

NADINE FARUQUE
30 Cadogan Place
London SW1X 9RX England
Tel: (UK mobile) +44 (0) 7391 545285 Tel: (Italian mobile) +39 338 7283489

EDUCATION: **DUKE UNIVERSITY SCHOOL OF L A W**
Durham, North Carolina, L.L.M. degree, May 1990
Admitted to the New York Bar: 1991

UNIVERSITY OF BERN SCHOOL OF LAW
Bern, Switzerland
Barrister ("Fuersprecher"), November 1987;
Admitted to the Swiss Bar: November 1987

STAEDT. WIRTSCHAFTSGYMNASIUM BERN-KIRCHENFELD
Bern, Switzerland
(Baccalaureate in Economics), September 1979

PROFESSIONAL EXPERIENCE:

GRUPPO BANCO BPM, VERONA/MILAN, ITALY April 2020 – Present
Member of the Board of Directors; Member of the Internal Control, Risk & Sustainability Committee

LUMINOR AB January 2019 - July 2019 (resigned)
Member of the Supervisory Board and Risk Committee

EQT PARTNERS April 2018 onwards
Stockholm, Sweden
Industrial Adviser
Focus on Regulatory and Compliance matters: assessments, advice and reviews in relation to regulatory and compliance matters in the context of transactions the fin tech, financial and banking sectors

DEUTSCHE BANK AG December 2014 - March 2016
Frankfurt, Germany
Global Head of Compliance
Member of the Group Executive Committee,
Group Risk Committee, Global Incident Management Committee and Group Reputational Risk Committee

- Appointed Generalbevollmaechtigte (Senior Director) of Deutsche Bank AG in May 2015
- Took on leadership of Compliance after a 18 month leadership vacuum at DB, restructuring the team worldwide, adding select strategic hires, rolling out new Vision and Mission statements and a new Target Operating Model aimed at breaking down silos, addressing identified weaknesses, achieving consistent standards across the group, streamlining processes, addressing and resolving past problems and enhancing expertise and Compliance approach, especially in relation to business coverage
- Developed and rolled out a 3 year Compliance Roadmap based on root cause analysis of major incidents (eg sale of mortgage securities/ Libor/tax evasion etc) review and gap analysis of processes and procedures and regulatory requirements in the principal jurisdictions of business of Deutsche Bank; future incident prevention strategy; serving as a basis also for the US compliance model revamp
- Launch of automation and cost savings opportunities in Compliance
- Participated in and advised on key strategic reviews and initiatives, including Deutsche's Strategic Plan
- Enhanced cross-functional communication and cooperation in respect of broader risk management with

Operational Risk, HR, Legal and Audit and business embedded control functions

- Regular interaction and updates with main regulators, incl the ECB, the FCA, the NY Fed, SEC, BaFin, MAS, SFC Hong-Kong and other Asian regulators
- Presentations/Progress updates on Compliance to the Monitors appointed by the DoJ and DFS regarding rollout and implementation of Compliance initiatives generally as well as specifically in response to Monitor requirements
- Participation in and presentations to the Audit Committee and the Supervisory Board as well as regular interaction with the chair of the Audit Committee regarding Compliance as well as the internal control environment

UNICREDIT GROUP

October 2008 - November 2014

Milan, Italy

Group General Counsel and Group Compliance Officer

- Member of the Management Board and the Executive Management Committee, the Group Risk Committee and the Group Credit Committee, the Group 231 Committee, the Internal Controls Coordination Committee as well as permanent guest of the Group Internal Controls and Risk Committee
- Overall responsibility for the Legal and Compliance functions for: Retail/Commercial, Private Banking, Corporate and Investment Banking, Asset Management; management of a total Legal and Compliance team of 1900 persons across 23 jurisdictions
- Developed a new organizational model for Legal and Compliance to bring it in line with international market standards and peers of UC, focusing on a global model (Global SiFis) rather than the previous legal entity focused one. Hired key persons with the right skills and international experience, including a number of senior non-Italians, a first for the Italian Group base in Legal and Compliance including a Global Head of Compliance and a Global Head of Legal.

Implementation of the model, requiring a complete reorganization of Legal and particularly Compliance in each major jurisdiction along global model lines, with wide restructuring and streamlining of existing groups, removal of non-performers and hire of new individuals with required levels of experience and English language skills.

