

**DIVERSITY POLICY
ON THE COMPOSITION OF CORPORATE BODIES
OF BANCA MONTE DEI PASCHI DI SIENA S.P.A.**

Approved by the Board of Directors on 24 February 2025.

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DEFINITIONS

By-Laws	The by-laws of Banca Monte dei Paschi di Siena S.p.A., available on the <i>website</i> www.gruppomps.it - Governance Model.
Bank or Banca MPS or Parent Company or Company	Banca Monte dei Paschi di Siena S.p.A.
BMPS Guidelines on Sustainability and ESG	<p>The Banca MPS directive that defines the organizational model adopted by the Montepaschi Group to direct the integration of the principles of Sustainability according to the three guidelines: environmental, social and governance (ESG), in the definition of the strategy, the business model and the corporate policies pursued in carrying out its business.</p> <p>The document is published on the website www.gruppomps.it – Sustainability – Policy and governance documents.</p>
BoD or Board of Directors	The Board of Directors of Banca Monte dei Paschi di Siena S.p.A.
Board of Statutory Auditors	The Board of Statutory Auditors of Banca Monte dei Paschi di Siena S.p.A.
Code of Ethics	<p>The Code of ethics of Montepaschi Group which constitutes the foundation of the Group's activities. It explains the guiding principles, values and rules of conduct that accompany the legal and regulatory obligations.</p> <p>The Code of Ethics is published on the website www.gruppomps.it – Corporate Governance – Governance Model.</p>
Consolidated Finance Act/TUF	The Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended.
Corporate Bodies	The Board of Directors and the Board of Statutory Auditors of Banca MPS and the Group Companies, collegial bodies to which this Diversity Policy is addressed.

Corporate Governance Code	The Corporate Governance Code, approved by the Corporate Governance Committee on 31 January 2020, applicable from 1 January 2021.
Corporate Governance Report	The annual report on corporate governance and the shareholding structure of the Bank, prepared pursuant to Article 123- <i>bis</i> of the TUF.
CRD	Directive 2013/36/EU of the European Parliament and the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms.
CRR	Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 amending Regulation (EU) No. 648/2012.
CSRD	Directive 2014/95/EU of the European Parliament and of the Council of 22 October 2014 amending Directive 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups (Sustainability Directive).
Diversity	In this Policy it means the diversification in terms of gender, skills and professionalism, age, tenure of office and Geographical Provenance or International Projection of its Officers, without any discrimination in relation to: gender, race, skin color, ethnic or social origin, genetic characteristics, religion or personal beliefs, belonging to a national minority, heritage, birth, disability, age or sexual orientation, including all its Officers in the activities regardless of their diversity also in order to allow the expression of a variety of opinions within the relevant Corporate Body.
Diversity Policy or Policy	This diversity policy for the Officers of Banca MPS and Group Companies.
EBA-ESMA Guidelines	Guidelines on the suitability of members of the management board and key function holders' assessment

	(EBA/GL/2021/06 - ESMA35-36-2319 of 2 July 2021 - § 102-108).
EBA Report	Guideline on the benchmarking of diversity practices, including diversity policies and gender pay gap, under Directive 2013/36/EU and Directive (EU) 2019/2034 (EBA/GL/2023/08).
ECB Guide	European Central Bank's guide to fit and proper (December 2021 edition).
Equal opportunities	<p>Equal opportunities guaranteed by the Group, in line with the Company's organizational needs, <i>inter alia</i>, in access, treatment (taking into account the valorization of diversity), selection, training, professional growth, and remuneration of people.</p> <p>The Group is particularly committed to ensure equal gender distribution in positions that, starting from the top management, involve managerial responsibility.</p>
Gender equality Policy	The gender equality policy approved by the Bank and published on the website www.gruppomps.it -Sustainability - Policy and governance documents.
Geographical Provenance	Means the region in which an individual has completed a cultural, educational or professional path, which is particularly relevant if the institution is active at an international level.
Group or Montepaschi Group	The Monte dei Paschi di Siena Banking Group.
Group Companies	Group companies subject to the prudential supervision of the European Central Bank/Bank of Italy and/or to the current supervisory regulations on corporate governance and/or to the regulations on the adequate collective composition of banks and financial intermediaries' boards (MEF Decree).
Internal Board Committees	The mandatory committees established within the Board of Directors of the Bank pursuant to Article 17 of the By-Laws or the committees established on an optional basis,

