

BPER:

**Guidelines for Shareholders
on the Qualitative and Quantitative Composition of the Board of Statutory Auditors**

February 2024

1. INTRODUCTION AND ROLE OF THE BOARD OF STATUTORY AUDITORS OF BPER BANCA S.P.A.

The composition of corporate bodies plays a key role for them to effectively perform their tasks as required by law, the Supervisory Authorities and the Articles of Association (as defined below). In view of each renewal of the control body, article 12 of the Ministry of the Economy and Finance Decree (as defined below) requires each body - in this case both the Board of Directors and the Board of Statutory Auditors - to identify in advance its own optimal qualitative and quantitative composition.

Specifically, article 11 of the MEF Decree provides that the composition of the management and control bodies should be adequately diversified, in order to: *(i)* encourage discussion and debate within the bodies; *(ii)* promote the emergence of a variety of approaches and perspectives when analysing issues and making decisions; *(iii)* effectively support corporate processes for developing strategies, performing activities, managing risks and monitoring senior management work; *(iv)* take into account the multiple interests that contribute to the sound and prudent management of the Bank.

Preparation of this qualitative and quantitative profile must be the result of an in-depth and formal examination. The results of the analyses shall be made available to the Shareholders in good time so that they can take into account the required professional skills when choosing candidates.

For the purposes above, this document contains the guidelines that the expiring Board of Statutory Auditors of BPER S.p.A. (hereinafter also “**BPER**” or the “**Bank**”) makes available to Shareholders, in order to facilitate the process of defining the best proposals for the quantitative and qualitative composition of the Bank’s new Board of Statutory Auditors, which will be presented by the Shareholders at the next Shareholders’ Meeting (the “**Guidelines**”).

Pursuant to article 34 of BPER’s Articles of Association (the “**Articles of Association**”), the Statutory Auditors monitor 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 system of internal control; they verify that the personnel involved in the control system operate effectively and are coordinated properly, reporting any weaknesses or irregularities and requesting suitable corrective action; they monitor the adequacy of the risk management and control system; they exercise such other functions and powers provided by law as well as the duties and functions that the provisions of the Bank of Italy and the other Supervisory Authorities assign to the body that has the control function.

Under the Consolidated Law on Finance and Supervisory Regulations, **BPER’s Board of Statutory Auditors** is called upon to perform monitoring and supervisory activities, in particular over:

- compliance with the law and Articles of Association, and respect for the principles of the Company’s proper administration;
- the adequacy of the Company’s organisational structure in the areas of competence, internal control system and administrative and accounting system in use, and reliability of the latter in correctly reporting operating events;
- the functioning and reliability of the overall system of internal controls and Risk Appetite Framework;
- the adequacy of all functions involved in the control system, correct performance of duties and adequate coordination of functions;

Moreover, the Board of Statutory Auditors performs the tasks assigned to it by Legislative Decree 39/2010, also as the “Internal Control and Audit Committee”.

The applicable national and European regulations, including soft law, are summarised below:

- Article 148 of Legislative Decree 58 of 24 February 1998 (“**Consolidated Law on Finance**”);
- Article 26 of Legislative Decree 385 of 1 September 1993 (“**Consolidated Law on Banking**”);
- Article 36 of Law Decree 201 of 6 December 2011, “*Urgent provisions for growth, equity and the consolidation of public accounts*”, converted, with amendments, by Law 214 of 22 December 2011, “*Interlocking Directorships*”; “*Criteria for the application of Article 36 of the “Salva Italia” Law Decree (“Ban on Interlocking Directorships”)*”, published by the Bank of Italy, Consob and ISVAP on 20 April 2012, subsequently updated on 16 February 2024;
- Decree n. 169 of 23 November 2020 of the Minister of Economy and Finance, in force since 30 December 2020, containing the “*Regulation on the suitability requirements and criteria for the performance of the office functions of corporate officers of banks, financial intermediaries, credit guarantee consortia, electronic money institutions, payment institutions and depositor guarantee schemes*” (**MEF Decree**);
- Decree 162 of 30 March 2000 of the Minister of Justice, in agreement with the Minister of the Treasury, Budget and Economic Planning, containing the “*Regulation laying down rules for the establishment of the requirements of professionalism and reputation of Members of the Board of Statutory Auditors of listed companies to be issued according to Article 148 of Legislative Decree 58 of 24 February 1998*”; Part I, Title IV, Chapter 1, Section IV (Composition and appointment of corporate bodies) of Bank of Italy Circular 285 of 17 December 2013 (“**Supervisory Provisions**”);
- Corporate Governance Code for Listed Companies, approved by the Corporate Governance Committee of Borsa Italiana S.p.A. on 31 January 2020 (“**Corporate Governance Code**”);
- Regulation adopted by Consob with Resolution 11971 of 14 May 1999 and subsequent amendments (**Issuers’ Regulation**);
- Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013, on access to the business of credit institutions and the prudential supervision of credit institutions and investment firms and Regulation (EU) 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, as subsequently supplemented and amended;
- the European Central Bank’s “*Guide to fit and proper assessments*” of 15 May 2017, last revised in December 2021; (“**ECB Guide**”);
- the European Banking Authority’s “*Guidelines on internal governance*” of 2 July 2021;
- “*Joint ESMA and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU*” of 2 July 2021. (“**Joint EBA/ESMA Guidelines**”);
- the “*Rules of conduct for the Board of Statutory Auditors in non-listed companies*” adopted by the Italian National Council of Chartered Accountants and Accounting

