk Map" (hereinafter "Risk Map") that identifies the potential risks to which the Group is or might be exposed.

The Supervisory Instructions provide for banks to independently and accurately identify major Pillar 1 and Pillar 2 risks which they are or could be exposed to, taking account of their operations and reference markets¹¹.

This activity is the result of an integrated and continuous reconnaissance process carried out at a centralised level by the Parent Company which, if deemed necessary in relation to the evolution and/or changes in the business model, also provides for the involvement of the single legal entities included in the Group's scope of consolidation, in order to enhance their role in relation to the individual operational specifics.

BPER Group recognises the importance of the Risk Map to operations and risk governance and has made it a key feature of its internal control system.

The risk identification process forms a basis for regular updates to the "Group Risk Map", prepared by the Risk Management function, which explains the Bank's position with respect to first and second pillar¹² risks, from both a current and future perspective, in order to anticipate any risks that could impact on the Group's operations or those of the respective legal entities, recognising the value of this document in terms of risk management and governance. The Group Risk Map document was presented to the Control and Risks Committee on 19 January, to the Board of Statutory Auditors on 20 January and to the Board of Directors on 21 January 2021.

In line with the Supervisory Instructions, the following levels of control have been identified within the Group's "Internal Control System"¹³:

- Third-level controls:
 - Internal Audit Department;
- Second-level controls "Risk and compliance controls":
 - Anti-Money Laundering Function;
 - Compliance Function;
 - Risk Management Function;
 - Validation Function;
- First-level controls:
 - Line controls placed in the Group's processes and organisational units.

In addition to the levels of control laid down by the Supervisory Regulations, the corporate governance regulations necessitate the allocation of control duties also to specific functions other than corporate control functions - or to board committees - the activities of which are consistent with the Internal Control System.

Specifically, the control functions identified within the Group are:

- Supervisory Body pursuant to Italian Legislative Decree 231/2001;
- the Manager in charge of financial reporting.

It is also worth mentioning the role of the Control and Risks Committee, a board committee set up within the Parent Company and in the Group's listed banks.

The Control Functions are independent and organisationally distinct from the risk-taking functions.

¹¹ Bank of Italy Circular no. 285/13, Title III - Chapter 1.

¹² Bank of Italy Circular no. 285/13, Title III - Chapter 1 - Attachment D.

¹³ Bank of Italy Circular 285/13 classifies the Internal Audit, Anti-Money Laundering, Compliance, Risk Management and Validation Functions as "Corporate Control Functions".

The Group's Internal Control System establishes the centralisation in the Parent Company of the second and third level Control Functions of the Group Companies under Italian law through the activation of outsourcing contracts.

Exceptions to the model are allowed for Group companies based abroad or for those which, due to specific business characteristics, require dedicated control functions.

The "*Risk Appetite Statement of the BPER Group*" and the policies for governing individual risks together make up the Group's Risk Appetite Framework (RAF), which represents a strategic tool for guiding the synergetic governance of strategic planning and risk control and management activities, the key principles of which are formalised and approved by the Parent Bank, which periodically reviews them to ensure that they are in line with strategic guidelines, the business model and the regulatory requirements in force from inforce at any given time. The RAF provides "the frame of reference that, in line with the maximum assumable risk, defines the business model and strategic plan, risk appetite, tolerance thresholds, risk limits, risk management policies and the key processes needed to define and implement them". The RAF also represents a coordinated set of methodologies, processes, policies, controls and systems used by the Group to establish, communicate and monitor its risk appetite. The framework identifies the risk appetite, risk tolerance and operating limits, under both normal and stressed conditions, that the Group intends to adopt in the pursuit of its strategies, defining the various levels with reference to the maximum acceptable risk (risk capacity).

During 2021, the Risk Appetite Statement was presented to the Control and Risks Committee and the Board of Statutory Auditors on 15 March, to the Board of Directors on 16 March and subsequently: on 5 July 2021, to the Board of Statutory Auditors; on 6 July, to the Control and Risks Committee and on 8 July 2021 to the Board of Directors.

In order to ensure effective and pervasive transmission of the risk targets, the Group sets its overall risk appetite, establishing operational and exposure risk limits that govern the operations of the organisational structures to which they are assigned (so-called "risk takers"), in a structured framework consistent with the policies for the governance and control of individual risks, to which reference is made.

The activities comprising the process are updated annually, or more frequently, and whenever necessary following changes in the internal or external conditions.

The periodic monitoring and management of exceeded limits includes checking the trends in the actual RAF parameters (risk profile) at Group level with respect to the established risk appetite. When the limits defined for the various RAF parameters are exceeded to a significant extent, a process of assessment, escalation and communication involving various corporate bodies is activated, depending on the type of parameter and the nature and extent of the breach. The limits are specified in each risk governance policy (third-level RAF parameters) and the procedures for monitoring and managing them are also specified in those policies.

During 2021, the results of the periodic (quarterly) monitoring were presented: to the Control and Risks Committee on 2 February, 18 May, 7 September and 23 November; to the Board of Statutory Auditors on 1 February, 8 September and 23 November; to the Board of Directors on 3 February, 20 May, 9 September and 25 November.

Therefore, the RAF takes on the importance of a management tool that not only permits concrete application of the regulations, but also makes it possible to activate synergistic governance of the

planning, control and risk management activities. It is also a key element to:

- strengthen the ability to govern business risks, facilitating the development and dissemination of an integrated risk culture;
- ensure alignment between strategic guidelines and the levels of risk assumed, through the formalisation of consistent objectives and limits;
- develop a quick and effective system of monitoring and reporting the risk profile taken on.

In line with the RAF defined by the Parent Company, for each risk identified as significant, the Board of Directors of the Parent Company sets, with a special "governance policy":

- the risk appetite;
- the related risk exposure limits;
- the "risk taking and mitigation process";
- the "risk management process".

The "risk taking and mitigation process" is the set of operational actions during which decisions are taken that affect the level of risk exposure for the Bank and the controls exercised through appropriate governance, control and risk management activities, in line with the risk governance policies and the RAF.

The "risk management process" comprises the set of rules, procedures and resources dedicated to identifying, measuring or assessing, monitoring, mitigating and communicating the risks to the appropriate levels, as well as to monitoring the exposure and operational limits and the related reporting.

The Board of Directors:

- approves annually – after consultation with the Board of Statutory Auditors, the Control and Risks Committee and the Chief Executive Officer – the Audit Plan and the Second Level Control Functions;
- receives, either directly or through the CEO, the information flows required to gain full awareness of the various risk factors and the ability to govern them, in order to plan and implement interventions to ensure the compliance and adequacy of the Internal Control System.
- is the recipient, together with the Board of Statutory Auditors, the Control and Risks Committee and the Chief Executive Officer, of reports drawn up by the Control Functions.

On an annual basis, the Parent Company sends the Internal Audit report to the Supervisory Authorities, which contains: (i) the Internal Audit checks and findings on the Parent Company and Group Companies; (ii) the shortcomings and related corrective actions to monitor the Internal Control System.

The Internal Audit Function also prepares an "Overall assessment of Internal Control Systems", which capitalises on the results of the activities carried out by the Control Functions.

Starting from 1 January 2016, the Parent Company implemented a whistleblowing system, structured in such a way as to guarantee the following obligations in accordance with the Supervisory Provisions:

- the transmission, receipt, examination and evaluation of reports of any unlawful conduct concerning violations of rules governing banking activities pursuant to Article 10 of the Consolidated Law on Banking (acceptance of deposits from the public, lending) and financial activities, as well as voluntarily extending the scope of the institution, fraud against one or more Group companies. Specific, dedicated and independent channels other than ordinary reporting lines are provided for the transmission of such reports. In addition, in consideration of the regulatory changes that occurred subsequently, the Whistleblowing system has also been extended to violations relating

- to market abuse and the fight against money laundering and terrorist financing;
- the confidentiality and protection of the personal data belonging to the whistleblower reporting person and the person being reported;
- protection against retaliation or discrimination against the whistleblower.

The Whistleblowing System does not amend or abolish, but rather supplements, the internal reporting procedures already applied within the Group in relation to specific sectors, the value of which, therefore, is unaltered and confirmed.

The function responsible for handling the reports was identified as the Internal Audit Department. The Chief Audit Officer has been identified as the Head of the Internal Reporting System.

Arca Fondi SGR S.p.A. maintains centralised management of the Whistleblowing reporting system and identifies the person responsible for Whistleblowing as the Head of the Internal Audit Function.

In 2021, the Parent Company did not receive any reports of concrete relevance through the Whistleblowing channel.

Financial reporting process - Existing risk management and internal control systems

We illustrate below the "main characteristics of risk management and internal control systems in relation to the financial reporting process", according to art. 123-bis, paragraph 2, letter b) of the Consolidated Finance Act.

Premise

The "Group Guidelines - System of Internal Controls" assign: (i) to the Manager in charge of preparing the Company's financial reports, the task of governing and supervising the "Disclosure Control Model"; and (ii) the Financial Information Monitoring Function, an organisational structure reporting directly to the Manager in charge of financial reporting, the design, implementation and maintenance of the "Financial Reporting Control Model" to be applied to the Parent Company and, with reference to the procedures for preparing the consolidated financial statements, to the banks and all subsidiaries (including those not belonging to the Banking Group).

The Financial Reporting Control Model is a set of requirements to be met for proper management and control over the risk of unintentional errors and fraud in financial reports and consists of the following documents:

- Policy di Gruppo per il governo dei rischi di errori non intenzionali e di frodi nell'informativa finanziaria (high level legislative source);
- Regolamento della Funzione del Dirigente preposto alla redazione dei documenti contabili societari (high level legislative source);
- Methodological note on the macro process Policy di Gruppo per il governo dei rischi di errori non intenzionali e di frodi nell'informativa finanziaria (high level atypical source).

The Policy di Gruppo per il governo dei rischi di errori non intenzionali e di frodi nell'informativa finanziaria, approved by the Board of Directors of the Parent Company, on the basis of the "Group Guidelines - System of Internal Controls", defines the roles and responsibilities of the corporate bodies and organisational units involved in the governance (assumption and management) of financial reporting risks at Group level. The Methodological Note related to the macro process "Management of the risk of unintentional errors and fraud in financial reports" regulates the methods and procedures adopted in risk assumption and control activities. These activities and methodologies complement the process

of governing the risk of unintentional errors and fraud in financial reporting.

With reference to the Financial Reporting Control Model, it should be noted that the high level sources are in the process of being updated to take account of the new organisational structure adopted to monitor the Group's financial reporting, as well as the new responsibilities assigned and the enlarged corporate perimeter.

Description of the main characteristics of risk management and internal control system in relation to the financial reporting process.

Consistent with the "*Linee Guida di Gruppo - Sistema dei Controlli Interni*" and with the RAF defined by the Parent Company, the management of the risk of unintentional errors and fraud in financial reporting can be broken down into the following components:

- a) the risk targets (or risk appetite) and risk tolerance;
- b) the related risk exposure and operational limits;
- c) the risk taking process;
- d) the risk management process.

* * * * *

a) The risk appetite

Based on the Risk Appetite Statement, the risk of unintentional errors and fraud in financial reporting has the characteristics of a pure risk that is difficult to measure. For this reason, the Group's risk appetite for this category of risks is nil. Despite having concluded that the risk appetite is nil, the Group recognises that the risks falling into this category could arise for reasons beyond its control or due to factors that do not depend on its ability to operate according to the principles outlined.

With the objective of keeping the causes and occurrence of errors pertaining to this category under adequate control, the Group has a specific governance model (processes and procedures that set out specific roles and responsibilities) that facilitate an adequate management of the risk of unintentional errors and fraud in financial reports. In particular, such devices envisage that this risk is:

- identified;
- assessed;
- monitored continuously;
- mitigated;
- reported to appropriate levels of management.

The Group deemed that the risk tolerance was not nil for the risks pertaining to the above category and undertook to continuously maintain and align its governance model and to assess, based on the risk profile arising from over time, as well as any other significant information, the most appropriate mitigating actions aimed at minimising and, if possible, eliminating the current or potential exposure to such risks.

Accordingly, based on the Risk Appetite Statement, the overall risk tolerance related to the risk of unintentional errors and fraud in BPER Group's financial reporting is not nil and is categorised within the first two levels of the grading scale of the overall model for the adequacy and effective application of the accounting and administrative procedures (graded as positive or partially positive).

In the event that the measurement of the risk of unintentional errors and fraud in financial reports falls within the remaining two levels of the grading scale, resulting in the risk tolerance having been exceeded, the Chief Executive Officer has to adopt the necessary action, also with the support of the Parent Company's Risk Committee, which increases as the grading gets worse, in order to:

- address and - together with the Organisation Department - take the action needed to rapidly bring the level of risk to below the official tolerance threshold;
- promptly and appropriately inform the Risks Committee, the Control and Risks Committee, the Board of Directors and the Board of Statutory Auditors.

b) Exposure and operational limits

Due to the fact that the risk of unintentional errors and fraud in financial reports is difficult to measure, no specific risk limits have been set.

c) Risk assumption and mitigation

The risk assumption and mitigation process is a series of activities whereby decisions have to be taken that affect the level of the Group's exposure to current (risk profile) and desired (risk appetite) risks, in compliance with the established risk appetite framework.

The risk of unintentional errors and fraud in financial reports is not deliberately taken on by the Bank, but is a consequence of decisions taken in relation thereto, to which it is intrinsically linked.

d) Risk management

Risk management in financial reporting is entrusted to the Financial Information Monitoring Function which, in the exercise of the tasks assigned to it, is vested with the powers deriving from the Manager in charge of preparing the Company's financial reports and which makes use of its own organisational structures reporting directly to it.

Management includes the set of rules, procedures and resources aimed at identifying, measuring or assessing, monitoring, mitigating and communicating to the appropriate management levels this type of risk; it also includes reporting, including the identification of plausible risk responses in view of the identified risk profile and their dissemination to the different organisational levels concerned.

In particular, risk management is divided into:

- (i) definition and updating of methodologies, processes and reporting;
- (ii) annual planning of activities. This process comprises the identification of the activities and the types of resources available, the selection of the sub-processes most at risk, the identification of the tests to be performed and the identification of the activities/tests to be performed by type of resource;
- (iii) the identification of risk, which comprises:
 - a. the identification of the sources of risk generation. In this regard, the "*risk of unintentional errors and fraud in financial reports*" is split into the following two components:
 - i. risk of unintentional error: the risk of material errors in the financial statements due to unintentional actions or omissions deriving from inadequate or dysfunctional procedures, human resources or internal systems, or from external events;
 - ii. risk of fraud: the risk of significant errors in the financial statements made intentionally in order to obtain an unfair or illegal advantage as a consequence of false financial reporting; the risk of fraud includes the "risk of misappropriation of goods and assets".

Within this sub-process, account is also taken of the "administrative-accounting" sphere (pursuant to Article 154-*bis* of the Consolidated Finance Act), relating it to certain corporate processes with a greater impact on financial reporting. Based on this definition and taking into account the types of risk exposure mentioned previously, the risk of unintentional errors and fraud in financial reports can be generated in "administrative and accounting" processes only to a limited extent. This includes all the activity of setting up, and constantly updating, the

- processes with the greatest impact on financial reporting, in order to represent activities, risks, and accounting controls, as well as to produce, in an automatic and direct manner, a logical process sequence to subsequently verify the adequacy and effective enforcement;
- b. Identification of the companies included in the scope of consolidation, items of the financial statements and significant accounting statements. This phase identifies significant subsidiaries, whether or not they are part of the Banking Group, significant financial statement items and significant accounting statements;
 - c. the preparation and dissemination of regulatory alerts, through the continuous monitoring of updates to external regulations and of relevant transposition of provisions relating to issues relating to the Manager in charge of financial reporting, as well as to financial statements and accounting standards.

(iv) Assessment

The assessment model developed internally (known as the Control Self-Assessment or CSA) is designed to give each administrative and accounting process a separate assessment of:

- process adequacy: the aim is to analyse the organisational variables of a process which, should it develop weaknesses, could generate potential risk events to the process in question;
- adequacy of the structure of line controls: the aim is to assess the adequacy of the structure of line controls for the process in question to mitigate the occurrence and/or impact of the events identified in the risk assessment.

The following organisational variables have been identified:

- *People*: i.e. the human resources assigned to the process;
- *Process*: i.e. the rules by which the various activities involved in a process are organised;
- *System*: i.e. information inputs to the process.

The self-assessments are completed by the managers of the Organisational Units involved in the process.

As regards the risk components, the Financial Information Monitoring Function, through its own structures, performs an expert assessment of the potential risk at the sub-process level on the basis of impact/frequency heatmaps.

This process also includes an assessment of the risk of fraud in financial reporting, handled through specific questionnaires. In particular, the related activities carried out by the Financial Information Monitoring Function consist of:

- the preparation and enhancement of the "Fraud Risk" questionnaire with reference to the Parent Company;
- the coordination completion of the "Fraud Risk" questionnaire with reference to the companies within the scope and the examination of the results of the assessments of the measures implemented to cover the risk of fraud.

The questionnaire, taking into account the provisions of the International Standard on Auditing (ISA Italia) 240 sets the objective of verifying the adequacy of internal controls with respect to the risk factors of significant errors in the financial statements due to fraud. Adequacy is measured by means of a self-assessment that each consolidated company provides for its position with regard to the combinations of the external regulatory requirements identified and the proposed risk factors.

Furthermore, in order to verify the adequacy and effective application of the administrative and

accounting procedures for preparation of the consolidated periodic reports which are the responsibility of the Parent Company, a system of self-certifications for internal use has been activated, in accordance with the provisions of the "Financial Reporting Control Model", with reference to the consolidated companies, made up of:

- "financial reporting questionnaires";
- "certifications of procedures for the preparation of the consolidated financial statements" to be submitted to the Chair of the Board of Directors for approval, to the Delegated Body and to the Contact of the Manager responsible for preparing the company's financial reports of each company within the scope of consolidation.

These certifications and questionnaires are submitted for the approval of the Board of Directors of the consolidated company at the meeting to approve the financial statements and immediately forwarded to the Parent Company, which must acquire all of them prior to the meeting of its Board of Directors to approve the financial statements for the period (31/12 – 30/06).

Lastly, it was deemed appropriate to request a self-assessment questionnaire in the area of Credit, which is submitted every six months to the General Management of Società Consortile BPER Credit Management, to the Head of Credit Services of Sardaleasing, and to the Chief of the Lending Department – Non-Performing Loan Department, or equivalent function, within the BPER Banca Legal Entities that make a material contribution to the consolidated financial statements as far as lending is concerned, both in terms of volume (balance sheet) and loan losses/reversals (income statement). Specifically, the following certificates have been requested:

- BPER Credit Management S.C.p.A. in relation to bad loans pertaining to all the consortium companies;
- BPER Banca S.p.A. in relation to non-performing loans;
- Banco di Sardegna S.p.A. in relation to non-performing loans;
- Sardaleasing S.p.A., for non-performing loans.

Specific sub-certificates have also been issued by senior management in the following areas:

- assessment processes on equity investments and goodwill;
- ICT processes;
- Operations processes;
- IFRS 9 processes relating to the assessment of changes in credit risk and the measurement of credit losses.

(v) Testing

In general, the control of the "risk of unintentional errors and fraud in financial reporting" involves supervision of the following areas:

- the generation, recording, processing and presentation of accounts, material information and the related entries included in the separate and consolidated financial statements;
- administrative-accounting activities that generate the risk of fraud in financial disclosures.

These activities involve:

- execution of system and functional checks on administrative and accounting procedures (so-called "Test of Control"), as well as checks on the IT applications that feed the general ledger;
- execution of the operational checks on the process of filing and transmission of accounting data to the Parent Company (so-called "Reporting Package Audits");
- execution of checks on the functioning of the process of certification of the accounting schedules (so-called "Accounting reconciliations"), aimed at issuing the certifications for internal use on the accounting schedules;

- implementation of assessments of compliance with international accounting standards, as well as between the content of the public disclosure document (Pillar 3) and internal documentation (Article 431(3), CRR);
- performance of enforcement audits on supervisory reports most relevant to financial reporting, as well as audits of the economic and financial information reported in the sustainability report;
- checking extraordinary and/or special transactions, by verifying the accounting procedure for "extraordinary transactions" and carrying out "special checks" on specific administrative and accounting aspects. Special checks include checks on debtor-creditor balances at the central, semi-central and network structures that have an impact on economic and financial reporting.

(vi) Monitoring

Monitoring comprises an analysis of risk indicators of errors in financial reporting, a follow-up of negative outcomes from having carried out checks and assessments on the administrative and accounting processes, continuous monitoring of recommendations made by the independent auditing firm, and an analysis of internal reports on the risk of incorrect/false financial disclosure.

(vii) Overall measurement of the adequacy and effective application of accounting and administrative procedures (art. 154-bis, paragraph 5, Consolidated Finance Act)

Every six months, the Financial Information Monitoring Function carries out a risk assessment based on an analysis of the results of its activities; this assessment involves two distinct activities:

- an overall assessment of the adequacy of the administrative and accounting procedures;
- an overall assessment of the effective application of the administrative and accounting procedures.

The outcome of this assessment is a summary qualitative opinion on the efficacy and effective application of the administrative and accounting internal control system.

