



**ILLUSTRATIVE REPORT
OF THE BOARD OF DIRECTORS OF BANCA GENERALI S.P.A.
CONCERNING ITEM 8 ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING**

“Motion to appoint the Directors co-opted pursuant to Article 2386, paragraph 1, of the Italian Civil Code; relevant and ensuing resolutions”

(Prepared pursuant to Article 125-ter of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and extended, and pursuant to Article 84-ter of the Regulation adopted with Consob Resolution No. 11971 of 14 May 1999, as subsequently amended and extended)

Shareholders,

We have convened the General Shareholders' Meeting to submit to you, *inter alia*, the motion to appoint the directors co-opted pursuant to Article 2386, paragraph 1, of the Italian Civil Code, following the resignation, due to personal reasons:

- (i) on 15 July 2022 of Annalisa Pescatori, Independent Director and at the time serving as Chair of the Credit Committee, and as member of the Internal Audit and Risk Committee and of the Nomination, Governance and Sustainability Committee set up within the Board of Directors;
- (ii) on 18 November 2022, of Massimo Lapucci, Independent Director and at the time serving as Chair of the Nomination, Governance and Sustainability Committee, and as member of the Internal Audit and Risk Committee and of the Remuneration Committee set up within the Board of Directors.

Given the decision passed by the General Shareholder's Meeting on 22 April 2021 to set at 9 the number of members of the Board of Directors for the 2021-2023 three-year period, in line with the "*Recommendations on the Optimal Qualitative and Quantitative Composition of the Board of Directors*" (hereinafter the "**Qualitative-quantitative Profile of the Board of Directors**") published in advance by the then outgoing Board of Directors and available on the Company's website, the Board of Directors (based on a prior preliminary analysis by the Nomination, Governance and Sustainability Committee), respectively in the meetings held on 28 July 2022 (with reference to the resignation of Annalisa Pescatori) and on 30 November 2022 (with reference to the resignation of Massimo Lapucci), in both cases:

- acknowledged the resignations;
- started the selection process to identify a candidate to be co-opted pursuant to Article 2386 of the Italian Civil Code who satisfied the eligibility requirements set forth by the applicable legal and regulatory provisions, including with regards to the overall fitness of the administrative body, in line with the recommendations on the Qualitative-quantitative Profile of the Board of Directors, which was therein confirmed;
- appointed the firm Egon Zehnder as the external independent expert in charge of carrying out the selection process of the list of candidates for replacing the above-mentioned positions.

Now therefore:

- on 13 October 2023, the process of reintegration of the Board of Directors — conducted, *inter alia*, in compliance with the Decree of the Ministry of Economy and Finance No. 169/2020 (hereinafter the "**MEF Decree**") and the relevant supervisory provisions — was finalised through co-option, pursuant to Article 2386 of the Italian Civil Code, of Non-executive and Independent Director Ilaria Romagnoli in replacement of Annalisa Pescatori. Ilaria Romagnoli was co-opted by the Board of Directors (by unanimous resolution, based on the proposal of the Nomination, Governance and Sustainability Committee and approval of the Board of Statutory Auditors) and was appointed Chair of the Credit Committee and member of the Internal Audit and Risk Committee and of the Nomination, Governance and Sustainability Committee;
- on 8 March 2023, the process of reintegration of the Board of Directors — conducted, *inter alia*, in compliance with the MEF Decree and the relevant supervisory provisions — was finalised through co-option, pursuant to Article 2386 of the Italian Civil Code, of Non-executive and Independent Director Alfredo Maria De Falco in replacement of Massimo Lapucci. Alfredo Maria De Falco was co-opted by the Board of Directors (by unanimous resolution, based on the proposal by the Nomination, Governance and Sustainability Committee and approval by the Board of Statutory Auditors) and was appointed member of the Internal Audit and Risk Committee, of the Nomination, Governance and Sustainability Committee and of the Remuneration Committee.

In both cases, pursuant to applicable laws and regulations (a more thorough account of which is provided below), the Bank of Italy informed Banca Generali of the positive outcome of the assessment of the eligibility of two candidates for co-option without any impediments.

Given that, pursuant to Article 2386 of the Italian Civil Code, the Directors appointed by the Board of Directors in replacement of those who have left office during the year remain in office "until the next Shareholders' Meeting", it now becomes necessary to submit to the Shareholders' Meeting a motion to reintegrate the Board by appointing the co-opted Directors, on the basis of the rationale and considerations set out below.

1. Regulations on the appointment and replacement of members of the Board of Directors

With reference to the composition of the Board of Directors and in the event that during the term of office one or more Board Members leave office, Article 15 of the Bank's Articles of Association provides as follows:

"1. The Company is managed by a Board of Directors made up of no less than 7 (seven) and no more than 12 (twelve) members, appointed by the Shareholders' Meeting after determination of the number of members. The composition of the Board of Directors shall comply with the criteria for establishing gender balance, as contemplated under applicable regulations.

2. Members of the Board of Directors hold office for a maximum of three financial years. Their term ends on the date of the meeting called to approve the financial statements of the last financial year of said term and they are eligible for reappointment. In the case of appointment during the period of office, the mandate of the newly appointed members will expire with that of members already in office.

3. Board members must possess the eligibility requirements and criteria for performing their duties (including those referring to time commitment and limits on the number of positions) established by applicable legislation and regulations in force from time to time.

[.....]

13. If during the term of office one or more Board members should leave office for whatever reason, they will be replaced according to the procedures established by law, in compliance with the principle of mandatory gender representation and of independence imposed under applicable regulations. If the leaving director was taken from the minority list that had obtained the greatest number of votes, replacement will occur with appointment of the first eligible candidate taken from the same list as the outgoing director and willing to accept office and belonging to the same gender or, where this is not possible, with the appointment of the first eligible candidate who is willing to accept office and belonging to the same gender, and taken, in serial order, from the list to which the first unappointed candidate belonged. The term of the replacement director shall expire together with the term of the directors in office at the time of the replacement Director's appointment to the Board. In the event of termination of office of an Independent Director, the replacement director must possess the independence requirements provided for by the applicable laws and regulations.

14. Where it is not possible to proceed as described above, either because of too few candidates being presented on the lists or as a result of non-acceptance of appointments, the Board of Directors shall co-opt, within the meaning of Article 2386 of the Italian Civil Code, a director selected by the Board in accordance with the criteria established under law, in accordance with the principle of gender balance. In the event of termination of office of an Independent Director, the replacement director, co-opted by the Board of Directors or appointed by the Shareholders' Meeting, must possess the independence requirements provided for by the applicable laws and regulations. The director thus co-opted shall remain in office through to the next Shareholders' Meeting that shall either confirm or replace him following the ordinary procedures and with ordinary majorities, in departure from the list-based voting system mentioned in this Article 15."

