



REPORT
ON CORPORATE
GOVERNANCE
AND COMPANY
OWNERSHIP

ANNUAL REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

Pursuant to Article. 123-bis of Legislative Decree No. 58/1998.

(traditional administration and control model)

Name of the issuer:

Banca Generali S.p.A.

Website:

www.bancagenerali.com

Year to which the Report refers:

1 January 2021 – 31 December 2021

Date of approval of the Report:

25 March 2022

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GLOSSARY

Banca Generali Banking Group: the banking group of which Banca Generali S.p.A. is the parent company.

Bank of Italy Circular No. 285: Bank of Italy Circular No. 285 of 17 December 2013 on “Supervisory provisions for banks” (as subsequently amended).

Board or Board of Directors: the Board of Directors of the Issuer.

Board of Statutory Auditors: the Board of Statutory Auditors of the Issuer.

Borsa Italiana: Borsa Italiana S.p.A.

CG Code: the Corporate Governance Code of listed companies approved in January 2020 by the Corporate Governance Committee.

Civil Code: the Italian Civil Code, approved by Royal Decree No. 262 of 16 March 1942, as amended and extended.

Consob: the Commissione Nazionale per le Società e la Borsa.

Consob Related Party Regulations: the Regulation on related party transactions issued under Consob resolution No. 17221 of 12 March 2010 (as subsequently amended and extended).

Consob Rules on Markets: the Regulation on markets issued under Consob resolution No. 20249 of 28 December 2017.

Consob Rules for Issuers: the Regulation on issuers issued under Consob resolution No. 11971 of 14 May 1999 (as subsequently amended and extended).

Corporate Governance Committee: the Italian Corporate Governance Committee of listed companies promoted by Borsa Italiana S.p.A., as well as by ABI, ANIA, ASSOGESTIONI, ASSONIME and CONFINDUSTRIA.

Generali Group: the group of which Assicurazioni Generali S.p.A. is the parent company.

Instructions to the Rules of the Market: Instruction accompanying the Rules of the Market organized and managed by Borsa Italiana S.p.A., in force at the date of approval of this Report.

Issuer or Banca Generali or Company: the issuer to which the Report refers.

MEF Decree: Decree of the Italian Minister of Economy and Finance No. 169 of 23 November 2020, in effect since 30 December 2020, “*Regulation on the requirements and criteria for suitability to serve as member of the management of banks, financial intermediaries, guarantee consortia, electronic payment institutions, payment institutions and depositor guarantee systems.*”

Remuneration Report: the report on remuneration policy and compensations paid that companies have to prepare and disclose in accordance with Article 123-ter of the TUF and 84-quater of the Rules for Issuers

Report: this Corporate Governance and Ownership Structure Report that the companies have to prepare pursuant to Article 123-bis of TUF.

Rules of the BoD and Committees: rules on the functioning of Banca Generali S.p.A.’s Board of Directors and Board Committees, approved by the Board of Directors through Resolution of 16 February 2007 and most recently extended and updated by the Board through Resolution passed on 17 December 2021.

Rules of the Market: the Rules of the Market organized and managed by Borsa Italiana S.p.A., in force at the date of approval of this Report.

Shareholders’ Meeting: the General Shareholders’ Meeting of the Issuer.

Shareholders: the holders of Banca Generali’s shares.

TUB: Legislative Decree No. 385 of 1 September 1993 (Consolidation Law on Banking).

TUF: Legislative Decree No. 58 of 24 February 1998 (Consolidation Law on Finance).

Year: the financial year to which the Report refers.

* * *

Save where otherwise specified, the information contained in this Report is updated as at the date of its approval by the Company's Board of Directors (*i.e.*, 25 March 2022).

The Report was submitted to the Independent Auditors for their audit and consistency opinion pursuant to Article 123-*bis*, paragraph 4, of TUF. The results of the audit of the Independent Auditors are given in the Independent Auditors' Report prepared pursuant to law and attached to the Company's 2021 Financial Report.

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1. ISSUER PROFILE

1.1 Corporate mission

Banca Generali is a leading player in financial planning and wealth protection services. Leveraging on its top-of-the-industry network of financial advisors and versatile and innovative asset management services, thanks to its distribution networks and deep-rooted presence in Italy, the Company manages approximately 86.1 billion euros (data as of 31 December 2021) on behalf of about 332,000 clients.

Banca Generali sets the standard for the Italian financial advisory market, aiding its clients in choosing the best solutions suited to protecting their financial and real-estate investments.

Through a network of highly qualified financial advisors, the Banca Generali Banking Group seeks to meet each client's investment needs in a manner consistent with his or her financial profile and investment horizon.

As extensively disclosed in the Annual Integrated Report 2021, in pursuing its activities, Banca Generali continues – consistently with the steps already taken in previous years – to demonstrate its commitment to sustainability with strategies and activities aimed at proving its capacity for forward thinking and keeping in mind the needs of all its stakeholders. In particular, the latter are more and more seeking a business approach that takes account of ESG (Environmental, Social and Governance) factors.

In fact, for more than eleven years, Banca Generali has been preparing sustainability reports, in keeping with the goal of integrating sustainability into its business. Since 2018, it has included a *Non-Financial Statement* pursuant to Legislative Decree No. 254/2016 in the Directors' Report on Operations within Banca Generali's Consolidated Financial Statements, which is available from the corporate website in the section "*Investors/Reports and Relations*".

The 2021 Annual Integrated Report describes the close ties between company strategy, financial performance and the social, environmental and economic context in which the Bank operates. The value created is generated by the constant exchange, growth, decrease and transformation of the types of capital used, influenced and shared with the Bank's stakeholders and all of society.

The Annual Integrated Report, approved first by the Board of Directors and then by the Shareholders' Meeting, is organised according to the capital-based approach proposed by the *International <IR> Framework* issued by the International Integrated Reporting Council and summarises sustainability performance according to the indicators selected by the *GRI Sustainability Reporting Standard* – core option, the most widespread sustainability reporting standard at the international level.

From this perspective, Banca Generali thus adopts an approach in line with market best practices and consistent with stakeholders' expectations that aims to establish medium-to-long-term strategic objectives in order to foster sustainable business development and generate lasting value over time.

In addition, as expressly indicated in the Rules of the BoD and Committees, in Article 6, paragraph 1, the Board of Directors — as the body vested with the function of strategic supervision — leads the Company by pursuing its sustainable success, formulating the strategies of the Company and the Banca Generali Banking Group, while also constantly verifying and monitoring their implementation. It considers, *inter alia*, sustainable financial objectives and, in particular, the integration of environmental, social and governance (ESG) factors into company decision-making processes. In addition, it promotes dialogue with the Company's shareholders and other relevant stakeholders in the most appropriate forms (see, in this latter regard, the more detailed discussion provided in Section 12 of this Report).

In keeping with this integrated approach to sustainability, and in line with the wishes of the outgoing Board of Directors, whose term ended with the Shareholders' Meeting that approved the financial statements for the year ended 31 December 2020, the Board of Directors — in establishing its internal committees — identified sustainability profiles and principles transversally to the areas of competence of all internal Board committees for a more in-depth analysis and integration into all discussions. Accordingly, please refer to the sections in question for a more thorough description of the related competencies.

1.2 The corporate governance model

As is known, a proper corporate governance system must be based on certain key elements, such as the central role of the Board of Directors and top management, the proper management of conflicts of interest, transparency in the disclosure of corporate decisions, and an efficient internal control system.

In detail, Banca Generali's overall corporate governance framework was defined in line with the current laws and regulations, also taking into account the recommendations of the CG Code, that Banca Generali complies with, the principles enshrined in the best practices (including international ones), as well as the Bank of Italy's Supervisory Regulations and, with particular reference to corporate governance issues, to the Regulations for the Prudential Supervision of Banks issued by the Bank of Italy with Circular No. 285.

In adopting an organisational structure consistent with this legal framework, Banca Generali pursued the following objectives: *(i)* a clear definition of functions and responsibilities; *(ii)* the appropriate balancing of delegated powers; *(iii)* the balanced composition of corporate bodies; *(iv)* an integrated and effective internal control system; *(v)* a comprehensive risk assessment and management; *(vi)* a remuneration structure in line with risk-management policies and long-term corporate strategy; and *(vii)* adequate reporting systems and information flows.

Banca Generali's organisational structure is made of the following main company bodies and officers:

- (i) General Shareholders' Meeting
- (ii) Board of Directors;
- (iii) Chairman of the Board of Directors;
- (iv) Chief Executive Officer;
- (v) Remuneration Committee;
- (vi) Nomination, Governance and Sustainability Committee;
- (vii) Internal Audit and Risk Committee;
- (viii) Credit Committee;
- (ix) Board of Statutory Auditors.

Other company bodies and officers include the General Management, and persons vested with powers of representation pursuant to the provisions of the Articles of Association.

The Company's organisational structure is based on the traditional model of corporate governance.

General Shareholders' Meeting

The Shareholders' Meeting passes resolutions expressing the intentions of the shareholders. Resolutions passed in accordance with the law and Articles of Association are binding on all shareholders, including those who are absent or dissenting.

Section 13 of this Report provides further information on the Shareholders' Meeting.

Board of Directors

Responsibility for the strategic supervision of the Company lies with the Board of Directors.

The Board of Directors is appointed by the Shareholders' Meeting, for a three-year term at the most. Among of Board of Directors' members a Chairman is appointed, and potentially, a Vice Chairman; the Board of Directors may also appoint one or more Chief Executive Officers, determining the powers and responsibilities thereof. The Board of Directors can also appoint a General Manager and one or more Joint General Managers, who together form the General Management.

The company managing function is entrusted to the Chief Executive Officer and the General Management.

Section 4 of this Report provides further information on the Board of Directors.

Board Committees

To facilitate an efficient information and consultation system that allows the Board of Directors to best evaluate certain matters within its remit, in accordance with the supervisory provisions indicated in Bank of Italy Circular No. 285 and CG Code recommendations, as at the date of approval of this Report four Board Committees have been established, with purely consultative and advisory functions, namely (i) a **Nomination, Governance and Sustainability Committee**; (ii) a **Remuneration Committee**; (iii) an **Internal Audit and Risk Committee**, and (iv) a **Credit Committee**. Sections 6, 7, 8 and 9, respectively, of this Report provide further information on the Committees.

Board of Statutory Auditors

The Board of Statutory Auditors, appointed by the Shareholders' Meeting for a three-year term, has a control function. The Board of Statutory Auditors is not responsible for statutory auditing of the Company's accounts, a task entrusted to Independent Auditors duly registered with the specific professional rolls set by Consob. The Independent Auditors are bound to monitor the proper bookkeeping of the Company's accounts, during the course of the financial year, and to ensure that the Company's books faithfully reflect management facts. The Independent Auditors are also in charge of checking that the figures carried in the annual and consolidated financial statements present a true and fair account of the Company's books and that all accounting documents are compliant with applicable regulations. Section 11 of this Report provides further information on the Board of Statutory Auditors.

The powers and operating procedures of the company bodies are governed by law, the Articles of Association and the resolutions approved by the relevant bodies.

The Articles of Association are available at the Company's registered office and can also be consulted on the Company's website (www.bancagenerali.com) under section "Governance" – "Corporate Documents".

<p>In light of the new proportionality principle introduced by the CG Code, with the consequent diversification of some recommendations in view of the company's size and ownership structure, it should be noted that the application choices made by Banca Generali and illustrated in this Report are in line with the indications of the CG Code specifically addressed to "large companies" (with larger capitalisation) with concentrated ownership, considering that the Bank falls within these definitions.</p>
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2. INFORMATION ON COMPANY OWNERSHIP (PURSUANT TO ARTICLE 123-BIS OF TUF) AS OF 25 MARCH 2022

a) Structure of the share capital (pursuant to Article 123-bis, paragraph 1, letter a) of TUF)

Banca Generali's subscribed and paid up share capital, as shown in the following table, amounts to 116,851,637.00 euros, divided into 116,851,637 ordinary shares of a par value of 1.00 euro.

	No. of shares	% of share capital	Listed (specify on which markets)	Rights and obligations
Ordinary shares	116,851,637	100	Listed on the Electronic Share Market (MTA)	Voting right in the Ordinary and Extraordinary Shareholders' Meetings of the company, right to receive dividends and right to capital repayment in case of liquidation

See Table 1 in Attachment 1) to this Report.

At the date of approval of this Report, Banca Generali holds 2,219,262 treasury shares, with the aim to provide the Company with the number of shares needed to pay short- and long-term incentive (including compensation agreed upon in view of or in the event of early termination of the professional relationship) and loyalty-building tools, in compliance with the Banking Group's remuneration and incentive policies. The voting rights attaching to the said shares have been suspended pursuant to section 2357-ter of the Civil Code.

The Shareholders' Meeting held on 22 April 2021 approved:

- pursuant to Article 114-bis of TUF, the adoption of a network loyalty plan for 2021 included in the six-year programme, aimed at the Bank's financial advisors authorised to make off-premises offers who do not serve in managerial positions (*i.e.*, Financial Planners, Wealth Advisors, Private Bankers, Financial Planner Agents, Executive Managers, and Financial Planner Agent Managers) (the "**Financial Advisors**"), and at the Bank's Relationship Managers, including Heads of Teams ("**Relationship Managers**");
- pursuant to Article 114-bis of TUF, the adoption of a long-term incentive plan called LTI Plan 2021, intended for executive directors, top managers and managers of Banca Generali S.p.A. and/or of companies of the Banca Generali Banking Group;
- the incentive system aimed at key personnel for 2021, which envisages settlement of a portion of the variable remuneration in shares, so as to enable a better alignment of the interest of Banca Generali Banking Group's management and stakeholders through a careful management of company risks and the pursuit of long-term strategies.

The framework loyalty program provides for the payment to the beneficiaries, upon the occurrence of certain vesting conditions on the maturity date, of a cash bonus, provided that the beneficiaries meet the access condition. It grants the Board of Directors the power to decide, during the financial year of reference of each plan, whether to subject the payment of a part of the bonus, in any case not exceeding 50%, in shares to the approval of a Shareholders' Meeting. With reference to the 2021 loyalty plan, the Board of Directors made use of this option, submitting the relevant proposal to the Shareholders' Meeting to pay a portion equal to 50% of the bonus in shares.

The terms, conditions and methods of the 2021 loyalty plan are described in the information document drafted pursuant to Article 84-bis of Consob Rules for Issuers, which has been made available to the public in the manner and within the terms established by applicable regulations, and has been published on the Company's website (section "*Governance/AGM*").

The 2021 plan provides for payment of a number of Shares or, instead of shares, a substitute sum, directly linked to the achievement of given objectives, namely the performance indicators both at the Banca Generali Banking Group and Generali Group level, as indicated in the letter of participation.

The terms, conditions and methods of the 2021 LTI Plan are described in the information document drafted pursuant to Article 84-*bis* of the Consob Rules for Issuers, which has been made available to the public in the manner and within the terms established by applicable regulations, and has been published on the Company's website (section "*Governance/AGM*").

With regard to the incentive system, it should be noted that it calls for a portion (25%) of the variable remuneration of Banca Generali Group's Key Personnel be disbursed through the free award of Shares according to the following allotment mechanism:

- (a) 60% of the bonus will be disbursed up front, during the year after the year of reference, 75% in cash and 25% in shares;
- (b) the payment of 20% of the bonus will be deferred by one year after the disbursement of the first portion: 75% in cash and 25% in shares;
- (c) the remaining 20% of the bonus will be further deferred by two years: 75% in cash, and 25% in shares.

The shares shall be subject to a retention period of one year.

The terms, conditions and methods of the incentive system are described in the information document drafted pursuant to Article 84-*bis* of the Consob Rules for Issuers, which has been made available to the public in the manner and within the terms established by applicable regulations, and has been published on the Company's website (section "*Governance/AGM*").

b) Restrictions on the transfer of securities (pursuant to Article 123-bis, paragraph 1, letter b) of TUF)

Apart from the current regulatory provisions on the ownership of shares in banks, as at the date of approval of this Report there are no other restrictions on the transfer of shares in the Company, without prejudice to the one-year retention period contemplated under the incentive system described above.

c) Significant interests in share capital (pursuant to Article 123-bis, paragraph 1, letter c) of TUF)

Shareholders holding more than 3% of the Company's share capital, directly and/or indirectly and including through third-party intermediaries, trust companies and subsidiaries, as per the Shareholders' Register and the notices received pursuant to law, as well as other information available to the company, as at the date of approval of this Report, are indicated in Table 1 of Attachment sub 1) to this Report.

d) Securities bearing special rights of control (pursuant to Article 123-bis, paragraph 1, letter d) of TUF)

As at the date of approval of this Report, Banca Generali has not issued securities conferring special rights of control and has not adopted provisions in its Articles of Association allowing multiple voting or increased voting rights.

e) Employee share scheme: mechanism for the exercise of the voting rights (pursuant to Article 123-bis, paragraph 1, letter e) of TUF)

There are no special mechanisms for the exercise of voting rights of shares held by employees.

f) Restrictions on voting rights (pursuant to Article 123-bis, paragraph 1, letter f) of TUF)

There are no restrictions on voting rights. Pursuant to Article 10 of the Company's Articles of Association and Article 23 of the Rules adopted by the Bank of Italy and by Consob by provision dated

22 February 2008, as further amended and extended, Shareholders with voting rights may attend the Meeting provided that:

- (a) they can provide legal proof of their entitlement to vote;
- (b) the notice from the intermediary responsible for keeping the accounts regarding the shares, in replacement of the deposit giving entitlement to attend the Shareholders' Meeting, has been received at the Company's registered office by the end of the third trading day prior to the date set for the first call of the Shareholders' Meeting, in accordance with Article 83-*sexies*, paragraph 4, of TUF, after the terms specified above, provided that it arrived within the start of the Shareholders' Meeting specifically called.

The voting rights attaching to treasury shares have been suspended (see letter a) above).

g) Shareholders' Agreements known to the Company (pursuant to Article 123-bis, paragraph 1, letter g) of TUF)

The Company is not aware of the existence of any significant shareholders' agreements within the meaning of Article 122 of TUF.

h) Change of control clauses (pursuant to Article 123-bis, paragraph 1, letter h) of TUF), and statutory provisions regarding takeover bids (pursuant to Articles 104, paragraph 1-ter, and 104-bis, paragraph 1 of TUF)

In 2021, there were no significant agreements that take effect, are amended or extinguished in the event of a change of control in the contracting company.

Previously, on 20 March 2018, Banca Generali signed, *inter alia*, with Generali Italia S.p.A. an insurance product distribution contract and with Assicurazioni Generali a licensing agreement, both containing change of control clauses. In this regard, reference is made to the detailed contents of the disclosure document drawn up in accordance with Article 5 of the "Regulations containing provisions relating to transactions with related parties" adopted with Consob Resolution No. 17221 of 12 March 2010, and subsequently amended by Consob Resolution No. 17389 of 23 June 2010, published on 27 March 2018 by the Issuer in accordance with the law and available for consultation on the Issuer's website under Governance/Corporate Documents/Related Party Transactions.

On 28 June 2019 and 19 December 2019, the Bank signed, respectively, an agreement for the provision of consultancy services with McKinsey & Company, Inc. Italy for the expansion project in Switzerland and an agreement for the outsourcing of critical important function FEI (i.e., IT Services) with Generali Shared Services S.c.a.r.l.⁽¹⁾, both containing change of control clauses.

The Articles of Association provide for no departures whatsoever from the passivity rule entrenched in Article 104, paragraphs 1 and 2, of TUF, and make no provision for the application of the neutralisation rules contemplated in Article 104-*bis*, paragraphs 2 and 3, of TUF.

i) Powers to increase the share capital and authorisation for the acquisition of treasury shares (pursuant to Article 123-bis, paragraph 1, letter m) of TUF)

The Board of Directors has not been empowered to increase the share capital within the meaning of Article 2443 of the Civil Code. The Board of Directors has not been vested with rights to issue participatory financial instruments.

Exclusively with the aim to provide the Company with the amount of shares needed to pay short- and long-term incentive (including compensation agreed upon in view of or in the event of early termination of the professional relationship) and loyalty-building tools, in compliance with the Banking Group's remuneration and incentive policies, on 22 April 2021 the Shareholders' Meeting, within the meaning

⁽¹⁾ It should be noted that the merger of Generali Shared Services S.c.a.r.l. into Generali Operations Service Platform S.r.l. resulted in a subjective change of the outsourcer with effect from 1 January 2021; accordingly, the original contract remained in effect under the law without discontinuity.

of Articles 2357 and 2357-ter of the Civil Code authorized the buy-back by Banca Generali of the acquisition of no more than 700,000 ordinary shares issued by Banca Generali S.p.A., of a nominal value of 1.00 euro each, as well as the disposal of the same, together with those acquired on the basis of previous authorisations to acquire treasury shares, subject to the following terms and conditions:

- (a) the authorisation is limited to acquisitions to be effected for the purposes specified in the related Illustrative Report of the Board of Directors to the Shareholders' Meeting;
- (b) the minimum purchase price of ordinary shares is not lower than the nominal value of the share, equal to 1.00 euro. The maximum purchase price does not exceed 5% of the reference price of the stock on the trading day preceding the day on which each buy-back is made; in any event, the Company purchased the aforementioned shares at a price not exceeding 45.077 euros per share, corresponding to the closing price of Banca Generali S.p.A.'s stock on 24 March 2021, prudentially increased by 50%;
- (c) authorisation for buy-back was granted for twelve months as of the date of approval of the Shareholders' Meeting's resolution, whilst authorisation for disposal was granted without any time limit whatsoever, and can be exercised in one or more tranches, in order to enable the achievement of the specified objectives;
- (d) the purchases were carried out within the limits of distributable profits and unrestricted reserves, as per the latest duly approved financial statements;
- (e) pursuant to Article 144-bis, paragraph 1(b), of Consob Rules for Issuers, the treasury shares were purchased in accordance with the operating procedures set forth in the organisational and operating rules of the markets themselves, so as to ensure equal treatment for all Shareholders. Accordingly, the acquisitions were made exclusively, including in several tranches, on regulated markets organised and managed by Borsa Italiana S.p.A., pursuant to operating procedures established by the latter which do not allow for the direct matching of buy orders with pre-placed sell orders.

The same Shareholders' Meeting also established that the treasury shares may be granted, in whole or in part, without any time limit whatsoever and free of charge, to the personnel identified by banca generali as falling within the category of key personnel pursuant to the applicable laws and regulations and those identified as key personnel by subsidiaries that are required to adopt specific remuneration policies in compliance with local and/or industry regulations, the beneficiaries of the 2021 Network Loyalty Plan and the beneficiaries of the long-term incentive plan called 2021 LTI Plan – provided that any and all regulatory requirements and conditions have been duly met –, as well as for the purposes of the payment of the variable component of remuneration – provided that any and all regulatory requirements and conditions have been duly met – and the consideration agreed upon, in compliance with applicable legislation, in view or in the event of early termination of the professional relationship or the position held.

On that occasion, the Shareholders' Meeting granted the Chief Executive Officer the power, with possible sub-delegation, to identify the reserve funds to compose the negative item in equity, as contemplated under Article 2357-ter of the Civil Code. In accordance with legal provisions, as well as to also use treasury shares that, at present, are already held by the Company, for the purposes specified herein.

At 31 December 2021, the Company held 2,219,469 treasury shares.

l) Direction and coordination (pursuant to Article 2497 et seq. of the Civil Code)

Banca Generali is part of the Generali Group.

The parent company Assicurazioni Generali S.p.A. ("**Assicurazioni Generali**") exercises direction and coordination over the Company pursuant to and within the meaning of Article 2497 et seq. of the Civil Code.

Assicurazioni Generali exercises its management and coordination powers by, *inter alia*, making recommendations to the Shareholders' Meeting of Banca Generali in respect of appointments to Banca Generali's Board of Directors; imparting instructions on the composition of the administrative organs

of the Company and its subsidiaries; laying down the deadlines and procedures for drawing up the Generali Group's budget and strategic plan in general; issuing guidelines and instructions on the disclosure of operations and accounting information, in order to ensure the consistence, timeliness and correctness of the information disclosed by or regarding the Generali Group; issuing guidelines in respect of third parties, requiring certain categories of transaction to be subjected to prior authorisation from Assicurazioni Generali's Board of Directors.

It is hereby confirmed that the conditions provided for by Article 16, paragraph 1, the Consob Rules for Issuers, and it is specifically stated that:

- (a) the disclosure obligations pursuant to Article 2497-*bis* of the Civil Code have been complied with;
- (b) the company can autonomously negotiate with customers and;
- (c) the Company has no centralised treasury accounts with the company that exercises centralised management or with other companies of the Generali Group, unless it is in the interest of the company;
- (d) an audit and risk committee is in place, composed of independent directors only (Section 9) and a board of directors composed of a majority of independent directors (Section 4.3).

With regard to further information as per article 123-*bis* of TUF, it should be pointed out that:

- the information to be disclosed pursuant to Article 123-*bis*, paragraph 1, subparagraph (i) ("*agreements between companies and directors, members of the control body or supervisory council which envisage indemnities in the event of resignation or dismissal without just cause, or if their employment contract should terminate as the result of a takeover bid*") is contained in the section of the Report focusing on Directors' remuneration (chapter 6), as well as in the 2021 remuneration and incentives report to be published pursuant to Article 123-*ter* of TUF;
- the information to be disclosed pursuant to Article 123-*bis* paragraph 1, subparagraph (l) ("*rules applying to the appointment and replacement of directors and members of the control body or supervisory council, and to amendments to the Articles of Association if different from those applied as a supplementary measure*") is set forth in the section of the Report focusing on the Board of Directors (Section 4) and in the section focused on the Shareholders' Meeting (Section 13).

3. COMPLIANCE (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER A), OF TUF)

Banca Generali was admitted for listing on the electronic share market (MTA) managed by Borsa Italiana S.p.A. in November 2006 ⁽²⁾, and on such occasion adopted the Corporate Governance Code. Lastly, as already announced in its Report on Corporate Governance and Ownership Structure 2020, Banca Generali has adopted the new CG Code having determined that bringing its corporate governance system (and that is to say, the framework of rules, principles and procedures making up a company's management and internal control system) in line with the international best practices of business administration to which the CG Code is inspired continues to be a basic pre-requisite for achieving the Company's goals. These objectives in fact include not only the maximisation of value for shareholders and customer satisfaction, but also the quest for excellence in terms of the transparency of decision-making processes, the efficiency of internal control systems and the probity and rigour in related party and connected party transactions and/or transactions entailing a potential conflict of interests, as well as constant professionalism, probity and respect in all relationships with shareholders, customers and, in general, all the Company's stakeholders. In fact, the Company is aware that the ability to set efficient and effective operating rules is a key factor in reinforcing the perception of business reliability. With this purpose, the Board meeting on 25 September 2020 accordingly updated its own Internal Code of Conduct (the document is available for consultation on the Issuer's website under "Governance/Corporate Documents/Company Regulations"). The Code sets out the minimum standards of conduct to be observed in relations with colleagues, customers, competitors, suppliers and other stakeholders. Therefore it contains, *inter alia*, explicit rules and principles relating to Corporate Social Responsibility, the promotion of diversity and inclusion, safety and health in the workplace, the protection of company assets, fair competition and antitrust and the fight against corruption and bribery.

The CG Code is available to the public on the Corporate Governance Committee's website at <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020-eng.en.pdf>

Please refer to the following sections of this Report for an account of how the Bank applied the principles and recommendations of the CG Code in the year ended 31 December 2021.

It is specified that neither the Issuer nor its subsidiaries are subject to non-Italian legislation affecting the Issuer's corporate governance structure.

⁽²⁾ As of 20 March 2017, Banca Generali was included in the FTSE MIB index

4. BOARD OF DIRECTORS

4.1 ROLE OF THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER D), TUF)

The Board of Directors plays a central role in the Company's corporate governance system.

As the strategic oversight body, the Board of Directors in fact guides the Company in pursuing its sustainable success, which consists in creating long-term value for the benefit of Shareholders, taking into account the interests of other stakeholders relevant to the Company, formulating consistent strategies for the Bank and the Banca Generali Banking Group accordingly and verifying and monitoring the implementation on an ongoing basis.

Please refer to the box below for information regarding the Board's specific functions, including those of formulating the Company's strategies, and the subsequent sections of this Report with regard to the Bank's corporate governance system and the dialogue promoted with the shareholders and other stakeholders relevant to the Company.

The Board of Directors, tasked with strategic supervision, is vested with full powers of ordinary and extraordinary management of the Company. It has the authority to resolve on all matters pertaining to the corporate purpose that are not reserved to the exclusive competence of the Shareholders' Meeting. The Board is the only corporate organ empowered to pass resolutions on: the setting up or closure of secondary offices; appointment of the Board members vested with powers of corporate representation and signature; mergers in the cases permitted under law; and the amendment of the provisions of the Articles of Association that may be incompatible with new imperative regulatory requirements.

In particular, pursuant to the Rules of the BoD and Committees (to which the reader is referred for any defined terms):

1. As the strategic oversight body, the Board of Directors:

- (i) guides the Company in pursuit of its sustainable success, formulating the strategies of the Company and the Banca Generali Banking Group of which it is the parent company, in addition to constantly verifying and monitoring their implementation; in formulating company strategies, the Board of Directors, as the strategic oversight body, takes the following aspects into account: (a) monitoring and management of non-performing loans and approval of policies for managing them; (b) the adoption, if any, of business models, applications, processes or new products, including in partnership or outsourcing, associated with the offering of high-tech financial services (fintech); (c) the risks of money-laundering and terrorist financing in consideration, including, *inter alia*, the activity performed, the customers and the geographical areas of reference; (d) sustainable finance goals and, in particular, the integration of environmental, social and governance (ESG) factors into company decision-making processes; (e) the risks, and in particular the legal and reputational risks, arising from any associated or instrumental activities carried out; (f) the definition and proper implementation of funding policies, including with regard to the type of households/investors involved, including planning and choices relating to compliance with regulations governing minimum requirements for own funds and eligible liabilities (MREL);
- (ii) is responsible for defining the Bank's overall governance structure, approving its organisational structure, verifying that it is properly implemented and promoting timely corrective measures in response to any deficiencies or inadequacies.
- (iii) promotes dialogue with the company's shareholders and other relevant stakeholders in the most appropriate forms. To this end, by proposal of the Chairman, together with the Chief Executive Officers and with support from the Appointments, Governance and Sustainability Committee, the Board of Directors adopts and describes, in its corporate governance report, a policy for managing dialogue with the shareholders at large that also takes account of the engagement policies adopted by institutional investors and asset managers.

2. In addition, in accordance with the provisions of the Articles of Association, the Board of Directors:

- (i) is vested with full powers of ordinary and extraordinary management of the Company. It has the authority to resolve on all matters pertaining to the corporate purpose that are not reserved to the exclusive competence of the Shareholders' Meeting by applicable legislation.

- (ii) is the only corporate organ empowered to pass resolutions on the setting up or closure of secondary offices, and for appointing the Board members invested with powers of corporate representation and signature on mergers and, in the cases permitted under law, on the amendment of the provisions of the Articles of Association that may be incompatible with new imperative regulatory requirements.
- (iii) has exclusive authority, in addition to its powers that cannot be delegated under the law, to take decisions regarding:
- (a) establishing the general management policies, approving the Company's strategic lines, plans and transactions, approving the Company's industrial and financial plans and the transactions of considerable economic, capital and financial importance, including with Related and Connected Parties; (b) appointing, when it sees fit, a General Manager, Joint General Managers and Deputy General Managers, assigning their relative powers and deciding upon their retirement; (c) appointing the Head of Internal Audit, after having heard the opinion of the Board of Statutory Auditors; (d) appointing the Compliance Manager, after having heard the opinion of the Board of Statutory Auditors; (e) upon hearing the Board of Statutory Auditors, the appointment and dismissal of the Manager in charge of the company's financial reports, the determination of the powers and resources thereof, as well as the supervision of the tasks carried out by the same and monitoring of actual compliance with administrative and accounting procedures; (f) authorising company representatives fulfilling managerial, executive and control roles and the other parties identified by law to perform transactions or assume obligations of any kind with the Company or to carry out direct or indirect sales and purchases; g) purchasing or selling shareholdings that cause changes in the Banca Generali Banking Group or controlling or associative shareholdings; selling companies and/or company business lines; entering into agreements pertaining to joint ventures or strategic alliances; (h) approving the organisational structure and any and all amendments to internal rules and policies; periodically verifying that the organizational structure clearly and consistently defines tasks and responsibilities; (i) carrying out periodic checks to ensure that the internal control structure is respectful of the principle of proportionality and complies with strategic guidelines, and that internal control functions are afforded a sufficient degree of independence within the organisational structure and are endowed with adequate resources to allow them to function properly; (l) carrying out checks to ensure that the system of information flows is adequate, complete and timely; (m) drawing up guidelines for the recruitment and internal placement of Company executives; (n) verifying that the incentive and remuneration systems of those who hold top positions in the organisational structure take in due consideration the policies aimed at risk containment and operate in accordance with the Bank's long-term objectives, its corporate culture, and its overall corporate governance and internal control structure; (o) creating any committees or commissions with control, investigation, consultation, recommendatory or coordination functions, also for the purpose of ensuring that corporate governance complies with prevailing recommendations on the matter, establishing the components, duration, powers and authority of said committees or commissions at the time they are set up; (p) ongoing monitoring to ensure that the system of information flows amongst corporate organs is adequate, complete and timely; (q) approving related party and connected party transactions, in accordance with the provisions set forth in the procedure adopted by the Company in compliance with applicable regulations governing Related Party and Connected Party Transactions. The Board of Directors may approve highly significant Related Party and Connected Party transactions, even in disregard of the contrary advice of the independent auditors, provided that the transactions in question are authorised by the Shareholders' Meeting, within the meaning Article 2364, paragraph 1, subparagraph 5 of the Italian Civil Code, pursuant to a resolution passed with the majorities contemplated in applicable regulations, and in accordance with the procedure adopted by the Company with regard to related party transactions.
- (iv) The actual discharge of the functions listed in letters h), i), l) and p) above may be delegated, by the relevant organs, to the Managing Director, if appointed.
- (v) The Board of Directors of the Bank, in its capacity as parent company of the Banca Generali Banking Group, is also vested with exclusive competence over resolutions concerning the purchase and sale of shareholdings by subsidiaries belonging to the banking group, as well as the establishment of

the criteria for coordinating and managing the banking group companies and for implementing the instructions issued by the Bank of Italy in the interest of the stability of the Banca Generali Banking Group. Moreover, the Board of Directors may delegate decision-making powers, within pre-set limits, on matters concerning credit disbursement and management and current corporate operations to Company directors and employees according to their role or level, either individually or in committees, which may also be made up of employees from companies belonging to the Banca Generali Banking Group.

(vii) On at least a quarterly basis, the delegated bodies will report to the Board of Directors and to the Board of Statutory Auditors on management performance and on the activities performed by the Company and by its subsidiaries, on the business outlook, on the most significant economic, financial and equity transactions implemented by the Company and its subsidiaries, particularly relating to the transactions in which the Directors have own or third-party interest, or are influenced by the subject that exercises direction and coordination, as well as on decisions on the matter of credit disbursement and management, on which a report containing global figures must be provided. The Board of Directors will also determine the methods and frequency with which the other most important decisions taken by those to whom current management is delegated must be reported to the Board itself.

3. In addition to the functions listed in point 2 above, and in accordance with the Supervisory Provisions, the Board of Directors is responsible for:

- (i) approving the Bank's organisational and corporate governance structure, ensuring a clear distinction of duties and functions and the prevention of conflicts of interest;
- (ii) approving their accounting and reporting systems;
- (iii) supervising the Bank's public reporting and disclosure process;
- (iv) ensuring effective dialogue and discussion with the Chief Executive Officer and General Manager and the heads of the main company functions, verifying the choices and decisions that they make over time;
- (v) resolving on the acquisition and disposal of Strategic Equity Investments;
- (vi) approving, re-examining and updating the recovery plan, as well as modifying and updating it when requested by the supervisory authority;
- (vii) adopting, at the request of the supervisory authority, the changes to be made to the activities, organisational structure or company form of the Bank or Banca Generali Banking Group, or the other measures necessary for achieving the aims of the recovery plan, as well as eliminating the causes that form the basis for early intervention;
- (viii) deciding to adopt a measure provided for in the recovery plan or refraining from adopting a measure, despite the circumstances for so doing being met;
- (ix) approving a policy for the promotion of diversity and inclusion;
- (x) defining and formalising the plans aimed at ensuring the orderly succession in top positions (e.g., Chairman of the Board of Directors, Chief Executive Officer and General Manager) and the top management in the event of termination due to end of mandate or any other reason, in order to ensure business continuity and prevent economic and reputational consequences;
- (xi) drafting and submitting the remuneration and incentive policy to the Shareholders' Meeting at least annually and is responsible for the proper implementation of that same policy. Within this framework, inter alia: (a) it determines the scope of Key Personnel and approves the outcome of any procedure to exclude Key Personnel (pursuant to Part One, Title IV, Chapter 2, Section I, Paragraph 6.1 of the Supervisory Regulations) and periodically revises the related criteria; (b) it ensures that the remuneration policy is adequately documented and accessible within the company structure and that personnel are aware of the consequences of any violations of the law, codes of ethics or codes of conduct; (c) it ensures that the competent company functions (in particular: risk management, compliance, human resources and strategic planning) are adequately involved in the process of formulating remuneration and incentive policies in such a way that ensures an effective contribution and preserves the autonomy of judgement of the functions required to perform ex post

controls; consequently, the involvement of compliance in this phase consists of expressing an assessment of the compliance of the remuneration and incentive policies with the regulatory framework; (d) it approves the criteria for formulating the remuneration of all Key Personnel, as identified from time to time by the Board of Directors; (e) it formulates the remuneration and incentive systems for at least the following individuals: executive directors; general managers; joint general managers, assistant general managers and similar personnel; the heads of the main business lines, company functions or geographical areas; those who report directly to the strategic supervision, management and control functions; Key Personnel and managers and higher-level personnel of company control functions; (f) it ensures that such systems are consistent with the Bank's overall decisions in terms of assumption of risks, strategies, long-term goals, corporate governance structure and internal controls; (g) it ensures, *inter alia*, that remuneration and incentive systems are suited to ensuring compliance with the provisions of laws, regulations, the Articles of Association and any codes of ethics or of conduct, while also promoting behaviour in accordance with them.