- Development of global Compliance policies and training, introduction of management information flows from each major legal entity and restructuring of reporting lines into the Group corporate bodies. Introduction of escalation policies, matrix reporting, initiatives to create and implement consistent second level controls across a range of regulatory areas and roll out of compliance risk assessments. Significant increase in Compliance personnel;
- Review of and launch of various efficiency initiatives (reallocation of resources; in-versus outsourcing, offshoring etc) in the Legal and Compliance function, introduction of law firm panels and novel fee structures, resulting in cost savings; upgrade of legal skills in group, particularly in Investment banking
- Development of Tone from the Top, compliance training initiatives (eg global e –training courses, creation of in-house Compliance Academy)
- Adviser to the Group Board of Directors, the Chairman and the CEO as well as senior group business management with respect to Group and principal subsidiary strategy as well as legal and compliance and corporate governance matters affecting the group as well as interface with key regulators for the group (Italy, Austria, Germany, UK, and later, ECB)
- Development of strategy and running of teams in largest litigation and dispute matters (eg \$60bn Madoff lawsuit, German cum-ex trades, Sanctions investigation) as well as supervision of and involvement in other major litigation matters and criminal proceedings as well as regulatory investigations

MERRILL LYNCH INTERNATIONAL

March 1998 - September 2008

London, England

Head of Continental Europe, Office of General Counsel ("OGC")

Global Markets and Investment Banking General Counsel Italy and Switzerland, Regulatory Counsel EMEA
Member of the OGC EMEA Management Committee

- Create, develop and manage the legal and compliance teams based on the continent. Responsible for ensuring legal/regulatory and compliance coverage across all Merrill Lynch products and services in all continental European offices as well as into and across continental Europe, coordinating with product lawyers and compliance professionals in London and NY as appropriate



- Advise on financial markets requirements (both EU and non-EU) including MiFID, Market Abuse and Prospectus Directives, across Continental Europe, both to London and locally based businesses as well as the US
- Manage relationships with local Continental European regulators in the context of Merrill Lynch strategic initiatives and associated regulatory filings as well as major regulatory and criminal investigations involving Merrill Lynch
- Advise on civil law and continental regulatory matters in the context of litigation and arbitration proceedings involving Merrill Lynch across Continental Europe (eg Parmalat,)
- Provide senior legal and regulatory advice on strategic expansion initiatives into new or existing Continental European jurisdictions, including in relation to the creation of permanent establishments
- Senior legal adviser and counsel to the continental European-based senior management and business teams, including with respect to reputational and franchise risk: permanent guest on certain continental European subsidiary boards
- Responsible for providing senior legal and regulatory advice to NY head office in relation to all continental European civil and criminal and regulatory law matters and market practices as well as emerging trends
- Advice on complex M&A transactions (including Merrill Lynch proprietary transactions), equity and debt capital markets offerings and real estate transactions in Continental Europe (with particular focus on Italy) as well as on sales and trading transactions and products (including derivatives and structured products) involving a continental European jurisdiction, civil law elements or reputational risk aspects
- Legal and regulatory advice in relation to lending and banking transactions in Continental European jurisdictions as well as to the Merrill Lynch European banks and US funding vehicles, in particular in the context of the impact of banking monopoly laws on US-based lending entities; developed structures allowing the use of non-EU lending vehicles into EU countries

BAER & KARRER

Zurich, Switzerland

Partner Elect

September 1992 - February 1998

- Advised on and set up various corporate and banking entities in Switzerland, and provided ongoing advice on corporate (incl business combination etc) and corporate governance matters
- Advised on various Swiss and cross-border M&A transactions, including spin-offs and demergers, and prepared all relevant documentation, including sale and purchase agreements as well as running due diligence teams
- Assisted in negotiations on joint ventures both within Switzerland and abroad and drafted the appropriate documentation thereafter
- Advised on and participated in the negotiations relating to the sale of aircraft as well as aircraft leasing agreements
- Advised Swiss and foreign issuers on initial public offerings in Switzerland and drafted all related documentation, such as prospectuses, offering circulars, listing applications and was responsible for the relationship with the Swiss Exchange and other relevant authorities
- Advised foreign banking groups on the setting up or expansion of their Swiss permanent presence and provided ongoing legal advice with respect to aspects of Swiss banking and financial markets legislation as well as KYC rules and anti-money laundering legislation