Given that both the Directors who left office had been drawn from the list that had received the highest number of votes, in the co-option process account was also taken of the mandatory procedures applicable to banks and listed companies. More specifically:

- (i) the MEF Decree states, in Article 23, paragraph 2, that the assessment by the competent bodies at the time of appointment, where this is not the responsibility of the shareholders' meeting (e.g., in the case of co-option), is normally conducted before the representative takes office;
- (ii) the "Supervisory provisions on procedures for the assessment of the eligibility of corporate officers of banks, financial intermediaries, electronic payment institutions, payment institutions and deposit guarantee systems" of 4 March 2021 state that:

- in line with the MEF Decree, where the appointment of corporate officers is not the responsibility of the shareholders' meeting (e.g., in the case of co-option), the assessment of eligibility is conducted by the competent body prior to appointment, and then a copy of the minutes is sent to the Bank of Italy;
 - the appointment of the corporate officer cannot be finalised before 90 days have elapsed from receipt of the minutes by the Bank of Italy (as this is not a procedural term, the period of 90 days cannot be interrupted or suspended). The Bank of Italy may give notice of the successful conclusion of the assessment conducted even before the end of the 90 days: in this case, the corporate officer may be appointed immediately after receipt of the notice; if the Bank of Italy identifies impediments to the appointment of the corporate officer, it gives notice of them to the intermediary within 90 days; the Bank of Italy may request that the competent body identify and adopt measures suited to remedying any deficiencies, where not already indicated in the minutes in question;
 - the intermediary gives notice of the appointment to the Bank of Italy within 5 days. Within 30 days of the notice, the Bank of Italy may launch an official dismissal procedure pursuant to Article 26 of the Consolidated Law on Banking if the corporate officer is appointed in spite of the impediments identified by the Bank of Italy or when the measures identified or adopted by the competent body at the request of the authority are regarded by the said authority as insufficient or inadequate to remedying the deficiencies. The procedure concludes within 30 days.
- (iii) In addition, Article 23, paragraph 3 of the MEF Decree states that *"a new assessment is not required for renewals after first appointment, except in the case of supervening events [...] Appointment by the shareholders' meeting of a director appointed in replacement pursuant to Article 2386 of the Italian Civil Code is considered a renewal. If a new assessment is necessary, it may be limited solely to the aspects affected by the supervening events."*

2. Criteria for gender balance, eligibility requirements and prohibition of interlocking

Gender quotas

In the process of co-option of the Director designated to replace Annalisa Pescatori, compliance was ensured with the provisions of the Fit & Proper Policy adopted by the Bank and Article 147-ter, paragraph 1-ter, of the Consolidated Law on Finance (TUF), which requires that the less represented gender be reserved at least two-fifths of the members elected, rounded up, where necessary, pursuant to Article 144-undecies1, paragraph 3, of the Rules for Issuers, albeit in accordance with the less restrictive indications of (i) Section IV, Chapter 1, Title IV of Bank of Italy Circular No. 285, (ii) the Corporate Governance Code, and (iii) the Diversity Policy for Members of Company Bodies adopted by the Bank.

In view of the foregoing and of the gender of the outgoing director, the replacement Director co-opted was therefore chosen from female candidates.

In the case of the Director co-opted to replace Massimo Lapucci, taking account of the other members of the Board of Directors in office, the minimum requirements set by applicable provisions of the Articles of Association, laws and regulations had already been met.

The Board of Directors is therefore currently composed of 4 women and 5 men.

Eligibility requirements and prohibition of interlocking

The current Board of Directors thus includes five Independent Directors, in accordance with Article 16(1)(d) of the Markets Regulation stating that *"subsidiary companies that are under the management and coordination of another (Italian or foreign) company whose shares are listed on regulated markets are also required to set up a board of directors whose majority must be made up of independent directors and the internal board committees recommended by the Corporate Governance Code must consist exclusively of internal directors."* All the foregoing, albeit in accordance with the less restrictive indications set forth in (i) Article 147-ter of

TUF, pursuant to which “*at least one of the members of the Board of Directors, or two if the Board of Directors is composed of more than seven members, should satisfy the independence requirements established for members of the board of auditors in Article 148(3) of TUF and the additional requirements established in codes of conduct drawn up by regulated stock exchange companies or by trade associations*”, (ii) Bank of Italy Circular No. 285 of 17 December 2013 (Part I, Title IV, Chapter 1, Section IV, paragraph 2.1), which states that “*within the body with the function of strategic supervision, at least one-fourth of the members must meet independence requirements (where this ratio is not a whole number, it is rounded down if the first decimal is 5 or lower; otherwise, it is rounded up to the next whole number)*.”

In view of the foregoing and the status as independent directors of the outgoing corporate officers, it is clarified that the candidates co-opted, whose appointment it is proposed be confirmed, have been selected from among those meeting the independence requirements set by:

- Article 147-ter, paragraph 4, and Article 148, paragraph 3, of TUF;
- Article 13 of the MEF Decree; and
- Article 2, Recommendation 7, of the Corporate Governance Code.

In addition, the co-opted directors, whose appointment it is proposed be confirmed, have been selected (i) in accordance with the additional requirements for those holding the position of director of a bank according to the MEF Decree and cited in the Bank's Fit & Proper Policy, such as integrity, propriety, professionalism, competence, independence of judgement, time commitment for the performance of duties, observance of the limits on concurrent positions and adequate collective composition of bodies, and (ii) in the absence of situations that come within the scope of application of the prohibition of interlocking established by Legislative Decree No. 201 of 6 December 2011, “*Urgent measures for growth, fairness and consolidation of public accounts*”, converted, with amendments, by Law No. 214 of 22 December 2011.

In addition, the co-opted Directors have been identified in accordance with the Qualitative and Quantitative Profile of the Board of Directors, which, as mentioned above, the Board of Directors has also confirmed for the purposes of co-option. The said Profile establishes, in line with the provisions of Article 10 of the MEF Decree, the competencies that the Board of Directors must possess, including in view of the composition of the related Board Committees.

3. Appointment Process

A more detailed account of the co-option process adopted is provided below.

In both cases, to support the Nomination, Governance and Sustainability Committee and the Board of Directors, the said bodies agreed it was advisable to grant a mandate to a third firm specialised in searching for professionals who can hold the positions that remain vacant from time to time. In particular, the assignment was granted to the firm Egon Zehnder, in light of its thorough knowledge of the Company and of the Qualitative and Quantitative Profile of the Board of Directors, taking into account the three-year mandate already in place with regard to the performance of the Board's self-assessment, as well as the specific professional expertise in recruiting candidates of the level sought.

The appointed firm, Egon Zehnder, thus proceeded according to a methodology designed to analyse the Qualitative and Quantitative Profile of the Board of Directors (competencies and experience required) and draw up a first long list of potential suitable candidates, to then conduct, at a later date, assessments regarding potential conflicts of interest, competencies, positions already held and applicable eligibility requirements (i.e., specific due diligence) and define a short list of three candidates deemed most in line with the profile sought, to be submitted to company bodies in order to proceed with the appointment.

For the purposes of completeness and transparency, the following is an account of the steps that resulted in the co-option of each of the corporate officers proposed for confirmation of the appointment.

Co-option of Ilaria Romagnoli

On 27 September 2022, the Board of Directors, having regard to the law and Articles of Association, and acknowledging:

- (ii) the declarations rendered by the candidates for the position of Non-executive Independent Director, as well as the additional relevant information available;
- (iii) the recommendation of the Nomination, Governance and Sustainability Committee, which, in the exercise of its powers, had conducted preliminary analysis activity in support of the Board of Directors;

identified — from the list of three candidates selected following the completion of the process carried out with the support of the external expert Egon Zehnder — the profile most appropriate to the performance of the assignment, on the basis of a thorough, detailed review of the assessments conducted (on the basis of the information provided by the candidates and all other relevant information) regarding satisfaction of the requirements and criteria laid down in the MEF Decree and, in general, in the provisions of applicable laws and regulations and in the Fit & Proper Policy adopted by Banca Generali, and therefore decided to appoint, pursuant to Article 2386 of the Italian Civil Code, with the approval of the Board of Statutory Auditors, Ilaria Romagnoli new Non-executive Independent Director, taking account, *inter alia*, of her competencies and high level of professionalism and having verified (i) that she met all the eligibility requirements prescribed by applicable legislation, and that there were no interlocking situations pursuant to Law Decree No. 201 of 6 December 2011, "Urgent measures for growth, fairness and consolidation of public accounts", converted, with amendments, by Law No. 214 of 22 December 2011, and (ii) the confirmation of the adequate collective composition of the body with strategic supervision functions, taking account of the new appointment and the analysis already conducted by the Board of Directors on 11 May 2021 and on the occasion of the subsequent checks carried out in light of other supervening events.