- (xii) establishing rules of professional conduct for Bank personnel, including through a code of ethics or similar instruments, ensuring it is implemented and monitoring personnel's compliance with it. It also specifies the operating procedures and controls aimed at ensuring compliance with the rules of professional conduct, including by indicating inadmissible conduct, which includes the use of false or inaccurate information and the commission of financial or tax offences;

it is understood that the competencies set out in points (i) to (ix) cannot be delegated.

4. In addition to the competencies listed in the foregoing points, the Board of Directors, in consideration of, *inter alia*, the other principles and recommendations of the CG Code and the concrete needs arising from the characteristic structure of the Company and the Banca Generali Banking Group's governance:

- (i) examines and approves the business plan of the Company and the Banca Generali Banking Group, including in the light of the analysis of material themes for generating long-term value, conducted with the potential support of the competent internal board committees;
- (ii) periodically monitors the implementation of the business plan and assesses the general operating performance, periodically comparing planned and actual results;
- (iii) determines the nature and level of risk compatible with the company's strategic objectives, including in its assessments all elements that may be relevant in view of the Company's Sustainable Success;
- (iv) formulates the Company's corporate governance system and the structure of the Banking Group that it controls and assesses the adequacy of the organisational, administrative and accounting structure of the Company and its subsidiaries of strategic importance, with particular regard to the internal control and risk management system;
- (v) deliberate upon the transactions of the Company and its subsidiaries, where such transactions are of material importance to the issuer from the standpoint of strategy, financial performance or financial position, and, to that end, establish general criteria for identifying transactions of material importance;
- (vi) in order to ensure the proper management of company information, adopt, on the proposal of the Chairman in concert with the Chief Executive Officer, a procedure for the internal management and external disclosure of documents and information pertaining to the Company, with special regard to insider information.
- (vii) resolves on proposals relating to the appointment, revocation and remuneration of directors with particular positions at companies in which the Bank holds a Strategic Equity Investment, pursuant to Article 2389 of the Italian Civil Code, as well as the general managers and executives with strategic responsibilities of such companies;
- (viii) approves the formulation of personnel considered top management.
- (ix) identifies an internal executive member and tasks him or her with implementing the laws, regulations and administrative rules required to comply with Directive 2015/849/EU on the prevention of money laundering in national legislation, including the corresponding policies and procedures on the prevention of money laundering and terrorist financing within the entity and

its administrative body, it being understood that the latter retains overall liability as a whole.

4. Pursuant to the MEF Decree, the Board of Directors is responsible for conducting the fitness assessment, in accordance with the above Decree and the Fit & Proper Policy (adopted by Banca Generali), of the heads of the main company functions (i.e., the heads of the anti-money laundering, compliance, risk management and internal auditing functions, as well as the Chief Financial Officer and, where distinct from the latter, the executive in charge of preparing company accounting documents pursuant to Article 154-*bis* of the TUF).
5. For information regarding the internal control and risk management system, refer to the competencies of the Board of Directors, as thoroughly listed in Article 17 of the Rules of the BoD and Committees and recalled in Section 9 of this Report.

Finally, it should be noted that during the Year the Board of Directors adopted a policy for managing shareholders' engagement (in line with the provisions of Bank of Italy Circular 285 and Recommendation 3 of the CG Code). See Section 12 of the Report for the details.

4.2 APPOINTMENT AND REPLACEMENT OF THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE 123- BIS, PARAGRAPH 1, LETTER L) OF TUF)

Pursuant to Article 15 of the Articles of Association, the Company is managed by a Board made up of no less than seven and no more than twelve members, appointed by the Shareholders' Meeting after determination of the number of members. Members of the Board of Directors hold office for a maximum of three financial years. Their term ends on the date of the meeting approving the financial statements of the last financial year of said term and they are eligible for reappointment. If appointments are made during the period of office, the term of the newly elected officers comes to an end together with the serving officers.

Board members must possess the legal requisites also, within the limits established by law, in terms of independence.

The provisions of the TUB and the MEF Decree, as well as any further implementing regulations in force from time to time also apply to Banca Generali as an Italian bank, considering that the fitness of company officers plays a central role in the corporate governance structures of banking intermediaries, thus contributing crucially to the sound and prudent management of the intermediaries concerned. In particular, Article 26 of the TUB requires that the officers of banks be fit to perform their duties and charges the Ministry of the Economy and Finance with, *inter alia*, identifying, by decree adopted in consultation with the Bank of Italy, the fitness requirements and criteria that they have to meet, the limits on simultaneous positions that they may fill, the situations that entail temporary suspension from duty and the duration of such suspensions. Within this framework, the MEF Decree entered into effect on 30 December 2020, enacting a thorough, significant reform of the rules for the requirements of company officers that defines criteria for proper conduct (in addition to personal integrity requirements) and competence (in addition to professionalism requirements), as well as independence of judgement, adequate collective composition of boards, time committed and, for banks of greater size, the limits on simultaneous positions.

The provisions of the MEF Decree apply to boards elected after the date of entry into force of the above-mentioned Decree and therefore to the appointments resolved upon by the Shareholders' Meeting held on 22 April 2021.

The Directors must also take account of the provisions of Article 36 of Legislative Decree No. 201 of 6 December 2011, converted with amendments by Law No. 214 of 22 December 2011, and containing provisions regarding "interlocking personal shareholdings in the credit and financial markets", whereby it is prohibited for "*office holders in management, supervisory and control bodies and senior management in enterprises or groups of enterprises operating in the credit, insurance and financial markets to take on or perform similar offices in competing enterprises or groups of enterprises*" (known as the interlocking ban). Holders of incompatible offices must notify the option taken within a period of 90 days from appointment. After such period, both positions shall be lost. In this regard, all the members

of the Board of Directors in office were found to comply with the prohibition of interlocking requirement.

Without prejudice to the obligations imposed by Article 2391, paragraph 1, of the Italian Civil Code, the Directors refrain from resolutions in which they have an interest in conflict of interest, on their own account or on account of third parties. The Director is barred from assuming obligations and/or effecting trading transactions of any nature or kind whatsoever with the bank where the aforementioned functions are performed, unless approved by resolution passed by the administrative body, unanimously and with the abstention of the persons concerned and with the unanimous vote of all the members of the control body, without prejudice to the obligations set forth by the Civil Code regarding the directors' interests, as well as related party transactions.

Members of the Board of Directors are appointed on the basis of lists of candidates. Those shareholders who alone or in conjunction with other shareholders represent the percentage of share capital envisaged for the Company by current applicable regulations are entitled to submit a list. As established by Article 144-*quater* of the Consob Rules for Issuers, this percentage is currently 1.00%. The appointment mechanism based on the so-called voting lists ensures transparency, as well as timely and adequate information on the personal and professional profiles of the candidates for directorships.

In order to ensure that the administrative bodies includes persons capable of ensuring that the role assigned to them is discharged effectively, the Board of Directors, with the advisory support of the Nomination, Governance and Sustainability Committee, shall *(i)* define in advance the professional expertise required to achieve this result, *(ii)* define the qualitative and quantitative composition of company bodies (determining and justifying the theoretical profiles of candidates considered suitable, including as regards professional qualifications and independence) in relation to the bank's characteristics and *(iii)* verify that the outcome of the appointment process complies with the provisions on the optimal qualitative and quantitative composition, and *(iv)* subject the composition and functioning of the Board to periodic self-assessment. The results of the above analysis under *(i)* and *(ii)* shall be submitted to the shareholders' attention in a timely manner so that the process of selecting and appointing candidates may take account of such indications.

In fact, pursuant to CG Code Recommendation 23, the outgoing Board of Directors, in view of its renewal, expresses guidance on its own optimal qualitative and quantitative composition, taking account of the results of the self-assessment process. The guidance of the outgoing administrative body: *(i)* is published on the company's website suitably in advance of the publication of the notice of calling of the shareholders' meeting called to renew it; and *(ii)* identifies the management and professional profiles and competencies deemed necessary, including in light of the characteristics of the company's sector, considering the diversity criteria indicated by the CG Code and the guidance expressed regarding the maximum number of positions.

Similarly, in line with Bank of Italy Circular No. 285, the Board of Directors establishes in advance its ideal qualitative and quantitative composition defining, with a statement of grounds, the requirements candidates ought to appropriately meet in theory — including in terms of professionalism and independence.

Finally, Article 12 of the MEF Decree provides that each body — thus to be construed as referring to both the Board of Directors and the Board of Statutory Auditors — identify its optimal qualitative and quantitative composition in advance. Specifically, Article 11 of the MEF Decree provides that the composition of governance and control bodies must be adequately diversified, so as to: *(i)* foster dialogue and discussion within the bodies; *(ii)* facilitate the emergence of various approaches and perspectives in analysing issues and taking decisions; *(iii)* effectively support company processes for formulating strategies, managing activities and risks and monitoring the actions of top managers; and *(iv)* take account of the diverse interests that contribute to the bank's sound and prudent management.

The process of designing this qualitative and quantitative profile must be the outcome of in-depth, formalised analysis. The results of such analysis shall be submitted to the shareholders' attention in a timely manner so that the selection of candidates may take account of the requested professional characteristics.

In the foregoing regulatory framework of reference, pursuant to the Articles of Association, each Shareholder, as well as *(i)* Shareholders belonging to the same group, the latter term being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of

Article 2359 of the Civil Code, and each subsidiary controlled by, or under the common control of the said party, or (ii) Shareholders who have entered into the same shareholders' agreement within the meaning of Article 122 of TUF, or (iii) Shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework, may submit, either on their own or jointly with other Shareholders, directly or through third party intermediaries, or trust companies, a single list of candidates, on pain of disqualification of the list. The lists must contain a number of candidates, capable of ensuring gender balance, no higher than the number of members to be elected, listed by progressive number with a specific indication of the candidates who meet the statutory requirements of independence. Each candidate may appear on only one list, upon penalty of ineligibility.

The lists submitted by shareholders must be filed at the registered office no later than twenty-five days prior to the date set for the Shareholders' Meeting in first call. Furthermore, the list will be available at the Company's registered office, on the corporate website and in any other forms required by applicable laws and regulations no later than twenty-one days prior to the date set for the Shareholders' Meeting in first call.

If the outgoing Board of Directors submits its own list, the Nomination, Governance and Sustainability Committee expresses an opinion on the appropriateness of the candidates proposed by the outgoing Board in exercise of its discretion. The list submitted by the outgoing Board must be lodged with the Company's registered office and published on its website, as well as using other means, no later than the deadlines imposed for such publication under applicable statutory and regulatory provisions. Within the term specified for the publication of the lists by the Company and in order to prove their entitlement to submit lists, shareholders shall file the documentation proving legal ownership of their shareholdings, in accordance with applicable laws and regulations, at the Company's registered office. Within the same term, shareholders who submitted the lists, shall also file at the Company's registered office: (i) information pertaining to the identity of the shareholders submitting the lists, with an indication of the percentage of share capital they jointly hold; (ii) exhaustive information on the personal and professional features of the candidates included in the list; (iii) a declaration by shareholders other than those who, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter; (iv) the declarations filed by each candidate, in which each candidate accepts his/her nomination and also certifies, under his/her own responsibility, the inexistence of causes of incompatibility and of ineligibility, possession of the requisites of integrity and professionalism which prevailing laws require for the office of director of the Company, as well as those of independence, if applicable, provided for by the law and by the codes of conduct promoted by companies managing regulated markets or by trade categories, to which the Company adheres.

Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of Article 2359 of the Civil Code, and each subsidiary controlled by, or under the common control of the said party, or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of Article 122 of TUF as further amended, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) have the right to vote only one list.

Should only one list be submitted all the members of the Board of Directors shall be appointed from the said list. Should, on the other hand, two or more lists be submitted, the first candidates on the list obtaining the greatest number of votes, equal to eight ninths of the number of members of the Board of Directors determined by the Shareholders' Meeting – with rounding down in the case of split number – will be elected Board members. In the case where the number of Board members belonging to the gender less represented, and appearing on the list that obtained the highest number of votes, is lower than the number required under applicable statutory provisions, the elected candidate with the highest serial number, and belonging to the more represented gender, shall be excluded. The eliminated candidate shall be replaced by the following candidate belonging the gender less represented and appearing on the same list as the eliminated candidate. In the case where it is not possible to draw from the list obtaining the highest number of votes, the required number of Directors belonging to the gender less represented, the Board seats in question will be filled by appointments made by the Shareholders' Meeting, by majority vote. The remaining directors will be taken from other lists, not linked in any way, not even indirectly, with the shareholders who submitted or voted for the list which gained the highest number of

votes, and to this end the votes obtained by said lists will subsequently be divided by one, two, three and so on, according to the number of directors to be elected. The ratios obtained in this way will be progressively assigned to the candidates of each of the lists, according to the respectively established order of said lists. The ratios thus attributed to the candidates of the various lists will be set out in a single decreasing list. In the event of votes being equal between two or more lists, the younger candidates will be elected until all the posts to be assigned have been filled.

Should at the end of voting it emerge that a sufficient number of independent directors, within the meaning of applicable regulations, has not been elected, the director bearing the highest serial number in the list that obtained the greatest number of votes, and who does not meet the requirements of independence, shall be replaced by the next candidate on the same list, who does meet the said requirements. If necessary, this procedure shall be repeated until all the vacancies of independent directors on the Board, have been filled. Should it not be possible to cover all the vacancies on the Board, even after following the procedure mentioned above, the Shareholders' Meeting shall immediately proceed with the appointment of the remaining directors, at the proposal of the shareholders in attendance and by resolution approved by simple majority.

Upon the conclusion of the appointment process, the Board of Directors (with the advisory support of the Nomination, Governance and Sustainability Committee) shall conduct a thorough, formal review that the actual outcome of the appointment process corresponds to the optimal qualitative and quantitative composition, in line, *inter alia*, with the applicable provisions of the MEF Decree.

If during the term of office one or more Board members should leave office for whatever reason, they will be replaced according to the procedures established by law. If the leaving director was taken from the minority list that had obtained the greatest number of votes, replacement will occur with appointment of the first eligible candidate taken from the same list as the outgoing director and willing to accept office and belonging to the same gender or, where this is not possible, with the appointment of the first eligible candidate who is willing to accept office and belonging to the same gender, and taken, in serial order, from the list to which the first unappointed candidate belonged. The term of the replacement director shall expire together with the term of the directors in office at the time of the replacement director's appointment to the Board.

Where it is not possible to proceed as described above, either because of too few candidates being presented on the lists or as a result of non-acceptance of appointments, the Board of Directors shall co-opt, within the meaning of Article 2386 of the Civil Code, a director selected by the Board in accordance with the criteria established under law. The director thus co-opted shall remain in office through to the next Shareholders' Meeting that shall either confirm or replace him following the ordinary procedures and with ordinary majorities, in departure from the list-based voting system mentioned in this Article 15.

The Board is also required to appoint a Secretary who need not necessarily be a Board member.

The rules set out in current legislation apply to changes to the Articles of Association.

Bearing in mind that Recommendation No. 24 of the CG Code leaves the decision of whether to adopt a succession plan for the Chief Executive Officer and the executive directors up to the discretion of the Board of Directors, on 15 December 2015, and lastly on 14 December 2016, in accordance with Bank of Italy Circular No. 285 that states "*Plans for the orderly succession of top managers (chief executive officer, general manager) in the event of the expiry of their terms of appointment or for any other reason or cause whatsoever, must be formalised within large or operationally complex banks, with a view to securing continuity of operations and avoiding economic and reputational repercussions*", the Board of Directors adopted the *succession planning policy* and the related succession plan.

It should also be noted, in this regard, that in 2018 Banca Generali introduced a thorough process of formulating a succession plan for all positions reporting directly to the Chief Executive Officer and for control functions. Since then the plan has been revised annually (most recently during the session of the Board of Directors of 17 December 2021), so as to ensure its sustainability and efficacy over time.

Accordingly, the succession plan policy establishes:

- (i) the methods of identifying replacements for the company members covered by the succession plan, if they are absent or unable to perform their duties, temporarily or permanently;

- (ii) the methods of identifying potential replacements for the company members covered by the succession plan, if the individuals concerned resign;
- (iii) the company organs and other parties involved in preparing the succession plan;
- (iv) the methods and times according to which the succession plan is subject to revision;
- (v) the methods and times according to which succession is implemented.

With regard to point (iii) above, it is noted that the Board of Directors, with the support of the Nomination, Governance and Sustainability Committee, is the corporate body identified as the subject in charge of drawing up the succession plan.

As a result of the policy's revision in terms of succession planning, the Board of Directors, being aware that a succession plan provides continuity and certainty for business operations and for selecting the best possible replacements, allowing relevant decisions to be taken as part of a structured process, therefore carried out the annual review of the succession plan on 6 November 2018, 13 December 2019 and an additional more recent update on 17 December 2020 when it approved a Succession Plan for all positions reporting directly to the CEO, as well as for the Control Functions, in order to:

- ensure that the natural processes for the changeover of key professional staff or personnel occupying roles of responsibility is managed appropriately;
- safeguard business continuity in emergency situations;
- place the business and its sustainability at the centre in terms of managerial continuity;
- map the resources of value within the organisation, provide for their development in the short-medium term and ensure their loyalty.

More specifically the current plan covers the following officers:

- Chief Executive Officer;
- General Manager;
- Deputy General Managers;
- First management line;
- Heads of control functions.

The resolution was taken with the support of the Nomination, Governance and Sustainability Committee (and of the Internal Audit and Risk Committee only for the part regarding control function succession), which carried out a prior examination and analysis of the content to be submitted for the Board of Director's approval.

4.3 COMPOSITION OF THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER D) AND D-BIS), OF TUF)

The Board of Directors appointed on 22 April 2021, in office on the date of approval of this Report, is composed as follows:

- (i) **Executive Directors:** Gian Maria MOSSA;
- (ii) **Non-executive Non-Independent Directors:** Antonio CANGERI (Chairman), Azzurra CALTAGIRONE, Cristina RUSTIGNOLI;
- (iii) **Non-executive Independent Directors:** Lorenzo CAPRIO, Roberta COCCO, Massimo LAPUCCI, Annalisa PESCATORI and Vittorio Emanuele TERZI.

All directors appointed at the aforementioned Shareholders' Meeting of 22 April 2021 were appointed (i) in accordance with above legislative framework of reference and thus chosen in keeping with the relevant professionalism, integrity and independent judgement requirements, as well as criteria of competence, propriety, time committed and limits on cumulative positions; and (ii) in line with the indications in this regard on the optimal qualitative and quantitative composition of the Board of

Directors approved and published on 23 February 2021 by the outgoing administrative body “**Qualitative and Quantitative Profile of the BoD**”).

In this context, it should be noted that five members of Banca Generali’s Board of Directors have been found to satisfy applicable independence requirements, in accordance with the principles set forth in the MEF Decree and the CG Code (issued by CONSOB in Notice No. DEM/10078683 of 24 September 2010, and equivalent to the standards contemplated in Article 148, paragraph 3, of TUF) and pursuant to Article 16, paragraph 1, subparagraph (d) of CONSOB Rules on Markets.

During the meeting held on 11 May 2021, the Board of Directors ascertained, following an inquiry by the Nomination, Governance and Sustainability Committee, the satisfaction of the requirements and legal criteria — and particularly those imposed by the MEF Decree — for Directors and the absence of situations of impediment or suspension from filling their respective positions at Banca Generali, in accordance with applicable laws and regulations, as well as the overall fitness and collective composition of the Board of Directors, including the compliance of its composition with that of the Qualitative and Quantitative Profile of the BoD previously identified by the outgoing administrative body. The assessments were carried out based on the documents submitted and the statements made by the Directors, as well as the information available to the Company. The results of these verifications were reported to the market and then transmitted to the Supervisory Authority, which validated that they were well-founded.

The Company’s Board of Directors in office at the date of approval of this Report was appointed through the list voting system by the Shareholders’ Meeting held on 22 April 2021 and the term will end on the date of approval of the financial statements for the year ending 31 December 2023. In this regard, it is reported that the nomination of members was proposed to the aforesaid Meeting once their number (nine) had been determined and the period of office fixed.

The Shareholders’ Meeting of 22 April 2021 appointed the members of the Board of Directors based on two lists submitted respectively by the majority shareholder Assicurazioni Generali S.p.A. and several Undertakings for Collective Investment in Transferable Securities under the aegis of Assogestioni.

The majority list submitted by Assicurazioni Generali S.p.A. included the following candidates: Antonio CANGERI, Gian Maria MOSSA, Cristina RUSTIGNOLI, Azzurra CALTAGIRONE, Annalisa PESCATORI (independent), Lorenzo CAPRIO (Independent), Massimo LAPUCCI (Independent), Roberta COCCO (Independent), and Angelo VENCHIARUTTI (Independent). Pursuant to Article 15 of the Articles of Association, the Shareholders’ Meeting elected as members of the Board of Directors the first 8 candidates included in the list submitted by Assicurazioni Generali S.p.A. with the favourable vote of 64.96% of the share capital represented and enjoying voting rights at the Shareholders’ Meeting, and the only candidate (Vittorio Emanuele TERZI) included in the list submitted under the aegis of Assogestioni – list not connected in any way, directly or indirectly, with shareholders who submitted or voted for the list that came first by number of votes – with the vote in favour of 34.97% of share capital present at the Shareholders’ Meeting and with voting rights.

On the same date, the Board of Directors met after the conclusion of the Shareholders’ Meeting and appointed Gian Maria MOSSA Chief Executive Officer.

Finally, Article 15 of the Articles of Association governs the methods of appointment of the Board of Directors, ensuring *inter alia*, an adequate presence of both genders, by applying a potential replacement mechanism, as represented in detail in paragraph 4.1. In addition, in the composition of the current Board of Directors, account was taken of Article 147-ter, paragraph 1-ter, of the TUF, as most recently amended by Law No. 160 of 27 December 2019, which requires observance of a criterion for the composition by gender of the administrative body whereby the less represented gender is reserved a share of at least two-fifths of the elected members, rounded up, where necessary, pursuant to Article 144-undecies¹, paragraph 3, of the Rules for Issuers, along with the indications set forth in Section IV, Chapter 1, Title IV, of the aforementioned Bank of Italy Circular 285, the provisions of the CG Code on gender balance and those of the Company Body Diversity Policy adopted by Banca Generali, while reserving a greater share (four Directors) than required by laws, regulations and corporate governance rules (one-third members of the less represented gender).

Tables 2 and 3 attached hereto to this Report indicates the members of the Board of Directors, the office covered as at 31 December 2021 and other information concerning them and their attendance at the

meetings of the Board and the Committees set up, as well as, in accordance with the provisions of the CG Code, evidence of the number of administration and control duties that Banca Generali's administrative body members have notified that they cover in other companies listed in regulated markets, pursuant to the MEF Decree.

In order to ensure that the Board of Directors includes persons capable of performing their roles effectively, with advisory support from the Nomination, Governance and Sustainability Committee, formulated the Qualitative and Quantitative Profile of the BoD on an ex-ante basis: the results of this analysis were reported to the shareholders in time for the candidate selection and appointment process to take account of these indications. Moreover, upon the conclusion of the process of appointing company bodies, the Board of Directors (with the advisory support of the Nomination, Governance and Sustainability Committee) checked, on 11 May 2021, that in all circumstances the actual result of the appointment process corresponds to the optimal qualitative and quantitative composition.

Brief information regarding the Directors' professional and personal characteristics is provided below.

Antonio CANGERI. Born in Rome on 18 June 1966, he was awarded a Degree in Law from LUISS University of Rome in 1990, and then a Master of Law (LLM) from the University of Munich in 1995. He has been admitted to the Italian bar association. He has been Group General Counsel with Assicurazioni Generali S.p.A. since 2012. From 2009 to 2012, he was Head of Group Compliance, after having begun his career at the Generali Group in 2006 as Head of Legal and Corporate Affairs and Compliance with Generali Investments Italia. Before joining the Generali Group, he worked at Banca Fideuram from 2000 to 2006 as Head of the General Secretariat. From 1996 to 1999, he worked in Deutsche Bank's Legal and Corporate Affairs Department. He was Secretary of the Board of Directors of Assicurazioni Generali S.p.A. from 2012 to 2014, and he occupied the same role within the Board of Directors of Banca Fideuram until 2006. He currently holds several positions as Chairman or Member in Supervisory Boards as well as Boards of Directors of several Generali Group companies.

Gian Maria MOSSA. Born in Milan on 8 November 1974. After graduating in Economics and Commerce, he gained a significant experience in RAS, first in the Risk Management & Asset Allocation sector, and later within the Sales and Marketing Departments. In 2006, he joined Banca Fideuram as Manager of Products Development. He held roles of increasing responsibility until being appointed Head of Marketing, Sales and Private Development Department, directly reporting to the CEO. He joined Banca Generali in 2013 as Joint General Manager and in April 2016 he was appointed General Manager. Since 20 March 2017 he has been Chief Executive Officer and General Manager of Banca Generali. He currently holds the position of Vice President of CSE s.c.ar.l. and member of the Board of Directors of Assoreti.

Cristina RUSTIGNOLI. Born in Monfalcone (Gorizia) on 11 February 1966, she graduated in Law from the University of Trieste. In 1999, she was licensed to practice law. After working at Cassa di Risparmio di Gorizia (now included in Intesa SanPaolo), in 2000, she joined Banca Generali where she held roles of increasing responsibility until becoming Central Manager, responsible for the Governance Area of the Banking Group. She is currently General Counsel of Generali Italia, Country Italy and of the Global Business Lines of Assicurazioni Generali, Chair of the Board of Directors of Generali Jeniot S.p.A. and Managing Director of Generali *Business Solutions*, Director of Alleanza Assicurazioni, Genertel S.p.A., GenertelLife and Generali Wellion, and, since 23 June 2016, Non-executive Director of Banca Generali.

Roberta COCCO. Born in Milan on 1 June 1966, in 1991, she was awarded a Degree in Foreign Languages and Literature with a specialisation in American Literature from the University Statale of Milan. In 1992, she obtained a Master's Degree in Marketing and Communication from ISFORP Academy (associated with the Italian Federation of Public Relations). After her first freelance working experiences, in 1991 she joined Microsoft Italy, where she occupied various positions within the Marketing Department until 2001. From 2001 to 2005, she was Marketing Communication Manager. In 2006, she was appointed Central Marketing Director. From October 2012 to January 2014, at Microsoft Western Europe, she was Director of Citizenship and Development of the National Plan, overseeing the design and planning of the implementation of social responsibility in Italy with the goal of establishing solid brand equity and a strong reputation with institutional stakeholders. From January 2014 to August 2016, as Director of the Development of National Plans for the Western Europe area, she promoted innovation projects for the development and implementation of the Digital Agenda with governments and institutions from the 12 countries in the area, from Portugal to Finland. From September 2016 to

October 2020, she was Councillor for Digital Transformation and Citizens Services (and General Services) of the Municipality of Milan. In 2010, she was awarded the title of Commander of the Order of Merit of the Italian Republic by Italy's President Giorgio Napolitano.

Azzurra CALTAGIRONE. Born in Rome on 10 March 1973, after receiving a degree in Art History in London, she began her career in 2000 at the Caltagirone Group, as Deputy Chair of Caltagirone Editore, a position she continues to fill today. She is currently Deputy Chairman of Caltagirone S.p.A., as well as of Cementir Holding N.V., Chief Executive Officer of *Il Messaggero* and Chair of *Il Gazzettino*. She sits on the boards of directors of Cementir Holding, other Caltagirone Group companies and Fondazione Musica per Roma. She has been a non-executive director of Banca Generali since June 2016.

Lorenzo CAPRIO. Born in Milan on 19 November 1957, he obtained a Degree in Economics from the University Cattolica del Sacro Cuore of Milan, where he is now a tenured professor of Corporate Finance and a member of the steering committee of the University Centre for the Social Doctrine of the Church. At this University, he also previously occupied the position of Director of the Department of Economics and Management. In the course of this academic career, he has also taught at the University of Ancona and the University of Lugano. He is a member of the scientific committees of the journals *Banca Impresa e Società* and *Journal of Management and Governance*. He is a founding partner of the accounting firm Benigno Caprio e Associati. His professional services focus on financial consulting and corporate valuation. He has 20 years of experience as a director and statutory auditor of listed companies, banks and insurance companies.

Massimo LAPUCCI. Born in Rome on 22 November 1969, he graduated in Economics at the La Sapienza University in Rome. After gaining extensive experience working in international management consulting firms, mainly in the banking and corporate finance sectors, among other things, he was Investment Director at “Sintonia S.A.” and M&A and Strategic Planning Manager at Ferrovie dello Stato Group. Currently, he is Secretary General of “Fondazione CRT” in Turin. He holds the same position at Fondazione Sviluppo e Crescita – CRT, focused on venture philanthropy and impact investing, and is also Managing Director of OGR-CRT, an international centre for innovation, business accelerator and contemporary culture. He has been an independent Director of Banca Generali since April 2015 and also has extensive experience on advisory boards and boards of directors in Europe and America, and at non-profit organisations. At international level, he served as Chairman of the European Foundation Centre in Brussels. He is also Deputy Chairman of ISI Global Science USA for big data and of Agenda Social Impact per l’Italia. Since 2006 he has been a World Fellow and lecturer at Yale University, USA

Annalisa PESCATORI. Born in Rome on 20 July 1964, Annalisa Pescatori is Equity Partner of the law firm Grimaldi Studio Legale. After graduating *magna cum laude* in Law through the “La Sapienza” University of Rome in 1988, she was admitted to bar in 1991 in Italy and obtained her licence to practice before the Italian Supreme Court in 2015. She is enrolled in the Milan Bar of Lawyers. In 1985, she earned a Diploma in Japanese Language and Culture through the Rome-based Italian Institute for the Middle and Far East (ISMEO). She has been serving as an independent Director of Banca Generali S.p.A. since April 2015. Before joining Grimaldi Studio Legale, she was Equity Partner at the Milan-based law firm Studio Tonucci from 2012 to 2014, and from 2002 to 2011 at the law firm Studio Legale Grimaldi e Associati. She acquired experience as a practicing lawyer with the law firms Clifford Chance and Studio Bonelli e Associati. From 1991 to 1996, she was employed at IMI-Istituto Mobiliare Italiano S.p.A., as legal counsel to the Corporate Finance Department, and on staff of the Deputy General Manager for Finance and the Finance and Equity Holdings Department.

Vittorio Emanuele TERZI. Born in Gravina di Puglia (Bari) on 16 August 1954, he graduated in Mechanical Engineering in 1979 and worked briefly at the EEC Environment Directorate in Brussels before joining Citibank in 1980 where he focused on wholesale banking and international project financing for 5 years. In 1985, he joined McKinsey & Company where was appointed Partner in 1990 and Director in 1996. In 1988 he managed the opening of the new offices in Rome. From 2004 to 2011, he was Managing Partner of McKinsey & Company’s Mediterranean Complex. In 2014, he founded the consultancy firm Terzi & Partners which specialises in advising corporations and financial institutions on business strategy, M&A, corporate finance, and governance. He has been an independent director of Banca Generali S.p.A. since April 2015 of Value Italy S.p.A. and Generali Italia S.p.A. In addition, he

is Past President of the American Chamber of Commerce in Italy, and Senior Advisor at BC Partners and Collier Capital.

– *Diversity criteria and policies in the composition of the Board of Directors and within the company's organisation*

Subject to the legal and regulatory provisions current from time to time, Banca Generali's Board of Directors, on 1 March 2018, adopted the "Diversity Policy for Members of Company Bodies" (the "**Diversity Policy**"), most recently updated on 23 February 2021.

Banca Generali recognises and reaps the benefits of diversity at the level of the Banca Generali Banking Group and its Company Boards, in all respects, including gender, age, qualification, competencies, training and professional background.

Accordingly, the Diversity Policy formally establishes the criteria and tools adopted by Banca Generali to ensure an adequate level of diversity of its company bodies, in accordance with the Diversity Policy adopted by the Generali Group and in compliance with applicable legislation, including regulatory and corporate governance-related legislation, the Articles of Association, the provisions of the Fit & Proper Policy adopted by Banca Generali and internal regulations.

The Diversity Policy formally lays down the criteria and methods of implementation currently adopted by Banca Generali to ensure an adequate level of diversity and inclusion among members of Company Bodies, with the aim of, inter alia: (i) fostering dialogue and discussion within the bodies; (ii) facilitating the emergence of various approaches and perspectives in analysing issues and taking decisions; (iii) effectively supporting company processes for formulating strategies, managing activities and risks and monitoring the actions of senior executives; and (iv) taking account of the diverse interests that contribute to the bank's sound and prudent management.

Banca Generali has always placed great emphasis on diversity and inclusion issues, regardless of the obligations imposed by primary legislation. It bears recalling, in this regard, that its Board of Directors includes four members of the less represented gender (*i.e.* more than those required under applicable law for the year in which the company bodies in office were renewed).

In this context, in line with the above-mentioned Diversity Policy, in addition to the mix of professional skills and companies with the instructions set out in the Qualitative and Quantitative Profile of the BoD, in order to ensure adequate balance of aspects of diversity and inclusion, Banca Generali:

- ensures proper turnover of Board members;
- has recommended that the Shareholders take into consideration candidates belonging to different age ranges;
- has recommended that shareholders consider the candidature of a suitable number of Directors who are already serving to ensure continuity of Board of Directors and Board Committee operations.
- has established that — where a different rate is not provided for by law — at least a third of Directors belong to the less represented gender;
- guarantees that the less represented gender will have access to the Board of Directors, establishing that the lists, apart from those including fewer than three candidates, must contain a sufficient number of candidates to ensure an adequate gender balance.

As regards diversification by age group in particular, the outgoing Board has decided not to set limits, believing that the age of the members of the Board of Directors constitutes an important element of diversity that, combined with the others, enriches and enhances the Board, contributing to forming a balance of experiences that otherwise would not be guaranteed.

All the aforementioned profiles were taken into due account by the shareholders, who presented a list on the occasion of the renewal of the administrative body on 22 April 2021, and were also duly ascertained on the occasion of the verification of the composition and collective fitness of the body elected with the indications of the outgoing Board of Directors contained in its qualitative and quantitative profile.

Lastly, it should also be noted that Banca Generali promotes activities and initiatives aimed at developing and enhancing diversity and inclusion in terms of gender and age, also with regard to senior managers and middle managers.

– *Limit on positions at other companies*

Article 1, paragraph 4, of the Rules of the BoD and Committees, with specific regard to the limits on the maximum number of positions that may be occupied by its members, as a listed bank (and thus of larger size and greater operational complexity), the Company adheres to the provisions of applicable legislation (including, for example, Article 17 of the MEF Decree), as described in further detail by the Fit & Proper Policy adopted by the Company and in effect at the time.

In line with the provisions of Article 17 of the MEF Decree, candidates for the office of member of the Board of Directors of banks of large size or operational complexity, like Banca Generali, cannot hold a number of positions in banks or commercial companies that exceeds one of the following alternative combinations ⁽³⁾:

- **1 executive position and 2 non-executive positions;** or
- **4 non-executive positions.**

It should also be noted that, for the purposes of recommendation No. 15 of the CG Code, the above limits also include any other positions on governance or control bodies of other listed, financial, or large companies.

In fact, pursuant to Article 17, paragraph 1, of the MEF Decree, relevant positions are those at banks or other "commercial" companies, as identified by the MEF Decree, which have as their object one of the activities set out in Article 2195, paragraph 1, of the Italian Civil Code (*i.e.*, industrial activity aimed at producing goods and services, intermediation in the circulation of goods, ground, water or air transport, banking or insurance activity and other activities ancillary to the foregoing). These also include companies having their registered office abroad and qualifying as commercial companies in application of the provisions of the relevant legal system of the country in which the registered office or head office is located. The positions cited in Article 18, paragraphs 1 and 2, of the MEF Decree are excluded from the calculation.

When calculating the limits on concurrent positions in question, account will be taken of the aggregation methods set out in Article 18 of the MEF Decree. Accordingly, a series of positions occupied in each of the following cases will be considered a single position: (a) within the same group; (b) at banks belonging to the same institutional protection system; (c) at companies not belonging to the group in which the bank has a qualified holding, as defined in Regulation (EU) 573/2013, Article 4(1)(36). Where more than one of the cases set out in the foregoing letters (a), (b) e (c) occur concurrently, the positions are summed cumulatively with one another. In the approach taken to concurrent positions, account will be taken of the consolidated situation on the basis of the scope of accounting consolidation. The set of positions counted as a single position is considered an executive position if at least one of the positions held in the situations set out in letters (a), (b) e (c) is executive; otherwise, it is considered a non-executive position.