	with preparatory, advisory and proposal-making tasks in specific matters of competence.
International Projection	The Officers' ability to effectively leverage their knowledge (and development over time) of international financial, economic, social and other information that may be relevant to the Company's activities or interests.
Issuers' Consob Regulation	The Regulation issued by Consob with resolution no. 11971 of 14 May 1999 and regarding listed issuers, as subsequently amended.
MEF Decree	The Italian Minister of Economy and Finance Decree no. 169 of 23 November 2020, in force from 30 December 2020, containing the Regulation on requirements and suitability <i>criteria</i> for the performance of the office of corporate officers of banks, financial intermediaries, confidi, electronic money institutions, payment institutions and depositor guarantee systems (" <i>Regolamento in materia di requisiti e criteri di idoneità allo svolgimento dell'incarico degli esponenti aziendali delle banche, degli intermediari finanziari, dei confidi, degli istituti di moneta elettronica, degli istituti di pagamento e dei sistemi di garanzia dei depositanti?</i> ").
Procedural Provisions Bank of Italy	Supervisory provisions of the Bank of Italy on the procedure for assessing the suitability of corporate officers of banks, financial intermediaries, electronic money institutions, payment institutions and depositor guarantee systems (dated 5 May 2021).
Officers	The members of the Corporate Bodies of the Bank and of the Group's companies to whom the Policy is addressed.
Shareholders' Meeting	The Shareholders' Meeting of Banca Monte dei Paschi di Siena S.p.A.
Suitability	Requirements for the designation as a member of the Board of Directors and the Board of Auditors of the Bank/Group Companies, in particular with regard to the requirements of professionalism, reputation and independence, in compliance with the criteria of competence, integrity, independence of mind and time commitment, the limits on

	<p>the number of directorships, established by the MEF Decree and the <i>pro-tempore</i> legislation in force, including the specific skills or attitudinal profiles required by the EBA-ESMA Guidelines and the ECB Guide.</p> <p>The competent body (Board of Directors/Board of Auditors) assesses the suitability of its members in compliance with the Procedural Provisions of the Bank of Italy.</p>
Supervisory Provisions on Corporate Governance	The Supervisory Provisions of the Bank of Italy on corporate governance of banking institutions contained in the Bank of Italy Circular no. 285/2013, Part One, Title IV, Chapter 1, as subsequently amended.
Sustainability and ESG	The commitments and topics identified by the Group as the basis of its Sustainable business model which considers the integration, in its corporate strategy and in the activities carried out, of the principles relating to the three dimensions of ESG sustainable development: Environmental Sustainability (E), Social Sustainability (S) and Governance Sustainability (G), for the achievement of the Group's Sustainable Success.
Sustainability Report	<p>Corporate report on Sustainability issues, published by the Bank pursuant to Italian Legislative Decree No. 125 of 6 September 2024, according to the reporting standards adopted by the European Commission (the ESRS principles defined in the Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023).</p> <p>The Sustainability Report is published on the website www.gruppomps.it – Sustainability – Report.</p>
Sustainable Success	The objective that guides the action of the Board of Directors to create long-term value for the Shareholders' benefit, taking into account the other interests of the Company's other relevant stakeholders.

The legislative, regulatory and applicable laws indicated in the document also include possible subsequent amendments or additions to the same.

1. Introduction and regulatory framework

The Board of Directors of Banca Monte dei Paschi di Siena S.p.A., upon proposal of the Chairperson and after consultation with the Nominations Committee, has approved this Diversity Policy on the overall composition of the Bank's Corporate Boards.

This Policy has the main objective of achieving an adequately diversified overall composition of the Corporate Bodies of Banca MPS and the Group Companies, with regard to gender, skills and professionalism, age and tenure of office, as well as Geographical Provenance (if relevant in case of international operations) or International Projection of its Officers, inspired by the enhancement of the diversity of people and their inclusion.

