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Oggetto : Board of Directors appoints Dario Pardi as CEO, identifies members of the Management Control Committee, establishes Related Party Committee, and verifies independence of directors

*Testo del comunicato*

Vedi allegato



## **Expert.ai: Board of Directors appoints Dario Pardi as CEO, identifies members of the Management Control Committee, establishes Related Party Committee, and verifies independence of directors**

**Modena, May 29, 2025**

Expert.ai S.p.A. (the “**Company**” or “**Expert.ai**”), leader in the implementation of enterprise artificial intelligence solutions to create business value, announces that today the Board of Directors appointed by the Shareholders' Assembly on May 28, 2025, convened for its meeting.

The newly appointed Board of Directors resolved (i) to appoint Mr. Dario Pardi as Chief Executive Officer, and (ii) to appoint Mr. Marco Varone as Vice-Chairman of the Board of Directors.

Furthermore, pursuant to Article 6-bis of the Euronext Growth Milan Issuers' Regulations, the Board of Directors defined the following quantitative and qualitative criteria for assessing the significance of potentially relevant relationships in the evaluation of directors' independence:

### **quantitative criteria**

*Any existing or previous commercial, financial, or professional relationship over the past three fiscal years with the Company and/or its subsidiaries, with their respective executive directors, or with the entity that, alone or together with others through a shareholders' agreement, controls the Company (or, if the controlling entity is a company or entity, with its respective executive directors), whose annual value exceeds at least one of the following parameters:*

- (i) 20% of the Company's annual revenue and/or the revenue of the professional firm/consulting company where the Director is a partner, executive director, or partner;*
- (ii) 100% of the total fixed compensation paid annually to the Director.*

### **qualitative criteria**

*regardless of exceeding the above quantitative thresholds, a relationship may be considered significant for independence assessment if:*

- (i) any commercial, financial, or professional relationship existing or occurred in the past three fiscal years with the Company and/or its subsidiaries, with their respective executive directors or top management, or with the entity that, alone or together with others through a shareholders' agreement, controls the Company (or, if the controlling entity is a company or entity, with its respective executive directors), when such relationship has or had strategic importance for the Company and/or its subsidiaries and/or the controlling entity;*
- (ii) any other relationship capable of compromising the Director's independence in judgment in carrying out their duties. The assessment of the potential to compromise independence considers, among other factors, the substance over form principle, the overall professional activities normally undertaken by the Director, and the relevance of such relationships to those activities. If the Director is a partner in a professional firm or*



*consulting company, the significance of the relationship must also be assessed regarding its potential impact on the Director's position and role within the professional firm or consulting company.*

The Board of Directors has therefore determined, pursuant to Article 148, paragraph 3 of the TUF (as referred to in Article 147-ter, paragraph 4 of the TUF) and Article 2399 of the Italian Civil Code, and in light of the aforementioned quantitative and qualitative criteria, that the independence requirements are met by directors Claudia Maggi, Ambrosella Landonio, Serena Maria Torielli, Marco di Teodoro, Luca Sintoni and Roberto Sambuco.

Finally, the Board of Directors (i) appointed the members of the Management Control Committee, consisting of independent directors Luca Sintoni, Ambrosella Landonio, and Marco di Teodoro, and (ii) established the Related Party Committee, composed of the same three directors (with Marco di Teodoro as Chairman of the Committee).

The resumes of the members of the Management Control Committee are available on the Company's website under the Investor Relations, Corporate Governance section.

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*This press release is available on the Company's website [www.expert.ai](http://www.expert.ai) and on [www.emarketstorage.com](http://www.emarketstorage.com)*

#### **About expert.ai**

Expert.ai is a company specializing in the implementation of enterprise artificial intelligence solutions to create business value, listed on the Euronext Growth Milan market (EXAI:IM) and operating in Europe and North America. Through EidenAI Suite, expert.ai supports companies and public administrations in their AI adoption journeys by offering a suite of ready-to-use solutions tailored for vertical markets. With 30 years of pioneering experience in innovation and technological excellence, expert.ai has successfully implemented hundreds of projects, integrating the best technologies available on the market with its proprietary solutions. Its Hybrid AI approach (a neuro-symbolic AI based on natural language understanding and knowledge graphs, and machine learning/deep learning techniques - large language models, generative AI and agentic AI) is grounded in a vision of responsible, transparent and sustainable AI designed to serve people, address key challenges and achieve meaningful goals. Among expert.ai's customers, who are served directly and through partners, are AXA XL, Zurich Insurance Group, Generali, Sanofi, The Associated Press, Bloomberg INDG, Dow Jones, and other leading organizations. Dario Pardi, who brings decades of experience at major multinational companies in the ICT sector, is Chairman, Chief Executive Officer, and a key shareholder of expert.ai.

For more information: [www.expert.ai](http://www.expert.ai)

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