



# Banca Popolare di Sondrio

## PRESS RELEASE

**Shareholders' Meeting of 29 April 2023: approval of the list of candidates to be elected chosen by the Board of Directors for the election of five directors for the three-year period 2023/2025 and of the submission of the co-opted director for his appointment as director for the remainder of the three-year period 2021/2023 to replace a director who had left office early**

In relation to item 5) on the agenda of the ordinary Shareholders' Meeting of Banca Popolare di Sondrio of 29 April 2023, having as its object: "Appointment of five directors for the three-year period 2023-2025", please be informed that the Board of Directors, pursuant to Article 23 of the Articles of Association, in today's meeting unanimously approved the composition of its list of candidates, with the abstention of the directors personally concerned.

The candidates were selected in full compliance with the regulations in force, taking into account the assessments that emerged in the process of self-assessment of the Board of Directors and the criteria set forth in the document "Optimal quali-quantitative composition of the Board of Directors of Banca Popolare di Sondrio" approved on 24 February 2023 and published on the Bank's website. The proposal was put forward by the Committee set up ad hoc, made up of a majority of independent directors, including the Chairman of the same, and to which a minority director also belonged. In this regard, the aforementioned Committee was supported by a leading external advisor, with whom it shared the candidate selection process.

The Board approved the list of candidates, taking into account both the need for continuity, in order to be able to count in the future on the effective contribution of members who have contributed to the company's growth over the years, and the need for innovation, by including new high-profile candidates who, thanks to their diversified skills and experience, will be able to offer significant contributions to the performance of

board functions and to maintaining the overall suitability of the board. The three new personalities proposed, in particular, will be able to ensure in-depth skills and knowledge in highly relevant and topical areas such as corporate governance, risk management and the control system, sustainability and climate change, digital innovation and new products and distribution channels.

The list of candidates is as follows:

- 1) cav.uff.rag.dott. Mario Alberto Pedranzini (Managing Director of the Board of Directors since 21 December 2012), listed as Managing Director;
- 2) Dr. Lino Enrico Stoppani (Vice-Chairman of the Board of Directors since 26 April 2014);
- 3) Dr Rossana Zambelli, independent;
- 4) Dr Silvia Stefini, independent;
- 5) Dr Carolina Gianardi, independent.

On this occasion, the Board of Directors thanked board members Paolo Biglioli, Cecilia Corradini and Annalisa Rainoldi for their active contribution to the bank's growth over many years.

The candidate list and documents will be made available to the public, within the legal terms, at the company's registered office, on the authorised *eMarket STORAGE* mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the company website at <https://istituzionale.popso.it/it/investor-relations/assemblea-dei-soci>.

In relation to item 6) on the agenda of the ordinary Shareholders' Meeting of Banca Popolare di Sondrio of 29 April 2023, concerning: "Appointment of a director for the remainder of the three-year period 2021-2023 pursuant to Article 25, paragraph 3, of the Articles of Association to replace a director who left office early", please be informed that the Board of Directors, in today's meeting, unanimously approved, with the abstention of the director personally concerned, the support for the candidature for the confirmation in office of Dott. Attilio Piero Ferrari for the remainder of the three-year period 2021-2023. As already disclosed in the press release of 17 March 2023, it should be noted that Mr. Attilio Piero Ferrari, the only candidate not elected in the list to which the director who left office early belonged, was co-opted - after Supervisory approval of the verification of eligibility requirements - to the Board of Directors as executive director, member of the Corporate Executive Committee, by Board resolution of 17 March 2023, pursuant to the law and the Articles of Association, until the date of the Shareholders' Meeting.

The documents relating to the candidate will be made available to the public as well as that relating to any further candidates, in accordance with the Articles of Association,

at the company's registered office, as well as on the authorised *eMarket STORAGE* mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the company website at <https://istituzionale.popso.it/it/investor-relations/assemblea-dei-soci>.

BANCA POPOLARE DI SONDRIO

Sondrio, 31 March 2023

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*The English translation is provided solely for the benefit of the reader and in the case of discrepancies the Italian version shall prevail.*