# Chairman, Chief Executive Officer and Member of the Board of Directors

**Process for selecting candidates** 

May 2020



# Parties to the Process



**CGN&S COMMITTEE** 

The Corporate Governance, Nomination and Sustainability Committee (hereinafter the "CGN&S Committee") supports the Board of Directors in the various stages of the Process

The Chairman of the CGN&S Committee participates in appointing the External Consulting Firm, ensuring that the methods employed for implementing the Process are effective and consistent with its aims



**TASK FORCE** 

A small number of Directors

If no Task Force is named, the activities assigned to the latter will be carried out by the entire CGN&S Committee



**EXTERNAL CONSULTING FIRM**  One or more head hunting firms, chosen from among companies of high standing, appointed to support the Bank in the search for potential candidates



**BOARD OF DIRECTORS**  The Board of Directors defines the candidate profiles, appoints Directors to fill vacancies on the Board and identifies candidates to serve as directors in the event that the Board submits a slate to the General Meeting of Shareholders or submit to the shareholders one or more potential candidates suitable to cover the post of director upon the publication on the Company's website of the Quali-Quantitative

# The 4 stages in the Process



NOMINATION OF TASK FORCE MEMBERS AND APPOINTMENT OF AN EXTERNAL CONSULTING FIRM



## **CGN&S COMMITTEE**



## **BOARD OF DIRECTORS**

#### Identifies:

- Task Force members if composed only of such Committee's members
- Consultants among leading head hunters taking into account their know-how and expertise in the field of corporate governance, as well as neutrality, objectivity and independent judgment

#### Identifies:

■ The members of the Task Force if composed also of Directors not belonging to the CGN&S Committee



**DEFINITION OF CANDIDATE PROFILES** 



# TASK FORCE & EXTERNAL CONSULTING FIRM



## **CGN&S COMMITTEE**

Identify the personal, professional and independence features deemed to be optimal

Submit the ideal profile to the CGN&S Committee

Positive opinion: submission of a resolution proposal to the Board of Directors



**CANDIDATE INTERVIEWS** 



candidates

# EXTERNAL CONSULTING FIRM



# **TASK FORCE**

potential candidate

Submits a short-list of **candidates** to the CGN&S Committee

Begins conducting individual interviews with each



NOMINATION/ PREPARATION OF A LIST AND **IDENTIFICATION OF CANDIDATES** 



## **CGN&S COMMITTEE**

Identifies a long-list of possible

Examines the short-list

Submits a proposal to the Board of Directors on the appointment of the candidates



## **BOARD OF DIRECTORS**

Decides on the proposal received from the CGN&S Committee