(viii) Coordination and advisory activities

The process in question comprises all the activities carried out by the Financial Information Monitoring Function, and by the related structures, and aimed at:

- assisting the Manager Responsible for Preparing the Company's Financial Reports in coordination:
 - of the Contact Persons of the Manager in charge of financial reporting (in terms of information liaison and operational support);
 - of specific projects relating to administrative-accounting processes and regulatory changes concerning International Accounting Standards and Public Disclosures;
 - supporting the Process Owners of the administrative and accounting processes in identifying the activities, risks and controls related to their process;
- providing advice by issuing:
 - specific operating guidelines on administrative and accounting processes;
 - interpretations on the correct application of the "Financial reporting control model".

The Financial Reporting Monitoring Function also participates in the Group's Committees, Working Groups and Projects relating to its area of competence.

(ix) Reporting

Reporting activities include the preparation of:

- "management reporting", that is, mainly, the reports to be transmitted, on the basis of their respective spheres of competence, to the General Manager, the Chief Executive Officer, the Control and Risks Committee, the 231 Supervisory Body, the Risks Committee, the Board of Directors and the Board of Statutory Auditors;
- the regulatory disclosure, i.e. mainly the declarations and attestations, which are the responsibility of the Manager in charge of financial reporting or, jointly, of the Chief Executive Of-

ficer and the Manager in charge of financial reporting, as provided for in paragraphs 2 and 5 of Article 154-*bis* of the Consolidated Finance Act. In addition, the activities relating to "regulatory" disclosure also include those aimed at preparing the contents relating to the description of the main characteristics of the existing risk management and internal control systems in relation to the financial reporting process to be included in the report on corporate governance and ownership structure pursuant to Article 123-*bis* of the Consolidated Finance Act.

Prior to the issuance of the attestations prepared pursuant to Article 154-*bis* of the Consolidated Finance Act - to be attached to the separate financial statements, the consolidated financial statements and the condensed consolidated half-year financial statements - a specific report is prepared by the Financial Information Monitoring Function on the outcome of the activities carried out during the period; this report, pursuant to Article 154-*bis* of the Consolidated Finance Act, is submitted to the Board of Directors, after examination by the Risk Committee, the Control and Risks Committee and the Board of Statutory Auditors.

9.1 Chief Executive Officer - Director responsible for the internal control and risk management system

The Board of Directors of the Parent Company confers on the Chief Executive Officer tasks, powers and adequate means to implement the strategic guidelines, the RAF and the risk management policies defined by the Board when designing the Internal Control System. The Chief Executive Officer is responsible for taking all actions necessary to ensure the adherence of the organisation and the Internal Control System to the principles and requirements of the supervisory regulations, and for monitoring compliance on an ongoing basis.

For this purpose, the CEO, for the Group as a whole and for its components:

- establishes that the responsibilities and duties of the various corporate structures and functions involved in risk assumption and management processes are clearly assigned and potential conflicts of interest are avoided;
- ensures that the activities carried out by the functions and structures involved in the internal control system are carried out by qualified personnel with an adequate degree of independence of judgement and with adequate experience and knowledge for the tasks to be performed;
- carries out any initiatives and interventions needed to ensure, on an ongoing basis, the completeness, adequacy, functionality and reliability of the Internal Control System;
- takes corrective action or makes adjustments as necessary in the event of weaknesses or anomalies being found, or following the introduction of significant new products, activities, services or processes;
- defines and oversees implementation of the risk management process. In this context, the CEO establishes operating limits for the assumption of various types of risk, in line with the risk appetite, explicitly taking account of the results of stress tests and developments in the economic situation;
- ensures that the risk management process is consistent with the risk appetite and risk governance policies, also taking into account the evolution of the internal and external conditions in which the Bank operates;
- examines the most relevant operations subject to an unfavourable opinion by the Risk Management function and, if appropriate, authorises them; informs the Board of Directors and the Board of Statutory Auditors about these transactions;
- implements the ICAAP and ILAAP processes, ensuring they are implemented in accordance with the strategic guidelines and the risk profile identified in the RAF;

- designs and implements the Group's training programmes to raise awareness among employees about the responsibility for risks, so as not to limit the risk management process to specialists or to the control functions;
- defines internal information flow mechanisms to ensure that the corporate bodies and control functions are fully aware of the various risk factors and have the ability to govern them and the assessment of compliance with RAF;
- as part of the RAF, where a risk tolerance is defined, authorises overruns of the risk appetite within the limit represented by the risk tolerance and gives notice to the Board of Directors, identifying the management actions needed to bring the risk back down to below the set target;
- ensures that risks deriving from new operations are fully assessed and that these risks are consistent with the risk appetite, and that the Bank is able to manage them;
- issues instructions to ensure that internal risk measurement systems are developed according to the chosen strategies and are integrated into decision-making processes and operational management; reports promptly to the Control and Risks Committee on problems and critical issues that have arisen in the performance of his duties or that have been notified to him.

The Chief Executive Officer issues instructions to define and render operational periodic information flows and procedures to ensure, at a centralised level, an effective standard process of Group risk management and carries out any initiatives and interventions needed to ensure the overall reliability of the internal control system on an ongoing basis.

In performing his duties, the Chief Executive Officer has also the power to require audits or investigations to be carried out, also with regard to specific irregularities, without prejudice to similar power of the Bodies of strategic supervision, management and control, of the Parent Company and/or of the Group Companies.

During 2021, and until the date of approval of this Report, the Chief Executive Officer:

- oversaw the identification of the main corporate risks, taking into account the characteristics of the activities carried out by the Bank and its subsidiaries, and periodically submitted the updated Risk Map for review by the Board of Directors;
- implemented the guidelines defined by the Board, set out in the document "Guidelines for the Internal Control System", taking care of the design, implementation and management of the Internal Control and Risk Management System, constantly checking its adequacy and effectiveness, as well as adapting it to the dynamics of the operating conditions and the legislative and regulatory framework.

During 2021, and up to the date of approval of this Report, the Chief Executive Officer did not avail himself of the power to request the Internal Audit function to carry out checks on specific operational areas and on compliance with internal rules and procedures in the execution of corporate transactions.

For information concerning the Control and Risks Committee, reference is made to Section 6.1.

9.2 Head of Internal Audit

BPER Banca, as an authorised bank and the Parent Bank, has set up an Internal Audit function (hereinafter also referred to as "Internal Audit"), which has the task of assessing any risks arising from non-compliance with procedures and regulations and the completeness, adequacy, functionality (in terms of effectiveness and efficiency) and reliability of the system of internal controls and the infor-

mation system (ICT audit), with a set frequency depending on the nature and intensity of the risks.

The remuneration of the Head of the Function is defined by the Board of Directors, in line with company policies and after consulting the competent Bodies.

The Chief Audit Executive:

- reports directly to the Board of Directors, through the Chair;
- is not responsible for any operational area under control;
- has direct access to all information useful for carrying out the tasks assigned;
- has at its disposal the resources and a specific expenditure budget, approved by the Board of Directors, necessary to carry out its tasks;
- defines, at least annually and in line with its own audit strategy, the multiannual risk-based plan of Internal Audit activities (i.e. Audit Plan), which is submitted to the Board of Directors for approval, after consulting the Control and Risks Committee, the Board of Statutory Auditors and the Chief Executive Officer. In particular, with reference to the 2021 financial year, the Audit Plan was approved by the Board during the meeting held on 21 January 2021, following the opinion of the Control and Risks Committee issued on 19 January 2021. With reference to the 2022 financial year, the Audit Plan was approved by the Board during the meeting held on 24 February 2022, following the opinion of the Control and Risks Committee issued on 22 February 2022.

The Head of Internal Audit reports regularly to the Board of Directors, the Board of Statutory Auditors, the Control and Risks Committee and the Chief Executive Officer. It prepares the "Report on the activities carried out by the Internal Audit Function" which summarises the audit activities carried out (including those relating to the reliability of information systems and accounting systems), the results obtained and the corrective action taken (or to be taken) to overcome the critical issues identified. During 2021, the main areas of intervention concerned: (i) the credit processes and internal rating system; (ii) the anti-money laundering system; (iii) transparency; (iv) investment services; (v) remuneration policies; (vi) the covered bond management process; (vii) outsourcing of cash handling; (viii) capital adequacy assessment process; (ix) business continuity; (x) ICT processes; (xi) ICAAP; (xii) ILAAP; (xiii) liquidity risk.

The Head of Internal Audit reports to the Board of Directors, the Control and Risks Committee, the Board of Statutory Auditors and the Chief Executive Officer:

- the results of the assessment activities of the Quality Assurance and Improvement Programme (QAIP) process with a dedicated annual report, in compliance with the international standards for the professional practice of internal auditing of the Institute of Internal Auditors (IIA);
- periodic assessment of the completeness, suitability, functionality and reliability of the internal control system and of the information system in accordance with the supervisory regulations;

The Head of Internal Audit also submits to the Board of Directors, to the Control and Risks Committee, to the Board of Statutory Auditors and to the Chief Executive Officer reports on events of particular importance (so-called *Special Investigation*). During 2021, no such requests were made by these Bodies.

Heads of the control functions

Below are the references of those who, during 2021, held the roles of heads of control functions, updated to the date of approval of this Report:

- Andrea Tassi, Chief Audit Officer - CAO, in office until 31 December 2021. As of 1 January 2022, the position was taken over by Roberto Rovere;

- Emanuele Cristini, Chief Risk Officer - CRO;
- Michele Pisani, Chief AML Officer - CAMLO;
- Raffaella Perfetti, Chief Compliance Officer - CCO, in office until 31 March 2021. With effect from 1 April, and until 31 December 2021, the position was held by Roberto Rovere. As of 1 January 2022, the role of Chief Compliance Officer - CCO is held by Carla Gardani;
- Dario Alessi, Head of the Model Validation Office, in office since 10 June 2021; previously, responsibility for the validation function was assigned to Luca Adinolfi as Head of the Credit Control and Internal Validation Function.

All the above-mentioned managers were appointed by the Board of Directors.

With particular regard to the Chief Audit Officer, the Board of Directors - with the support of the Control and Risks Committee and, to the extent of its competence, the Remuneration Committee - determined his remuneration in line with company policies and verified that he has adequate resources to carry out his duties.

9.3 Organisational Model pursuant to Legislative Decree 231/2001

The Bank has adopted an Organisation and Management Model pursuant to Legislative Decree 231/01 to prevent the commission or attempted commission of the offences envisaged in this Decree.

In particular, the Organisation and Management Model comprises two parts, one general and the other specific, together with a number of attachments. The documents concerned are summarised below, with a short description of their contents.

- General Part: contains an introduction on the administrative liability of entities, as envisaged in Legislative Decree 231/01; explains the component parts of the Model, with particular reference to the purposes, structure, underlying principles and recipients of the Model and the training of those persons; refers to the composition, role and duties of the Supervisory Body ("*Organismo di Vigilanza*"), as well as to the Code of Ethics and the Disciplinary System. The General Part of the Model has the following attachments:
 - the text of Legislative Decree 231 of 8 June 2001 and Law 146 of 16 March 2006;
 - the Code of Ethics: specifies the rights, duties and responsibilities of the Bank with respect to all parties with which it has relations;
 - the Bank's organisational chart and function chart;
 - the "*Linee Guida di Gruppo del Sistema dei Controlli Interni*" (Group Guidelines of the Internal Control System), which define the principles of the management process of the "BPER Group Internal Control System", as well as the roles of the bodies and Functions involved in it;
 - the Articles of Association of the Supervisory Body;
 - the procedure for reporting to the Supervisory Body, which identifies the channels set up to send reports to the Supervisory Body regarding possible violations of the Organisation and Management Model pursuant to Legislative Decree 231/01 or the Code of Ethics;
 - the Disciplinary System, which identifies the disciplinary penalties applicable in the event of failure to comply with the procedures and instructions stated or referred to in the Model, as well as in the attachments and the Code of Ethics, to the extent significant for the purposes of Legislative Decree 231/01;
- the Specific Part: the introduction (chapters 1 to 4) contains: the definition of "sensitive activity" and "prevention protocol"; the general prevention protocols and (iii) the "readers' guide" to Chapter 5. The latter chapter contains, instead, for each case, the association between: the

sensitive activities in relation to which there is a risk of offences being committed, the associated organisational units and the relevant prevention protocols. The Special Part of the Model has the following attachments:

- Map of offences and related examples, which contains the text of the relevant regulations pursuant to Legislative Decree no. 231/01, an explanation of them, as well as examples of the ways in which each offence may occur in the banking sector;
- *Policy di Gruppo per il governo del rischio di non conformità alla normativa in materia di Market Abuse* (Group Policy for governance of the risk of non-compliance with Market Abuse regulations): this describes the policies that the Parent Company BPER has implemented to ensure the proper prevention, the timely identification and the effective elimination of conditions that are likely to trigger market abuse;
- the Specific Part of the services outsourced by BPER, which contains the associations: between the types of offence relevant to Legislative Decree 231/01, sensitive activities, the organisational units that implement them and the relative prevention protocols with reference to the activities that the Parent Company has outsourced to other companies in the BPER Group which have an Organisation and Management Model structured according to the same methodology and managed using the same IT procedure as the Parent Company.

The Model is designed to prevent the following types of offence that are significant pursuant to Legislative Decree 231/01:

- Offences committed in relations with the public administration: (arts. 24 and 25 of Legislative Decree 231/01);
- IT offences and improper processing of data (art. 24-*bis* of Legislative Decree 231/01);
- Organised crime (art. 24-*ter* of Legislative Decree 231/01);
- Counterfeiting coins, notes, duty-paid stamps, identity documents or similar (art. 25-*bis* of Legislative Decree 231/01);
- Crimes against industry and commerce (art. 25-*bis*.1 of Legislative Decree 231/01);
- Corporate and bank crimes (art. 25-*ter* of Legislative Decree 231/01);
- Crimes of terrorism or the subversion of democratic order (art. 25-*quater* of Legislative Decree 231/01);
- Mutilation of female genital organs (art. 25-*quater*.1 of Legislative Decree 231/01);
- Crimes against individual personality (art. 25-*quinqies* of Legislative Decree 231/01);
- Market abuse (art. 25-*sexies* of Legislative Decree 231/01);
- Crimes of manslaughter and serious or very serious injury due to negligence, committed in violation of the occupational health and safety regulations (art. 25-*septies* of Legislative Decree 231/01);
- Receiving, recycling, using money, assets or benefits obtained from illegal and self-money laundering sources (art. 25-*octies* of Legislative Decree 231/01);
- Violation of authorship rights (art. 25-*novies* of Legislative Decree 231/01);
- Inducement not to make or to make misleading statements to the judicial authorities (art. 25-*decies* of Legislative Decree 231/01);
- Transnational crimes (arts. 3 and 10 of Law 146/06);
- Environmental crimes (art. 25-*undecies* of Legislative Decree 231/01);
- Employment of foreign citizens with improper residence status (art. 25-*duodecies* of Legislative Decree 231/01);
- Racism and xenophobia (art. 25-*terdecies* of Legislative Decree 231/01);
- Fraud in sports competitions, unauthorised betting and gaming and use of authorised gambling machines (art. 25-*quaterdecies* of Legislative Decree 231/01).
- Tax crimes (art. 25-*quinqiesdecies* of Legislative Decree 231/01);
- Contraband (art. 25-*sexiesdecies* of Legislative Decree 231/01).

Supervisory Body

The Bank has also established a Supervisory Body comprising three members, including:

- an employee of the Parent Company, with appropriate specialist skills, especially of a legal/organisational nature, who does not have operational duties in the Bank;
- two external consultants with the necessary professional skills, one of whom chairs the Supervisory Body.

As regards the composition of the Supervisory Body, at the end of the financial year 2021, it was composed of:

- Désirée Fondaroli (Chair - external member);
- Luca Bocci (external member);
- Andrea Tassi (internal member, Head of BPER's Internal Audit Function).

At the date of approval of this Report, the role previously held by Andrea Tassi was taken over, with effect from 1 February 2022, by Roberto Rovere, following the latter's appointment as the new Chief Audit Officer.

The Supervisory Body is supported by a Secretary.

The Bank has assessed that this composition meets the needs expressed in Legislative Decree 231/01, thanks to the presence of members with a high level of legal training and adequate preparation in the field of risk assessment; it has therefore been decided not to entrust the functions of the Supervisory Body to the Board of Statutory Auditors, as permitted by art. 6, paragraph 4-*bis* of Legislative Decree 231/01.

The Supervisory Body met 13 times during 2021, including 3 joint sessions with the Board of Statutory Auditors and/or the Control and Risks Committee in order to coordinate and exchange information of mutual interest. The meetings lasted an average of 2:05 hours.

Two meetings of the Supervisory Body have been held in 2022 up to the date of approval of this Report. As of that date, no further meetings of the Body have been scheduled.

In accordance with current regulations, this Supervisory Body supervises the functioning of and compliance with the Organisation and Management Model adopted by the Bank and ensures that it is updated when necessary.

In terms of Monitoring the functioning of the Model, the Supervisory Body carries out the following tasks:

- checks that the risk of committing offences identified in Legislative Decree 231/01 is identified, mapped and monitored throughout the entire organisation, calling for constant updates in this regard;
- in the context of the risk areas and sensitive processes identified, checks the adequacy of the protocols adopted to prevent and impede unlawful conduct;
- calls for the creation or amendment of prevention protocols in the event of weaknesses, inadequacies or change in the internal organisation and/or activities of the business;
- checks the suitability of the organisational/managerial changes following the update of the Model.

With regard to the supervision of compliance with the Model, the Body carries out the following tasks:

- in the context of the risk areas and sensitive processes identified, checks compliance with the

- protocols adopted to prevent and impede unlawful conduct;
- checks the efficacy of the organisational/managerial changes following the update of the Model;
- requests differentiated training in order to provide top management, employees, persons seconded to BPER Banca, collaborators on any basis and, more generally, all recipients of the Model with the necessary awareness and knowledge concerning:
 - the regulations governing the administrative liability of entities pursuant to Legislative Decree 231/01, and related changes;
 - the Organisation and Management Model and the Code of Ethics adopted by the Bank;
 - the prevention protocols adopted;
- promotes and monitors initiatives that facilitate the communication and dissemination of the Model and the Code of Ethics to all parties required to comply with their requirements;
- notifies violations of the Model and the Code of Ethics to the competent bodies.

With regard to updating of the Model in the event of:

- changes in the regulations governing the administrative liability of entities pursuant to Legislative Decree 231/01;
 - changes in the internal organisation and/or activities of the business;
 - identification of significant weaknesses in/violations of the Model,
- the Supervisory Body makes observations to the Board of Directors and/or the Chief Executive Officer, requesting amendment of Model have regard for their respective responsibilities and the urgency and importance of the action requested.

For the above purposes, the Body has established a system of internal communications in order to:

- facilitate reports to the Supervisory Body about non-compliance with the Model and the Code of Ethics, as well as all relevant information pursuant to Legislative Decree 231/01;
- obtain timely data and documents needed for its supervisory activities from the Corporate bodies, Organisational units and personnel of the Bank (so-called information flows).

The Supervisory Body supervises the functioning of and compliance with the Model by implementing and executing periodic audit activities, even without giving prior notice. In this regard and for the sole purpose of carrying out its mandate, the Body may:

- interview parties able to provide useful indications or information about the matters subject to supervision and control;
- access the files and documents (both physical and electronic) of the Bank without prior consent or need for authorisation;
- request the management/strategic supervision/control bodies of the Bank to provide all useful information for the performance of its duties.

The Supervisory Body of the Parent Company also coordinates with the Supervisory Bodies of those companies that are the recipients of Group Instructions regarding Legislative Decree 231/01 (Banco di Sardegna, Bibanca, BPER Credit Management, Optima SIM, Nadia, Sifà, EmilRo Factor, Finitalia and Sardaleasing), plus Arca Fondi SGR, thus facilitating the exchange of information, knowledge and methodologies.

The Body also monitors the adoption of those Instructions by the above companies, as adapted to take account of the special characteristics of each company and the responsibilities of each legal entity.

In terms of information, the Supervisory Body receives a series of specific information flows that are provided, periodically or on an ad hoc basis, by the competent internal structures of the Bank. Furthermore, it is also informed by parties required to comply with the Model, or even by third

parties, including by means of specific reports received in accordance with established procedures, about alleged infringements of the Organisation and Management Model, the Code of Ethics or, in general, events that could give rise to liability for the Bank pursuant to Legislative Decree 231/01.

The Supervisory Body reports on the results of the activities carried out, on the operation of and compliance with the Model, except in cases of particular seriousness, in a special six-monthly report sent to the Board of Directors, the Board of Statutory Auditors and the Control and Risks Committee; in this report the Supervisory Body formulates, where necessary, proposals for intervention or corrective action.

Each of the Group banks and main Companies has its own Organisation and Management Model pursuant to Legislative Decree 231/01 and its own Supervisory Body.

For further information, please refer to the footer of the website www.bper.it - (within the "Institutional Site" - at the bottom of the page, in the "Information and Regulations" area, section "Legislative Decree 231/01") where you will find an extract from the Organisation and Management Model adopted by BPER Banca, as well as the Bank's Code of Ethics and the document illustrating the procedure for reporting to the Supervisory Body, with a facsimile of the reporting form.

9.4 Independent Auditors

The Shareholders' Meeting of 26 November 2016, pursuant to Legislative Decree no. 39 of 27 January 2010, appointed Deloitte & Touche S.p.A., with registered office at Via Tortona 25, 20144, Milan, to audit the accounts and consolidated accounts of BPER for the period 2017-2025.

The Auditors hold discussions with the Manager responsible for financial reporting, with a view to constant dialogue and an exchange of information about the evaluation of the administrative-accounting procedures and the "Financial Reporting Control Model", as well as with the corporate bodies and board committees in accordance with current regulations.