In addition to the number of positions that a director of the Bank may occupy, in the alternative combinations cited above, mention should be made of the possibility, where the requirements set out in Article 19 of the MEF Decree are met, of assuming one additional non-executive position beyond the limits indicated above, provided that it does not undermine the director's ability to commit adequate time to the position within Banca Generali to discharge the requisite functions effectively.

On the basis of the information received from the directors, each year the Board identifies the positions of director or statutory auditor held by each at other companies and, generally, compliance with the quantitative and qualitative requirements for observance of the maximum number of positions and time available (in view of the nature and scope of any additional positions held as well as professional and working commitments of another kind). The directors inform the Company promptly of company

⁽³⁾ It should be noted that, for calculation purposes, the office held within Banca Generali is also considered, as established by Article 17, paragraph 2, of the MEF Decree.

positions acquired or discontinued during their term, as well as of changes in the interim that may affect their satisfaction of the above requirements, including for the purpose of allowing the administrative body to conduct the analyses and consequent assessments for which it is responsible under the MEF Decree.

In view of the foregoing, the following table shows the number of positions, as at the date of approval of this Report, occupied by each director on the basis of the criteria of the MEF Decree and cited in both the Rules of the BoD and Committees and the Qualitative and Quantitative Profile of the BoD. It bears remarking that the limit on concurrent positions of directors has been considered observed, given the applicable weights expressly permitted by the MEF Decree.

Name	Total number of positions held (*)	Number of relevant positions under the MEF Decree (**)
Antonio CANGERI <i>Chairman</i>	6 non-executive positions	2 non-executive positions (***)
Gian Maria MOSSA <i>Chief Executive Officer and General Manager</i>	1 non-executive position 1 executive position	1 executive position (***)
Roberta COCCO <i>Non-executive independent Director</i>	2 non-executive positions	2 non-executive positions
Azzurra CALTAGIRONE <i>Non-executive Director</i>	5 non-executive positions 18 executive positions	1 non-executive position (***) 1 executive position (***)
Cristina RUSTIGNOLI <i>Non-executive Director</i>	8 non-executive positions 1 executive position	1 executive position (***)
Lorenzo CAPRIO <i>Non-executive independent Director</i>	1 non-executive position	1 non-executive position
Massimo LAPUCCI <i>Non-executive independent Director</i>	5 non-executive positions 1 executive position	4 non-executive positions (***)
Annalisa PESCATORI <i>Non-executive independent Director</i>	3 non-executive positions	3 non-executive positions
Vittorio Emanuele TERZI <i>Non-executive independent Director</i>	3 non-executive positions 2 executive positions	2 non-executive positions (***) 1 executive position (***)

(*) Total number of positions, including the one held at Banca Generali, identified for the purposes of the declaration on the absence of cases of interlocking, including positions at companies listed on regulated markets, foreign and domestic, at financial, banking or insurance companies or companies of significant size.

(**) Total number of positions, including the one held at Banca Generali, regarded as relevant pursuant to the MEF Decree, including positions at companies listed on regulated markets, including foreign markets, at financial, banking or insurance companies or companies of significant size.

(***) Considering the weighting of positions pursuant to Articles 17 and 18 of the MEF Decree.

– **Induction Programme**

All Company Directors are fully aware of the duties and responsibilities attaching to their office and actively participate in initiatives designed to help them deepen their knowledge and grasp of Company operations and dynamics, so as to enable them to make fully informed decisions.

In addition, in accordance with (i) the provisions of Article 12 of the MEF Decree and (ii) the recommendations of the Supervisory Provisions for Banks, and (iii) in light of the EBA/ESMA Guidelines, the outgoing Board promotes the participation of the directors in specific training initiatives aimed at: (a) providing all directors with in-depth knowledge of the sectors in which the Bank and Group operate and ensuring the continuity of and protecting the experience gained over the years by the Board of Directors; and (b) conducting personalised follow-up inquiries on the basis of particular interests or responsibilities that an individual director may have within the internal Board Committees.

In this regard, in the indications that emerged from the Qualitative and Quantitative Profile of the BoD the Board had already expressed the desire that future directors — and in particular newly appointed directors — might benefit from an adequate induction process, in continuity with what was done in the past, and that the Bank might therefore promote ongoing training and induction initiatives, including those related to issues of company importance, topics bearing on sustainability and issues of strategic significance.

The Chairman therefore convened the Board of Directors informally to discuss and examine topics of particular interest considered to be strategic for the Company's and the banking group's development.

In addition to the ordinary meetings, these sessions allowed company bodies to gain further knowledge of the Bank's business, and thus to provide better informed and more incisive support for management of that business in view of the subsequent Board resolutions.

Induction meetings, at which the Board of Statutory Auditors was always present, provided an important opportunity for dialogue between management — including company control functions, depending on the subject discussed — and members of company bodies.

In 2021, seven induction sessions were held, addressed mainly to newly elected members, but open to all members of the Bank's administrative body and control body: in particular, the induction sessions were designed to provide an introductory overview of the Bank, of the group of which it is a part and the main sectors in which it operates, including focuses on the related products, the strategic plan being completed, the internal control and risk management system with several deep dives relating to corporate governance and the approach to sustainability and the business sector of reference.

In addition to the induction sessions, two strategy days were also held at the end of 2021, in view of the formulation of the Bank's new strategic plan for the three-year period 2022-2024: during these strategy days, the most significant aspects of the Bank's strategic development goals could be examined and explored collectively in order to incorporate all possible indications and suggestions from Directors and Statutory Auditors on finalising them.

4.4 FUNCTIONING OF THE BOARD OF DIRECTORS

In keeping, *inter alia*, with CG Code Recommendation 11, the Board of Directors adopted the Rules of the BoD and Committees, available from the Bank's corporate website in the section "*Governance/Corporate Documents*" in order to bring the rules of operation of the Board and Board Committees into line with the principles laid out in the Articles of Association, the provisions of Bank of Italy Circular 285 and the CG Code.

See the box below for further details.

The Rules of the BoD and Committees governs, *inter alia*: the appointment, composition and duties of the Board of Directors, the organisation and management of Board meetings, the handling of company information, aspects relating to the remuneration of directors, the internal control and risk management system, the management of the interests of Directors, including in the context of transactions with related parties and the management of Directors' relations with shareholders. The Regulation also governs the rules of operation of all internal Board Committees currently set up within it.

With regard to the specific rules on the management of company reporting, in particular:

- pursuant to Article 3 of the Rules of the BoD and Committees, the Chairman of the Board of Directors has crucial the crucial function of ensuring the good functioning of the Board, the internal dialectic and an adequate balance of powers, in line with the tasks assigned to him under the Italian Civil Code,

including with regard to the organisation of Board meeting proceedings and the circulation of information;

- ensures that pre-meeting information and complementary information provided during sessions is suited to enabling the Directors to act in an informed manner in performing their roles;
- ensures that: (i) documentation concerning the subject-matter on the agenda (or at least initial information on the subjects to be discussed) is brought to the attention of Directors suitably in advance of the date of the Board meeting; and (ii) documentation in support of resolutions, and in particular that provided to non-executive members, is adequate in quantitative and qualitative terms to the subject-matters on the agenda. More specifically:
 - (i) regarding the timeliness of the pre-board meeting information (respected during the year): items on the agenda dealing with reporting matters and/or matters requiring a resolution shall ordinarily be sent 5 (five) calendar days before the scheduled date of the meeting; if the items concern matters strictly pertaining to the Bank's business – and normally require prior discussion within the Management Committees (not within the Board of Directors) — they shall be sent 3 (three) calendar days prior to the scheduled date of the meeting; items providing information on economic/capital/statistic data as close as possible to the date of the meeting shall be sent 1 (one) calendar day prior to the scheduled date of the meeting. However, in the case of initiatives of an extraordinary or urgent nature, the evaluation is falls to the Chairman of the Board of Directors, who in such circumstances also must always ensure that the Directors are informed as promptly and thoroughly and possible of the contents of any proposals on the agenda, all in accordance with the duty of directors to be stay informed pursuant to Article 2381 of the Italian Civil Code;
 - (ii) as for the methods whereby pre-board meeting information is prepared and presented, for each item on the Agenda an illustrative report (executive summary) must be prepared containing the draft resolution and/or acknowledgement and a summary of its most significant and relevant content. This report is accompanied, as the case may be, by complete representative documentation relating to the subject and/or detailed report.

The Board meetings are held periodically and, in general, once a month in compliance with the statutory requirements and pursuant to a schedule of works defined on an annual basis. In 2021 the Board of Directors met 13 times. The meetings lasted about 3 hours and 45 minutes on average. In the year underway a total of 13 Board meetings are scheduled; from the beginning of the year to the date of this Report, 6 have been held.

The attached table 2, annex *sub-2*) provides information on the attendance of Directors at the Board meetings held in 2021. Absentee Directors provided justification for non-attendance.

Specific minutes are prepared for each session of the Board of Directors, signed by the Chairman of the meeting and the Secretary (or by the Notary, where so provided in applicable legislation). These minutes are normally subject to approval by the next meeting of the Board of Directors; in the interim, the resolutions passed may be implemented. The minutes of Board meetings remain available (along with the related appendices and documentation collected with the minutes) for consultation at the request of each of the Directors and members of the Board of Statutory Auditors.

In accordance with the Rules of the BoD and Committees and to encourage the development of mechanisms for the flow of information amongst and within company bodies aimed at achieving management efficiency and control effectiveness, the information flows involving company bodies are regulated by specific internal company rules, approved by the Board of Directors and most recently updated on 17 December 2021. The aforesaid document lays down the timetable, procedures and contents of the information to be provided to the corporate bodies in question, and identifies the persons and parties bound to submit appropriately exhaustive reports on a periodic basis and/or upon request. The formal rules governing the structure of information flows (in particular towards the Board of Directors and Board of Statutory Auditors) officially establish the consolidated reports already in use at the bank, which are typically systematic and well organised in terms of form and content. These reports satisfy the necessity of providing a timely flow of information to the Board with regard to the exercise of powers delegated. They are revised on an ongoing basis as necessitated by legislation or operations.

The preferred method for ensuring a flow of information towards Directors and Statutory Auditors is by

making written documents available in a timely manner, especially reports, explanatory notes, memoranda, presentations, reports prepared by the bank's organisational units, other public and non-public documentation and accounting documentation intended for publication. The information reported through the procedures set forth above are supplemented (and where necessary for reasons of confidentiality, replaced) by oral explanations provided to the Chairman, the Chief Executive Officer or members of the Bank top management, either at Board meetings or at informal gatherings open to Board members and members of the Board of Statutory Auditors, organised for the specific purpose of allowing the latter to discuss and acquire deeper insight into issues of interest in terms of the Bank's operations.

Apart from matters over which the Bank's Board of Directors is vested with exclusive powers of decision and approval pursuant to law and the Articles of Association, reports to the members of the Board of Directors and the Board of Statutory Auditors shall focus primarily on: (i) general business performance and foreseeable developments, with an indication of departures from previous forecasts; (ii) activities undertaken, with specific reference to transactions that could have a particularly significant impact on the company's balance sheet, income statement and/or cash flow, related and connected party transactions, and atypical, unusual or innovative transactions, and the risks associated with each of the above; (iii) the internal control system and the level of Bank's exposure to all significant types of risk; (iv) the performance of the products placed and the relevant returns; (v) the performance of lending activities; (vi) the performance of the bank's investing activities; (vii) any and all other activities, transactions or events deemed worthy of the attention of the Board of Directors and the Board of Statutory Auditors.

As an additional contribution to the promotion of methods for circulating information among the Company Bodies with the aim of achieving management efficiency and control effectiveness, at its first meeting of 2013, the Board adopted a digital application (updated during 2020) aimed at ensuring the secure distribution of digital documents to the members of Banca Generali Board of Directors and Committees, through iPad, tablets and PC platform. The application general features enable the exchange of documents without e-mails and printing on paper (with a view to environmental sustainability), while ensuring maximum security and confidentiality of the documents on the Board's agenda. In fact, (i) all communications to and from devices are encrypted, (ii) the authentication process involves the use of Personal Identification code (PIN), (iii) all documents on the devices (iPad, tablets, and/or PC) are encrypted and (iv) the documents cannot be retrieved and consulted without the application and the security key (in case the device is lost or stolen).

In keeping with the duties attributed to the Board by the Articles of Association and the supervisory regulations governing banks' activity in Italy, the Board of Directors, in addition to the tasks described in the different sections of this Report, performed, amongst other things, the following functions in the meetings held:

- a. deliberated periodically on the organisational structure of the Company and its functions that provide their services to the entire banking group of which the Company is the parent;
- b. examined general business trends, on a quarterly basis, especially in light of information received from the Chief Executive Officer and General Manager, as well as carried out quarterly comparisons of results achieved against expectations and forecasts.

The meetings of the Board of Directors may be held by telephone or video conference. Where the Chairman sees fit to do so, including upon the request of one or more directors, the executives of the Company and those of companies belonging to the Banking Group who are in charge of company functions competent with respect to the subject matter concerned participate in meetings of the Board of Directors in order to provide the appropriate further clarification regarding items on the agenda.

With regard to Banca Generali subsidiaries, in order to ensure that effective and efficient management and control systems are in place also at consolidated level, all the companies of the Banking Group are currently closely integrated with the Parent Company.

This integration is evident in:

- (i) the ownership structure, as the subsidiaries' share capital is fully owned by Banca Generali S.p.A. or Banca Generali S.p.A. holds a majority interest thereof;
- (ii) the composition of the governing and control bodies of the subsidiaries, whose members include

various officers of the Parent Company with a view to ensuring that the latter's guidelines are effectively and efficiently imparted so as to allow for sound business administration without jeopardising the decisional autonomy of subsidiaries, whilst also providing for a uniform level of care, caution and concern in assessing risk-containment mechanisms and the system of checks and balances. Joint meetings of the Boards of Statutory Auditors of Italian group companies are periodically held so as to keep risks in check;

(iii) the organisational, administrative and accounting layout, as well as the control system adopted for the subsidiaries, featuring the centralisation of certain key functions within the Parent Company.

In its capacity as parent company and as part of its powers of direction and coordination as per the Civil Code, and specifically in Articles 59 et seq. of TUB and Title I, Chapter II, of Bank of Italy's Circular No. 285, Banca Generali discharges, in respect of the subsidiaries belonging to the Banking Group, the management and coordination functions related to the administration of the Group as a whole, determining and imparting instructions on how best the common business purpose is to be pursued by all the individual operating units comprising the Group, whilst ensuring the autonomy of each of the companies belonging to the Banking Group. Given that, under the sector-specific regulations in question, the Parent Company is to serve as the point of reference for the Bank of Italy with regard to all supervisory issues at Group level, appropriate organisational structures have been set up to ensure the implementation of and monitoring of ongoing compliance with Bank of Italy instructions and provisions within all Group companies.

With regard to the amount of time dedicated by each director to performing his or her role within the Board, pursuant to Article 16 of the MEF Decree, the Qualitative and Quantitative Profile of the BoD bears an estimate to be regarded as a point of reference in assessing the minimum time needed to perform the assignment effectively.

In particular, it recalls that Members of the Board of Directors must ensure adequate time commitment to perform their duties at Banca Generali. It is also necessary to consider the commitment needed *(i)* to prepare for meetings, given the considerable subject-matter to be examined and the volume of the supporting documentation, as well as the time to travel from home to the location of the meeting and *(ii)* for participation in induction meetings, recurring training, in addition to any further offsite meetings during the three-year period.

In view of the above, the outgoing Board has prepared an estimate on the basis of the following criteria, which also consider those listed by the European Central Bank (and, in line with the prevailing interpretation, considering a day to be composed of eight working hours): *(i)* number of meetings, including induction meetings; *(ii)* average duration of meetings; *(iii)* time needed for due preparation to participate in the meetings; *(iv)* the time arising from the participation of directors on invitation to Committees of which they are not members; *(v)* the time needed for any transfer or preparatory activity in view of company events; and *(vi)* the nature of the specific position and responsibility of director.

The aforementioned estimate of time needed for each directorship, taking into account any cases of multiple positions — on the Board and/or one or more internal Board Committees — held by each director at Banca Generali, is available in the Qualitative and Quantitative Profile of the BoD, which may be consulted on the Bank's institutional website at: <https://www.bancagenerali.com/governance/agm>.

The verification of fitness performed by the Board of Directors in office with regard to the satisfaction of requirements by its members — which, pursuant to the MEF Decree, include availability of the minimum time needed for effective performance of the position at the Bank — yielded positive results. In other words, all members of the administrative body declared (and the Board duly confirmed) that they were able to dedicate at least the minimum time deemed sufficient to occupy the position effectively as determined by the outgoing administrative body. The results of the foregoing assessments were disclosed *(i)* to the market on 11 May 2021 by press release and *(ii)* to the Supervisory Authority, called on to examine them together with the supporting document; it validated the results.

Similarly, access to the necessary time by each member is also verified on an ongoing basis where events occur in the interim, as defined in the MEF Decree, of which due disclosure is given to the competent Supervisory Authority. During the year there were no such events compromising the satisfaction of this requirement by any of the directors.

4.5 CHAIRMAN OF THE BOARD OF DIRECTORS

The Bank of Italy's Circular No. 285 highlights the importance of the role of the Chairman of the Board of Directors who is in charge of promoting internal debate, ensuring the balance of powers, and promoting the effective functioning of the corporate governance system, including with regard to the Chief Executive Officer and the other executive directors.

He acts as interlocutor of the control body and of the internal committees. To this end, the Chairman, in addition to meeting the requirements provided for directors, must have the skills needed to fulfil the tasks assigned to this role. In order to effectively discharge this key function, the Chairman must play a non-executive role and must be free from operating responsibilities. Along the same lines, Article 10, paragraph 3 of the MEF Decree states that, for the position of Chairman of the Board of Directors, the assessment also includes experience gained in coordinating, guiding and managing human resources, so as to ensure effective performance of his or her functions of coordination and guidance of the board's work, promotion of its adequate operation, including in terms of circulation of information, efficacy of dialogue and stimulation of internal exchange, as well as the adequate overall composition of the body.

In compliance with the aforesaid requirements of the Bank of Italy and MEF Decree, Article 4 of the Rules of the BoD and Committees specifically govern the procedures through which the Chairman is to discharge his coordination and oversight functions aimed at ensuring the smooth functioning of the Board of Directors and the constant flow of information amongst Board members.

In addition, in accordance with the provisions of Principle X of the CG Code, the Chairman plays a role of liaison between the executive and non-executive directors and oversees the effective conduct of Board proceedings. In this regard, pursuant to Article 4, paragraph 5, of the Rules of the BoD and Committees, the Chairman promotes opportunities for meetings between all directors, including outside the location of the meeting, to explore and discuss matters of strategic importance; the Chairman also ensures that the Bank prepares and implements (i) specific programmes for facilitating the onboarding of members when company boards are re-appointed and, generally, (ii) the training plans necessary to allow members from performing their roles in an informed manner, in addition to succession plans for top executive positions. In this regard, refer to the information provided in the paragraph of this Report entitled "Induction Programme".

The Shareholders' Meeting of 22 April 2021 resolved upon to appoint Antonio CANGERI as Chairman of the Board of Directors. On the same date, the Board of Directors decided to grant the Chairman of the Board of Directors — in addition to the powers granted to him by the law and Articles of Association — powers to coordinate the activities of the Company Bodies, oversee the implementation of the resolutions approved by the Shareholders' Meeting and the Board, ensure the prompt and proper execution of the decisions made by the Chief Executive Officer and General Manager, monitor business operations and compliance with strategic guidelines, as explained below.

1. monitoring the Company's overall performance and laying down management policies in concert with the Chief Executive Officer and General Manager;
2. laying down general guidelines for managing business operations in concert with the Chief Executive Officer and General Manager;
3. coordinating the smooth functioning of the Board of Directors and the Shareholders' Meeting, by promoting internal dialogue and ensuring the balance of powers and circulation of information;
4. overseeing relations with public bodies, shareholders and managing the Company's public relations in general;
5. coordinating the Company's communication strategies, managing the company's public image and relations with the press or other media, in accordance with the guidelines provided by the Board of Directors and in line with the company's strategic plan and the Group policies on this matter.

Moreover, Article 18, paragraph 9, of the Articles of Association establishes that in the event of absolute, unavoidable urgency, where the matter cannot be delegated, the Chairman may take Board decisions, with the exception of those that cannot be delegated pursuant to law. The Board shall be informed of

such decisions at the next Board meeting.

Pursuant to Article 22 of the Articles of Association, the Chairman of the Board of Directors is the legal representative and has the authority to sign on behalf of the Company before all legal and administrative authorities and third parties.

The Chairman of the Board of Directors has no management responsibilities and so performs no executive role. Similarly, he carries out no specific role in drawing up business strategies, does not have primary responsibility for managing the Company and holds no significant shareholdings in the Company's capital either directly or indirectly.

Secretary of the Board of Directors

Pursuant to Article 4, paragraph 9, of the Rules of the BoD and Committees, for the organisation of its work, the Board of Directors avails itself of the support of the Secretary of the Board, as well as of the Corporate Affairs and Relations with Authorities Department.

In further detail:

- (i) the Board of Directors appoints the Secretary, who is not required to be a Board member, in accordance with the Articles of Association;
- (ii) if not a Board member, the Secretary is normally the Head of the Company's General Counsel Area or chosen from among those meeting the requirements for admission to the bar association, the chartered accountants and auditors association or notaries association, who are not in any of the situations set out in Article 2382 of the Italian Civil Code, who have specific experience for a period of time adequate to the role in their free professional activity, either in the performance of this function or responsibility for the legal and/or corporate function at other companies listed on regulated markets, companies or entities in the insurance, credit or financial sector or at other public and private companies of significant size;
- (iii) the Secretary's term of office coincides with that of the Board of Directors, where not otherwise established. The Secretary also acts as secretary of the Committees;
- (iv) the Secretary has the following responsibilities: (a) supporting the Chairman in performing all tasks relating to his or her role, in accordance with the Rules of the BoD and Committees; (b) overseeing preparation for meetings of the Board, Committees and Shareholders' Meeting, the drafting of minutes and the keeping of the related company books on the basis of the role attributed to him or her by the Articles of Association; (c) certifying, including by individual signature, that copies and excerpts of company deeds and documents that must be produced for judicial, administrative or financial authorities or that are required for all other legal purposes are true to the originals; (d) providing, with impartial judgement, assistance and advice to the Board regarding all aspects relevant to the proper functioning of the corporate governance system; (e) in carrying out the above activities, he or she may access the information and consult the company functions necessary to performing his or her tasks. To this end, the company functions, each within its sphere, collaborate with the Secretary so that he or she may perform this role;
- (v) the Board of Directors is responsible for any decision to dismiss the Secretary;
- (vi) the relevant provisions of the Articles of Association will apply to cases of the absence or inability of the Secretary to perform his or her duties.

The current Secretary of the Board of Directors is Carmelo REALE, Banca Generali's General Counsel.

A summary of Mr. REALE's professional profile is provided below.

Carmelo REALE. Born in Catania on 15 August 1976, he has been General Counsel to Banca Generali since July 2020, in addition to serving as Secretary of the Board of Directors. He also coordinates sustainability initiatives involving the Group through the Group Sustainability service. He graduated with a degree in law from LUISS Guido Carli University in 1999. Before joining the Generali Group, he gained considerable professional experience in Italy and abroad, working at major international firms in Milan, London and the USA, where he primarily practised banking and financial law. In 2013, he became Head of Group Strategic Legal Affairs at Assicurazioni Generali, assisting with the

M&A, capital markets and bancassurance in which the Generali Group was involved. Then, in 2017, he became Group General Counsel and member of the Global Management Committee of the Europ Assistance Group in Paris, where he also serves in various management positions with the main insurance companies of the Europ Assistance Group. He is admitted to the bar both in Italy and the State of New York.

4.6 DELEGATED ORGANS

The Board of Directors has granted executive powers exclusively to the Chief Executive Officer, Gian Maria MOSSA.

Chief Executive Officer

Pursuant to Article 18, paragraph 6, of the Articles of Association, the Board of Directors may, within the limits imposed under law and the Articles of Association, delegate non-exclusive powers to one or more Chief Executive Officers, establishing the powers and term in office of the same.

The Board of Directors met on 17 December 2021 and vested the Chief Executive Officer Gian Maria Mossa with the following powers (updating the powers already assigned to him on 22 April 2021):

Organisation and general functions

1. implementing any and all Board resolutions;
2. supervising the Company's organisational structure;
3. elaborating the strategic guidelines set by the Board of Directors, implementing the Board's resolutions and organising the activities of the organisational units according to functional criteria based on the separation of duties that permit simultaneous and ex-post controls and, in any event, the determination of individual responsibilities;
4. implementing and ensuring the efficacy of the internal control and risk management system defined by the Board of Directors;
5. at the behest of the relevant company functions, where applicable, to examine and issue opinions on any and all transactions and business to be submitted for approval to the competent decision-making organs;
6. coordinating the Company's communications strategies, enhancing the Company's public image and managing the press and media relations;
7. liaising with any and all Public Administration bodies, the Bank of Italy, Consob, as well as any and all national and international entities and organisations;
8. representing the Company at the shareholders' meetings of other companies and entities, exercising all the related rights and issuing all the related proxies for participating in the said general meetings;
9. exercising all the rights to which the Company is entitled in its capacity as shareholder of the companies or entities in which the latter has an interest, including those deriving from the Shareholders' Agreements subscribed by the Company itself;
10. setting up, transferring or shutting down secondary offices, representative offices and branches;
11. concretely implementing the provisions of subparagraphs (h), (i), (l) and (p) of Article 18 of the Articles of Association;
12. forwarding to the Board of Directors the proposals and recommendations regarding the strategic plan, the annual budget and the draft financial statements of the Company and the consolidated financial statements drawn up by himself in his capacity as the Chief Executive Officer upon proposal by the General Manager;
13. exercising any and all powers conferred on him by the Board of Directors on an ad hoc or ongoing basis.

Finance

1. making decisions concerning proprietary investment, within the decision-making limits established by the Company's Finance Rules and the Process Limits and Escalation Regulation in force from time to time;
2. submitting to the Board of Directors proposals concerning proprietary investments in excess of the decision-making limits set for the Chief Executive Officer;
3. ensuring the Company's assets and financial resources meet any and all applicable regulatory requirements;
4. further delegating one or more of the powers and tasks mentioned in the foregoing points, establishing, in advance, the limits to the powers thus delegated.

Commercial

1. approving investments in new products, the distribution of new products or services or the launch of new activities, and entering into, amending and terminating the related contracts and/or mandates and/or agreements on behalf of the company and agreements for the placement of banking, financial and insurance products and/or services, within the limits of the budget approved by the Board of Directors and according to its directives;
2. in accordance with the provisions of the Remuneration and Incentive Policy in force from time to time, defining the remuneration policies of financial advisor networks within the budget limits approved by the Board of Directors;
3. resolving disputes regarding fees up to 700,000.00 euros;
4. authorising exceptions for customers to standard economic conditions;
5. further delegating one or more of the powers and tasks mentioned in the foregoing points, establishing, in advance, the limits to the powers thus delegated.

Lending and banking operations

1. granting discounts, facilities, allowances, to customers;
2. approving loans within the limits imposed from time to time under Lending Rules adopted by the Company;
3. forwarding proposals for loans that exceed the limits of his powers to relevant decision-making organs in accordance with Lending Rules, and processing any and all related deeds and documents;
4. as limited to use of the Company's accounts for transactions relating to (i) supply arrangements for goods and services, (ii) arrangements with individuals, and (iii) arrangements with legal persons outside SEPA, undertaking all transactions drawing on the Company's accounts and in particular making withdrawals in general, writing, where necessary, the related cheques or equivalent instruments drawn on cash balances according to the following methods and limits:
 - a) by single signing authority, for transactions up to 100,000.00 euros;
 - b) by joint signing authority with either a Head of Department/Area or the Deputy General Manager, for amounts in excess of 100,000.00 euros.

Transactions relating to the following are excluded from the above methods and limits:

- intragroup arrangements;
- arrangements with banks, insurers, brokers and asset management companies;
- arrangements with clearing houses;
- arrangements included in the "accounts payable process";

which are subject to the limits and methods established by internal regulations in effect from time to time;

5. in case of transactions of up to the threshold of 100,000.00 euros, net of interest and expenses, processing and authorising the transfer of credit positions to bad loans, waiving totally or partially any loan granted, with the consequent waiver of any and all guarantees acquired, as well as issuing any and all authorisations for the cancellation, subrogation, restriction, reduction and/or postponement of mortgages and/or liens and/ or guarantees in rem, acting depending on: the full exhaustion of any and all avenues of recourse for obtaining relief either individually or together with other creditors, or the lack of cost-effectiveness of legal action for debt recovery in consideration of the economic and financial situation of the debtors or the out-of-court settlement of disputes to Company's satisfaction;
6. taking as losses the charges incurred by the company due to employee errors up to a maximum of 100,000.00 euros by single signing authority per transaction and by joint signing authority with the General Manager or with the Markets and Products Wealth Management General Manager or with the Head of the CFO & Strategy Area where the General Manager and Chief Executive Officer coincide, up to 150,000.00 euros, in addition to formulating the powers of the Heads of Areas/Departments relating to the management of booking of losses due to employee error;
7. foreclosing loans and collecting any and all monies or amounts due to the Company, issuing full redemptory receipt thereof;
8. endorsing and issuing receipt for any and all securities, including, regardless of form, bills of exchange, cheques, money orders, securities and the like, as well as bills of lading and other deeds representing documentary credit, and equity and debt securities, and any and all other financial instruments and commercial paper in general;
9. within the limits of delegated powers and with prior approval of the decision by the relevant corporate organ, underwriting loans, agreements for the rendering of any and all types of banking services, financing, exemptions from liability in the case of the loss, theft and/or destruction of securities and cheques, personal guarantees, including performance bonds, payment bonds, suretyships, and commitments to honour bills of exchange;
10. to issue demand drafts;
11. executing cash withdrawals and advance notices of cash withdrawals on management accounts held with the Bank of Italy, and on the centralised treasury accounts mentioned in the Bank of Italy form 144 dir.;
12. signing all transactions provided for in Bank of Italy forms 146 and 147 relating to, among other matters, cash deposits to and withdrawals from the Bank of Italy, protests of cheques with clearing systems and interbank payment systems;
13. further delegating one or more of the powers and tasks mentioned in the foregoing points, establishing, in advance, the limits to the powers thus delegated.

Human Resources

1. in accordance with the Generali Group's processes and procedures, proposing the appointment of members of the administrative bodies of subsidiaries of Banca Generali;
2. determining and orienting human resources management policies, within the framework of the guidelines established by the Board of Directors;
3. in harmony with the provisions on the Remuneration and Incentive Policy approved by the company, to authorise the stipulation, amendment and termination, on the company's account, of agency contracts with Financial Advisors authorised for off-premises offers, agreeing in general the relevant economic agreements in accordance with the remuneration policy of the Financial Advisor networks, within the limits of the budget approved by the Board of Directors;
4. overseeing the management, selection, development and training of the Company's human resources;
5. within the framework of the pre-established budget and in compliance with Remuneration Policies approved by the Shareholders' Meeting, entering into, amending and terminating the employment contracts of individual employees other than company executives, as well as making decisions regarding the promotion, disciplinary measures and dismissal of the same;

6. within the framework of the budget set and in accordance with the Remuneration Policies approved by the Shareholders' Meeting, reporting to the Board of Directors and signed jointly with the General Manager or the Head of the HR Department, where the General Manager coincides with the Chief Executive Officer, entering into, amending and terminating individual contracts with executive personnel, with the exception of Key Personnel, while also proposing promotions, disciplinary measures and dismissals;
7. managing relations with union organisations, of both employers and workers, including by entering into agreements with them in the name and on the account of the Company and representing the Company before union organisations and in labour disputes at a union level;
8. undertaking all transactions and making all declarations to public and private authorities and entities, and in particular social-security entities and institutions or other entities, as part of the management of human resources;
9. carrying out all actions and transactions, with public administrations, entities and offices, within the scope of the responsibilities assigned to him, as necessary to obtain concessions, licences and authorisations generally that should be entered;
10. further delegating one or more of the powers and tasks mentioned in the foregoing points, establishing, in advance, the limits to the powers thus delegated.

As employer:

1. appointing the company physician responsible for health check-ups;
2. identifying in advance the workers responsible for implementing measures relating to fire prevention and firefighting, evacuation of the workplace in the event of an extreme and immediate danger, rescue, first aid and emergency management in general;
3. assigning tasks to workers, in a manner that reflects their abilities and health and safety conditions;
4. providing workers with the requisite appropriate individual protection equipment, in consultation with the head of the prevention and protection service and the company physician;
5. taking appropriate measures to ensure that only workers who have received adequate instructions and specific training have access to areas that expose them to a severe, specific risk;
6. demanding that individual workers comply with applicable legislation and company rules regarding workplace health and safety, the use of collective protective measures and the individual protective equipment made available to them;
7. sending workers for medical check-ups by the deadlines set in the health supervision programme and demanding that the company physician comply with the pertinent obligations;
8. informing the company physician promptly of termination of employment of workers subject to health monitoring;
9. adopting measures for monitoring situations of risk in the event of an emergency and directing workers, in the event of a severe, immediate and unavoidable danger, to leave their work stations or the area exposed to the danger;
10. informing workers exposed to a severe, immediate danger as soon as possible of the risk in question and the protective measures taken or to be taken;
11. discharging obligations to provide information and training pursuant to Articles 36 and 37 of Legislative Decree 81/2008;
12. refraining from asking workers to resume activity in a working situation in which a severe, immediate danger continues to exist, except where justified by the need to protect health and safety;
13. allowing workers to verify the application of health and safety protection measures through workers' safety representatives;
14. preparing the document (the Consolidated Interference Risk Assessment Document or "DUVRI")

set out under Article 26 of Legislative Decree 81/2008;

15. promptly providing the workers' safety representative, where requested by the said representative for official purposes, with a copy of the documents set out under Articles 26 and 28 of Legislative Decree 81/2008 and allowing the representative access to accident data;
16. issuing appropriate instructions to prevent the technical measures adopted from causing risks to the health of the population or degrading the external environment by periodically verifying the ongoing absence of risk;
17. using telecommunications systems to report to INAIL (Italian National Institute for Insurance against accidents at work), and, through INAIL, to the national workplace accident prevention database within 48 hours of receipt of the medical certificate, for statistical and informational purposes, data and information regarding workplace accidents that entail an absence from work of at least one day, not including the day of the event and, for insurance purposes, those regarding workplace accidents that entail an absence from work of more than three days, according to the conditions set out in Legislative Decree 81/2008;
18. consulting the workers' safety representative where so provided and in accordance with the said representative's responsibilities;
19. taking the requisite measures for fire prevention and evacuation of the workplace and for situations of severe, immediate danger, in accordance with Article 43 of Legislative Decree 81/2008. Such measures must be appropriate to the nature of the activity, the size of the Company or production unit and the number of persons present;
20. calling the periodic meeting in accordance with Article 35 of Legislative Decree 81/2008;
21. updating the preventative measures to reflect changes of organisation and production that are relevant to workplace health and safety, or to reflect changes in the state of the art of prevention and protection;
22. informing INAIL of the identities of newly elected or designated workers' safety representatives;
23. monitoring that workers subject to health supervision obligations are not given specific working assignments without being duly found to be fit for service;
24. providing the prevention and protection service and the competent physician with the information set out in Article 18, paragraph 2, of Legislative Decree 81/2008;
25. supervising the fulfilment of the obligations incumbent on supervisors, workers, designers, manufacturers and suppliers, installers and the company physician, without prejudice to the sole responsibility of the obligated parties if failure to discharge the said obligations is solely their fault and the employer has not failed to provide appropriate supervision;

all in accordance with and application of Legislative Decree 81/2008, as subsequently amended and extended, it being understood that the above list is provided for illustrative purposes only, with all requisite subdelegate spending authority.