Experts in 2023.

2. CONSIDERATIONS ON THE COMPOSITION OF BPER'S BOARD OF STATUTORY AUDITORS WITH REGARD TO THE QUALITATIVE AND QUANTITATIVE COMPOSITION OF ITS CONTROL BODY

With the approval of the financial statements as at 31 December 2023, the mandate of the Board of Statutory Auditors of BPER, appointed on 21 April 2021, will expire and the Shareholders will therefore be called upon to vote at the next Shareholders' Meeting on the appointment of new Statutory Auditors for the 2024-2026 three-year period.

In light of the above and of the premises set forth in the introduction, the Bank's Board of Statutory Auditors is called upon to identify the qualitative and quantitative profile for the optimal composition of this body, taking into account that the professionalism of the Statutory Auditors must be adequate for the tasks that they are called upon to perform as part of that body, also in consideration of the size and operational complexity of the Bank and the challenges that it will be called upon to face in the future.

In submitting its Guidelines on the optimal composition of the future Control Body to the Shareholders, the outgoing Board of Statutory Auditors has taken into account the outcome of its self-assessment of its own size, composition and functioning and of the Group's growth and transformation in the last few years, which have made it one of the leading Italian Banks with a widespread national footprint.

This document is therefore made available to the Shareholders in good time, so that they can take it into account when selecting candidates.

2.1 Quantitative composition of the control body

Article 30 paragraph 1 of BPER's Articles of Association provides that the Board of Statutory Auditors should be made up of 3 Standing Auditors, including the Chair, and 2 Alternate Auditors.

2.2 Qualitative composition of the control body

The members of the Board of Statutory Auditors must be suitable for the performance of their duties, in accordance with the provisions of the law in force at any given time and the Articles of Association. In particular, they shall meet the regulatory requirements of professionalism, reputation and independence, they must act with independence of mind and awareness of the rights and duties inherent to the assignment, they must satisfy the criteria of competence, integrity and time commitment to carry out the office, as well as the specific limits on the number of offices set out by regulations in force.

In this regard, the Board of Statutory Auditors deems it necessary to underline the importance of:

- ensuring a balanced combination of profiles and experience within the control body;
- giving preference to profiles that can ensure the best possible performance by the Statutory Auditors;
- recognising time commitment as a key component for the effective performance of the Statutory Auditors' role, taking into account their participation in the meetings of the

Board of Statutory Auditors and the other corporate bodies, including board-internal committees, which they are required or invited to attend in accordance with the law and internal regulations of the Bank;

- promoting diversity requirements that take into account professional experience, gender balance and seniority distribution, including in terms of age diversification.

2.3 Individual requirements of reputation and integrity

All candidates for appointment as a member of the Board of Statutory Auditors must ensure compliance with **reputation requirements**, in accordance with the regulations applicable at the time. In particular, they must satisfy the reputation requirements set out in article 3 of the MEF Decree.

