

Courtesy translation

Guidelines on the possible presentation of a list of candidates for the role of Director of Banca Farmafactoring S.p.A., whose effectiveness is subject to the approval of the Governance statutory changes (Article 15) by the Shareholders' Meeting of the 28th of March 2019.

Board of Directors of the 19th of February 2019

INTRODUCTION



In view of the Shareholders' Meeting of Banca Farmafactoring S.p.A. of March 28, 2019, during which the proposal to amend the Articles of Association to assign the Board of Directors the right to present a list of candidates for the role of director (the "Process") will be submitted, the Board of Directors of the Bank, on the 19th of February, shared the process for the identification of the role, as summarized below.

It is understood that the effectiveness of the aforementioned Process is subject to the approval of the Proposal from the Assembly.

SELECTION PROCESS - INVOLVED SUBJECTS



BOARD OF DIRECTORS

Identifies its optimal qualitative and quantitative composition within the board review process.

NOMINATION COMMITTEE

The Nomination Committee supports the Board of Directors in the various stages of the Process and is involved in the conferment of any appointment to the External Consultant.

	EXTERNAL CONSULTANT	One or more leading "head hunting" companies, which may be assigned the task of supporting the Bank in the search for possible candidates.
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SELECTION PROCESS - PHASES



	NOMINATION COMMITTEE AND BoD		
1. EVENTUAL APPOINTMENT TO EXYTERNAL CONSULTANT	The Nomination Committee, if necessary, identifies and submits to the Directors a short list of Consultants among the Head Hunting con- preparation, experience in matters of corporate governance, ne independence of judgment	mpanies considering their	
	NOMINATION COMMITTEE	BoD	
2. DEFINITION OF CANDIDATES PROFILE	identifies the personal, professional and independence characteristics considered optimal, possibly with the support of an external consultant	Approval to BoD	
	NOMINATION COMMITTEE NOMINAT		
3. POTENTIAL CANDIDATES		interviews with each of external candidates	
	of an external consultant presents to the	ne Board a short list of rt list") and a list proposal	
	BOARD OF DIRECTORS		
4. CANDIDATES INDIVIDUATION AND LIST NOMINATION / DRAFT	reviews the list of candidates		
	decides on the proposal formulated by the Nominat Committee	ion	

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