



**Information Document
Concerning a Previous Transaction of
Greater Importance
with Related Parties**

prepared pursuant to Article 5 and in compliance with the scheme set out in Annex 4 to the Regulation containing provisions relating to transactions with related parties (adopted by Consob with Resolution No. 17221 of 12 March 2010, as further amended and supplemented)

**Distribution of new products and other initiatives
under the Distribution Agreement with insurance
companies of the Generali Group**

Information Document made available to the public at Banca Generali S.p.A.'s registered offices (Via Machiavelli 4, 34132 – Trieste) and through the authorised storage mechanism (www.emarketstorage.it), as well as on the Banca Generali S.p.A. website (www.bancagenerali.com)

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DEFINITIONS

Below is a list of the main terms used in the Information Document and their definitions. These terms and definitions, unless otherwise specified, have the meanings set out below.

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| Distribution Agreement or Bancassurance Agreement | The agreement dated 20 March 2018, entered into between Banca Generali and Generali Italia, and joined also by Genertellife on the same date, concerning the distribution by the Company, through its financial advisor network, of life insurance products, pension products and non-life insurance products issued by Generali Italia or other companies of the Generali Group, as well as pension funds units of Generali Italia and its subsidiaries. |
| Assicurazioni Generali | Assicurazioni Generali S.p.A., with registered offices in Trieste, Piazza Duca degli Abruzzi 2, Tax code and registration number in the Trieste Register of Companies 00079760328, Group VAT code No. 01333550323, registered with the Register of Italian Insurance and Reinsurance Companies, Section 1, under No. 1.00003, parent company of the Generali Group registered with the Register of Insurance Groups under No. 026. |
| Banca Generali or Company or Issuer | Banca Generali S.p.A., with registered offices in Trieste, Via Machiavelli 4, Tax code and registration number in the Trieste Register of Companies 00833240328, Group VAT code No. 01333550323, registered with the Rolls of Banks under No. 5358, parent company of the Banca Generali Banking Group registered with the Banking Group Register under No. 3075, member of the Interbank Deposit Protection Fund and of the National Guarantee Fund, company incorporated under Italian laws with shares listed in Italy on Euronext Milan (organised and managed by Borsa Italiana S.p.A.), and subject to the management and coordination of Assicurazioni Generali. |
| Internal Audit and Risk Committee or Committee or IARC | The Internal Audit and Risk Committee of Banca Generali, made up of four non-executive Directors satisfying the independence requirements pursuant to the combined provisions of Article 147-ter, paragraph 4, and Article 148, paragraph 3, of TUF, the implementing regulations of Article 26 of TUB and the Corporate Governance Code for Listed Companies. This Committee is tasked, <i>inter alia</i> , with functions regarding related party and connected party transactions in accordance with the RPT Policy. |
| Information Document | This Information Document, prepared pursuant to Article 5 and in compliance with the scheme provided for in Annex 4 to |

the RPT Regulation.

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| April 2023 Information Document | The Information Document Concerning a Transaction of Greater Importance with Related Parties made available to the public on 24 April 2023 at the Banca Generali's registered office, on its website (www.bancagenerali.com) and through the authorised storage mechanism (www.emarketstorage.it). |
| Information Document concerning the Original Transaction | With regard to the entering into, <i>inter alia</i> , of the Bancassurance Agreement, it is the information document concerning transactions of greater importance with related parties made available to the public on 27 March 2018 at the Banca Generali's registered offices, on its website (www.bancagenerali.com) and at the registered offices of Borsa Italiana S.p.A. |
| Generali Italia | Generali Italia S.p.A., with registered offices in Mogliano Veneto (Treviso), Via Marocchesa 14, Tax code and registration number with the Treviso Register of Companies 0040992584, VAT code No. 00885351007. |
| Genertellife | Genertellife S.p.A., with registered offices in Mogliano Veneto (Treviso), Via Ferretto 1, Tax code and registration number with the Treviso Register of Companies 00979820321, VAT code No. 06515871009. |
| Transaction | It shall have the meaning specified in the Foreword. |
| Original Transaction | It shall have the meaning specified in paragraph 2.1. |
| RPT Policy | The Policy for Transactions with Related Parties, Connected Parties and Corporate Officers pursuant to Article 136 of TUB adopted by Banca Generali, as most recently amended on 22 June 2023. |
| RPT Regulation | The Regulation adopted by Consob with Resolution No. 17221 of 12 March 2010, as subsequently amended and supplemented. |
| Consolidated Law on Finance or TUF | Italian Legislative Decree No. 58 of 24 February 1998 (Consolidated Law on Financial Intermediation – TUF), as subsequently amended and supplemented. |
| TUB | Italian Legislative Decree No. 385 of 1 September 1993 (Consolidated Law on Banking). |