If, as a result of its collaboration and exchange of information with the Independent Auditors, Internal Audit becomes aware of any critical issues that have arisen from the work performed by the Independent Auditors, it takes account thereof for the purpose of its assessment of the risk on which it bases its planning and work.

The Board of Directors, having consulted the Board of Statutory Auditors, takes annual note of the letter of suggestions received from the independent auditors on the separated and the consolidated financial statements, as well as the related replies formulated by the Bank and managed by the Financial Reporting Function, giving the Chief Executive Officer the mandate to forward them to the Independent Auditors. In this regard, the response to the "Management letter" on the financial statements and the consolidated financial statements as at 31 December 2020, dated 29 March 2021, was examined by the Board of Statutory Auditors at its meeting of 19 April 2021 and subsequently assessed by the Board of Directors at its meeting of 20 April 2021, as well as sent on the same date to the independent auditors signed by the Chief Executive Officer.

9.5 Manager in charge of Preparing the Company's Financial Reports

In compliance with Law 262/2005, which added art. 154-bis to Section V bis of the Consolidated Finance Act, the BPER Group has appointed an Manager in charge of preparing the Company's finan-

cial reports, whose task pursuant to the above article is to ensure the reliability of the separate and consolidated financial statements, the financial disclosures made, the separate and consolidated reports made to the supervisory authorities and all other financial communications.

With regard to the appointment of the Manager in charge of Financial Reporting, Article 25(3) of the Articles of Association provides that *"Without prejudice to the powers that cannot be delegated under current legislation, the Board of Directors shall have exclusive jurisdiction over decisions concerning: ... the appointment and dismissal of the heads of the functions that the provisions of the Bank of Italy and other Supervisory Authorities assign to the body that has the function of strategic supervision, and the appointment and dismissal of the Manager responsible for preparing the Company's financial reports"*.

Art. 38(1) of the Articles of Association establishes that *"Having received the opinion required from the Board of Statutory Auditors, the Board of Directors appoints a Manager responsible for preparing the Company's financial reports, granting him appropriate powers and resources to perform the tasks allocated in accordance with the law. Having received the opinion required from the Board of Statutory Auditors, the Board of Directors is also entitled to revoke the appointment of the Manager responsible"*.

Lastly, Article 38(2) of the Articles of Association provides that *"The Manager responsible for preparing the Company's financial reports is appointed from among the Company's managers who have held management responsibility for accounting and administrative matters for at least three years"*.

In view of the above, the BPER Banca Group's Executive in charge of preparing the Company's financial reports, who is Marco Bonfatti, manager of the Administration and Reporting Department is identified within the Group as a control function.

Marco Bonfatti's appointment took effect from the date of the Meeting held for the approval of the 2016 financial statements (8 April 2017), having obtained the mandatory opinion of the Board of Statutory Auditors and ensured that Marco Bonfatti met the requirements of the position according to regulations in force and the Articles of Association.

The Manager responsible for preparing the Company's financial reports is part of top-level management and reports functionally to the Chief Executive Officer. He is therefore able to liaise, at the same hierarchical level, with other company managers. He makes use of the Financial Information Monitoring Function, a structure that is correctly sized in relation to the complexity of the Company and the Group, as well as independent of the function responsible for preparing economic and financial reporting.

In addition to carrying out the other tasks assigned by law, the Articles of Association and internal regulations, the Manager responsible for preparing the Company's financial reports ensures the reliability of the Parent Company's financial reporting and the Group's consolidated financial statements. As regards specifically the obligations arising under art. 154-bis of the Consolidated Finance Act, the Manager responsible for preparing the Company's financial reports certifies, in accordance with the obligations assigned thereto by law, jointly with the competent corporate bodies:

- the suitability and effective application of the administrative and accounting procedures to the accounting records in the reporting period;
- the compliance of the accounting records with international accounting standards;
- the consistency of the accounting records and financial reports with internal evidence, the books and accounting entries;
- whether the financial reports present a true and fair view of the financial position and results of operations of the issuer and the companies included within the scope of consolidation;

- with respect to the separate financial statements and the consolidated financial statements, whether the report on operations includes a reliable analysis of performance and the results of operations, as well as of the financial position of the issuer and the companies included within the scope of consolidation, together with a description of the principal risks and uncertainties to which they are exposed;
- for the condensed half-year financial statements, the existence in the interim report on operations of a reliable analysis of at least the information relating to the important events that occurred in the first six months of the year and their impact on the condensed half-year financial statements, together with a description of the main risks and uncertainties for the other six months of the year, as well as information on significant transactions with related parties.

In order to carry out his mission, the Manager responsible for preparing the Company's financial reports makes use not only of the Financial Information Monitoring Function but also of a Contact Person, identified at each individual Bank/Subsidiary, whether or not a member of the Banking Group, who reports functionally to the Manager responsible for preparing the Company's financial reports.

Manager responsible for preparing the Company's financial reports at banks and subsidiaries, whether or not they are part of the Banking Group, classified as "Listed issuers having Italy as their home member state", is functionally dependent on the Manager responsible for preparing the Company's financial reports the Parent Company as regards methods, tools, reporting and work processes relating to the performance of the activities of competence of the Manager responsible for preparing the Company's financial reports.

Furthermore, the Manager responsible for preparing the Company's financial reports:

- has unrestricted access to all corporate functions, records, property and personnel of the Parent Company and consolidated banks and companies, in order to acquire data/information pertaining to administrative-accounting processes; this includes information appropriate for carrying out controls/assessments on outsourced corporate processes;
- is empowered to obtain from the Parent Company and consolidated banks and companies, internal information about events, risk indicators and proposed technical-organisational changes to the administrative-accounting processes;
- in the context of the line controls over accounting reconciliations, identifies the appropriate organisational units within consolidated banks and companies, and assigns them responsibility for reconciling the accounts included in the chart of accounts used;
- is empowered to obtain from subsidiary companies the information/data required by art. 43 of Legislative Decree 127/1991, in order to prepare the certification envisaged by law on the consolidated financial statements, with specific reference to:
 - the information needed for the consolidated financial statements;
 - the adjustments necessary when different accounting policies are adopted;
 - information regarding intercompany items to be eliminated when drawing up the consolidated financial statements;
 - the statistical information needed to prepare the Notes to the Financial Statements.

As regards the resources granted by the Board of Directors of the Parent Company, the Executive responsible for financial reporting:

- may, in the conduct of his activities, make use of specialist resources pertaining to:
 - the Parent Company or to Group banks and companies;
 - third parties outside the Group;
- maintains appropriate financial autonomy; to this end, he manages an expense budget for the activities associated with his functions, in accordance with relevant internal regulations;

- has access to appropriate personnel in terms of numbers and technical-professional skills.

The Financial Information Monitoring Function, in the exercise of the tasks assigned to it, is vested with the powers deriving from the function of the Manager responsible for preparing the Company's financial reports.

The Board of Directors, with the support of the Control and Risks Committee, supervises on a half-yearly basis, through the examination of the report on the activities carried out by the Financial Information Monitoring Function, that the Manager responsible for preparing the Company's financial reports has adequate powers and means to perform the assigned tasks; to this end, "powers and means" are also considered to include the power to access, without restrictions, all corporate functions, records, property and personnel of the Parent Company and of the consolidated banks and companies, as well as the possibility of having financial autonomy and adequate personnel in terms of numbers and technical and professional skills.

With reference to the activities relating to the 2021 budget, the Board of Directors, in its meeting of 8 February 2022, acknowledged the "Report on activities carried out by the Financial Information Monitoring Function 31 December 2021".

9.6 Coordination between the parties involved in the internal control and risk management system

In the document "Group Guidelines - Internal Control System", the Board of Directors of the Parent Company has defined not only the principles underlying the BPER Group's Internal Control System, but also the roles of the Bodies and Control Functions involved, the methods of coordination and collaboration, and the information flows between functions and between them and the corporate bodies of the Parent Company and Legal Entities.

The principles have been defined in order to maximise the efficiency of this system and minimise/prevent any duplication of activities.

Coordination and collaboration between the Internal Audit, Risk Management, Anti-Money Laundering, Compliance, Validation and the function of the Manager responsible for preparing the Company's financial reports is facilitated by the use of the same:

- taxonomy of processes;
- taxonomy of risks;
- scale for assessing any anomalies found;
- process for managing anomalies identified.

Coordination and collaboration between the Functions are sought through:

- the planning/execution of control activities, also through the presentation of a Synoptic Planning Chart shared among the Control Functions;
- the readiness and cooperation in making available the results of risk assessments/measurements and the adequacy of control arrangements;
- the sharing of the main information contained in the plans of corrective actions;
- the joint operational involvement of the Control Functions on the basis of competence and need for contribution, when critical events occur for the Group/Company.

In order to encourage interaction between the Control Functions, BPER has set up the "Control

Functions Coordination Committee", which supports the Chief Executive Officer as the person responsible for implementing the Board of Directors' guidelines on the Internal Control System.

The periodic meetings of the Committee, at least on a quarterly basis - supported by specific preparatory operating meetings ("Technical round table groups") - are collective opportunities for analysis and evaluation with reference to:

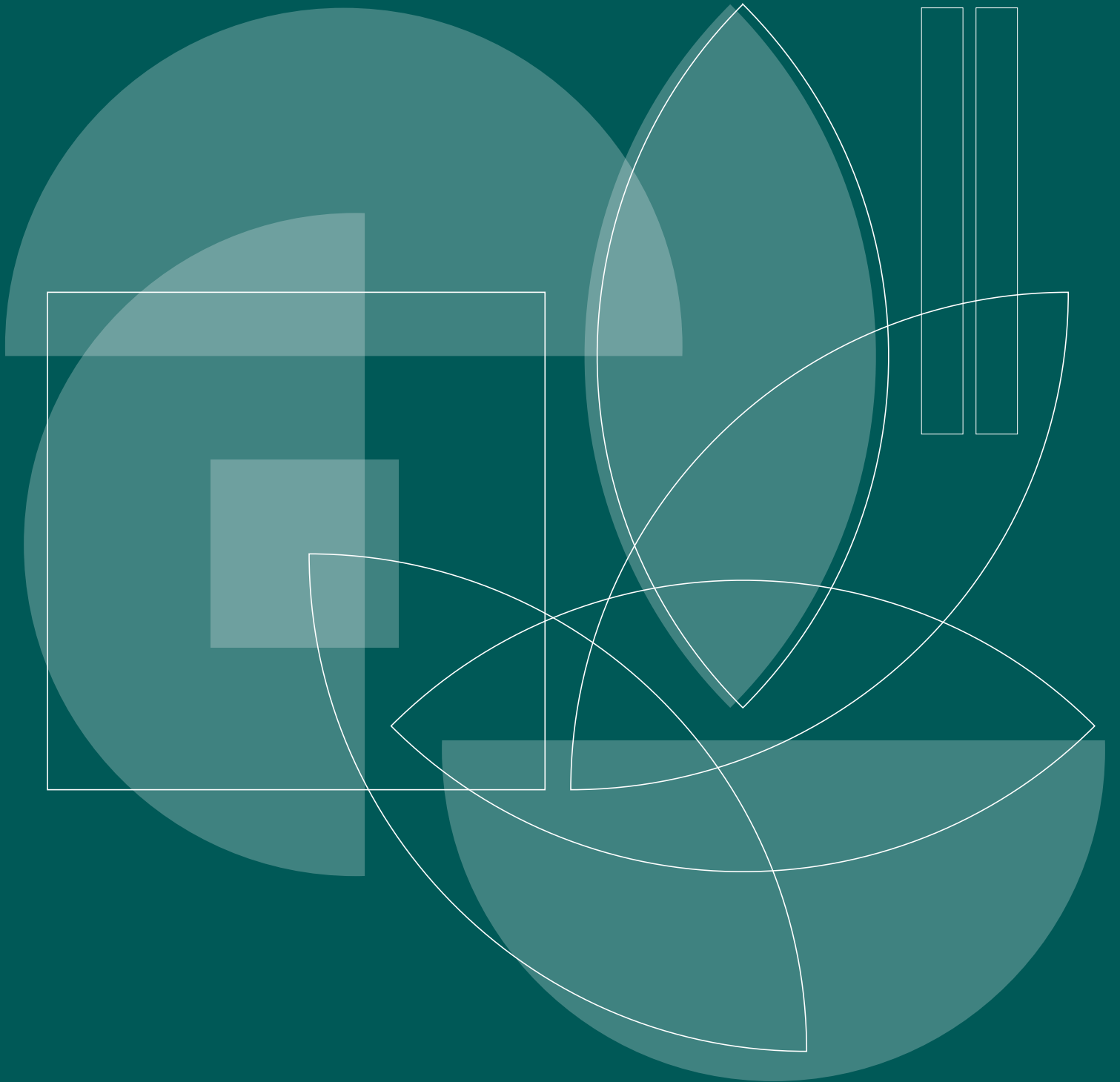
- areas of intervention for which the Control Functions intend to carry out activities;
- sharing of operating solutions in order to identify possible synergies in executing control activities;
- most significant critical issues/deficiencies connected to the Internal Control System;
- project initiatives related to the strengthening of the Internal Control System.

Within the framework of the Committee, the Control Functions prepare, each for their respective areas of competence:

- the Synoptic Planning Chart, which summarises the areas on which the Control Functions propose to direct their activities;
- the Key Issue Report (KIR), which sets out the findings of the most relevant audit activities.

Both documents are submitted to the Board of Directors, the Chief Executive Officer, the Control and Risks Committee, and the Board of Statutory Auditors.

Lastly, it should be noted that the Chair of the Board of Statutory Auditors or another member designated by him/her attends the meetings of the Control and Risk Committee and that the Committee ensures the establishment of appropriate functional links with the Board of Statutory Auditors for the coordination and exchange of information of mutual interest, in compliance with their respective competences.



10. Directors' interests and Transactions with Related Parties and/or Associated Persons

In compliance with the overall rules on related parties and associated persons set out in Consob Related Parties Regulation no. 17221/2010 and Bank of Italy Circular no. 285/2013 - Title Three - Chapter 11 - "*Risk activities and conflicts of interest with connected persons*", the Bank has adopted the "*Group policy for the governance of compliance risk concerning conflicts of interest with related parties and risk activities with associated persons*" (hereinafter "*Related parties and associated persons policy*"). Following the update of Regulation no. 17221/2010 by Consob Resolution no. 21624 of 10 December 2020, the Board of Directors of BPER updated the aforementioned Policy in May 2021.

The Policy establishes for the entire Group *inter alia*:

- a) the criteria for the identification and classification of related parties and associated persons as well as of transactions of minor and major relevance;
- b) cases of exception and exemption from the application of the Policy, without prejudice to any disclosure requirements. These cases of exemption concern in particular: intra-group transactions, in the absence of significant interests of other related parties or associated persons; ordinary transactions concluded at market or standard conditions; transactions of minor amounts, meaning transactions whose value is less than or equal to Euro 200,000, if the counterparty is a natural person (including professional associations to which the related party belongs), or less than or equal to Euro 500,000, if the counterparty is an entity other than a natural person;
- c) the regulation of transactions relating to the remuneration of Corporate Officers, i.e. of the transactions with Relevant Persons pursuant to the Related-Party Transactions (RPT) Regulation concerning the remuneration due to the members of the Board of Directors, the Executive Committee, the Directors vested with special powers, and the Managers with strategic responsibilities, for which, without prejudice to disclosure requirements, the decision-making process provided for in the Policy may not be applied, provided that they comply with the remuneration policy approved by the Shareholders' Meeting and the policy does not involve discretionary assessments with respect to the criteria defined in the policy itself.
- d) the rules and procedures concerning the loan application, negotiation, decision-making and approval stages of transactions, distinguishing between: (i) transactions of greater importance, the approval of which is the exclusive responsibility of the Board of Directors, subject to the favourable opinion of the Related Parties Committee, which is involved in advance in the negotiation and preliminary stages of the transaction; and (ii) transactions of lesser importance, in respect of which the prior, non-binding opinion of the Related Parties Committee is required. In line with the new provisions of the RPT Regulation, in transactions falling within the competence of the Board of Directors, the Board must decide with the abstention of any Directors involved in the transaction, i.e. any Directors who have an interest in the transaction, on their own behalf or on behalf of third parties, that conflicts with that of the Company;
- e) the regulation of Transactions of Major Relevance under the responsibility of the Shareholders' Meeting, for which it is envisaged that the Board of Directors may approve the proposed resolution to be submitted to the Shareholders' Meeting even when the Related Parties Committee has ex-

- pressed a negative opinion, in the manner and within the terms specified by the Policy;
- f) the safeguards to be applied to transactions, if these give rise to losses, transfers to non-performing loans, and in court or out-of-court settlements;
 - g) the criteria for verifying the independence of any experts used by the Related Parties Committee;
 - h) the information flows to be provided to the Related Parties Committee and to the other Corporate Bodies on transactions with related parties, also with reference to transactions falling within exemptions;
 - i) the information to be provided to Consob and the market, including in the context of periodic financial reporting;
 - j) rules with regard to cases whereby the Parent Company reviews or approves transactions of its Italian or foreign banks and subsidiaries and suitable controls for Italian non-banking companies and foreign banks.

In support of the aforementioned "Related Parties and Associated Persons Policy", other internal regulation documents have been introduced, which contain specific provisions addressing organisational and procedural issues, to provide detailed instructions on how to manage the process in the various operational areas.

In compliance with the aforementioned Supervisory Instructions, the Policy and the aforementioned internal provisions also regulate the regulatory, organisational and procedural controls suitable for ensuring compliance with the prudential limits set by the Bank of Italy for risk activities in relation to associated persons.

Lastly, it should be noted that the updating activity was finalised in compliance with the process of issuing the Group's internal regulations, which provides, inter alia, for the issue by the competent functions of opinions on consistency and conformity. In addition, in compliance with specific regulatory and supervisory requirements, the Board of Statutory Auditors and the Parent Company's Related Parties Committee have taken steps to express a prior, analytical and reasoned opinion, with binding effect, on the overall suitability of the Policy to achieve the objectives set out in the relevant legislation.

The Related Parties and Associated Persons Policy, the information documents published in accordance with the Consob Related Parties Regulations and the relevant communications are available on the BPER Banca website: <https://istituzionale.bper.it/en/governance/documents..>

In addition to the foregoing, the Bank operates in compliance with the regulatory requirements concerning the interests of Directors pursuant to Article 2391 of the Civil Code and Article 136 of the Consolidated Banking Act.

With particular reference to the obligations entered into pursuant to Article 136 of the Consolidated Banking Act, they are approved subject to a unanimous resolution of the Board of Directors (excluding the vote of the director concerned) and the favourable vote of all the members of the Board of Statutory Auditors. If a member of the Board of Statutory Auditors is not present at the meeting, he/she shall cast his/her vote as soon as possible; the competent functions shall only proceed with the transaction once the favourable vote of the member of the Board of Statutory Auditors has been obtained, in line with the Supervisory Provisions.

In cases where, with reference to the same party, both the provisions pursuant to Article 136 of the Consolidated Banking Act and those relating to transactions with related parties and/or associated persons apply, the special resolution formalities pursuant to Article 136 of the Consolidated Banking Act shall apply, without prejudice to the additional disclosure requirements provided for in this regard by the Related

Parties and Associated Persons Policy.

As part of the system of regulations described above, the Bank also adopted a "*Group Regulation on the management of conflicts of interest of corporate officers*", which governs, among other things:

- identification of the interests of top management pursuant to Article 2391 of the Civil Code, that conflict, actually or potentially, with those of the Bank or Group company for which they work;
- management of conflicts of interest;
- monitoring of conflicts of interest and the related periodic information flows.

For information concerning the Related Parties Committee, reference is made to Section 6.2.



11. Board of Statutory Auditors



11.1 Appointment and replacement of Auditors

The provisions of the Articles of Association concerning the Board of Statutory Auditors were amended by the Extraordinary Shareholders' Meeting of 29 January 2021, reducing the number of statutory auditors from five to three (including the Chair). The Shareholders' Meeting also elects two substitute auditors.

The Statutory Auditors remain in office for three years and their mandate expires on the date of the Meeting called to approve the financial statements for the last year of their appointment, and may be re-elected.

The Statutory Auditors must meet the requirements, also of independence, established by current law to perform their duties, otherwise they cannot be elected or, if they subsequently fail to meet the requirements, they will fall from office. Furthermore, the members of the Board of Statutory Auditors must meet the requirements and eligibility criteria provided for, in addition to the Consolidated Finance Act (TUF) and its implementing provisions, by the sector regulations and, in particular, by Article 26 of the Consolidated Banking Act (TUB) and Ministerial Decree no. 169/2020.

The limits on the number of directorships and administrative and control appointments laid down by current regulations also apply to the Statutory Auditors. In any case, pursuant to Article 30, paragraph 3, of the Articles of Association, the Statutory Auditors may not hold positions in bodies other than control bodies in other Legal Entities or in which the Company holds, directly or indirectly, a strategic investment, as defined by the Supervisory Authority.

More specifically, as regards the procedure for appointing members of the Board of Statutory Auditors, this is carried out, in accordance with the laws and regulations in force, on the basis of list voting and in compliance with the provisions aimed at ensuring the presence of "minority" auditors, as well as those belonging to the least represented gender, in accordance with Articles 31 to 33 of the Articles of Association.

The lists may be submitted by Shareholders who, individually or collectively, hold at least 0.50% of the share capital represented by ordinary shares, or a lower percentage established by current regulations. Ownership of the minimum shareholding is calculated with regard to the shares registered on the day when the list is filed at the Company.

