

2023
ASSEMBLEA
DEGLI AZIONISTI
SHAREHOLDERS'
MEETING



28 April 2023

**Report of the Board of Directors
to the General Meeting**

**Item 3 on the Agenda
APPOINTMENT AND REMUNERATION
OF THE BOARD OF STATUTORY AUDITORS**

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Appointment and Remuneration of the Board of Statutory Auditors.

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Report of the Board of Directors to the General Meeting

3. APPOINTMENT AND REMUNERATION OF THE BOARD OF STATUTORY AUDITORS AND ITS CHAIR FOR THE 2023-25 PERIOD

- a. Appointment of the Board of Statutory Auditors and its Chair for the financial years ending on 31 December 2023, 2024 and 2025. Resolutions pertaining thereto and arising therefrom.

Dear Shareholders,

with the approval of the financial statements as of December 31, 2022, the term of the office of the Board of Statutory Auditors as appointed by the Shareholders' meeting on April 30, 2020 for the term 2020/2021/2022, whose members are, as of today, Carolyn Dittmeier (Chair), Lorenzo Pozza e Antonia Di Bella (Permanent Statutory Auditors); Silvia Olivotto e Tazio Pavanel (Alternate Auditors), will expire.

In expressing sincere thanks and appreciation to the members of the above-mentioned supervisory body for their productive work in the last three years in the exclusive interest of the Company and all its Shareholders, we remind you that pursuant to Article 37 of the Articles of Association, the Board of Statutory Auditors consists of three permanent statutory Auditors and two alternate Auditors, who are eligible for re-election.

The new Board of Statutory Auditors will be in office until the end of the Annual General Meeting to be convened for the approval of the financial statements relating to the financial year ending on December 31, 2025.

Pursuant to the abovementioned terms and provisions of the Articles of Association, the appointment of the Statutory Auditors is based on list of candidates that shall comprise two sections: one for appointing the Permanent Statutory Auditors and the other for appointing Alternate Auditors. The number of candidates in the lists shall not exceed the number of members to be elected, listed with a sequential number.

Each of the two sections comprising the lists, except for those lists that contain fewer of three

candidates, shall be composed in such a way as to guarantee the required gender balance.

In this regard, it should be noted that, pursuant to the current applicable laws and regulations, the less represented gender shall obtain at least two-fifths (rounded down to the lower unit, as provided for in Article 144-*undecies*.1, paragraph 3, of CONSOB Regulation issued with determination n. 11971 of May 14, 1999 as amended (the "**Issuers' Regulation**") in the case of corporate bodies made up of three members) of the permanent members of the Board of Statutory Auditors.

Each candidate may appear on one list only or otherwise he/she will be deemed ineligible.

Pursuant to Article 37.2 of the Articles of Association, the following may not be elected as Statutory Auditors and if elected shall forfeit their office: persons who are in a situation of incompatibility as envisaged by the applicable law, including the one envisaged by Article 36 of decree law of December 6, 2011, No. 201, or persons who hold a number of offices that exceed the limits to the accumulation of offices set forth by the law in force.

Furthermore, both the permanent and the alternate Auditors shall comply with the requirements and meet the criteria provided for by the applicable law and regulation – the ones provided for by the Ministerial Decree n. 88 of May 2, 2022, included – and by the Articles of Association.

Notwithstanding with the obligations set forth by law and by the Articles of Association, the Shareholders are hereby invited to present lists of candidate in accordance with the suggestions expressed by the outgoing Board of Statutory

Auditors in the document called *Considerations of the outgoing Board of Statutory Auditors consistently with the CNDCEC rules of conduct of the Board of Statutory Auditors of listed companies of April 26, 2018* made available to the public on the website of the Company, section Governance / AGM 2023.

Shareholders who, either individually or jointly with others, represent at least 0,5% of the share capital have the right to present a list. Each shareholder may submit, or participate in the submission of, including through third parties or a nominee company, and vote only one list.

