

changes a Shareholders' Meeting resolution dating back to 2006, confirmed in 2009; the Board also established the annual fees for the two independent directors forming part of the Supervisory Body and its Chairman as well as for the Lead Independent Director. No further fees are envisaged. The economic value of the previous fees, which had remained unchanged since 2006, was updated. The Directors are also entitled to reimbursement of expenses incurred for reasons connected with their role. Note that there is no variable remuneration component for non-executive directors, nor are they the recipients of remuneration plans based directly or indirectly on shares.

Lainate, 11 March 2021

on behalf of the Board of Directors

Mr Massimo della Porta  
Chairman

## ANNEXES

TABLE 1 – STRUCTURE OF THE BOARD OF DIRECTORS AND COMMITTEES

BOARD OF DIRECTORS														
Position	Members	Year of birth	Date of first appointment * (no. of years in SAES)	In office since	In office until	List (M / m) **	Executive	Non-Executive	Independence based on the Code	Independence based on Consolidated Finance Law	Number of other positions ***	Attendance at BoD meetings (*)	Audit and Risk Sustainab-ility Committe e (**)	Remun. and Appointmen t Committee (**)
President ◊	Massimo della Porta	1960	1994  (26)	24.04.18	Shareholder s' Meeting for the approval of the 2020 financial statements	M	X				1	15/15		
Vice Chairman, Managing Director and Chief Financial Officer ●	Giulio Canale	1961	1994  (26)	24.04.18	Shareholder s' Meeting for the approval of the 2020 financial statements	M	X				-	15/15		
Director	Adriano De Maio	1941	2001  (19)	24.04.18	Shareholder s' Meeting for the approval of the	M		X		X	-	15/15		3/4 M

BOARD OF DIRECTORS														
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					2020 financial statements									
Director	Alessandra della Porta	1963	2013  (7)	24.04.18	Shareholder s' Meeting for the approval of the 2020 financial statements	M		X			-	14/15		
Director	Luigi Lorenzo della Porta	1954	2012  (8)	24.04.18	Shareholder s' Meeting for the approval of the 2020 financial statements	M		X			-	15/15		
Director	Andrea Dogliotti	1950	2006  (14)	24.04.18	Shareholders' Meeting for the approval of the 2020 financial statements	M		X			-	15/15		

BOARD OF DIRECTORS														
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Director	Gaudiana Giusti	1962	2015 (5)	24.04.18	Shareholders' Meeting for the approval of the 2020 financial statements	M		X	X	X	2	14/15	4/6 M	4/4 P
Director°	Stefano Proverbio	1956	2015 (5)	24.04.18	Shareholders' Meeting for the approval of the 2020 financial statements	M		X	X	X	2	15/15	6/6 M	
Director	Luciana Rovelli	1973	2015 (5)	24.04.18	Shareholders' Meeting for the approval of the 2020 financial statements	M		X	X	X	-	14/15	6/6 P	4/4 M
Directors leaving office during the Financial Year														

BOARD OF DIRECTORS														
Position	Members	Year of birth	Date of first appointment * (no. of years in SAES)	In office since	In office until	List (M / m) **	Executive	Non-Executive	Independence based on the Code	Independence based on Consolidated Finance Law	Number of other positions ***	Attendance at BoD meetings (*)	Audit and Risk Sustainab- ility Committe e (**)	Remun. and Appointmen t Committee (**)
Number of meetings held during the Financial Year						Board of Directors		Audit, Risk and Sustainability Committee		Remun. and Appointment Committee		Appointment Committee		
						15		6		4		N/A		
Quorum required for the submission of the lists by minorities for the election of one or more members (pursuant to article 147-ter of the Consolidated Finance Law): 4.5%														
On the date of this Report, the requested share is 4.5% of the share capital with voting rights (as established by CONSOB with Management Resolution no. 44 of 29 January 2021).														

## NOTES

The symbols below must be entered in the column "Position":

• This symbol indicates the Director in charge of the Internal Control and Risk Management System.

◊ This symbol indicates the main person in charge of the management of the issuer (Chief Executive Officer or CEO).

o This symbol indicates the Lead Independent Director (LID).

\* The date of the first appointment of each director means the date on which the director was appointed for the first time (ever) to the Board of Directors of the issuer.

\*\* The list from which each director was selected is indicated in this column ("M": majority list; "m": minority list; "BoD": list presented by the Board of Directors).

\*\*\* This column indicates the number of positions as director or statutory auditor held by the person in question in other companies listed in regulated markets, even abroad, in financial, banking, insurance or large companies. These positions are explained in detail in the Report on Corporate Governance.

(\*) This column indicates the attendance of the directors at the meetings of the BoD and committees respectively (indication of the number of meetings that he/she has attended compared to the total number of meetings that he/she could have attended (e.g. 6/8; 8/8, etc.)).

(\*\*) This column indicates the position held by the director within the Committee: "C": Chairperson; "M": member.

TABLE 2 - STRUCTURE OF THE BOARD OF STATUTORY AUDITORS

Position	Members	Year of birth	Date of first appointment	In office since	In office until	List M / m	Independence based on the Code	Attendance at Board meetings	Other positions
Vincenzo Donnamaria	President	1955	1997	24/04/2018	Shareholders' Meeting for the approval of the 2020 financial statements	M	n.a.	6/6	20
Sara Anita Speranza	Standing Auditor	1972	2015	24/04/2018	Shareholders' Meeting for the approval of the 2020 financial statements	M	n.a.	6/6	30
Maurizio Civardi	Standing Auditor	1959	2017	24/04/2018	Shareholders' Meeting for the approval of the 2020 financial statements	M	n.a.	6/6	53
Massimo Gabelli	Alternate Auditor	1970	2018	24/04/2018	Shareholders' Meeting for the approval of the 2020 financial statements	M	n.a.	n.a.	n.a.
Mara Luisa Sartori	Alternate Auditor	1971	2018	24/04/2018	Shareholders' Meeting for the approval of the 2020 financial statements	M	n.a.	n.a.	n.a.
<b>AUDITORS LEAVING OFFICE DURING THE FINANCIAL YEAR</b>									
Quorum required for the submission of the lists by minorities for the election of one or more members (pursuant to article 148 of the Consolidated Finance Law):								4.5%	
On the date of this Report, the requested share is 4.5% of the share capital with voting rights (as established by CONSOB with Management Resolution no. 44 of 29 January 2021).									
Number of meetings during the Financial Year								6	

**ANNEX 1 - POSITIONS AS **DIRECTOR OR AUDITOR** HELD IN OTHER COMPANIES LISTED IN REGULATED MARKETS, EVEN ABROAD, IN FINANCIAL, BANKING, INSURANCE OR LARGE COMPANIES**

NAME	POSITIONS	
	<i>Company</i>	<i>Position</i>
Giulio Canale	-	-
Adriano De Maio	-	-
Alessandra della Porta	-	-
Luigi Lorenzo della Porta	-	-
Massimo della Porta	Alto Partners SGR S.p.A.	Independent Director
Andrea Dogliotti	-	-
Gaudiana Giusti	A2A S.p.A. Carige S.p.A.	Non-Executive Director
Stefano Proverbio	Angelini Holding Coesia S.p.A.	Non-Executive Director
Luciana Rovelli	-	-