As regards the procedures for the assembling and presentation of lists and the mechanisms for the appointment and replacement of members of the Board of Statutory Auditors, reference is made to the provisions of Articles 31 and 32 of the Articles of Association.

11.2 Composition and functioning of the Board of Statutory Auditors

The Board of Statutory Auditors in office at the end of the 2021 financial year and also in office at the date of approval of this Report was appointed for the three-year period 2021-2023 by the Shareholders' Meeting of 21 April 2021 and subsequently supplemented by the Shareholders' Meeting of 23 June 2021.

In particular, following the Shareholders' Meeting held on 21 April 2021, the following Statutory Auditors were elected from the three lists presented (as better described below):

- Nicola Bruni, drawn from list no. 3, submitted by Unipol Gruppo S.p.A., Standing Auditor;
- Paolo De Mitri, drawn from list no. 1, submitted by Studio Legale Trevisan & Associati on behalf of 11 managers of 19 UCITS, Standing Auditor;
- Patrizia Tettamanzi, taken from list no. 1, presented by Studio Legale Trevisan & Associati on behalf of 11 managers of 19 UCITS, Alternate Auditor;
- Andrea Scianca, taken from list no. 3, presented by Unipol Gruppo S.p.A., Alternate Auditor.

In particular, as a result of the voting, (i) Nicola Bruni, as he was taken from the list that obtained the second highest number of votes, became Chair of the Board of Statutory Auditors, while (ii) Patrizia Tettamanzi, appointed Alternate Auditor, took over the role of Standing Auditor pursuant to Article 33, paragraph 2, of the Articles of Association, until the subsequent Shareholders' Meeting of 23 June 2021 (called to integrate the Board of Statutory Auditors), in order to complete the composition of the Board of Statutory Auditors, since only two Standing Auditors were elected.

On 19 May 2021, the Board of Statutory Auditors therefore ascertained that the Statutory Auditors met the requirements and eligibility criteria provided for by current legislation, also with regard to compliance with the limit on the number of offices held, the possibility of dedicating adequate time to the office, the possession of independent judgement and the independence requirements provided for by current legislation and the Corporate Governance Code. On 20 May 2021, the Board of Directors, for the purposes of Article 148, paragraph 4-*quater*, of the Consolidated Finance Act, confirmed the absence of causes of ineligibility and forfeiture of office, as well as the existence of the requirements of integrity and professionalism for each of the members of the Board.

The Board of Statutory Auditors also verified the compliance of its composition with the qualitative and quantitative composition of the Board of Statutory Auditors indicated as optimal in the document containing the "*Guidelines to shareholders on the qualitative and quantitative composition of the Board of Statutory Auditors*", approved by the outgoing Board of Statutory Auditors in view of the Shareholders' Meeting of 21 April 2021. In the light of this verification, the composition of the Board was found to be adequately diversified, in terms of gender, age and length of tenure, and it was also found that all the members of the Board, in addition to meeting the requirements of integrity and independence of judgement, meet the requirements of professionalism, as well as the criteria of competence and ensure adequate time to carry out the task.

Subsequently, following the resignation of the Chair Nicola Bruni and the need to provide for the integration of the Board of Statutory Auditors, the subsequent Shareholders' Meeting of 23 June 2021 appointed:

- Daniela Travella, as Chair of the Board of Statutory Auditors, to replace Nicola Bruni, who resigned from office as of the same Shareholders' Meeting of 23 June¹⁴;
- Patrizia Tettamanzi, as Standing Auditor; and
- Sonia Peron, as Alternate Auditor to replace Patrizia Tettamanzi (due to the latter's appointment as Standing Auditor).

On 21 July 2021, the Board of Statutory Auditors therefore ascertained that the newly-elected members met the requirements and eligibility criteria provided for by current legislation, also with regard to compliance with the limit on the number of offices held, the possibility of dedicating adequate time to the office, the possession of independent judgement and the independence requirements provided for by current legislation and the Corporate Governance Code. On 22 July 2021, the Board of Directors, for the purposes of Article 148, paragraph 4-*quater*, of the Consolidated Finance Act, confirmed the absence of causes of ineligibility and forfeiture of office, as well as the existence of the requirements of integrity and professionalism for each of the newly-elected members.

Following the new appointments, the Board also re-assessed the adequate overall composition of the Body as a whole.

In light of the above, the Board of Statutory Auditors in office at the end of the financial year 2021 and in office also at the date of approval of this Report is composed as follows (and as indicated also in Table 4 attached to this Report):

- Daniela Travella, Chair (first appointment);
- Paolo De Mitri, Standing Auditor (in office since 14 April 2018);
- Patrizia Tettamanzi, Standing Auditor (first appointment; she was previously elected for the first time as an Alternate Auditor on 17 April 2019);
- Sonia Peron, Alternate Auditor (new appointment);
- Andrea Scianca, Alternate Auditor (new appointment).

The summary of the personal and professional characteristics of each appointed Standing Auditor, identifying their professional experience and skills, is published on the website www.bper.it – Institutional > Governance > Board of Statutory Auditors.

The list of offices held by each member of the Board of Statutory Auditors, as stated in the latest reports to the Bank, is shown in Table 6, attached to this Report.

In addition to the above, it should be noted that, until the aforementioned Shareholders' Meeting of 21 April 2021, the Board of Statutory Auditors was composed of the following members: Paolo De Mitri (Chair), Cristina Calandra Buonaura (Standing Auditor), Diana Rizzo (Standing Auditor), Frances-

¹⁴ It should be noted that, in view of the Shareholders' Meeting of 21 April 2021, Daniela Travella was placed in second position in the Standing Auditors section of List no. 3 (ranked second in terms of number of votes). Following this Shareholders' Meeting, she was not elected. Article 33, paragraph 5, of the Articles of Association provides that, "if it is necessary to replace an Auditor drawn from a list other than the one that came first in terms of the number of votes obtained and that is not connected, even indirectly, with the shareholders who submitted or voted for the list that came first, the Shareholders' Meeting shall select them, where possible, from among the unelected candidates indicated in both sections of the list to which the Auditor to be replaced belonged [...]".

ca Sandrolini (Standing Auditor), Vincenzo Tardini (Standing Auditor), Patrizia Tettamanzi (Alternate Auditor), Veronica Tibiletti (Alternate Auditor).

List	Presenting members	Candidates	Votes obtained
List no. 1	Studio Legale Trevisan & Associati on behalf of no. 11 managers ¹⁵ of no. 19 UCITS, with a 1.73% stake in the share capital of BPER	1. Paolo De Mitri (standing)* 2. Patrizia Tettamanzi* ¹ (alternate)	votes 331,019,097 (43.72% of votes cast and 23.42% of total share capital)
List no. 2	Fondazione di Sardegna, with a 10.22% stake in BPER's share capital	1. Mario Salaris (standing) 2. Donatella Rotilio (alternate)	149,600,796 votes (19.76% of votes cast and 10.59% of total share capital)
List no. 3	Unipol Gruppo S.p.A., with a 9.56% stake in the share capital of BPER	1. Nicola Bruni* ² (standing) 2. Daniela Travella (standing) 3. Andrea Scianca* (alternate) 4. Rossella Porfido (alternate)	votes 267,239,667 (35.29% of votes cast and 18.91% of total share capital)

Detailed information on the three lists presented at the Shareholders' Meeting of 21 April 2021

* Candidates who were elected.

¹As mentioned above, Patrizia Tettamanzi, who was initially elected Alternate Auditor by the Shareholders' Meeting of 21 April 2021, took over as Standing Auditor on the same date until the Shareholders' Meeting of 23 June 2021, due to the need to complete the composition of the Board of Statutory Auditors pursuant to Article 33, paragraph 2 of the Articles of Association, since only two Standing Auditors were elected; subsequently, the aforementioned Shareholders' Meeting of 23 June appointed Patrizia Tettamanzi as Standing Auditor, on the basis of the candidature submitted by Studio Legale Trevisan & Associati on behalf of 12 managers of 19 UCITS. In replacement of Patrizia Tettamanzi (in the meantime appointed Standing Auditor), the same Shareholders' Meeting of 23 June, again on the basis of a proposal submitted by Studio Legale Trevisan & Associati on behalf of 12 managers of 19 UCITS, elected Sonia Peron as the new Alternate Auditor.

²As previously stated, Nicola Bruni, who resigned with effect from the Shareholders' Meeting of 23 June 2021, was replaced by Daniela Travella appointed by the said Shareholders' Meeting of 23 June 2021 on the proposal of the shareholder Unipol Gruppo S.p.A.

For further information, see the minutes of the Shareholders' Meeting filed at the register office of the Issuer, available to the public on the storage mechanism [Info](#) and on the website www.bper.it – Institutional > Governance > Shareholders' Meeting.

¹⁵ Specifically: (i) Amundi Asset Management SGR S.p.A., manager of the Amundi Risparmio Italia and Amundi Sviluppo Italia funds; (ii) Bancoposta Fondi S.p.A. SGR, manager of the Bancoposta Rinascimento fund; (iii) Eurizon Capital SGR S.p.A., manager of the funds Eurizon PIR Italia Azioni; Eurizon Progetto Italia 40, Eurizon Azioni Italia and Eurizon Progetto Italia 70; (iv) Fideuram Asset Management Ireland, manager of the fund Fonditalia Equity Italy; (v) Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A., manager of the funds Fideuram Italia, Piano Azioni Italia and Piano Bilanciato Italia 50; (vi) Interfund Sicav - Interfund Equity Italy; (vii) Kairos Partners SGR S.p.A., in its capacity as Management Company of Kairos International Sicav - Italy section and Management Company of Kairos International Sicav - PIR section; (viii) Mediobanca SGR, manager of the fund Mediobanca Mid and Small Cap Italy; (ix) Mediolanum Gestione Fondi SGR S.p.A., manager of the funds Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; (x) Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; and (xi) Pramerica Sicav - Italian Equity. Furthermore, at the subsequent Shareholders' Meeting of 23 June, Trevisan e Associati acted on behalf of 12 managers; specifically, in addition to those represented at the Shareholders' Meeting of 21 April, it also acted on behalf of Eurizon Capital SGR S.A., manager of the fund Eurizon Fund Italian Equity Opportunities.

Functioning of the Board of Statutory Auditors

The operation of the Board of Statutory Auditors, without prejudice to the provisions of the law, is governed by the Articles of Association and the Operational Rules of the Board of Statutory Auditors, approved by the Board itself and last updated on 16 November 2021.

Pursuant to the aforementioned Operational Rules, the Board of Statutory Auditors is normally convened before the meetings of the Board of Directors and/or the Executive Committee (if established) and, in any case, whenever it is necessary to deal with the matters for which it is responsible.

The notice of the meeting shall be sent, except in cases of urgency, at least five days before the date of the meeting.

With regard to support documentation and prior information, the Operational Rules provide that the Chair of the Board of Statutory Auditors, with the assistance of the competent corporate organisational unit, shall ensure that the documentation to be submitted in support of the activities falling within the competence of the Board of Statutory Auditors is adequate, in terms of quality and quantity, with respect to the matters to be discussed at each meeting.

Pursuant to the aforementioned Operational Rules, the aforementioned documentation is made available to the members of the Board, as a rule, on the fifth day prior to each meeting. If, for particular organisational reasons or for reasons of confidentiality, the documentation made available within this deadline is not exhaustive, subsequent additions are provided no later than the day of the meeting.

With regard to the provision of the aforesaid documentation, the Operational Rules provide that such documentation be deposited with the competent corporate organisational unit, as well as through the special Confidential Platform used for the management of meetings of the Bank's governing bodies.

Meetings are held at the company's registered office or at other premises of the Bank's management or, exceptionally, elsewhere in Italy. Where required, meetings of the Board may be held using remote connection systems in accordance with the Articles of Association.

Resolutions are valid if attended by a majority of its current Statutory Auditors. Resolutions are adopted by a majority of those present.

The Board of Statutory Auditors may, from time to time, and in relation to specific items on the agenda, invite to its meetings persons whose contribution may enrich the information available to the Statutory Auditors.

As regards the taking of minutes of meetings, the Operational Rules provide that the Chair, with the help of the organisational unit supporting the Board of Statutory Auditors, is responsible for drafting the minutes of meetings and resolutions.

The aforementioned organisational unit makes the draft minutes of each meeting available to all the members of the Board of Statutory Auditors for sharing, by means of the confidential platform, notifying those concerned. Each Statutory Auditor is entitled to have his dissent recorded in the minutes of the meeting, stating the reasons for his dissent. Reasoned comments are submitted in writing to the Chair and the competent organisational unit within seven working days thereafter. In the absence of such observations, the minutes thus drawn up are formally approved at the earliest convenient meeting of the Board of Statutory Auditors.

The Board normally operates on a collegial basis, without prejudice to the fact that activities may also be carried out individually and by means of direct audits, where deemed necessary and appropriate. The outcome of the activities carried out is recorded and transcribed in the Board's book of meetings and deliberations.

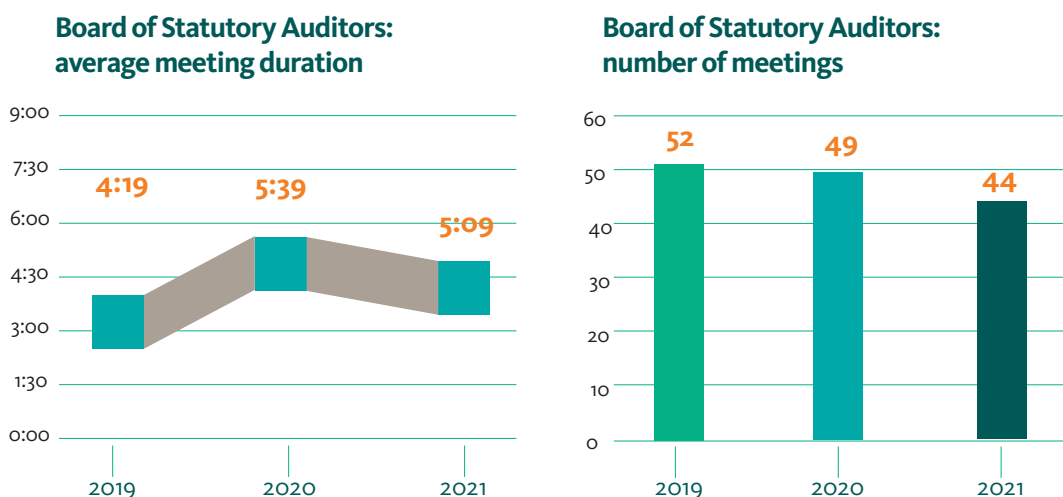
The Board of Statutory Auditors monitors compliance with the law, regulations and the Articles of Association, respect for the principles of correct administration of the Company, the adequacy of the organisational and accounting structures, and the functionality of the overall internal control system; it verifies that the personnel involved in the control system operate effectively and are coordinated properly, reporting any weaknesses or irregularities and requesting suitable corrective action; it monitors the adequacy of the risk management and control system; it exercises such other functions and powers provided by law as well as the duties and functions that the provisions of Banca d'Italia and the other Supervisory Authorities assign to the body that has the control function.

The Board of Statutory Auditors also: (i) informs the Board of Directors of the outcome of the statutory audit and transmits to the Board of Directors the additional report sent by the independent auditing firm, accompanied by any observations; (ii) monitors the financial reporting process and submits recommendations or proposals aimed at ensuring its integrity; (iii) checks the effectiveness of the company's internal quality control and risk management systems and internal audit, with regard to the Bank's financial reporting, without violating its independence; monitors the statutory audit of the annual and consolidated financial statements, including taking into account any findings and conclusions of quality audits of audit firms carried out by Consob, where available; (iv) verifies and monitors the independence of statutory audit firms, in particular with regard to the adequacy of the provision to the Bank of non-audit services; (v) is responsible for the procedure for the selection of statutory audit firms and makes proposals to the Shareholders' Meeting regarding the assignment of the role of statutory auditor.

The Board of Statutory Auditors has to inform the Supervisory Authorities, in accordance with current legislation, of all facts or deeds that it becomes aware of and which could constitute management irregularities or a violation of the rules that govern banking.

Meetings of the Board of Statutory Auditors during 2021

In 2021, the Board of Statutory Auditors held 44 meetings, each lasting an average of 5 hours 9 minutes.



In the context of the aforementioned meetings, the Board of Statutory Auditors held: (i) four meetings held jointly (or partially jointly) with the Control and Risks Committee; (ii) one meeting held jointly with the Related Parties Committee; (iii) two meetings held partially jointly with the Sustainability Committee. The Control Body also held two meetings partially in conjunction with the Supervisory Body pursuant to Legislative Decree no. 231/01.

The Board of Statutory Auditors also attended the meetings of the Board of Directors and the Executive Committee (the last meeting of which was held on 15 April 2021). At all the meetings of the Board of Directors, the Executive Committee and the other Board Committees, at least one member of the Board of Statutory Auditors was always present .

In line with the Supervisory Provisions, the Board of Statutory Auditors also held, in accordance with the provisions of Article 150 of the Consolidated Finance Act, 4 meetings with the Chief Executive Officer, of which two with the current Chief Executive Officer and two with the previous Chief Executive Officer.

Moreover, in 2021, the Board of Statutory Auditors held special meetings with the corresponding Bodies of the main Group companies, dedicated to the exchange of information and discussion of issues of common interest.

With reference to training activities, the members of the Board of Statutory Auditors took part, in 2021 and in the first months of 2022, in conferences, workshops and other initiatives for in-depth analysis and/or updating promoted and/or indicated by the Bank. For further information in this respect, see Paragraph 4.5.

For 2022, 35 meetings of the Board of Statutory Auditors are scheduled, of which 9 already held at the date of approval of this Report.

For further activities carried out by the Board of Statutory Auditors with reference to 2021, please refer to the Report prepared by the Board of Statutory Auditors pursuant to Article 153 of the Consolidated Law on Finance, available on the *website* www.bper.it - Institutional > *Governance* > Shareholders' Meetings.

Coordination with Control Functions

Pursuant to the Articles of Association, in performing the necessary verification work and checks, the Board of Statutory Auditors makes use of the Company's internal control structures and functions. The Board of Statutory Auditors can carry out audits or inspections at any time, also individually; the Statutory Auditors can also ask the Directors for information on the Company and its subsidiaries regarding the results of operations or of specific transactions; such information can also be requested directly from the subsidiaries' Directors and Statutory Auditors.

The Board of Statutory Auditors can also exchange information on the administration and control systems and on business trends in general with the corresponding Boards at subsidiaries.

Pursuant to the Operational Rules, in carrying out its duties, the Board of Statutory Auditors is responsible for establishing appropriate contacts with the other corporate bodies, with the Manager responsible for preparing the accounting and corporate documents, with the company appointed to perform the statutory audit and with the Supervisory Body pursuant to Legislative Decree no. 231/2001, for the coordination and exchange of information of mutual interest, in compliance with their respective

competences and in line with the provisions of the Supervisory Instructions and the document on the coordination of control functions approved by the Board of Directors. The Board of Statutory Auditors may also make use of the internal control functions, and in particular of the Internal Audit function, to carry out the checks and inspections deemed necessary.

In performing its work, the Board of Statutory Auditors collaborates with the Internal Audit Function via:

- the periodic invitation of the Head of the above-mentioned Function to the meetings of the Board (in 2021, the Board held 31 meetings with the above-mentioned Function, usually in the person of its Head);
- examination of the documentation provided to the Board by the Internal Audit Function (e.g. support for analyses carried out, inspection reports) and other information relating to the system of controls, as well as the results of the checks carried out by that Function;
- the request for specific inspections.

The Board of Statutory Auditors also benefited from the contribution of the other Control Functions, with whom it met several times during the year (28 meetings with the Risk Function, 24 meetings with the Compliance Function, 12 meetings with the Anti-Money Laundering Function, 25 meetings with the Manager responsible for preparing the Company's financial reports/Financial Information Monitoring Office). The Board also met with the other corporate functions (Chief Strategy Officer, Chief Human Resource Officer, Chief Lending Officer, Chief Operating Officer, Chief Financial Officer, Chief Business Officer, Head of Wealth & Investment Management Department) according to the established schedule, or for specific needs.

Diversity criteria and policies in the composition of the Board of Statutory Auditors

With regard to gender diversity, the Articles of Association stipulate that the composition of the Board of Statutory Auditors must ensure a balance between genders in accordance with current regulations. In this regard, please note that art. 148, paragraph 1-*bis*, of the Consolidated Finance Act stipulates that at least 2/5 of the standing auditors of the Board of Statutory Auditors must belong to the least represented gender, with the specification that if, as in the case of BPER, the Board of Statutory Auditors is composed of three members, they are rounded down to the nearest whole number (*see art. 144-undecies.1*, paragraph 3, of the Issuers' Regulations).

Compliance with this criterion is ensured by the provisions of the Articles of Association governing the composition of the lists and the election of the members of the Board of Statutory Auditors, including through the application of the sliding mechanisms described in Articles 32 and 33 of the Articles of Association.