Those entitled to vote, the companies directly or indirectly controlled by them and the companies directly or indirectly under joint control can present and vote for only one single list; in the event of violation of this rule, the support given to any of the lists will not be taken into account.

Pursuant to Article 144-sexies, paragraph 4, lett. b) of the Issuers' Regulation and to CONSOB notice No. DEM/9017893 of February 26, 2009, Shareholders submitting minority lists are required to file together with the list and the further documentation to be filed in accordance to Article 37.9 of the Articles of Association as referred to below, a statement that they have no direct or indirect connection as referred to in Article 144-*quinquies* of the Issuers' Regulation. The Shareholder submitting the list shall disclose in such statement any relationship that may exist, if significant, as well as the reasons why these relationships have not been considered relevant for the existence of the connection relationships or must declare the absence of any such connection relationships.

The lists must be filed at the Company's registered office by the twenty-fifth (25^o) calendar day before the date of the General Meeting on first call, and, therefore, by April 1st, 2023, by 5.00 pm. The filing of the lists for the appointment of the Board of Statutory Auditors can also be made by means of electronic communication to the certified e-mail address **azioni@pec.generalicom**. Should the lists be filed by certified e-mail, a copy of a valid form of Identity Document of the submitters, must also be sent.

In the event that – at the end of the abovementioned term of 25 days for filing the lists and documents at the Company – only one list has been submitted or lists are only

submitted by connected shareholders, lists may be filed until the third day after the above said date, and therefore until April 4, 2023. In this case Shareholders individually or collectively with other Shareholders representing at least 0,25% of the share capital, are entitled to present a list.

The lists must be accompanied by the relevant Information on the presenting Shareholders, with the indication of the overall percentage of share capital held by them, and by the following documents:

- a) the *curriculum vitae* of each candidate, containing full information about the candidate's personal and professional characteristics as well as indication of the skills acquired by the candidate in the field of insurance, finance and/or banking, from which it is clear that the requirements and criteria indicated above are met, as well as a list of administrative, management and control offices currently held in other companies, if any;
- b) the declarations whereby each candidate accepts its candidacy and the office and also declare, under his or her own responsibility, that he or she does not present any causes of incompatibility, ineligibility and revocation, that he or she possesses the requirements and complies with the criteria required by the current applicable law, regulation and the Articles of Association, as well as, more generally, any further provisions as applicable, to hold the office of Statutory Auditor of the Company;
- c) a copy of the certificates issued by the intermediaries attesting the ownership of the percentage of share capital required for the presentation of lists for the appointment of the Board of Statutory Auditors.

In order to make the submission of the lists easier for the Shareholders, we hereby attach to the present Report a standard form for:

- (i) the communication of the filing of a list for the appointment of the Board of Statutory Auditors by the Shareholders (attached *sub* "A");
- (ii) the statement whereby each candidate Auditor accepts its candidacy and nomination and containing the relevant attestations (attached *sub* "B");
- (iii) the declaration regarding the absence of connection relationships (attached *sub* "C").

The lists shall also be subject to the forms of disclosure referred to in the applicable laws and regulations in force. In particular, at least twenty-one calendar days before the date of the General Meeting on first call (April 5, 2023), the lists are made available to the public at the Company's registered office, on the Company's website and in accordance with other forms referred to in Consob regulations.

Pursuant to Article 144-*sexies*, paragraph 4-*quater*, of the Issuers' Regulation, the ownership of the overall shareholding required for the purposes of filing the list shall be certified by the intermediary authorised to maintain accounts by sending to the Company the communication indicated in Article 43 of the Single Provision on post-trading of Consob and the Bank of Italy of 13 August 2018, even after the filing of the list, provided it is sent to the Company at least twenty-one days before the date set for the General Meeting on first call, i.e. by April 5, 2023. It should be noted that the ownership of this shareholding is determined on the basis of the shares registered in favour of the Shareholder on the day when the lists are filed with the Company.