Likewise applicable are the provisions of art. 2 of Decree 162 of 30 March 2000 of the Minister of Justice, in agreement with the Minister of the Treasury, Budget and Economic Planning, containing the “Regulation laying down rules for the establishment of the requirements of professionalism and reputation of Members of the Board of Statutory Auditors of listed companies to be issued according to Article 148 of Legislative Decree 58 of 24 February 1998”.

In addition to meeting the aforesaid reputation requirements lacking which in itself results in removal from office, candidates must also have met the **integrity criteria** in their previous personal and professional conduct, under article 4 of the MEF Decree.

The situations indicated in article 4 of the MEF Decree will not automatically lead to the candidate being considered unsuitable but will require an evaluation - based on one or more parameters indicated in article 5 of the MEF Decree - by the Board of Statutory Auditors, carried out with regard to the principles of sound and prudent management, while also safeguarding both the Bank’s reputation and public confidence.

The principle of integrity will not be satisfied if one or more of the situations mentioned in article 4 of the MEF Decree outlines a serious, precise and consistent framework of conduct that is in contrast with the objectives indicated in paragraph 1 of that article.

2.4 Requirements of professionalism

All candidates for office as a member of the Board of Statutory Auditors shall satisfy the **requirements of professionalism** provided by law (*i.e.* article 9 of the MEF Decree). In particular:

- pursuant to article 9, paragraph 1, of the MEF Decree, at least one Standing Auditor, if there are three, and at least one Alternate Auditor shall be chosen from among those enrolled in the official register of Statutory Auditors with at least three years’ experience of auditing;
- pursuant to article 9, paragraph 2 of the MEF Decree, the other members of the Board of Statutory Auditors must have gained overall experience of at least three years, even alternatively, in auditing or one of the activities referred to in article 7, paragraph 2 of the MEF Decree, *i.e.* they must have performed for at least three years, including alternatively:
 - (a) direction or control activities in the credit, finance, stockbroking or insurance areas;
 - (b) direction or control activities or management positions in listed companies or companies larger than or comparable in size and complexity (in terms of turnover, nature

and complexity of the organisation or business) to that of the Bank where they will hold their position;

(c) professional activities in areas related to banking, finance, stockbroking or insurance, or in any case functional to the Bank's activity; the professional activity must feature adequate levels of complexity, including as regards the recipients of the services provided and must be performed continuously and to a major extent in the sectors mentioned above;

(d) university teaching activity, as a first or second level lecturer, in legal or economic subjects or other subjects that are in some way pertinent to banking, finance, stockbroking or insurance;

(e) managerial, senior or top management functions, howsoever designated, in public entities or public administrations relating to banking, finance, stockbroking or insurance and on condition that the entity in which such functions were performed is of a size and complexity comparable with those of the bank where they will hold their position.

The Chair of the Board of Statutory Auditors shall be chosen from among the individuals who satisfy the requirements envisaged in paragraph 1 or paragraph 2 of article 9 of the MEF Decree - as mentioned above - who have gained **at least a two year longer professional experience than referred to in the above requirements.**

For the purposes of meeting the above requirements, the experience gained during the twenty years prior to taking office is taken into account for Statutory Auditors who are not enrolled in the official register of Auditors.

Experience gained at the same time in multiple functions is counted solely for the period in which they were performed, and not cumulatively.

Likewise applicable are the provisions of article 1 of Decree no. 162 of 30 March 2000 of the Minister of Justice, in agreement with the Minister of the Treasury, Budget and Economic Planning, containing the "Regulation laying down rules for the establishment of the requirements of professionalism and reputation of Members of the Board of Statutory Auditors of listed companies to be issued according to Article 148 of Legislative Decree 58 of 24 February 1998".

2.5 *Requirements of competence*

In addition to the above requirements of professionalism, candidates for the office of Statutory Auditor shall satisfy the **criteria of competence** established by article 10 of the MEF Decree (1), aimed at proving their suitability to take on the position – considering the tasks inherent to the position of Statutory Auditor and the size and operating characteristics of the Bank.

For these purposes, theoretical knowledge - acquired through education and training - and practical experience gained in previous or ongoing work activities are taken into consideration.

In particular, pursuant to article 10, paragraph 2, of the MEF Decree:

- a) theoretical knowledge and practical experience in more than one of the following areas will be taken into consideration:
 - 1) financial markets;
 - 2) banking and financial regulation;

¹ In line with the joint ESMA and EBA Guidelines and the ECB Guide.