An adequate diversification of the Corporate Bodies allows to achieve what is provided for by the **MEF Decree** (Article 11) in order to “promote internal interaction and debate within the corporate bodies; foster the emersion of a plurality of approaches and perspectives in the analysis of issues and decision-making; effectively support the corporate processes of strategy setting, asset and risk management, and oversight of the work of senior management; take into account the multiple interests that contribute to the sound and prudent management of the bank.” Furthermore, as also indicated in the **Supervisory Provisions on Corporate Governance**, the plurality of approaches and perspectives in the analysis of the issues and in taking decisions by the Corporate Bodies allows to avoid the risk of behaviors of mere alignment with respect to prevailing positions, internal or external to the Bank.

By adopting this Diversity Policy, the Bank formalizes the objectives, tools and *criteria* already adopted and actually present in the provisions of its **By-Laws**, in the **Code of Ethics** and in the Group regulations on Sustainability and ESG (in the **BMPS Guidelines on Sustainability and ESG** and in the commitments defined in the **Gender equality Policy**), in the Principles and Recommendations of the Corporate Governance Code (which the Bank adheres to), in compliance with the national legislation indicated above (**MEF Decree** and **Supervisory Provisions on Corporate Governance**) and the minimum threshold of presence of the less represented gender set forth by the **TUF** (see articles 147-*ter* paragraph 1-*ter* and 148 paragraph 1-*bis*) to ensure gender balance.

The topics covered by the Policy also take into account the European legislation issued on this subject matter for the banking sector, listed below:

- **CRD** (Articles 88 and 91) which identifies the presence in the board of members with different profiles (so-called diversity) as an essential aspect to ensure the proper functioning, risk management, transparency of the mechanisms and corporate governance structures of banks;
- **CRR** (Article 435, paragraph 2, letter (c)) which requires the publication of the diversity policy adopted by each bank, the related objectives and any targets established, as well as the extent to which these objectives and targets have been achieved;
- **CSRD** (Article 20, paragraph 1) which requires to publish a description of the diversity policy applied in relation to the composition of the administrative, management and control bodies of the company with regard to gender and other aspects such as, for example, age, disabilities or educational and

professional background, the objectives of the diversity policy, the methods of implementation and the results in the reference period.

The topic of the diversity is also subject to the attention of the European Supervisory Authorities; in particular:

- **EBA/ESMA Guidelines** (paragraphs from 102 to 108) on the suitability of bank officers establish that banks shall adopt a diversity policy that promotes diversity within the management body, in order to promote the diverse composition of the corporate bodies, aimed at engaging a spectrum of professional qualities and skills in the appointment of members of the Board, as management body, and in order to acquire a variety of opinions and experiences, to facilitate independent opinions and sound decision-making procedures within the body, including the identification of a quantitative target showing the under-represented gender within the management body, specifying an appropriate time frame for its achievement;
- **ECB Guide** (paragraph 3.5) supports diversity and its promotion with regard to the overall suitability of the Corporate Body considering, amongst others, that *“The decision-making process for strategies and risk-taking within institutions can be positively affected by supporting a range of backgrounds, experience, values, opinions and views in the management bodies of institutions. Diversity in all its facets will support institutions’ decision making bodies”*.

2. Scope and objectives of the Diversity Policy

Banca MPS, in compliance with its Code of Ethics and the BMPS Guidelines on Sustainability and ESG and the Gender equality Policy, recognizes and promotes the benefits of diversity with regard to the overall composition of its Corporate Bodies in all aspects, including gender, age and tenure of office, skills, educational and professional profile of its members.

This Policy defines and formalizes the scope, tools and *criteria* adopted by Banca MPS to ensure an adequate level of diversity in the composition of its Board of Directors and Board of Statutory Auditors, in order to guarantee a sound governance, critical discussion of topics with a variety of points of view and experiences as recommended by supervisory regulations.

