



**ORDINARY SHAREHOLDERS' MEETING OF BANCA CARIGE**

- **APPROVED ALL ITEMS ON THE AGENDA, APPOINTED THE BOARD OF DIRECTORS, ITS CHAIR AND DEPUTY CHAIR**
- **MATTEO BIGARELLI APPOINTED GENERAL MANAGER BY THE BOARD OF DIRECTORS**

*Genoa, 15 June 2022* – The ordinary Shareholders' Meeting of Banca Carige, held earlier today in one call, appointed a new 9-member Board of Directors, its Chair and Deputy Chair for the 2022-2024 three-year period, with their term of office expiring on the date of the Shareholders' Meeting which will be held to approve the Financial Statements for the period ending 31 December 2024, on the basis of two lists submitted by the shareholders pursuant to art. 18 of the Articles of Association, as follows:

- ♦ the following Directors were appointed from the list submitted by the Italian Interbank Deposit Protection Fund, majority shareholder as at the date of the submission of the list, which was voted for by the majority of the shareholders attending the meeting (no. 613,778,062 votes, corresponding to 90.929283% of the shares admitted to voting and 80.683475% of ordinary share capital):
  - Gianni Franco Papa - Chair
  - Roberto Ferrari - Deputy Chair
  - Elvio Sonnino
  - Mirca Marcelloni
  - Sabrina Bruno
  - Paola Demartini
  - Miro Fiordi

- Gaudiana Giusti

- ◆ the following Director [inserire bullet del nominativo e poi riprendere] was appointed from the list submitted by the shareholder Cassa Centrale Banca - Credito Cooperativo Italiano S.p.A. –who declared that no material connection relationships exist with the shareholder owning a relative majority stake in the Bank, under art. 148, para. 2 of the Consolidated Law on Finance (TUF) and art. 144-*quinquies* of Consob Issuers' Regulations, and that no significant relation is in place with the afore-mentioned shareholder pursuant to Consob Communication no. DEM/9017893 of 26 February 2009– (no. 45,999,106 votes, corresponding to 6.814622% of the shares admitted to voting and 6.046758% of ordinary share capital):

- Diego Schelfi

Directors Bruno, Demartini, Fiordi, Giusti and Schelfi declared that they meet the independence requirements set out by art. 18, para. 4 of the Articles of Association, which is reflective of the requirements provided for by art. 148, para. 3 of the Italian Consolidated Law on Finance (TUF) and by art. 13 of the Ministry of Economy and Finance Decree no. 169 of 23 November 2020, as well as by recommendations of the Corporate Governance Code.

Personal and professional information regarding the appointed Directors is available on the lists published on the Bank's corporate website [www.gruppocarige.it](http://www.gruppocarige.it) under "Corporate Governance".

Moreover, the Shareholders' Meeting:

- approved the proposal to pay each Director, in continuity with the remuneration paid for the previous mandate, an annual fixed remuneration of EUR 60,000.00, in addition to attendance fees for an amount of EUR 250.00 and reimbursement for expenses incurred upon presentation of receipts;
- authorised the Board of Director to waive the liability actions which had been taken against the former Directors Cesare Castelbarco Albani and Piero Luigi Montani under the conditions described in the Board of Directors' Report to the Shareholders' Meeting.

The Summary Voting Report and the minutes of the Shareholders' Meeting will be published by the deadlines and according to the procedures set out by regulations in force.

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At its meeting today, Banca Carige's Board of Directors, chaired by Gianni Franco Papa, appointed Matteo Bigarelli as General Manager.

Thanks to the experience gained in the BPER Group, within which, as Chief Strategy Officer reporting directly to the Chief Executive Officer, he managed the most important one-off transactions that allowed BPER to make its recent size jump, Matteo Bigarelli commented: *"With its entry into the BPER Group, a new phase for Banca Carige has started. My role of General Manager for Banca Carige is committed to bringing trust and tranquillity, in order to build a successful future together, which will strengthen the bond between the Bank, its people, the local communities and all the stakeholders. Preparing the best possible path for the integration in BPER Banca will allow us to contribute to the achievement of important financial targets in the Group's 2022-2025 Business Plan, which includes a main role for our Bank, its people and its local footprint."*

The Bank's new President, Gianni Franco Papa, commented: *"With today's appointment we are taking another important step in the path to the integration of Banca Carige, Banca Cesare Ponti and Banca del Monte di Lucca in the BPER Banca Group, one of the biggest, most solid and dynamic financial realities in Italy. We are taking over the baton from the previous Board of Directors, which managed to lead Carige during one of the most difficult and complex context in its history, gaining much appreciation for the management skills demonstrated and the results achieved, and we would like to thank the Interbank Deposit Protection Fund that, with its commitment, allowed the finalisation of the agreement that brought us here today, ready to start a new era of Banca Carige's centuries-long history. Personally, I will perform my role in full awareness of the fact that the characteristics of the people in Banca Carige are the same that allowed the success of the BPER Group: attention to the local footprint, support to people, families and businesses, distinctive features of a commitment that never lacked and that will allow to seize, to their full extent, every opportunity and benefit that this change will bring."*

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