FOREWORD

This Information Document has been prepared by Banca Generali pursuant to Article 5 and in accordance with the scheme set out in Annex 4 of the RPT Regulation, as well as the RPT Policy, to provide its shareholders and the market with exhaustive information on the approval by Banca Generali of the transaction concerning (i) the distribution of a new insurance product as part of the existing Distribution Agreement among Banca Generali, Generali Italia and Genertellife that defines some general terms and conditions of the distribution of insurance products issued by the Generali Group's insurance companies, and, again as part of the above-mentioned Distribution Agreement, (ii) the continuation of the placement of the "Stile Libero" policy, even beyond the ceiling originally assigned, and the definition of an additional ceiling — with regard to that most recently approved by the Company's Board of Directors on 19 April 2023 — for retention initiatives concerning traditional life insurance products (collectively referred to as the "**Transaction**"). For a more detailed description of the characteristics, procedures, terms and conditions of the Transaction, please refer to paragraph 2.1 below.

As explained in greater detail hereunder, the Transaction is a related party transaction by virtue of the control exercised by Assicurazioni Generali over the entities involved in the Transaction, namely:

- Banca Generali (also through Generali Italia and Genertellife);
- Generali Italia; and
- Genertellife.

The Transaction qualifies as a transaction of "lesser importance" with related parties pursuant to the RPT Regulation and the RTP Policy, as the equivalent-value relevance ratio — as defined in Article 1.1(a) of Annex 3 "*Identification of transactions of greater importance with related parties*" to the RPT Regulation, and calculated on the basis of the estimates set out in paragraph 2.2 below — is above the threshold of transactions of smaller amount laid down by the RTP Policy, but does not exceed the 2.5% threshold (for further information see paragraph 2.2 "*Related parties involved in the transaction, the nature of the relationship, and extent of the interests of such parties in the transaction*"). Nonetheless, following the publication of the April 2023 Information Document, and in line with its contents, through this Information Document Banca Generali intends to keep the market informed of certain new activities concerning the implementation of the Distribution Agreement, considering that when the Agreement was signed it had been qualified as a transaction of greater importance and had been disclosed to the public through the Information Document concerning the Original Transaction.

In light of the foregoing, on 19 October 2023, the Board of Directors of the Company approved the Transaction, upon the prior non-binding favourable opinion of the Internal Audit and Risk Committee on the Company's overall interest in the completion of the Transaction and the convenience and substantial correctness of the underlying terms. The aforementioned favourable opinion of the Internal Audit and Risk Committee, issued on 12 October 2023, is appended hereto as **Annex "A"**.

This Information Document was drawn up following the above-mentioned approval of the Transaction by Banca Generali's Board of Directors and was made available to the public, within the terms provided for in Article 5, paragraph 3, of the RPT Regulation, at Banca Generali's registered offices in Trieste, Via Machiavelli 4, through the authorised storage mechanism (www.emarketstorage.it), and on the Banca Generali website (www.bancagenerali.com).

1. WARNINGS

1.1. Risks related to potential conflicts of interest arising from the Transaction

Pursuant to the RPT Policy, the Transaction under this Information Document is a related party transaction by virtue of the control relationships in place among the companies involved therein.

In detail, Banca Generali is controlled by Assicurazioni Generali, which holds, directly and indirectly — including, *inter alia*, through its subsidiaries Generali Italia and Genertellife — a total equity interest of 50.1714% in the share capital of the Issuer, over which it exercises management and coordination activity¹. The two counterparties of the Company in the Transaction, namely Generali Italia and Genertellife, directly hold an interest in the Company of approximately 33.0109% and 4.8173%, respectively, of its share capital.

Therefore, the Transaction entails a potential risk of conflicts of interest mainly as to its convenience for the Issuer and the adequacy and substantial correctness of the underlying terms; however, also considering that the Transaction is an update of broader agreements in place for several years (already compliant with the rules that govern related party transactions and disclosed to the market in the Original Transaction Information Document and the April 2023 Information Document), in Banca Generali's opinion there are no particular risks related to potential conflicts of interest other than those typically inherent in related party transactions, nor risks other than those generally underlying transactions of a similar nature.