In the overall composition of the Corporate Bodies, the differences for the above areas are therefore valued, promoting diversity as an essential value for a collaborative climate and an open mind approach to the inclusion of all diversities and realization of Equal opportunities. People are guaranteed the same opportunities regardless of age, sexual orientation, religious belief, gender, ethnicity and different abilities, ensuring the absence of any discrimination. The diversified composition of the Corporate Bodies represents a further tool for improving the operating context and the individuals’ well-being, contributing to the achievement of an important Sustainability and ESG goal by the Company. Cooperation between people of different identities and cultures makes the differences become a precious resource for the Group, which is committed to working proactively to the extent that knowledge, skills, visions, values and aspirations represent an incentive and do not instead become a conflict reason.

3. Tools and *criteria* for implementing of the Diversity Policy

3.1 Tools

The Diversity Policy adopted by the Bank is implemented, first of all, when appointing members of the Corporate Bodies, with the application of **By-Laws clauses** regarding the formation of the lists of candidates for the position of Director/Statutory Auditor of the Company or the mechanisms for appointing individual candidates in the event of replacement during their mandate (articles 15 and 25 of the By-Laws), in compliance with the above mentioned principles of diversity and inclusion defined by European and Italian¹ legislation and regulation, including the Guidelines issued by the European Supervisory Authorities, by the Corporate Governance Code² and by the relevant internal regulations³, as referred to above.

In view to the appointment of the Officers, the results of the **Annual self-assessment process** (conducted by each Corporate Body in compliance with the relevant Regulation) (the “**Self-assessment Process**”) are relevant, considering that such a process allows the verification, over time, of the correct, effective and efficient functioning of the Board of Directors/Board of Statutory Auditors, as well as the identification of the objectives for an optimal and diversified composition of the Corporate Bodies to be appointed, always in compliance with the regulatory and self-regulatory framework mentioned above.

The Board of Directors, supported by the outgoing Nominations Committee and Board of Statutory Auditors, taking into account the results of the Annual self-assessment process, shall identify their qualitative and quantitative composition considered optimal *ex ante* (*i.e.* before the appointment of the new BoD and Board of Statutory Auditors), even pursuant to the MEF Decree, through the definition of specific “**Guidelines**” (*Orientamenti*), which identify and motivate, *inter alia*, the theoretical profile deemed appropriate in relation to the objectives set for the upcoming term of office (strategic, business and adequate corporate governance objectives), in addition to the overall composition of the Corporate Body to be renewed which is considered optimal.

Such Guidelines are made available to Shareholders who intend to submit their own candidates, on the occasion of the appointment of members of the Corporate Bodies.

Said Guidelines take into account, in particular, the Supervisory Provisions on Corporate Governance, which provide for:

1) **from a quantitative standpoint**, that the number of the members of the Corporate Bodies must be adequate to the size and complexity of the Bank’s organizational structure in order to ensure the functionality and non-plethoric nature of the body as well as to effectively oversight the entire corporate operations with regard to management and controls;

¹ See, in particular, Supervisory Provisions on Corporate Governance, Section IV - Composition and Appointment of Corporate Bodies.

² See, in particular, Article 2 “Composition of the corporate bodies”.

³ In particular, Code of Ethics, Gender equality Policy., Regulation of the Board of Directors and Internal Rules of the Self-Evaluation Process.

2) **from a qualitative standpoint**, that the correct performance of the functions that fall under the responsibility of the bodies with strategic supervision functions requires the presence of Officers that:

- are fully aware of the powers and obligations inherent in the functions that each of them is called to perform (supervisory or management function; executive and non-executive functions; independent members, etc.);
- possess professional skills appropriate for the role in question, including when involved in any internal board committees, and calibrated in relation to the operational and dimensional characteristics of the Bank;
- possess skills spread among all members and appropriately diversified, so as to allow each member, within the committees of which he or she is a part and in collegial decisions, to effectively contribute to ensuring effective risk governance in all areas of the Bank;
- can commit sufficient time and resources to the complexity of their role;
- direct their actions towards pursuing the overall interest of the Bank, regardless of the shareholding component that voted for them or the list from which they are drawn, with the obligation to operate with full independence of mind.

