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**(This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)**

## **Independent auditors' report pursuant to article 14 of Legislative decree no. 39 of 27 January 2010, article 10 of Regulation (EU) no. 537 of 16 April 2014 and article 102 of Legislative decree no. 209 of 7 September 2005**

*To the shareholders of  
Assicurazioni Generali S.p.A.*

### **Report on the audit of the consolidated financial statements**

#### **Opinion**

We have audited the consolidated financial statements of the Generali Group (the "group"), which comprise the statement of financial position as at 31 December 2021, the income statement and the statements of comprehensive income, changes in equity and cash flows for the year then ended and notes thereto, which include a summary of the significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the group's financial position as at 31 December 2021 and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 90 of Legislative decree no. 209 of 7 September 2005.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "Auditors' responsibilities for the audit of the consolidated financial statements" section of our report. We are independent of Assicurazioni Generali S.p.A. (the "parent") in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Measurement of goodwill**

*Notes to the consolidated financial statements: section "Accounting policies", paragraph "Goodwill"*

*Notes to the consolidated financial statements: note "4 Goodwill"*

<b>Key audit matter</b>	<b>Audit procedures addressing the key audit matter</b>
<p>The consolidated financial statements at 31 December 2021 include goodwill of €7,607 million, mainly relating to acquisitions carried out in previous years.</p> <p>As in previous years, the directors tested the reporting-date carrying amount of goodwill for impairment by comparing the carrying amount of the cash-generating units ("CGUs") to which goodwill is allocated to their recoverable amount. They estimated the recoverable amount based on value in use calculated using the discounted cash flow model.</p> <p>Impairment testing requires complex valuations and a high level of judgement, especially in relation to:</p> <ul style="list-style-type: none"> <li>— the CGUs' expected cash flows, calculated by taking into account historical cash flows, the general economic performance and that of the group's sector and the directors' forecasts about its future performance;</li> <li>— the financial parameters to be used to discount the cash flows.</li> </ul> <p>For the above reasons, we believe that the measurement of goodwill is a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>— understanding the process adopted to prepare the impairment tests approved by the parent's directors;</li> <li>— gaining an understanding of the process used to draft the group's long-term plan approved by the parent's directors, which was used to determine the CGUs' recoverable amount to which goodwill is allocated;</li> <li>— checking any discrepancies between the previous year historical and business plan figures, in order to check the accuracy of the forecasting process;</li> <li>— analysing the criteria used to identify the CGUs and tracing the carrying amounts of the assets and liabilities allocated thereto to the consolidated financial statements;</li> <li>— assessing the main assumptions used by the directors to determine the CGUs' value in use. Our assessment included checking the consistency of the method adopted with that used in previous years and comparing the key assumptions used to external information, where available; we carried out these procedures with the assistance of specialists of the KPMG network;</li> <li>— checking the sensitivity analyses presented in the notes in relation to the key assumptions used for impairment testing;</li> <li>— assessing the appropriateness of the disclosures about goodwill.</li> </ul>



## **Recognition of the business combination of the Cattolica Assicurazioni Group and assessment of the purchase price allocation**

*Notes to the consolidated financial statements: paragraph "Acquisition of Cattolica"*

<b>Key audit matter</b>	<b>Audit procedures addressing the key audit matter</b>
<p>In 2021, the parent acquired control over Società Cattolica di Assicurazione S.p.A. (the "transaction").</p> <p>Since this is a business combination, the directors accounted for it in accordance with IFRS 3 Business combinations and, therefore, they identified the acquisition date, calculated the purchase price and allocated it (purchase price allocation, or "PPA").</p> <p>The PPA procedure gave rise to a gain from a bargain purchase (negative goodwill) of €273 million, i.e., the difference between the consideration transferred in the business combination and the fair value of the assets acquired and liabilities assumed, which is recognised in the 2021 income statement.</p> <p>Due to the materiality of the transaction and considering that the PPA procedure required a high level of judgement of the directors, we believe that the recognition of the above business combination is a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"><li>— analysing the contract documents relating to the transaction;</li><li>— checking the consistency of the accounting treatment applied by the group to the transaction with the IFRS;</li><li>— checking, on a sample basis, the accuracy of the accounting records;</li><li>— analysing the valuation approach, assumptions and methods used to measure the acquisition-date fair value of the assets acquired and liabilities assumed, with specific reference to unquoted or illiquid financial instruments acquired and the insurance liabilities assumed as part of the transaction. We carried out these procedures with the assistance of experts of the KPMG network;</li><li>— assessing the appropriateness of the disclosures about the transaction.</li></ul>