- 3) strategic guidelines and planning;
 - 4) organisational and corporate governance structures;
 - 5) risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of a credit institution, including member's responsibilities in these processes);
 - 6) internal control systems and other operating arrangements;
 - 7) banking and financial activities and products;
 - 8) accounting and financial reporting;
 - 9) information technology;
- b) theoretical knowledge and practical experience under item a) above will be analysed to verify they are commensurate with:
- 1) the duties to be performed in the role played by the member;
 - 2) the characteristics of the Bank and of the Group it may be part of, *inter alia* in terms of size, complexity, type of business and related risks, reference markets and countries of operation.

Moreover, to ensure the collective suitability of the Board of Statutory Auditors, it is advisable that the candidates for the new Board of Statutory Auditors of the Bank should possess a wide variety of skills, so that each member can effectively contribute to ensuring effective governance of risks in all areas of the bank. Such skills must be primarily acquired:

- through management experience in corporate control functions;
- or, alternatively,
- as Standing Auditors for listed companies and/or companies comparable to BPER in terms of operational size and complexity.

2.6 *Personal characteristics*

In addition to the above professional requirements, the outgoing Board of Statutory Auditors recommends that, in the selection of candidates, personal and behavioural characteristics be adequately considered, among which the following deserve a mention:

- ability to manage conflicts constructively;
- ability to work in a team;
- ability to interact with management;
- speed of learning and understanding of context;
- adequate seniority, understood as proven experience gained in complex organisational contexts in the business, and/or professional and/or academic world.

Emphasis is finally given to the importance that all Auditors should be aware of the relevance of their role and ensure constant commitment to facilitating the efficient performance of activities.

2.7 *Gender diversity and quotas*

As a general rule, article 148, paragraph 1-*bis* of the Consolidated Law on Finance requires

that at least two fifths of the Standing Auditors serving on a Company's control body must belong to the less represented gender. Without prejudice to the above, with specific reference to Control Bodies consisting of only three members, in line with the provisions of article 144-*undecies*.1, paragraph 3, of the Issuers' Regulation, the quota reserved for the less represented gender must be reduced to one third, according to the rounding down principle.

The one third quota is in line with both the provisions of Bank of Italy Circular 285/2013 and the recommendations of the Corporate Governance Code.

2.8 Requirements of independence

The Board of Statutory Auditors must satisfy the requirements of independence established by the applicable legislation and, in particular, those set forth:

- by article 148, paragraph 3, of the Consolidated Law on Finance ⁽²⁾;
- by article 14 of the MEF Decree ⁽³⁾;

It is also recommended that members of the Board of Statutory Auditors meet the requirements of independence set forth in Recommendation 9 (which makes reference to Recommendation 7) of the Corporate Governance Code ⁽⁴⁾.

In this regard, it should be noted that, pursuant to the regulations in force, BPER's Board of Statutory Auditors laid down its own "Rules for the verification of the Directors' requirement of independence" adopted by the Board of Directors, the contents of which are annexed to the "Guidelines for Shareholders on the Qualitative and Quantitative Composition of the Board of Directors" published on 7 February 2024 and available on the Bank's website at the link <https://istituzionale.bper.it/> under the Section Governance - Shareholders' Meeting.

This is without prejudice to the possibility for a member of the Board of Statutory Auditors to simultaneously serve as a Statutory Auditor in one or more companies of the BPER Group, while - pursuant to article 30, paragraph 3 of the Articles of Association - Statutory Auditors may not hold positions in bodies other than the Control Bodies in other Group companies or in which the Company holds, directly or indirectly, a strategic investment, as defined by the Supervisory Authority.

2.9 Independence of mind

All candidates to serve as members of the Board of Statutory Auditors are required to act, *inter alia*, pursuant to article 15 of the MEF Decree, with **full independence of mind and awareness of the rights and duties inherent in the position**, in the interest of the sound

² The following cannot be elected Statutory Auditors and, if they are, they forfeit their office: a) those who find themselves in the conditions set forth in article 2382 of the Italian Civil Code; b) the spouse, up to fourth degree relatives and in-laws of the directors of the company, the directors, spouse, up to fourth degree relatives and in-laws of the directors of the companies it control, the companies it is controlled by and the companies subject to joint control; c) persons who are linked to the company, the company it controls, the companies it is controlled by and the companies subject to joint control or to the directors of the company and to the subjects referred to in letter b) by relationships of employment or self-employment or by other relationships of an economic or professional nature that might compromise their independence.