With regard to the qualitative profile, the Directors and Statutory Auditors of the Bank must be suitable for carrying out the role and therefore meet the requirements of professionalism, reputation and independence, act with independence of mind and comply with the *criteria* of competence, integrity, “time commitment” and the limits on the number of directorships set forth by the MEF Decree and the *pro-tempore* legislation in force, including the specific skills or attitudinal profiles required by the EBA-ESMA Guidelines and the ECB Guide on the assessment of suitability requirements, in consideration of the role and tasks and the position held by each Officer.

Specific Company’s rules and regulations identify the phases and methods of carrying out the process of assessing the suitability of the Officers, conducted on the basis of the information provided by each of them and any other relevant information, also relying on information taken from reasonably accessible and available sources.

On the occasion of the renewal of the Corporate Bodies, the specific recommendations contained in the Guidelines represent the tool that the Bank makes available to Shareholders to submit lists of candidates in line with the composition of the relevant Corporate Body deemed optimal *ex-ante* (*i.e.* before the appointment of the new BoD and Board of Statutory Auditors), also with reference to the degree of diversity in terms of gender, age, tenure of office, knowledge, skills and experience, background (academic, managerial or professional profile), any experience/International Projection regardless of nationality; all of the above always in compliance with the priority goal of ensuring adequate competence and professionalism of the members of the Body, taking into account the size and operational complexity of the Montepaschi Group, the need for continuity and renewal of the Body, in accordance with the strategic objectives of the Bank and the Group.

During the term of office, in case of possible replacement of BoD members, processes related to succession plans for top positions (e.g. Chairperson and Chief Executive Officer) and independent/non-executive Directors shall be put in place.

Such succession plans, approved (and reviewed periodically) by the Board of Directors, define the process for the identification and appointment of the new BoD member(s) and the skills and remuneration profiles relating to the role that will be assumed by the new member, based on the optimal qualitative-quantitative composition of the BoD and the related diversification objectives (indicated in the Guidelines formulated by the Board of Directors upon expiry of its term of office, updated/supplemented where necessary), in order to ensure stability and operational continuity of the Bank and the Group.

3.2 Criteria

3.2.1 Elements of Diversity of the Directors in terms of skills/experience, educational and professional profile

The BoD, as a whole, must collectively possess adequate knowledge, skills and experience to be able to understand and manage the Bank's activities, including the main risks and opportunities, and the related impacts, without prejudice to the fact that each Director must meet the professionalism requirements and satisfy the competence criteria provided for by the applicable legislation and, in particular, respectively, by Article 7 and Article 10 of the MEF Decree.

In addition to the basic knowledge required by Article 10 of the MEF Decree, in order to achieve adequate collective suitability and an adequate degree of diversification, in the Guidelines the Board of Directors defines and provides Shareholders with a **matrix of skills, experiences and knowledge** ("**Matrix**"), which are deemed should be further present in a diversified and adequate measure based on the strategic objectives of the Bank and the Group and so that the latter can be pursued over time in order to guarantee the sound and prudent management of the Bank.

The Matrix indicates the degree of expected presence with regard to the individual knowledge, skills and further qualifying experiences required for the composition of the lists of candidates in order to achieve an optimal qualitative composition of the Board of Directors and the related Internal Board Committees. The structure of the Matrix identifies three categories, according to the desired level of distribution within the Corporate Body (target):

- 1) "**very common**" knowledge, experience and skills, required for the majority of the Directors;
- 2) "**common**" knowledge, experience and skills, required for approximately one third of the Directors;
- 3) "**less common**" knowledge, experience and skills, required only for some Directors in relation to specialistic matters.

The Guidelines also identify any further qualifying skills for which higher levels of experience and knowledge are deemed necessary, also based on any requirements and recommendations of the Supervisory Authorities.

In addition to the professional characteristics indicated above, in the Guidelines the Board may also formulate indications on the background sector (academic, managerial or professional profile) and on the desired personal and attitudinal characteristics of the Directors (so-called “soft skills”), such as: integrity, authority and decision-making skills, attitude to manage and solve potential conflicts, effective communication skills, attitude to collaboration and teamwork, inclination to listen and dialogue, ability to interact with management.