In addition, it is noted that Bank's Directors Cangeri (in light of his role as Chairman of the Board of Directors of Generali Italia), Rustignoli (in light of her role as General Counsel of Generali Italia) and, on a prudential basis, Caltagirone (in light of her indirect shareholding relationships with Assicurazioni Generali) declared, also pursuant to Article 2391 of the Italian Civil Code and paragraph 11.4 of the RPT Policy, to hold an interest in the Transaction and therefore abstained from voting.

In its meeting held on 19 October 2023, the Board of Directors of the Issuer resolved unanimously, with Directors Cangeri, Rustignoli and Caltagirone abstaining, to approve the Transaction, granting the Chief Executive Officer and General Manager, Gian Maria Mossa, all of the necessary and appropriate powers, including the power to sub-delegate, to act in the name and on behalf of the Issuer in order to implement the resolutions passed.

¹ Source: <https://www.bancagenerali.com/en/governance/ownership-structure>

2. DETAILS ON THE TRANSACTION

2.1. Characteristics, formalities, terms and conditions of the Transaction

Foreword

On 20 March 2018, Banca Generali entered into agreements with Assicurazioni Generali and its subsidiaries, including Generali Italia, with the aim of defining and governing the main financial relations with Assicurazioni Generali, in order to stabilise their terms over a medium/long-term period, adapting their contents to the business expansion and the significant changes occurred within the Assicurazioni Generali Group, in the macroeconomic environment and in the relevant sector (collectively, the "**Original Transaction**"). The agreements included, *inter alia*, the Bancassurance Agreement between Banca Generali and Generali Italia, joined also by Genertellife on the same date.

The Original Transaction, which qualified as a transaction of greater importance, was disclosed to the market through the Information Document concerning the Original Transaction.

In light of changed market and commercial conditions, and especially of the rise in interest rates, as of year-start 2023 the parties began to discuss, within the alignment committees established pursuant to the Distribution Agreement, the methods and timing for implementing a series of commercial initiatives proposed by Genertellife, targeted to clients and distributors and aimed at retaining clients and stimulating new subscriptions, while also achieving greater protection of policyholder clients and a competitive advantage for new clients.

Based on the aforementioned committees' discussions, in March and April 2023 Banca Generali's Board of Directors approved initiatives concerning:

- the approval of some changes (applicable up to certain ceilings) to the cost structure of the products and to the rebates to the Bank for its distribution and post-sales services, including the introduction of a specific ceiling for retention initiatives concerning traditional life insurance products;
- the placement of new products.

The above-mentioned initiatives are described in detail in the April 2023 Information Document, to which reference is made.

The Transaction

Following the aforesaid initiatives, and within the framework of the alignment committees provided for in the Distribution Agreement, it was also assessed whether to:

- (i) launch the placement of a new product; and
- (ii) continue the placement of the Stile Libero policies even beyond the ceiling originally assigned and, in view of the upcoming achievement of the ceiling of 750 million euros for retention initiatives involving existing traditional life insurance products, to continue such activities, setting an additional ceiling of 350 million euros.

More specifically, pursuant to Article 5.4.1 of the Distribution Agreement, which governs the creation of new products, Banca Generali and the insurance companies agreed upon the development of a new single-premium whole life policy linked to the Futuro Plus segregated account scheme with the aim of activating retention initiatives for existing customers of traditional life insurance products with Ri.Alto

and Ri.Attiva underlying at risk of redemption, offering a very attractive return and competitive pricing. In addition, to stimulate new subscriptions pending the launch of certain new products approved in April, but postponed until the end of October, while also continuing to limit possible redemptions, the following was agreed with the insurance companies:

- continuing the distribution of Stile Libero policies even beyond the ceiling originally set, also in light of customers' positive response;
- setting, in view of the reaching of the previously authorised ceiling of 750 million euros (understood as the total amount subject to additional investment by customers in traditional life insurance policies), an additional ceiling of 350 million euros for retention initiatives concerning existing traditional life insurance products.

2.2. Related parties involved in the Transaction, nature of the relationship, and extent of the interests of such parties in the Transaction

Pursuant to the RPT Regulation and the RPT Policy, an entity is related to the Company if *“the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others)”*.