Legal

1. representing the Company, bringing, defending and resisting legal action at any and all instances and degrees, before any and all national, Community or foreign ordinary, administrative and taxation courts, including appellate jurisdictions, and with the right to retain and dismiss counsel, making filings and motions, lodging complaints and claims, as well as withdrawing the same, authorising appearance as the injured party in criminal proceedings, initiating insolvency proceedings, in addition to proceeding at arbitration and filing claims and/or settling all the foregoing initiatives — in the latter case by single signing authority up to the maximum amount of 700,000 euros per dispute, and without limits by joint signing authority with the General Manager and/or General Counsel — without prejudice to the provisions set forth in respect of lending;
2. representing the Company before public authorities, including supervisory authorities, whether Italian or international, signing reports concerning inspections by public officials for controls of any kind, with the power to make objections, render declarations, make reservations, provide

clarifications and further information, within the framework of the responsibilities assigned to him;

3. representing the Company before all trade associations, including non-union associations, with the power to pass related resolutions;

Administration

1. signing, on the behalf and in the name of the Company, any and all ordinary correspondence and deeds pertaining to the exercise of the powers assigned;
2. within the framework of the budget approved by the Board of Directors, seeing to the current expenses of the company within the limits assigned to him, and in any event by single signing authority up to 700,000 euros per transaction and up to 1,000,000 euros by joint signing authority together with the General Manager or the Markets and Products Wealth Management Deputy Manager;
3. within the framework of the approved budget and up to the threshold of 700,000.00 euros for each individual asset, acquiring, disposing of, bartering real estate and personal property, including those subject to registration, collecting amounts due by way of prices and delegating, in whole or in part, the payment thereof, as well as the power to authorise payment by instalments with or without mortgage guarantees or hypothecation;
4. within the framework of the approved budget, negotiating all the terms and conditions of and entering into, amending and terminating lease agreements and tender agreements, as well as agreements for rental, maintenance, supply, insurance, carriage, loan for use, security and transport services for cash and cash equivalents, brokerage, intermediation, advertising, agency and deposit services, as well as entering into commitments for the supply of tangible assets, the acquisition of intangible assets, and the procurement of services rendered by third parties or consultants or other professionals, up to the ceiling of 700,000.00 euros per transaction; in the case of multi-year transactions the aforesaid ceiling shall apply on a per annum basis, provided that the said multi-year transactions do not extend over more than 3 years, save in the case of finance leases and/or loans for use, and further provided that the aforesaid thresholds shall not apply to contracts with ordinary utilities companies providing essential services (electricity, telecommunications, etc.) and the payments required pursuant to law;
5. entering into agreements and commit the Company to expenditure in connection with advertising and/or promotional initiatives and/or co-marketing and meeting initiatives up to the ceiling of 700,000.00 euros per individual supply or provision of services;
6. entering into all legal acts required to file trademarks, patents and distinctive signs with the competent administrative authorities;
7. representing the Company before any and all offices of the Financial Administration and effecting any and all tax filings and related formalities; resisting tax assessments and audits and settling tax disputes, in the latter case up to the maximum amount of 700,000.00 euros;
8. delegating to third parties, who need not necessarily be Company employees, the completion of specific tasks or categories of tasks that fall within the scope of the powers conferred on him pursuant to the foregoing points, establishing, in advance, the limits to the powers thus delegated.

Sustainability

1. within the budget approved by the Board of Directors and for activities inherent in or related to sustainability initiatives, negotiate, sign and execute any type of agreement, contract or deed in general, in the name and on behalf of the Company, with a single signature up to a maximum of 700,000 euros per single transaction;
2. represent the Company in the context of participation in initiatives proposed by bodies, including international bodies, as well as in the related correspondence in order to fulfil the reporting obligations resulting from the Company's participation in these initiatives.

The above powers are exercised within the framework of the guidelines and budget conditions established by the Board of Directors and will be revoked at the end of his term in office as Chief Executive Officer.

Pursuant to article 22 of the Articles of Association, the Chief Executive Officer is vested with full powers to represent and sign on behalf of the Company in respect of any and all the powers vested in him.

Furthermore, in compliance with current regulations governing the provision of investment services, in light of his delegated powers and pursuant to the guidelines approved by the Board of Directors, the Chief Executive Officer is in charge of:

- implementing the corporate policies, strategic guidelines, Risk Appetite Framework and business risk governance policies defined by the Board of Directors, within the operational limits established by the latter, and with the contribution of the risk management function;
- monitoring on a continuous basis the implementation of the risk management process, ensuring its consistency with the risk appetite and risk governance policies, taking into account the changes in operating conditions both inside and outside the Bank;
- facilitating the development and spread at all levels of the Bank of an integrated culture of risk;
- ensuring the information flows, as defined by the Board of Directors, aimed at ensuring that the corporate bodies and control functions are informed of the most relevant management events, including ensuring full knowledge and governability of risk factors and verification of compliance with the Risk Appetite Framework;
- planning the actions necessary to ensure, on an ongoing basis, the completeness, adequacy, functionality and reliability of the internal control system, monitoring compliance with it on an ongoing basis;
- implementing any necessary corrective actions if deficiencies or anomalies come to light with regard to the tasks and duties of company structures, on the basis of information received from the Board of Directors;
- ensuring that all the staff concerned are given timely notice of corporate policies and procedures;
- overseeing the implementation of the process to approve investments in new products, the launch/distribution of new activities, products or services or entry into new markets, preparing the necessary adaptations;
- ensuring the ongoing implementation of processes for the assessment of corporate activities, with specific regard to financial instruments;
- implementing the Internal Capital Adequacy Assessment Process (also referred to as ICAAP), ensuring that it is in line with the strategic policies, the Risk Appetite Framework and the guidelines drawn up by the Board of Directors and meets the requirements imposed under the prudential supervisory provisions for banks;
- implementing the Internal Liquidity Adequacy Assessment Process (also referred to as ILAAP), ensuring that it is in line with the strategic policies, the Risk Appetite Framework and the guidelines drawn up by the Board of Directors, and meets the requirements imposed under the prudential supervisory rules for banks;
- with specific reference to credit and counterparty risks — in line with the strategic guidelines established by the Board of Directors — approving specific guidelines designed to ensure both the effectiveness of the system for managing risk mitigation techniques and compliance with the general and specific requirements of such techniques;
- ensuring the implementation of the company’s policy for the outsourcing of business functions;
- ensuring that the internal procedures, responsibilities and corporate structures and functions are defined, implemented and updated in order to avoid the unintentional involvement in money laundering and financing of terrorism; in this area, his other duties include defining the reporting procedure for suspicious transactions and other procedures aimed at ensuring the timely discharge of disclosure obligations to the authorities provided for in legislation governing money laundering and financing of terrorism; defining the information flows aimed at ensuring that risk factors are known by all corporate structures involved and the bodies with control responsibilities; approving training and education programmes for employees and external staff;

- ensuring that the information system is complete, adequate, effective, efficient and reliable and, in the event of anomalies, taking action with the service outsourcers so that they carry out the necessary corrective actions; furthermore, taking timely decisions in the event of serious IT security events or significant malfunctions, reporting information to the Board of Directors;
- promoting the development and periodic monitoring of the Business Continuity Plan and its update when significant organisational, technological and infrastructure changes occur (as well as if any gaps or deficiencies are identified or new risks occur); approving the annual audit plan of business continuity measures and examining the test results report; reporting to the Board of Directors on the above matters;
- authorising the assumption by employees of positions or functions at other companies, after consulting the Nomination, Governance and Sustainability Committee;
- authorising the setting up, transfer and closure of branches, representative offices and secondary offices;
- ensuring that the Recovery Plan is drafted and updated, monitoring the crisis indicators identified in the Plan, with the support of the Risk Management Department, and, if a crisis situation is declared, overseeing and coordinating management of the crisis and implementation of the recovery and reporting measures envisaged in the Recovery Plan, with support from the Management Committee.

On at least a quarterly basis, the delegated bodies will report to the Board of Directors and to the Board of Statutory Auditors on management performance and on the activities performed by the Company and by its subsidiaries, on the business outlook, on the most significant economic, financial and equity transactions implemented by the Company and its subsidiaries, as well as on decisions on the matter of credit disbursement and management, on which a report containing global figures must be provided.

By virtue of the powers assigned to him, Gian Maria MOSSA is the Chief Executive Officer. He does not cover administration functions in any other listed issuer and the interlocking directorate situation does not apply in his regard.

Report to the Board

The Chief Executive Officer and General Manager reports periodically to the Board of Directors with regard to activities carried out. Specifically:

- usually, on a monthly basis: on any and all transactions that could have a particularly significant impact on the balance sheet, income statement or cash flow of the company or any of its subsidiaries; on decisions pertaining to lending policies and, in general, on lending trend; on property investments; on the performance of sales and net inflows; on Banca Generali stock performance;
- on a quarterly basis: on the general state of operations, the outlook for the Company and Group and comparisons with budget forecasts. on activities carried out by the Company and the Group with related parties and connected parties; on the type and performance of the managed products placed; on the macroeconomic scenario and the definition of managed portfolios investment policies; on compliance with limits established for activities generating conflicts of interest within the portfolio management activity; on the situation of litigations; on the need to update risk allocations or provisions.

Other Executive Directors

Apart from the Chief Executive Officer no other Board member can be considered to be an executive director. It should be noted that the non-independent directors do not serve in managerial capacities at the parent company a managerial role that also regards Banca Generali.

4.7 INDEPENDENT AND NON-EXECUTIVE DIRECTORS

Non-Executive Directors

The Rules of the BoD and Committees (Article 10, paragraph 4) also requires the Board to be made up primarily of non-executive directors.

Within the meaning of the definitions set forth above, at 31 December 2021, the Company's Board of Directors was made up of eight non-executive directors:

(i) **Non-Executive Non-Independent Directors:** Antonio CANGERI (Chairman), Azzurra CALTAGIRONE, Cristina RUSTIGNOLI;

(ii) **Non-Executive Independent Directors:** Lorenzo CAPRIO, Roberta COCCO, Massimo LAPUCCI, Annalisa PESCATORI and Vittorio Emanuele TERZI.

This situation is confirmed on the date this Report is published. In accordance with the CG Code's recommendations, the number and authority of the non-executive Directors are such as to ensure that their judgement carries a decisive weight in the Board decisions taken.

The non-executive directors contribute to the resolutions taken in the company's interest. By contributing their specific expertise, they encourage the adoption of well-considered and informed collegial decisions. The Rules of the BoD and Committees require that non-executive directors meet at least once a year without the other directors.

In compliance with this requirement, Banca Generali's non-executive directors met separately on 27 September 2021.

Independent directors

It should be recalled that independent directors are tasked with independently overseeing corporate management, and contributing towards ensuring that the company is administered in the interest of its shareholders and in accordance with the principles of good corporate governance (Article 10, paragraph 5, of the Rules of the BoD and Committees).

Accordingly, considering that Banca Generali is subject to management and coordination by another Italian company with shares listed in regulated markets, the Board of Directors consists of a majority of independent directors (5 out of a total of 9 directors) pursuant to the provisions of Article 16, paragraph 1, letter d), of the CONSOB Rules on Markets.

Non-executive directors who qualified as independent upon appointment on 22 April 2021 were: Lorenzo CAPRIO, Roberta COCCO, Massimo LAPUCCI, Annalisa PESCATORI and Vittorio Emanuele TERZI.

The Board of Directors, on 11 May 2021, verified and ascertained that all the aforementioned directors possessed the independence requisite: this check is also carried out continuously, based on information provided from time to time by the directors and/or held by the Company, on the occasion of any subsequent events that may affect possession of the independence requisite (as well as possession of any other requisite or eligibility criterion) pursuant to the applicable provisions of the MEF Decree, the TUF and the CG Code.

In particular, independent directors are those who meet the independence requirements provided for in Article 148, paragraph 3, of the TUF, Article 13 of the MEF Decree and Recommendation 7 of the CG Code. In this context, in line with aforementioned recommendation 7 of the CG Code, the Board predefined, at the beginning of its term of office — within the Rules of the BoD and Committees, Article 11 paragraph 6 of the Rules of the BoD and Committees — the quantitative and qualitative criteria for assessing the significance referred to in previous letters c) and d) of recommendation 7 of the CG Code, as well as the commercial, financial and professional relationships, in general, that may affect the independence of the member.

In relation to the above, except in specific circumstances, to be assessed on a case-by-case basis according to the prevalence of substance over form, the Board typically considers relevant, for the purposes of assessing the independence requirement, and such as to undermine its existence, relations of a commercial, financial and professional nature the consideration for which — invoiced per year in

one or more of the three financial years prior to the date of verification — exceeds one of the following parameters:

a) 5% of the annual revenues of the group of which the company or entity of which the director has control or of whose top management the director is a member belongs, or of the professional firm or consulting firm in which the director is a partner or associate;

(b) 5% of the annual costs incurred by the Banca Generali Banking Group with respect to relations of the same commercial or financial nature in the years of reference; this threshold is reduced to 2.5% for relations of a professional nature.

The Board of Directors assesses the independence also by examining all credit situations in which the Bank is involved and related to the independent director in question.

The Rules of the BoD and Committees (Article 12), pursuant to the CG Code (Recommendation No. 5), require the Company's Independent Directors to meet at least once a year, without the presence of other Directors.

In compliance with the said requirement, Banca Generali's independent directors met separately on 17 December 2021 to discuss, *inter alia*, the following matters:

- (i) functioning of the Board and Board committees' and
- (ii) adequacy in terms of governance.

In light of the provisions of the CG Code (Recommendation No. 6), the Rules of the BoD and Committees (Article 11, paragraph 1) require the Board of Directors to assess that, upon appointment of a new director who declares himself or herself independent, the latter meets the requirements for independence, and on a yearly basis to ensure that such requirement continues to be complied with by all independent directors.

It should be recalled that, in compliance with these provisions, on 9 March 2022, the Board of Directors carried out the scheduled annual assessment of satisfaction of the requirements of independence and found that the directors Roberta COCCO, Lorenzo CAPRIO, Massimo LAPUCCI, Annalisa PESCATORI and Vittorio Emanuele TERZI qualified as independent directors within the meaning of Articles 147-ter, paragraph 4, and 148, paragraph 3, of TUF, Article 13 of the MEF Decree, as well as in light of the requirements set forth by Recommendation No. 7 of the CG Code, and pursuant to Article 16, paragraph 1(d) of the Consob Rules on Markets.

4.8 LEAD INDEPENDENT DIRECTOR

The Company has not appointed a lead independent director within the meaning of Recommendations 13 and 14 of the CG Code. This fact is considered to be consistent by the Company since the office of Chairman of the Board of Directors is occupied by Antonio CANGERI.

The Company feels that CANGERI's role within Assicurazioni Generali S.p.A. does not entail potential conflict of interests or unchecked concentration of corporate decision-making powers. As a matter of fact, within Banca Generali, Antonio CANGERI is devoid of any responsibility in respect of business operations and corporate management, and is tasked only with overseeing and monitoring that the Board of Directors complies with the resolutions passed by the Shareholders' Meeting and that the delegated corporate bodies comply with the resolutions passed by the Board of Directors.

5. HANDLING OF CORPORATE INFORMATION

Members of the Board of Directors and the Board of Statutory Auditors shall handle with the utmost confidentiality any and all documents and information of which they may become aware in the discharge of their duties, and shall strictly comply with Company procedures for the internal handling and outside disclosure of the said documents and information.

On 18 July 2006, the Board of Directors approved, upon proposal of the Chief Executive Officer, the rules of conduct to be followed in the management and public disclosure of inside information, subsequently updated on 27 July 2017 and most recently amended and renamed “*Code for Handling Relevant and Inside Information*” by Board of Directors’ resolution of 17 December 2020, in implementation of: (i) the provisions of TUF; (ii) the market abuse Regulation (EU) No. 596/2014, as amended and supplemented (“**MAR Regulation**”); (iii) of Legislative Decree No. 107 of 10 August 2018, in national implementation of the EU Regulation No. (EU) No. 596/2014; (iv) provisions on corporate disclosures of the Consob Rules for Issuers; (v) the provisions on corporate disclosures as per the Rules of the Markets organised and managed by Borsa Italiana S.p.A. (“**Rules of the Market**”); (vi) the provisions on corporate disclosures as per applicable Instructions to the Rules of the Market (“**Instructions to the Rules of the Market**”); (vii) recommendations issued from time to time by Consob on corporate disclosures, including the *Guidelines “Management of Inside Information – Consob, October 2017”* (“**Consob Guidelines**”).

A copy of the above mentioned “*Code on Relevant and Inside Information*” is available on the website www.bancagenerali.com, section “*Governance - Corporate Documents - Company Regulations*”.

The “*Code on Relevant and Inside Information*” is aimed at:

- effectively regulating the management and processing of relevant and inside information, as well as the procedures to be followed for forwarding, both within and outside the Company, documents and information pertaining to Banca Generali, or its subsidiaries, with regard to inside information, should this inside information be material for Banca Generali as well;
- within the framework of managing and processing relevant and inside information, providing Banca Generali with rules to prevent the commission, attempted commission or involvement, directly or indirectly, in market abuse behaviour, in accordance with applicable laws and regulations.

The essential elements of the Code on Relevant and Inside Information are summarised below.

In particular, in order to discharge obligations to disclose inside information pursuant to applicable legislation in a timely manner, Banca Generali monitors the steps leading up to the publication of such information, identifying and monitoring the following as part of this process, in accordance with the Consob Guidelines:

- the “*Relevant Information Types*”, the list of which is prepared through an assessment process that takes account of the various internal and external parties who normally have access, on the basis of ordinary company processes, to information during the period prior to publication and is contained in a matrix that associates such Relevant Information Types with the corresponding organisational functions (the “**Matrix**”), and
- the resulting “*Relevant Information*”: Relevant Information is identified and classified (i) on the basis of qualitative assessments of the Relevant Information Type or other circumstances that may be identified from time to time, (ii) on the basis of assessments of relevance in relation to the characteristics of Banca Generali and the Group (in terms of size, revenues, debt or profitability level, capitalisation, history of similar transactions already undertaken by Banca Generali, typical transactions on the market of reference to which Banca Generali belongs), as well as in relation to the probability that this information, if it were made public, would be likely to have a significant effect on the prices of the financial instruments or derivative financial instruments that a reasonable investor would be likely to use as part of the basis of his or her investment decisions. (Article 7(4) of the MAR Regulation).

If a piece of information qualifies as relevant information, a new section of the Relevant Information List (“**RIL**”) is created in accordance with the Consob Guidelines. This is a register containing the list

of all those who have access to Relevant Information and with whom Banca Generali or Group subsidiaries have relationships of professional collaboration (whether under a contract of employment or other contract) and that have access to such Relevant Information in carrying out certain tasks.

The Info-Room (*i.e.*, the function identified for this purpose by the Code on Relevant and Inside Information) constantly monitors whether the Relevant Information may qualify as inside information. In this case, the Info-Room promptly informs the Inside Information Management Function (FGIP) (*i.e.*, the function performed by the Chief Executive Officer *pro tempore*) to enable the latter to assess and decide whether the Relevant Information is to be classified as inside information.

With regard to Banca Generali, pursuant to Article 7 of the MAR Regulation, Inside Information shall comprise:

- a) information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments;
- b) in relation to commodity derivatives, information of a precise nature, which has not been made public, relating, directly or indirectly to one or more such derivatives or relating directly to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts, and where this is information which is reasonably expected to be disclosed or is required to be disclosed in accordance with legal or regulatory provisions at the Union or national level, market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets;
- c) in relation to emission allowances or auctioned products based thereon, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such instruments, and which, if it were made public, would be likely to have a significant effect on the prices of such instruments or on the prices of related derivative financial instruments;
- d) for persons charged with the execution of orders concerning financial instruments, it also means information conveyed by a client and relating to the client's pending orders in financial instruments, which is of a precise nature, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments, the price of related spot commodity contracts, or on the price of related derivative financial instruments.

Inside Information is identified and classified (*i*) on the basis of qualitative assessments of the Relevant Information Type or other circumstances that may be identified from time to time, (*ii*) on the basis of assessments of relevance in relation to the characteristics of Banca Generali and the Group (in terms of size, revenues, debt or profitability level, capitalisation, history of similar transactions already undertaken by Banca Generali, typical transactions on the market of reference to which Banca Generali belongs), as well as in relation to the probability that this information, if it were made public, would be likely to have a significant effect on the prices of the financial instruments or derivative financial instruments that a reasonable investor would be likely to use as part of the basis of his or her investment decisions. (Article 7(4) of the MAR Regulation).

If a piece of information qualifies as inside information, a new occasional section of the Insider Register (the “**Register**”) is created pursuant to the MAR Regulation containing the data of the individuals who have access to the inside information concerned and with which there is a relationship of professional collaboration, including on the basis of a contract of employment, with Banca Generali and/or a subsidiary, or who otherwise perform certain tasks for such individuals, through which they have access to inside information, such as consultants, accountants or credit rating agencies. The Register also consists of a permanent section containing the data of individuals who have access to Inside Information on an ongoing basis, *i.e.*, those who by function or position always have access to all inside information as soon as it is identified pursuant to Article 2(2) of Commission Implementing Regulation (EU) No 2016/347.

Management of the Register and the RIL is entrusted to the General Counsel (the “**Officer Responsible**”) who is tasked with keeping and updating the Register with the support of the Corporate Affairs and Relations with Authorities Department.

The provisions set forth in the "*Code on Relevant and Inside Information*" must be followed by the members of the Board of Directors and the Board of Statutory Auditors, the managers and the employees of Banca Generali and its subsidiaries, as well as any and all insiders, and that is to say, persons who, by virtue of the exercise of their employment or profession or by virtue of their official functions, have access on a regular or an occasional basis to inside information pertaining to Banca Generali and/or its subsidiaries (the "**Insiders**").

When handling relevant or inside information of which they have become aware in the performance of their official duties, company officers and insiders are required to observe the utmost confidentiality and take every precaution – including the possibility to disclose such information to duly authorised colleagues or to third parties when this is necessary in order to perform one's own duty (or when the tasks and responsibilities of that person are closely tied to the specific information, without prejudice to the fact that such correlation must be established by each one based on a need-to-know approach – to ensure that it is circulated within the business context without prejudice to the confidential nature of the information itself, until such time it is disclosed to the market in the manner provided for in the "*Code on Relevant and Inside Information*".

Banca Generali discloses to the public, as soon as possible, the inside information directly concerning it, guaranteeing that it is disclosed in accordance with the terms provided for by applicable regulations. The FGIP may delay disclosure to the public of inside information provided that all of the following conditions are met: (i) immediate disclosure is likely to prejudice the legitimate interests of Banca Generali; (ii) delay of disclosure is not likely to mislead the public; and (iii) Banca Generali is able to ensure the confidentiality of that information.

Once the conditions no longer exist for delaying the disclosure of inside information, the latter must be disclosed to the public according to specific instructions from the FGIP.

Banca Generali tasked the Marketing and External Relations Department, the Investor Relations Service and the Corporate Affairs and Relations with Authorities Department, within their respective remit, with competence and responsibility for overseeing, managing and verifying the updating of the Company's website with the aim of ensuring that the Inside Information is made available to the public according to the provisions of laws and regulations in effect from time to time.

With assistance and support from the Corporate Affairs and Relations with Authorities Department, the Investor Relations Department ensure the proper performance of reporting obligations towards the market, issuing, in accordance with the procedures set forth in the Rules for Issuers, the Stock Market Rules and the Instructions to the Market Rules, as well as the aforementioned code, press releases on Inside Information. Press releases concerning Inside Information are approved, unless otherwise provided for by the Media Relations Guidelines, by the Chief Executive Officer and General Manager (or in the case of the absence or disability thereof, the Chairman), and are prepared in compliance with the disclosure obligations set forth by the TUF, the Rules for Issuers and the Market Abuse Regulation.

Internal Dealing

The Board of Directors of 18 July 2006 adopted the "*Code on Transaction Carried Out by Relevant Persons and Relevant Shareholders and by Persons Closely Associated*" (the "**Internal Dealing Code**") most recently amended through resolution of the Board of Directors on 17 December 2020.

The Internal Dealing Code applies on a mandatory basis, as mandated, *inter alia*, by Article 19 of the Regulation and, where applicable, Article 114, paragraph 7, of TUF and Articles 152-*quinquies*1. – 152-*octies* of the Rules for Issuers, to the obligations and the related reporting flows relating to transactions undertaken by Relevant Persons and by Relevant Shareholders and Persons Closely Associated with Relevant Shareholders, in accordance with the definitions included in the Internal Dealing Code.

More specifically: (i) Relevant Persons are: (a) the members of Banca Generali's administrative and control bodies; (b) senior management officers who, despite not being members of the bodies referred to in point (a) above, have regular access to inside information directly or indirectly concerning the Company and are authorized to take management decisions that can influence the development and prospects of the Company, as identified from time to time by the Board of Directors; (ii) Relevant Shareholders mean any person who holds an equity interest, calculated according to the criteria laid

down in Article 118 of the Rules for Issuers of at least 10% (ten percent) of the Company's share capital represented by shares with voting rights and all other persons who exercise control over the Company.

The Internal Dealing Code identifies as:

- "Relevant Transactions" as transactions involving Shares or other Financial Instruments Linked to Shares, undertaken on own account, directly or through an intermediary, by Relevant Persons or Persons Closely Associated with Relevant Persons, as identified in Annex 2 to the Internal Dealing Code. The following transactions are excluded from the definition of Relevant Transactions and thus are not subject to the reporting obligations that apply to Relevant Persons and Persons Closely Associated with a Relevant Person: transactions that collectively do not exceed 20,000.00 euros (twenty thousand) in a solar year. The threshold of 20,000 (twenty thousand) euros is calculated by adding together all transactions undertaken during a single calendar year, without offsetting. Once the total amount of 20,000 euros is reached, all transactions undertaken during the year, regardless of their amount, must be reported by the Relevant Persons and Persons Closely Associated with Relevant Persons.
- "Relevant Transactions pursuant to TUF" are transactions, set out in Articles 114, paragraph 7, of TUF and 152-*septies* of the Rules for Issuers, involving the purchase, sale, subscription or exchange of Banca Generali's shares or financial instruments linked to them, identified pursuant to Article 152-*sexies* of the Rules for Issuers, carried out by Relevant Shareholders or Persons Closely Associated with Relevant Shareholders. The transactions carried out by Relevant Shareholders and the Persons Closely Associated with Relevant Shareholder are excluded from the definition of "Relevant Transactions as per TUF" and thus are not subject to the reporting obligations that apply to Relevant Shareholders and Persons Closely Associated with Relevant Shareholders in the following cases: (i) the Relevant Transactions as per TUF the amount of which do not reach 20,000 euros by the end of the year; after each report, transactions the total amount of which does not reach an additional 20,000 euros by the end of the year are not notified. For the related derivative Financial Instruments the amount is calculated in reference to the underlying shares and (ii) the other Relevant Transactions as per TUF which are deemed exempt pursuant to Article 152-*septies* of the Rules for Issuers.

The Internal Dealing Code also contains rules governing the handling and disclosure of information pertaining to Significant Operations, and to Significant Operations pursuant to TUF.

Pursuant to Article 19(11) MAR Regulation, Relevant Persons may not conduct any transactions on their own account or for the account of a third party, directly or indirectly, relating to the shares or debt instruments of the Company or to derivatives or other financial instruments linked to them during a closed period of 30 (thirty) calendar days before the announcement of an interim financial report or a year-end report which the Company is obliged to make public according to the rules of the trading venue where the Company's shares are admitted to trading or to national law (the "**Blocking Period**").

Pursuant to Article 19(12) MAR Regulation, the Company may allow a Relevant Person to trade on its own account or for the account of a third party during a Blocking Period:

- (a) on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of shares; or
- (b) due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant security does not change.

In exceptional circumstances, the Relevant Person must be able to prove that the specific transaction cannot be undertaken at a time other than the Blocking Period. The Company conducts a case-by-case assessment of the written request from the Relevant Person and authorises the immediate sale of the shares if, and only if, the circumstances of the transactions may be regarded as exceptional, meaning that they are extremely urgent, unforeseen and pressing, are not attributable to the Relevant Person and are beyond his or her control.

The Board of Directors, within the limits imposed under applicable statutory provisions and during specific periods of the year, and/or in respect of particular events pertaining to the Company's life, may impose further prohibitions or restrictions on the conclusion of all or some of the Significant Transactions by all or some of the Relevant Persons.

Banca Generali's Board of Directors has identified its General Counsel as the Officer Responsible for implementation of the Internal Dealing Code.

6. BOARD COMMITTEES (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER D) OF TUF)

The Bank of Italy Circular No. 285 and the CG Code set forth a recommendation for listed companies to set up certain Committees within their Boards of Directors, to be assigned responsibility for specific matters.

The rules of these Committees, set up for the purposes of improving the functioning of the Board, are primarily consultative and recommendatory.

In particular, the aforementioned recommendations set forth the setting up of an Internal Audit and Risk Committee, a Remuneration Committee and a Nomination Committee. In this regard, the indications contained in the Qualitative and Quantitative Profile of the BoD, in view of the renewal of the body that took place in April 2021, recommended: (i) as opportune, confirmation of the previous format and structure of the Committees already established (i.e. the Internal Audit and Risk Committee, a Remuneration Committee and a Nomination, Governance and Sustainability Committee), also in terms of duties (without prejudice to the physiological compliance resulting from the regulatory framework in force on the date of their reconstitution) and size; (ii) a new Board Committee be added with investigation, consultative and propositional functions in the area of lending to provide further support to the Board of Directors in assessing lending applications, i.e. through calibration of delegation of powers, expressing an advance opinion in support of subjects not within the Board's purview; (iii) as already mentioned in Section 1, the sustainability profiles and aspects are taken into account in the specific competence areas of all BoD committees for a greater analysis and integration of sustainability aspects in each discussion (while maintaining the specific responsibilities attributed to the Nomination, Governance and Sustainability Committee).

Finally, the aforementioned indications also recommended, again in line with the above-mentioned rules, and taking into account the experience gained during the last term of office and future prospects, that:

- all the members of the aforementioned committees be non-executive and independent directors;
- all the aforementioned committees be distinguished by at least one member and, where present, one director expressing minorities be part of at least one committee.
- the chair of the Internal Audit and Risk Committee shall not coincide with the chairman of the Board of Directors or with the chair of other committees.

In light of the above, on 22 April 2021 the Board of Directors in accordance with the aforementioned recommendations resolved to set up (i) the Nomination, Governance and Sustainability Committee; (ii) the Remuneration Committee; (iii) the Internal Audit and Risk Committee, and (iv) the Credit Committee requiring that all the aforesaid the aforesaid Committees be made up entirely of Non-executive directors and independent Directors. For further information on the above-mentioned committees, reference should be made to the following paragraph “*Additional committees (other than those required by law or recommended by the Code) - Composition and Functioning of the Credit Committee*” and Sections 7.2 (*Nomination Committee*), 8.2 (*Remuneration Committee*) and 9.2 (*Control and Risks Committee*) below.

Following the establishment of the aforementioned Board Committees, as well as installation of the new Board, the administrative body approved the Rules of the BoD and Committees, containing the rules of functioning of the latter as well, including the ways in which meetings are recorded and the procedures for reporting information to the component directors, specifying the deadlines for sending out information in advance and the ways in which the confidentiality of the data and information provided is protected in such a way as not to prejudice the timeliness and completeness of information flows (Recommendation 11). These rules consists of (i) provisions common to all board committees with reference, for example, to the composition, possibility of accessing information and company functions necessary for the performance of their respective tasks, the organisation and conduct of the related meetings, including the arrangements relating to resolutions and recording; (ii) other specific provisions for each committee, for example, relating to the actual composition of each one, any requisites that members must have, their duties and responsibilities (respecting and incorporating the responsibilities attributed to the respective committees *inter alia* by the CG Code), frequency of meetings and any participants additional to committee members.

With specific reference to compliance with the procedures relating to the timeliness and adequacy of the information provided to the Directors, it should be noted that the Rules of the BoD and Committees set out precisely the timing of pre-meeting information (respected during the Year) in the following terms: ordinarily, items on the agenda are sent 3 (three) calendar days prior to the date set for the meeting; topics requiring the representation of economic/financial/statistical data as close as possible to the date of the meeting are sent out one (1) calendar day prior to the meeting. However, in the case of initiatives of an extraordinary or urgent nature, the evaluation falls to the respective chairs, who in such circumstances also must always ensure that the directors are informed as promptly and thoroughly and possible of the contents of the items on the agenda, all in accordance with the duty of directors to be stay informed pursuant to Article 2381 of the Italian Civil Code. As for the arrangements for preparing and presenting pre-meeting information, the provisions established for the Board of Directors pre-meeting information as already described in Section 4.4 apply, *mutatis mutandis*.

Banca Generali has therefore set up all the committees recommended by the CG Code without distributing the related duties differently and/or merging them into a single committee (*Recommendation 16*).

The Board has determined the composition of the committees giving priority to the expertise and experience of their members. For more details, please refer to the sections of the Report relating to each Board Committee.

Additional committees (other than those required by law or recommended by the CG Code)

Composition and functioning of the Credit Committee

The Board of Directors has established the Credit Committee, voluntarily and based on the indications of the Qualitative-Quantitative Profile of the BoD, assigning it the following duties provided for by the Rules of the BoD and Committees and described in detail in the following paragraph. The Credit Committee is composed of 3 directors, all non-executive and mostly independent.

The current Committee was appointed by the Board of Directors on 22 April 2021 and is made up as follows:

Name and Surname	Office held (as of 25 March 2022)
Annalisa PESCATORI	Chair of the Committee Non-executive and Independent Director
Lorenzo CAPRIO	Committee Member Non-executive and Independent Director
Vittorio Emanuele TERZI	Committee Member Non-executive and Independent Director

Carmelo REALE, the Board Secretary, also serves as Committee secretary.

The three members of the same Committee are all non-executive and independent directors.

The operating procedures of the Credit Committee is regulated by the relevant Rules of the BoD and Committees and available for consultation on the Issuer's website under section *Governance / Board Committees*.

Functioning of the Credit Committee

The Committee performs consultative and propositional functions in support of the Board of Directors regarding lending, with particular regard to the evaluation of loan applications by the Bank. More specifically, the Credit Committee:

- examines in advance all lending transactions that, pursuant to Table B of the Banks Loan Rules in effect at the time, come under the Board of Directors’ decision-making authority;
- in supporting the Board of Directors to the extent of its competence, it ensures that the Board may adopt all appropriate lending resolutions in accordance with an assessment of the risks underlying the loans that also take account of the risks connected to environmental, social and governance (ESG) factors, as laid down in the Sustainability Policy adopted by the Bank and pursuant to the Lending Rules;
- proposes to the Board any updates to the Lending Rules, as well as all other internal policy documents governing loans;
- performs the additional tasks that the Board of Directors may later assign to the Committee by specific resolution;

The Credit Committee’s operating procedures are defined by the Rules of the BoD and Committees.

Committee meetings are held with the necessary frequency for discharging the Committee's tasks, and in any event with the timeliness necessary to allow it to resolve on any and all matters on which the Committee has to report to the Board of Directors.

At the invitation of the Committee, the meetings of the Committee may also be attended by persons who are not members of the Committee with reference to individual items on the agenda and, in particular, the Deputy General Manager Wealth Management Markets and Products, as well as the Head of the Credit Department of the Bank.

Committee members are appointed for a period that is coterminous with the term of the Board, and are entitled to annual remuneration plus an attendance fee payable for each meeting they attend.

In 2021, the Credit Committee met 7 times. On average, the meetings lasted approximately 41 minutes. In the year underway a total of 11 Committee meetings are scheduled; since the beginning of the year as at the date of this report, 2 meetings were held.

In the context of the meetings held in 2021, the Committee was asked to express an opinion, inter alia, on the preliminary loan applications to be presented to the Board of Directors.

The proceedings of each meeting, coordinated by the Chairman, were duly recorded in minutes.

For the meetings held in 2021, all the Committee members were always present, with the exception of one meeting during which one director offered his apologies for absence, as highlighted in Table no. 2 contained in annex sub 2) to this Report.

The Credit Committee is afforded unhindered access to any and all the corporate information and functions it may deem necessary or useful for the proper discharge of its assigned tasks, as well as avail of the services of outside consultants. A specific budget has been allocated for the current year for the Committee to perform its duties.

7. DIRECTORS' SELF-ASSESSMENT AND SUCCESSION – NOMINATION, GOVERNANCE AND SUSTAINABILITY COMMITTEE

7.1. DIRECTORS' SELF-ASSESSMENT AND SUCCESSION

In order to comply with the Supervisory Provisions for Banks on the matter of corporate governance, as well as Article 4, principle XIV and related recommendations of the CG Code, the Board of Directors is required to: (i) take note of the "*Summary Report on the results of the Self-Assessment process for the Board of Directors of Banca Generali and its Committees for the year 2021*" and the document containing the "*Analytical results, in an anonymous and aggregate form, of the self-assessment questionnaires*" – both documents attached to this executive summary under Annex 1 and 2 respectively – containing the results of the self-assessment process conducted with the help of the independent external professional Egon Zehnder; and (ii) assess any corrective action to be taken.

In line with the reference regulatory requirements, and, as provided by the internal procedure regarding the self-assessment process codified in Annex 1 of the Rules of the BoD and Committees, Banca Generali's Board, with the support of the external professional Egon Zehnder — appointed as an independent expert for the entire three-year period of office (having provided, in this sense, differentiated procedures in the three years⁽⁴⁾) —, carried out the annual self-assessment for 2021 on the functioning of the Board and its Committees, as well as on their size and composition (also known as the Board Review).

The self-assessment process — which also took into account the innovations introduced by the MEF Decree, the provisions of which were applied with reference to the appointments approved by the last shareholders' meeting of 22 April 2021 — took place in the months from December 2021 to February 2022.

All nine serving Directors and the Chairman of the Board of Statutory Auditors (who shared the self-assessment process with the two other Acting Auditors) took part in the Board Review with the aim of carrying out a structured review of the effectiveness of Banca Generali's Board and Committees in operating terms and identifying the opportunities for further improvement, to optimise its planning and control role for a complex and continually evolving organisation.