³ No one can be a member of the Board of Statutory Auditors, if: a) they are in one of the situations indicated in article 13, paragraph 1, letters b), g) and h), of the MEF Decree; b) they are the spouse, not legally separated, a person joined in a civil union or *de facto* cohabitation, relative or kin up to the fourth degree of: 1) the heads of the main corporate functions of the bank; 2) persons who find themselves in the situations indicated in article 13, paragraph 1, letters b), g) and h), or in letter c) of article 14, paragraph 1 of the MEF Decree; c) they hold or have held in the last five years positions as a member of the board of directors or of the management board of a Shareholder of the bank, the bank or its subsidiaries.

⁴ All members of the control body meet the requirements of independence set forth by Recommendation 7 for directors. The independence assessment is carried out, with the timing and methods set out in Recommendation 6, by the management body or the control body, based on the information provided by each member of the control body.

and prudent management of the Bank and in compliance with the applicable legislation in force at any given time. Candidates will be required to provide the information requested pursuant to article 15, paragraph 2, of the MEF Decree and the reasons why any relevant circumstances under this provision do not affect their independence of mind.

2.10 Time Commitment

In light of current regulations, candidates as Statutory Auditors are required to ensure that they have sufficient time to commit to performing their duties, depending on the nature, quality and complexity of the position.

In particular, pursuant to article 16, paragraph 1 of the MEF Decree, each Statutory Auditor has to commit sufficient time to performing their duties. On appointment and as soon as possible in the event of any change in circumstances, the Statutory Auditor is required to communicate to the competent body the offices held in other companies, undertakings or entities, other job-related and professional activities carried out and situations or facts pertaining to the professional sphere that might affect time commitment, specifying the time that these tasks, activities, events or situations require.

With regard to BPER’s specific situation, it is noted that, in 2023, the following meetings of the corporate bodies were held:

CORPORATE BODY	NUMBER OF MEETINGS PER YEAR	AVERAGE DURATION IN HOURS
Board of Statutory Auditors	34 ⁽⁵⁾	04:15
Board of Directors	18	03:34
Nomination and Corporate Governance Committee	14	00:55
Remuneration Committee	15	01:25
Control and Risk Committee	17	04:01
Related Parties Committee	18	01:10
Sustainability Committee	12	00:55

In addition, the considerable amount of time needed to analyse the documentation submitted prior to each meeting (of the Board of Statutory Auditors and of the other corporate bodies) should also be taken into account, as should the commitment to take part in induction events organised by the Bank for the members of the Board of Directors, which one or more Statutory Auditors have always attended, the participation in external training events, and the time commitment required for the due continuous professional development.

The Board also draws attention to the expected attendance threshold for meetings of the Board of Statutory Auditors, taking into account that, under article 2404 of the Italian Civil Code, “any Statutory Auditor who fails to attend two Board meetings during a financial year, without good reason, loses their position”. Likewise, the Board of Statutory Auditors reminds that article 149 of the Consolidated Law on Finance prescribes, among other things, that “Members of the board of auditors who fail to attend shareholders’ meetings without good cause or, in any one

⁵ Of which 16 were held in part jointly with the Control and Risk Committee.

financial year, fail to attend two consecutive meetings of the board of directors or the executive committee shall be disqualified from office”. The Board of Statutory Auditors therefore invites the Shareholders to also pay attention to the expected attendance threshold at meetings of the Board of Directors and Shareholders’ Meetings.

In light of the above, the Board of Statutory Auditors has made an estimate of the minimum time deemed necessary to effectively perform the functions based on the following key criteria:

- number of meetings of the Board of Directors (including induction sessions), Board-internal Committees and the Board of Statutory Auditors;
- average meeting duration;
- time needed for due preparation to participate in the meetings;
- any travel time and the time needed to prepare for company appointments;
- the nature of the specific position and the candidate’s responsibilities for holding the position of member of the Board of Statutory Auditors.

Position	Estimated commitment days/year
Chair of the Board of Statutory Auditors	100
Statutory Auditor	80

In relation to the above, and in line with the guidelines published by the European Central Bank, the Board of Statutory Auditors recommends that candidates should only accept the position when they believe they can commit the necessary time to it, taking into account the time dedicated to other job-related or professional activities, as well as the performance of their duties in other companies.