## Measurement of unquoted or illiquid financial investments

*Notes to the consolidated financial statements: section "Accounting policies", paragraph "Other information"*

*Notes to the consolidated financial statements: note "38 Fair value hierarchy"*

*Notes to the consolidated financial statements: note "39 Transfers of financial instruments measured at fair value between level 1 and level 2"*

*Notes to the consolidated financial statements: note "40 Additional information on level 3"*

*Notes to the consolidated financial statements: note "41 Information on fair value hierarchy of assets and liabilities not measured at fair value"*

Key audit matter	Audit procedures addressing the key audit matter
<p>The consolidated financial statements at 31 December 2021 include financial instruments at levels 2 and 3 of the fair value hierarchy provided for by IFRS 13 Fair value measurement of €60,235 million and €15,895 million, accounting for approximately 13% of total assets.</p> <p>Measuring financial instruments requires estimates, including by using specific valuation methods, which may present a high level of judgement and are, by their very nature, uncertain and subjective.</p> <p>For the above reasons, we believe that the measurement of unquoted or illiquid financial investments is a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"><li>— understanding the process for the measurement of financial instruments and the related IT environment and assessing the design and implementation of controls and performing procedures to assess the operating effectiveness of material controls;</li><li>— analysing the significant changes in financial instruments and in the related income statement items compared to the previous years' figures and discussing the results with the relevant internal departments;</li><li>— checking, on a sample basis, the measurement of unquoted or illiquid financial instruments (fair value levels 2 and 3), by analysing the valuation methods and the reasonableness of data and parameters used; we carried out these procedures with the assistance of experts of the KPMG network;</li><li>— assessing the appropriateness of the disclosures about unquoted or illiquid financial instruments.</li></ul>

## Measurement of non-life insurance provisions

*Notes to the consolidated financial statements: section "Accounting policies", paragraph "Insurance provisions"*

*Notes to the consolidated financial statements: note "12 Insurance provisions"*

<b>Key audit matter</b>	<b>Audit procedures addressing the key audit matter</b>
<p>The consolidated financial statements at 31 December 2021 include non-life insurance provisions of €38,086 million, accounting for about 7% of total liabilities.</p> <p>As required by IFRS 4 and in accordance with the provisions of the local standards applied by the individual group companies, the group measures this caption including applying actuarial valuation techniques which entail a high level of complex and subjective judgement relating to past and future internal and external variables with respect to which any changes in the underlying assumptions may have a significant impact on the measurements of these liabilities.</p> <p>For the above reasons, we believe that the measurement of non-life insurance provisions is a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"><li>— understanding the process for the measurement of non-life insurance provisions and the related IT environment and assessing the design and implementation of controls and performing procedures to assess the operating effectiveness of material controls;</li><li>— analysing the significant changes in non-life insurance provisions compared to the previous years' figures, analysing the key summary indicators and discussing the results with the relevant internal departments;</li><li>— checking, on a sample basis, the valuation models adopted by the group and the reasonableness of the data and parameters used; we carried out these procedures with the assistance of actuarial experts of the KPMG network;</li><li>— checking that the overall technical provisions calculated in accordance with the applicable laws and regulations and correct actuarial techniques were included within a range of a range of reasonable insurance provision values. We carried out this procedure with the assistance of experts of the KPMG network;</li><li>— assessing the appropriateness of the disclosures about the non-life insurance provisions.</li></ul>

## Measurement of life insurance provisions

*Notes to the consolidated financial statements: section "Accounting policies", paragraph "Insurance provisions"*