In particular, in consideration of the collective composition of the body and the competencies sought in replacement of the outgoing corporate officer, including for the purposes of reintegration of the Board Committees, Ilaria Romagnoli possesses competencies in the areas of: (a) audits and risks, gained, *inter alia*, through her participation in risk committees during her experience at Rothschild & CO and at TIM S.p.A. and in the set-up of the internal control system at Rothschild & CO Italy SIM S.p.A. (where she served as CEO); (b) nominations, governance and sustainability, gained, *inter alia*, through her experience on company bodies (as both CEO of Rothschild & CO Wealth Management Italy SIM S.p.A. and Independent Director at TIM S.p.A. and La Madonnina S.p.A.), as well as at investment bank Rothschild & CO, where she provided advice to supervised entities, developing extensive expertise in the performance of these duties and professional activities with matters relating to corporate governance generally, as well as training activities (such as refresher and training courses); and (c) loans, gained through her academic career over the years and her extensive experience in the financial world (she worked as an advisor at Rothschild & CO, Staff to the CEO at Intesa San Paolo S.p.A. and CEO of Rothschild & CO Wealth Management Italy SIM S.p.A.).

In view of the foregoing, as mentioned above, the Board of Directors also resolved unanimously to appoint Ilaria Romagnoli Chair of the Credit Committee, as well as member of the Internal Audit and Risk Committee and Nomination, Governance and Sustainability Committee.

On 11 October 2022, the Bank of Italy, following the preliminary analysis conducted, informed Banca Generali that it had not identified any impediments to the appointment of Ilaria Romagnoli and that the procedures necessary to complete such appointment could therefore proceed.

In light of the above, at its meeting on 13 October 2022, the Board of Directors unanimously,

- acknowledging the positive outcome of the above eligibility assessment conducted by the Bank of Italy per the aforementioned notice of 11 October 2022;
- drawing attention to what had already been resolved by the Board of Directors on 27 September 2022;

with the approval of the Board of Statutory Auditors pursuant to Article 2386 of the Italian Civil Code, as immediately confirmed, resolved to confirm, effective on the same date, the appointment, pursuant to Article 2386 of the Italian Civil Code, of Ilaria Romagnoli as new Non-executive Independent Director.

The documentation relating to the above Director is presented in an annex to this Illustrative Report. In particular, the Annex contains the candidacy declaration, acceptance of the position, certification of absence of grounds for ineligibility, dismissal and incompatibility, and satisfaction of the requirements and observance of the criteria established by applicable provisions, inclusive of the list of positions held as at the date of the

declaration and of the resume, which contains a thorough account of her personal and professional characteristics (available both in Italian and English).

Co-option of Alfredo Maria De Falco

On 17 February 2023, the Board of Directors, having regard to the law and Articles of Association, and acknowledging:

- (iv) the declarations rendered by the candidates for the position of Non-executive Independent Director, as well as the additional relevant information available;
- (v) the recommendation of the Nomination, Governance and Sustainability Committee, which, in the exercise of its powers, had conducted preliminary analysis activity in support of the Board of Directors;

identified — from the list of three candidates selected following the completion of the process carried out with the support of the external expert Egon Zehnder — the profile most appropriate to the performance of the assignment, on the basis of a thorough, detailed review of the assessments conducted (on the basis of the information provided by the candidates and all other relevant information) regarding satisfaction of the requirements and criteria laid down in the MEF Decree and, in general, in the provisions of applicable laws and regulations and in the Fit & Proper Policy adopted by Banca Generali, and therefore decided to appoint, pursuant to Article 2386 of the Italian Civil Code, with the approval of the Board of Statutory Auditors, Alfredo Maria De Falco as new Non-executive Independent Director, taking account, *inter alia*, of his competencies and high level of professionalism and considering the international experience and long standing career in the banking and financial world, as well as his knowledge of and interest for the fintech world, having further verified (i) that he met all the eligibility requirements prescribed by applicable legislation, and that there were no interlocking situations pursuant to Law Decree No. 201 of 6 December 2011, "Urgent measures for growth, fairness and consolidation of public accounts", converted, with amendments, by Law No. 214 of 22 December 2011, and (ii) the confirmation of the adequate collective composition of the body with strategic supervision functions, taking account of the new appointment and the analysis already conducted by the Board of Directors on 11 May 2021 and on the occasion of the subsequent checks carried out in light of other supervening events.

In particular, in consideration of the collective composition of the body and the competencies sought in replacement of the outgoing corporate officer, including for the purposes of reintegration of the Board Committees, Alfredo Maria De Falco possesses competencies in the areas of: (a) audits and risks, gained through, *inter alia*, his experience in the Audit Committee (which he chaired) of UniCredit International Bank (Luxembourg) S.A. and, in general, in corporate bodies of supervised and listed companies, as well as in serving as top manager at the UniCredit Group, where he developed extensive expertise in matters related to audit and risk in general; (b) nomination, governance and sustainability, gained through his experience, *inter alia*, in several corporate bodies of supervised and listed companies and, in general, in his managerial career at the UniCredit Group, where he developed extensive expertise in matters related to corporate governance in general; (c) remuneration, gained through his experience, *inter alia*, in several corporate bodies of supervised and listed companies and, in general, in his managerial career at the UniCredit Group, where he developed extensive expertise in matters related to HR and remuneration.

In view of the foregoing, as mentioned above, the Board of Directors also resolved unanimously to appoint Alfredo Maria De Falco as member of the Internal Audit and Risk Committee, of the Nomination, Governance and Sustainability Committee and of the Remuneration Committee.

On 28 February 2023, the Bank of Italy, following the preliminary analysis conducted, informed Banca Generali that it had not identified any impediments to the appointment of Alfredo Maria De Falco and that the procedures necessary to complete such appointment could therefore proceed.

In light of the above, at its meeting on 8 March 2023, the Board of Directors unanimously,

- acknowledging the positive outcome of the above eligibility assessment conducted by the Bank of Italy per the aforementioned notice of 28 February 2023;
- drawing attention to what had already been resolved by the Board of Directors on 17 February 2022;

with the approval of the Board of Statutory Auditors pursuant to Article 2386 of the Italian Civil Code, as immediately confirmed, resolved to confirm, effective on the same date, the appointment, pursuant to Article 2386 of the Italian Civil Code, of Alfredo Maria De Falco as new Non-executive Independent Director.

The documentation relating to the above Director is presented in an annex to this Illustrative Report. In particular, the Annex contains the candidacy declaration, acceptance of the position, certification of absence of grounds for ineligibility, dismissal and incompatibility, and satisfaction of the requirements and observance of the criteria established by applicable provisions, inclusive of the list of positions held as at the date of the declaration and of the resume, which contains a thorough account of his personal and professional characteristics (available both in Italian and English).

4. Motion

Dear shareholders, if you agree with the contents and subjects set out in this Directors' Illustrative Report, in light of the provisions of the Articles of Association and the applicable provisions of laws and regulations on the composition and procedures for appointing the Board of Directors, as well as of the recommendations contained in the Qualitative and Quantitative Profile of the Board of Directors (available to shareholders on the Company's website), the following is essentially the draft resolution of the General Shareholders' Meeting that reflects, in terms of expression of the will of the Shareholders' Meeting, the contents of the motion described above.

