

## **ENGAGEMENT POLICY<sup>2</sup>**

### **1. Scope of application**

- ✓ These rules govern any possible request for meetings and/or for information addressed to non-executive members of the Board of Directors by shareholders institutional or not, and/or any related proxy advisor.
- ✓ These rules also govern any possible request for meetings and/or for information addressed to non-executive members of the Board of Directors by Supervisory Authorities.

### **2. Rules**

Dialogues with shareholders and/or any related proxy advisor are held by:

- the Chair of the Board of Directors, in agreement with the CEO, if related to strategic corporate governance topics or to the functioning of the Board of Directors;
- the CEO, in agreement with the Chair of the Board of Directors, if related to strategic business topics or to the bank's management.

  

- ✓ Should a non-executive member of the Board of Directors receive a request for a meeting and/or for information by shareholders and/or by any related proxy advisor, he/she should promptly inform the Chair of the Board of Directors.
- ✓ Each Chair of the Committees may directly maintain the meetings only for specific requests falling under their Board Committees' competences, and on previous agreement with the Chair of the Board of Directors. The preparation of the meetings and of any supporting documents shall be carried out in agreement with the Chair of the Board of Directors and the CEO, as well as with the support of the relevant corporate structures.
- ✓ In such cases, the Chairs of the Board Committees report to the Chair of the Board of Directors and to the CEO on any discussed topic and on the meetings' outcomes. Also the Board of Directors will be informed at its first available meeting.
- ✓ In any case, dialogues shall occur in full compliance with the applicable laws, such as, for example, the rules on the inside information, in observance of any constraints resulting in particular from the market abuse regulation and the principle dealing with the shareholders' equal treatment (on an information basis).

Should a non-executive member of the Board of Directors receive a request for a meeting and/or for information by a Supervisory Authority, he/she should promptly inform the Chair of the Board of Directors.

In such case, the non-executive members of the Board of Directors report to the Chair of the Board of Directors and to the CEO on any discussed topic and on the meetings' outcomes. Also the Board of Directors will be informed at its first available meeting.

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<sup>2</sup> This policy is in line with the principles of the Italian Corporate Governance Code (Art. 1, Principle IV, Recommendation no. 3), as well as the guidelines expressed by the main trade associations, such as Assogestioni (*Italian Shareholder Director Exchange, I-SDX*) and Assonime (*Principles for Listed Companies' Dialogue with Investors*).