In light of the relevance of certain roles (Chairperson of the Board of Directors and Chief Executive Officer), the Guidelines will also contain guidance on the specific knowledge, experience and characteristics required for these roles.

As mentioned above, the Guidelines on the qualitative and quantitative composition of the Corporate Body deemed optimal are made available to the Bank’s Shareholders on the occasion of the Shareholders’ Meeting for the renewal of the Corporate Bodies or the designation of individual members.

3.2.1.1 Education

An adequate degree of diversification of the Corporate Bodies promotes, among other things, plurality of approaches and perspectives in analyzing problems and decision-making, avoiding the risk of behaviors of mere alignment to prevailing positions, internal or external to the Bank

In order to ensure over time the active participation in the work and decisions of the Board by each Officer, through the analysis and formulation of evaluations on all matters discussed and decisions taken by the collegial body, the Chairperson of the Board of Directors ensures the predispotion and implementation of induction programs and training plans (“**Board Induction**”) of the Officers aimed at preserving, on an ongoing basis, and strengthening the set of skills, also technical, necessary to carry out their role with awareness, ensuring an adequate level of internal debate and significant contributions to the decision-making of the Corporate Body.

The Board Induction program is assessed by the Board of Directors on the occasion of the renewal of the Corporate Bodies with specific training programs aimed to facilitate the inclusion of new members (also *ad hoc* for specific members in the event of specific and limited deficiencies that can be filled with dedicated training courses) and structured, during the term of office, into training sessions open to all Officers (Directors and Statutory Auditors) focused on in-depth analysis of the topics deemed most appropriate or necessary (for example strategic choices contained in the industrial plan of the Bank and the Group also in relation to the pursuit of Sustainable Success, the management of risks connected to different areas of activity, such as climate change, Information Technology and cyber security, credit, anti-money laundering, banking transparency, administrative liability, extraordinary legal risks and remuneration policies), in order to ensure on an ongoing basis the updating of the knowledge of the whole Body.

3.2.2 Elements of Diversity in terms of gender

This Policy takes into account what has been implemented by Banca MPS since 2015, when specific clauses were introduced in the By-Laws referring to the relevant *criteria* for the submission of lists of

candidates for the position of member of the BoD or the Board of Statutory Auditors, focused on achieving gender balance in the overall composition of the same Corporate Bodies, within the scope of the *pro-tempore*- applicable legislation. In concrete terms, these clauses have allowed to ensure an average presence of the less represented gender that exceeds both the minimum established by the applicable primary, supervisory and self-regulatory legislation and the average of other listed issuers, while also creating the conditions for appointing different genders to roles/offices within the Corporate Bodies and Internal Board Committees.

Articles 15 and 25 of the By-Laws actually require Shareholders, upon renewal of the collegial body, to submit lists of candidates of different genders in compliance with the gender balance *pro-tempore* legislation in force. The aforementioned clauses of the By-Laws also identify a specific election procedure that allows compliance with the relevant regulatory provisions, even in cases of replacement of Officers during their term of office.

Currently, the Bank ensures the presence of the less represented gender in **at least two fifths** of the members of the management and control bodies, in compliance with the threshold indicated by articles 147-ter and 148 of the TUF and Article 144-undecies.1 of the Issuers' Consob Regulation, in force from 1 January 2020, and applicable for six consecutive mandates, as well as the lower thresholds provided for by the Supervisory Provisions on Corporate Governance (33%) and recommended by the Corporate Governance Code (1/3).

The Bank undertakes in any event to comply with the threshold and targets set forth by the Supervisory Provisions on Corporate Governance and/or in the Corporate Governance Code, without prejudice to compliance with the *pro-tempore* applicable legislation.