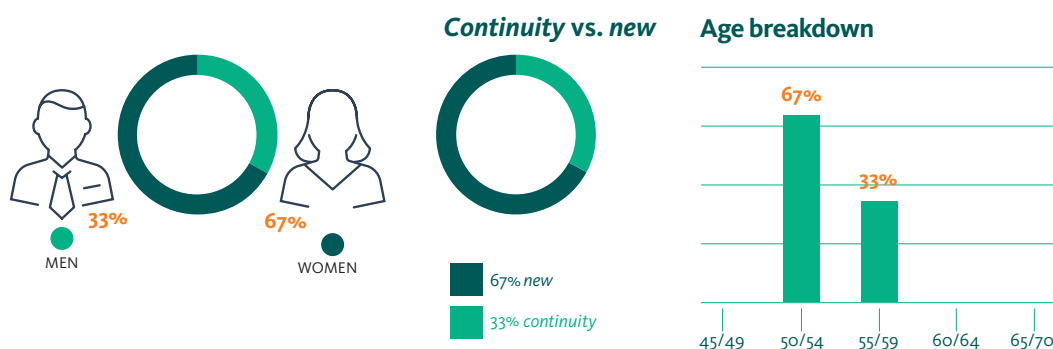
In compliance with the above, at the end of the financial year 2021 and at the date of approval of this Report, one third of BPER's Board of Statutory Auditors is made up of male members and two thirds of female members.

In addition to the above, the composition of the Board is in line with the provisions of Ministerial Decree no. 169 of 2020, which calls for adequate diversification, in order, among other things, to nurture dialogue and dialectic within the Body and encourage the emergence of a plurality of approaches and perspectives.

This aspect was also highlighted in the document containing the "Guidelines for Shareholders on the qualitative and quantitative composition of the Board of Statutory Auditors" published in view of the

appointment of the new Board of Statutory Auditors by the Shareholders' Meeting of 21 April 2021 and approved by the outgoing Board of Statutory Auditors, at the end of the self-assessment process. This document highlighted, among other things, the importance of: (i) ensuring a balanced composition of profiles and experiences within the Control Body; (ii) promoting diversity requirements that take into account professional experience, gender diversity and seniority distribution, also in terms of age diversification.

On the basis of the above, the Board of Statutory Auditors in office is adequately diversified, especially with reference to gender and length of service, as well as professional experience.



Without prejudice to the foregoing, the aforementioned diversity criteria are not, to date, crystallised in a single document, since they are already provided for and regulated, in various ways, by the provisions of law and/or the Articles of Association in force, as well as referred to in the guidelines on the optimal qualitative and quantitative composition of the Board published on the Company's website in view of the Shareholders' Meeting called to renew the Board of Statutory Auditors. This approach is also a consequence of the regulatory framework that - in our system - entirely refers the appointment of the members of the Control Body to the Shareholders.

That said, the composition of the control bodies of the subsidiaries is regulated in the "General guidelines for the composition, appointment and remuneration of the members of the corporate bodies of the subsidiaries of BPER Banca S.p.A.", updated by the Board of Directors on 19 January 2022, and which include, among other things, provisions aimed at ensuring adequate diversification within the Corporate Bodies of the subsidiaries, also in terms of gender balance, establishing that at least 20% of the members must belong to the least represented gender (rounded off according to the arithmetic criterion).

Moreover, as already mentioned in the section on diversity criteria in the composition of the Board of Directors, on the occasion of the examination of the Corporate Governance Committee's Recommendations for 2022 (attached to the Letter from the Chair of 3 December 2021), the Board of Directors confirmed the project, already underway, to revise the current "Group Policy for the Enhancement of Diversity", within which the provisions on the diversity of the Board of Statutory Auditors will also be referred to.

Independence

As anticipated in Section 11.2 above, following the appointment of the members of the Board of Statutory Auditors by the Shareholders' Meetings of 21 April 2021 and 23 June 2021, the assessments on the possession of the independence requirements were also carried out in application of Recommendations 9 and 7 of the Corporate Governance Code.

In particular, for the purposes of assessing the significance of any commercial, financial and professional relationships with BPER and Group Companies, the related Executive Directors or top management, or any additional remuneration, the same quantitative and qualitative parameters applied to verify the independence of the members of the Board of Directors were used as reference (for which please refer to Section 4.7 above).

The assessments made, which took into account all the information made available by each member of the Board of Statutory Auditors, were announced in press releases published on 20 May 2021 and 22 July 2021.

Without prejudice to the foregoing, during the term of office, the verification of independence shall be carried out at least once a year and, in any case, upon the occurrence of any situation that may compromise the continuation of the relevant requirements.

Self-Assessment of the Board of Statutory Auditors

The Board of Statutory Auditors annually undergoes a self-assessment process in relation to its functioning and its qualitative and quantitative composition.

With particular reference to the 2021 financial year, the Board of Statutory Auditors' self-assessment process (the "2021 Self-Assessment Process") was carried out internally, without the aid of an external advisor, through the administration to all the members of the Board of Statutory Auditors, and the subsequent compilation by the latter, anonymously, of a specific questionnaire concerning questions on the functioning and qualitative and quantitative composition of the Board itself. The questionnaire data were then collected and processed by the Bank's structures, in an anonymous and aggregate form, and submitted to the Board for the relevant assessments and for the approval of the related Report, containing the analysis of the results of the 2021 Self-Assessment Process and a summary of the main findings that emerged with particular reference to the results obtained, with an indication of the main strengths and weaknesses.

The opinion resulting from the 2021 Self-Assessment Process was of overall adequacy both with reference to the functioning of the Body – with particularly positive judgements as regards, *inter alia*, (i) supervision: on compliance with the law, regulations and statutory provisions; on the completeness, adequacy, functionality and reliability of the Risk Appetite Framework; on the ICAAP process and on the evaluation of company activities, as well as on the adequacy and functionality of the administrative and accounting structure of the Bank and on periodic accounting information; (ii) verification of the completeness, adequacy, functionality and reliability of the internal control system; (iii) the performance of the tasks entrusted to the Board of Statutory Auditors in its capacity as the internal control and audit committee pursuant to Legislative Decree no. 27 January 2020, 39 – both with reference to the composition and structure of the Body.

Without prejudice to the foregoing, some areas susceptible to further improvement have been identified, mostly attributable to the limited period of operation of the Body in its current composition, in office only from the end of June 2021.

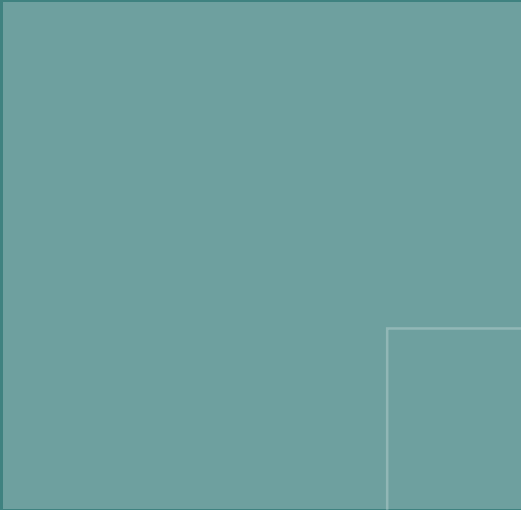
The Board of Statutory Auditors has identified the steps to be taken to improve the opinion resulting from the self-assessment process.

Remuneration

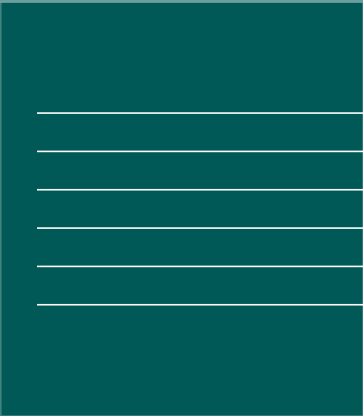
The remuneration of the members of the Board of Statutory Auditors, including that of the Chair, is determined by the Shareholders' Meeting, at the time of appointment, for the entire duration of the mandate, taking into account the role and responsibilities of this Body. Variable remuneration is forbidden for the members of the Board of Statutory Auditors. For more detailed information, please refer to the Remuneration Report published on the *website* www.bper.it - Institutional > Governance > Meetings.

Management of interests

In accordance with the provisions of the Rules governing the functioning of the Board of Statutory Auditors, any Auditor who, on his own behalf or on behalf of third parties, has an interest in a given Bank transaction shall promptly and fully inform the other Auditors and the Chair of the Board of Directors of the nature, terms, origin and extent of his interest.



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12. Relations with Shareholders

All information on the Company's performance, press releases and documents of interest to shareholders (Articles of Association, governance documents, financial statements and reports, presentations to analysts, share performance, shareholders, calendar of corporate events, press releases, *etc.*) are published on the *website* www.bper.it - Institutional > *Governance*, Investor Relations and Media Relations.

An Investor Relations Office was set up to manage relationships with investors, intermediaries and, more generally, with stakeholders in the Bank. This office is the official point of contact with the Bank and the BPER Group for the national and international financial community, helping to create a channel through which the latter can receive constant information.

In particular, the Investor Relations Office communicates with the shareholders, bondholders, investors, financial analysts and rating agencies in order to disseminate in a homogeneous manner correct and timely information and news about the activities, results, strategy and growth prospects of the Bank and the Group. Mention should be made of the various presentations, also by conference call, of the periodic consolidated results of the BPER Group addressed mainly to the financial community and the press.

The Investor Relations Office collaborates, as appropriate, with the External Relations Office, in managing the relationship with Shareholders through adequate and constant information on the life of the Bank and the Group. This Office, among its various activities, maintains relations with journalists from national and local newspapers, prepares press releases and has them published in the media, organises press conferences and prepares communication plans, coordinating with other banks in the Group where necessary.

In addition, the Investor Relations Office collaborates, as appropriate, with the ESG Strategy Office, in managing information relating to ESG issues and in monitoring ESG ratings to which the Bank is subject.

Engagement policy

As mentioned in Section 4.1 above, on 21 December 2021, the Board of Directors, on the proposal of the Chair of the Board of Directors, formulated in agreement with the Chief Executive Officer and subject to the favourable opinion of the Nomination and Corporate Governance Committee, adopted the "Engagement Policy", published on the *website* www.bper.it - Institutional > *Governance* > Documents.

The purpose of this Policy is to promote and regulate the so called Shareholder-Director Engagement, i.e. the active and transparent dialogue between the Company's Directors, Shareholders and, more generally, Investors and Advisors on voting matters (as defined in the Policy), taking into account past experience, best practices and engagement policies adopted by institutional investors and asset managers (as defined in the Policy), in order to foster the pursuit of the Company's long-term value creation objective and therefore its sustainable success.

Specifically, the Policy aims to regulate the dialogue on issues falling within the competence of the

Board of Directors concerning, in particular:

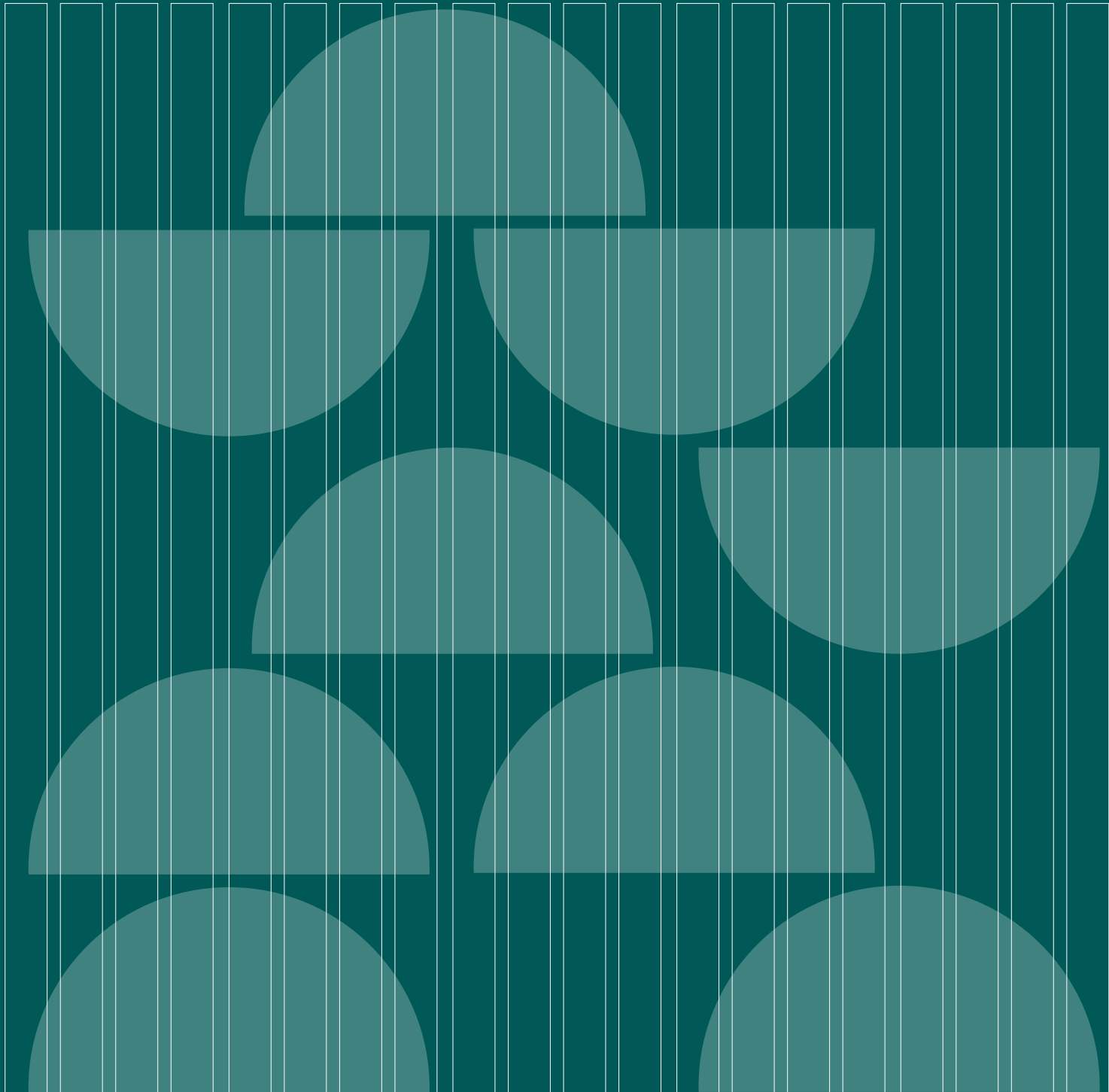
- Corporate governance;
- strategic guidelines and operations;
- the capital structure, financial and non-financial results;
- sustainability (ESG - Environmental, Social and Governance)
- the remuneration policies for Directors and executives with strategic responsibilities; and
- the internal control and risk management systems approved by the Company.

This dialogue may be either "reactive" - where it is established at the request of Shareholders, Investors or Voting Advisors - or "proactive" - where it is established at the initiative of the Company, and may take place on a one-way or two-way basis, individually or collectively.

In all cases of dialogue, compliance with current legislation on the management of confidential information and, in particular, on inside information, market abuse and equal treatment of persons in identical situations is always ensured.

With regard to (i) the roles and responsibilities of the various Bodies and individuals involved in the implementation of the engagement policy (Board of Directors, Chair, Chief Executive Officer, Chairs of Committees, other Directors, Heads of Corporate Functions); (ii) the methods of transmission of requests; (iii) the criteria and methods of evaluation and acceptance of the same and (iv) the information flows, please refer to the document published, in its full version, on the Bank's website, at the address indicated above.

Without prejudice to the foregoing, it should be noted that, at the date of approval of this Report, there have not yet been any occasions of engagement falling within the scope of this Policy.



13. Shareholders' Meetings

Shareholders' Meetings are an important opportunity for meetings and discussions between the Shareholders and the Company's top management bodies as well as the main forum where Shareholders can participate in corporate life, expressing their will on the issues in relation to which the Shareholders' Meeting is called to pass resolutions, in ordinary or extraordinary sessions, on the basis of the provisions of the law and the Articles of Association, to which reference is made.

The ordinary Shareholders' Meeting must be convened by the Board of Directors at least once a year, within one hundred and twenty days of the end of the financial year, to resolve on the approval of the financial statements. On this occasion, during the meeting, the company's top management provides the Shareholders with a report on operations, responding to any questions or requests for clarification put forward by the entitled parties, within the terms and in the manner provided for by current legislation, the Articles of Association and the Shareholders' Meeting Regulations.

Convening and carrying out of work

The Shareholders' Meeting takes place, in a single call, at the location specified in the meeting notice, provided that this is in Italy.

However, the Board of Directors may decide to convene the Shareholders' Meeting on first call, second call, or, for Extraordinary Shareholders' Meetings only, also on third call, indicating this in the call notice.

If it is provided for in the notice, the Meeting may be validly held also using remote communication systems, on condition that the identity of the persons entitled to attend is assured and that all participants are able to intervene in real time in discussions about the matters on the agenda, as well as to vote on the resolutions.

The Meeting is convened by means of a notice published within the terms and in the manner prescribed by current legislation.

The Meeting is chaired by the Chair of the Board of Directors or by his alternate pursuant to the Articles of Association or, failing this, by the person elected by those present. The Chair of the Meeting checks that the Meeting is quorate, verifies the identity and rights of those present, moderates the business conducted and determines the results of voting.

Unless the minutes of the Shareholders' Meeting are drawn up by a notary public, the Secretary of the Board of Directors or, in his absence, a member designated by the Shareholders' Meeting, acts as Secretary of the Ordinary Shareholders' Meeting.

In order for the constitution and the resolutions of the Shareholders' Meeting to be valid, the quorum provided for by current legislation shall apply, without prejudice to the provisions of Articles 18, 19, 20, 31, 32 and 33 of the Articles of Association with reference to the appointment of the Corporate Bodies with the list voting system.

Participation in the Shareholders' Meeting and Shareholders' rights

By law, those who hold the shares of the Company at close of business on the seventh trading day prior to the date of the Shareholders' Meeting (record date) are entitled to participate in the Shareholders' Meeting and exercise the right to vote, directly or by proxy.

Each ordinary share entitles the holder to one vote. Postal voting is not allowed. In accordance with current regulations, the Board of Directors can allow votes to be cast before and/or during the Shareholders' Meeting, without requiring the physical presence of the person or their proxy, through the use of electronic devices in ways to be communicated in the notice of call of the Shareholders' Meeting, such as to ensure the identification of those who have the right to vote and security of communications.

Members of the Board of Directors, who are also Shareholders of the Company, may not vote on resolutions regarding their areas of responsibility.

In accordance with the procedures, terms and limits established by law, Shareholders who represent, even jointly, the minimum share of capital required for this purpose by current legislation (i.e. at least 2.5% of the share capital) may request, in writing, to add to the list of items to be discussed at the Shareholders' Meeting, as set out in the notice of call, or submit resolution proposals on items already on the agenda. Additions to the list of matters to be discussed cannot include matters for which, by law, the Meeting adopts resolutions based on a proposal from the Directors, or based on a draft or a report prepared by them. Those entitled to vote may also individually submit proposals for resolutions to the Meeting.

In the manner, within the terms and within the limits established by law and indicated in the call notice, those who have the right to vote may also ask questions on the items on the agenda even before the Shareholders' Meeting.

Shareholders' Meeting Regulations

The Shareholders' Meeting of 14 April 2018 approved specific "Shareholders' Meeting Regulations", published on the *website* www.bper.it – Institutional > *Governance* > Documents.

* * * * *

During 2021, three Shareholders' Meetings were held in which the entitled parties were able to participate exclusively through the representative designated by the Company pursuant to Article 135-*undecies* of the CFA, i.e. Computershare S.p.A., in line with the provisions of the emergency legislation issued to deal with the COVID-19 pandemic.

The aforementioned Meetings were attended by the Directors and Statutory Auditors in observance of the containment measures imposed by law, including through the use of remote connection systems.

Specifically: (i) all the members of the Board of Directors and the Board of Statutory Auditors were present (in person or by means of remote connection) at the Extraordinary Shareholders' Meeting of 29 January 2021; (ii) all the members of the Board of Directors and the Board of Statutory Auditors were present (in person or by remote connection) at the Ordinary Shareholders' Meeting of 21 April 2021, with the exception of a Director who justified his absence; (iii) the majority of the members of the Board of Directors (nine out of fourteen; the remaining five justified their absence) and all the members of the Board of Statutory Auditors were present (in person or via remote connection) at the Ordinary Shareholders' Meeting of 23 June 2021.

During the aforesaid Shareholders' Meetings, and in particular during the Shareholders' Meeting to approve the financial statements, the Chair and the Chief Executive Officer, each within their respective spheres of competence, reported on the activities carried out and the Company's performance, and illustrated the items on the agenda, also by referring to the information documentation published ahead of the Shareholders' Meetings. Moreover, during the Shareholders' Meeting, the then Chair of the Remuneration Committee, Mara Bernardini, reported on the activities carried out by the Committee during 2020.

The resolution proposals for the individual items on the agenda of the aforementioned Meetings were formulated by the Board of Directors within the terms and methods laid down in current regulations. With specific reference to the Shareholders' Meeting of 23 June 2021, the proposals relating to (i) the appointment of a new Director, to replace the resigning Director; (ii) the appointment of the Chair of the Board of Statutory Auditors; (iii) the appointment of a Standing Auditor and an Alternate Auditor, were submitted respectively (a) by the shareholder Fondazione di Modena, by the deadline of 8 June 2021; (b) by the shareholder Unipol Gruppo S.p.A., by the deadline of 31 May 2021; (c) by Studio Legale Trevisan & Associati (on behalf of 12 managers of 19 UCITS), by the deadline of 31 May 2021.