*Notes to the consolidated financial statements: note "12 Insurance provisions"*

Key audit matter	Audit procedures addressing the key audit matter
<p>The consolidated financial statements at 31 December 2021 include life insurance provisions of €441,363 million, accounting for about 80% of total liabilities.</p> <p>In accordance with IFRS 4, the group checked the adequacy of the life insurance provisions using the liability adequacy test (LAT). Specifically, it compared these provisions as determined in accordance with IFRS 4, net of any deferred acquisition costs or intangible assets linked to the related contracts, to the present value of the future cash flows of the insurance contracts.</p> <p>The group measures this caption including applying actuarial valuation techniques which, in certain instances, entail a high level of complex and subjective judgement relating to past and future internal and external variables with respect to which any changes in the underlying assumptions may have a significant impact on the measurements of these liabilities.</p> <p>For the above reasons, we believe that the measurement of life insurance provisions is a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>— understanding the process for the measurement of life insurance provisions and the related IT environment and assessing the design and implementation of controls and performing procedures to assess the operating effectiveness of material controls;</li> <li>— analysing the significant changes in life insurance provisions compared to the previous years' figures and discussing the results with the relevant internal departments;</li> <li>— checking, on a sample basis, the valuation models adopted and the reasonableness of the data and parameters used; we carried out these procedures with the assistance of actuarial experts of the KPMG network;</li> <li>— checking the appropriateness of the methods used to calculate the shadow accounting liability included in the insurance provisions and to check the adequacy of the insurance provisions using the results of the LAT. We carried out these procedures with the assistance of experts of the KPMG network;</li> <li>— checking the compliance of the calculation of the overall insurance provisions with the applicable laws and regulations and correct actuarial techniques. We carried out this procedure with the assistance of experts of the KPMG network;</li> <li>— assessing the appropriateness of the disclosures about the life insurance provisions.</li> </ul>



### **Comparative figures**

The group's 2020 consolidated financial statements were audited by other auditors, who expressed their unqualified opinion thereon on 31 March 2021.

### **Responsibilities of the parent's directors and board of statutory auditors ("Collegio Sindacale") for the consolidated financial statements**

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulation implementing article 90 of Legislative decree no. 209 of 7 September 2005 and, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the group's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the consolidated financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the parent or ceasing operations exist, or have no realistic alternative but to do so.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, the group's financial reporting process.

### **Auditors' responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control;



- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the ethics and independence rules and standards applicable in Italy and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are, therefore, the key audit matters. We describe these matters in our auditors' report.

#### ***Other information required by article 10 of Regulation (EU) no. 537 of 16 April 2014***

On 7 May 2019, the parent's shareholders appointed us to perform the statutory audit of its separate and consolidated financial statements as at and for the years ending from 31 December 2021 to 31 December 2029.

We declare that we did not provide the prohibited non-audit services referred to in article 5.1 of Regulation (EU) no. 537 of 16 April 2014 and that we remained independent of the parent in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed herein is consistent with the additional report to the *Collegio Sindacale*, in its capacity as audit committee, prepared in accordance with article 11 of the Regulation mentioned above.





## **Report on other legal and regulatory requirements**

### ***Opinion on the compliance with the provisions of Commission Delegated Regulation (EU) 2019/815***

The parent's directors are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (ESEF) to the consolidated financial statements to be included in the annual financial report.

We have performed the procedures required by Standard on Auditing (SA Italia) 700B in order to express an opinion on the compliance of the consolidated financial statements with Commission Delegated Regulation (EU) 2019/815.

In our opinion, the consolidated financial statements have been prepared in XHTML format and have been marked up, in all material respects, in compliance with the provisions of Commission Delegated Regulation (EU) 2019/815.

### ***Opinion pursuant to article 14.2.e) of Legislative decree no. 39/10 and article 123-bis.4 of Legislative decree no. 58/98***

The parent's directors are responsible for the preparation of the group's management report and report on corporate governance and ownership structure at 31 December 2021 and for the consistency of such reports with the related consolidated financial statements and their compliance with the applicable law.

We have performed the procedures required by Standard on Auditing (SA Italia) 720B in order to express an opinion on the consistency of the management report and the specific information presented in the report on corporate governance and ownership structure indicated by article 123-bis.4 of Legislative decree no. 58/98 with the group's consolidated financial statements at 31 December 2021 and their compliance with the applicable law and to state whether we have identified material misstatements.

In our opinion, the management report and the specific information presented in the report on corporate governance and ownership structure referred to above are consistent with the group's consolidated financial statements at 31 December 2021 and have been prepared in compliance with the applicable law.

With reference to the above statement required by article 14.2.e) of Legislative decree no. 39/10, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have nothing to report.



**Generali Group**  
*Independent auditors' report*  
31 dicembre 2021

***Statement pursuant to article 4 of the Consob regulation implementing  
Legislative decree no. 254/16***

The directors of Assicurazioni Generali S.p.A. are responsible for the preparation of a non-financial statement pursuant to Legislative decree no. 254/16. We have checked that the directors had approved such non-financial statement. In accordance with article 3.10 of Legislative decree no. 254/16, we attested the compliance of the non-financial statement separately.

Trieste, 4 April 2022

KPMG S.p.A.

(signed on the original)

Domenico Fumagalli  
Director of Audit