“The General Shareholders’ Meeting of Banca Generali S.p.A., held in ordinary session,

- having regard to the provisions of the law, regulations and Articles of Association;*
- having acknowledged the co-option processes conducted;*
- having acknowledged that the appointments by the Shareholders' Meeting of Directors appointed in replacement pursuant to Article 2386 of the Italian Civil Code are considered renewals and no relevant supervening events occurred after the verification of eligibility requirements already conducted;*
- having acknowledged the satisfaction of all the eligibility requirements prescribed by applicable laws and regulations, as well as the positive outcome of the eligibility check conducted by the Bank of Italy;*

resolves

- 1) to appoint Director of Banca Generali the already co-opted Director Ilaria Romagnoli, who will remain in office until the end of the term of the current Board, and therefore until the Shareholders’ Meeting called to approve the Financial Statements for financial year 2023;*
- 2) to appoint Director of Banca Generali the already co-opted Director Alfredo Maria De Falco, who will remain in office until the end of the term of the current Board, and therefore until the Shareholders’ Meeting called to approve the Financial Statements for financial year 2023;*
- 3) to entrust the Board of Directors with the implementation of the approved resolutions, including with the power to delegate to any of the Board’s members all concrete steps to be taken to ensure full implementation.*

Milan, 8 March 2023

THE BOARD OF DIRECTORS

DICHIARAZIONE DI CANDIDATURA, ACCETTAZIONE CARICA E ATTESTAZIONE DELL'INESISTENZA DI CAUSE DI INELEGGIBILITÀ, DECADENZA E INCOMPATIBILITÀ, NONCHÉ DI POSSESSO DEI REQUISITI E RISPETTO DEI CRITERI PRESCRITTI DALLE DISPOSIZIONI VIGENTI, ANCHE REGOLAMENTARI E DI AUTODISCIPLINA

La sottoscritta Ilaria Romagnoli, nata a Roma, il 20/9/67, codice fiscale RMGLRI67P60H501K, residente in [REDACTED], Londra, UK, candidato/a alla nomina di Consigliere di Amministrazione di Banca Generali S.p.A., ai sensi delle disposizioni vigenti

DICHIARA

- di accettare la suddetta candidatura e l'eventuale carica di Consigliere di Amministrazione di Banca Generali S.p.A. e pertanto, sotto la propria responsabilità a tutti gli effetti di legge

ATTESTA

che a suo carico non sussiste, ai sensi della normativa vigente e dello statuto, alcuna causa di ineleggibilità, decadenza, sospensione ovvero di incompatibilità (anche ai sensi dell'art. 36 della Legge 22 dicembre 2011, n. 214, cd "divieto di *interlocking*") a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A.;

DICHIARA

- a) di essere in possesso dei requisiti prescritti dalla disciplina di legge, regolamentare e statutaria in relazione alla carica di Consigliere di Amministrazione di Banca Generali S.p.A., e quindi:
- di essere in possesso dei **requisiti di onorabilità** stabiliti dall'art. 3 del Decreto del Ministro dell'Economia e delle Finanze del 23 novembre 2020, n. 169 ("**Decreto MEF**") e di soddisfare i **criteri di correttezza** previsti dall'art. 4 del Decreto MEF;
 - di essere in possesso dei **requisiti di professionalità** previsti dall'art. 7 del Decreto MEF e di soddisfare i **criteri di competenza** previsti dall'art. 10 del Decreto MEF, nonché delle competenze negli ulteriori ambiti indicati dalla "*Relazione sulla composizione quali-quantitativa del Consiglio di Amministrazione*", pubblicata sul sito *internet* di Banca Generali S.p.A. in data 23 febbraio 2021 e, in particolare, di essere in possesso delle seguenti competenze:

Competenze richieste dall'art. 10 del Decreto MEF (in più di uno dei seguenti ambiti)	
Mercati finanziari	√ SI <input type="checkbox"/> NO
Regolamentazione nel settore bancario e finanziario	√ SI – <input type="checkbox"/> NO
Indirizzi e programmazione strategica	√ SI – <input type="checkbox"/> NO
Assetti organizzativi e di governo societari	√ SI – <input type="checkbox"/> NO
Gestione dei rischi (individuazione, valutazione, monitoraggio, controllo e mitigazione delle principali tipologie di rischio di una banca, incluse le responsabilità dell'esponente in tali processi)	√ SI – <input type="checkbox"/> NO
Sistemi di controllo interno e altri meccanismi operativi	√ SI – <input type="checkbox"/> NO
Attività e prodotti bancari e finanziari	√ SI – <input type="checkbox"/> NO
Informativa contabile e finanziaria	√ SI – <input type="checkbox"/> NO
Tecnologia informatica	√ SI – <input type="checkbox"/> NO
Ulteriori competenze richieste dalla " <i>Relazione sulla composizione quali-quantitativa del Consiglio di Amministrazione</i> " (in aggiunta agli ambiti previsti dall'art. 10 del Decreto MEF)	
Esperienza e conoscenza dei mercati di riferimento in cui opera Banca Generali	√ SI – <input type="checkbox"/> NO
Conoscenza delle tematiche in ambito digitale, innovazione, <i>fintech</i> e <i>alternative investments</i>	√ SI – <input type="checkbox"/> NO
Esperienza su mercati e investimenti con dimensione internazionale	√ SI – <input type="checkbox"/> NO
Competenza e conoscenza in ambito di strategia e modello di <i>business</i>	√ SI – <input type="checkbox"/> NO

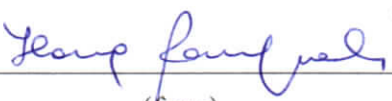
Competenza e conoscenza in ambito sostenibilità sociale e ambientale	✓ SI – <input type="checkbox"/> NO
Esperienza in ambito <i>human capital / human resources</i>	✓ SI – <input type="checkbox"/> NO

- di essere in possesso delle caratteristiche personali corrispondenti a quelle indicate nella “Relazione sulla composizione quali-quantitativa del Consiglio di Amministrazione”, pubblicata sul sito *internet* di Banca Generali S.p.A. in data 23 febbraio 2021;
 - di poter agire con **indipendenza di giudizio** e consapevolezza dei doveri e dei diritti connessi all’incarico ai sensi di quanto stabilito dall’art. 15 del Decreto MEF;
 - di poter dedicare adeguato tempo allo svolgimento dell’incarico di Consigliere di Amministrazione di Banca Generali S.p.A. ai sensi di quanto disposto dall’art. 16 del Decreto MEF, considerando una disponibilità di tempo non inferiore alla stima indicata nella predetta *Relazione sulla composizione quali-quantitativa del Consiglio di Amministrazione*;
 - di rispettare i limiti al cumulo degli incarichi stabiliti dall’art. 17 del Decreto MEF ovvero di essere disponibile, in caso di nomina, laddove il numero degli incarichi ricoperti ecceda il limite massimo stabilito dalla legge, a rassegnare le dimissioni da un numero di incarichi che consenta il rispetto dei predetti limiti, in tempo utile rispetto al termine di cui all’art. 23, comma 7, del Decreto MEF;
- b) di non essere in una delle situazioni di cui all’art. 2390 del codice civile;
- c) ✓ di essere – ☐ di **non** essere in possesso dei requisiti di indipendenza previsti dall’art. 147-ter, comma 4, e dall’art. 148, comma 3, del Decreto Legislativo 24 febbraio 1998 n. 58;
- d) ✓ di essere – ☐ di **non** essere in possesso dei requisiti di indipendenza previsti dall’art. 13 del Decreto MEF;
- e) ✓ di essere – ☐ di **non** essere in possesso dei requisiti di indipendenza previsti dal Codice di *Corporate Governance* approvato da Borsa Italiana S.p.A.;
- f) di aver preso visione dell’informativa *privacy* sull’utilizzo dei dati personali da parte di Banca Generali S.p.A. ai sensi dell’art. 13 del Regolamento UE 2016/679 – riportata in calce alla presente – e di autorizzare la pubblicazione della presente dichiarazione, nonché di tutta la documentazione allegata con le modalità richieste dalle disposizioni applicabili.