2.11 Limit on the number of offices that can be held simultaneously

In line with the provisions of article 17 of the MEF Decree, candidates for the position of member of the Board of Statutory Auditors of banks of greater size or operational complexity - such as BPER - may not hold a number of positions in banks or other organisations which pursue commercial objectives ⁽⁶⁾ higher than one of the following combinations:

- **1 executive position and 2 non-executive positions;** or
- **4 non-executive positions.**

On the other hand, the offices referred to in article 18, paragraph 1 ⁽⁷⁾ and 2 ⁽⁸⁾, of the MEF

⁶ Pursuant to the MEF Decree, an organisation which pursues commercial objectives is understood as a company with registered office in Italy, established according to one of the forms set forth by book V, Title V, Chapters III, IV, V, VI and VII, and Title VI of the Italian Civil Code, concerning the performance of one of the activities set forth in article 2195, paragraph 1 of the Italian Civil Code or a company with registered office in a foreign country and classifiable as commercial under the provisions of the relevant law of the State where the company has its registered office or general management.

⁷ The limits on the number of offices that can be held simultaneously under Article 17 do not apply to those who, in the bank, hold positions representing the State or other public bodies.

⁸ For the purposes of calculating the limits on the accumulation of offices referred to in Article 17 of the MEF Decree, the following offices held by a candidate are not taken into consideration: a) in companies or entities the sole purpose of which is to manage the private interests of a candidate or spouse who is not legally separated, joined in a civil union or *de facto* cohabitation, relative or kin up to the fourth degree and which do not require any type of day-to-day management by the candidate; b) as a partner in a

Decree are excluded.

For the purpose of calculating the limits on the number of offices, the aggregation procedures pursuant to article 18 of the MEF Decree are followed and, therefore, the series of offices held in each of the following cases count as a single position:

- a) within the same group;
- b) within banks which are members of the same institutional protection scheme;
- c) in companies, not belonging to the group, in which the bank holds a qualifying holding as defined by article 4, paragraph 1, point 36 of Regulation (EU) 575/2013.

If more than one of the cases referred to in letters a), b) and c) occur at the same time, the offices are added together.

The multiple offices counted as a single one are considered to be an executive position if at least one of the positions held under the circumstances referred to in letters a), b) and c) above is executive; in other cases it shall be considered a non-executive position.

In addition to the number of offices that a Statutory Auditor of the Bank may hold, in the alternative combinations mentioned above, there is also the possibility, given the conditions set out in article 19 of the MEF Decree, that 1 additional non-executive appointment may be allowed with respect to the limits indicated above, providing it does not prevent the Statutory Auditor from committing sufficient time to the appointment at the Bank to perform his/her functions effectively.

The Board of Statutory Auditors therefore recommends that in selecting the candidates to be proposed, Shareholders should check the candidates' willingness to comply with the above limitations by the deadline indicated in article 23, paragraph 7, of the MEF Decree, should they be appointed as members of the Board of Statutory Auditors of BPER.

2.12 Incompatibility, ineligibility and loss of office

Reminding of the different reasons for incompatibility, ineligibility and loss of office that may affect the candidature and/or the appointment to or holding of the position - such as, for instance, the reasons set forth in article 2382 of the Italian Civil Code - it is recommended that Shareholders pay particular attention to the interlocking prohibition, concerning interlocking positions in credit and financial markets.

More specifically, in accordance with article 36 of Law Decree 201 of 6 December 2011 converted with amendments by Law 214 of 22 December 2011, containing provisions regarding "*personal cross-shareholdings in the banking and financial markets*" and the ban on "*holders of offices in the management, supervisory and control bodies and senior officers of companies or groups of companies operating in the banking, insurance and financial markets to assume or exercise similar positions in companies or groups of competing companies*", the Board of Statutory Auditors recommends that Shareholders should only propose candidates for whom the lack of grounds for incompatibility under the aforementioned rule has been verified in advance.

It should be noted that the legislation on incompatibilities for public sector employees and holders of public offices referred to in Legislative Decree no. 165/2001, as subsequently amended and supplemented, must be complied with.

professional firm; c) as an Alternate Auditor.