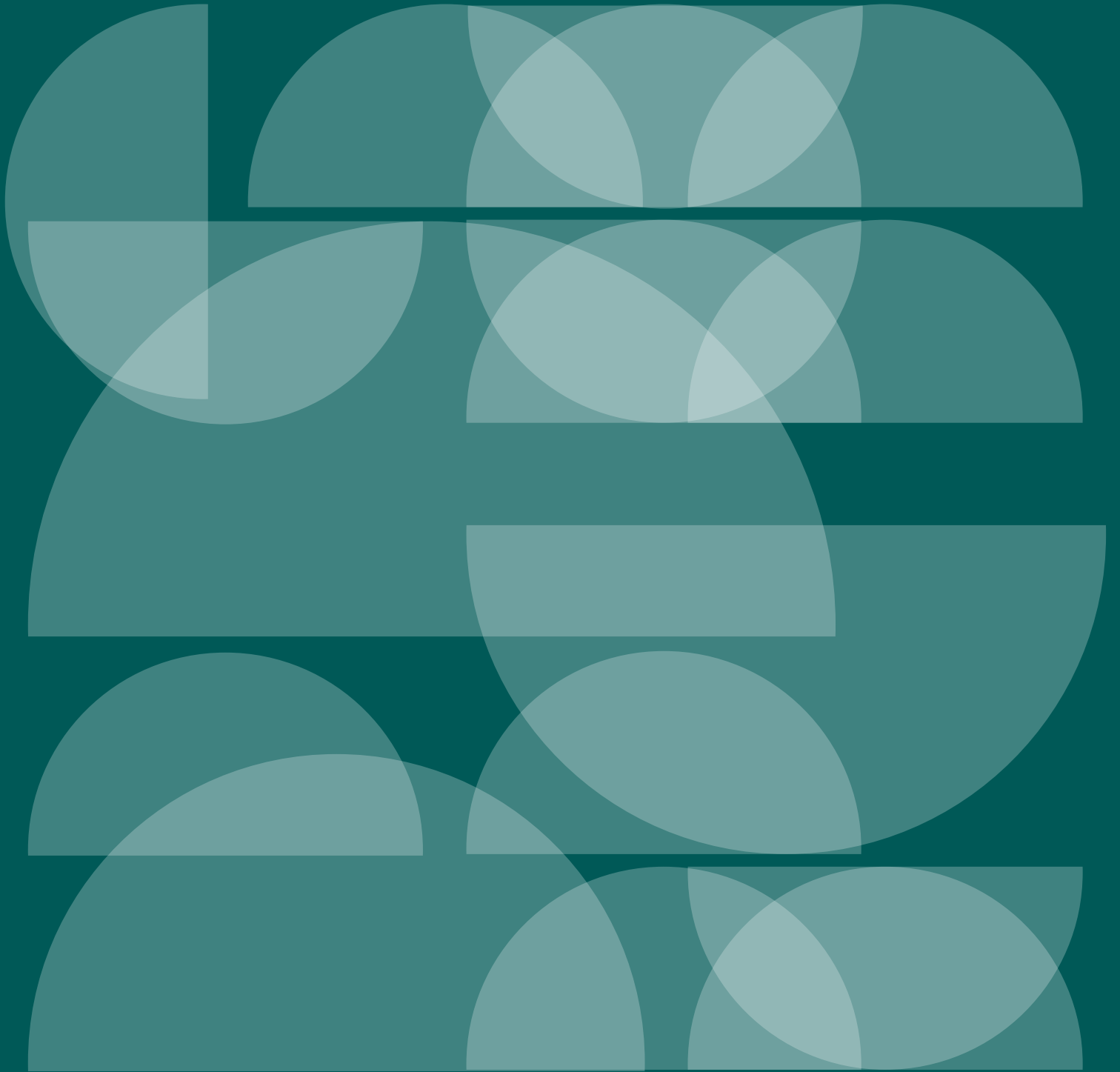
14. Considerations on the Letter from the Chair of the Corporate Governance Committee of 3 December 2021

As already mentioned, in a letter dated 3 December 2021, the Chair of the Corporate Governance Committee (the "Committee") sent the Bank (as well as all issuing companies) the customary communication aimed at highlighting the monitoring activities carried out by the Committee with regard to the application of the corporate governance provisions and highlighting the main critical points found by the Committee during the year, as well as to formulate recommendations aimed at promoting the evolution of Corporate Governance according to the principles of the new "Corporate Governance Code" (the "Recommendations of the Corporate Governance Committee for the year 2022").

These Recommendations essentially refer to the following issues: sustainable success and engagement policy; proportionality; assessment of the independence of the representatives; pre-meeting information; guidelines for shareholders; diversity; remuneration policies.

The considerations formulated by the Board of Directors in relation to the aforementioned Recommendations are described in detail in this Report as indicated below.

Recommendations	Reference in the report
Sustainable success and Engagement Policy	Chapter 1 (Company Profile); Section 4.1 (Role of the Board of Directors); Chapter 8. (Remuneration of Directors); Chapter 12 (Relations with Shareholders)
Proportionality	Chapter 1 (Company Profile)
Assessment of the independence of representatives	Paragraph "4.7. (Independent Directors and Lead Independent Director); Paragraph 11.2. (Composition and Functioning of the Board of Statutory Auditors)
Information prior to Board of Directors meetings	Paragraph "4.4. (Functioning of the Board of Directors); Chapter 6 (Board Committees)
Guidance to Shareholders	Chapter 7. (Self-assessment and succession of Directors)
Diversity	Paragraph 4.3. (Composition of the Board of Directors); Paragraph 11.2 (Composition and operation of the Board of Statutory Auditors)
Remuneration policies	Chapter 8 (Remuneration of Directors)



Tables

Table 1: Information on the ownership structure

The data reported in the Table are updated to 31 December 2021

Structure of Share Capital				
Type of shares	No. of shares	% of share capital	Listed (point out the markets)/ Not listed	Rights and obligations
Ordinary shares	1,413,263,512	100%	Euronext Milan	Voting right Equity rights
Multiple voting shares	-	-	-	-
Shares with limited voting right	-	-	-	-
Shares with no voting right	-	-	-	-
Other	-	-	-	-

Other financial instruments (giving the right to subscribe newly issued shares)				
Types of financial instruments	Listed (indicate the markets)/ Not listed	No. of instruments in issue	Category of shares to service the conversion/exercise	No. of shares to service the conversion/exercise
Convertible bonds	not listed	600 ⁽¹⁾	Ordinary shares	35,714,286
Warrants	-	-	-	-

Significant holdings of share capital ⁽²⁾			
Declarant	Direct shareholders	% portion of ordinary share capital	% portion of voting capital
Unipol Gruppo S.p.A.	Unipol Gruppo S.p.A.	9.55%	9.55%
	UnipolSai Assicurazioni S.p.A.	9.34%	9.34%
Fondazione di Sardegna	Fondazione di Sardegna	10.22%	10.22%

(1) "Additional Tier 1" convertible bond issued on 25 July 2019 for a total nominal amount of Euro 150,000,000, subscribed for in full by Fondazione di Sardegna for a total price of Euro 180,000,000 (the bond conditions allow their conversion into BPER Banca shares for a maximum nominal amount of Euro 150,000,000 and inclusive of premium of Euro 42,857,142, via the issue of up to 35,714,286 ordinary shares at a unit price of Euro 4.2, of which Euro 3 allocated to capital and Euro 1.2 to share premium). The number of instruments in issue is 600 (unit nominal value of 250,000).

(2) Data updated based on the communications received pursuant to the legislation in force and other information available to the Issuer. The composition of the shareholding structure reported above is the result of analyses conducted by using mixed sources of data, such as entries in the shareholder book, communications issued to Consob, communications and documentation relating to the attendance of the company's Shareholders' Meeting and the exercise of company rights. The mixed sources, the different dates of updating them and the transactions regarding the company's shares ensure that the representation provided constitutes the best estimate of the composition of the shareholding structure, but are not as such to ensure they match the actual situation at the time of consultation.

Table 2: Structure of the Board of Directors at 31/12/2021

Board of Directors														
Office	Members (name surname)	Year of birth	Date of first appointment *	In office since	In office until the approval of the financial statements at	List (presenting members) (**)	List (***)	Exec.	Non-Exec.	Indep. Code	Indep. CFA	Indep. CLB (†)	No. of other assignments (****)	Attendance (*****)
Chair	Flavia Mazzarella	24/12/58	21/04/21	21/04/21	31/12/23	Shareholders	3		x	x	x	x	1	17/17
Chief Executive Officer(•)	Piero Luigi Montani	12/04/54	21/04/21	21/04/21	31/12/23	Shareholders	3	x					0	17/17
Deputy Chair	Riccardo Barbieri	31/01/64	14/04/18	21/04/21	31/12/23	Shareholders	2		x		x ⁽³⁾		1	26/26
Director	Elena Beccalli	25/07/73	21/04/21	21/04/21	31/12/23	Shareholders	3		x	x	x	x	0	16/17
Director	Silvia Elisabetta Candini	02/07/70	06/07/20	21/04/21	31/12/23	Shareholders	1		x	x	x	x	1	26/26
Director	Maria Elena Cappello	24/07/68	21/04/21	21/04/21	31/12/23	Shareholders	3		x	x	x	x	1	17/17
Director	Cristiano Cincotti	30/03/75	21/04/21	21/04/21	31/12/23	Shareholders	2		x	x	x	x	0	17/17
Director	Gianfranco Farre	06/03/58	21/04/21	21/04/21	31/12/23	Shareholders	2		x	x	x	x	0	17/17
Director	Alessandro Robin Foti	26/03/63	14/04/18	21/04/21	31/12/23	Shareholders	1		x	x	x	x	0	26/26
Director	Roberto Giay	10/11/65	21/04/21	21/04/21	31/12/23	Shareholders	3		x		x ⁽³⁾		5	15/17
Director	Gianni Franco Papa	06/04/56	21/04/21	21/04/21	31/12/23	Shareholders	3		x	x	x	x	5	17/17
Director	Marisa Pappalardo	25/01/60	14/04/18	21/04/21	31/12/23	Shareholders	1		x	x	x	x	1	26/26
Director	Monica Pilloni	20/02/63	21/04/21	21/04/21	31/12/23	Shareholders	2		x	x	x	x	6	17/17
Director	Gian Luca Santi	04/09/64	21/04/21	21/04/21	31/12/23	Shareholders	3		x		x ⁽³⁾		5	17/17
Director	Elisa Valeriani ⁽¹⁾	22/08/72	23/06/21	23/06/21	31/12/23	Shareholders	-		x	x	x	x	0	10/10
Directors leaving during the year														
Director	Alessandra Ruzzu	17/03/69	21/04/21	21/04/21	20/05/21 ⁽¹⁾	Shareholders	2		x	x	x	x		5/6
Chair	Pietro Ferrari	10/10/55	11/01/13	14/04/18	31/12/20	BoD	1		x					9/9
Chief Executive Officer	Alessandro Vandelli	23/02/59	17/12/13	14/04/18	31/12/20	BoD	1	x						9/9
Deputy Chair	Giuseppe Capponcelli	18/05/57	14/04/18	14/04/18	31/12/20	BoD	1		x	x ⁽²⁾	x			9/9
Director	Massimo Belcredi	24/02/62	14/04/18	14/04/18	31/12/20	BoD	1		x	x ⁽²⁾	x			9/9
Director	Mara Bernardini	09/10/57	12/04/14	14/04/18	31/12/20	BoD	1		x	x ⁽²⁾	x			9/9
Director	Luciano Filippo Camagni	31/08/55	14/04/18	14/04/18	31/12/20	BoD	1	x						9/9
Director	Elisabetta Gualandri	12/06/55	28/08/12	14/04/18	31/12/20	BoD	1		x	x ⁽²⁾	x			9/9
Director	Ornella Rita Lucia Moro	04/07/61	14/04/18	14/04/18	31/12/20	BoD	1		x	x ⁽²⁾	x			9/9
Director	Mario Noera	30/03/52	14/04/18	14/04/18	31/12/20	BoD	1	x						8/9
Director	Rossella Schiavini	08/05/66	14/04/18	14/04/18	31/12/20	BoD	1	x						8/9
Director	Valeria Venturelli	08/09/69	16/04/16	14/04/18	31/12/20	BoD	1		x	x ⁽²⁾	x			9/9
No. meetings held during the reference year:														26

Quorum required for presenting lists at the latest renewal: 1% of the share capital

NOTES:

(•) Chief Executive Officer and Director responsible for the internal control and risk management system

(*) Date of first appointment of each Director means the date on which the Director was appointed for the first time (ever) to the Company's BoD.

(**) This column indicates whether the list from which each Director was drawn was submitted by shareholders or by the BoD.

(***) With regard to the Directors appointed during the Meeting held on 21 April 2021, the number of the list from which each Director was drawn is indicated in this column. It should be noted in this regard that following the voting: (i) list no. 1 came first in terms of number of votes; (ii) list no. 3 came second in terms of number of votes; (iii) list no. 2 came third in terms of number of votes. Elisa Valeriani was elected on the basis of an individual candidacy presented by a minority shareholder, replacing the resigned Alessandra Ruzzu, who had been removed from list no. 2. With regard to the Directors appointed for the three-year period 2018-2020 and who left office in financial year 2021, the list with the highest number of votes was the one presented by the outgoing Board of Directors (list no. 1). The Directors who, on the occasion of the Shareholders' Meeting of 14 April 2018, had been drawn from the list that came second in terms of number of votes (Alessandro Robin Foti and Marisa Pappalardo) were re-elected at the Shareholders' Meeting of 21 April 2021 (see the section relating to Directors in office). Silvia Elisabetta Candini had been elected for the first time by the Shareholders' Meeting of 6 July 2020, at the proposal of institutional investors (specifically, managers of 3 investment funds), and was subsequently re-elected at the Shareholders' Meeting of 21 April 2021 (see the section relating to Directors in office).

(****) This column shows the total number of directorships or audit appointments as detailed in Table 5.

(*****) This column indicates the participation of each Director in the meetings of the BoD with respect to the total number of meetings.

(1) On 23 June 2021, the Shareholders' Meeting appointed Elisa Valeriani as Director to replace Alessandra Ruzzu, who was previously appointed by the Shareholders' Meeting on 21 April 2021 and resigned from office on 20 May 2021.

(2) The independence of Directors who ceased to hold office on 20 April 2021 refers to the criteria of the current Corporate Governance Code (2018 version).

(3) Pursuant to Article 17(4) of the Articles of Association, Directors who meet the independence requirements established by Article 148(3) of the Consolidated Finance Act, Ministerial Decree No. 169/2020 (implementing Article 26 of the Consolidating Banking Act) and the 2020 Corporate Governance Code, are considered independent. Without prejudice to the foregoing, upon verification of the independence of the newly elected Directors, it was ascertained that the Directors Barbieri, Giay and Santi only possess the independence requirements provided for by the CFA. For the reasons just mentioned, these Directors cannot however be considered independent pursuant to the Articles of Association.

(4) Independence pursuant to Ministerial Decree no. 169/2020 implementing Article 26 of the Consolidated Banking Act (4) Independence pursuant to Ministerial Decree no. 169/2020 implementing Article 26 of the Consolidated Banking Act

(5) Left office due to resignation during the term of the mandate

Table 3: Structure of Board Committees at 31/12/2021

Current Directors													
Board of Directors		Executive Committee ⁽²⁾		Related Parties Committee (formerly Independent Directors' Committee)		Control and Risks Committee		Remuneration Committee		Nomination and Corporate Governance Committee		Sustainability Committee	
Office	Members (name surname)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)
Non-executive Chair of the Board of Directors - independent	Flavia Mazzarella											3/3	C
Chief Executive Officer	Piero Luigi Montani												
Non-executive Deputy Chair	Riccardo Barbieri											3/3	M
Non-executive Director - independent ⁽³⁾	Elena Beccalli			10/10	C	21/21	M						
Non-executive Director - independent ⁽³⁾	Silvia Elisabetta Candini							14/14 ⁽³⁾	M(3)	14/14	C		
										88%	M		
Non-executive Director - independent ⁽³⁾	Maria Elena Cappello							14/14	C				
Non-executive Director - independent ⁽³⁾	Cristiano Cincotti									14/14	M		
Non-executive Director - independent ⁽³⁾	Gianfranco Farre					21/21	M						
Non-executive Director - independent ⁽³⁾	Alessandro Robin Foti					21/21	M						
Non-executive Director - independent ⁽³⁾	Roberto Giay							13/14	M				
Non-executive Director - independent ⁽³⁾	Gianni Franco Papa			10/10	M	21/21	C						
Non-executive Director - independent ⁽³⁾	Marisa Pappalardo			16/16 ⁽⁴⁾	M								
Non-executive Director - independent ⁽³⁾	Monica Pilloni					20/21	M						
Non-executive Director - independent ⁽³⁾	Gian Luca Santi									14/14	M		
Non-executive Director - independent ⁽³⁾	Elisa Valeriani							10/10 ⁽⁵⁾	M			3/3	M

Directors leaving during financial year 2021

Board of Directors		Executive Committee		Related Parties Committee (formerly Independent Directors' Committee)		Control and Risks Committee		Remuneration Committee		Nomination and Corporate Governance Committee		Sustainability Committee	
Office	Members (name surname)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)	Attendance at meetings (*)	C/M (**)
Non-executive Chair of the BoD	Pietro Ferrari											-	-
Chief Executive Officer	Alessandro Vandelli	6/6	M									-	■
Deputy Chair - Non-executive Director - independent ⁽¹⁾	Giuseppe Capponcelli											-	-
Non-executive Director - independent ⁽¹⁾	Massimo Belcredi									88%	C	-	-
Non-executive Director - independent ⁽¹⁾	Mara Bernardini							14/14	C	88%	M	-	-
Executive Director	Luciano Filippo Camagni	66	M									-	-
Non-executive Director - independent ⁽¹⁾	Alessandro Robin Foti					14/14	M					-	-
Non-executive Director - independent ⁽¹⁾	Elisabetta Gualandri			66	M	14/14	C	14/14	M			-	-
Non-executive Director - independent ⁽¹⁾	Ornella Rita Lucia Moro					13/14	M					-	-
Executive Director	Mario Noera	6/6	M									-	-
Executive Director	Rossella Schiavini	6/6	C									-	-
Non-executive Director - independent ⁽¹⁾	Valeria Venturelli			6/6	C	14/14	M					-	-
Non-executive Director - independent ⁽¹⁾	Alessandra Ruzzu(*)							1/1(6)	M			-	-
Total no. meetings held during the reference financial year:		EC: 6		RPC: 16		CRC: 35		RC: 28		NeCGC: 22		SC: 3	

2/2

(1) It should be noted that pursuant to Article 17(4) of the Articles of Association, Directors who meet the independence requirements established by Article 148(3) of the Consolidated Finance Act, Ministerial Decree No. 169/2020 (implementing Article 26 of the Consolidating Banking Act) and the 2020 Corporate Governance Code, are considered independent.

(2) Following the appointment of the new Board of Directors by the Shareholders' Meeting of 21 April 2021, the Executive Committee was not constituted. Previously, the Director Riccardo Barbieri was a member of the Committee, who - until the aforementioned date of 21 April 2021 - participated in all six meetings of the Executive Committee held from the beginning of 2021 up to that date.

(3) The position of member of the Remuneration Committee was held by the Director Silvia Elisabetta Candini in the period prior to the appointment in the new Board of Directors by the Shareholders' Meeting of 21 April 2021.

(4) Of these meetings, 6 refer to the period prior to the appointment of the new Board of Directors by the Shareholders' Meeting of 21 April 2021.

(5) This figure takes into account the fact that Elisa Valeriani was appointed as a Director by the Shareholders' Meeting of 23 June 2021 and, subsequently, she was appointed as a member of the Remuneration Committee by the Board of Directors on 8 July 2021. Starting from that date, the Director Valeriani took part in all the meetings of the Committee.

(6) This figure takes into account the fact that Alessandra Ruzzo was appointed as a Director by the Shareholders' Meeting of 21 April 2021 and subsequently resigned with effect from 20 May 2021. During the period in which she was in office, the Committee met on only one occasion. In the period between 20 May 2021 and 8 July 2021 (date on which the Remuneration Committee was reconstituted with the appointment of Elisa Valeriani) the Committee met 3 times, in the presence of the two members who remained in office (Maria Elena Cappello, Chair, and Roberto Giay).

(7) Of these meetings, 14 are referred to in the period prior to the appointment of the new Board of Directors by the Shareholders' Meeting of 21 April 2021.

(*) This column indicates the participation of each Director in the meetings of the Committees compared to the total number of meetings

(**) This column indicates the position of the Director within the Committee: "C": Chair; "M": Member

Table 4: Structure of the Board of Statutory Auditors at 31/12/2021

Board of Statutory Auditors									
Office	Members (name surname)	Year of birth	Date of first appointment *	In office since	In office until	List **	Indep. Code	Participation in Board meetings (***)	No. of other assignments (****)
Chair ¹	Daniela Travella	05/09/67	23/06/21	23/06/21	31/12/2023	3 ⁽¹⁾	X	20/20	6
Standing Auditor	Paolo De Mitri	14/10/63	14/04/2018 ⁽²⁾	21/04/21	31/12/2023	1	X	43/44	15
Standing Auditor ²	Patrizia Tettamanzi	11/12/69	17/04/2019 ⁽³⁾	21/04/21	31/12/2023	1 ⁽⁴⁾	X	26/26	1
Alternate Auditor ³	Sonia Peron	26/12/70	23/06/21	23/06/21	31/12/2023	- ⁽⁵⁾	X	/	-
Alternate Auditor	Andrea Scianca	24/07/69	21/04/21	21/04/21	31/12/2023	3	X	/	-
Statutory Auditors who left office in 2021									
Chair	Nicola Bruni	10/08/1945	21/04/2021	21/04/2021	22/06/2021	3	X	6/6	
Standing Auditor	Cristina Buonauro Calandra	24/07/71	14/04/18	17/04/19	31/12/2020	2 ⁽⁶⁾	X	18/18	
Standing Auditor	Diana Rizzo	21/07/59	18/04/15	14/04/18	31/12/2020	2	X	18/18	
Standing Auditor	Francesca Sandrolini	13/03/67	18/04/15	14/04/18	31/12/2020	2	X	18/18	
Standing Auditor	Vincenzo Tardini	07/02/60	18/04/15	14/04/18	31/12/2020	2	X	18/18	
Alternate Auditor	Veronica Tibiletti	17/09/78	17/04/19	17/04/19	31/12/2020	- ⁽⁷⁾	X	/	
No. of meetings held during the reference year: 44									

"Quorum required for the presentation of lists by minority interests for the election of the Board of Statutory Auditors: 0.50% of the share capital.

