

Informazione Regolamentata n. 0856-27-2024	Data/Ora Inizio Diffusione 9 Maggio 2024 17:53:14	Euronext Milan
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Societa' : BANCA GENERALI

Identificativo Informazione  
Regolamentata : 190366

Utenza - Referente : BCAGENERALIN01 - Maggiolini

Tipologia : 3.1

Data/Ora Ricezione : 9 Maggio 2024 17:53:14

Data/Ora Inizio Diffusione : 9 Maggio 2024 17:53:14

Oggetto : PR: Verification of requirements of the Directors  
and Statutory Auditors appointed by the  
General Shareholders' Meeting

*Testo del comunicato*

Vedi allegato



**PRESS  
RELEASE**

## Verification of requirements of the Directors and Statutory Auditors appointed by the General Shareholders' Meeting

Milan, 9 May 2024 – This is to announce that at today's meeting, the Board of Directors: (i) ascertained, following preliminary checks by the Nomination and Governance Committee, that the Directors appointed by the General Shareholders' Meeting held on 18 April 2024 meet all legal requirements, and that there are no impediments and suspensive situations, in accordance with the current statutory and regulatory provisions; (ii) acknowledged that the Board of Statutory Auditors verified that the Statutory Auditors appointed by the above-mentioned General Shareholders' Meeting meet the requirements established by the law and the Articles of Association, and that there are no impediments and suspensive situations.

The assessments were carried out based on the documents submitted and the statements made by the Directors and the Statutory Auditors appointed, as well as the information available to the Company.

Such assessments showed that all the Directors and Statutory Auditors meet the legal and statutory requirements to hold the role they have been appointed to in the Company, including, where applicable, the independence requirement. In this regard, it is pointed out that:

- Directors Lorenzo CAPRIO, Roberta COCCO, Alfredo Maria DE FALCO, Anna SIMIONI, Cristina ZUNINO and Paolo CIOCCA have been found to be independent within the meaning of Italian Legislative Decree No. 58/1998, Decree No. 169/2020 of the Ministry of Economy and Finance, and the Corporate Governance Code for Listed Companies;
- all the acting and alternate members of the Board of Statutory Auditors were found to meet the independence requirement established by the law and the Corporate Governance Code for Listed Companies.

In addition, the Board of Directors: (i) ascertained the adequacy of the collective composition and the overall eligibility of the Board of Directors and the Board Committees resulting from the appointment process carried out upon the General Shareholders' Meeting held on 18 April 2024 and that the aforementioned Boards meet the optimal qualitative and quantitative composition criteria approved by the outgoing Board of Directors on 22 February 2024 and published in accordance with applicable laws; (ii) ascertained that, in light of the above, the Company's Board of Directors is made up of a majority of Independent Directors, in accordance with Article 16, paragraph 1(d), of the Regulation adopted with Consob Resolution No. 20249 dated 28 December 2017 (so called Market Regulation); (iii) acknowledged the same assessment carried out by the Board of Statutory Auditors, which ascertained the adequacy of the collective composition and overall eligibility of the control body resulting from the appointment process carried out upon the above-mentioned General Shareholders' Meeting and that the Board of Statutory Auditors meets the optimal qualitative and quantitative composition criteria approved by the outgoing Board of Statutory Auditors on 19 February 2024 and published in accordance with applicable laws; and (iv) with reference to Directors, Statutory Auditors, the Manager in Charge of preparing the Company's financial reports pursuant to Article 154-bis of TUF and the Vice Deputy General Manager, ascertained that there are no situations that fall within the scope of application of Article 36

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of Italian Law-Decree No. 201 of 6 December 2011, converted with Law No. 214 of 22 December 2011 prohibiting interlocking directorates.

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Fine Comunicato n.0856-27-2024

Numero di Pagine: 4