Accordingly, the Transaction under this Information Document is a related party transaction since, as specified in paragraph 1.1 above, Assicurazioni Generali holds, directly and indirectly (including through its subsidiary Generali Italia), a total equity interest of 50.1714% in the share capital of Banca Generali, and therefore qualifies as majority shareholder of the Company. In turn, Generali Italia directly holds an equity interest in the Issuer's share capital equal to approximately 33.0109%. In addition, Assicurazioni Generali controls Genertellife, which is also included in the Bancassurance Agreement and, in turn, directly holds 4.8173% of Banca Generali's share capital.

In addition, it is noted that Bank's Directors Cangeri (in light of his role as Chairman of the Board of Directors of Generali Italia), Rustignoli (in light of her role as General Counsel of Generali Italia) and, on a prudential basis, Caltagirone (in light of her indirect shareholding relationships with Assicurazioni Generali) declared, also pursuant to Article 2391 of the Italian Civil Code and paragraph 11.4 of the RPT Policy, to hold an interest in the Transaction and therefore abstained from voting.

In its meeting held on 19 October 2023, the Board of Directors of the Issuer resolved unanimously, with Directors Cangeri, Rustignoli and Caltagirone abstaining, to approve the Transaction, granting the Chief Executive Officer and General Manager, Gian Maria Mossa, all of the necessary and appropriate powers, including the power to sub-delegate, to act in the name and on behalf of the Company in order to implement the resolutions passed.

The Transaction is a transaction of “lesser importance” with related parties pursuant to the RPT Regulation and the RPT Policy, as the equivalent-value relevance ratio, as defined in paragraph 1 of the RPT Policy, is above the threshold of transactions of smaller amount, but does not exceed the 2.5% threshold. In fact, the overall value of the Transaction — calculated on the basis of the estimated maximum rebates to the Bank for the remaining term of the Distribution Agreement (i.e., until 2028) in relation both to the placement of the new product and to the continuation of the placement of the “Stile Libero” policies and the additional ceiling for retention initiatives concerning traditional life

insurance products — does not exceed the 2.5% threshold of consolidated own funds² that was equal to 20,243,625.00 euros at 30 June 2023³.

2.3. Economic rationale and company suitability of the Transaction

The Transaction is part — and represents the continuation — of the initiatives launched by the parties of the Distribution Agreement since the beginning of 2023 to adapt such Agreement to the changes in the market environment — in particular the rise in interest rates — and commercial conditions.

As the initiatives described in the April 2023 Information Document, these new initiatives as well are aimed at retaining clients and stimulating new subscriptions, while also ensuring greater protection of policyholders, greater alignment with the new market context and a competitive advantage for new clients.

In line with this approach, the reduction of the fees paid by customers has been confirmed also for the new product, along with a partial revision of rebates to the Bank compared to the past.

With regard to existing products, as stated above, the initiatives consist of, on the one hand, the continuation of the distribution of Stile Libero policies even beyond the ceiling originally assigned and, on the other, the definition of an additional ceiling (meaning the total amount to be further invested by customers in traditional life insurance policies) of 350 million euros for retention initiatives concerning existing traditional life insurance policies.

The former initiative aims, also in light of customers' positive response with regard to the placement activity undertaken thus far, to stimulate new subscriptions pending the launch of distribution of some new products approved in April 2023, postponed to the end of October due to certain market contingencies.

The latter is intended to continue the process of limiting possible redemptions.

Overall, the Transaction is therefore in line with the updating activities started in 2023, through which the terms of some existing policies were revised, reducing the costs for clients and keeping — or even improving — the remuneration terms for the Bank, again with the aim of retaining customers by offering more attractive terms that are also in line with the market context.

The Transaction was not influenced by the activity of management and coordination exercised over the Bank by Assicurazioni Generali. The Committee nonetheless considered that the overall result of the Transaction, taking into account the market context, is positive compared to the alternative of applying exactly the same economic conditions as those in place up to 2022.

2.4. Methods of determining the consideration for the Transaction and assessments regarding its adequacy in relation to market values of similar transactions

The pricing of the new policy — i.e., its cost for the clients — was agreed between the parties by reducing the price that would have been applicable if conditions prior to 2023 had been maintained, and therefore in line with the conditions as revised with effect from the beginning of this year, as disclosed in the April 2023 Information Document. The reason for the divergence from the past is motivated, once again, by the current market context and the related needs to maintain the attractiveness of the insurance products

² The threshold applicable to transactions with Assicurazioni Generali or with its related parties that are in turn related to the Company.