NOTES:

(*) Date of first appointment of each Statutory Auditor means the date on which the Auditor was appointed for the first time (ever) to the Company's Board of Statutory Auditors.

(**) This column indicates the number of the list from which each Auditor was taken. It should be noted that at the Shareholders' Meeting of 21 April 2021: (i) list no. 1 came first in terms of number of votes; (ii) list no. 3 came second in terms of number of votes; (iii) list no. 2 came third in terms of number of votes (no Auditor was therefore taken from this list).

With regard to the Members of the Board of Statutory Auditors appointed for the three-year period 2018-2020 and who left office during financial year 2021, list no. 2 (presented by a group of shareholders in possession of an overall stake equal to 0.52% of the share capital) is the one that came first in terms of the number of votes; the Chair of the Board of Statutory Auditors, Giacomo Ramenghi, subsequently replaced by the Chair Paolo De Mitri, previously Alternate Auditor with effect from 8 May 2018, was taken from the list ranked second in terms of the number of votes (list no. 1) - presented by a group of institutional investors in possession of an overall stake equal to 1.40% of the share capital (previously, Paolo De Mitri held the role of Alternate Auditor and was taken from the same list from which the Chair had been taken).

(***) This column indicates the participation of the Statutory Auditors in Board of Statutory Auditors' meetings out of the total number of meetings that could have been attended.

(****) This column shows the total number of directorships or administrative and control appointments as detailed in Table 6.

(1) Daniela Travella was appointed by the Shareholders' Meeting of 23 June 2021, called for the purpose of reconstituting the Board of Statutory Auditors and appointing the new Chair of the Board of Statutory Auditors to replace Nicola Bruni, appointed by the Shareholders' Meeting of 21 April 2021 (taken from List no. 3, ranked second in terms of the number of votes) and resigned with effect from the aforementioned Shareholders' Meeting of 23 June 2021. It should be noted that, in view of the Shareholders' Meeting of 21 April 2021, Daniela Travella was placed in second position in the Standing Auditors section of List no. 3 (behind Nicola Bruni). Following this Shareholders' Meeting, she was not elected. Article 33, paragraph 5, of the Articles of Association provides that, "if it is necessary to replace an Auditor drawn from a list other than the one that came first in terms of the number of votes obtained and that is not connected, even indirectly, with the shareholders who submitted or voted for the list that came first, the Shareholders' Meeting shall select them, where possible, from among the unelected candidates indicated in both sections of the list to which the Auditor to be replaced belonged [...]". On the basis of this provision, at the Shareholders' Meeting of 23 June 2021, Daniela Travella was appointed Chair of the Board of Statutory Auditors at the proposal of the shareholder Unipol Gruppo S.p.A. (who had presented the aforementioned List no. 3).

(2) Paolo De Mitri was appointed, for the first time, as Alternate Auditor by the Shareholders' Meeting of 14 April 2018. Following the resignation of the then Chair of the Board of Statutory Auditors, Giacomo Ramenghi, Paolo De Mitri took over as Chair of the Board of Statutory Auditors with effect from 8 May 2018. Paolo De Mitri was then confirmed in the role of Chair of the Board of Statutory Auditors by the Shareholders' Meeting of 17 April 2019.

(3) Patrizia Tettamanzi was appointed, for the first time, as Alternate Auditor by the Shareholders' Meeting of 17 April 2019, replacing Paolo De Mitri, who in the meantime was appointed Chair of the Board of Statutory Auditors.

(4) Patrizia Tettamanzi - taken from List no. 1 - was elected Alternate Auditor by the Shareholders' Meeting of 21 April 2021; from the same date and until the next Shareholders' Meeting, she assumed the role of Standing Auditor due to the need to complete the Control Body. She was subsequently elected Standing Auditor by the Shareholders' Meeting of 23 June 2021.

(5) Sonia Peron was appointed as Alternate Auditor by the Shareholders' Meeting of 23 June 2021, called to reconstitute the Board of Statutory Auditors. Sonia Peron's candidacy was presented on behalf of a group of institutional investors in possession of an overall stake of 1.70% of the share capital.

(6) Cristina Calandra Buonauro - taken from List no. 2 - was elected Alternate Auditor by the Shareholders' Meeting of 14 April 2018; on 22 November 2018 she took over the office of Standing Auditor and remained in office until the next Shareholders' Meeting on 17 April 2019, at which time she was elected Standing Auditor.

(7) Veronica Tibiletti was appointed Alternate Auditor by the Shareholders' Meeting of 17 April 2019. Veronica Tibiletti's candidacy was presented by a shareholder in possession of a stake equal to 0.62% of the share capital.

Table 5: List of offices held by the members of the Board of Directors

The information shown here reflects what is known by the Bank at the date of this Report

Member of Board of Directors	Office	Legal Entity
Flavia Mazzarella	Director	Webuild S.p.A. - Gruppo Salini - Impregilo
Piero Luigi Montani	-	-
Riccardo Barbieri	General Manager	Fidicoop Sardegna cooperative company for collective guarantee of credits
Elena Beccalli	-	-
Silvia Elisabetta Candini	Director	Recordati Industria Chimica e Farmaceutica S.p.A. - Gruppo Recordati-Fimef
Maria Elena Cappello	Member of the Supervisory Council	Luminor Bank S.A. (Baltic States)
Cristiano Cincotti	-	-
Gianfranco Farre	-	-
Alessandro Robin Foti	-	-
Roberto Giay	Chair of the Board of Directors	UnipolSai Finance S.p.A. - Unipol Group
	Chair of the Board of Directors	Unipol Finance S.r.l. - Unipol Gruppo
	Chair of the Board of Directors	UnipolSai Finance S.p.A. - Unipol Gruppo
	Chair of the Board of Directors	UnipolSai Finance S.p.A. - Unipol Gruppo
	Director	Gruppo Una S.p.A. - Unipol Gruppo
Gianni Franco Papa	Executive Deputy Chair	Relatech S.p.A. - Gruppo Relatech - Lambardi
	Chair of the Board of Directors	Casa di Cura la Madonnina S.p.A. - Gruppo Policlinico San Donato - Gastaldi - Rotelli
	Director	Istituti Clinici Zucchi S.p.A. Gruppo Policlinico San Donato - Gastaldi - Rotelli
	Director	H San Raffaele Resnati S.r.l. Istituti Clinici Zucchi S.p.A. Gruppo Policlinico San Donato - Gastaldi - Rotelli
	Sole Director	FIN.SE S.r.l.
Marisa Pappalardo	Director	Pirelli & C. S.p.A. S.p.A. - Gruppo Pirelli & C. S.p.A. - China National Chemical Corporation
Monica Pilloni	Chair of the Board of Directors	Società Gestione Aeroporto S.p.A. (SO.G.AER.) - Gruppo Società Gestione Aeroporto
	Chair of the Board of Statutory Auditors	Auto Vendita Veicoli e Meccaniche S.p.A. (AUTOVAMM S.p.A.) - Gruppo Mibelli
	Standing Auditor	Sardaeolica S.r.l. - Gruppo Saras
	Standing Auditor	Sarlux S.r.l. - Gruppo Saras
	Alternate Auditor	Pres Stek S.p.A. - Gruppo Pres Stek Services
	Alternate Auditor	Pres Stek S.p.A. - Gruppo Pres Stek Services
Gian Luca Santi	Chair of the Board of Directors	Marina di Loano S.p.A. - Unipol Gruppo
	Deputy Chair of the Board of Directors	Centri Medici Dyadea S.r.l. - Unipol Gruppo
	Deputy Chair of the Board of Directors	Gruppo Una S.p.A. - Unipol Gruppo
	Deputy Chair of the Board of Directors	Tenute del Cerro S.p.A. - Unipol Gruppo
	Director	Nomisma - Società di studi economici S.p.A.
Elisa Valeriani	-	-

Table 6: List of offices held by the members of the Board of Statutory Auditors

The information shown here reflects what is known by the Bank at the date of this Report

Member of the Board of Statutory Auditors	Office	Company
Daniela Travella	Chair of the Board of Statutory Auditors	RE_View Società tra Professionisti S.p.A.
	Standing Auditor	Laboratorio Farmaceutico S.I.T. - Specialità Igienico Terapeutiche S.r.l. - Gruppo S.I.T.
	Standing Auditor	Società Benefit CimArosa 1 S.p.A. - Gruppo Intesa SanPaolo
	Alternate Auditor	MC Prefabbricati S.p.A. - Gruppo Cera
	Alternate Auditor	Officina Meccanica Sestese S.p.A. - Gruppo Officina Sestese
	Alternate Auditor	Brioschi Sviluppo Immobiliare S.p.A. - Gruppo Brioschi - Bastogi
Paolo De Mitri	Chair of the Board of Statutory Auditors	Biesse S.p.A. - Gruppo Biesse - Bifin
	Chair of the Board of Statutory Auditors	Hyle Capital Partners Società di gestione del risparmio S.p.A. - Gruppo Bordi
	Chair of the Board of Statutory Auditors	Riello Investimenti S.p.A. - Gruppo Riello Investimenti
	Chair of the Board of Statutory Auditors	FHS & C. S.p.A. - Gruppo Riello Investimenti S.p.A.
	Chair of the Board of Statutory Auditors	First Advisory S.r.l. - Gruppo Riello Investimenti S.p.A.
	Chair of the Board of Statutory Auditors	Foodness S.p.A. - Gruppo Riello Investimenti S.p.A.
	Standing Auditor	Contri Holding S.p.A. - Gruppo Bordi
	Standing Auditor	Contri Holding S.p.A. - Gruppo Bordi
	Standing Auditor	Investitori First S.p.A. - Gruppo Riello Investimenti S.p.A.
	Sole Auditor	Omniafibre S.r.l. - Gruppo Riello Investimenti S.p.A.
	Standing Auditor	Garmont International S.r.l. - Gruppo Riello Investimenti S.p.A.
	Appointed as representative of the managing company	C.D.S. Consulting S.r.l. - Gruppo Cattini - Saccenti - Tosi
	Appointed as representative of the managing company	CDS Immobiliare S.r.l. - Gruppo Cattini - Saccenti - Tosi
	Sole Shareholder and Sole Director	DMP Srls - Gruppo De Mitri
	Managing partner	Finanziaria Immobiliare Società Semplice - Gruppo De Mitri
Patrizia Tettamanzi	Alternate Auditor	AzA S.p.A. - Gruppo AzA

Appendix

Profile of Representatives

Board of Directors



Flavia Mazzarella - Chair

NON-EXECUTIVE - INDEPENDENT

Chair of the Sustainability Committee

Graduated in Economics and Commerce cum laude from the Università “La Sapienza” of Rome in 1982. After graduating, she began her professional career first as a researcher at CENSIS - National Research Centre for Social Studies, then as an analyst in the Mediocredito Centrale Studies Office and, subsequently, as an officer at Sviluppo Italia (Development Italy) (formerly the Women's Entrepreneurship Committee).

In February 1994, she joined the Ministry of Economy and Finance as an employee of the Privatisation Office, then becoming manager in 2000, a role she held until 2002.

In January 2002, she became Head of the Supervisory Function of IVASS (Insurance Supervisory Institute). In July 2005, she was appointed as Deputy General Manager of the Institute, a position she held until December 2012. From January 2013 to July 2014, she was the Support Manager of the Board of Directors.

Also holds the position of Director and member of the WeBuild S.p.A. Control and Risks Committee.

She was Chair of the Board of Directors of Banca Finnat Euramerica S.p.A., as well as Director, Chair of the Risk Committee, member of the Nomination Committee and Lead Independent Director of the same bank from February 2016 to February 2017. She was also a Director and member of the Remuneration and Nomination Committee of Alerion Clean Power S.p.A.; Director, Chair of the Control and Risks Committee and member of the Nomination and Remuneration Committee of Garofalo Health Care S.p.A.; Director and member of the Control and Risks Committee of Saipem S.p.A. and Director of FIGC Servizi.



Riccardo Barbieri - Deputy Chair

NON-EXECUTIVE

Member of the Sustainability Committee

He holds a degree in Economics and Business Studies from Cagliari University.

He is a qualified Chartered Accountant and is a Registered Auditor. Master's Degree from LUISS in Management in the Administration, Operations Oversight and Finance of SMEs.

He works in the corporate finance field and is specialised in co-operative entities. He has been operating for twenty years in the guarantees system and in particular with Confidi (credit guarantee organisations), as General Manager of Fidicoop Sardinia and as a member of the Technical Committee of Assoconfidi.

He participates in committees of the Sardinia Region in the financial field, including in 2007 when he was part of the Working Committee on Agricultural Credit in Sardinia and in 2017 of the Techni-

cal Committee with ABI (Italian Banking Association) and the Region, which led to the signing of the memorandum of understanding on the revolving pledge.

Since November 2017, he has been coordinator of the working committee on Finance at ANFIR (National Association of Regional Financial Companies), where since July 2009 he has been a member of the Steering Committee.

Since 2018, he has been a Director and was a member of the Executive Committee (until 2021) of BPER Banca S.p.A.

He was a Director of Banco di Sardegna S.p.A., being part of the Control and Risks Committee (from 2016 to 2018); Director of Sfirs S.p.A., a regional finance company subject to the supervision of Banca d'Italia (from 2016 to 2019) and Director (from 2004 to 2008) and, subsequently, Deputy Chair of the Banca di Credito Cooperativo di Cagliari (from 2011 to 2016).

He has lectured and lectures in the field of corporate finance as part of academic and master's courses organised by Universities and other Bodies.



Piero Luigi Montani - Chief Executive Officer and General Manager

EXECUTIVE

He began his professional career at Credito Italiano where he held roles of increasing responsibility.

From July 1995 to August 1997, he was Chief Executive Officer of Credit Consult SIM S.p.A., a stock brokerage company of the UniCredit Group, which later merged into Fineco S.p.A.

From August 1997 to March 1999, he held the role of Joint General Manager of Rolo Banca 1473 with responsibility for administrative and accounting, legal, organisation and personnel services. From March 1999 to July 2000, he held the position of General Manager and was then appointed as Chief Executive Officer of Banca Popolare di Novara with the task of defining the merger with Banca Popolare di Verona.

From April 2002 to January 2003, he was General Manager of Banco Popolare di Verona e Novara. From February 2003, he held the position of Chief Executive Officer of Banca Antonveneta S.p.A., where in January 2006, after the acquisition of the bank by ABN AMRO, he was appointed as Chief Executive Officer and Chair of the Steering Committee. In January 2007, he was appointed Senior Executive Vice President.

In July 2011, he joined Poste Italiane, with the role of executive, as a member of staff of the Chief Executive Officer, to then be seconded with the role of Chief Executive Officer in Mediocredito Centrale, an institution acquired by Poste to sell, at the direction of the Ministry of Economy and Finance, Banca del Mezzogiorno.

In January 2012, he joined Banca Popolare di Milano with the role of Chief Executive Officer with the task of drawing up a restructuring project aimed at reconfiguring the relations between the company and employee organisations.

In October 2013, he took on the role of Chief Executive Officer of Banca Carige with the aim of

preparing a new business plan for the Group aimed at the turnaround of the Genoese institution. In the past, he held the positions of Chair of Multitel S.p.A.; of Vice President of EuroPlus Research & Management, of Vice President of Interbanca S.p.A. and of Istituto Centrale delle Banche Popolari Italiane S.p.A. as well as Director of the Italian Banking Association (A.B.I.), of Lloyd Adriatico S.p.A., of Credito Bergamasco S.p.A., of SO.GE.PO. S.G.R., of CA.RI.CE.SE. S.r.l., of Credito Industriale Sammarinese S.A., of HOPA S.p.A., of Si-Holding S.p.A., of Carta-Si S.p.A., of Banca Akros S.p.A., of Cassa di Risparmio di Savona S.p.A., of Banca Cesare Ponti S.p.A. and Director and Member of the Management Committee of the FITD - Interbank Deposit Protection Fund.

In May 2020, he was awarded the honour of Knight in the Order of Merit of the Italian Republic by the President of the Italian Republic.



Elena Beccalli

NON-EXECUTIVE - INDEPENDENT

Chair of the Related Parties Committee
Member of the Control and Risks Committee

She is head of the School of Banking, Finance and Insurance of Università Cattolica del Sacro Cuore of Milan as well as Full Professor of Economics of Financial Intermediaries at the same School.

She was Director, Chair of the Risk Committee and Chair of the Supervisory and Control Committee of Credito Valtellinese S.p.A.

Among the positions at associations, she is currently President of the European Society for Banking and Financial Law (AEDBF); member of the Board of Directors of the Italian Academy for Business Economics (AIDEA) and member of the Scientific Committee of the Association of Chartered Accountants and Accounting Experts of Milan.

Internationally speaking, she is currently research associate of the "Centre for Analysis of Risk and Regulation" at the London School of Economics and academic fellow at the Centre for Responsible Banking & Finance of the University of St Andrews. During her academic career, she was Visiting Professor at the Department of Accounting and Finance at the London School of Economics (2014 - 2019), where she has been Lecturer and Tutor of "Principles of accounting and finance" and "Valuation and Investment Analysis" since 2001. She has been Visiting Professor at the China Center for Economic Research (2004) and at the Singapore Institute of Management (2007).

As to her institutional positions, she is director of the Second Level International University Master's Degree in Credit Risk Management at Università Cattolica del Sacro Cuore (since 2009). Member of the Scientific Committee of the Monetary Analysis Laboratory, of the Research Centre on Cooperation and Non-Profits and of the Research Centre for Financial Training at Università Cattolica Sacro Cuore. Member of the Steering Committee of the Research Doctorate in "Economics and Finance" at Università Cattolica del Sacro Cuore. National coordinator of the PRIN (Project of Significant Na-

tional Interest) project financed by the Ministry of University and Research (2005 - 2006). Deputy Head of the School of Economics at Università di Macerata (2005 - 2007). Chair and member of the Bonaldo Stringher Commission at Banca d'Italia (2015 - 2018).



Silvia Elisabetta Candini

NON-EXECUTIVE - INDEPENDENT

Chair of the Nomination and Corporate Governance Committee

She graduated cum laude in Political Economics from the L. Bocconi University of Milan.

After an initial experience at Lehman Brothers - London, in the "Mergers & Acquisitions", "Equity" and "Fixed Income Origination" teams, in September 1996 she joined J.P. Morgan, as Associate in the "Fixed Income Origination" group dedicated to the structuring of new bond issues for Italian banks and local authorities. In October 1998, she was promoted to Vice President of the group dedicated to the sale of bond products to Italian banks and their foreign branches, specialising in the distribution of credit products and their derivatives.

Between October 2001 and December 2004, as Executive Director, she headed a group of four people dedicated to the distribution of bond credit products and their derivatives to institutional customers in Italy. In 2007, she took on responsibility for the development and distribution of fixed income and credit products to domestic corporate customers until 2008.

Since January 2009, she has provided Independent Financial Advice and family office solutions through Studio C&C.

She has been an Independent Director of Recordati S.p.A. since February 2019 where she is Member of the Control, Risks and Sustainability Committee and the Remuneration and Nomination Committee.

From April 2016 until April 2019, she was an Independent Director of Unipol Gruppo S.p.A., as well as a Member of the Nomination and Corporate Governance Committee and of the Remuneration Committee.



Maria Elena Cappello

NON-EXECUTIVE - INDEPENDENT

Chair of the Remuneration Committee

Graduated in Engineering from Università degli Studi di Pavia with an executive master's degree in Strategic Marketing and Sales Techniques from Babson College, MA (USA) and in Marketing Management from SDA Bocconi (Milan).

She has been a Director, Chair of the Remuneration Committee, as well as member of the Nomination Committee and the Transformation Committee of Luminor Bank AS (Baltic States).

She was Director and member of the Sustainability and Scenarios Committee of Saipem S.p.A., a company at which she also held the role of Chair of the Remuneration and Nomination Committee; Director and Member of the Remuneration and Nomination Committee of Prysmian S.p.A., a company of which she was also a member of the Risk Committee; Director of Banca Monte dei Paschi di Siena, where she also held the role of Chair of the Risk Committee, the Nomination Committee and the Remuneration Committee; Director of Telecom Italia S.p.A. and member of the Related Parties Committee; Director of the ENI Enrico Mattei Foundation (FEEM), as well as of IOL Seat Pagine Gialle; Director and member of the Risk Committee of A2A S.p.A. ; Director and Chair of the Nomination and Remuneration Committee of Sace S.p.A.