La sottoscritto/a si impegna altresì, se richiesto, a produrre la documentazione idonea a confermare la veridicità dei dati dichiarati, nonché a comunicare tempestivamente eventuali fatti che dovessero modificare il contenuto della dichiarazione resa.

Luogo e data

Londra, 22/2/2023


(firma)

Allegati

- *Curriculum vitae*, contenente un’esauriente informativa sulle caratteristiche personali e professionali (ITA/ENG)
- Elenco degli incarichi di amministrazione (evidenziando quelli esecutivi) e controllo ricoperti presso altre società e presso altre entità (associazioni, fondazioni, enti no-profit) anche qualora non perseguano principalmente obiettivi commerciali, alla data di dichiarazione
- Copia del documento di identità

INFORMATIVA PRIVACY

ex artt. 13 del Regolamento EU 2016/679 del Parlamento Europeo e del Consiglio del 27 aprile 2016

Si comunica che il trattamento dei dati personali da Lei forniti avverrà in conformità a quanto previsto dalla normativa in materia, ed in particolare dal Regolamento EU 2016/679 del Parlamento Europeo e del Consiglio del 27 aprile 2016 sulla protezione delle persone fisiche con riguardo al trattamento dei dati personali, nonché alla libera circolazione di tali dati (di seguito, il “**GDPR**”).

Ai sensi e per gli effetti dell'articolo 13 del GDPR, Banca Generali è tenuta a fornire ai soggetti interessati informazioni in merito al trattamento dei loro dati personali. Ai sensi dell'art. 4.7 del GDPR, il titolare del trattamento dei dati da Lei forniti è Banca Generali S.p.A., con sede legale in Via Niccolò Machiavelli, 4, 34132 Trieste (di seguito, la “**Banca**”). Si precisa che Banca Generali S.p.A. ha nominato, ai sensi degli articoli 37 e seguenti del GDPR, un responsabile per la protezione dei dati (il “**DPO**”), raggiungibile all'indirizzo e-mail DataProtectionOfficerBG@bancagenerali.it o via posta ordinaria all'indirizzo: Banca Generali S.p.A., C.so Cavour 5/A, 34132 - Trieste) – *Att.ne Data Protection Officer* di Banca Generali S.p.A.

I dati personali saranno trattati dalla Banca per finalità connesse agli obblighi previsti dalle leggi, dai regolamenti e dalla normativa comunitaria elencati nelle dichiarazioni sostitutive da Lei sottoscritte, nonché per l'iscrizione della carica in pubblici registri (ad esempio il Registro delle Imprese). La base giuridica che legittima il trattamento è, pertanto, l'esecuzione di un obbligo legale cui è soggetto il titolare, ai sensi dell'art. 6 paragrafo 1 lett. b) del GDPR. Il trattamento è effettuato unicamente con logiche e mediante forme di organizzazione dei dati strettamente collegate agli obblighi, ai compiti e alle finalità della presente informativa.

In particolare:

- nel caso in cui venga presentata la Sua candidatura al ruolo di esponente aziendale, i dati personali saranno trattati dalla Banca *inter alia* per l'accertamento dei requisiti di professionalità, di onorabilità, di indipendenza e per il soddisfacimento dei criteri di correttezza e competenza, nonché di inesistenza di cause di sospensione ai fini della presentazione all'Assemblea delle liste per la nomina degli organi sociali, della successiva pubblicazione sul sito Internet della Banca e dell'informativa agli organi di stampa;
- nel caso in cui Lei sia stato nominato dall'Assemblea, i dati personali verranno trattati altresì per la verifica dei medesimi requisiti e soddisfacimento dei medesimi criteri.

Ai fini dell'accertamento dei predetti requisiti, la Banca potrà trattare i dati personali che il GDPR definisce come “relativi a condanne penali e reati”, e cioè quelli idonei a rivelare provvedimenti di cui al D.P.R. 14.11.2002 n. 313 in materia di casellario giudiziale, carichi pendenti e anagrafe delle sanzioni amministrative dipendenti da reato, nonché la qualità di imputato o di indagato ai sensi degli articoli 60 e 61 del codice di procedura penale.

Il conferimento di tali dati è dunque obbligatorio ed il relativo trattamento non richiede il Suo consenso.

La Banca conserverà i Suoi dati per il tempo strettamente necessario alle finalità per le quali sono stati raccolti, nel rispetto dei termini prescrizione o nei diversi tempi eventualmente stabiliti dalla normativa legale e regolamentare di riferimento o necessari per esigenze di giustizia o di pubblico interesse.

I Suoi dati personali non saranno di norma trasferiti fuori dall'Unione Europea verso organizzazioni internazionali e/o Paesi terzi. Si precisa che qualora ciò dovesse comunque avvenire, il trattamento si baserà su uno dei fondamenti consentiti dalla normativa vigente, quali ad esempio il Suo consenso, l'adozione di Clausole Standard approvate dalla Commissione Europea, la selezione di soggetti aderenti a programmi internazionali per la libera circolazione dei dati (es. *EU-USA Privacy Shield*) od operanti in Paesi considerati sicuri dalla Commissione Europea. Su richiesta, è possibile ottenere maggiori informazioni dal DPO e/o da Banca Generali S.p.A. ai contatti suindicati.

Restano validi i diritti sanciti dagli articoli 15-22 del GDPR, ivi incluso il diritto di ottenere l'accesso, la rettifica, la cancellazione dei Suoi dati personali o, nei casi previsti dall'art. 18 del GDPR, la limitazione del trattamento che La riguarda nonché, nei casi previsti dall'art. 20 del GDPR, ottenere in un formato strutturato, di uso comune e leggibile da dispositivo automatico i dati che La riguardano. Lei potrà, inoltre, proporre reclamo all'autorità di controllo competente ex articolo 77 del GDPR (Garante per la Protezione dei Dati Personali - Piazza Venezia n. 11, 00187, Roma), qualora ritenga che il trattamento dei Suoi dati sia contrario alla normativa in vigore.

Infine, Le ricordiamo che potrà formulare una richiesta di opposizione al trattamento dei Suoi dati ex articolo 21 del GDPR nella quale dare evidenza delle ragioni che giustifichino l'opposizione: il Titolare si riserva di valutare la Sua istanza, che non verrebbe accettata in caso di esistenza di motivi legittimi cogenti per procedere al trattamento che prevalgano sui Suoi interessi, diritti e libertà. Tali diritti potranno essere esercitati rivolgendosi al titolare del trattamento o al DPO ai contatti suindicati.

L'esercizio dei Suoi diritti in qualità di Interessato è gratuito ai sensi dell'articolo 12 del GDPR. Tuttavia, nel caso di richieste manifestamente infondate o eccessive, anche per la loro ripetitività, il Titolare potrebbe addebitare un contributo spese ragionevole, alla luce dei costi amministrativi sostenuti per gestire la Sua richiesta, o, come anticipato, negare motivatamente la soddisfazione della richiesta stessa.