³ At 30 June 2023, consolidated own funds amounted to 809,745,000.00 euros.

in the range and stimulate new subscriptions. The same reason underlies the decision to continue the distribution of Stile Libero policies, pending the starting of the distribution of the products approved in April 2023.

A similar need, albeit one that can be expressed in terms of retention of existing customers, also led to the setting of the additional ceiling of 350 million euros for initiatives in favour of customers who subscribed traditional life insurance products.

With regard to the Bank's remuneration profiles for the new product, in line with the approach taken in recent months, a more favourable rebate percentage was applied for the Issuer compared to the conditions in place in 2022.

The Committee examined the financial terms of the Transaction, as far as possible also based on comparisons with some of the transactions/policies deemed comparable with those distributed by the Company, taking into account the absence of reliable information on similar agreements of other operators and the heterogeneity of products and agreements available on the market. The Committee in any case has not observed any element of detrimental effects or unjustified advantages for the related parties.

2.5. Illustration of the economic and financial effects of the Transaction

The Transaction — like the transactions covered by the April 2023 Information Document — is part of the periodic review and updating of the Distribution Agreement, functional to ensure that the product offering remains competitive, both through the extension of the range of insurance products offered to clients and through modifications of the terms of existing products. In particular, as stated in paragraph 2.3 above, the Transaction represents the natural continuation of the initiatives underway as of the beginning of 2023, specifically aimed at aligning the Agreement to the current commercial and market conditions, as already described in the April 2023 Information Document.

Therefore, it is expected that the Transaction will enable the Company to increase its distribution activities under the Distribution Agreement, and therefore the net inflows arising therefrom, although the benefits that can be achieved in practice cannot be quantified precisely as they also depend on exogenous variables — first and foremost, the clients' response to the initiatives put in place.

2.6. Changes in the amount of compensation for members of the Board of Directors of the Company and/or of its subsidiaries as a result of the Transaction

No changes in the compensation of the members of the Board of Directors of Banca Generali and its subsidiaries are expected as a result of the Transaction.

2.7. Members of the Managing and Control Bodies, Top Executives and Directors of the Company, if any, involved in the Transaction as related parties

In the Transaction, no members of the Managing and Control Bodies, top executives and directors of the companies participating in the Transaction are involved as related parties.

2.8. Assessment and approval procedures for the Transaction

Pursuant to Article 7 of the RPT Regulation and paragraph 11 of the RPT Policy, transactions of lesser importance with related parties and connected parties are approved by the Board of Directors of Banca Generali, following the prior, reasoned, non-binding opinion of the Internal Audit and Risk Committee

on the Company's interest in undertaking the Transaction and the convenience and substantial correctness of the underlying terms. The above provisions, in conjunction with paragraph 10.1 of the RPT Policy, call for the Committee to receive, with suitable advance, the preliminary documentation containing full, adequate information regarding the transaction.

Committee's activities

The Committee carried out the tasks assigned to it by the applicable provisions and pursuant to paragraph 11 of the RPT Policy.

The Committee, which deemed it not necessary to avail itself of the support from independent experts, received a complete, adequate flow of information regarding the various aspects of the Transaction and met on 12 October 2023 to issue its opinion.

At that meeting, the Committee issued, with the unanimous consent, its non-binding favourable opinion on: (i) Banca Generali's interest in completing the Transaction, (ii) the convenience of the underlying terms, and (iii) the substantial correctness of the underlying terms and of the procedures adopted. In compliance with Article 5 of the RPT Regulation, a copy of the Committee's opinion is appended hereto as **Annex "A"**.

Board of Directors' approval of the Transaction

On 19 October 2023, based on the preliminary documentation received and taking into account the opinion of the Internal Audit and Risk Committee, the Board of Directors — having agreed with the reasons and rationale underlying the Transaction and having also assessed the Company's interest in completing the Transaction, as well as the convenience and correctness of the underlying terms — approved the Transaction by unanimous vote, with the only abstention of Directors Cangeri, Rustignoli and Caltagirone.

2.9. Significance of the Transaction resulting from the cumulation of transactions, as per Article 5, paragraph 2, of the RPT Regulation

The provisions on cumulation do not apply to the Transaction. Without prejudice to its qualification as a transaction of lesser importance, information about this Transaction is provided in this Information Document in view of its framing in the context of the Distribution Agreement and the activities relating to its implementation.