- Set up investment funds and investment companies and advised Swiss and foreign fund companies on Swiss fund legislation as well as participated in discussions with the Swiss Federal Banking Commission in relation to the development of new fund legislation
- Prepared and drafted documentation for Swiss and international banks in respect of bond issues, notes, warrants, floating rate notes and convertibles
- Advised major bank clientele on a wide range of financial and capital market issues with particular reference to the implementation of the new Swiss Banking Act and Ordinance plus the new Stock Exchange Act; worked with Swiss Exchange on the new Act
- Advised on the restructuring of companies and group structures and the setting up of holding company structures in Switzerland
- Acted in a external general counsel role to various US and German banking and financial institution or brokerage groups operating in Switzerland, providing them with continuing legal advice on regulatory, financial markets and banking matters
- Prepared and drafted credit-facility agreements and legal opinions for one of the largest global commodities trading companies
- Prepared the official English translation of the rules and regulations of the Swiss Stock Exchange and listing rules, working in close collaboration with the Swiss Exchange
- Made presentations on the new Swiss Banking Act and Ordinance and Stock Exchange Act at external and in-house seminars and participated as a panelist in various industry-organized events (Swiss-American Chamber of Commerce; Europa institut and others) on the topic
- Author or co-author of the following publications:
 - The new Swiss Law governing joint stock corporations;
 - The Data Protection and Privacy Laws
 - Co-author of articles in the Neue Zuercher Zeitung covering the setting-up and impact of the new Swiss Electronic Stock Exchange and the new rules for the Swiss market

Representative Transactions:

- Set up the banking operations of EFG Private Bank in Switzerland
- Established and listed the first Swiss investment company under the new Swiss Exchange rules
- Merger of Adecco with Adia Interim
- Merger of UBS with Swiss Bank Corporation
- Spin-off and listing of Clariant, the specialty chemicals company from Sandoz
- Sale and leasing of Gulfstream aircraft to African governments

FARUQUE LTD.,
Karachi, Pakistan

January 1992 - August 1992

- Provided legal advice on various projects of the Faruque family enterprises in the cement, paper and power industry and participated in negotiations in respect of joint ventures and new projects in Pakistan
- Advised on corporate governance issues and the new corporate governance structure of the group holding company
- Drafted shareholder and, with external counsel, acquisition agreements in connection with new projects.

REID & PRIEST*New York, NY***Associate**

September 1990 - December 1991

- Participated in the preparation of international arbitration cases and dispute resolution proceedings and drafted all related documentation
- Performed due diligence exercises, negotiated and drafted contracts and corporate documents in the context of cross-border joint venture, M&A transactions and restructurings as well as for US domestic acquisition and joint venture transactions (agreements negotiated included share/asset purchase, loan, pledge, distribution, licensing and manufacturing agreements)
- Advised on general commercial matters, including intellectual property, commercial property, employment, data protection, primarily in the context of acquisitions and the formation of joint ventures and acted as lead interface with
- Researched and prepared memoranda on various corporate and securities issues under US law and assisted with the filing of 10-Q, 8-K and other registration forms as well as the drafting of shareholder resolutions, incorporation and dissolution documents)
- Performed due diligence exercises and participated in the drafting of offering circulars as well as registration statements for US issuers in the context of securities offerings in the US
- Advised US clients on aspects of EU law in various corporate and commercial transactions
- Prepared filings for submission to European Commission and local regulators
- Wrote articles for the "International Business Newsletter" published by Reid & Priest to update its clients on worldwide legal developments, in particular in the European Community jurisdictions

SWISS CARTEL COMMISSION*Bern, Switzerland*

March 1988 - March 1989

- Member of the legal team serving the Swiss Cartel Commission
- Participated in major anti-trust and price-fixing investigations into the sanitary, railway, pharmaceutical - distribution and publishing sectors, analyzing results and presenting findings to the Commissions in conjunction with recommendations
- Performed an analysis of the parallel imports and grey market trading practices in the sectors of ski manufacturing, electrical goods and pharmaceuticals and issued recommendations to the Commission
- Prepared anti-trust reviews for the Swiss representative on the OECD anti-trust committee
- Conducted reviews of anti-trust issues in the context of cross-border and Swiss domestic mergers and acquisitions as well as the abuse of dominant market positions in various industry and manufacturing sectors

OTHER WORK EXPERIENCE:**LAW FIRM R. GASSER ESQ.***Bern, Switzerland*

April 1985 to April 1986

- Conducted legal research and drafted memoranda, briefs and litigation papers for commercial litigation matters
- Handled depositions and trials and represented clients in pre-trial and trial hearings
- Negotiated and drafted commercial and joint venture agreements

- Court clerk in the commercial courts, covering civil litigation matters: preparation of the transcript of the proceedings and drafting of the decisions of the court, including the reasoning of the court
- Assistant prosecutor: investigative judge in the context of a wide variety of criminal investigations, including white-collar crime. Conducted interrogations of suspects and witnesses, drafted transcripts of the interrogations as well as the findings and subsequent recommendations to the court

LANGUAGES

- German – fluent
- English – fluent
- French – fluent
- Italian – fluent
- Urdu – intermediate

SDA Bocconi School of Management, Milan: Risk Management and Financial Risks 2020/2021 Executive course
Università Cattolica, Milan: member of the MIB (Master in International Business) Advisory Board

 