The elected permanent statutory auditors will be the first two candidates on the list that obtains the highest number of votes (the "**Majority List**") and the first candidate on the list that – without taking into account of the support given by Shareholders connected in any way, directly or only indirectly, with those who presented or voted for the Majority List – obtains the second highest number of votes (the "**Minority List**"). The elected alternate auditors will be the first candidate on the Majority List and the first candidate on the Minority List.

Should the number of permanent statutory auditors of the less represented gender be lower than the number prescribed by the law in force, the necessary replacements will be made from the permanent statutory auditors section of the Majority List, in the order of presentation of the candidates.

Should the first two lists receive the same number of votes, a new voting will take place. In the event of a tie between two or more lists other than the list that received the highest number of votes, the elected Auditors will be the youngest candidates, until the number of seats to be assigned is filled. If a single list is presented, all the auditors to be elected will be taken from that list.

The permanent statutory auditor elected from the Minority List shall take the role of Chair. In the event that all auditors are taken from one list, the first candidate on the list shall take the role of chair.

The filed lists that fail to comply with the provisions of Article 37 of the Articles of Association will be considered as they have not been filed.

In inviting you to deliberate on the appointment of the members of the Board of Statutory Auditors by expressing your preference for one of the lists presented by the entitled parties in compliance with the indications set out above, we hereby inform you that the relevant text of the General Meeting resolution will reflect the outcome of the vote, attributing the Chair, as noted, to the first candidate on the Minority List, while the elected permanent statutory Auditors will be the first two candidates on the Majority List

Milan, 13 March 2023

THE BOARD
OF DIRECTORS



Report of the Board of Directors to the General Meeting

3. APPOINTMENT AND REMUNERATION OF THE BOARD OF STATUTORY AUDITORS AND ITS CHAIR FOR THE 2023-25 PERIOD

- b. Determination of the annual remuneration of the auditors for the financial years ending on 31 December 2023, 2024 e 2025.

Dear Shareholder,

you have been convened in the General Meeting not only for the appointment of the Board of Statutory Auditors for the period 2023-25, but also to determine the amount of the annual compensation due to the members of the Board of Statutory Auditors.

In this regard we hereby remind you that pursuant to Article 37.4 of the Articles of Association, upon their appointment, the General Meeting shall determine the amount of the annual compensation due to the Auditors. The Auditors are entitled to the compensation of costs incurred in the performance of their duties.

Further, it should be noted that the Corporate Governance Code of the listed companies, to which the Company complies, recommends that the remuneration of the members of the supervisory body is adequate to the competence, professionalism and commitment required by their role and the Company's size, industry and current situation. The remuneration of the supervisory body shall in any case be consistent with the provisions set forth in Section I of the Report on remuneration policy and payments with reference to the remuneration of the supervisory body.

It should be noted that with reference to the annual remuneration of the Board of Statutory Auditors currently in charge, the Annual General Meeting held on April 30, 2020, set the remuneration for the Chair at a gross amount of Euro 180,000 and the remuneration for each of the permanent statutory auditors at a gross amount of Euro 130,000.

All the above said, considering the benchmarking activity carried out by the Board, with the support of the Remuneration and Human Resources Committee, and what was represented by the outgoing Board of Statutory Auditors in the document prepared in light of the Rules of Conduct for the Board of Statutory Auditors of Listed Companies defined by the National Council of Certified Public Accountants and Accounting Experts, the relevant remuneration for the entire three-year period of office of the Board of Statutory Auditors appointed by today's General Meeting and, therefore, until the date of effective approval of the financial statements for the financial year ending on December 31, 2025, is hereby proposed to be set at an annual gross amount of Euro 130,000.00 and that the said amount is increased to Euro 180,000.00 for the Chair. In addition to these amounts, documented costs borne in the performance of the office will be refunded.

Below in outline is the proposal for the resolution by the General Meeting.