ANNEXES

Annex "A": Opinion of the Internal Audit and Risk Committee on the Transaction



**Non-binding opinion of the Internal Audit and Risk Committee on the
distribution of new products and other initiatives under the
Distribution Agreement with insurance companies of the Generali Group**

pursuant to Article 7 of the Regulation containing provisions relating to transactions with related parties (adopted by Consob with Resolution No. 17221 of 12 March 2010, as further amended and supplemented), Article 3.2 of Section III, Chapter 11, Part 3, of Supervisory Provisions for Banks (adopted by Bank of Italy with Circular No. 285 of 17 December 2013, as further amended) and paragraph 11.2 of the Policy for Transactions with Related Parties, Connected Parties and Corporate Officers pursuant to Article 136 of TUB adopted by Banca Generali

Milan, 12 October 2023

On 12 October 2023, the Internal Audit and Risk Committee of Banca Generali S.p.A. (hereinafter “**Banca Generali**” or the “**Bank**”) examined the proposal (i) for placing a new product under the distribution agreement in place between Banca Generali, Generali Italia S.p.A. (“**Generali Italia**”) and Genertellife S.p.A. (“**Genertellife**”) that defines, *inter alia*, some general terms and conditions of the distribution of insurance products issued by the Generali Group’s insurance companies, and, again in the context of the said agreement, (ii) for continuing the placement of the “Stile Libero” policies, even beyond the ceiling originally assigned, and the definition of an additional ceiling — with regard to that most recently approved by the Company’s Board of Directors on 19 April 2023 — for retention initiatives concerning traditional life insurance products (collectively, the “**Transaction**”).

Qualification of the Transaction

The aforementioned Transaction qualifies as a transaction with related parties, namely Generali Italia and Genertellife, and consists of multiple initiatives that are analysed together as they are undertaken under the same framework and share the same scheduling.

In detail, at the date hereof, Banca Generali is controlled by Assicurazioni Generali S.p.A., which holds, directly and indirectly — including, *inter alia*, through its subsidiaries Generali Italia and Genertellife — a total equity interest of 50.1714% in the share capital of the Bank, over which it exercises management and coordination activity. Generali Italia and Genertellife, counterparties of Banca Generali in the Transaction, hold directly an interest in the Bank equal to 33.0109% and 4.8173%, respectively, of its share capital.

The overall value of the Transaction — calculated on the basis of the foreseeable maximum rebates to the Bank for the remaining term of the distribution agreement (i.e., until 2028) in relation to both the distribution of the new product and the continuation of the placement of the “Stile Libero” policies and the additional ceiling for retention initiatives concerning traditional life insurance products, and assuming the total use of the ceilings assigned — is 16 million euros, above the threshold of transactions of smaller amount laid down by the Policy for Transactions with Related Parties, Connected Parties and Corporate Officers pursuant to Article 136 of TUB adopted by the Bank (the “**Related Party Policy**”), but it does not exceed 2.5% of the Bank’s consolidated capital for regulatory purposes recorded on a quarterly basis ⁽¹⁾. Therefore, the Transaction qualifies as a transaction of lesser importance and requires that the Internal Audit and Risk Committee issues a non-binding opinion, in compliance with the Regulation adopted by Consob Resolution No. 17221 of 12 March 2010, as further amended (“**Consob Regulation**”), and with Bank of Italy Circular No. 285 of 17 December 2013, as further amended (“**Bank of Italy Circular**”).

Background and description of the Transaction

In March 2018, a distribution agreement concerning insurance products was entered into between Banca Generali and Generali Italia (“**Distribution Agreement**” or, in short, “**Agreement**”), with the possibility for other Generali Group companies offering insurance products to subsequently join the Agreement (including Genertellife, which joined it concurrently with the signing of the Distribution Agreement). The Agreement has a term of 10 years (automatically renewable for an equal period, unless terminated by six months’ notice) and provides for the distribution by the Bank of life insurance products, pension products and non-life insurance products issued by Generali Italia and by other participating insurance companies of the Generali Group, as well as of pension funds units of Generali Italia and its subsidiaries.

The Agreement was subject to the assessment and approval procedures envisaged for transactions of greater importance in the procedure for related party and connected party transactions and for highly significant transactions in the procedure for highly significant transactions adopted by the Bank and in force at the time. Accordingly, the transaction was approved by the Board of Directors on 20 March 2018, following the prior binding favourable opinion of the Internal Audit and Risk

⁽¹⁾ Based on the financial results approved at 30 June 2023, the significant reporting threshold amounts to 20,243,625.00 euros.