The Board Review was conducted through:

- (i) completion of a structured questionnaire based on the Bank's particular features and organised with the aim of gathering opinions about the functioning of the Board and its Committees;
- (ii) direct interviews, to evaluate the individual contribution of each director (in line with the recommendations of Borsa Italiana's Corporate Governance Committee, most recently with the letter of 3 December 2021 already brought to the attention of the Board and the Committees).

An analysis of corporate governance best practice (including international) has also been carried out on the functioning of the Board of Directors and a comparison made with the practices adopted by Banca Generali's Board.

On 1 March 2022, Egon Zehnder then sent the document containing the analysis of the results, the proposed actions and the comments of the Directors.

The self-assessment process revealed a largely positive picture with particular reference to both the functioning and the dynamics within the Board and in the Committees: in this regard, particular mention should be made regarding the alignment between the Board's current composition in terms of skills, experience, diversity and soft skills represented and the recommendations in the Qualitative-Quantitative Profile of the BoD, prepared by the outgoing Board and submitted to shareholders in 2021 pending the renewal of the administrative body.

⁽⁴⁾ More specifically, the overall board review was pre-defined as follows: (i) self-assessment at start of term — with comprehensive analysis scope on size, composition, functioning of the Board of Directors — aimed at identifying the areas of possible improvement for the following years; (ii) *mid-term follow-up* focussed on critical areas and on the main activities carried out by the Board of Directors during the year; (iii) *end of term board evaluation* aimed at providing indications on the qualitative and quantitative profile of the next Board of Directors.

The leadership role played by the Board dynamics and the Chairman's effective management of meetings were also appreciated, in conjunction with a positive assessment of the quality and continuity of relations between the Board and the Chief Executive Officer. The Board also welcomed the independent directors' contribution to the work of the Board, as well as the additional information provided by management during the meetings, as this allows directors to act in an informed manner when discharging their respective duties with a view to taking informed decisions.

Satisfaction was also expressed regarding the activities carried out by the Board of Statutory Auditors as well as the interactions of that Board with the other bodies as well. Appreciation is reported for the authority and competence in control and risk matters manifested by the Chairman of the Board of Statutory Auditors and his effective management of relations with relevant stakeholders for matters within his remit.

Finally, all the directors consider the current Board Committee structure to be adequate, expressing full satisfaction both with the adequacy of the qualitative profile and the autonomy and authority with which the Committees perform their duties, supporting the best decisions of the Board, as well as with the incisiveness and contribution of the Committees to the Board itself.

In this context, whilst recording a trend of general satisfaction and improvement also compared to previous years, some insights were provided prospectively (with particular reference *(i)* to the organisation of further training and in-depth training events for specific issues including those relating to the strategy and structuring of the succession plan with reference to career and talent development in general, *(ii)* the continuous optimisation of the information flow and the IT platform also in the light of the evolving organisational, regulatory and reference market context, *(iii)* the continuous monitoring of risk governance and related controls to further improve the effectiveness of Board and Committee activity and functioning.

In line with the provisions of Principle XIII of the CG Code, the Board ensures, insofar as within its remit, that the directors' appointment and succession process is transparent and suitable for achieving the optimal composition of the administrative body. In this regard, reference is made to the contents of previous Section 4.2 of the Report.

7.2 NOMINATION, GOVERNANCE AND SUSTAINABILITY COMMITTEE

In accordance with Recommendation No. 19 of the CG Code and the provisions of the Bank of Italy's Circular No. 285, it should be noted that the Board of Directors convened upon the setting up of the Nomination, Governance and Sustainability Committee, vesting it with the tasks set forth in the CG Code and the supervisory instructions, as described in detail herein below.

The Nomination, Governance and Sustainability Committee is tasked with assisting the Board of Directors during the course of the procedure through which the Company chooses appointments, governance and sustainability.

Composition and functioning of the Nomination, Governance and Sustainability Committee

The current Committee was appointed by the Board of Directors on 22 April 2021⁽⁵⁾ and is made up as follows:

Name and Surname	Office held (as of 25 March 2022)
Massimo LAPUCCI	Chairman of the Committee

⁽⁵⁾ The composition of this Committee prior to the appointment of the new Board of Directors (and, therefore, of the new Nomination, Governance and Sustainability Committee) until 22 April 2021 was as follows: Massimo LAPUCCI, Giovanni BRUGNOLI and Annalisa PESCATORI.

	Non-executive and Independent Director
Roberta COCCO	Committee Member Non-executive and Independent Director
Annalisa PESCATORI	Committee Member Non-executive and Independent Director

Carmelo Reale, the Board Secretary, also serves as Committee secretary.

The three members of the same Committee are all non-executive and independent directors.

The operating procedures of the Nomination, Governance and Sustainability Committee are set forth in the relevant Rules of the BoD and Committees and published on the Issuer's website.

Functions of the Nomination Committee

The Committee's responsibilities include advising and making recommendations and proposals to the Board of Directors on matters pertaining to nomination, governance and sustainability. In detail, pursuant to Bank of Italy Circular No. 285, the Nomination, Governance and Sustainability Committee:

- (a) supports the Board of Directors in the process of appointing or co-opting directors according to the terms set out in the law, regulations and Articles of Association in effect at the time;
- (b) in particular, plays an advisory role in the phases involving the prior identification of the optimal qualitative and quantitative composition for the Board and the Committees for the purpose of appointing or co-opting directors and in the subsequent check that the qualitative-quantitative composition considered optimal matches the actual composition resulting from the appointment process. In this context, it expresses its opinion on the suitability of the candidates who, based on the analysis carried out in advance, the Board has identified to hold the positions;
- (c) expresses opinions to the Board of Directors with regard to cases of co-option of directors;
- (d) supports the Board of Directors with the self-assessment process;
- (e) supports the Board of Directors in assessing fitness pursuant to Article 26 TUB and Article 23 of the MEF Decree and, in any event, in accordance with applicable primary and secondary legislation in effect (including the requirements relating to interlocking set out in Article 36 of Decree-Law No. 201 of 6 December 2011, "Urgent provisions for growth, equity and the consolidation of the public accounts," converted, with amendments, by Law No. 214 of 22 December 2011);
- (f) supports the Internal Audit and Risk Committee with identifying the heads of company control functions to be nominated and/or revoked;
- (g) supports the Board of Directors in the process of assessing the fitness requirements prescribed for the heads of the main company functions (i.e., heads of the anti-money laundering, compliance, risk control and internal auditing functions, the Chief Financial Officer and — where distinct from the latter — the executive in charge of preparing company accounting documents pursuant to Article 154-*bis* TUF) pursuant to the MEF Decree and the legislation in effect at the time, also taking into account the opportunity that at least the ideal profile for candidates to top positions be identified in advance;
- (h) supports the Board of Directors with preparing, updating and implementing succession plans for top managers;

In addition to the tasks set out in the foregoing point, the Nomination, Governance and Sustainability Committee, pursuant to the CG Code, supports the Board of Directors in activities relating to the presentation of a list by the outgoing administrative body, to be implemented according to methods that ensure their training and transparent presentation.

In addition to the tasks specified in the paragraphs above, the Nomination, Governance and

Sustainability Committee also:

- (a) formulates opinions to the Board on resolutions concerning the replacement of members of the Board Committees, which may become necessary during the Committee's term of office;
- (b) provides opinions to the Board of Directors regarding the appointment and dismissal of directors occupying particular positions at companies in which the Bank holds a Strategic Equity Investment, pursuant to Article 2389 of the Italian Civil Code, as well as the general managers and managers with strategic responsibilities of such companies;
- (c) expresses its advance assessment of the proposal and update of the policy for dialogue with the shareholders at large, also formulated taking account of the policies adopted on the subject by institutional investors and asset managers;
- (d) performs a prior review of the Corporate Governance and Ownership Structure Report;
- (e) monitors the development of the law and national and international best practices relating to corporate governance, updating the Board of Directors in the event of significant changes; in particular, to this end it proposes to the Board any updates to the Fit & Proper Policy, Company Board Diversity Policy and all other internal policy documents adopted by the Bank in the area of corporate governance and monitors their concrete implementation over time;
- (f) verifies that the Banca Generali Banking Group's corporate governance system complies with external laws and regulations, the recommendations laid down in the CG Code and the national and international best practices;
- (g) supports the Board with integrating sustainability into the formulation of business strategies, with particular regard to the analysis of issues relevant to ensuring the generation of long-term value for the Company and the Banca Generali Banking Group, as well as the formulation of the materiality matrix;
- (h) oversees all sustainability matters related to the Banca Generali Banking Group's operations and the ways in which it interacts with all stakeholders, also fostering a culture of sustainability within the Bank and the Banca Generali Banking Group companies;
- (i) proposes to the Board any updates to the sustainability policy in effect at the time adopted by the Company and all other internal policy documents that are ancillary and/or connected to the latter and designed to pursue the Sustainable Success of the Company and the Banca Generali Banking Group;
- (j) examines the general outline of the Consolidated Non-Financial Statement contained in the Annual Integrated Report and its content organisation, as well as the completeness and transparency of the information it provides, expressing its observations in this regard to the Board of Directors called to approve the said Report;
- (k) formulates opinions and proposals regarding other decisions to be made regarding the corporate governance of the Company and the Banca Generali Banking Group and in the area of sustainability that fall within the sphere of competence of the Board (including those relating to limits on investment in sectors that, on the basis of the Bank's strategy and the international principles to which it adheres, are considered to have high sustainability risks);
- (l) proposes the formulation and any subsequent modifications or additions to the members of the top management to the Board of Directors;
- (m) performs the additional tasks that the Board of Directors may later assign to the Committee by specific resolution;
- (n) may access the relevant information regarding compliance with anti-money laundering legislation and suspicious transaction reporting activity (at the aggregate and anonymous level).

The operating procedures of the Nomination, Governance and Sustainability Committee are set forth in the Rules of the BoD and Committees approved by the Board of Directors and published for consultation on the website under section "*Governance/Corporate-Documents*".

Pursuant to Article 23 of the Rules of the BoD and Committees, in addition to Committee members, meetings are attended by the Chairman of the Board of Statutory Auditors or another Statutory Auditor

delegated with such task, it being understood that other Statutory Auditors may also attend. For this purpose, the notice of meeting is also sent to the Chairman of the Board of Statutory Auditors and the Regular Auditors. During the 2021 financial year, the Board of Statutory Auditors took part in all the meetings of the Committee in question.

Upon invitation, non-members may also attend Committee meetings so as to provide assistance with regard to specific items placed on the agenda.

Committee members are appointed for a period that is coterminous with the term of the Board, and are entitled to annual remuneration plus an attendance fee payable for each meeting they attend.

In 2021 the Nomination, Governance and Sustainability Committee met 9 times. On average, the meetings lasted approximately 46 minutes. In the year underway, a total of 11 Committee meetings are scheduled; since the beginning of the year as at the date of this Report, 3 meetings were held.

During the meetings held in 2021, the Committee was invited to express its opinion, *inter alia*, on the following: (i) appointment of corporate officers in companies of the Banca Generali Banking Group or Banca Generali's investee companies; (ii) update of the succession plans.

During the Year, the Committee also monitored internal governance events and processes including: (i) verification of the recommendations of Borsa Italiana's Corporate Governance Committee and the level of compliance Banca Generali with the same; (ii) preparation of the Corporate Governance and Ownership Structure Report; (iii) update of the Internal Code of Conduct and the Rules of the BoD and Committees; (iv) update of the Diversity Policy for Members of Company Bodies; (v) update of the Sustainability Policy and the Responsible Investment Policies applied to the portfolios owned by the Bank and to clients' asset management; (vi) the preliminary activity on the Board's behalf in relation to checks of the requirements and/or subsequent events that may affect them; and (vii) the administrative body's self-assessment process.

Moreover, the Committee monitored the sustainability-related activities formulating proposals on strategic environmental and social issues of the Banca Generali Banking Group, while setting the annual objectives and goals to be achieved, monitoring their implementation over time and verifying the updates provided by the relevant internal structures with regard to the initiatives undertaken by the Bank. Within this context, it was called upon to express its opinion on the update of the Sustainability Policy.

The proceedings of each meeting, coordinated by the Chairman, were duly recorded in minutes.

All meetings held in 2021 were attended by all Committee members, as indicated in Table No. 3 attached to this Report.

The Nomination, Governance and Sustainability Committee is afforded unhindered access to any and all the corporate information and functions it may deem necessary or useful for the proper discharge of its assigned tasks, as well as avail of the services of outside consultants. A specific budget has been allocated for the current year for the Committee to perform its duties.

8. DIRECTORS' REMUNERATION – REMUNERATION COMMITTEE

8.1. DIRECTORS' REMUNERATION

With reference to the information regarding executive and non-executive Directors, Managers with Strategic Responsibilities, and indemnities in the event of resignation, dismissal or severance as a result of a takeover bid (Re. Article 123-bis, paragraph 1, letter i) of TUF), please see sections 4, 5, 6, and 7 included in the Annual Remuneration Report 2021, published as part of the Remuneration and Incentive Policies of the Banking Group and Report on the Implementation of the 2021 Remuneration and Incentive Policies, pursuant to Article 123-ter of TUF, Article 84-quater of the CONSOB Rules for Issuers and the rules set forth by Bank of Italy's Circular No. 285.

8.2. REMUNERATION COMMITTEE

Composition and function of the Remuneration Committee (pursuant to Article 123-bis, paragraph 2, letter d), of TUF)

In accordance with Recommendation No. 25 of the CG Code and pursuant to the “Prudential Supervisory Instructions for Banks” as per the Bank of Italy's Circular No. 285, the Board of Directors convened upon the setting up of the Remuneration Committee, vesting it with the tasks set forth in the said CG Code and the said supervisory instructions, as described in detail here below.

The Remuneration Committee is tasked with assisting the Board of Directors in laying down Company's policies in respect of the determination of the remuneration of the Company's employed key personnel and personnel responsible for control functions.

The current Committee was appointed by the Board of Directors on 22 April 2021 ⁽⁶⁾ and is made up as follows:

Name and Surname	Office held (as of 25 March 2022)
Vittorio Emanuele TERZI	Chairman of the Committee Non-executive and Independent Director
Roberta COCCO	Committee Member Non-executive and Independent Director
Massimo LAPUCCI	Committee Member Non-executive and Independent Director

Carmelo Reale, the Board Secretary, also serves as Committee secretary.

The three members of the same Committee are all non-executive and independent directors. The Board, at the time of appointment, assessed their availability and whether they possessed suitable experience and expertise in financial matters or remuneration policies based on the declarations made by the applicants when the lists were filed and subsequently ascertained when the requirements were verified on 11 May 2021.

The operating procedures of the Remuneration Committee is regulated by the relevant Rules of the BoD and Committees and available for consultation on the Issuer's website under section “*Governance / Board Committees*”.

⁽⁶⁾ The composition of the Committee prior to the appointment of the new Board of Directors (and, therefore, of the new Remuneration Committee) until 22 April 2021 was the following: Giovanni Brugnoli, Anna Gervasoni and Vittorio Emanuele Terzi.

The Committee meets as frequently as necessary to carry out its functions, as well as at the request of one of its members and in any case in time to deliberate on the matters on which the Committee has to report to the Board of Directors.

Moreover, pursuant to Article 29, paragraph 1, of the Rules of the BoD and Committees — in the section governing the Remuneration Committee — state that no Director may attend the meetings of the Remuneration Committee in which proposals regarding his or her remuneration are made to the Board of Directors. Moreover, paragraph 2 of the same Article states that the Risk Manager (above all to ensure that incentive systems are adequately corrected to take account of all risks assumed by the bank, according to methods consistent with those adopted by the Bank to manage risks) and other non-members, in reference to individual items on the agenda, may participate in meetings of the Remuneration Committee, by invitation from the Committee.

Finally, pursuant to Article 23 of the aforementioned regulations of the Board of Directors and the Committees, the Chairman of the Board of Statutory Auditors or other Statutory Auditor appointed by him/her participates in the work of the Committees; however, the other Statutory Auditors may also participate. For this purpose, the notice of meeting is also sent to the Chairman of the Board of Statutory Auditors and the Regular Auditors. During the 2021 financial year, the Board of Statutory Auditors took part in all the meetings of the committee in question.

Committee members are appointed for a period that is coterminous with the term of the Board, and are entitled to annual remuneration plus an attendance fee payable for each meeting they attend.

Functions of the Remuneration Committee

The Committee's responsibilities include advisory and recommendatory functions in respect of the Board of Directors on matters pertaining to remuneration.

More specifically, the Remuneration Committee is entrusted with the following tasks:

- (i) Pursuant to the Supervisory provisions as per Circular 285 of the Bank of Italy, the Committee: (a) has advisory tasks on the definition of criteria for determining the compensation of all key personnel, as identified by the Board of Directors from time to time; (b) has proposal duties regarding the remuneration of personnel whose remuneration and incentive systems are decided by the Board of Directors pursuant to Article 6, point 3, (vii), letter e), of these Rules; (c) expresses an opinion — including on the basis of information received from the competent company functions, of the results of the process of identifying Key Personnel, including any exclusions, pursuant to Section II, para. 6.1, of the Supervisory Regulations; (d) directly oversees the correct implementation of rules governing the remuneration of the heads of corporate control functions, in close coordination with the Board of Statutory Auditors; (e) is responsible for preparing the documentation to be submitted to the Board of Directors for the related decisions; (f) collaborates with the other committees internal to the Board of Directors, and in particular with the Internal Audit and Risk Committee; (g) ensures the involvement of the competent company functions in the process of preparing and controlling remuneration policies and practices; (h) on the basis of the information received from the competent company functions, expresses opinions on the achievement of the performance objectives to which incentive plans are tied, and on the assessment of the other conditions established for the disbursement of remuneration; (i) provides adequate feedback concerning the activity performed including the Shareholders' Meeting;
- (ii) pursuant to the CG Code, the Committee: (a) assists the Board of Directors in preparing the remuneration policy; (b) presents proposals or expresses opinions on the remuneration of the executive directors or other directors who occupy particular positions, as well as on the setting of performance targets relating to the variable component of such remuneration; (c) monitors the concrete application of the remuneration policy, and in particular verifies the effective achievement of performance targets; (d) periodically assesses the adequacy, overall consistency and concrete application of the remuneration policy applicable to Directors and top managers.
- (iii) In addition to the competencies set out in the foregoing points, the Remuneration Committee: (a) formulates proposals regarding plans, targets, rules and company procedures relating to social and environmental issues and, more generally, sustainability, in line with applicable legislation, (i) promoting the progressive adoption of short and medium-to-long-term qualitative and quantitative

indicators focused on ESG issues; (ii) the identification of performance targets, to which the provisions of predetermined, measurable variable components tied to a significant extent to a long-term horizon, consistent with the Bank's strategic objectives and designed to promote its Sustainable Success, also including non-financial parameters, where relevant; (iii) integrating compliance with laws governing sustainable finance; and (iv) contributing to the preparation of a remuneration policy consistent with sustainability risk, from the standpoint of both individual performance and of alignment with the interests of shareholders, investors and stakeholders; (b) provides opinions on the determination of severance indemnities to be offered in the event of early termination of the contract or the post (so-called "golden parachutes"); assesses, where necessary, the effects of such termination on the rights accrued under share-based incentive plans; (c) formulates non-binding opinions and proposals concerning any stock options plans and shares assignment or other share-based incentive systems also suggesting the objectives relating to the granting of such benefits and the criteria for assessing the achievement of those objectives; monitors the evolution and application over time of any plans approved by the Shareholders' Meeting upon proposal of the Board of Directors; (d) provides opinions to the Board of Directors regarding the motions on remuneration of the Directors holding special positions in companies in which the Bank holds a Strategic Equity Investment, pursuant to Article 2389 of the Italian Civil Code, as well as the remuneration of general managers and managers with strategic responsibilities of such companies.

In 2021 the Remuneration Committee met nine times. On average, the meetings lasted approximately 50 minutes. In the year underway, a total of 11 Committee meetings are scheduled; since the beginning of the year as at the date of this Report, 3 meetings were held.

During the meetings held in 2021, the Committee was invited to express its opinion, *inter alia*, on the following:

- (i) *ratione materiae*, verification of the recommendations of Borsa Italiana's Corporate Governance Committee and the level of compliance Banca Generali with the same;
- (ii) *self-assessment* on the remuneration and incentive system and motion to raise the ratio between the variable and fixed components of remuneration to 2:1;
- (iii) *examination* of the results of the benchmark activity carried out regarding the remuneration of the CEO, the Board of Directors and the Board of Statutory Auditors;
- (iv) *addition* to self-assessment of key personnel;
- (v) the 2021 incentive system
- (vi) the Network Loyalty Plan for 2021;
- (vii) the 2021 LTI Plan;
- (viii) assessment of the achievement of the access gate requirements and the objectives set forth by the MBO system for 2019 assigned to the Chief Executive Officer/General Manager, the Deputy General Manager Wealth Management, Markets and Products, the Deputy General Manager Commercial Networks, Alternative Channels and Support, other key personnel and heads of the control functions, and consequent definition of the related variable remuneration;
- (ix) final calculation and reporting of 2020 BSC for key personnel and Long Term Incentive Plans in force (2017-2019 LTI , 2018-2020 LTI , 2019-2021 LTI);
- (x) Remuneration Report: the Banking Group's remuneration policies and report on the application of remuneration and incentive policies in 2019;
- (xi) remuneration package of the Chief Executive Officer and the General Manager (having obtained the opinion of the outgoing Remuneration Committee);
- (xii) determination of the 2021 Bonus Pool;
- (xiii) update on the determination of the number of treasury shares in service of 2021 share-based plans;

- (xiv) opinion on the compensation reserved for some corporate representatives appointed in Companies of the Banca Generali Banking Group;
- (xv) acknowledgement of the compensation package for members of key personnel.
- (xvi) 2021 Balanced Score Card for key personnel/ methods for BSC application;
- (xvii) issue of opinions on the remuneration of the General Manager and manager with strategic responsibility, as well as directors vested with particular duties and managers with strategic responsibilities — opinion pursuant to Article 28, paragraph 4, letter d., of the Rules of the BoD and Committees;
- (xviii) renewal of the supplementary company contract (CIA) of the Banca Generali Banking Group (Italian companies);
- (xix) state of progress of projects (strategic projects, "People Strategy", "Sustainability Commitment").

The proceedings of each meeting, coordinated by the Chairman, were duly recorded in minutes.

All the 9 meetings held in 2021 were attended by all Committee members, as indicated in Table No. 3 attached to this Report.

The Remuneration Committee is afforded unhindered access to any and all the corporate information and functions it may deem necessary or useful for the proper discharge of its assigned tasks, as well as avail of the services of outside consultants. A specific budget has been allocated for the current year for the Committee to perform its duties.

9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM — INTERNAL AUDIT AND RISK COMMITTEE

The Board of Directors of Banca Generali adopted an organisational model for the Group's internal control system, under which so-called second- and third-tier control functions are centralised within the Parent Company.

The choice to adopt a system based on the centralisation of the so-called second- and third-tier control functions within the Parent Company, was due to the need for effective managerial, as well as technical-operating coordination that is as deep-reaching as the strong strategic coordination of group companies, achieved through the presence of representatives of the Parent Company on the administrative and control bodies of the subsidiaries.

As required pursuant to the Civil Code and the supervisory regulations for banks and, as recommended in the CG Code, the Bank has therefore adopted an internal control system capable of continuously monitoring typical business risks.

The internal control system is a structured set of organisational functions, procedures and rules of conduct aimed at ensuring sound and proper corporate governance in line with pre-set targets, through adequate processes for identifying, measuring, managing and monitoring the main business risks. The system forms an integral part of the Company's operations and entails the involvement of all corporate structures and sectors, each of which is called upon to ensure constant and continuous risk monitoring, within the limits of its specific remit.

Within this framework, the Internal Control System fully complies with the provisions of Article 6 of the CG Code and, moreover, is specifically designed to ensure sound and prudential corporate management of the Bank and the Banking Group, whilst at the same time reconciling the attainment of corporate targets, the proper and timely monitoring of risks and appropriate operating procedures.

Banca Generali S.p.A.'s internal control system was defined by the Company's Board of Directors and is regularly revised and amended to comply with the provisions of the Bank of Italy's Circular No. 285.

The Internal Control System consists of:

- (i) *checks involving the business lines*: systematic or periodic checks on samples of information, carried out by the heads of individual operating units with a view to ensuring the proper implementation of the activities effected by the same production structures, or incorporated into procedures, or performed as part of middle/back-office processes;
- (ii) *risk management checks*: checks carried out by the heads of individual operating units and the Risk and Capital Adequacy Department as part of the process of determining risk measurement methods, with a view to ensuring compliance with the thresholds assigned to the various operating functions, as well as in order to maintain the operations of individual production units in line with the risk/return targets set for specific types of risk (credit, market or operating risk);
- (iii) *compliance checks*: checks carried out by the Compliance Department on the compliance of transactions with statutory requirements, orders and instructions imposed under supervisory authorities and the Company's self-regulatory provisions;
- (iv) *checks regarding money laundering*: checks carried out by the Anti-Money Laundering Service on the compliance of transactions with statutory requirements, orders and instructions imposed under supervisory authorities and the Company's self-regulations;
- (v) *internal auditing*: checks carried out by the Internal Audit Department with a view to ensuring the completeness, adequacy, functionality and reliability of the overall Internal Control System and ICT system, checking and performing on-site audits of the regular conduct of operations and the evolution of risks, while also supporting company bodies, the Board of Directors, the Board of Statutory Auditors, the Internal Audit and Risks Committee and Top Management in defining the structure of the internal control and corporate governance system, as well as identify possible improvements areas within risk management.

The Company's internal control system is structured to ensure proper disclosure of information and adequate oversight of all the Banking Group Banca Generali's activities, with a view to promoting

fairness and transparency of processes, in both form and substance, whilst also ensuring: the efficiency, traceability and auditing of transactions, and more in general, of all management activities; the reliability of accounting and management data; compliance with laws and regulations, and the protection of the integrity of the Company's assets, especially in order to prevent fraud against the customers, the Company and the financial markets.

The key principles underlying the Company's internal control system include:

- the separation of roles in the performance of the main tasks involved in individual production processes;
- the traceability and constant visibility of choices;
- objective decision-making with regard to individual operating processes.

Responsibility for the internal control system, pursuant to applicable regulations, resides with the Board of Directors that is in charge of: (i) establishing the guidelines, strategic orientation and risk management policies pertaining to the internal control system; (ii) approving the Bank's organisational structure, ensuring that tasks and responsibilities are clearly and properly assigned, and periodically checking the adequacy and effectiveness of the said structure, further ensuring that the main corporate risks are identified and appropriately managed, that the control functions are endowed with sufficient autonomy and independence within the Company's organisation, as well as with adequate resources to ensure the proper functioning thereof.

The Board of Directors, with the support of the Internal Audit and Risk Committee, also carries out periodic assessments of the functioning, effectiveness and efficiency of the internal control system, taking timely corrective action in case of shortcomings and/or anomalies in the performance of the checks themselves.

Pursuant to supervisory regulations, internal control functions must be independent from other operating functions, and report directly to the Board of Directors and Board of Statutory Auditors, on a periodic basis, in respect of the outcome of its activities.

On 25 September 2003, the Board of Directors appointed Francesco Barraco Head of the Internal Audit Function, effective 1 October 2003. His remuneration is examined each year by the Board of Directors, with the support of the Remuneration Committee and in concert with the Board of Statutory Auditors, and is in line with market best practices.

The Internal Audit Department: (i) performs assurance activities and submit potential improvements to the corporate bodies, with specific reference to the RAF, the risk management process and its risk measurement and control tools, as well as audit advisory activities; (ii) directly reports the assessments and evaluations results to the corporate functions; (iii) promptly and directly forwards to the administrative bodies all the results of the audits that have detected scope for improvement or highlighted significant deficiencies; (iv) provides guidance to the concerned Areas, Departments, Services and Organizational Units; (v) in drawing up procedures for managing and containing business risks, monitors the implementation of the said risk management procedures and measures, and, moreover, expresses its opinion on the effectiveness of the system in maintaining overall risk exposure within acceptable limits; (vi) submits the results of its activities to the Board of Directors, the Internal Audit and Risk Committee, the Chief Executive Officer and the Board of Statutory Auditors.

The Internal Audit Department performs said activities for Banca Generali and the Banca Generali Banking Group Companies, both under specific outsourcing agreements that govern the provision of the audit function, and in an institutional capacity as a function of the Parent Company of the Banking Group.

The audit methodology on which the internal audit activity is based is defined by the Audit Policy of the Banca Generali Banking Group approved by the Board of Directors. The internal audit methodology is certified by one of the big four, is in line with the international standards of the profession and is indicated in the Group's Audit Policy.

In accordance with current legislation, by resolution of the Board of Directors on 12 October 2017, Matteo Canali was appointed Head of the Compliance and Anti Money Laundering Department with effect from the same date.

On 24 June 2015, the Board of Directors vested Antonio Bucci with responsibility for the Risk and Capital Adequacy Department, starting from 1 July 2015.

As already noted, in order to implement the recommendations of the Corporate Governance Code (now CG Code) of the time regarding internal control and comply with the supervisory provisions in force, the Board set up within itself an Internal Audit and Risk Committee in charge, among other tasks, of completing all the preparatory activities required for the Board to properly undertake its internal control tasks (for further information, see “Internal Audit and Risk Committee”, herein).

Moreover, with regard to risks, the Chief Executive Officer and General Manager may also avail of the advice of the Managerial Risk Committee established by Board resolution of 23 September 2008 with a view to coordinating the Banking Group’s risk management and control system, and identifying and implementing appropriate risk containment measures.

As recommended by the CG Code and in compliance with the Bank of Italy’s supervisory provisions, Section 8 of the Rules of the BoD and Committees requires the Board to:

- (i) define guidelines for the Internal Control and Risk Management System so that the primary risks affecting the Company and its subsidiaries are properly identified and adequately measured, managed and monitored, while also determining the degree to which such risks are compatible with a corporate management system consistent with the strategic goals identified;
- (ii) assess, with at least annual frequency, the adequacy of the Internal Control and Risk Management System with respect to the Company’s characteristics and the risk profile assumed, as well as the effectiveness of the system;
- (iii) approve the working plans drafted by the Heads of the Compliance, Anti-Money Laundering, Internal Audit and Risk & Capital Adequacy functions and review the periodic *tableau de bord* drafted by those functions;
- (iv) assess the results presented by the independent auditors in any recommendation letters and in reports on fundamental matters brought to light during the independent auditing process.

In addition, pursuant to Article 52-*bis*, paragraph 1, of the TUB, which states that “*banks and the related parent companies to adopt specific procedures for the internal reporting by employees of conduct or events that could entail a breach of the rules regulating the banking industry*”, and having acknowledged the implementing provisions issued by the Bank of Italy with publication of Circular No. 285, the Board has developed a procedure for personnel to report internally acts or events that could constitute a breach of the rules governing banking activity (Whistleblowing Procedure).

In relation to the obligations provided for under the above procedure, the Head of the Compliance and Anti-Money Laundering Department, Matteo Canali, was appointed Whistleblowing Manager.

In managing and coordinating the Banking Group as its Parent Company, the Bank also exercises:

- (a) strategic control over the development of various business areas in which the group operates, and the risks arising from the own securities portfolio. This type of control is aimed at monitoring the expansion of the business operations of group companies, and their policies in terms of mergers, de-mergers and acquisitions. Strategic coordination is ensured primarily through presence of a certain number of persons appointed by the Bank's Board of Directors on the Board of Directors of subsidiaries;
- (b) operating control aimed at ensuring appropriately balanced economic, financial and capital positions of both the individual group companies and the Group as a whole. These checks are carried out mainly through the preparation of plans, programmes and budgets (for each group company and for the group as a whole) and by analysing the quarterly performance, interim results and annual financial statements of each group company and of the group as a whole, duly broken down by specific business sector, and with regard to the entire group. Operations are coordinated by the Planning and Control Department which liaises with the company bodies/functions of each of the subsidiaries;
- (c) technical-operating control aimed at assessing the profiles of the various risks incurred by the Group as a whole, as a result of the business operations of individual subsidiaries

The Board most recently assessed, on 10 February 2022, the adequacy of the internal control and risk management system with respect to the characteristics of the company and risk profile assumed, and the system's effectiveness. This assessment was carried out with the support of the Internal Audit function, upon the presentation of the *Tableau de bord* of the Internal Audit function, including the assessment of the internal control system, and after analysis presented to the Internal Audit and Risk Committee on 4 February 2022. The results of such analysis have also been reported in the half-year report of the aforementioned Board — pursuant to Recommendation 35, letter (h) of the CG Code — with reference to the activities carried out by the Committee and the adequacy of the internal control and risk management system. On that occasion, the Board observed and found consistence with the results of the 2021 audit activities the specific assessments relating to each of the four areas of the internal control and risk management system (*i.e.* comprehensiveness, adequacy, reliability and functionality): consequently, the result of the aforementioned assessment, in line with that carried out by the Internal Audit and Risk Committee found that the structure of the internal control system of the bank is mainly adequate, with some areas for improvement already being addressed.

9.1. THE DIRECTOR IN CHARGE OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Board of Directors entrusted the Chief Executive Officer with the function of Executive Director in charge of overseeing the functioning of the internal control and risk management system.

The Chief Executive Officer defines, for the matters not falling within the Board of Directors' remit, operating policies and related risk control procedures, identifying and evaluating, including on the basis of management trends and departures from forecasts, any and all factors giving rise to risks. The Chief Executive Officer also assesses the functioning, effectiveness and efficiency of the internal control system, promoting the updating of the same from time to time.

The Chief Executive Officer shall, *inter alia*:

1. implement the corporate policies, strategic guidelines, Risk Appetite Framework and business risk governance policies defined by the Board of Directors, within the operational limits established by the latter, and with the contribution of the risk management function;
2. monitor on a continuous basis the implementation of the risk management process, ensuring its consistency with the risk appetite and risk governance policies, taking into account the changes in operating conditions both inside and outside the Bank;
3. facilitate the development and spread at all levels of the Bank of an integrated culture of risk;
4. ensure the information flows, as defined by the Board of Directors, aimed at ensuring that the corporate bodies and control functions are informed of the most relevant management events, including ensuring full knowledge and governability of risk factors and verification of compliance with the Risk Appetite Framework;
5. plan the actions necessary to ensure, on an ongoing basis, the completeness, adequacy, functionality and reliability of the internal control system, monitoring compliance with it on an ongoing basis;
6. ensure that the internal procedures, responsibilities and corporate structures and functions are defined, implemented and updated in order to avoid the unintentional involvement in money laundering and financing of terrorism; in this area, the Chief Executive Officer shall also: define the reporting procedure for suspicious transactions and other procedures aimed at ensuring the timely discharge of disclosure obligations to the authorities provided for in legislation governing money laundering and financing of terrorism; define the information flows aimed at ensuring that risk factors are known by all corporate structures involved and by the bodies with control responsibilities; approve training and education programmes of employees and external staff.

9.2. INTERNAL AUDIT AND RISK COMMITTEE

Composition and function of the Internal Audit and Risk Committee (pursuant or Article 123-bis, paragraph 2, letter d) of the TUF)

The Board of Directors has endowed itself with an Internal Audit and Risk Committee vested with consulting and recommendatory functions.

The current Committee was appointed by the Board of Directors on 22 April 2021⁽⁷⁾ and is made up as follows:

Name and Surname	Office held (as of 25 March 2022)
Lorenzo CAPRIO	Chairman Non-executive and Independent Director
Massimo LAPUCCI	Committee Member Non-executive and Independent Director
Annalisa PESCATORI	Committee Member Non-executive and Independent Director
Vittorio Emanuele TERZI	Committee Member Non-executive and Independent Director

The committee is composed of four directors, all non-executive and independent. The Board of Directors assessed their availability and whether they possessed suitable experience and expertise in financial matters or remuneration policies based on the declarations made by the candidates when the lists were filed and subsequently ascertained when the requirements were verified on 11 May 2021. This is in line with the express provisions of Article 24, paragraph 2, of the Rules of the BoD and Committees, which state that Committee members must possess such knowledge, expertise and experience that enables them to fully understand and monitor the Bank's strategies and risk policies. At least one of the Committee members shall have acknowledged experience in accounting and finance or risk management, as determined by the Board of Directors to its satisfaction at the time of the appointment of the said Committee member.

Carmelo REALE, the Board Secretary, also serves as Committee secretary.

The operating procedures of the Internal Audit and Risk Committee are set forth in the relevant Rules of the BoD and Committees and published on the Issuer's website under section *Governance / Board Committees*. In particular, the main rules regarding its operation are set out below: (i) The Control and Risks Committee meets with the frequency necessary to discharge its functions and at the request of one of its members or the Chairman of the Board of Statutory Auditors; (ii) the Chairman of the Board of Statutory Auditors or other member designated by the Chairman participates in the work of the Committee: in 2021, the Board of Statutory Auditors always participated in all the committee's meetings; (iii) At the invitation of the Committee Chairman, Committee meetings may be attended by other members of the Board of Directors, top managers (as identified from time to time), the Compliance Officer, the Head of the Anti Money Laundering function, the Head of Internal Audit, the Head of the Risk & Capital Adequacy function, the Heads of other corporate functions, the Manager responsible for preparing the Banca Generali's financial reports and any and all other persons whose presence is deemed useful.