"The General Meeting of Assicurazioni Generali S.p.A., held at Palazzo Berlam, Trieste, piazza Duca degli Abruzzi 1, lawfully convened and empowered to pass resolutions, in ordinary session, pursuant to Article 2369 of the Italian Civil Code and Article 21 of the Articles of Association,

- in view of Article 2402 of the Italian Civil Code;
- in view of Article 37.4 of the Articles of Association;

- having regard to the present Directors' Report;

resolves

to set the remuneration due to the Chair of the Board of Statutory Auditors at a gross amount of annual Euro 180,000.00 (one hundred and thirty thousand/00) and to set at a gross amount of annual Euro 130,000.00 (one

hundred and eighty thousand/00) the one due to the other permanent statutory Auditors and a gross amount of Euro 500,00 as an attendance allowance for attending the meetings of the Board of Directors and Board Committees, in addition to reimbursement of out-of-pocket costs incurred in the performance of the office and the coverages of the D&O insurance policy, in accordance with the Company's policies."

Milan, 13 March 2023

THE BOARD
OF DIRECTORS

Annex A

Dear

Assicurazioni Generali S.p.A.
Piazza Duca degli Abruzzi, 2
34132 TRIESTE

To the attention of the Secretary of the Board of Directors and
Head of Corporate Affairs

[place], [date]

**OGGETTO: Shareholders' Meeting of Assicurazioni Generali S.p.A. of 26 and 28 April 2023:
filing of the list of candidates for the appointment of the Board of Statutory Au-
ditors of Assicurazioni Generali S.p.A.**

The undersigned [*Name of the company signing the statement*], shareholder of Assicurazioni Generali S.p.A. (the "Company") holding no. [*indication of the number of the shares held*] ordinary shares, representing [*indication of the percentage of total shareholding held*] % of the shareholding held, with reference to the Shareholders' Meeting referred to in this document, called, among other things, to resolve on the appointment of the Board of Statutory Auditors and its Chair in office for the financial years ending on 31 December 2023, 2024 and 2025,

[*alternative in the event of a plurality of the shareholders submitting the list*]

The undersigned [*Name of the companies signing the statement or of the person/s submitting the list on behalf of the shareholders*], [on behalf of the] shareholders of the Company [*insert name of the shareholders if submitting on behalf of the shareholders*] holding no. [*indication of the number of shares held in total by all submitting shareholders*] ordinary shares, representing [*indication of the percentage of total shareholding held*] % of the overall shareholding held, with reference to the Shareholders' Meeting referred to in this document, called, among other things, to resolve on the appointment of the Board of Statutory Auditors and its Chair in office for the financial years ending on 31 December 2023, 2024 and 2025,

file/s

pursuant to Article 37 of the Articles of Association,

- having regard to the provisions of applicable laws and regulations, the Articles of Association and the Code of Corporate Governance ("Code"), for the submission of the list of candidates for the above-mentioned appointment, including, if applicable, the rules on connection relationships between reference shareholders and minority shareholders,
- taking into account what was reported, in addition to the notice of call of the Shareholders' Meeting, in the Considerations of the outgoing Board of Statutory Auditors in accordance with Rules of Conduct for the Board of Statutory Auditors of Listed Companies of CNDCEC of 26 April 2018 and in the Report of the Board of Directors of the Company on the third item on the Agenda pursuant to Art. 125-ter of Legislative Decree no. 58 of 24 February 1998 as subsequently amended and supplemented ("CLFI"), made available to the public on the Company's website www.generali.com, Governance/AGM 2023 Section,

the following list, indicating in "Section 1" the candidates for the office of permanent statutory auditor and in "Section 2" those for the office of Alternate auditor, ordered by sequential numbering:



Sezione 1 – Permanent statutory auditors

No.	Name	Surname
1		
2		
3		

Sezione 2 – Sindaci supplenti

No.	Name	Surname
1		
2		

The candidate listed first in Section 1 shall be deemed to be proposed as Chair of the Board of Statutory Auditors pursuant to the law and the Articles of Association.