ELENCO DEGLI INCARICHI RICOPERTI

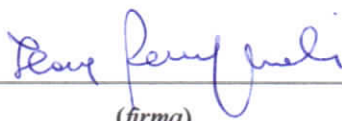
La sottoscritta Ilaria Romagnoli, nata a Roma, il 20/9/67, codice fiscale RMGLRI67P60H501K, residente in [REDACTED], Londra, UK, candidato/a alla nomina di Consigliere di Amministrazione di Banca Generali S.p.A., ai sensi delle disposizioni vigenti

DICHIARA

di ricoprire i seguenti incarichi ⁽¹⁾ alla data della presente dichiarazione:

SOCIETÀ/ENTE	TIPOLOGIA DI INCARICO ⁽²⁾
TIM S.p.A.	Consigliere di Amministrazione non esecutivo e indipendente
La Madonnina S.p.A.	Consigliere di Amministrazione non esecutivo e indipendente

Luogo e data Londra, 22/2/2023


(firma)

⁽¹⁾ Indicare l'elenco degli incarichi di amministrazione (evidenziando quelli esecutivi) e controllo ricoperti presso altre società e presso entità (associazioni, fondazioni, enti no-profit) anche qualora non perseguano principalmente obiettivi commerciali.

⁽²⁾ Indicare se si tratta di incarico nell'ambito dell'organo amministrativo (specificando l'esatta carica e se esecutiva o meno) o dell'organo di controllo (specificando l'esatta carica e se effettiva o supplente), ovvero ancora nell'ambito del diverso organo della società/ente.

Ilaria Romagnoli

Nata il 20/09/1967

Ruoli attuali:

- TIM S.p.A.: Consigliere Indipendente, membro del Comitato Controlli e Rischi e membro del Comitato Parti Correlate
- La Madonnina S.p.A. (Gruppo San Donato): Consigliere Indipendente
- Banca Generali S.p.A.: Consigliere indipendente, membro del Comitato Controllo e Rischi, del Comitato Crediti e del Comitato Nomine

Nata il 20 settembre 1967 a Roma, Ilaria Romagnoli ha ottenuto il Dottorato di Ricerca in Economia Aziendale presso l'Università degli Studi di Urbino e Roma Tre, dopo la laurea in Economia presso l'Università degli Studi di Roma La Sapienza che le ha conferito il "Best in Class" Award nel 2010.

Dopo aver ottenuto l'abilitazione all'esercizio della professione di Dottore Commercialista e Revisore Contabile ha completato la sua formazione lavorando in società di revisione, in associazioni professionali nel settore International tax advisor e in società di consulenza indipendente nel settore merger and acquisition.

E' stata Consulente Tecnico del Tribunale ed ha ricoperto alcuni incarichi come Consigliere Indipendente e Sindaco di società.

Dal 1998 al 2011 ha lavorato presso la banca d'affari Rothschild & Co nel settore Global Advisory dove ha ricoperto il ruolo di Head of Italy Financial Institution Group e European Insurance, membro del Comitato Government Entities e membro dell'Operating Committee.

Tra il 2012 e il 2013 ha fatto parte dello Staff del CEO di Intesa San Paolo, con incarichi sulle Iniziative Strategiche e sulla Finanza Straordinaria.

Dal 2014 al 2020 ha partecipato alla creazione e allo sviluppo di Rothschild & Co Wealth management Italy Sim S.p.A. assumendo il ruolo di Chief Executive Officer.

Dal febbraio 2021 ha fondato la sua società indipendente di consulenza strategica nel settore Alternative Investments

Febbraio 2023

Ilaria Romagnoli

Born, 20/09/1967

Membership in professional organisations in Italy Dottori Commercialisti (CPA)
Revisori Contabili (Statutory Auditors)

Education:

- Bachelor of Economics, La Sapienza University, Rome, Italy
- Title of: Professional Account (Dottore Commercialista), Auditor (Revisore Contabile).
- PhD in Economics, Roma TRE University, Rome, Italy – Dipartimento Economia Aziendale
- “Best in class” Award from Università degli Studi di Roma La Sapienza in 2010
- Past Roles: Independent Director Prelios G.C./Sindaco Acea/Sindaco subsidiaries Pirelli Group.

Working experiences:

TIM S.p.A. : Independent Director– Board of Directors - April 2021- current

Consigliere indipendente de La Madonnina, Gruppo San Donato – July 2020 – current

Banca Generali S.p.A. – Independent Director – Board - current

Independent Advisor to Investors and PEH’s– Feb. 2021- current – Alternative Investments in various innovative sectors, with focus in the Healthcare, Enabled Technology, IT sectors.

Rothschild Wealth Management – 2014-2020 (June)

- **Business Role** : Head of Italy Private Wealth, London
- **Management Role** : CEO, Rothschild Wealth Management Italy SIM S.p.A.
- **Content &Actions** : Legal and Team Set Up including Regulatory authorisation process to Consob and Bank of Italy + Start up/Development of the Wealth Management business in Italy, Business Development and to Investors. Alternative Investments and Club deals.

Intesa San Paolo Group Sept 2012- Dic. 2013

- **Role** : Strategic Initiative CEO’s Staff
- **Content** :
 - o Strategic Review of the ISP International presence (to be coordinated with the Head of International Division and countries managers)
 - o Strategic review of Principal Investments (to be coordinated with the Head of Corporate and Investment Banking Division)
 - o Strategic review of asset management and financial network (to be coordinated with the Ceo’s of respective businesses)

Rothschild – Global Financial Advisory 1998 –2012 Managing Director – Merger & Acquisition

- Business Role: Head of European Insurance Group, Head of Italy Financial Institution Group, Member of the Government Entities Group South Europe
- Management Role: Head of HR, Member of Rothschild Italian Board of Directors, Member of Rothschild Operating Committee

Italian Boutiques - M&A, Privatisations, International Tax Ruling, Business Restructuring, Creative and Fraud Accounting for Italian Courts, Milan/Rome, Italy, 1993-1998

Associazione Professionale Alberto Mastrangelo – International Tax Advisor 1992-1993

Horwarth & Horwarth auditing company, Milan/Rome, 1990-1992

FEBBRAIO 2023

DICHIARAZIONE DI CANDIDATURA, ACCETTAZIONE CARICA E ATTESTAZIONE DELL'INESISTENZA DI CAUSE DI INELEGGIBILITÀ, DECADENZA E INCOMPATIBILITÀ, NONCHÉ DI POSSESSO DEI REQUISITI E RISPETTO DEI CRITERI PRESCRITTI DALLE DISPOSIZIONI VIGENTI, ANCHE REGOLAMENTARI E DI AUTODISCIPLINA

Il/La sottoscritto Alfredo Maria De Falco, nato a Napoli, il 17/03/1971, codice fiscale DFLLRD71C17F839X, residente in Milano, candidato/a alla nomina di Amministratore Indipendente di Banca Generali S.p.A., ai sensi delle disposizioni vigenti

DICHIARA

- di accettare la suddetta candidatura e l'eventuale carica di Amministratore Indipendente di Banca Generali S.p.A. e pertanto, sotto la propria responsabilità a tutti gli effetti di legge

ATTESTA

che a suo carico non sussiste, ai sensi della normativa vigente e dello statuto, alcuna causa di ineleggibilità, decadenza, sospensione ovvero di incompatibilità (anche ai sensi dell'art. 36 della Legge 22 dicembre 2011, n. 214, cd "divieto di *interlocking*") a ricoprire la carica di Amministratore Indipendente di Banca Generali S.p.A.;

DICHIARA

- a) di essere in possesso dei requisiti prescritti dalla disciplina di legge, regolamentare e statutaria in relazione alla carica di Amministratore Indipendente di Banca Generali S.p.A., e quindi:
- di essere in possesso dei **requisiti di onorabilità** stabiliti dall'art. 3 del Decreto del Ministro dell'Economia e delle Finanze del 23 novembre 2020, n. 169 ("**Decreto MEF**") e di soddisfare i **criteri di correttezza** previsti dall'art. 4 del Decreto MEF;
 - di essere in possesso dei **requisiti di professionalità** previsti dall'art. 7 del Decreto MEF e di soddisfare i **criteri di competenza** previsti dall'art. 10 del Decreto MEF, nonché delle competenze negli ulteriori ambiti indicati dalla "*Relazione sulla composizione quali-quantitativa del Consiglio di Amministrazione*", pubblicata sul sito *internet* di Banca Generali S.p.A. in data 23 febbraio 2021 e, in particolare, di essere in possesso delle seguenti competenze:

Competenze richieste dall'art. 10 del Decreto MEF (in più di uno dei seguenti ambiti)	
Mercati finanziari	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Regolamentazione nel settore bancario e finanziario	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Indirizzi e programmazione strategica	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Assetti organizzativi e di governo societari	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Gestione dei rischi (individuazione, valutazione, monitoraggio, controllo e mitigazione delle principali tipologie di rischio di una banca, incluse le responsabilità dell'esponente in tali processi)	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Sistemi di controllo interno e altri meccanismi operativi	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Attività e prodotti bancari e finanziari	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Informativa contabile e finanziaria	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Tecnologia informatica	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Ulteriori competenze richieste dalla " <i>Relazione sulla composizione quali-quantitativa del Consiglio di Amministrazione</i> " (in aggiunta agli ambiti previsti dall'art. 10 del Decreto MEF)	
Esperienza e conoscenza dei mercati di riferimento in cui opera Banca Generali	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Conoscenza delle tematiche in ambito digitale, innovazione, <i>fintech</i> e <i>alternative investments</i>	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Esperienza su mercati e investimenti con dimensione internazionale	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Competenza e conoscenza in ambito di strategia e modello di <i>business</i>	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO

Competenza e conoscenza in ambito sostenibilità sociale e ambientale	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO
Esperienza in ambito <i>human capital / human resources</i>	<input checked="" type="checkbox"/> SI – <input type="checkbox"/> NO

- di essere in possesso delle caratteristiche personali corrispondenti a quelle indicate nella “Relazione sulla composizione quali-quantitativa del Consiglio di Amministrazione”, pubblicata sul sito *internet* di Banca Generali S.p.A. in data 23 febbraio 2021;
 - di poter agire con **indipendenza di giudizio** e consapevolezza dei doveri e dei diritti connessi all’incarico ai sensi di quanto stabilito dall’art. 15 del Decreto MEF;
 - di poter dedicare adeguato tempo allo svolgimento dell’incarico di AMMINISTRATORE INDIP. di Banca Generali S.p.A. ai sensi di quanto disposto dall’art. 16 del Decreto MEF, considerando una disponibilità di tempo non inferiore alla stima indicata nella predetta *Relazione sulla composizione quali-quantitativa del Consiglio di Amministrazione*;
 - di rispettare i limiti al cumulo degli incarichi stabiliti dall’art. 17 del Decreto MEF ovvero di essere disponibile, in caso di nomina, laddove il numero degli incarichi ricoperti ecceda il limite massimo stabilito dalla legge, a rassegnare le dimissioni da un numero di incarichi che consenta il rispetto dei predetti limiti, in tempo utile rispetto al termine di cui all’art. 23, comma 7, del Decreto MEF;
- b) di non essere in una delle situazioni di cui all’art. 2390 del codice civile;
- c) ☒ di essere – ☐ di **non** essere in possesso dei requisiti di indipendenza previsti dall’art. 147-ter, comma 4, e dall’art. 148, comma 3, del Decreto Legislativo 24 febbraio 1998 n. 58;
- d) ☒ di essere – ☐ di **non** essere in possesso dei requisiti di indipendenza previsti dall’art. 13 del Decreto MEF;
- e) ☒ di essere – ☐ di **non** essere in possesso dei requisiti di indipendenza previsti dal Codice di *Corporate Governance* approvato da Borsa Italiana S.p.A.;
- f) di aver preso visione dell’informativa *privacy* sull’utilizzo dei dati personali da parte di Banca Generali S.p.A. ai sensi dell’art. 13 del Regolamento UE 2016/679 – riportata in calce alla presente – e di autorizzare la pubblicazione della presente dichiarazione, nonché di tutta la documentazione allegata con le modalità richieste dalle disposizioni applicabili.

La sottoscritto/a si impegna altresì, se richiesto, a produrre la documentazione idonea a confermare la veridicità dei dati dichiarati, nonché a comunicare tempestivamente eventuali fatti che dovessero modificare il contenuto della dichiarazione resa.

Luogo e data Milano, 01/02/23


(firma)

Allegati

- *Curriculum vitae*, contenente un’esauriente informativa sulle caratteristiche personali e professionali (ITA/ENG)
- Elenco degli incarichi di amministrazione (evidenziando quelli esecutivi) e controllo ricoperti presso altre società e presso altre entità (associazioni, fondazioni, enti no-profit) anche qualora non perseguano principalmente obiettivi commerciali, alla data di dichiarazione
- Copia del documento di identità

ELENCO DEGLI INCARICHI RICOPERTI

Il/La sottoscritto Alfredo Maria De Falco, nato a Napoli, il 17/03/1971, codice fiscale DFLLRD71C17F839X, residente in Milano, candidato/a alla nomina di Amministratore Indipendente di Banca Generali S.p.A., ai sensi delle disposizioni vigenti

DICHIARA

di ricoprire i seguenti incarichi ⁽¹⁾ alla data della presente dichiarazione:

SOCIETÀ/ENTE	TIPOLOGIA DI INCARICO ⁽²⁾
Istituto Europeo di Oncologia*	Consigliere di Amministrazione
Scuola d'Italia (New York)*	Membro del <i>Board of Trustees</i>

Luogo e data Milano, 01/02/2023

Alfredo Maria De Falco
(firma)

⁽¹⁾ Indicare l'elenco degli incarichi di amministrazione (evidenziando quelli esecutivi) e controllo ricoperti presso altre società e presso entità (associazioni, fondazioni, enti no-profit) anche qualora non perseguano principalmente obiettivi commerciali.

*Non perseguono obiettivi commerciali/ di profitto.

Alfredo Maria De Falco ha oltre 25 anni di esperienza nel Corporate & Investment Banking.

Ha ricoperto il ruolo di **Head of Client Solutions UniCredit S.p.A.** coordinando tutte le fabbriche prodotto e relative attività di Investment Banking, Risk Management, Specialized Lending, Transacion Banking, nonché i Prodotti di Wealth Management, **gestendo un P&L di oltre Eu 4Bln.**

Precedentemente Deputy Head of Global Corporate & Investment Banking, fino a febbraio 2018 aveva ricoperto il ruolo di **Head of CIB Americas, presso UniCredit New York**, dove era Responsabile delle attività strategiche del Gruppo in Nord America e America Latina.

Alfredo è **professore di Acquisition & Leverage Finance al Master in Corporate Finance (MCF)** dell'Università Bocconi.