Functions assigned to the Internal Audit and Risk Committee

Pursuant to Article 25 of the Rules of the BoD and Committees, the Internal Audit and Risk Committee performs supporting functions for the body with strategic supervision functions with regard to risks and the internal control system. Within this framework, it pays particular attention to all activities instrumental and necessary to ensuring that the body with the strategic supervision function

⁽⁷⁾ The composition of this Committee prior to the appointment of the new Board of Directors (and, therefore, of the new Internal Audit and Risk Committee) until 22 April 2021 was as follows: Anna GERVASONI, Massimo LAPUCCI, Annalisa PESCATORI and Vittorio Emanuele TERZI.

may reach a proper, effective determination of the RAF (Risk Appetite Framework) and risk management policies. Within this framework, the Control and Risks Committee ensures that the risks and profiles connected to ESG (Environmental, Social and Governance) factors are thoroughly assessed in order to favour the sustainable success of the Company and Banca Generali Banking Group. More specifically:

- (i) in accordance with the Supervisory Provisions of Circular No. 285, the Committee: (a) with the contribution of the Nomination, Governance and Sustainability Committee, identifies and proposes the heads of the company control functions to be appointed and expresses an opinion of their dismissal; (b) examines in advance the plans of activity (including the audit plan) and annual reports of the company control functions addressed to the Board of Directors; (c) expresses assessments and formulates opinions for the Board of Directors concerning observance of the principles with which the internal control system and company organisation must comply and of the requirements that must be satisfied by company control functions, bringing to the attention of the Board any weaknesses and the resulting corrective actions to be promoted; for this purpose, it assesses any related proposals by the corporate body with managing function; (d) contributes, through evaluations and opinions, to the definition of the company outsourcing policy for company control functions; (e) verifies that company control functions properly follow the instructions and guidelines provided by the Board of Directors and assists it in drafting the coordination document provided for in Title IV, Chapter 3, of the Supervisory Regulation; (f) assesses the proper use of accounting standards for the preparation of the individual and consolidated financial statements (assessing their uniformity for this purpose) and to this end it coordinates with the executive in charge of preparing accounting documents and the control body; (g) with particular reference to the tasks of risk management and control, carries out functions in support of the Board of Directors: (i) in formulating and approving the strategic guidelines and risk management policies. Within the context of the Risk Appetite Framework, it is responsible for the assessments and proposals necessary to ensure that the Board of Directors, as required by Title 4, Chapter 3, of the Supervisory Regulation, can set and approve the Risk Appetite and Risk Tolerance; (ii) in verifying the proper implementation of strategies, risk management policies and the RAF; (iii) in establishing policies and processes for the assessment of company activities, including verification that price and conditions of transactions with customers are consistent with the business model and risk management strategies; (h) without prejudice to the competencies of the Remuneration Committee, determines that the incentives underlying the Bank's remuneration and incentive system are consistent with the RAF;
- (ii) in addition to the competences set out in the foregoing point, pursuant to the CG Code: (a) it also performs preparative, consultative and supporting functions for the Board of Directors with regard to the tasks that this latter performs, including pursuant to Article 17, points 2 and 3 of the Rules of the BoD and Committees; (b) assesses the fitness of periodic financial and non-financial information to provide a proper representation of the company's business model, strategies, the impact of its activities and the performances achieved; (c) examines the content of periodic non-financial information relevant to the internal control and risk management system; (d) examines opinions regarding specific aspects relating to the identification of the main company risks and supports the assessments and decisions of the administrative body regarding the management of risks arising from adverse events of which the administrative body has become aware; (e) monitors the independence, adequacy, efficacy and efficiency of the Internal Audit function; (f) may entrust the internal audit function with carrying out audits on specific operational areas, notifying the Chairman of the Board of Statutory Auditors at the same time; (g) reports to the administrative body, at least when the annual and half-yearly financial report is approved, on the activities carried out and on the adequacy of the internal control and risk management system;
- (iii) without prejudice to the competencies set out in the foregoing points, the Committee: (a) also carries out investigative, advisory and support functions for the Board of Directors with reference to resolutions on the matter of investments — pursuant to Article 6, point (iii) letter (g) and point (v) of the Rules of the BoD and Committees — submitted to the administrative body; in this context, it also plays an advisory role in the various cases indicated, expressing, when requested, prior opinions on the granting of significant loans to undertakings in which the Bank holds a qualifying holding; the acquisition of a qualifying holding in an undertaking to which significant financing has been granted; the acquisition of shareholdings in companies considered to be strategic

suppliers; the acquisition of shareholdings in debtor companies and aimed at debt recovery; (b) monitors the independence, adequacy, efficacy and efficiency of the Compliance function, the Anti Money Laundering function and the Risk & Capital Adequacy function; (c) ensures that the Internal Audit, Compliance, Anti Money Laundering and Risk & Capital Adequacy functions possess adequate resources to discharge their duties; (d) can be consulted for assessment of the specific transactions entailing direct or indirect conflict of interest; (e) requests that the Compliance and Risk & Capital Adequacy functions (according to their various specific competencies) perform checks on specific areas of operation while simultaneously notifying the Chairman of the Board of Statutory Auditors thereof; (f) ensures that in the framework of its assessments of risks, where applicable, in line with internal regulations in force and applicable from time to time, that aspects relating to ESG factors are taken into due account; (g) performs the other duties that may be entrusted to it by the Board of Directors; (h) may access the relevant information regarding compliance with anti-money laundering legislation and suspicious transaction reporting activity (at the aggregate and anonymous level);

- (iv) with reference to related party and connected party transactions, in compliance with the provisions set forth in the Regulation on related party transactions approved pursuant to Consob Resolution, and Bank of Italy Circular No. 285: in compliance with the “*Procedure for Related Party and Connected Party Transactions*” of Banca Generali (the “**RPT Procedure**”), the Committee: (a) in respect of Moderately Significant Related Party Transactions, as defined in the RPT Procedure, expressing, in the manner and form and in accordance with the deadlines established in the RPT Procedure, a non-binding, opinion, duly supported by grounds, on the extent to which it is in Banca Generali’s interest to effect each such transaction, as well as on the fairness and substantive correctness of the related terms and conditions; (b) in respect of Highly Significant Related Party Transactions, as defined in the RPT Procedure, (i) being involved in the phases pertaining to preliminary study and negotiation of the transaction in question, and being entitled to request and obtain information and/or put forward recommendations and observations to the persons and parties involved in the said phases; (ii) in compliance with the terms, conditions and procedures set forth in the RPT Procedure, issuing a binding opinion on the transaction, duly accompanied by a statement of grounds, regarding whether or not it is in Banca Generali’s interest to effect the transaction, as well as the commercial attractiveness and substantive correctness of the related terms and conditions; (c) for the purpose of preparing and issuing the opinions set forth in letters (a) and (b) above, the Committee may avail of the advice of one or more experts of its choice, at Banca Generali’s expense, up to the amount of the expense ceiling, if any, and in strict compliance with the terms and conditions set forth in the RPT Procedure; (d) for all matters bearing on related party transactions not expressly governed herein, reference shall be made to the provisions of the RPT Procedure.
- (v) The Committee is also placed in charge of providing support to the Board of Statutory Auditors, at the latter’s request, especially in the form of advice and assistance in conducting the fact-finding inquiries required to discharge the duties entrusted to the Board of Auditors with regard to the statutory auditing of accounts pursuant to Legislative Decree No. 39 dated 27 January 2010. More specifically, the Committee shall: (a) assess the proposals put forward by auditing firms to obtain the audit engagement, within the framework of the Company’s procedures for appointing the independent auditors in charge of certifying the financial statements of the Company, the consolidated financial statements and half-yearly financial statements, with specific reference to the subject-matter of the appointments and the related economic terms and conditions, reporting its findings to the Board of Statutory Auditors; (b) at the request of the Board of Statutory Auditors, assess the work schedule of the statutory audit, and examine the results set forth in the report drawn up by the independent auditors together with any suggestions the latter may have put forward, reporting its findings to the Board of Statutory Auditors; (c) at the request of the Board of Statutory Auditors, monitor the effectiveness of the processes followed for the statutory auditing of accounts, reporting its findings to the Board of Statutory Auditors; (d) undertake any and all further tasks that the Board of Statutory Auditors may entrust to it in respect of the statutory auditing of accounts.

In 2021, the Internal Audit and Risk Committee met 13 times, for an average of approximately 3 hours and 20 minutes each time. In the year underway a total of 12 Committee meetings are scheduled; from the beginning of the year to the date of this Report, 5 have been held.

During the meetings held in 2021, the Committee was invited to express its opinion, *inter alia*, on the following:

- (i) analysis of the quarterly *Tableau de bord* and the related reports, submitted by control functions;
- (ii) assessment of the Internal Control System;
- (iii) analysis of the annual reports audits carried out by control functions at the subsidiaries;
- (iv) proposal to outsource Critical Important Function (FEI);
- (v) check of the adequacy of the accounting policies followed in preparing the annual financial statements;
- (vi) disclosure on the Internal Risk Assessment and beginning of the update/revision of the Audit Plan following the outbreak of Covid-19;
- (vii) Presentation of FARG-2020 Annual Financial Report;
- (viii) Presentation of Pillar 3 public disclosures;
- (ix) Risk update and RWA update, presentation of the ICAAP/ILAAP 2021 report, presentation of the update of recovery thresholds and update of the Risk Appetite Framework to incorporate ESG factors;
- (x) related party transactions and transactions of greater importance;
- (xi) presentation of audit report on the IT security assessment;
- (xii) presentation of updates relating to the internal regulations within its remit;
- (xiii) updating of the succession plan (only for control functions).

The proceedings of each meeting, coordinated by the Chairman, were duly recorded in minutes.

All the 13 meetings held in 2021 were attended by all Committee members, as indicated in Table No. 3 attached to this Report.

The Internal Audit and Risk Committee is afforded unhindered access to any and all the corporate information and functions it may deem necessary or useful for the proper discharge of its assigned tasks, and may also avail of outside consultants, if necessary. A specific budget has been allocated for the current year for the Committee to perform its duties.

9.3. HEAD OF INTERNAL AUDIT

The Banca Generali S.p.A. Group's Internal Audit function reports directly to the Board of Directors and Board of Statutory Auditors of the Bank, while functionally coordinating with the director in charge of the internal control and risk management system, to whom the second-tier control functions report.

The Internal Audit is an independent and objective function with assurance and advisory tasks intended, on the one hand, to supervise, from a third-tier standpoint and including through on-site checks, the regular course of operations and evolution of risks and, on the other, to assess the completeness, adequacy, functionality and reliability of the organisational structure and the other components of the internal control system, as well as to inform the company bodies of possible improvements, in particular to the Risk Appetite Framework, risk management process, and risk measurement and control instruments.

The Internal Audit function is charged with constantly and independently verifying that the internal control system is always complete, adequate, operational and reliable. The Internal Audit function assesses and contributes to the improvement of the governance, risk management and control processes through a systematic professional approach.

The Head of Internal Audit:

1. verifies, both on an ongoing basis and in relation to specific needs, and in accordance with international standards, the suitability of the internal control and risk management system and its

- compliance and alignment with the business model, through a risk-based, process-oriented audit plan approved by the Board of Directors each year;
2. is not responsible for any operating areas and is not hierarchically answerable to them;
 3. engages in constant dialogue with the Compliance & AML, Risk Management and IT Security functions;
 4. is afforded direct access to any and all the information that may be useful for the performance of his duties;
 5. is endowed with adequate resources for the performance of his assigned duties;
 6. reports on his actions directly to the Internal Audit and Risk Committee, the Board of Statutory Auditors and the Board of Directors, preparing periodic reports containing adequate information about his activity, the manner in which risks are managed and compliance with the plans defined to contain those risks. Specifically, he expresses an opinion on the adequacy of the internal control and risk management system in ensuring an acceptable overall risk profile;
 7. prepares reports on events of particular significance in a timely manner, forwarding them to the bodies mentioned above;
 8. verifies, as part of the audit plans, outsourced critical or important functions, as well as the main ICT services provided by third parties which do not qualify as outsourced, including through direct access to outsourcers' premises;
 9. provides advice on internal control, corporate governance and sustainability;
 10. has a budget to refer to for completing his tasks and activities and conducting special training, as required by the standards.

During the year, internal audit activity contributed to reinforcing the risk control and management system and attention was focused on the following aspects:

- a) compliance with regulations and internal procedures on the prevention of money-laundering;
- b) expansion of policies in areas related to the banking group's core businesses;
- c) management of data to ensure that security, quality and governance requirements are met;
- d) prevention and management of fraud;
- e) correctness of administrative and accounting data;
- f) interrelations between the CRO and CFO functions for a pro-active approach to implementing and updating the Strategic Plan and RAS.

Main features of the Company's risk management and internal control systems related to the financial reporting process (pursuant to Article 123-bis, paragraph 2, letter b), of TUF)

Foreword

With reference to the financial reporting process adopted by the Bank (the "**System**"), the risk management and internal control system is part of the Company's broader Internal Control and Risk Management System described in the previous section.

The System addresses the issues of internal control and risk management arising in respect of the financial reporting process, from an integrated perspective, with a view to identifying, assessing and containing the so-called financial reporting risks (*i.e.*, risks of errors leading the annual financial statements, the condensed half-yearly financial statements, the consolidated financial statements and/or any other financial disclosures and filings to reflect a view of the balance sheet, income statement and/or cash flow that cannot be described as true and/or fair) to which the Company and the Group are exposed.

The System is thus intended to guarantee the reliability, accuracy and timeliness of financial reports. To this end, the Bank created a financial reporting risk model consisting of principles and rules that aim to guarantee an adequate administrative and accounting system, in part by ensuring the availability of operating procedures and instructions.

The Manager in charge of the **Company's financial reports** of Banca Generali works within this framework and is charged by Italian Law No. 262 of 28 December 2005 ("**Law 262**") with the critical task of ensuring the reliability of accounting documents and availability of adequate administrative and accounting procedures for listed companies based in Italy.

The Manager in charge of the Company's financial reports is responsible for defining the methodological and organisational aspects of adopting the financial reporting risk model within the Company and Group to the extent of the powers and means granted to him/her under paragraph 4 of Article 154-*bis* of TUF.

The financial reporting risk model adopted is based on a process developed by the Company in accordance with the following reference frameworks, which are generally recognised and accepted internationally:

- (i) the CoSO (Committee of Sponsoring Organisation of the Treadway Commission). *Internal Control – Integrated Framework*, released in 1992, which defines guidelines for assessing and developing an internal control system. With reference to the CoSO Framework, the model refers to the component of the internal control system concerning the processes of collection, processing and publication of financial information flows (financial reporting);
- (ii) COBiT (Control Objective for IT and Related Technology, built by the IT Governance Institute based on the CoSO Framework), which provides specific IT guidelines and can be used together with ITIL (Information Technology Infrastructure Library, a framework already used by the Group) and ISO/IEC 27001 (International Organisation for Standardisation/Information Electrotechnical Commission).

Within the Group, the financial reporting risk model has been extended to companies identified as relevant in the context of the model ("**Companies within the Scope of Application**"). In particular, the Companies within the Scope of Application adopt a financial reporting risk model that is consistent with the model used by the Company so as to create a uniform system throughout the Group. The models are then amended to incorporate the changes indicated from time to time by Banca Generali's Manager in charge of the Company's financial reports.

Key characteristics of the existing risk management and internal control system as it relates to the financial reporting process

The key characteristics of the financial reporting risk model adopted by Banca Generali are summarised below, with particular reference to: (A) phases of the model; (B) functions involved in the model and their respective roles, and information flows.

(A) Phases of the financial reporting risk model

The different phases of the financial reporting risk model were defined by the Company based on the reference framework identified. In detail, the model may be divided into the following phases: (i) identification and assessment of financial reporting risks, (ii) identification and assessment of controls for mitigating identified risks.

(i) Identification and assessment of financial reporting risks

To identify and assess financial reporting risks, the Company identifies the relevant Banking Group companies and significant information (consolidated accounts and company-wide processes), considering both quantitative and qualitative elements. The Companies within the Scope of Application are those that, in considering the relationships between assets, revenues and profit or loss of the individual companies and consolidated balances, exceed specific limits established by best market practice (in 2021, in addition to Banca Generali, Generfid and BGFML, such companies also included BG Valeur). In relation to the consolidated accounts, significance is determined based on the guidelines generally used in audit procedures. Processes are considered significant and therefore subject to analysis if, from an accounting perspective, they have a potential impact on the consolidated accounts. All processes involved in period-end reporting are included, in any event, in the scope of processes to be analysed. All significant processes must be subjected to testing at least on an annual basis. The scope of analysis is revised at least annually or when warranted by changes in the Group's structure.

(ii) Identification and assessment of controls for mitigating identified risks:

the financial reporting risk model includes the following types of controls: (a) company-level; (b) process-level; (c) information technology.

The structure of the controls is designed so as to allow adequate identification and assessment and is based on four main characteristics:

- (1) the performance time profile: the controls may be preventive or detective;
- (2) the mode of performance: manual or automatic;
- (3) the nature (namely the structural characteristics): authorisation, reconciliation, management review, etc.;
- (4) frequency (*i.e.*, time interval of controls): weekly, monthly, quarterly, etc.

Control analyses include a phase in which the adequacy of the design is evaluated (ToD) and a phase in which the actual application is evaluated (ToE) according to specific methods for each type of control. If during the ToD and ToE phases shortcomings are identified in the management of financial reporting risk, the appropriate corrective measures or actions are determined. The implementation of corrective measures or actions is constantly monitored by the Manager in charge of the Company's financial reports.

(a) Company-level controls

The goal of company-level controls is to ensure the existence of an organised, formal company structure designed to reduce the risk of improper conduct through adequate governance systems, standards of conduct based on ethics and integrity, efficient organisational structures, clarity in the assignment of powers and responsibilities, adequate risk management policies, employee disciplinary systems, efficient codes of conduct and fraud-prevention systems. Adequacy assessments focus on ensuring the existence and dissemination of the appropriate tools (such as policies, codes, rules, service rules, etc.) used to identify rules of conduct applicable to the corporate workforce. The next phase involves evaluating the actual application of the aforementioned rules.

(b) Process-level controls

Process-level controls are carried out at a more detailed level than company-level controls and are aimed at mitigating financial reporting risk through controls included in the Company's operating processes. Assessments of control adequacy are carried out by identifying company processes, determining the key controls used to manage financial reporting risk and evaluating the appropriateness of such controls in mitigating this risk. Efficiency assessments involve verifying the actual and correct execution of controls and the adequacy of related documentation.

(c) Controls on Information Technology (IT)

IT controls focus on IT application processes assessed as relevant upon assignment of priorities and associated with organisational procedures. Specifically, analyses are performed on controls concerning software purchases and maintenance, physical and logical security management, application development and maintenance, completeness and accuracy of system data, IT risk analysis and information system management. The analysis focuses both on business processes, as well as period-end reporting, and is structured on evaluating the adequacy of controls as they pertain to the key best practices and reference frameworks used and on ensuring that controls remain functional according to standardised methodologies. The analyses also evaluate the efficiency of the main automatic controls (ITAC – IT Application Controls) performed by applications as part of major processes.

(B) The functions involved in the model, their roles and the information flows

Consistent with the internal control and risk management system adopted by the Company, the financial reporting risk model engages the corporate bodies and operating and control units in an integrated management approach based on the various levels of responsibility so as to guarantee the model's ongoing adequacy.

The Board of Directors, with the support of the Internal Audit and Risk Committee, ensures that the model enables the identification, assessment and control of major risks, at both the Company and Group level, through the definition of strategies and general internal-control and risk-management guidelines.

In compliance with applicable legislation, the Board also ensures that the Manager in charge of the Company's financial reports has the necessary means and powers to perform the duties assigned to him/her under Italy's Law 262.

The Manager in charge of the Company's financial reports is responsible for implementing, maintaining and monitoring the financial reporting risk model in compliance with the strategies defined by the Board of Directors. Accordingly, he/she is responsible for evaluating the adequacy and actual implementation of administrative and accounting procedures and their appropriateness to present a true and fair view of the assets, liabilities, profit or loss and financial position of the Company and Group. In fulfilling these responsibilities, the Manager in charge of the Company's financial reports is supported by a special unit (Law 262 Organisational Unit) that is charged with the task of coordinating all activities necessary for the correct performance of the duties assigned to him. The Unit also serves as a point of reference for the entire Group as regards the management of administrative and accounting risks through guidance and coordination activities, and the management of tests on key controls entrusted with independent auditors

Banca Generali's Regulations and Organisational Analysis Service is responsible for mapping the Company's processes, and therefore also the administrative and accounting processes of the Group companies; it ensures that the information and documentation pertaining to such processes is constantly kept up-to-date.

Through the application of a risk-oriented approach, the Internal Audit Department, in concert with independent auditors and an independent third party chosen from time to time by the Manager in charge of the Company's financial reports, conducts periodic efficacy assessments on the procedures and their related controls, with regard to the administrative and accounting processes, the IT applications relevant for administrative and accounting purposes and ITAC controls (automatic controls). Every six months, the Internal Audit Department submits an assurance report to the Manager in charge of the Company's financial reports and the Internal Audit and Risk Committee.

The Compliance function is responsible for checking and assessing the appropriateness and effectiveness of administrative and accounting processes, with a view to ensuring compliance with any and all applicable regulatory provisions governing the performance of any and all the services offered by the Banca Generali Banking Group, especially so as to minimise the risk of non-compliance.

Process Risk Owners (heads of the Company's and Group's individual Services/Departments) are in charge of managing one or more major processes in accordance with Law 262. They are responsible for ensuring that the documentation system put in place by the Group's dedicated units is consistent with actual operations. This is achieved by promptly communicating changes that have been made and implementing corrective actions designed to address any shortcomings found and ensuring the execution of self-tests.

Furthermore, if key activities and/or controls that are the responsibility of a Department/Service/Organisational Unit other than that of the Process Risk Owner are identified within a process, a Process Owner is appointed with the duty and responsibility of ensuring that operations are consistent with the company procedure phase. Moreover, the Control Owner is responsible for individual controls within his remit.

The Company also developed — through a special circular related to all Group companies — a documentation system that ensures that all corporate bodies and functions with specific tasks within the internal control and risk management system work together to complete their respective duties.

The activities, information and documents included in the financial reporting risk model are managed using IT applications.

The Manager in charge of the Company's financial reports informs the Board of Directors on a regular basis about the activities carried out in exercising his/her functions.

9.4 ORGANISATIONAL MODEL PURSUANT TO LEGISLATIVE DECREE NO. 231/2001

Legislative Decree No. 231 of 8 June 2001 introduced the principle that corporations may be held liable for specifically listed offences committed or attempted in their interest and/or for their benefit by

individuals entrusted with corporate representation, administration and management, or individuals subjected to the management or oversight of one of the latter.

The above-mentioned Decree provides for exemption from this form of liability in the case of entities which have adopted and effectively implemented organisational and management models designed to prevent the aforesaid offences.

The adoption of an Organisational and Management Model (hereinafter the “**Model**”) is not an obligation, but a right, that the Company has decided to exercise in order not only to restructure and formalise, where necessary, a system of preventive checks aimed at avoiding conduct entailing administrative liability for the Company pursuant to the above-mentioned Decree, but also to ensure the Company’s own integrity, while also boosting the effectiveness and the transparency of corporate operations.

In line with its long-standing commitment to developing and implementing a corporate governance system compliant with the highest standards of business ethics pursued and also ensuring an efficient operating performance, the Bank adopted — by Board of Directors’ resolution passed on 19 June 2006 — the Company’s Organisational and Management Model, drawn up and implemented in light of the Company’s specific operating conditions and requirements. The aforesaid Model must be constantly updated to bring it in line with any changes in the relevant regulatory framework. A copy of the Model is available on the website www.bancagenerali.com.

Apart from meeting all the necessary formal requirements, the Model fully achieves, even in substance, the aforesaid main goal underlying its adoption and aims at preventing from all types of offences contemplated in the aforementioned statutes. The Model is complemented by regulations and corporate rules, is made up of a structured set of principles, rules, provisions and organisational layouts pertaining to the management and oversight of business operations. It is contained in an illustrative document that sets forth the rules that make it impossible for the offences to be committed without fraudulently violating the model.

In accordance with the provisions of the aforesaid Decree, the tasks of supervising compliance with the Model and updating the same must be entrusted to an independent and qualified body set up within the entity, and endowed with autonomous powers of initiative and oversight.

In this regard, the regulations applicable to the Company provide precise rules for the assignment of the role of Supervisory Board, which was previously based on internal assessments and the guidelines proposed by industry associations. According to Article 6, paragraph 4-*bis* of Legislative Decree No. 231/2001, as introduced by Article 14, paragraph 12, of Law No. 183 of 12 November 2011 (“Provisions for preparing the annual and multi-year state budget – 2012 Stability Law”), corporations are now authorised to assign this role to the Board of Statutory Auditors. In addition, Bank of Italy Circular No. 285 provides that the body with control function (i.e., the Board of Statutory Auditors in the governance system adopted by the Company) generally also carries out the functions of the supervisory board.

The CG Code approved by the Borsa Italiana S.p.A. also shows a recommendation for assigning the tasks of the Supervisory Board to the Board of Statutory Auditors.

In light of the foregoing, the Board of Directors of Banca Generali, on 1 April 2014, resolved to identify the Board of Statutory Auditors as the body entrusted with the Supervisory Board’s functions, concurrently attributing to the latter all necessary powers to carry out the aforesaid functions.

The Shareholders’ Meeting of 23 April 2015 made the necessary amendments to Banca Generali’s Articles of Association to allow perfect alignment between the legal requirements for being a member of a listed bank’s Board of Statutory Auditors and those required to perform a Supervisory Board’s functions, as well as to provide reciprocal grounds for removal of a Statutory Auditor and Supervisory Board member from office.

The Board meeting of 22 April 2021, after verifying the requisites regarding integrity and professionalism and the significant incompatibility situations for purposes of serving in office, appointed the Board of Statutory Auditors to perform the function of Supervisory Board, hence composed of the current members of the Board of Statutory Auditors, namely the Chairman of the Board of Statutory Auditors, Natale FREDDI, Acting Auditor Mario Francesco ANACLERIO and Acting Auditor Flavia Daunia MINUTILLO.

Furthermore, the following remuneration was established for the members of the Supervisory Board:

- 20,000 euros gross per year for the Chairman of the Supervisory Board, identified in the Chairman of the Board of Statutory Auditors;
- 15,000 euros gross per year for each of the other members of the Supervisory Board, identified in the Acting Auditors.

In carrying out its tasks, the Supervisory Board is also to avail of the support of other corporate functions, especially the Compliance function.

9.5 INDEPENDENT AUDITORS

On 22 April 2021, the Shareholders' Meeting resolved to entrust the statutory auditing of the Company's accounts for the years ended on 31 December 2021 through to 31 December 2029 to the accounting firm KPMG S.p.A., which is entrusted with the auditing of the Generali Group's accounts.

9.6 MANAGER IN CHARGE OF THE COMPANY'S FINANCIAL REPORTS

Article 154-*bis* of TUF, introduced by Law No. 262 of 28 December 2005, requires *inter alia*:

- (a) the Manager in charge of the Company's financial reports to issue a written statement attesting that any and all notices and information the Company discloses to the market in respect of its annual and/or interim financial reports correspond to the documentary results, books and accounting records;
- (b) the Manager in charge of the Company's financial reports and the delegated Administrative Bodies to issue a joint written statement to be attached to the annual financial statements, the condensed half-yearly financial statements, and, where applicable, the consolidated financial statements, certifying the appropriateness and effective implementation of all relevant accounting and administrative procedures during the accounting reporting period, as well as warranting that all the related accounting documents were prepared in accordance with the international accounting principles generally accepted and applied within the European Union, and, accordingly faithfully reflect the contents of the Company's accounting books and records, with the result that the said accounting documents may be deemed to provide a true and fair view of the balance sheet, income statement and cash flow statement of the Company and the Group. Moreover, with respect to the annual financial statements and the consolidated financial statements, the said written statement shall certify that the related Directors' Report on Operations includes a reliable analysis not only of business trends and operating results, but also of the situation of the issuer and all the companies included in the scope of consolidation of the reporting entity, together with a description of the main risks and uncertainties to which they are exposed, as well as, in respect of the condensed half-yearly financial statements, that the related interim Directors' Report comprises a reliable analysis of the information mentioned in paragraph 4 of Article 154-*ter* of TUF;
- (c) the Board of Directors to oversee the appropriateness of the powers and resources made available to the Manager in charge of the Company's financial reports and the proper implementation of "administrative and accounting procedures."

Pursuant to Article 23, paragraph 3, of the Articles of Association, the Board of Directors, after consultation with the Board of Statutory Auditors, has the power to appoint and dismiss the Manager in charge of the Company's financial reports, in compliance with Article 154-*bis* of TUF, establishing the powers and resources of the same.

Paragraph 4 of the same Article provides that the said Manager shall be selected from amongst the company executives in possession of the following professionalism requisites:

- professional experience for a suitable length of time or, in any event, of no less than three years, in activities of administration, management or control or professional activities in the banking, insurance and financial sectors; or

- specific know-how in the field of financial reporting and accounting, in respect of listed issuers or their subsidiaries and in the management or oversight of related administrative procedures, acquired over at least five years of experience in positions of responsibility for operating structures within the company, the group or other comparable corporations or entities in terms of business sector and organisational structure.

The rule also states that the Manager in charge of the Company's financial reports must possess the integrity requisites provided for by current legislation for appointment to statutory offices, and that removal from office will ensue if these requisites cease to exist. In particular, regarding this last reference, mention is also made of the provisions of the MEF Decree (in particular Article 20 of the MEF Decree) applicable to the managers responsible for the main corporate functions, including the Manager responsible for the Company's financial reports), with reference to the eligibility requirements and related verification procedure.

Pursuant to the Articles of Association, and having heard the opinion of the Board of Statutory Auditors, the Board of Directors appointed Tommaso DI RUSSO to serve as Manager in charge of the Company's financial reports, within the meaning of Article 154-*bis* of TUF, having ensured that he was fit and proper for such appointment within the meaning of Article 23 of the Articles of Association, and determining the powers and resources to be made available to him for the discharge of his assigned duties.

Tommaso DI RUSSO is the head of the CFO & Strategy Area (*i.e.*, the area managing all the activities related to economic, commercial and strategic planning, those regarding finance issues and those of an accounting-administrative nature, as well as the 262 Organisational Unit) and is tasked with ensuring the proper and timely preparation of the Company and the Banking Group's accounts, as well as discharging related accounting and regulatory formalities, and drawing up financial reporting and tax compliance guidelines and policies in line with corporate strategies and targets.

The Board of Directors also granted Tommaso DI RUSSO, Head of the CFO & Strategy Area and assigned the role of Manager in charge of the Company's financial reports, the following powers, which are to be exercised, under his sole signature, in accordance with the general directives imparted by the Board of Directors and the guidelines established by the Chief Executive Officer and General Manager, as well as in the context of the strategies of the Banking Group in question and budget plans, it being understood that the said powers will be extinguished upon the end of his term of office as Head of CFO & Strategy Area and Manager in charge of the Company's financial reports:

Organisation and general functions

1. coordinating and supervising the activities of the Departments and Services that report to his Area of competence, reporting on the results and activities of those departments and services;
2. implementing Board resolutions, concerning the areas falling within his remit, in accordance with the guidelines set by the Chief Executive Officer together with the General Manager (where the positions of Chief Executive Officer and General Manager do not coincide);
3. in accordance with the guidelines established by the Board of Directors and the General Manager (where the positions of Chief Executive Officer and General Manager do not coincide), with regard to the areas falling within his remit, proposing measures designed to ensure the optimal organisation of the activities of the Company's offices reporting to their Area on the results and activities of the same, on the basis of functional criteria that, by breaking down tasks, allow for concurrent and subsequent checks and, in any event, the determination of individual responsibilities;
4. recommending, with regard to the activities falling within his remit, the duties and assigned tasks of personnel at offices, in accordance with the guidelines established by the Board of Directors together with the General Manager (where the positions of Chief Executive Officer and General Manager do not coincide);
5. supporting the Chief Executive Officer and/or General Manager with the preparation of proposals concerning the three-year strategic plan and annual budget;

6. supporting the Chief Executive Officer and General Manager with the preparation of proposals concerning the draft financial statements and consolidated financial statements, as well as interim financial reports;
7. as Manager in charge of the Company's financial reports, pursuant to Article 154-*bis* of Legislative Decree No. 58/1998, ensuring that any and all notices and information the Company discloses to the market in respect of its annual and/or interim financial reports are accompanied by a written statement issued by him that attests that the said notices and information correspond to the documentary results, books and accounting records;
8. as Manager in charge of the Company's financial reports, pursuant to Article 154-*bis* of Legislative Decree No. 58/1998, drawing up suitable administrative and accounting procedures for the preparation of the annual and consolidated financial reports, as well as any and all other financial notices;
9. as Manager in charge of the Company's financial reports, pursuant to Article 154-*bis* of Legislative Decree No. 58/1998, certifying, in a specific report drawn up in accordance with the form established by Consob and attached to the annual financial statements, the condensed half-yearly financial statements and the consolidated financial statements, the appropriateness and proper application of the procedures mentioned in the preceding point, during the period of reference of the financial statements in question, further attesting that the latter provide a true and fair view of the balance sheet, profit and loss account and cash flow statement of the issuer and all the companies included in the scope of consolidation;
10. certifying that the documents were drawn up in accordance with the international accounting principles applicable within the European Community pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and Council of 19 July 2002;
11. certifying that the Directors' Report on Operations attached to the annual financial statements and the consolidated financial statements includes a reliable analysis of the business trends, operating result and financial situation of the issuer and all the companies included in the scope of consolidation of the reporting entity, as well as a description of the main risks and uncertainties to which the latter are exposed;
12. certifying that the interim Directors' Report on Operations attached to the condensed half-yearly financial statements includes a reliable analysis of the information mentioned in Article 154-*ter*, paragraph 4, of Legislative Decree No. 58/1998;
13. assuming any commitment, including of an economic nature, and undertaking whatsoever else that may be necessary for discharging the tasks mentioned in Article 154-*bis* of Legislative Decree No. 58/1998;
14. within the limits of his responsibilities, supporting the Chief Executive Officer and/or General Manager in dealings with any and all public authorities and bodies, the Bank of Italy and Consob, as well as any and all national and international entities and organisations;
15. exercising the powers granted to him from time to time in the context of his responsibilities by the Regulations adopted by the Bank and all other powers granted to him on an ongoing basis or from time to time by the Board of Directors and/or the Chief Executive Officer and/or General Manager.

Finance

1. recognising among "losses" all the expenses incurred by the Company due to employees' errors up to a maximum amount of 10,000.00 euros by single signing authority for each transaction performed autonomously, without prejudice to the provisions of the Finance Rules and the Process Limits and Escalation Regulation governing the management of the errors account, as in effect from time to time;
2. for the areas falling within his remit, effecting any and all transactions with the Public Debt Office, Cassa Depositi e Prestiti, the Bank of Italy, Monte Titoli, the Italian Inland Revenue Service, and any and all other bodies, in order to collect any and all securities, monies and other receivables, and issuing valid receipt in respect of the same;

3. submitting to the Board of Directors proposals concerning proprietary investments;
4. performing all activities associated with this function within the framework of the limits of autonomy established by the Finance Rules and the Process Limits and Escalation Regulation in effect from time to time;
5. in accordance with the guidelines established by the Board of Directors and the Chief Executive Officer and/or General Manager, as well as all provisions set forth by the Finance Rules and the Process Limits and Escalation Regulation in force from time to time, carrying out the following investment transactions, signing, amending and terminating, on behalf of Banca Generali S.p.A., the contracts provided for on financial markets, including, without limitation, contracts governing derivatives operations (ISDA with credit support annexes, terms of business for futures, give-up agreements and similar instruments), repurchase agreement contracts (including GMRAs and GMSLAs), clearing agreements and securities lending agreements (including ISLA agreements);

Lending and baking operations

1. as limited to use of the Company's accounts for transactions relating to *i*) supply arrangements for goods and services, *ii*) arrangements with individuals, and *iii*) arrangements with legal persons outside SEPA, undertaking all transactions drawing on the Company's accounts and in particular making withdrawals in general, writing, where necessary, the related cheques or equivalent instruments drawn on cash balances according to the following methods and limits:
 - a. by single signing authority, for transactions up to 50,000.00 euros;
 - b. by joint signing authority with another Head of Department/Area, for amounts of more than 50,000.00 euros and up to 100,000.00 euros;
 - c. by joint signing authority with either the Chief Executive Officer/General Manager or Deputy General Manager for amounts over 100,000.00 euros.

Transactions relating to the following are excluded from the above methods and limits:

- intragroup arrangements;
- arrangements with banks, insurers, brokers and asset management companies;
- arrangements with clearing houses;
- arrangements included in the “accounts payable process”;

which are subject to the limits and methods established by internal regulations in effect from time to time.