The list is accompanied by the following documentation:

1. the *curriculum vitae* of each candidate, containing full information about the candidate's personal and professional characteristics as well as indication of the skills acquired by the candidate in the field of insurance, finance and/or banking, from which it is clear that the requirements and criteria indicated above are met, as well as a list of administrative, management and control offices currently held in other companies, if any;
2. the declarations whereby each candidate accepts its candidacy and the office and also declare, under his or her own responsibility, that he or she does not present any causes of incompatibility, ineligibility and revocation, the non-existence of disqualifications from the office of director against him or her adopted in a Member State of the European Union, that he or she possesses the requirements and complies with the criteria required by the current applicable law, regulation and the Articles of Association, as well as, more generally, any further provisions as applicable, to hold the office of Statutory Auditor of the Company.
3. a copy of the certificate/s issued by the intermediaries attesting to the ownership of the percentage of share capital required for the submission of the list;
4. copy of the identity document of the candidates;
5. where applicable, the declaration concerning the absence of connection relationships between reference shareholders and minority shareholders.

[If the Company needs to contact the submitters of this proposal, please refer to the telephone numbers [•] and fax [•], e-mail [•].

Best regards.

[name and signature of the person/s submitting the list, eventually on behalf of the shareholders]

Annex B**Statement of acceptance of the office of Auditor of Assicurazioni Generali S.p.A. and relevant attestation of the meeting of the suitability requirements**

I, the undersigned _____,
 born in _____, on _____,
 resident in _____,
 tax code _____, with regard to my candidacy to the position of member of the Board of Statutory Auditors of Assicurazioni Generali S.p.A. (the "**Company**" or "**Generali**"), with registered office in Trieste, Piazza Duca degli Abruzzi 2, share capital of Euro 1.586.833.696,00 fully paid up, tax code, VAT number and registration number in the Venezia Giulia Registrar of Companies 00079760328, a company registered in the Register of Insurance Companies under no. 1.00003, parent company of the Generali group, registered in the Register of Insurance Groups under no. 026, in view of the General Meeting called for April 26, 2023 on first call and for April 28, 2023 on second call (the "AGM"), under my own responsibility and duly aware of the criminal sanctions for false declarations, production or use of false documents (pursuant to Article 76 of the Italian Presidential Decree no. 445, 28 December 2000)

I declare and attest

that I irrevocably accept the candidacy to the office of member of the Generali Board of Statutory Auditors (the "**BOSA**") and, if elected, the appointment to the aforementioned position, and that I possess the requirements and meet the criteria required by the applicable laws and regulations in force as well as by the Generali's Articles of Association in order to hold the office of member of the BOSA of the Company, and further that I am not in any situation of ineligibility, forfeiture and incompatibility with respect to the office of Statutory Auditor of Generali envisaged by current law or regulations and by the Articles of Association, as specified below:

(A) PROFESSIONALISM AND COMPETENCE REQUIREMENTS

– That I meet the professionalism requirements referred to in Article 8 of the Decree of the Italian Ministry of the Economic Development of May 2, 2022 no. 88 (hereinafter the "**Decree 88/2022**") and in particular (**flag one or more boxes**):

- that I am registered with the Register of Auditors, with an experience of at least three years – or of at least five years for the candidate to the office of Chair of the BOSA – in the exercise of the activity of statutory audit;

and/or

I have acquired an experience of at least three years – or of at least five years for the candidate to the office of Chair of the BOSA – also alternatively, in the exercise of the following activities/ functions:

- activity of legal auditing of the accounts;
- professional activities in the field of insurance, credit, finance, securities or any other activity related to the Company's business; the professional activity must be characterised by adequate levels of complexity, also with regard to the recipients of the services provided, and must be carried out on a continuous and relevant basis in the aforementioned fields;
- university teaching activities, as a first or second level lecturer, in legal or economic subjects or in other subjects however related to the activity of the insurance, credit, financial or securities sector;
- management, executive or top management functions, however called, in public entities or public administrations related to the insurance, credit, financial or securities sector, provided that the entity at which the officer performed such functions is of a size and complexity comparable with that of Generali;