Committee in office at the time, and was subsequently disclosed to the public through a specific information document prepared pursuant to Article 5 of the Consob Regulation.

In light of changed market and commercial conditions, and especially of the rise in interest rates, as of year-start 2023 the parties began to discuss, within the alignment committees established pursuant to Article 10 of the Distribution Agreement, the methods and timing for implementing a series of commercial initiatives proposed by Genertellife, targeted to clients and distributors and aimed at retaining clients and stimulating new subscriptions, while also achieving greater protection of policyholder clients and a competitive advantage for new clients.

Based on the aforementioned committees' discussions and for the purpose of a preliminary analysis functional to the presentation to Banca Generali's Board of Directors, in March and April 2023, the Committee was submitted initiatives concerning:

- the approval of some changes (applicable up to certain ceilings) to the cost structure of the products and to the rebates to Banca Generali for its distribution and post-sales services, including the introduction of a specific ceiling for retention initiatives concerning traditional life insurance products;
- the placement of new products.

The Committee expressed a favourable opinion on these initiatives issuing a non-binding opinion on 23 March 2023 and a binding opinion on 18 April 2023. The Board of Directors approved them on 27 March and 19 April 2023, respectively.

Subsequently, and within the framework of the alignment committees provided for in the Distribution Agreement, it was also considered (i) to launch a new product, and (ii) to continue the placement of the Stile Libero policies even beyond the ceiling originally assigned and, in view of the upcoming achievement of the ceiling of 750 million euros for retention initiatives involving existing traditional life insurance products, to continue such activities setting an additional ceiling of 350 million euros.

Specifically, pursuant to article 5.4.1 of the Distribution Agreement, it was agreed between Banca Generali and the insurance companies to develop a new single-premium whole life policy linked to the Futuro Plus segregated account scheme with the aim of activating retention initiatives for existing customers of traditional life insurance products with Ri.Alto and Ri.Attiva underlying at risk of redemption, offering a very attractive return and competitive pricing.

The discussions that took place within the alignment committee as per the Distribution Agreement confirmed also for the new product the application of more favourable rebates for the Bank (i.e., aligned with those most recently revised for the "BG Custody 2023" and "BG Custody 2.0") in order to mitigate any theoretical adverse impacts on profitability that might be generated by applying particularly favourable fees to customers.

In addition, as already mentioned, to stimulate new subscriptions pending the launch of certain new products approved in April, but postponed until the end of October, while also continuing to limit possible redemptions, the following was agreed with the insurance companies:

- (i) continuing the distribution of Stile Libero policies even beyond the ceiling originally assigned, also in view of customers' positive response;
- (ii) as the previously authorised ceiling of 750 million euros (understood as the total amount subject to additional investment by customers in traditional life insurance policies) will soon be reached, setting an additional ceiling, of 350 million euros for retention initiatives concerning existing traditional life insurance policies.

The overall value of the aforementioned initiatives, calculated on the basis of the foreseeable maximum rebates to the Bank for the remaining term of the Distribution Agreement, is approximately 16 million euros.

Preliminary analysis and documentation examined by the Committee

The Committee carried out the tasks assigned to it by the applicable provisions and pursuant to paragraph 11 of the Related Party Policy.

The Committee examined the Transaction based on the documents provided by the Bank's structures and in light of the discussion held at the collegial meeting on 12 October 2023.

The Committee was able to interact with the Bank's management, receiving precise feedback to its requests for clarification.

The Committee did not deem it necessary to call on the support of independent experts.

Impact of the proposed Transaction and assessment of the interest, convenience and correctness of the Transaction for Banca Generali

The Transaction is part — and represents the continuation — of the initiatives launched by the parties of the Distribution Agreement since the beginning of 2023 to adapt the Agreement to the changes in the market environment — in particular the rise in interest rates — and commercial conditions.

The Committee had already deeply analysed the operational context of the Distribution Agreement to issue its opinions on 23 March and 18 April 2023, which it fully recalls as the assessments contained therein are deemed to be still applicable.

The distribution conditions of the new policy are consistent with the approach favourable to the clients adopted at the beginning of 2023: in this regard, the Committee has already confirmed that the reduction in the pricing of policies applied to clients does not imply *ex se* a reduction in rebates for the Bank and, therefore, in the profitability of the distribution activity.