3.2.3 Elements of Diversity in terms of age and tenure of office

The By-Laws of Banca MPS do not set predefined age limits for the members of the Corporate Bodies, considering that the presence of different age groups of members constitutes an important element of diversity that, together with other factors, enriches and enhances the composition of the collegial body, contributing to feeding a plurality of approaches and perspectives, including generational ones, in the analysis of issues and in decision-making. With regard to tenure of office, the experience gained during one or more previous mandates and the active contribution provided to the work of the Board mean that, in the context of the appointment of the new Board of Directors, the confirmation of a part of the members in office may be deemed useful; in such cases, the Guidelines approved by the outgoing Board of Directors may highlight the possible recommendation to confirm an adequate number of Directors already in office to enhance continuity in managing the activities of the collegial body, also in relation to the implementation of the Group's strategic plans.

In the same context, it may also be deemed useful a rebalancing of the mix of skills/experiences already present in the Board with newly appointed members, to ensure greater diversification through a broader presence in the BoD of profiles with specific skills and experiences, with the aim of achieving an adequate balance between experience, continuity and innovation.

3.2.4. Elements of Diversity in terms of Directors' independence

As provided for in the Supervisory Provisions on Corporate Governance and in the Corporate Governance Code, the presence of an adequate number of independent members in the Board of Directors is useful in order to ensure a high level of internal debate, the balancing of the powers of the executive members, a significant contribution to the formation of BoD resolutions, along with effective monitoring of management.

The number and skills of independent Directors must be adequate to the needs of the Bank, the functioning of the Board of Directors, as well as the to the constitution of the Internal Board Committees.

According to the provisions of the Article 15 of the By-Laws currently in force, at least 1/3 of the members of the Board of Directors must meet the independence requirements and therefore meet the independence requirements established by the laws and regulations *pro-tempore* in force and the additional independence requirements provided for by the MEF Decree and the Corporate Governance Code.

The By-Laws contain specific clauses referring to the *criteria* for the submission of the lists of candidates for the position of member of the Board of Directors, as well as a specific election procedure, focused on ensuring the presence in the BoD of the aforementioned *quota* of independent Directors, to be met upon the appointment of the Corporate Bodies, but also on an ongoing basis, and in the case of replacement of the Officers during their term of office.

In concrete terms, these clauses have allowed an average presence of independent Directors that exceeds both the minimum established by the applicable primary and self-regulatory supervisory legislation and the average of other listed issuers.

The assessment on the independence of non-executive Directors are conducted by the Board of Directors itself, following their appointment and - at least - annually, according to the *criteria* defined in the By-Laws and in the Regulation of the BoD, in compliance with the applicable legislation and the additional *criteria* provided for in the Corporate Governance Code, on the basis of the information provided by each Director and any other relevant information reasonably available to the Bank, useful for assessing the circumstances that compromise or appear to compromise the independence of the Directors.

The Board of Statutory Auditors verifies the correct application of the assessment *criteria* and procedures adopted by the Board of Directors to evaluate the independence of its members, communicating the result of such verification in its report to the Shareholders' Meeting convened to approve the annual financial statements.

3.2.5 Elements of Diversity in terms of geographical provenance

Considering that, at the date of this Policy, the Bank does not operate significantly in the international market and mainly carries out its activities in the national territory, it seems sufficient that the Board of Directors includes one or more members with International Projection, intended as formative experiences gained at an international level, through work or professional activities or academic roles, or

through the performance of corporate or managerial/executive roles held in foreign banking, insurance, financial companies or in similar Italian companies, but operating significantly at an international level.

3.2.6. Internal Board Committees' diversified composition

Article 17 of the By-Laws, in compliance with the legislation - including self-regulatory - in force, provides for the establishment, within the Board of Directors, of committees specialized in specific matters, with preparatory, advisory and proposal-making tasks, composed of three to five Directors (*i.e.* the Internal Board Committees)⁴.

The constitution of the Internal Board Committees allow the Board of Directors, while maintaining its collegial prerogatives and responsibilities, to strengthen its strategic supervision function by separating it from the management function and facilitates decision-making, especially concerning the most complex areas of activity or where the risk of conflicts of interest is higher.