– to meet the professionalism requirements set forth in Article 1 of the Decree of the Ministry of Justice in agreement with the Ministry of Treasury, Budget Policy & Economic Planning Decree of March 30, 2000 No. 162; in particular, taking into account the provisions set forth in Article 1, paragraph 1, 2, 3 of the mentioned Decree of March 30, No. 162 and in Article 37.3 of the Articles of Association, I declare (**flag one or more boxes**):

- I am registered with the Register of Statutory Auditors, with an experience of at least three years in the exercise of the activity of legal auditing of the accounts;
- I have acquired an overall experience of at least three years in the exercise of activities relating to administration or control or management tasks in companies with a share capital of not less than Euro 2 million;
- I have acquired an overall experience of at least three years in the exercise of professional practice or university tenured teaching activities in legal, economic, financial or technical-scientific subjects or in other subjects closely related to the to the insurance field and activities inherent in economic sectors closely related to the insurance field;
- I have acquired an overall experience of at least three years in the exercise of management functions in public entities or public administrations in sectors closely related to the insurance sector, namely those in which companies that may be subject to the control of insurance companies operate;

– to meet the competence criteria referred to in Article 9 of the Decree 88/2022 and, in particular, I possess theoretical knowledge and/or practical experience in more than one of the following areas (**flag one or more boxes**):

- financial markets;
- regulations in the insurance, banking and financial sector;
- strategic guidance and planning;
- organisational and corporate governance structures;
- risk management (identification, assessment, monitoring, control and mitigation of the main types of risks of a business, including the officer's responsibilities in these processes);
- internal monitoring systems and other operational mechanisms;
- insurance, banking and financial activities and products;
- statistical and actuarial sciences;
- accounting and financial reporting;
- IT;

– for the purposes of the assessment relating the meeting of the aforementioned competence criteria referred to in Article 9 of Decree 88/2022, that (**flag the relevant box**):

- I have acquired** the professionalism requirements set forth in Article 8 of the Decree 88/2022 and indicated above **for a duration at least equal to** that referred to in "Annex A - Conditions for the Application of the Derogation" of the Decree 88/2022¹;
- I have not acquired** the professionalism requirements set forth in Article 8 of the Decree 88/2022 and indicated above for a duration at least equal to that referred to in "Annex A - Conditions for the Application of the Derogation" of the Decree 88/2022²;

¹ That is: **(i)** for statutory auditors registered in the Register of Statutory Auditors who have statutory audit engagements on public interest entities or entities subject to an intermediate regime pursuant to Legislative Decree No. 39/2010, at least 3 years; **(ii)** for statutory auditors who do not fall into the category under (i) above who meet the professionalism requirements under Article 8 of Decree 88/2022, at least 5 years (accrued in the last 8 years); **(iii)** for the Chair of the BOSA, at least 10 years (accrued in the last 13 years).

² See note 1 above.