Legal

1. bringing, defending and resisting legal action at any and all instances and degrees, before any and all national, Community or foreign ordinary, administrative and taxation courts, with the right to retain and dismiss counsel, making filings and motions, lodging complaints and claims, as well as proceeding at arbitration and filing claims and/or settling any and all disputes — in the latter case by single signing authority up to the maximum amount of 300,000.00 euros per dispute, and without limits by joint signing authority by the Chief Executive Officer and/or General Manager, without prejudice to the provisions set forth in respect of lending;

Administration

1. for the purposes of discharging the tasks and/or exercising the powers mentioned in Article 154-*bis* of Legislative Decree No. 58/1998, availing of the collaboration of other corporate functions (including the Internal Audit Department), should intervention by the latter be deemed necessary or even merely useful towards such end;
2. signing, on the behalf and in the name of the Company, any and all ordinary correspondence and deeds pertaining to the exercise of the powers assigned;
3. within the framework of the budget approved by the Board of Directors, covering the Company's current expenses, within its remit, and in any case by single signing authority for amounts up to 100,000 euros for each transaction;

4. within the framework of the budget approved and up to the limits of his responsibilities, with a threshold of 100,000.00 euros for each individual asset, acquiring, disposing of or bartering moveable assets, including those subject to registration, as well as collecting amounts due by way of prices and delegating, in whole or in part, the payment thereof, and exercising the power to authorise payment by instalments with or without mortgage guarantees or hypothecation;
5. within the framework of the approved budget and within his remit, negotiating and entering into, amending and terminating lease agreements, tender agreements, as well as agreements for rental, maintenance, supply, insurance, carriage, loan for use, security and transport services for cash and cash equivalents, brokerage, intermediation, advertising, agency and deposit services, as well as entering into commitments for the supply of tangibles, the acquisition of intangibles, and the provision of services rendered by third parties or consultants or other professionals, up to the ceiling of 100,000.00 euros per transaction or provision of services, it being understood that, in the case of multi-year transactions the aforesaid ceiling shall apply on a per annum basis, provided that the said multi-year transactions do not extend over more than three years, and further provided that the aforesaid thresholds shall not apply to contracts with ordinary utilities companies providing essential services (electricity, telecommunications, etc.), or payments required pursuant to law;
6. representing the Company before any and all offices of the Financial Administration and effecting any and all tax filings and related formalities; resisting tax assessments and audits and settling tax disputes up to the maximum amount of 300,000 euros and within the limits of his responsibilities;
7. granting proxies to one or more Company employees, the completion of specific tasks or categories of tasks that fall within the scope of the powers conferred on him pursuant to the foregoing points, establishing, in advance, the limits to the powers thus delegated.

In order to fully comply with the regulation in question, the initiative known as the FARG – Financial Accounting Risk Governance Project has been implemented since early 2007. The previous section “*Key characteristics of the existing risk management and internal control system as it relates to the financial reporting process*” provides further information on FARG.

9.7 COORDINATION AMONGST PARTIES INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

In line with the provisions of the CG Code, in order to maximise the efficiency of the internal control and risk management system and reduce duplication of activities, provision is made for special means of coordination between the different parties involved in the system.

In particular, methods of coordination between the various parties involved in the internal control and risk management system have been established with the aim of avoiding overlapping and ensuring complete coverage of the various risks. Efforts to this end included the following:

- (i) setting up of the Management Risks Committee, a collegial body including the Chief Executive Officer and General Manager, the Deputy General Manager Wealth Management Markets & Products, the Heads of the control functions, the Head of the CFO & Strategy Area and the General Counsel;
- (ii) collegial meetings were planned between the Board of Statutory Auditors and the heads of control functions, also in conjunction with the preparation of the activity plan;
- (iii) a specific circular was issued concerning the coordination of activities between Internal Audit, Compliance, Anti-Money Laundering and Risk Management and all other control functions, with the aim of formulating an effective activity plan, while respecting the independent authority of each;
- (iv) the Boards of Statutory Auditors of Group companies periodically hold joint meetings;
- (v) the Board of Statutory Auditors participates in the meetings of the Internal Audit and Risk Committee, the Remuneration Committee and the Nomination, Governance and Sustainability Committee and the Credit Committee;

- (vi) the Board of Statutory Auditors has been acting as Supervisory Board since 1 April 2014 (in the composition following the most recent Board renewal on 22 April 2021);
- (vii) the various control functions perform the necessary analyses jointly on specific projects and subjects.

In addition, the Control Functions of the subsidiary and the corresponding Control Functions of Banca Generali (Internal Audit, Compliance, Anti-Money Laundering and Risk Management) engage in ongoing functional coordination to foster the tangible performance of the management and coordination function assigned to the parent company, Banca Generali, without prejudice to the hierarchical reporting of the said Control Functions to their respective Board/CEO/General Manager.

For information concerning the other parties involved in the internal control and risk management system, refer to Section 9, “Internal Control and Risk Management System”

10. DIRECTORS' INTERESTS AND RELATED PARTY AND CONNECTED PARTY TRANSACTIONS

In accordance with Article 2391-*bis* of the Italian Civil Code, the Regulation containing provisions relating to transactions with related parties — adopted by Consob by Resolution No. 17221 of 12 March 2010 and most recently by Resolution No. 21624 of 10 December 2020, transposing, at the level of secondary legislation, the contents of Directive (EU) 2017/828 (“Shareholders’ Right Directive II”) as regards the encouragement of long-term shareholder engagement, and the Bank of Italy Circular No. 285, Banca Generali’s Board of Directors approved the “Procedure for Related Party and Connected Party Transactions”, which entered into effect on 1 January 2011 and was last updated on 22 June 2021 with effect from 1 July 2021. The Procedure is intended to implement Consob and Bank of Italy regulations, by adopting, for all Banca Generali Banking Group companies, rules on Transactions with Related Parties and Connected Parties, governing the related investigation, approval, reporting and disclosure activities.

In detail, Bank of Italy Circular No. 285 governs new industry-wide regulations on risk-taking and conflicts of interest in respect of Connected Parties (Part 3, Chapter 11, Section I of the said circular). These provisions are aimed at containing the risk that the closeness of certain persons to the Bank’s decision-making centres could compromise the objectivity and impartiality of decisions pertaining to the approval of loans and other transactions involving the said persons, and potentially give rise to distortions in the resource-allocation process, expose the Bank to risks that are not adequately measured or monitored, and/or result in harm and losses to depositors and shareholders.

In pursuit of this objective, the aforesaid regulatory provisions include within the scope of the term “Related Parties”, first and foremost, the company top management, main shareholders and other persons in a position to control or significantly influence the bank management, whether to be exercised individually or jointly with others. The regulatory provisions specify that conflicts of interest might emerge even in course of business and other dealings, especially industrial in nature, with subsidiaries or entities over which the Bank exercises significant influence, or in respect of which the Bank is significantly exposed pursuant to loans, and/or as a result of participating interests held in the same.

Under the aforesaid provisions, any related party and any and all persons thereto connected fall within the scope of the definition of the term “connected parties”, all of which are subject to quantitative restrictions and procedural rules imposed under the said regulatory framework. The quantitative restrictions consist in the imposition of prudential limits on the amount of risk a bank or banking group may assume in respect of the said parties, it being understood that the related ceilings are differentiated on the basis of the type of related party in question, with a view to ensuring proportionality with the closeness of the ties and the repercussions of associated risks in terms of sound and prudent business management. In light of the greater risks associated with conflicts of interest in bank-industry relations, more stringent limits are envisaged for risk activities carried out with related parties qualifying as non-financial entities. The regulatory framework is completed by supplementing prudential restrictions with procedural requirements entailing specific decision-making steps designed to ensure the proper allocation of resources and adequately protect third parties against undue harm and losses. Moreover, specific guidelines relating to organisational arrangements and internal controls enable the identification of corporate bodies’ responsibilities and corporate functions’ tasks with respect to the objectives of conflicts of interest prevention and management, as well as the obligations for identifying the Connected Parties and for monitoring exposures over time.

The Procedure applies to Related Party Transactions and Connected Party Transactions that:

- (a) are to be effected in exercise of the Company’s powers of management and coordination over subsidiaries within the meaning of Article 2359 of the Civil Code; and
- (b) pursuant to the system of delegated powers currently in force, are subject to prior assessment and approval by the Company.

Authorisation must be obtained from the Company in any event for any and all Highly Significant Related Party Transactions or Connected Party Transactions to be effected by Italian or foreign subsidiaries within the meaning of Article 2359 of the Civil Code.

To ensure full and proper disclosure of any and all Related Party and Connected Party Transactions and Transactions of Greater Importance effected by the Company, the Procedure also requires:

- (i) the Company's Board of Directors to include an account of all related party and connected party transactions concluded during the year, including through subsidiaries, in the Directors' Report on Operations pursuant to Article 2428 of the Civil Code;
- (ii) the decision-making body through the Chief Executive Officer and General Manager to report to the Board of Directors, as well as the Board of Statutory Auditors in respect of the performance of any and all Moderately Significant Related Party and Connected Party Transactions and Transactions of Greater Importance, at least on a quarterly basis;
- (iii) the Chairman of the Board of Directors to ensure that adequate information on all Moderately Significant Related Party Transactions pertaining to the Board of Directors and all Highly Significant Related Party Transactions is made available not only to all Directors in compliance with Article 2381 of the Civil Code, but also to the Board of Statutory Auditors;
- (iv) the Board of Statutory Auditors to monitor compliance with the provisions of the above-mentioned Procedure and submit a report in such regard to the Shareholders' Meeting pursuant to Article 2429, paragraph 2, of the Civil Code and Article 153 of TUF.

Moreover, since Banca Generali belongs to the Generali Group, any and all transactions effected with related parties of the parent company Assicurazioni Generali must be identified and managed in accordance with the provisions of the Procedures adopted by Assicurazioni Generali in such regard, with the result that in certain cases, the said transactions may be subject to prior approval by the Parent Company.

The Procedure for Related Party and Connected Party Transactions, to which the reader is referred for greater details, is available on the corporate website (www.bancagenerali.com), section "*Governance – Corporate Documents – Related Party Transactions*".

In order to duly implement the above-mentioned regulatory framework, on 18 December 2012, Banca Generali's Board of Directors also approved the "*Internal Policies Governing Controls of Risk Assets and Conflicts of Interest in Relation to Connected Parties*". These Policies were most recently updated by the Board of Directors on 9 May 2017.

The said "Policies", *inter alia*:

- (i) require risk-appetite levels to be maintained in line with the strategic profile and organisational features of the Bank or Banking Group, it being understood that the risk appetite is also defined in terms of the maximum risk exposure towards connected parties that may be considered acceptable in light of regulatory capital requirements, taking due account of the cumulative risk assumed in respect of the sum total of connected parties;
- (ii) without prejudice to Banca Generali's existing rules and regulations with regard to conflicts of interests, set forth specific provisions governing business dealings with connected parties, and the sectors of operations and types of economic relationships involved, which, whilst not necessarily entailing risk-taking, could give rise to conflicts of interest;
- (iii) regulate organisational processes designed to identify and individually list all connected parties, duly recording and quantifying any and all transactions effected with the same, at all stages of the relationship;
- (iv) require the implementation of checks and monitoring procedures designed to ensure that risks are properly assessed and managed throughout the course of dealings with connected parties, and that internal policies are appropriately designed and effectively enforced.

Obligations of Company Officers and Executives Pursuant to Legislative Decree No. 136 of TUB

With regard to the obligations binding on company officers and executives of banks, it must be borne in mind that pursuant to Article 136 of the TUB, "*all the persons tasked with administrative, managing and control functions within a bank are barred from assuming obligations and/or effecting, directly or indirectly, trading transactions of any nature or kind whatsoever with the bank where the*

aforementioned functions are performed, unless approved by resolution passed by the administrative body, unanimously and with the abstention of the persons concerned and with the unanimous vote of all the members of the control body, without prejudice to the obligations set forth by the Civil Code regarding the directors' interests, as well as related party transactions.”

In order to ensure thorough oversight of situations that might give rise to a potential conflict of interest, Banca Generali took the appropriate measures, and in particular all company exponents are directly and personally informed, upon appointment, of the content of the legislation in question through a brochure entitled “*Obligations of Bank Exponents – General Concepts*”, which summarises applicable legislation and the pertinent interpretative guidance, as well as a “Declaration Form” that all company exponents are to compile and that satisfies both the Consob and Bank of Italy rules on Related Party and Connected Party Transactions and the prescriptions of Article 136 of TUB.

Moreover, it bears recalling that, in order to further control the above-mentioned areas and risks, Banca Generali adopted the application software Easy Regulation that enables: (i) the identification and listing of Relevant Persons, whilst also allowing data pertaining to the same to be managed and processed; (ii) the identification of those Bank's transactions that fall within the scope of the various internal and external regulations; (iii) the registration and monitoring of the said transactions; (iv) the identification of transactions subject to specific procedural requirements, whilst supporting the computerised management and processing of transactions that exceed a pre-set significance thresholds; (v) the production of personalised reports.

It must be pointed out that the process model selected by Banca Generali and supported by Easy Regulation is designed to ensure the streamlined, integrated and multi-regulatory management of Related Party and Connected Party Transactions and Transactions of Greater Importance and transactions with Company Officers and Executives pursuant to Article 136 of TUB.

In compliance with the provisions set forth in the *Procedure for Related Party and Connected Party Transactions*, the Bank's specific function, within the Corporate Affairs and Relations with Authorities Department, has been entrusted with the following main tasks: (i) updating the list of the persons and parties involved, after having identified the latter; (ii) managing decision-making procedures, information flows regarding the transactions, and relations with the Internal Audit and Risk Committee and the Board of Directors; (iii) managing internal and external transparency obligations with supervisory bodies; (iv) drawing up the reports to be filed under the aforesaid Consob and Bank of Italy regulations; (v) coordinating activities with relevant corporate functions of the Parent Company and Subsidiaries. The Board of Directors vested the Internal Audit and Risk Committee with powers regarding related party and connected party transactions, pursuant to the *Procedure for Related Party and Connected Party Transactions*, as well as the Rules of the BoD and Committees.

For greater details on specific powers entrusted to the said Committee with regard the profiles indicated, please refer to Section 9.2 of this Report.

11. BOARD OF STATUTORY AUDITORS

11.1 APPOINTMENT AND REPLACEMENT

The Board of Statutory Auditors consists of three acting and two alternate Auditors, whose functions, duties and terms of office are defined by the law.

Within the governance system adopted by Banca Generali, the Board of Statutory Auditors is the body responsible for supervising compliance with the laws and Articles of Association, observance of the principles of sound management, and the adequacy of the organisational, administrative and accounting structure. The Board of Statutory Auditors thus carries out the tasks and performs the control functions provided for in legislation applicable from time to time and Article 20 of the Articles of Association. In addition, in accordance with the Supervisory Regulations as per the Bank of Italy Circular No. 285 and the CG Code, the Board of Statutory Auditors performs the functions of Supervisory Body pursuant to Legislative Decree No. 231/2001.

Pursuant to Article 20 of the Articles of Association, acting and alternate Auditors must possess the requisites required by law and are eligible for reappointment. Those whose situations are incompatible pursuant to law and persons who serve as company directors or officers in other companies beyond the thresholds established under applicable regulations may not be appointed to the Board of Statutory Auditors, and if so appointed, will fall from office. In addition to meeting all the eligibility requirements imposed under law for membership of the Board of Statutory Auditors, all the acting and alternate members of the Company's Board of Statutory Auditors must be free of criminal convictions for any of the offences listed in Legislative Decree No. 231/01 or any criminal offence whatsoever entailing wilful misconduct. Similarly, no member of the Company's Board of Statutory Auditors may stand indicted for any of the aforesaid offences and, if so indicted shall be deemed unfit to serve in office through to full and final acquittal. Dismissal from service on the Company's Supervisory Board for just cause, pursuant to resolution of the Board of Directors, shall entail forfeiture of the seat held on the Company's Board of Statutory Auditors. Forfeiture of or revocation from office of a Regular or Alternate Statutory Auditor, including as a result of a failure to satisfy the requisites of professionalism, integrity and independence, also determine the forfeiture of office as Supervisory Board's member.

In addition, reference is also made to the recent provisions of the MEF Decree in relation to: (i) eligibility requirements and criteria that members of the Board of Statutory Auditors must possess (i.e. possession of the requirements regarding, amongst other things, professionalism, integrity and independence of judgment — as well as possession of the independence requirements pursuant to Article 148, paragraph 3, of the TUF, of Article 14 of the MEF Decree and Article 2, recommendation No. 9 of the CG Code — as well as compliance with the criteria concerning competence, propriety, time commitment and the specific limits on the number of positions prescribed by current legislation for acting as a member of the Board of Statutory Auditors in Banca Generali S.p.A.); and (ii) prior identification of the qualitative and quantitative composition required by the outgoing control body, pursuant to Article 12 of the MEF Decree, incorporated into the guidelines and recommendations expressed in the document "Recommendations on the Optimal Qualitative and Quantitative Composition of the Board of Statutory Auditors", published on the website of Banca Generali S.p.A. on 23 February 2021 (hereinafter, the "**Qualitative and Quantitative profile of the BSA**").

In this context, pursuant to the law and the Articles of Association, the appointment of the Board of Statutory Auditors is made on the basis of the list of candidates, according to the procedure specified below)

In the foregoing context, pursuant to the law and the Articles of Association, the appointment of the Board of Statutory Auditors is made on the basis of the list of candidates, according to the procedure specified below.

Those shareholders who, alone or in conjunction with other shareholders represent the percentage of share capital envisaged for the Company to submit lists of candidates for appointment of the Board of Directors, are entitled to submit a list. Currently, the percentage is 1%. Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of Article 2359 of the Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders

who have entered into the same shareholders' agreement within the meaning of Article 122 of TUF as further amended, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) may contribute to the submission of only one list. In the event of breach, account will not be taken of the relative backing given to any of the lists.

The lists are made up of two sections: one for the appointment of the acting Auditors and the other for the appointment of the alternate Auditors. The lists contain a number of candidates no higher than the number of members to be elected, listed by progressive number. Each of the two sections of the lists, save for those featuring less than three candidates, must present candidates in a manner that ensures gender balance. Each candidate may appear on only one list, upon penalty of ineligibility. Together with each list and within the term established for the filing of lists, the shareholders submitting the lists must also file the following documentation at the registered office: (i) information pertaining to the identity of the shareholders submitting the lists, with an indication of the percentage of share capital they jointly hold; (ii) exhaustive information on the personal and professional features of the candidates included in the list; (iii) a declaration by shareholders other than those who, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter; (iv) the declarations in which each candidate accepts nomination and also certifies, under his own responsibility, the inexistence of causes of incompatibility and of ineligibility, as well as possession of the requisites which prevailing laws require for the office of Auditor of the Company. Within the term specified for the publication of the lists by the Company and in order to prove their entitlement to submit lists, shareholders shall file the documentation proving legal ownership of their shareholdings, in accordance with applicable laws and regulations, at the Company's registered office.

The lists, signed by the submitting shareholders, shall be filed at the Company's registered office no later than twenty-five days prior to the date set for the Shareholders' Meeting in first call. Furthermore, the list will be available at the Company's registered office, on the corporate website and in any and all forms required by applicable laws and regulations, no later than twenty-one days prior to the date set for the Shareholders' Meeting in first call. In the case where, by the aforesaid deadline, submission has been made of only one list or only of lists submitted by shareholders associated amongst themselves, the relevant statutory and regulatory provisions shall apply.

Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of Article 2359 of the Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of TUF as further amended, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) shall be entitled to vote for only one list.

The first two candidates on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes from amongst the lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes shall be deemed elected acting Auditors; the first candidate on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes from amongst the lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes shall be deemed elected alternate Auditors. In the case where the number of regular Auditors belonging to the gender less represented falls short of the threshold established under applicable statutory provisions, the candidates appearing in the regular Auditor section of the list obtaining the highest number of votes will be replaced following the order in which the candidates were presented for election.

In the case where only one list is submitted, the entire Board of Statutory Auditors is appointed from the said list.

Should no list be submitted, the Shareholders' Meeting shall appoint the Board of Statutory Auditors and the Chairman thereof by majority of the votes cast, in accordance with law.

In the event of votes being equal between two or more lists, the younger candidates will be elected until all the posts to be assigned have been filled.

The first candidate on the list obtaining the highest number of votes, from amongst those lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes on the overall shall be elected Chairman of the Board of Statutory Auditors. In the event of submission of a single list, the first candidate specified therein will take the chairmanship.

In the case of the death, resignation or forfeiture of an acting Auditor, the first alternate Auditor belonging to the same list as the replaced Auditor will succeed him. Such alternate will succeed him for a period conterminous with the term of the other statutory Auditors in office at the time of his appointment as an Auditor. Should the outgoing Auditor be the Chairman of the Board of Auditors, his replacement on such Board shall also assume the Chairmanship of the Board of Auditors. In the case where it is not possible to proceed as indicated above and the procedure for the replacement of the members of the Board of Statutory Auditors fails to ensure gender balance on the same, the term of the entire Board of Statutory Auditors shall be deemed to have expired in full with immediate effect, and accordingly, a Shareholders' Meeting must be called to pass resolutions on the appointment of a new Board of Statutory Auditors pursuant to the voting list system set forth above.

11.2. COMPOSITION AND FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER D), OF TUF)

The Banca Generali's Board of Statutory Auditors currently in office was appointed by the Shareholders' Meeting on 22 April 2021.

The Table 4 lists the members of the Board of Statutory Auditors as of 31 December 2021, other information about them and their attendance at the meeting of the Board of Statutory Auditors.

The Shareholders' Meeting held on 22 April 2021 elected the members of the Board of Statutory Auditors based on two lists presented by the majority shareholder Assicurazioni Generali S.p.A. and by various undertakings for collective investment in transferable securities under the aegis of Assogestioni.

The majority list submitted by Assicurazioni Generali S.p.A. included the following candidates for the position as Acting Auditor Mario Francesco ANACLERIO, Flavia Daunia MINUTILLO and Giuseppe Alessio VERNÌ, and the following candidates for the position as Alternate Auditor Maria Maddalena GNUDI and Corrado GIAMMATTEI.

At the end of the meeting's vote, the candidates on the list mentioned were elected with the favourable vote of 65.06% of the share capital present at the Meeting with voting entitlement and were appointed to the following offices: Mario Francesco ANACLERIO and Flavia Daunia MINUTILLO, Acting Auditors and Maria Maddalena GNUDI, Alternate Auditor.

The list submitted under the aegis of Assogestioni indicated the name of Natale FREDDI as sole candidate to the position of Acting Auditor and Laura MARTINIELLO to the position of Alternate Auditor. All candidates were elected by the affirmative vote of 34.80% of the shareholders present and entitled to vote at the Meeting and assumed the following roles: Natale FREDDI, Acting Auditor and Chairman of the Board of Directors, as per Article 20, paragraph 10 of the Articles of Association (the first candidate on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes from amongst the lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes, shall be deemed elected), Laura MARTINIELLO Alternate Auditor.

Set out below is a brief profile of the auditors.

Natale FREDDI. Born in Rho (Milan) on 6 June 1952, he obtained a Degree in Economics from the University Cattolica del Sacro Cuore of Milan and is a chartered accountant and auditor. He began his career in 1971 with Banca di Legnano. In 1981, he joined the auditing firm Ernst & Young, where he became a manager in 1984. From 1992 to 2010, he was partner of Ernst & Young's Assurance and Advisory Business Service Practice – Financial Service. From 1992 to 1997, he was partner in charge of the Financial Service of Ernst & Young's Florence office. In 2011, he left Ernst & Young to practice in his own firm. From 2011 to 2020, he was Chairman of the Board of Statutory Auditors of Mediobanca. He has been Chairman of the Board of Statutory Auditors of Banca Generali since April 2021.

Mario Francesco ANACLERIO. Born in Genoa on 2 May 1973, he graduated in Economics and Commerce through the Cattolica University in Milan, is chartered accountant and registered with the list of Certified Auditors. He owns a chartered accountant firm in Milan, specialising in finance, business valuations, fairness opinions, appraisals and extraordinary operations, governance, internal auditing and organisational, management and control models pursuant to Legislative Decree No. 231/2001. He is a Statutory Auditor and independent Director in several primary companies of the Autostrade per l'Italia Group, Saxo Bank Group, Bain Capital and Bertelsmann.

Flavia Daunia MINUTILLO. Born in Milan on 24 May 1971, she earned a degree in Economics and Commerce in 1995 before qualifying as a Certified Public Accountant and professional Dealer. She is a Founding Partner of the firm Simonelli Associati. Since 1998, she has served as acting auditor and Chairwoman of the Board of Statutory Auditors of banks, listed corporations, insurance companies, securitisation companies, trust companies, financial institutions, factoring companies, securities brokerages, asset management companies, holding companies as well as undertakings operating in the real estate, heavy industry, service and commercial sectors. In particular, she has served as Chair of the Board of Statutory Auditors of General Real Estate SGR since 2015 and of Generali Italia S.p.A., as acting auditor of the listed corporation Mondadori S.p.A., as well as Rizzoli Education S.p.A.

Maria Maddalena GNUDI. Born in Pesaro on 13 March 1979, she graduated with full marks with a degree in Economics and Business from the University of Bologna. Advanced LLM in International Tax Law at the Leiden University (Leiden - Netherlands), she is also a chartered accountant and auditor, and has been collaborating with Studio Gnudi since 2010, where she became a partner in 2011. She is an expert in ordinary and extraordinary corporate, accounting and tax advisor with particular expertise in international taxation and transfer pricing. Over the years, she has also gained experience as statutory auditor, member of the supervisory body, member of the board of directors and liquidator of medium and large-sized companies, entities of public interest and listed companies. She writes regularly for various specialist publications, including *Il Quotidiano* and *Il Fisco (IPSOA)* and *Gestione straordinaria delle Imprese (Eutekne)*.

Laura MARTINIELLO. Born in San Paolo Bel Sito on 4 June 1976, she graduated in Economics and Business at the University LUISS Guido Carli in Rome on 2000 and in 2004 she earned a Ph.D in Project Finance (*Economia e Tecnica della Finanza di Progetto*) at the University LUISS Guido Carli in Rome. She has been qualified as a chartered accountant and auditor since 2004. Since 2002 she has been a lecturer in courses and masters of the Luiss Business School on accounting, budget, finance and project financing. Since 2022 she is full professor of business economics at Universitas Mercatorum and before she was Associate Professor of Corporate Finance at the same University. From 2005 to 2012 she has collaborated with the Presidency of the Council of Ministers (Technical Project Finance unit), as Expert in financial Plan and rates with Studio Fiori & Associati and Studio Tiscini.

The Board of Statutory Auditors met 22 times in 2021. The average attendance of Statutory Auditors at Board of Directors' meetings in 2021 was 100%. The same number of meetings are planned for 2022. To the date of this Report, 4 meetings have been held.

Under the Bank of Italy Provisions, the company body vested with control functions is required to periodically verify its own adequacy in terms of powers, functioning and composition, taking into account the scale, complexity and activities of the Bank. The provisions in question also require the members of the said control body to meet a level of professionalism in line with the size and operational complexity of the Bank, and to devote sufficient time and resources to discharging its duties, whilst also establishing that on the occasion of the appointment of company officers and periodically over time, the number of similar positions held must be verified and evaluated, with special attention to those requiring greater involvement in the ordinary course of company business. In this sense, the Board of Statutory Auditors is therefore called upon to carry out an annual self-assessment process and, in particular, to:

- (i) take note of the "*Summary Report of the results of the Board of Statutory Auditors' Self-Assessment process for the year 2021*" containing the results of the Self-Assessment process conducted with the help of the independent external professional Egon Zehnder; and
- (ii) evaluate any corrective actions to be taken.

In line with the relevant regulatory requirements, the Board of Statutory Auditors of Banca Generali, with the support of the external professional Egon Zehnder — appointed as an independent expert for

the current three-year mandate of the Board — has carried out the self-assessment activities relating to the 2021 financial year. The self-assessment process — which also took into account the innovations introduced by the Decree of 23 November 2020, No. 169, in force since 30 December 2020 (so-called MEF Decree), the provisions of which were applied with reference to the appointments approved by the last Shareholders' Meeting of 22 April 2021 — took place in the months from December 2021 to February 2022. In detail, all the members of the Board of Statutory Auditors took part in the self-assessment process, with the aim of carrying out a structured review of the effectiveness of Board of Statutory Auditors in operating terms and identifying the opportunities for further improvement, to best discharge the role as control body for a complex and continually evolving organisation. The self-assessment process was conducted through: (i) completion of a structured questionnaire based on the Bank's particular features and organised with the aim of gathering opinions about the functioning of the Board of Statutory Auditors; (ii) direct interviews, to evaluate the individual contribution of each Statutory Auditor, using the same methods as those used in the self-assessment process of the Board of Directors and the Board Committees, in accordance with the recommendations of the above-mentioned regulations. At the end of the aforementioned activities, on 4 March 2022, Egon Zehnder sent the document containing an analysis of the results, the actions proposed and the Statutory Auditors' comments, together with the questionnaire's analytical document in an anonymous and aggregate format indicating the graphically presented self-assessment results produced by the questionnaires.

The self-assessment process revealed a largely positive picture with particular reference to the composition, functioning and exercise of powers of the Board of Statutory Auditors: in this regard, particular mention was made regarding the alignment between the Board of Statutory Auditors' current composition in terms of competences, experience, and soft skills represented and the recommendations in the Qualitative and Quantitative Profile of BSA, prepared by the outgoing Board Statutory Auditors and submitted to shareholders in 2021 in view of the renewal of the control body. Appreciation was also extended to the current representation of diversity, according to its different meanings — i.e. skills and professionalism, training and professional path, experience, age, seniority of service and gender — recognised by all the auditors as responding to the needs of the Bank, with particular reference to the effective balance between safeguarding the Body's "memory" and know-how accumulated over time (in light of the confirmation of two auditors when the renewal took place in 2021) and the body's own needs for renewal. Appreciation was also expressed for the functioning of the body with reference both to the organisation and planning of activities and meetings, and to the Auditor's high attendance rate. The relationship between the Board of Statutory Auditors and the Board of Directors is considered effective and constructive and all the statutory auditors consider the interaction between the Board of Statutory Auditors and the main bodies and parties involved in the control system (i.e. the company responsible for the statutory audit of the accounts, the Internal Audit and Risk Committee, the internal control functions and the Manager in charge of the Company's financial reports) to be equally constructive and balanced. Full satisfaction was also revealed regarding the ways in which the Board liaises and collaborates with the corresponding bodies of the subsidiaries, with interactions that are always constructive and well balanced.

Satisfaction of the relevant requirements that Statutory Auditors have to meet is verified by the Board of Statutory Auditors, in accordance with the provisions of the MEF Decree, the Supervisory Regulations and the CG Code.

In particular, the Board of Statutory Auditors last verified satisfaction of the relevant statutory requirements — including independence and professionalism requirements pursuant to Principle VIII of the CG Code — for acting members of the Board of Statutory Auditors on 6 May 2021, disclosing it to the market on 11 May 2021, as well as to the Supervisory Authority that validated the results of said assessment.

The Statutory Auditors must also take into account Article 36 of Legislative Decree No. 201 of 6 December 2011, converted with amendments by Law No. 214 of 22 December 2011, and containing provisions regarding "interlocking personal shareholdings in the credit and financial markets", whereby it is prohibited for "*office holders in management, supervisory and control bodies and senior management in enterprises or groups of enterprises operating in the credit, insurance and financial markets to take on or perform similar offices in competing enterprises or groups of enterprises*" (known as the interlocking ban). Holders of incompatible offices must notify the option taken within a period of 90 days from appointment. At the end of such period, if this condition has not been met, they shall be

removed from both offices. In this regard, all the members of the Board of Statutory Auditors were found to comply with the prohibition of interlocking requirement.

A Statutory Auditor who, on his own account or for third parties, has an interest in a given Company transaction must inform the other Statutory Auditors and the Chairman of the Board promptly and exhaustively of the nature, origin and terms of his own interest. The same reporting obligations shall be binding on any Auditor falling within the scope of the cases contemplated in Article 136 of TUB, in which case the said rules shall apply.

The Board of Statutory Auditors has monitored the independence of the independent auditors, in terms of both compliance with the relevant requirements, and the nature and volume of non-auditing services rendered to the Company and its subsidiaries by the said independent auditors and entities belonging to the same network.

Given that, pursuant to statutory requirements, non-auditing services must be entrusted to an independent auditor, Article 20 of the Articles of Association vests the Board of Auditors with the power/duty to liaise with the other persons and parties with oversight responsibilities; forms of ongoing coordination have been developed to serve this purpose, entailing, *inter alia*, the scheduling of specific meetings especially for periodic exchanges of information and views between the Board of Auditors and the independent auditors. In respect of these issues the Board of Statutory Auditors may, if it deems fit, also avail of the advice and support of the Internal Audit and Risk Committee, as contemplated in the relevant Committee Rules.

Moreover, the Parent Company's control body must operate in close collaboration with its counterparts within subsidiaries. In performing its duties, the Board of Statutory Auditors coordinated its efforts with the Internal Audit and Risk Committee and the control units (compliance, anti-money laundering, internal audit and risk management). In this regard please refer to the paragraph on information flows and coordination among different Company bodies described herein.

The Chairman of the Board of Directors ascertained that the Auditors, after their appointments, could participate in initiatives aimed at providing them with an adequate knowledge of the business sector in which the Issuer operates, of the corporate dynamics and the relevant evolutions, as well as the relevant regulatory framework. In this context, he involved members of the Board of Statutory Auditors in the induction meeting and informal meetings held during 2021 (see paragraph 4.2 for details of the meetings).

During 2021 the Board of Statutory Auditors independently held numerous and specific topical meetings with the Bank's management and particularly with the heads of the control functions and with the independent auditors in order to examine a number of topics and foster full knowledge of the Bank's situation.

The remuneration of the Statutory Auditors is commensurate with the commitment required, the importance of the role covered, as well as the Bank's characteristics in terms of size and sector.

Diversity criteria and policies

The current composition of the Board of Statutory Auditors fully reflects the rules on gender parity indicated in the applicable legislative and regulatory provisions, and in line with the Diversity Policy and the indications of the Qualitative and Quantitative Profile of the BSA. In particular, during the check of its members' requirements carried out on 6 May 2021, the Board of Statutory Auditors ascertained compliance with the principle of diversity (in terms of age, professional profiles, skills) and gender balance (i.e. among the Regular Auditors, Minutillo belongs to the less represented gender). Furthermore, in order to guarantee the overall suitability of the control body, also based on diversity criteria and the future challenges that the Bank will face, the reconstituted Board of Statutory Auditors — in light of the individual profiles examined from time to time — reflects a balanced composition (as detailed in the statements made by the applicants during the candidacy process) of experience and theoretical and/or technical knowledge as established both in statutory terms by the MEF Decree, and as desired by the outgoing control body in the Qualitative and Quantitative Profile of the BSA.

Independence

The Board of Statutory Auditors assessed the independence of its members on the first possible occasion after their appointment, and therefore on 6 May 2021, specifying the assessment criteria actually applied, and notified the result of these checks to the Board of Directors. A similar assessment was updated on an annual basis and most recently on 7 March 2022, pursuant to Recommendation 9 of the CG Code. In addition, pursuant to Article 23 of the MEF Decree, the Board of Statutory Auditors carries out new specific assessments of the continuing satisfaction of its members' suitability requirements and criteria, including the independence requirement, if events occur that may affect possession of such requirements.

In this regard, reference is made to the contents of Section 4.7 of this Report with reference to the quantitative and qualitative criteria for assessing the significance of the relevant circumstances pursuant to the CG Code for the purposes of the independence assessment, also applicable to the Statutory Auditors.

In carrying out the assessment described above, the Board of Statutory Auditors applied all the criteria established by the CG Code, with reference to the Directors' independence. All the members of the Board of Statutory Auditors were found to meet the independence requirement established by the TUF, the MEF Decree and the CG Code. It should be noted that, for Acting Auditor Mario Francesco ANACLERIO — in light of the fact that served the Company as independent director of the Bank for three years (2012-2015) and as Acting Auditor for six years (2015-2021) — the assumption of a term of office of more than nine years in the last twelve years (where applicable, as the aforesaid offices are not homogeneous) laid down by the CG Code is prudently disappplied. In fact, by virtue of the principle of the prevalence of substance over form, it is considered that: (a) the independence of the member is not prejudiced (as, in any case, the same member meets all the independence requirements dictated by banking regulations, as well as all the other criteria dictated by the Code); (b) the member's presence in the Bank's control body enables adequate continuity to be maintained within the Board of Statutory Auditors (as recommended by the outgoing control body in the Qualitative-Quantitative Profile of the BSA) and to benefit from the member's vast experience with particular reference to the specific business sector of the Bank itself, all in line with the findings already ascertained during the check of the requirements on 6 May 2021 and announced to the market on 11 May 2021, with respect to which no changes of any kind have emerged.

Remuneration

With reference to the remuneration of the members of the Board of Statutory Auditors, in view of the appointment of the new Board of Statutory Auditors — including in accordance with the recommendations of the Chairman of the Italian Corporate Governance Committee for 2021 that it be verified whether the amount of the remuneration of non-executive directors and members of the Board of Statutory Auditors is adequate to the expertise, professionalism and commitment required by their duties — the Company engaged an independent external expert to conduct a benchmark analysis on a sample of the main Italian financial companies listed on the FTSE MIB and FTSE MID CAP index comparable to Banca Generali by size, in which the remuneration was found to be below the market median of the remuneration paid to the members of the control body in the previous term of office.