Also for the establishment of the Internal Board Committees, the BoD, according to the regulations of the aforementioned Committees, observes some diversity *criteria* in terms of gender, skills and independence in line with the applicable regulations. In particular, the following conditions must be met:

- only non-executive Directors, the majority of whom are independent (with the exception of the the Related-party transactions Committee composed exclusively of independent Directors); if the Chairperson of the Board of Directors, assessed as independent, participates in the Committee as a member, the majority of the other members must be independent (currently the Chairperson is not a member of any Internal Board Committee);
- at least one Director being of the less represented gender;
- additional specific skills, to be assessed by the Board of Directors at the time of appointment: (i) in the Remuneration Committee at least one member must have knowledge and experience in financial matters or remuneration policies; (ii) in the Risk and Sustainability Committee all members must have knowledge, skills and experience sufficient to fully understand and monitor the Bank's strategies and risk orientations and at least one member must have adequate experience in accounting and financial matters or risk management.

The same objectives of diversity in composition also apply to Internal Board Committees, other the mandatory ones, that may be established for specific needs.

4. Board of Statutory Auditors

The Board of Statutory Auditors, in view of each renewal, is required – pursuant to Article 12 of the MEF Decree – to identify in advance its optimal qualitative and quantitative composition, ensuring that the composition of the supervisory body is adequately diversified, in particular in terms of age, gender, tenure of office, in order to: (i) foster discussion and internal debate within the body itself; (ii) promote the emergence of a plurality of approaches and perspectives in the analysis of issues and in decision-

⁴ Risk and Sustainability Committee, Nominations Committee, Remuneration Committee, the Related-party transactions Committee.

making; (iii) effectively support Bank's processes for the development of the strategies, management of activities and risks, and monitoring the senior management's work; (iv) take into account the multiple interests that contribute to the sound and prudent management of the Bank. To this end, the Statutory Auditors, in addition to meet the professionalism requirements and satisfying the competence *criteria* provided for by the legislation applicable to banks and listed companies and, in particular, respectively by Article 9 and Article 10 of the MEF Decree, must also satisfy the additional competence *criteria* provided by the outgoing Board of Statutory Auditors within the optimal qualitative-quantitative profile identified from time to time (the "**Guidelines on the qualitative and quantitative composition of the Board of Statutory Auditors**").

Furthermore, regarding the independence requirement, all designated Statutory Auditors must meet the independence requirements set forth in: (i) Article 148, paragraph 3, of the TUF; (ii) Article 14 of the MEF Decree and (iii) Article 2, Recommendation no. 9, of the Corporate Governance Code.

The Board of Statutory Auditors is called upon to assess the existence of the independence requirements pursuant to the applicable regulatory provisions, *inter alia* Article 23 of the MEF Decree and Recommendation no. 9 of the Corporate Governance Code.

The tools and *criteria* for implementing the Policy indicated in chapter 5 are applied to ensure the diversified composition of the Board of Statutory Auditors in terms of gender, age, tenure of office, International Projection, taking into account the different nature and structure of the control Body.

5. Diversity Policy of the Corporate Bodies of the Group Companies

The Group Companies, also considering their specificities, adopt this Diversity Policy in accordance with the applicable supervisory regulations, including the guidelines provided by the Bank in the context of the direction and coordination activity exercised in its capacity as Parent Company of the Montepaschi Group.

6. Monitoring of the Diversity Policy

The Board of Directors, with the support of the Nominations Committee, monitors the achievement of objectives, targets, and goals set in terms of diversity within the framework of the annual Self-Assessment Process and also through the dynamic use of the Matrix, assessing the adequacy and effectiveness over time of the implemented Diversity Policy, considering any actions to be taken for its updating or implementation in response to potential regulatory developments, best practices, and strategy and structure of the Group.

At least every three years (and in any case in line with the mandate expiration of the Corporate Bodies) the Diversity Policy is subject to update, upon proposal of the Chairperson of the Board of Directors, and upon the prior opinion of the Nominations Committee.

This Diversity Policy is published on the website at www.gruppomps.it – Governance section – Governance Model and in the Sustainability section – Sustainability Governance.

The Bank provides periodic information on the application of the Diversity Policy, regarding the composition of the Corporate Bodies of Banca MPS in the Corporate Governance Report and in the Sustainability Report, available on the website at www.gruppomps.it.