



## **Expert.ai: Board of Directors appoints Dario Pardi as CEO, identifies members of the Management Control Committee, establishes Related Party Committee, and verifies independence of directors.**

***June 24, 2024***

Expert.ai S.p.A. ("the **Company**" or "**Expert.ai**"), leader in the implementation of enterprise artificial intelligence solutions to create business value, announces that today the Board of Directors appointed by the Shareholders' Assembly on June 21, 2024, convened for its meeting.

The newly appointed Board of Directors resolved (i) to appoint Mr. Dario Pardi as Chief Executive Officer and (ii) to appoint Mr. Marco Varone as Vice-Chairman of the Board of Directors.

Furthermore, pursuant to Article 6-*bis* of the Regolamento Emittenti Euronext Growth Milan and in compliance with recent amendments to the Regolamento Emittenti Euronext Growth Milan under Borsa Italiana notice no. 43747 dated November 17, 2023, effective from December 4 of the same year, the Board of Directors has defined the following quantitative and qualitative criteria for the significance of potentially relevant relationships in assessing the independence of directors:

### **quantitative criteria**

*Any existing or previous commercial, financial, or professional relationship over the past three fiscal years with the Company and/or its subsidiaries, with their respective executive directors, or with the entity that, alone or together with others through a shareholders' agreement, controls the Company (or, if the controlling entity is a company or entity, with its respective executive directors), whose annual value exceeds at least one of the following parameters:*

- (i) 20% of the Company's annual revenue and/or the revenue of the professional firm/consulting company where the Director is a partner, executive director, or partner;*
- (ii) 100% of the total fixed compensation paid annually to the Director.*

### **qualitative criteria**

*regardless of exceeding the above quantitative thresholds, a relationship may be considered significant for independence assessment if:*

- (i) any commercial, financial, or professional relationship existing or occurred in the past three fiscal years with the Company and/or its subsidiaries, with their respective executive directors or top management, or with the entity that, alone or together with others through a shareholders' agreement, controls the Company (or, if the controlling entity is a company or entity, with its respective executive directors), when such relationship has or had strategic importance for the Company and/or its subsidiaries and/or the controlling entity;*



*(ii) any other relationship capable of compromising the Director's independence in judgment in carrying out their duties. The assessment of the potential to compromise independence considers, among other factors, the substance over form principle, the overall professional activities normally undertaken by the Director, and the relevance of such relationships to those activities. If the Director is a partner in a professional firm or consulting company, the significance of the relationship must also be assessed regarding its potential impact on the Director's position and role within the professional firm or consulting company.*

The Board of Directors has therefore determined, pursuant to Article 148, paragraph 3, of the TUF (as referred to in Article 147-ter, paragraph 4 of the TUF) and Article 2399 of the Civil Code, and in light of the aforementioned quantitative and qualitative criteria for the significance of potentially relevant relationships, the independence requirements for directors Nicola Ciniero, Ambrosella Landonio, Ettore Leale, Marco di Teodoro, Andrea Gabola, Stefano Pedrini and Roberto Sambuco.

Finally, the Board of Directors (i) appointed the members of the Management Control Committee, consisting of independent directors Andrea Gabola, Stefano Pedrini, and Marco di Teodoro, and (ii) established the Related Party Committee, composed of the same three directors (with Marco di Teodoro as its Chairman).

The resumes of the members of the Management Control Committee are available on the Company's website under Investor Relations, Corporate Governance section.

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*This press release is available on the Company's website [www.expert.ai](http://www.expert.ai) and on [www.emarketstorage.com](http://www.emarketstorage.com)*

Expert.ai specializes in deploying enterprise AI solutions to create business value, listed on the Euronext Growth Milan market (EXAI), and operates in Europe and North America. Applying a proven framework for innovation, expert.ai supports companies and public administrations in digital transformation, exploiting AI capabilities for various processes and use cases, through a responsible, transparent and sustainable approach focusing on people, problem-solving and goal achievement. With over 25 years of experience in natural language solutions, the company boasts hundreds of successful implementations achieved through concrete projects, based on the integration of the best technologies available on the market with proprietary ones (knowledge graphs, automatic learning - machine/deep learning techniques, large language models, and generative AI). Banks, financial institutions, insurers, publishing companies, public administrations, healthcare, defense, and intelligence organizations choose expert.ai solutions to scale knowledge automation, efficiently manage vast volumes of information, improve decision-making processes, and enable new levels of efficiency by leveraging the right data at the right time and with great speed. The Company serves directly and through partners such as AXA XL, Zurich Insurance Group, Generali, Sanofi, EBSCO, The Associated Press, Bloomberg INDG, Dow Jones, and other prominent entities. Dario Pardi, with decades of experience at major ICT multinationals, serves as President, CEO, and reference shareholder of expert.ai.

For more information: <https://www.expert.ai/>

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