Esperienze Professionali

2007 – Feb 2023	UniCredit Group
2018 – Feb 2023	Responsabile Client Solutions SpA, Milano Membro del Country Italy ExCo, Global Transaction Credit Committee, e Chairman del Principal Investment Committee ¹
2018 – Gen 2023	Vice Chairman, UniCredit International Bank SA, Luxemburg e Presidente dell'Audit Committee
2018 – Gen 2023	Camfin S.p.A. – Membro del Consiglio di Amministrazione
2019 - 2021	Deputy Head del Global Corporate & Investment Banking, Milano/Monaco
2016 - 2018	Head of Americas – UniCredit Bank AG, New York
2013 - 2016	Responsabile CIB Italy Network, Milan
2011 - 2013	Responsabile Financing and Advisory, Milano/ Londra
2009 - 2011	Responsabile Corporate Lending & Structured Finance
2007 - 2009	Co-responsabile Financial Sponsors & Leveraged Finance Group – HVB Milano
2005 - 2006	Capitalia, Roma/ Milano Managing Director, Viceresponsabile Grandi Imprese
2003 - 2005	Responsabile Financial Sponsors Group e coverage Medie Imprese Membro dell'Investment Committee
2000 - 2003	Cuneo e Associati /Angel Ventures/ IPO World, Milano Director/ MD, Corporate Finance Advisory e Venture Capital Investments
1996 - 2000	Banca IMI, Milano. Vice President, Equity transactions Precedentemente, Associate nel Dipartimento di Corporate Finance

Attività Accademica

2005 – pres.	SDA Bocconi, Master of Corporate Finance, Docente “Acquisition & Leveraged Finance”
2017 - 2018	Gabelli School of Business, Fordham University, MS in Global Finance Adjunct Professor “Mergers, Acquisitions and Leveraged Buyouts”
1995 - 1999	Dottorato in “Discipline Economico Aziendali e Governo dell’Impresa”

¹ E' in corso di definizione un accordo di risoluzione consensuale del rapporto di lavoro, con cessazione dell'incarico prevista entro fine febbraio 2023.

Formazione

2016	INSEAD , “Leading Innovation”, UniCredit Senior Management Training
2015	IMD , High Performance Leadership, UniCredit Senior Management Training
2011	Columbia University , Executive Program: “Negotiation and Decision Making”
2001	INSEAD , Executive Program: “Corporate Financial Strategy in Global Capital Markets”
1994	Laurea in Economia e Commercio, Università “Federico II”, Napoli. Voto: 110/110 “cum laude”. Media: 30/30
1992-1993	Warwick University , England. International Student Exchange Program
1989	Diploma Liceo Scientifico, Voto: 60/60

Pubblicazioni

2011	“Finanziamenti Sindacati e Bonds” Corporate Finance, Egea
2004	“Emissione di strumenti azionari ed obbligazionari” Finanza d’azienda, Egea
2002	“IPO Underpricing: un approccio econometrico” Investor Relations, Maggioli Editore
1996	“Pianificazione e Management Accounting nelle Start-up” Paper presentato al “III Workshop Nazionale Accademia di Economia Aziendale”
1996	“Finanziamenti a medio-lungo termine” Economia e Gestione dell’Impresa, Cedam
1996	“Strategie di ristrutturazione aziendale e Turnarounds” Appunti di Economia d’Impresa, Edizioni Scientifiche Italiane

Lingue

Italiano: Madrelingua Inglese: Fluent Francese: Basic Spagnolo: Basic

Cariche attuali

Istituto Europeo di Oncologia, Consigliere di Amministrazione
Scuola d’Italia, New York, *Board of Trustees*²

Awards, Alumni

Best Teacher Award, SDA Bocconi, Master in Corporate Finance
Commencement Speech, Master in Global Finance, Gabelli Business School - Fordham University
Dottore Commercialista e Revisore Legale (non più iscritto all’Albo)
Warwick Business School, Alumni
IMD Geneve, Alumni

² Ente no-profit di diritto statunitense.

Senior Leader, with 25 years of experience in Corporate & Investment Banking, successfully managed diverse businesses and geographies, leading human resources at international level.

In his latest role he has managed approx. Eu 4bln+ P&L. He was responsible for all products factories across all client segments, and coverage of Key corporate clients, Financial Institutions, Institutional Investors and Financial Sponsors. In his Vice Chairman role at UniCredit International Bank SA, he has overseen the asset management function with ca Eu 3bln AUM.

Career history and professional qualifications

2007 – Feb 2023	UniCredit Group
2018 – Feb 2022	Head of Client Solutions SpA (former CIB), Milan Member of Country Italy ExCo, Global Transaction Credit Committee and Chairman of the Principal Investment Committee ¹
2018 – Jan 2023	Vice Chairman, UniCredit International Bank SA, Luxemburg and Chairman of the Audit Committee
2018 – Jan 2023	Camfin S.p.A. – Member of the Board of Directors
2019 - 2021	Deputy Head of Group Corporate & Investment Banking, Milan/Munich
2016 - 2018	Head of Americas – UniCredit Bank AG, New York
2013 - 2016	Head of CIB Italy Network, Milan - Large Corps and Financial Sponsors Coverage
2011 - 2013	Head of Financing and Advisory, Milan/ London
2009 - 2011	Head of Corporate Lending & Structured Finance
2007 - 2009	Co-Head of Financial Sponsors & Leveraged Finance Group – HVB Milan Branch
2005 - 2006	Capitalia, Rome/ Milan Managing Director, Deputy Head of Large Corporate Dept.
2003 - 2005	Head of Financial Sponsors Group and Mid Cap Coverage Member of Capitalia Merchant Investment Committee
2000 - 2003	Cuneo e Associati /Angel Ventures (former Bain & Co), Milan Director , Corporate Finance Advisory and Venture Capital Investments
2001	Co-founded IPO World SpA with Institutional Investors and Financial Institutions
1996 - 2000	Banca IMI, Milan. Vice President, Equity transactions origination and execution Previously Associate in Corporate Finance Department

Academic Activity

2005 – pres.	SDA Bocconi , Master of Corporate Finance, Adjunct Professor of “Acquisition & Leveraged Finance”
2017 - 2018	Gabelli School of Business, Fordham University , MS in Global Finance Adjunct Professor of “Mergers, Acquisitions and Leveraged Buyouts”
1995 - 1999	Doctorate in “Economic Disciplines and Business Administration” Università di Roma “La Sapienza” joint with “IUN” and University of Verona

¹ An agreement for the consensual termination of the employment relationship is being defined, with termination of the appointment expected by the end of February 2023.

Education

2016	INSEAD , “Leading Innovation”, UniCredit Senior Management Training
2015	IMD , High Performance Leadership, UniCredit Senior Management Training
2011	Columbia University , Executive Program: “Negotiation and Decision Making”
2001	INSEAD , Executive Program: “Corporate Financial Strategy in Global Capital Markets”
1994	Bachelor’s degree in Economics and Business Administration. University “Federico II” Napoli. Final Grade: 110/110 “cum laude”. GPA: 30/30
1992-1993	Warwick University , England. International Student Exchange Program <i>Majors: Corp. strategy, Management Accounting, Industrial Economics, Marketing research, Financial Markets</i>
1989	High School Diploma (Liceo Scientifico), Grade 60/60

Publications

2011	“Syndicated Loans, Leveraged Loans, and Bonds” Corporate Finance, Egea
2004	“Equity and Debt Securities Issues and Placement” Finanza d’azienda, Egea
2002	“IPO Underpricing: an econometric approach” Investor Relations, Maggioli Editore
1996	“Planning and Management Accounting in Start-up Businesses” Paper presented at “III Workshop Nazionale Accademia di Economia Aziendale”
1996	“Long-term Financing: Analysis and Appraisal of Company Accounts” Economia e Gestione dell’Impresa, Cedam
1996	“Turnaround strategies” and “Case study” Appunti di Economia d’Impresa, Edizioni Scientifiche Italiane

Languages

Italian: Mother English: Fluent French: Basic

Current offices

Istituto Europeo di Oncologia, Board Member
Scuola d’Italia, New York, Board of Trustees²

Awards, Alumni,

Best Teacher Award, SDA Bocconi, Master in Corporate Finance
Commencement Speech, Master in Global Finance, Gabelli Business School - Fordham University
Chartered Accountant and Auditor
Warwick Business School, Alumni
IMD Geneve, Alumni

² Non-profit organization incorporated under U.S. law.