Also in light of its prior opinions mentioned above, the Committee confirms its assessments on the correctness of the new approach, which takes into account the changed market conditions, with interest rates still on the rise, and signals from clients. In fact, fully maintaining the previous economic conditions would have adverse effects, inasmuch as:

- in 2022, net inflows from insurance products declined, also as a result of the fact that the fees applied to clients were no longer in line with those of competitors or with the changed market conditions;
- without a competitive product range, the likelihood of redemption of hybrid products and traditional life insurance products, as well as the risk that Banca Generali's clients turn to other institutions in search for such solutions, would increase.

Therefore, a revision of the terms of the offering — started in the previous months and confirmed for the new product as well — is fully reasonable and necessary for retention purposes, given the current market conditions.

The Committee also notes that, in order to counterbalance the hypothetical reduction in Banca Generali's fees, the application of more favourable rebate percentages for the Bank so as to mitigate any of the above-mentioned adverse impacts is also confirmed for the new product.

It should also be noted that, as mentioned in previous opinions, net outflows from the segregated accounts underlying traditional life insurance products would further adversely affect policy returns, to the detriment of clients who continue to remain invested.

In summary, in light of the above preliminary analysis and of management views, the Committee believes that the terms proposed for the new product allow for competitive remuneration conditions to be maintained for the Bank: in fact, against an attractive pricing for the client, the Bank's remuneration terms would improve compared to the past, in line with the products developed in 2023.

The Committee then observes that (i) as confirmed by the management, the process of developing the new product has followed the procedure set forth in the Distribution Agreement; and (ii) the changes with respect to the assessments made under the Distribution Agreement concern financial terms of the relationship and do not affect the legal framework of the contractual arrangements, so that there are no material issues to be reported concerning the substantial correctness of contractual terms other than purely financial ones.

With specific regard to the additional initiatives included in the Transaction, the Committee acknowledges that: (i) the continuation of the distribution of the "Stile Libero" policies even beyond the

ceiling originally assigned is grounded in view both of customers' positive response to the initial placement activity and of the need to stimulate new subscriptions pending the placement of certain new products approved in April 2023, but postponed until the end of October due to market contingencies; (ii) the increase in the ceiling for retention initiatives concerning existing traditional life insurance products is consistent with the commercial expansion approach underlying the development of new products, and is thus linked to it in that it completes the process for aligning the Distribution Agreement with the new market context launched in March 2023.

In light of the foregoing, the Committee also agrees with the management's opinion according to which the approval of the Transaction also allows for the stabilisation of returns of the existing traditional life insurance products, with new liquidity that could be invested at more advantageous market rates.

Moreover, as mentioned above, the Transaction falls within the overall structure of relations with the Generali Group and the framework of initiatives developed to also ensure the continuity of the commercial relationships with the Group's insurance companies, balancing the specific needs and economic and commercial interests of the parties, with no elements of detrimental effects or unjustified advantages for the related parties.

Lastly, with regard to procedural aspects, as already noted, the Transaction was prepared by the Bank's relevant structures and submitted to the Committee in accordance with the Related Party Policy in force.

In light of the foregoing, the Committee, by unanimous vote of those present:

- (i) having considered that the described Transaction is supported by well-founded financial, commercial and profitability reasons, is consistent with the interest of the Bank and the previous initiatives launched in 2023, is convenient also with respect to a hypothetical alternative scenario for restoring the distribution conditions in force before 2023, and is correct from both a formal and procedural standpoint;
- (ii) having assessed that there are no impediments to proceed with the proposed Transaction;
- (iii) having considered that, although Banca Generali is subject to management and coordination by Assicurazioni Generali S.p.A., the Transaction is not influenced by the latter, and that in any case the overall result of the Transaction, taking into account — as explained above — the market situation, is positive also compared to the alternative option of placing the new product on the basis of the terms applied up to 2022;
- (iv) having referenced Article 7 of Consob Regulation, Article 3.2 of Section III, Chapter 11, Part 3, of Bank of Italy Circular and paragraph 11.2 of the Bank's Related Party Policy;

issues, for the benefit and support of the Board of Directors, a:

NON-BINDING FAVOURABLE OPINION

regarding approval of the Transaction in light of the reasons illustrated above.

This opinion is issued at the end of the Committee meeting held on 12 October 2023. The relevant corporate structures are invited to make it available to the Bank's Board of Directors for the required follow-up at the next meeting of the Board of Directors to be held on 19 October 2023.

Milan, 12 October 2023

Chairman of the Internal Audit and Risk Committee

signed Lorenzo Caprio