She has also held the positions of Chief Executive Officer and Deputy Chair of the Board of Directors at Nokia S.p.A. (formerly Nokia Siemens Networks), as well as the Chief Executive Officer of Nokia Italia S.p.A. and Deputy Chair of GSA (Global Supplier Association); Senior Vice President at Pirelli Broadband Solutions and Executive Director at Hewlett Packard at EMEA level.

Member of the ESG Working Group for Climate Change World Economic Forum, Fortune MPW (Most Powerful Women) and Fortune Boardroom Confidential. In 2020, she was elected by Forbes among the 100 most successful women.



Cristiano Cincotti

NON-EXECUTIVE - INDEPENDENT

Member of the Nomination and Corporate Governance Committee

Degree in Law graduating cum laude from Università degli Studi di Cagliari, obtained a PhD in commercial law from Università di Catania.

He is a lawyer specialising in corporate law, financial market law, corporate crisis law and information and new technologies law. He provides consultancy on the adequacy of organisational, administrative and accounting structures of companies, including listed ones, and in the preparation of

organisational models pursuant to Legislative Decree no. 231/2001.

He is an Associate Professor of Commercial Law at Università degli Studi di Cagliari.

Member of the Ethics Committee at the Sardinia Foundation; he was Director of the Opera Institute of Cagliari Foundation; member of the Supervisory Body pursuant to Legislative Decree no. 231/2001 of public interest companies and Statutory Auditor in public-sector financial entities.

In the academic field, he has also taught Corporate Law, Bankruptcy Law and Financial Market Law; he is the author of monographs and numerous publications in the legal - corporate field published in the main scientific journals in the sector.



Gianfranco Farre

NON-EXECUTIVE - INDEPENDENT

Member of the Control and Risks Committee

Hired in 1979 at BNL - BNP Paribas Group, he attended the Bank's Management Training School and subsequently held various roles of increasing responsibility. He was Head of the Centralised Secretariats (Overdrafts, Registry and Legal), Head of the Large Customers Sector of the Cagliari Branch and Head of the Large Customers Corporate Portfolio for the Sardinia Region. He was also Head of the South Sardinia Corporate Centre and Head of the Corporate and Public Administration Branch for the Sardinia Region.

Local Representative of BNL at the A.B.I. Provincial Commission in the 2008-2009 two-year period. He has been a Financial Advisor, enrolled since 1994 in the Single Register of Financial Advisors, supervised by the OCF (Supervisory and Resilience Body).

The positions he had in the past include those of Chair of the Board of Directors (from 2011 to 2018) and then of General Manager (from 2015 to 2019) of Sarda Factoring S.p.A.; of General Manager of SFIRS S.p.A. (Financial Company of the Autonomous Region of Sardinia) from 2010 to 2014, as well as (from 2010 to 2013) Sole Director of SARIND S.r.l. (Sardinia Industrial Renewal).



Alessandro Robin Foti

NON-EXECUTIVE - INDEPENDENT

Member of the Control and Risks Committee

He holds a degree in Economic and Social Sciences from the L. Bocconi University of Milan. After his initial experience in the Equity Investments and Special Affairs Department of Mediobanca S.p.A. he worked in London at Lehman Brothers International (Europe) where, as Chief Executive Officer, he was at first responsible for Mergers and Acquisitions related to the Italian market and then active in the Media & Telecommunications sector at a European level.

He held the role of Chief Executive Officer and Co-CEO, and subsequently Deputy Chair of the Board of Directors of UBS Corporate Finance (Italy) from October 2002 to April 2007.

From May 2007 to October 2008 he was General Manager and Chief Executive Officer of Euraleo, an equal-share joint-venture between Banca Leonardo Group and Eurazeo, a French publicly-listed group, for private equity investments on the Italian market.

He has practised as an independent financial advisor since the end of 2008.

He previously held the following positions: Director of Intercos and of Sirti (from 2007 to 2008), of Dada S.p.A. and of Camfin S.p.A. (from 2009 to 2013), Management Director at Banca Popolare di Milano S.c.a.r.l. and Chair of Pro Family S.p.A. - consumer credit company of the BPM group - (from 2011 to 2014); Deputy Chair of Ferretti S.p.A. (from 2009 to 2012); Director of Inwit S.p.A. and of Yoox-Net a Porter S.p.A. (from 2015 to 2018), of Burgo S.p.A. and of e-Novia (from 2015 to 2020).



Roberto Giay

NON-EXECUTIVE

Member of the Remuneration Committee

Graduated in Economics and Commerce from Università di Torino, he has participated in post-graduate specialisation courses in corporate law and financial market law.

From 1993 to 1998, he worked at SAI - Società Assicuratrice Industriale S.p.A., within the "General and Equity Investments Secretariat - Group Corporate Services".

From 1998 to 2000, he continued his training in the management of legal and corporate affairs at SI.BE.R. S.p.A., a holding company operating in the electrical components sector. Following the merger of SI.BE.R. with Vemer Elettronica S.p.A., he took charge of the "Legal and Corporate Affairs - Investor Relations" unit of Vemer - Siber Group S.p.A., listed on the Italian Stock Exchange.

In 2003, he joined Unipol Gruppo S.p.A., where he fulfils managerial duties in the legal, corporate, equity and institutional relations areas, as well as holding the role of secretary of the Board of Directors. In July 2018, he took on the role of Governance, Legal Affairs and Human Resources General Manager.

In May 2019, he was appointed Group General Manager of Unipol Gruppo S.p.A.

He is currently Chair of the Board of Directors of UnipolSai Finance S.p.A., Unipol Finance S.r.l., Unipol Investment S.p.A. and UnipolPart I S.p.A.; he is also a Director of Una S.p.A. Group.

In the past, in the insurance field, he was also Deputy Chair and Chief Executive Officer of BNL Vita S.p.A.; Deputy Chair of Arca Vita S.p.A., of Arca Assicurazioni S.p.A., of Incontra Assicurazioni S.p.A.; Director of Compagnia Assicuratrice Linear S.p.A., of Popolare Vita S.p.A., of SIAT Società Italiana Assicurazioni and Reinsurance per Azioni, of Unisalute S.p.A. and of Vivium S.A.

In the banking/financial sector, he was first Director and later Chair of Unipol Banca S.p.A.; Chair of UnipolRec S.p.A.; Chief Executive Officer of Premafin Finanziaria S.p.A. - Holding company.

In the industrial sector, he was Director of Sorin S.p.A.



Gianni Franco Papa

NON-EXECUTIVE - INDEPENDENT

Chair of the Control and Risks Committee
Member of the Related Parties Committee

Degree in Law from Università Cattolica del Sacro Cuore of Milan.

He began his professional career at UniCredit S.p.A., holding various senior management positions in Italy and abroad.

In 2000, he was appointed as Director for Asia (Singapore) and, subsequently, in 2003, he became Director for the Americas (New York), a position he held until 2005, when he returned to Europe to take up the General Management at UniBanka (Slovakia). In 2008, he was appointed as General Manager of Ukrosotsbank (Ukraine).

In 2010 he was appointed Head of the CEE division and Deputy CEO of Bank Austria.

In 2015, he took on the role of Head of the Corporate & Investment Banking Division and Deputy General Manager of the Group and then became, in 2016, Group General Manager and from February to the end of May 2019 Advisor to the Chief Executive Officer.

He is also Chair of the Board of Directors of Casa di Cura La Madonnina S.p.A.; Executive Deputy Chair of Relatech S.p.A.; Director of Istituti Clinici Zucchi S.p.A., S.A. Raffaele Resnati S.r.l. He is the Sole Director of Fin.Se S.r.l.

In the past, he held the positions of Chair of the Supervisory Board of UniCredit Bank Austria AG, of UniCredit Bank AG; Chair of the Board of Directors of UniCredit Bank Slovenia, of Anthemis EVO LLP; Chair of the Advisory Board of UniCredit Advisory Board Italy; Vice President of Yapi and Credit Bank AS; member of the Board of Directors of Bank Pekao S.A. and Koc Finansal Hizmetler AS; member of the Supervisory Board of UniCredit Bank Russia; Director of Amundi S.A.

He was also a member of the Board of Directors and the Executive Committee of the Italian Banking Association (A.B.I.), as well as member of the Executive Committee of FEBAF (Federation of Insurance and Finance Banks and Federation of Finance).

He was awarded the highest honour of Commendatore of the Italian Republic.



Marisa Pappalardo

NON-EXECUTIVE - INDEPENDENT

Member of the Related Parties Committee

She graduated cum laude in Law from Florence University.

She is the founding partner of the law firm Caiazza Donnini Pappalardo & Associati.

She specialises in corporate law and provides legal assistance to controlling companies and groups with reference to ownership structure and corporate governance, matters pertaining to corporate, commercial, financial, banking and bankruptcy law.

She has dealt with extraordinary corporate transactions (mergers, acquisitions, takeover bids, privatisations).

She has gained considerable experience in litigation activities before the Courts.

She has been involved in arbitration proceedings both as a lawyer and an arbitrator.

She is Director and Chair of the Related Parties Committee; Member of the Control, Risks, Sustainability and Corporate Governance Committee and of the Remuneration Committee of Pirelli & C. S.p.A.

She has held the positions of Director of Finstar S.p.A. and of Sintermar S.p.A., of Common Bondholders Representative of Generali S.p.A. (formerly INA S.p.A.), and of member of the Board of Statutory Auditors of Meridiana Finanza S.p.A.



Monica Pilloni

NON-EXECUTIVE - INDEPENDENT

Member of the Control and Risks Committee

She holds a degree with the highest honours in Economics and Business Studies from Università degli Studi di Cagliari.

As a freelance Chartered Accountant and Statutory Auditor, she specialises in providing services to companies and entities in the field of auditing and financial and tax assistance related to tax relief laws.

She has gained experience in the sector of consultancy to companies and to institutions in financial matters and related or instrumental services; from 1989 to 2013, she followed on behalf of Cofisarda S.r.l. numerous companies both in the creation phase and in the development plans.

As part of the BPER Group, she was Director of Bibanca S.p.A. from April 2018 to April 2021. She also held the position of Director of Banco di Sardegna S.p.A from September 1998 to June 2001.

She also holds the positions of Chair of the Board of Directors of SO.G.AER S.p.A. – Gruppo Società Gestione Aeroporto - CCIAA di Cagliari-Oristano; Chair of the Board of Statutory Auditors of Autovamm S.r.l.; Standing Auditor and member of the Supervisory Body of Saradaeolica S.r.l., Standing Auditor of Sarlux S.p.A.

She is also Alternate Auditor of Pres Stek S.p.A. and Pres Stek Service S.p.A.

In the past, she was Chair of the Board of Statutory Auditors, as well as Chair of the Supervisory Body of Sfirs S.p.A. – Financial Company of the Sardinia Region; Deputy Chair of Confidi Sardegna S.c.p.a – consortium supervised by Banca d'Italia; Chair of the Board of Statutory Auditors of Cossat S.p.A., Member of the Chamber Council, in the Business Services sector, of the Chamber of Commerce; Statutory Auditor of Sardex S.p.A., of Meridiana Maintenance S.p.A., of Sardegna Ricerche, of Fradelloni Raffaele e Figli S.p.A.; Director of the Business Services Centre; Sole Director of Phase I S.r.l.; Assistant in the preparation of the Business Plan of Igea under liquidation for the Autonomous Region of Sardinia.



Gian Luca Santi

NON-EXECUTIVE

Member of the Nomination and Corporate Governance Committee

Having graduated in Economics and Commerce cum laude from Università di Bologna, he began his professional career in the Central Management of the Banca Commerciale Italiana (now Intesa Sanpaolo).

From 1990 to 1994, he gained and diversified skills and experience in the field of planning and management control at the Ferruzzi Finanziaria/Montedison Group.

From 1994 to 2000, he was Strategic Planning Officer with responsibility for Investor Relations at Rolo Banca 1473, as well as assistant to the General Manager for M&A transactions (now UniCredit).

From 2000 to 2002, he held the position of Manager in charge of the Planning Control, Risk Management and Investor Relations Service at Banca Popolare di Novara.

From 2002 to 2003, following the merger between Banca Popolare di Novara and Banca Popolare di Verona - Banca S. Geminiano and S. Prospero, he took on Responsibility for the Primary Planning, Control, Risk Management and Investor Relations Department of Banca Popolare di Verona e Novara.

From 2003 to 2008, as part of Banca Antonveneta, he first held the role of Deputy General Manager of the Bank and, then, of member of the Top Executive Group of ABN-AMRO, then Corporate Executive Vice President, Member of the Management Committee Italy, Head of Corporate Strategy Department and Head of the Organisational Integration Plan of Banca Antonveneta at the ABN-AMRO Group.

From 2008 to 2010, he was a member of the General Management of Monte dei Paschi di Siena, Head of the Planning and Control Area.

Since June 2010, he has worked at Unipol Gruppo S.p.A., where he has fulfilled managerial duties in the areas of strategic planning, management control, mergers & acquisitions, investor relations and communication, management and development of the real estate, healthcare and hotel sectors. Within the Unipol Group he also holds the role of Business Development and Corporate Communication General Manager.

He is Chair of Marina di Loano S.p.A.; Deputy Chair of Centri Medici Dyadea S.r.l., of Gruppo Una S.p.A., of Tenute del Cerro S.p.A.; Director of Nomisma S.p.A.

In the past, he was Chief Executive Officer of UnipolRec S.p.A.; Chair of UnipolSai Investimenti Società di Gestione del Risparmio S.p.A. and of Uni Salute S.p.A.; Deputy Chair of Liguria Società di Assicurazioni S.p.A.; Director of Arca Assicurazioni SpA, of Arca Vita S.p.A., of Compagnia Assicuratrice Linear S.p.A., of Linear Life S.p.A., of Vivium S.p.A., of Istituto Europeo di Oncologia S.r.l., of Banca Popolare di Novara S.p.A., of Banque De L'Union Maritime et Financiere and of the Interbank Deposit Protection Fund.



Elisa Valeriani

NON-EXECUTIVE - INDEPENDENT

Member of the Sustainability Committee
Member of the Remuneration Committee

Graduated with honours in Law from the University of Modena and Reggio Emilia, and with a PhD in International Business Law from Bocconi University, she continued her studies and research in Law and Economics with a focus on investee companies and the public contracts market in environmental sustainability and creativity.

She is Adjunct Professor of Political Economy and Economics and Law of Public Contracts in the Master's Degree in Law. Member of the Doctoral College of Legal Sciences promoted by the Universities of Modena and Reggio Emilia and the University of Parma. Lecturer in numerous University Master's Degrees, including MATE (Management of Ecological Transition), and several executive courses for public and private administrators.

She practises law, enrolled in the Bar Association of Reggio Emilia since 2001, and is the owner of the Valeriani and Partners law firm. Court-appointed lawyer, specialising in administrative law, with particular reference to corporate restructuring, public contracts, economic and legal feasibility assessment, partnership operations, transparency and anti-corruption.

She was a member of the Board of Directors of Emilbanca Credito Cooperativo (2020-2021), and a consultant of the Executive Seismic Committee for Central Italy as Expert of the Presidency of the Council of Ministers (2017-2019).

She was also been Chair of the Board of Directors of ERVET (Emilia Romagna Valorizzazione Economica Territorio), now ART-ER, and Chief Executive Officer (2012-2018).

Board of Statutory Auditors



Daniela Travella - Chair

Graduated with honours in Economics and Business Studies from Milan's Bocconi University. She qualified as a Chartered Accountant in 1992 and as a Registered Auditor in 1995.

She was one of the founders of Pro. & Co. Studio Associato of Milan, which offers business consulting in the economic, financial, corporate and tax areas.

Since 1992, she has been a researcher and lecturer at Bocconi University and SDA Bocconi and is a member of the core faculty of the latter. She deals with financial accounting, economic-financial analysis and valuations of company performance, topics for which she has been speaker in numerous seminars and courses. She is also core teacher in the MBA Master's and Executive Master's of SDA Bocconi, and scientific head of the 'Financial statements and risk management' programme. She has led many seminars, workshops and courses on behalf of SDA Bocconi, specifically designed for executives of credit companies.

In over thirty years of activity, she has held positions in numerous companies, several of which listed. Currently she is Chair of the Board of Statutory Auditors of RE_View Società tra Professionisti S.p.A. and Acting Auditor at Laboratorio Farmaceutico S.I.T. S.r.l. and Società Benefit CimArosa 1 S.p.A. She was Alternate Auditor of MC Prefabbricati S.p.A. and Officina Meccanica Sestese S.p.A..



Paolo De Mitri

Standing Auditor

He is a registered Chartered Accountant and Registered Auditor (Mantua Register).

He performs his professional activities at Studio C.D.S. & Associati specialised in tax, corporate administration, work consultancy, fiscal/management/contractual litigations, successions as well as IT services.

He has been listed in the register of Mediators, Arbitrators and contract Experts of the Arbitration Chamber of Mantua since 1994; and in the register of Technical Consultants to the Court for matters pertaining to Audits, Companies, Valuations of Companies and Assets, Tax since 1993.

He has been Delegate for Mantua to the Cassa Nazionale Ragionieri e Periti Commerciali [National Fund for Accountants and Commercial Experts] since 2004.

He was a Member of the Governing Council of the Board of Accountants and Commercial Experts of the Province of Mantua from 1993 to 2007; Secretary and Treasurer of the Management and Planning Board of the Regional Union of Boards of Accountants of the Lombardy Region between 2000 and 2007; Member of the Tariff Commission (from 1994 until 2007) as well as Member of the Tariff Study Group established at the National Council of Accountants from 2008 to 2012; Member of the Commission for Relations with the Cassa di Previdenza dei Ragionieri (Accountants' Pension Fund) established at the National Council of Accountants for the 1994 - 1997 three-year period.

He also holds the positions of Chair of the Board of Statutory Auditors of Biesse S.p.A., of Riello Investimenti S.p.A., of Hyle Capital Partners SGR S.p.A., of FHS&C S.p.A., of Foodness S.p.A. and of First Advisory S.r.l.; Standing Auditor of Investitori First S.r.l. and of Garmont International S.r.l., of Contri Holding S.p.A. and of Contri Spumanti S.p.A.; Sole Auditor of Omniafibre S.r.l.; Designated as representative of the managing company of C.D.S. Consulting S.r.l. and of C.D.S Immobiliare S.r.l.; Sole Shareholder and Sole Director of DMP S.r.l.

In the past he held the following positions: Director of Previra Invest SIM S.p.A. from 2009 to 2015, as well as Chief Executive Officer of the same company from 2014 to 2015; Chair of the Board of Statutory Auditors of Riello Investimenti Partners SGR S.p.A. from 2006 to 2015.

He was also Chair of the Board of Statutory Auditors of BPER Banca S.p.A. and Trafimet S.p.A.; Standing Auditor of Riello Industries S.r.l., of Riello Sistemi S.p.A., of Mec-Fin S.p.A., of Mandelli Sistemi S.p.A., of C Blade Forging & Manufacturing S.p.A., of Golden Goose S.r.l., of GG Holding S.r.l., of Pool Service S.p.A., of Medavita S.p.A., and of Ghibli S.p.A; Sole Auditor of Aerogest S.r.l.



Patrizia Tettamanzi

Standing Auditor

Graduated in 1993 in Business Administration from Università L. Bocconi of Milan, in 2000 she obtained a Ph.D. from the same University.

Since 1998, she has been qualified to practise as a Chartered Accountant and Statutory Auditor. Since then she has mainly provided consultancy for listed and unlisted joint stock companies.

In 2006, she obtained the qualification as associate professor in Business Administration (SSD SECS-P / 07) and, in 2013, the national scientific qualification for the role of first-level professor for the examination sector CUN 13 - Economic Sciences and Statistics.

Since 1995, she has held the role of adjunct lecturer and since 2009 of Adjunct Professor at Università Bocconi of Milan for the following courses: "Analysis and Interpretation of Financial Statements", "Intermediate Financial Accounting", "Financial Reporting and Analysis" and "Accounting and Industries specification" (taught in English), and "Financial Statement Analysis" (in Italian).

In addition, since 1995, she has been at first Researcher, then Associate Professor, in the "Business Administration" area, at Università Cattaneo – LIUC, in relation to the following courses: "(Basic and advanced) consolidated financial statements", "Strategic Management Accounting", "International Financial Reporting", "Management and Principles of Accounting" and "Accounting and Financial Statements". Since the same year, she has also taught courses in the "Administration and Control" area (now the "Administration, Control and Corporate Finance" area) at SDA (School of Business Management) Bocconi of Milan.

She has been lecturing since 2000, collaborating with the Institute of Business Economics at Università della Svizzera Italiana - USI of Lugano.

Since 2020 she has been an Alternate Auditor of AzA S.p.A. She also holds the position of member of the Supervisory Body of some listed and unlisted joint stock companies; she is a permanent member of the Supervisory Body of some companies, including Giacomini S.p.A. and PBF S.r.l. - Paolo Berlusconi Finance S.r.l.

In the recent past, she was also Alternate Auditor of BPER Banca S.p.A.

From 2013 to 2016, she held the role of external member of the Supervisory Body of Banco Popolare and, from 2007 to 2014, of permanent member of the Supervisory Body of the Aureo Open Pension Fund - Aureo Gestioni SGR S.p.A.

From 1993 to 1994, she was an Auditor of Deloitte & Touche S.r.l. of Milan.

In addition to being director of scientific journals, reviewer and author of numerous publications in the economic-business field, she has been the sponsor of various studies and research concerning ESG dynamics, the topic of "sustainable economy", B-Corps, recent evolution of Integrated Reporting and, more generally, of international financial (and non-financial) communication.

By
BPER Banca

Concept & Design
Mediamo

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