Therefore — also by virtue of the indication illustrated above that emerged with the result of the benchmark analysis conducted, as well as in the light of how the Bank has evolved in terms of size and operations compared to the previous mandate and the future challenges that the Bank will be called to face, and hence of the related greater commitment required of members due to their specific role, and having regard to the new regulatory reference framework that has intervened in the meantime, which, having also introduced for listed Italian banks not subject to ECB supervision stringent criteria for the selection of members and limits on the maximum number of positions, has increased competitiveness among intermediaries (reference is made to the MEF Decree in this sense) — the outgoing Board of Directors has left the shareholders to decide on the formulation — together with the presentation of a possible list of candidates — of the proposed remuneration to be attributed to the Chairman of the Board of Statutory Auditors (not exceeding Euro 90,000.00 gross per year) and each Acting Auditor (not exceeding Euro 60,000.00 gross per year), in addition to the reimbursement of out-of-pocket expenses incurred in the performance of their duties, for the Board of Statutory Auditors entire three-year term of

office and therefore until the date of approval of the financial statements for the year ending 31 December 2023. Since the Board of Statutory Auditors also acts as Supervisory Body pursuant to Legislative Decree No. 231/2001, the incoming Board of Directors, exercising the authority delegated to it, also determined the specific remuneration for the financial year for the position in question, while continuing to ensure that the amount of the remuneration granted is adequate to the expertise, professionalism and commitment required by the office, as recalled in the previous Section 9.4 of this Report.

In line with the aforementioned proposal, the Shareholders' Meeting of 22 April 2021, on the proposal of the majority shareholder Assicurazioni Generali S.p.A., decided to award, in addition to the reimbursement of out-of-pocket expenses incurred in the performance of their duties, (i) compensation of Euro 75,000.00 gross to the Chairman of the Board of Statutory Auditors and (ii) Euro 50,000.00 gross to each Standing Auditor. For further details on such remuneration profiles, please refer to the "2021 Remuneration Report" published.

Management of interests

In 2021, there were no cases in which a statutory auditor, on his/her own behalf or on behalf of a third party, had an interest in a given transaction of the Issuer. Should these occur in the future, the provisions set out in Section 10 of this Report will apply *inter alia* insofar as applicable.

12. INVESTOR RELATIONS

ACCESS TO INFORMATION

Banca Generali feels that it has a specific interest – as well as a duty towards the market – to engage in ongoing dialogue, based on a mutual understanding of roles and responsibilities, with its Shareholders, in general, as well as with institutional investors, such dialogue being placed within the framework of procedures for the public disclosure of corporate information and documents.

In particular, the Company seizes the opportunity of the shareholders' meetings to inform the Shareholders of information about the Company and its prospects; obviously, this is in compliance with the inside information rules and hence, should it be necessary, disseminating this information to the market at the same time.

The management of daily relations with Shareholders is entrusted to the Corporate Affairs and Relations with Authorities Department within the General Counsel Area.

The Investor Relations Service is in charge of liaising with institutional investors.

INVESTOR RELATIONS

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The Company uses its website to allow the public to consult constantly updated information regarding the Company, its products and services.

Apart from a presentation and historical overview of the Company and the Group, the website hosts the most significant documents pertaining to Corporate Governance, all the press releases on the main corporate events, as well as financial and accounting data.

The website also presents the Financial Calendar indicating the dates of meetings of corporate organs, such as Shareholders' and Board meetings called for the approval of preliminary consolidated results, the draft annual financial statements, and the consolidated financial statements, the half-yearly condensed report and interim reports.

In order to ensure the transparency and effectiveness of the information disclosed to the public, the website is constantly and timely updated.

SHAREHOLDERS' ENGAGEMENT

Banca Generali is committed to managing the dialogue with all its shareholders through fair, transparent and differentiated forms of engagement, believing that the establishment and maintenance of a constant and continuous relationship with all the main stakeholders is in its own specific interest, as well as a duty towards the market.

To this end, on 17 December 2021 — on the proposal of the Chairman formulated in agreement with the Chief Executive Officer and with the support of the Nomination, Governance and Sustainability Committee — the Board of Directors approved a specific policy for the management of the aforementioned activities in line with the statutory, regulatory and self-regulatory requirements in force, in particular in line with Bank of Italy Circular No. 285 (Part I, Heading IV, Chapter 1, Sect. V) and the CG Code (Article 1, Principle IV, Recommendation No. 3) (hereinafter, the "**Shareholders' Engagement Policy**").

The Shareholders' Engagement Policy intends to pursue the objective of raising the level of transparency

and investor involvement, as promoted by the Shareholder Rights Directive II with reference to institutional investors and asset managers, as a functional tool to ensure the sustainable success of the Bank, which consists in the creation of long-term value for the benefit of Shareholders, taking into account the interests of all other stakeholders and the impacts that its operations may have on an environmental, social and economic level.

In particular, the Shareholders' Engagement Policy aims to promote transparency and dialogue with shareholders, including institutional investors and asset managers, also taking into account the engagement practices developed at national and international level, as it is in the Bank's Interest to acquire opinions and proposals, as well as to increase the understanding of reciprocal points of view. Banca Generali, when managing dialogue with shareholders, operates according to the principles of:

- (i) transparency and clarity: dialogue management shall allow the parties to develop informed assessments, through clear, complete, correct and truthful content, avoiding any form of unjustified selective information;
- (ii) timeliness: answers to questions and feedback shall be provided promptly, with methods and timing appropriate to the circumstances and in any case in line with current legislation for listed companies on the management of relevant and inside information and with the related Code for the management of relevant and inside information adopted by the Bank pursuant to the aforementioned legislation;
- (iii) equal treatment: communications will be managed in full compliance with equal treatment in order to ensure identical conditions amongst Shareholders who are in the same condition.

The Shareholders' Engagement Policy is based on the assumption that the preliminary organisation and management of the dialogue is entrusted by the Board of Directors — which maintains a guiding, supervisory and monitoring role of the policy's application — to the Chief Executive Officer. When exercising these prerogatives, the Chief Executive Officer liaises with the Chairman and is supported by the Investor Relator. The Chairman is entrusted with the task of keeping the Board of Directors informed of the development and significant content of dialogue occurring during the reference period. This is without prejudice to the various competences and responsibilities entrusted to the various company functions to which ordinary dialogue management is delegated, as this does not fall within the scope of application of the aforementioned Policy. The Shareholders' Engagement Policy, which provides further information in this regard, is available in the appropriate section of the corporate website (www.bancagenerali.com) "*Governance – Governance Documents – Policy for Managing Engagement with all Shareholders*".

13. GENERAL SHAREHOLDERS' MEETINGS (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER C) OF TUF)⁽⁸⁾

The procedures governing the conduct of Shareholders' Meetings are regulated by the Articles of Association and the Regulations of the Shareholders' Meeting.

Being a shareholder implies the acceptance of the Memorandum of Association and of the Articles of Association.

The Shareholders' Meeting is the body that expresses the Company's will through its resolutions. Resolutions adopted by Shareholders' Meeting in compliance with the law and the Articles of Association are binding on all shareholders, including those who are absent or dissenting

The Shareholders' Meeting may be held at the registered office or at another venue, provided that it is in Italian territory. The Shareholders' Meeting is convened by the Board of Directors. Shareholders are called through published notice, under the terms and conditions required by applicable laws and regulations. The Shareholders' Meeting is called whenever the administrative body deems necessary and advisable or upon request of the Board of Statutory Auditors or of the shareholders, in accordance with the law, or in the other cases in which call of the Shareholders' Meeting is obligatory pursuant to law. The ordinary Shareholders' Meeting must be called at least once a year within 120 days of closure of the financial year. This deadline may be extended to 180 days where certain legal conditions are met.

In the cases provided by law, those shareholders who, alone or in conjunction with others, represent at least the percentage of share capital envisaged by current applicable regulations, are entitled to request call of the Shareholders' Meeting. Those shareholders who, alone or in conjunction with others, represent at least one fortieth of the share capital are entitled to request, in compliance with laws in force, integration of the list of items on the agenda.

The notice of call may specify the date of a second or third call, in the event that the Meeting does not prove to be legally constituted.

The persons or parties entitled to attend the Shareholders' Meeting, in accordance with applicable laws, may participate in the Shareholders' Meeting, provided that they prove their entitlement pursuant to the law and that the notice from the intermediary responsible for keeping the accounts regarding the shares, in replacement of the deposit giving entitlement to attend the Shareholders' Meeting, has been received by the Company by the end of the third trading day prior to the date set for the first call of the Meeting, in accordance with Article 83-*sexies*, paragraph 4, of TUF, after the terms specified above, provided that it arrived within the start of the Shareholders' Meeting specifically called.

Shareholders may be represented by others in the Shareholders' Meeting, in accordance with the provisions of the law. In compliance with the provisions of Article 135-*undecies* of TUF, the Company has appointed a representative for the exercise of voting rights.

Legal provisions are observed with regard to the validity of Shareholders' Meetings and their resolutions.

Ordinary and extraordinary Shareholders' Meetings are attributed all the powers to which they are respectively entitled pursuant to current regulations. The Ordinary Shareholders' Meeting shall also establish the remuneration due to the organs it appoints. The said Shareholders' Meeting may provide for a lump-sum amount covering the remuneration of all company directors, including those vested with specific tasks, such lump-sum amount being subject to distribution amongst individual directors pursuant to the determinations of the Board of Directors. The Shareholders' Meeting shall also approve the remuneration policies and compensation plans based on financial instruments, to be implemented in favour of company directors, employees, and outside collaborators other than company employees. In respect of related party and connected party transactions, pursuant to the procedure adopted by the

⁽⁸⁾ Article 106 of Decree-Law No. 18 of 17 March 2020 ("Cure Italy"), the latter converted into Law No. 27 of 24 April 2020, whose effect was most recently extended pursuant to Article 3, paragraph 1, of the Decree-Law No. 228 of 30 December 2021 – which should be consulted for further detail – introduced some temporary provisions on the holding of shareholders' meetings for the 2021 and 2022 season, including that of Banca Generali, due to the ongoing health emergency caused by the spread of COVID-19.

Company in such regard, the Shareholders' Meeting is vested with the decision-making powers assigned to it under applicable regulations. In emergency situations arising from corporate crises, any and all related party and connected party transactions subject, under law, to shareholder approval, may only be effected pursuant to shareholder resolutions passed in accordance with the terms, conditions, procedures and deadlines imposed under applicable regulations and the aforesaid Procedure adopted by the Company.

Under the Article 18 of the Articles of Association, the Board of Directors is exclusively qualified to deliberate on matters pertaining to the setting up or closing down of secondary offices, indication of which Directors may represent the Company and use the company signature, mergers, in the cases permitted by law, amendments to the provisions of the Articles of Association that no longer comply with new and mandatory regulatory provisions.

All the directors attended the latest Shareholders' Meeting on 22 April 2021, that approved, *inter alia*, the renewal of the Company bodies.

On that occasion, the Board of Directors reported in respect of completed and scheduled activities and ensured that all Shareholders — which, due to the ongoing health emergency and as indicated in the notice of calling of the Shareholders' Meeting and within the limits permitted by law, took the floor exclusively through the Designated Representative pursuant to Article 135-*undecies* of TUF, to whom it was possible to grant proxy or sub-proxy authorisation pursuant to Article 135-*novies* of TUF, in derogation from Article 135-*undecies*, paragraph 4, of the said Decree — were provided adequate information on all pertinent matters so as to enable them to make informed decisions. The Remuneration Committee informed all Shareholders on the activities it performed in respect of remuneration policies.

It should be noted that, as duly pointed out in the notice for calling of the aforementioned Shareholders' Meeting, the members of company bodies could connect to and participate in the Shareholders' Meeting by audio-conference, whereas shareholders could attend the shareholders' meeting through a passive streaming platform accessible, after identification is provided, in the manner and according to the instructions duly reported on the Bank's website.

Moreover, in consideration of the fact that that it was only possible to participate in the Shareholders' Meeting through the Designated Representative, in order to enable the interested parties to exercise the right set out in Article 126-*bis*, paragraph 1, penultimate paragraph of the TUF — albeit in a manner and with timing compatible with the Covid-19 health emergency and the essential requirement that individual draft resolutions are known to the general body of those authorised to participate in the Shareholders' Meeting and exercise voting rights in time to provide voting instructions to the Designated Representative — the notice of calling exceptionally envisaged the possibility for Shareholders to submit to the Company, even on an individual basis, proposed resolutions on the items on the agenda.

Regulations of the Shareholders' Meeting

Pursuant to article 19, paragraph 2, of the Rules of the BoD and Committees, the Board of Directors encourages and facilitates Shareholders to attend all Shareholders' Meetings and strives so that Shareholders can easily exercise their rights.

The Board of Directors shall report to the Shareholders' Meeting in respect of completed and scheduled activities upon presentation of the Annual Integrated Report and shall ensure that all Shareholders are provided adequate information on all pertinent matters so as to enable them to make informed decisions about the items placed on the agenda of Shareholders' Meetings.

In compliance with the recommendations of the CG Code, the Shareholders' Meeting approved its own Regulations (most recently amended by resolution of the Shareholders' Meeting on 20 April 2011), setting forth the procedures to be followed in order to ensure orderly proceedings. The Regulations of the Shareholders' Meeting are available for consultation at the Company's registered offices as well as on its website, under the section "*Governance—Attending the AGM*".

The rules are aimed at regulating the proceedings of ordinary and extraordinary Shareholders' Meetings, and ensuring the proper and ordered functioning of the same, and in particular, the right of each

shareholder to take part and express an opinion on the items under debate. The rules, therefore, constitute a valid tool for ensuring the protection of the rights of all the Company's shareholders and the proper approval of shareholders' resolutions.

In particular, persons entitled to attend have the right to speak on each one of the items on the agenda or placed up for discussion and make proposals on them.

Pursuant to Article 127-ter of TUF, shareholders are entitled to submit questions regarding the items placed on the Agenda even before the Shareholders' Meeting. Questions submitted prior to the Shareholders' Meeting shall be answered at the very latest during the course of the Shareholders' Meeting itself, even by treating several questions regarding the same subject-matter as a single query.

Those who are entitled to attend the meeting and who intend to take the floor shall submit a written request to the Chairman, after the items on the agenda have been read out and before the Chairman has declared closed the discussion on the item subject to the request to speak.

If the Chairman so authorises, requests to take the floor may be made by raising the hand.

In the case where written requests to take the floor are required, the Chairman shall grant the floor in accordance with the order in which requests to speak were received. In the case where requests to take the floor are made by the raising of hands, the Chairman shall grant the floor to the person who first raises his hand; in the case where it is not possible to determine precisely which person was the first to raise his or her hand, the Chairman shall grant the floor in accordance with the order established by the Chairman himself, at his sole discretion.

The Chairman and/or, on his invitation, the Directors and the Statutory Auditors, respond to entitled attendees according to their areas of expertise or when deemed useful by the Chairman, after the speech of each one or after all speeches have been given on each item of the agenda, taking due account of any and all questions raised by shareholders prior to the Shareholders' Meeting and left unanswered until the latter. Persons with the right to speak have the right to make one speech on each item on the agenda, except for a reply and a statement of vote, each of a duration of no more than five minutes. The Chairman, taking into account the issue and the importance of the single items on the agenda as well as the number of persons requesting the floor and any and all questions raised by shareholders prior to the meeting and left unaddressed by the Company, shall announce the period of time available for each Entitled Attendee to take floor, such time, as a general rule, being established at no less than five and no more than ten minutes for each speaker. When such period of time has expired, the Chairman may invite the entitled attendee to conclude within another five minutes.

14. OTHER CORPORATE GOVERNANCE PRACTICES (*pursuant to Article 123-bis , paragraph 2, letter a) of TUF*)

Further information of corporate governance practices is provided in the relevant individual paragraphs of this Report.

15. CHANGES SINCE THE END OF THE FINANCIAL YEAR OF REFERENCE

No changes were brought to the corporate governance structure since the end of the financial year and up to the date of this Report.

16. CONSIDERATIONS ON THE LETTER OF 3 DECEMBER 2021 OF THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE

On 3 December 2021, the Chairman, the CEO and the Chairman of the Board of Statutory Auditors, received the letter of the Chairman of the Corporate Governance Committee Lucia Calvosa, together with the annual Report on the application of the Corporate Governance Code for listed companies (the “Letter”). With reference to the “Recommendations of the Committee for 2022” indicated at the foot of Ms. Calvosa’s letter, it is reported that these recommendations have been brought to the attention of the Board of Directors on 17 December 2021 and of the competent Committees and have been considered, also at the self-assessment stage, in order to identify possible governance developments or to fill any gaps in the application or explanations provided.

In particular, it is reported that, during the meetings of the Internal Audit and Risk Committee of 13 December 2021, as well as of the Nomination, Governance and Sustainability Committee and the Remuneration Committee held on 14 December 2021, the issues referred to in the aforementioned recommendations were discussed, particularly relating to: (i) shareholder dialogue policy, (ii) proportionality, (iii) role of the Chairman, (iv) Board and Committee pre-meeting information, (v) appointment and succession of directors, (vi) gender equality and (vi) remuneration policies.

It should be noted that the Letter reports that, considering that 2022 is the first year in which companies have to communicate the procedures for adhering to the new CG Code in force from 1 January 2021, with information to be disclosed in the corporate governance report to be published in 2022, the Committee considered it useful to provide an indication of its main innovations, while illustrating the critical issues arising from previous monitoring. In fact, the Committee recognised the innovative scope of the new CG Code, which does not merely strengthen a number of best practices, but introduces highly innovative principles and arrangements such as those of the strategic "sustainable success" goal and its impact on the controls and remuneration system and the promotion of engagement with all shareholders and stakeholders. In this sense, the concrete implementation of the aforementioned new CG Code requires a gradual adoption process. The recommendations for 2022 were therefore aimed at supporting companies in the process of adhering to the new CG Code and at the same time illustrating the advisability of a suitable adaptation process.

During the aforementioned meetings of the Board committees and the subsequent Board of Directors, the following points emerged in particular:

- (i) as regards the shareholders’ engagement policy, Banca Generali, also following the entry into force in July 2021 of the new supervisory provisions on the corporate governance of banks and banking groups contained in Circular 285 of the Bank of Italy, has adopted a specific policy in order to bring the rules of corporate governance and management of engagement with all shareholders in line with the principles contained in the aforementioned regulatory changes and also enshrined in the CG Code: on this point, reference is made to the contents of Section 12 of the Report in relation to the Policy for Managing Engagement with All Shareholders;
- (ii) as regards proportionality, reference is made to the fact that, pursuant to the criteria established by the CG Code and as already indicated in this Report, Banca Generali is included in the definitions of "large company" and "concentrated ownership company". The size category adopted extends the scope of larger companies for which the CG Code recommends the adoption of more ambitious best practices. In this regard, Banca Generali, also due to its status as a listed banking company included in the FTSE-MIB index, already appears to be in line with the recommendations prescribed by the CG Code, largely absorbed by the specialist reference legislation for listed companies and banks;
- (iii) as regards the role of the Chairman and the Chairman’s possible qualification as an independent, Banca Generali, in compliance with the legal and regulatory provisions for the appointment and composition of corporate bodies, proceeded during 2021 to renew the corporate bodies. The Shareholders' Meeting, pursuant to the provisions on the functioning of the list voting mechanism, appointed as Chairman of the Board of Directors the first candidate on the list who obtained the highest number of votes (i.e. the list presented by the controlling shareholder Assicurazioni Generali). The elected candidate, CANGERI, was therefore subject to a specific Fit & Proper check

in compliance with the provisions applicable to banks, as well as to listed companies. In this context, the following facts were established and evaluated: (i) non-independence pursuant to Article 147-ter, paragraph 4 and Article 148, paragraph 3, of TUF and article 13 of the MEF Decree and the CG Code; (ii) the presence of professional, commercial or financial relationships and additional remuneration which in any case do not affect the independent judgment of the person concerned: in this regard, reference is made to the contents of Section 4.5 of this Report. On 5 October 2021, the Bank of Italy therefore confirmed that the Chairman is in full possession, *inter alia*, of the eligibility requirements required by the applicable legal and regulatory provisions;

- (iv) with regard to the Board and Committee pre-meeting information, Banca Generali further consolidated and strengthened in 2021 the good practice already adopted in previous years and on the occasion of the renewal of the corporate bodies fully revised and updated the relevant regulations, adopting in May the new Rules of the BoD and Committees. This document has been further revised to transpose, *inter alia*, the Bank of Italy's new supervisory provisions on the corporate governance of banks and banking groups that came into force in July 2021 and further set out the principles of best practice also consolidated in the meantime on the matter of pre-board information. It also recognises in this context all the constructive contributions gradually made by the members on the matter, for example, with reference to the timing and procedures for presenting documentation involved in corporate reporting. In this regard, reference is made to the contents of Section 4.4 and Section 6 of this Report;
- (v) as regards the appointment and succession of directors, Banca Generali already appears to be fully in line with the recommendations expressed by the Committee. In fact, regardless of the fact that Banca Generali is not categorised as a non-concentrated ownership company, it is confirmed that the completeness and timeliness of the resolution proposals instrumental to the process of appointing the company bodies was assured during the hand-over process at the Shareholders' Meeting. This is in accordance with the applicable legal and regulatory provisions for listed banks. In this regard, it is reported that, precisely on the occasion of the renewal of the company bodies and in compliance with the recommendations of the CG Code (as well as the provisions of Article 12 of the MEF Decree), the Board of Banca Generali, supported by the Nomination, Governance and Sustainability Committee and taking into account the results of the 2020 self-assessment, identified in advance its optimal qualitative and quantitative composition. In particular, in compliance with the recommendations of the CG Code, the orientation of the outgoing administrative body (drawn up taking into account, not only the recommendations of the aforementioned CG Code, but also the sector supervisory provisions and the guidance, in terms of eligibility requirements and criteria, established by the MEF Decree) was approved and published on the company's website well in advance of the publication of the notice of calling of the Shareholders' Meeting regarding its renewal. The Qualitative and Quantitative Profile of the Board of Directors made the express recommendation that shareholders take into due consideration, during the preparation of the lists to be submitted, all the criteria indicated in the Profile to ensure a balanced composition of the administrative body and to indicate their candidate for the office of chairman (on the understanding that the office would be allocated to the first candidate on the list who obtained the highest number of votes).

With regard to the Succession Plan, as already described in Section 4.2 of this Report, the Board of Directors since December 2015 has had an approved Succession Plan for the Chief Executive Officer (the only executive director in the company's Board of Directors), for both absence or temporary impediment and early departure from office. In this sense, in accordance with the provisions of Circular No. 285 of the Bank of Italy, as of 2018 Banca Generali introduced a thorough process of formulating a succession plan for all positions reporting directly to the Chief Executive Officer and control functions. Since then the plan has been revised annually, so as to ensure its sustainability and efficacy over time. In particular, the 2021 process was conducted in accordance with the process defining the succession plan for the Banca Generali Group submitted to the Board of Directors in December 2020;

- (vi) with regard to gender equality, Banca Generali has not only been complying for some time with the legal requirements laid down to ensure respect for gender balance in the composition of company bodies (having also adopted a specific Diversity Policy), but also promotes more generally the creation of a culture of training and development based on the promotion of diversity and inclusion. The focus on diversity and inclusion has long been one of the cornerstones of the

Bank's sustainable development strategy. In this context, it should be noted that to date 50% of headquarters employees are female and young female managers also occupy many top positions. This confirms that the approach adopted by the Bank rewards meritocracy in concrete terms, surmounting any gender preconceptions. For further information in this regard, please refer to the Annual Integrated Report 2021, available on the Bank's corporate website;

(vii) finally, as for its remuneration policies, Banca Generali has long adhered to the criteria and recommendations set out in the corporate governance codes of conduct promoted by Borsa Italiana S.p.A. and sector supervisory regulations. In particular, the remuneration policies adopted by the Bank: (i) provide clear indications regarding identifying the weight of the variable component, distinguishing between components relating to annual and long-term horizons; (ii) as reiterated and highlighted in the Remuneration Report, as well as in the Remuneration Policies, most recently submitted to the 2021 Shareholders' Meeting, the Banca Generali Group's remuneration strategy is, in fact, determined in line with the strategic objectives of the company's activities and the pursuit of sustainable success, and also links variable remuneration to long-term performance objectives, also including, where relevant, non-financial parameters that are measurable in any case; (iii) in 2019 the Bank had already formulated an internal path aimed at enhancing and focusing on sustainability matters, intended both as value generation in the long term and attention towards ESG (Environmental, Social and Governance) issues, including in all the individual Balanced Score Cards of the top management and first line of management a specific sustainability indicator (i.e. sustainability commitment, with priority for sustainability initiatives aligned with the strategic objectives of the banking group plan), to tie part of variable remuneration to the precise objective to implement sustainability as a distinctive element of Banca Generali's competitive positioning. This element was thus also underscored in the Remuneration Report and in the Remuneration Policies, most recently submitted to the 2021 Shareholders' Meeting, further emphasising the criteria relating to sustainability and long-term value generation; in this context, in order to strengthen the connection between the remuneration policy and sustainability issues, in addition to what is already provided to ensure solid ties between individual performance and sustainability of the business (implemented by structuring the variable remuneration of the Company's top management to include a significant portion in shares), the Bank's commitment has been further made explicit in incentive systems through: (i) the use of short-, medium- and long-term qualitative and quantitative indicators focused on a range of ESG issues; (ii) the integration of compliance with sustainable finance rules into malus and clawback clauses. The policy thus encompasses and is consistent with sustainability risk from both an individual performance standpoint and the standpoint of alignment with the interests of investors and stakeholders; (iv) already limit the possibility of paying sums not tied to predetermined parameters to exceptional cases, with adequate explanations (i.e., one-off bonus, entry bonus, etc.); (v) already lay down detailed criteria and procedures for assigning end-of-service indemnities and, finally, (vi) with regard to the compensation paid to non-executive directors and members of the control body, as on the occasion of the election of the Company's current Board of Directors and Board of Statutory Auditors, in view of the upcoming election of the new company bodies, conducted, through a specialised external company, a complete market analysis and an in-depth inquiry in terms of benchmarking with regard to the sector of reference, providing the appropriate indications to the shareholders — in the respective illustrative reports by the Board of Directors available on the Company's institutional website — with regard to the assignment of the remuneration to be paid to the company bodies in question.

Lastly, given that the Letter and the Report are an important parameter for evaluating the level of adherence to what can be defined as best practices, the Board of Directors, together with the Board of Statutory Auditors, during the Board meeting held on 17 December 2021, discussed and analysed the topics represented in the recommendations formulated in the Letter, maintaining that Banca Generali is currently in line with the "Recommendations of the Committee for 2022" and indicated at the foot of Mrs. Lucia Calvosa's Letter.

Milan, 25 March 2022

THE BOARD OF DIRECTORS

TABLE NO. 1: INFORMATION ON COMPANY OWNERSHIP

STRUCTURE OF THE SHARE CAPITAL				
	No. of shares	% of share capital	Listed (specify on which markets)/not listed	Rights and obligations
Ordinary shares	116,851,637	100	Listed on the electronic share market (MTA)	Voting right in the ordinary and extraordinary Shareholders' Meeting, right to dividends and entitlement to the reimbursement of share capital in the event of liquidation
Shares with multiple voting rights	0	0	-	-
Shares with limited voting right	0	0	-	-
Shares without voting right	0	0	-	-
Other	0	0	-	-

OTHER FINANCIAL INSTRUMENTS <i>(giving right to underwrite newly issued shares)</i>				
	Listed (specify on which markets)/not listed	No. of outstanding instruments	Category of shares in service of the conversion/exercise	No. of shares in service of the conversion/exercise
Convertible bonds	0	0	0	0
Warrants	0	0	0	0

SIGNIFICANT SHAREHOLDINGS

<i>SIGNIFICANT SHAREHOLDINGS</i>			
Declarant	Direct shareholder	% of ordinary capital	% of voting capital
ASSICURAZIONI GENERALI S.P.A.	GENERALI ITALIA S.P.A.	33.0109	33.0109
	GENERALI VIE S.A.	9.5078	9.5078
	GENERTELLIFE S.P.A.	4.8173	4.8173
	ALLEANZA ASSICURAZIONI S.P.A.	2.4008	2.4008
	GENERTEL S.P.A.	0.4347	0.4347
SILCHESTER INTERNATIONAL INVESTORS LLP	SILCHESTER INTERNATIONAL INVESTORS LLP	5.01	5.01

The table does not provide the parties who are exempt from disclosure obligation pursuant to Article 119-*bis* of Consob Rules for Issuers.

TABLE No. 2: BOARD OF DIRECTORS' STRUCTURE

BOARD OF DIRECTORS (as of 25 March 2022)														
Office held	Member	Year of birth	Date of first appointment (*)	In officer from	In office until	List (submitters) (**)	List (M/m) (***)	Exec.	Non-exec.	Indep. as per Code	Indep. as per TUF	Indep. as per Decree	No. of other offices (****)	Attendance (*****)
Chairman	Antonio CANGERI	1966	22.04.21	22.04.21	Shareholders' Meeting 31.12.23	Shareholders	M	-	X	-	-	-	5	7/8 (85,5%)
Chief Executive Officer •	Gian Maria MOSSA	1974	20.03.17	22.04.21	Shareholders' Meeting 31.12.23	Shareholders	M	X	-	-	-	-	1	13/13 (100%)
Director	Roberta COCCO	1966	22.04.21	22.04.21	Shareholders' Meeting 31.12.23	Shareholders	M	-	X	X	X	X	1	8/8 (100%)
Director	Azzurra CALTAGIRONE	1973	23.06.16	22.04.21	Shareholders' Meeting 31.12.23	Shareholders	M	-	X	-	-	-	22	13/13 (100%)
Director	Cristina RUSTIGNOLI	1966	23.06.16	22.04.21	Shareholders' Meeting 31.12.23	Shareholders	M	-	X	-	-	-	8	11/13 (85%)
Director	Lorenzo CAPRIO	1957	22.04.21	22.04.21	Shareholders' Meeting 31.12.23	Shareholders	M	-	X	X	X	X	0	8/8 (100%)
Director	Massimo LAPUCCI	1969	23.04.15	22.04.21	Shareholders' Meeting 31.12.23	Shareholders	M	-	X	X	X	X	5	13/13 (100%)
Director	Annalisa PESCATORI	1964	23.04.15	22.04.21	Shareholders' Meeting 31.12.23	Shareholders	M	-	X	X	X	X	2	13/13 (100%)
Director	Vittorio Emanuele TERZI	1954	23.04.15	22.04.21	Shareholders' Meeting 31.12.23	Shareholders	m	-	X	X	X	X	4	13/13 (100%)

-----DIRECTORS WHO LEFT OFFICE DURING THE YEAR -----														
Chairman	Giancarlo FANCEL	1961	23.04.15	-	Shareholders' Meeting 31.12.20	Shareholders	M	-	X	-	-	-	-	4/5 (80%)
Director	Giovanni BRUGNOLI	1970	24.04.12	-	Shareholders' Meeting 31.12.20	Shareholders	M	-	X	X	X	X	-	5/5 (100%)
Director	Anna GERVASONI	1961	24.04.12	-	Shareholders' Meeting 31.12.20	Shareholders	M	-	X	X	X	X	-	4/5 (80%)

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

(*) Date of first appointment of each Director means the date when the Director was appointed for the first time (ever) to the Board of Directors of the Issuer.

(**) This column shows whether if the list from which each Director has been drawn was presented by the Shareholders (specifying "Shareholders") or the Board of Directors (specifying "BoD").

(***) This column shows the list from which each Director was elected ("M": majority list; "m": minority list; "BoD": list submitted by the Board of Directors).

(****) This column shows the number of other directorships or auditorships held by the interested person for the purposes of the interlocking regulations, including directorships or auditorships in other companies listed on regulated markets, including foreign, in financial, banking and insurance companies.

(*****) This column shows the attendance to the meetings of the Board of Directors and Committees in the period from 1 January 2021 to 31 December 2021 (No. of times in attendance / number of meetings held during the actual period of office of the Director during the financial year, in light of the renewal of the Company bodies on 22 April 2021).

Number of Meetings held during reference year	Board of Directors
	13

NECESSARY QUORUM FOR MINORITIES TO SUBMIT VOTING LISTS FOR THE ELECTION OF ONE OR MORE MEMBERS (PURSUANT TO ARTICLE 147-TER OF TUF): 1%

TABLE No. 3: BOARD COMMITTEES' STRUCTURE AT THE REPORTING DATE

Board of Directors		Internal Audit and Risk Committee		Remuneration Committee		Nomination, Governance and Sustainability Committee		Credit Committee	
Office held/Qualification	Member	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman of the BoD Non-Executive – Non-Independent	Antonio CANGERI	-	-	-	-	-	-	-	-
Chief Executive Officer	Gian Maria MOSSA	-	-	-	-	-	-	-	-
Non-Executive – Independent Director	Roberta COCCO	-	-	5/5 (100%)	<i>M</i>	5/5 (100%)	<i>M</i>	-	-
Non-Executive – Non-Independent Director	Azzurra CALTAGIRONE	-	-	-	-	-	-	-	-
Non-Executive – Non-Independent Director	Cristina RUSTIGNOLI	-	-	-	-	-	-	-	-
Non-Executive – Independent Director	Lorenzo CAPRIO	9/9 (100%)	<i>P</i>	-	-	-	-	7/7 (100%)	<i>M</i>
Non-Executive – Independent Director	Massimo LAPUCCI	13/13 (100%)	<i>M</i>	5/5 (100%)	<i>M</i>	9/9 (100%)	<i>P</i>	-	-
Non-Executive – Independent Director	Annalisa PESCATORI	13/13 (100%)	<i>M</i>	-	-	9/9 (100%)	<i>M</i>	7/7 (100%)	<i>P</i>
Non-Executive – Independent Director	Vittorio Emanuele TERZI	13/13 (100%)	<i>M</i>	9/9 (100%)	<i>P</i>	-	-	6/7 (86%)	<i>M</i>
AMMINISTRATORI CESSATI DURANTE L'ESERCIZIO									
Chairman of the BoD Non-Executive – Non-Independent	Giancarlo FANCEL	-	-	-	-	-	-	-	-
Non-Executive – Independent Director	Anna GERVASONI	4/4 (100%)	<i>P</i>	4/4 (100%)	<i>M</i>	-	-	-	-
Non-Executive – Independent Director	Giovanni BRUGNOLI	-	-	4/4	<i>P</i>	4/4	<i>M</i>	-	-

				(100%)		(100%)			
No. of meetings held during the year:		<i>13</i>		<i>9</i>		<i>9</i>		<i>7</i>	

(*) This column shows Directors' attendance at the Committees' meetings (specifying the number of meetings that he or she attended on the total number of meetings that he or she could have attended).

(**) This column shows whether within the Committee the Director qualifies as Chairman "P" or a Member "M".

TABLE NO. 4: BOARD OF STATUTORY AUDITORS' STRUCTURE

Board of Statutory Auditors (as of 25 March 2022)									
Office held	Member	Year of birth	Date of first appointment (*)	In office from	In office until	List (M/m) (**)	Indep. pursuant to the Code	Attendance to the Board of Statutory Auditors' meetings (***)	Number of other offices (****)
Chairman	Natale FREDDI	1952	22.04.21	22.04.21	Shareholders' Meeting 31.12.23	m	X	22/22	0
Acting Auditor	Mario Francesco ANACLERIO	1973	23.04.15	12.04.18	Shareholders' Meeting 31.12.23	M	X	22/22	8
Acting Auditor	Flavia Daunia MINUTILLO	1971	23.04.15	12.04.18	Shareholders' Meeting 31.12.23	M	X	22/22	12
Alternate Auditor	Maria Maddalena GNUDI	1979	21.04.16	12.04.18	Shareholders' Meeting 31.12.23	M	X	/	14
Alternate Auditor	Laura MARTINIELLO	1976	22.04.21	22.04.21	Shareholders' Meeting 31.12.23	m	X	/	5
STATUTORY AUDITORS WHO LEFT OFFICE DURING THE YEAR									
Chairman	Massimo CREMONA	1959	23.04.15	-	Shareholders' Meeting 31.12.20	m	X	8/8	/
Alternate Auditor	Gianfranco CONSORTI	1950	12.04.18	-	Shareholders' Meeting 31.12.20	m	X	/	/

(*) Date of first appointment of each Statutory Auditor means the date when the Statutory Auditor was appointed for the first time (ever) to the Board of Statutory Auditors of the Issuer.

(**) This column shows the list from which each Statutory Auditor was elected (M: majority list; m: minority list).

(***) This column shows the attendance of the Statutory Auditors to the meetings of the Board of Statutory Auditors in the period from 1 January 2021 to 31 December 2021 (No. of times in attendance / number of meetings held during the actual period of office of the interested party during the financial year, in light of the renewal of Company bodies on 22 April 2021).

(****) This column shows the number of directorships or auditorships held by the person pursuant to Article 148-bis of TUF and the related implementing provisions set forth by Consob's Rules for Issuers. The complete list of directorships and auditorships is published by Consob on its website pursuant to Article 144-*quinquiesdecies* of Consob's Rules for Issuers.

Number of Meetings held during reference year	22
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NECESSARY QUORUM FOR MINORITIES TO SUBMIT VOTING LISTS FOR THE ELECTION OF ONE OR MORE MEMBERS (PURSUANT TO ARTICLE 148 TUF): 1%



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