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Societa' : GENERALFINANCE S.p.A.

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Oggetto : Generalfinance: Resolutions passed by the
newly appointed board of directors.

Testo del comunicato

Vedi allegato



PRESS RELEASE

RESOLUTIONS PASSED BY THE NEWLY APPOINTED BOARD OF DIRECTORS

Milan, 10 April 2025. Following the Ordinary Shareholders' Meeting, the newly appointed Board of Directors of Generalfinance S.p.A. (the “**Company**” or “**Generalfinance**”) met today under the chairmanship of Maurizio Dallochio, passing the following resolutions.

Appointment of Deputy Chairperson

The Board appointed Paolo Alberto De Angelis as Deputy Chairperson of the Company. His *curriculum vitae* is published on the company website (www.generalfinance.it) in the section dedicated to the Shareholders' Meeting.

Appointment of Chief Executive Officer and related powers and proxies.

In continuity with the role already assumed during the previous mandate, the Board appointed Massimo Gianolli as the Company's Chief Executive Officer. In line with the pre-existing structure of powers, he was granted the same operating powers.

Appointment of representative responsible for anti-money laundering pursuant to the provisions of the Bank of Italy on organisation, procedures and internal controls aimed at preventing the use of intermediaries for the purposes of money laundering and terrorist financing and verification of compliance with the regulatory requirements.

In compliance with the Bank of Italy's provisions on organisation, procedures and internal controls aimed at preventing the use of intermediaries for the purposes of money laundering and terrorist financing (of 26 March 2019), as amended by the Measure of 1st August 2023, the Company appointed the Director Maria Luisa Mosconi as the representative responsible for anti-money laundering following a positive verification that she meets the requirements set forth in the aforementioned legislation. As required by current legislation, in consideration of the assumption of this role, the Director Maria Luisa Mosconi has become an executive director and has therefore lost the qualification of independent director.

Determination of the significance criteria for assessing the independence of non-executive directors and verifying fulfilment of the requirements of the newly appointed directors pursuant to the applicable regulations and the Corporate Governance Code.

Pursuant to Recommendation no. 7 of the Corporate Governance Code, the Board of Directors approved the significance criteria for assessing the independence of non-executive directors, confirming those already defined on 9 May 2022. On the basis of these criteria and the statements made by each director, the Board also verified that the newly appointed Directors Maurizio Dallochio, Leonardo Luca Etro, Gabriele Albertini, Paolo Alberto De Angelis, Marta Bavasso, Federica Casalvolone e Ivonne Forno meet the independence requirements set forth in the Consolidated Law on Finance (Article 147-ter, paragraph 4 and Article 148, paragraph 3) and Recommendation no. 7 of the Corporate Governance Code.

The Board has also verified that the newly appointed Directors and Auditors possess the requirements of integrity and professionalism required pursuant to the Consolidated Finance Act for the assumption of their respective roles.

Establishment of the Control, Risk and Sustainability Committee and the Appointments and Remuneration Committee and appointment of the members and their Chairpersons. Inherent and consequent resolutions.

The Board resolved to reconstitute the Appointments and Remuneration Committee and the Control, Risk and Sustainability Committee, appointing as members:

- of the Appointments and Remuneration Committee, the directors Federica Casalvolone, Leonardo Luca Etro and Paolo Alberto De Angelis, given the fulfilment of the requirements envisaged by the applicable regulations, and as

Chairperson, the director Federica Casalvolone;

- of the Control, Risk and Sustainability Committee, the directors Paolo Alberto De Angelis, Marta Bavasso and Leonardo Luca Etro, given the satisfaction of the requirements set out in the applicable regulations, and as Chairperson the director Paolo Alberto De Angelis.

In continuity with the previous structure, the Board attributed the functions of the related parties committee to the Control, Risk and Sustainability Committee and the tasks required by the procedure governing transactions with related parties adopted by the Company to the Appointments and Remuneration Committee, in the case of transactions involving the remuneration of directors and key management personnel of the Company.

GENERALFINANCE

Founded in 1982 and run for over 30 years by Massimo Gianolli, Generalfinance is a regulated financial intermediary specialising in factoring, providing swift and tailored solutions to meet the diverse needs of its clients. Operating from its offices in Milan, Biella and Madrid with a team of around 80 professionals, Generalfinance is a leader in the segment of factoring for distressed companies.

Generalfinance S.p.A.

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