

FINECO

B A N K

PROCESS FOR SELECTING CANDIDATES FOR MEMBERSHIP OF THE BOARD OF DIRECTORS

ANNEX B - TO “REGULATIONS OF THE
CORPORATE BODIES OF FINECOBANK S.P.A.”
Board of Directors, Board of Statutory Auditors

This is an English translation of the original Italian document.
The original version in Italian takes precedence.

FINECO. SIMPLIFYING BANKING.

1. FOREWORD

In order to adopt the highest market standards, and based on the principles of efficiency and transparency, FinecoBank has approved the process to regulate the selection of candidates for the position of member of the Bank's Board of Directors, by the board itself (the "**Selection Process**").

In particular, the selection process applies to cases in which:

- (i) if provided for in the bylaws, the Board decides to submit a list of candidates to be presented to the meeting of shareholders, or;
- (ii) when publishing the quali-quantitative profiles on its website, the Board identifies possible candidates for the position of Director;
- (iii) the Board is asked to substitute one or more Directors in accordance with Article 2386 Civil Code.

In the context of the selection process, the Corporate Governance, Nominations and Sustainability Committee, as required by the applicable laws and regulations, plays a central role and assists the Board of Directors in defining the roles and capacities required for the position, and in identifying candidates for directorships.

2. PEOPLE INVOLVED IN THE PROCESS

- A. External consultant one or more leading recruitment firms who are tasked with assisting the Bank in recruiting possible candidates. The appointment of an external consultant may be omitted in the cases specified in paragraph 3.1 below;
- B. Corporate Governance, Nominations and Sustainability Committee: assists the Board of Directors in the various phases of the selection process;
- C. Chair of the Corporate Governance, Nominations and Sustainability Committee: is involved in mandating the external consultants and ensuring that the methods used to conduct the process are efficient, and coherent with the purposes of the selection process itself;
- D. Board of Directors: identifies the profile of the candidates, appoints the Directors who will replace the outgoing board members and identifies candidates for the position of Director where lists are submitted by the board to the meeting of shareholders, or potential candidates for the position of Director where quali-quantitative profiles are published on the website.

3. PHASES OF THE PROCESS

The process is divided into the following steps:

- engagement of external consultant;
- definition of candidates' profile;
- interviews with the candidates;
- nomination/preparation of the list/identification of the candidates.

4. ENGAGEMENT OF EXTERNAL CONSULTANT

The external consultant, who is appointed by the Corporate Governance Committee, must be a leading recruitment company. The selection of this external expert must take into account his/their skills, the professional experience acquired by him/them in corporate governance, and the need to be neutral, objective and independent in judgement. To ensure that the process is fully transparent and effective, at least two recruitment firms must be considered for the selection process.

In particularly urgent cases, the Corporate Governance Nominations and Sustainability Committee may carry out the work of the external consultants itself, without selecting any recruitment firm.

5. DEFINITION OF CANDIDATES' PROFILE

The members of the Corporate Governance, Nominations and Sustainability Committee, with the assistance of the external consultants, will identify the personal, professional and independence requirements considered to be optimal for the specific position or job.

Once the ideal candidate(s) has/have been selected, the Corporate Governance, Nominations and Sustainability committee will then submit the profiles to the Board of Directors for approval.

6. CANDIDATE INTERVIEWS AND SHORTLISTING

The recruitment firm(s) will draw up a list of potential candidates who match the job description as approved by the Board of Directors.

Based on the list prepared by the external consultant, the Corporate Governance, Nominations and Sustainability Committee will begin individual interviews with each candidate.

After the interview stage, the Corporate Governance, Nominations and Sustainability Committee will draw up a shortlist, based on the list prepared by the external consultant. The shortlist will then be submitted to the Board of Directors.

7. NOMINATION/PREPARATION OF LISTS/IDENTIFICATION OF CANDIDATES

The Corporate Governance, Nominations and Sustainability Committee will present the Board of Directors either with a list of candidates to be presented to the meeting of shareholders, or with a list of candidates considered appropriate for the position of Director where the profiles are published on the website, or with the names of one or more candidates to replace one or more Directors as required by Article 2386 civil code.

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