(B) GOOD REPUTE AND INTEGRITY CRITERIA AND OTHER CIRCUMSTANCES PRECLUDING THE HOLDING OF THE OFFICE

- that I meet the good repute requirements set forth in Article 3 of the Decree 88/2022³ and, in particular that:
 - a. I am not legally disqualified nor am I in another of the situations provided for in article 2382 of the Italian Civil Code;
 - b. I have not been convicted by a final judgment in one of the cases specified in article 3, paragraph 1, lett. b) of the Decree 88/2022⁴;
 - c. I have not been subject to preventive measures ordered by the judicial authorities under Legislative Decree of 6 September 2011 No. 159, as amended⁵;
 - d. I am not in one of the situations referred to in Article 3, paragraph 1, lett. d) of the Decree 88/2022;
 - e. I have not been given a final judgement at the request of the parties or after a summary trial in the cases pointed out in Article 3, paragraph 2 of the Decree 88/2022⁶;
- that I meet the good repute requirements set forth in Article 2 of Decree of the Ministry of Justice in agreement with the Ministry of Treasury, Budget Policy & Economic Planning Decree of March 30, 2000 No. 162;
- also in accordance with Article 4 of Decree 88/2022, that I meet the integrity criteria in the past personal and professional conduct, duly aware that for the purposes of the assessment relating the meeting of such criteria, the following factors are taken into account (or the substantially equivalent situation governed in whole or in part by foreign law):
 - a. criminal convictions imposed with judgements (even if not final), judgements (even if not final) which apply the penalty at the request of the parties or following summary proceedings, criminal conviction decrees (even if not irrevocable) and personal precautionary measures, as specified in article 4, paragraph 2, lett. a) and b) of the Decree 88/2022;
 - b. final judgments to pay damages referred to in article 4, paragraph 2, lett. c) of the Decree 88/2022;
 - c. administrative sanctions imposed on the officer for breaches of corporate, insurance, banking, financial, securities, anti-money laundering and market and payment instrument regulations (article 4, paragraph 2, lett. d) of the Decree 88/2022;
 - d. disqualification or precautionary measures ordered by or at the request of the supervisory authorities, removal orders referred to in article 4, paragraph 2, lett. e) of the Decree 88/2022;
 - e. holding offices in entities / companies referred to in article 4, paragraph 2, lett. f) and g) of the Decree 88/2022 (such factors shall be taken into consideration in the cases specified in article 5, paragraph 3 and 4, of the Decree 88/2022);
 - f. suspension or disbarment, cancellation from registers, lists and professional orders as specified in article 4, paragraph 2, lett. h) of the Decree 88/2022; measures of removal for just cause from administration, management and control functions as a consequence of wilful misconduct or gross negligence, also related to relevant breaches of the Group Code of Conduct and related Group internal regulations; other similar measures taken by bodies entrusted by law with the management of registers, professional rolls and lists, as specified in article 4, paragraph 2, lett. h) of the Decree 88/2022;

³ With respect to cases governed in whole or in part by foreign law, the evaluation of whether the conditions referred to in paragraphs 1 and 2 are fulfilled shall be carried out on the basis of an assessment of substantial equivalence.

⁴ The effects of rehabilitation and revocation of the conviction for abolition of the offence under Article 673, paragraph 1) of the Italian Code of Criminal Procedure are not affected.

⁵ The effects of rehabilitation and revocation of the conviction for abolition of the offence under Article 673, paragraph 1) of the Italian Code of Criminal Procedure are not affected.

⁶ The effects of rehabilitation and revocation of the conviction for abolition of the offence under Article 673, paragraph 1) of the Italian Code of Criminal Procedure are not affected.

- g. negative assessment by an administrative authority as to the suitability referred to in article 4, paragraph 2, lett. i) of the Decree 88/2022;
 - h. ongoing investigations and criminal proceedings relating to the offences referred to in article 4, paragraph 2, lett. a) and b) of the Decree 88/2022;
 - i. negative information on the person contained in the *Centrale dei Rischi* as specified in article 4, paragraph 2, lett. m) of the Decree 88/2022;
- with reference to the relevant situations for the purposes of the assessment relating the meeting of the integrity criteria pursuant to Articles 4 and 5 of Decree 88/2022 and listed above *sub a-i* that **(flag the relevant box)**:
- no relevant situation occurs;**
 - one or more relevant situation occurs**, making it clear that such situation/s is/are not likely to jeopardize the meeting of the integrity criteria. The mentioned situation/s is/are communicated to the Company (together with the reasons why such situation/s do/does not jeopardize the meeting of the integrity criteria) by filling in **Table A.1** contained in the appendix attached to this statement;
- I possess and act, pursuant to Article 14 of Decree 88/2022, with full independence of judgement and awareness of the duties and rights inherent in my office, in the interest of sound and prudent management of the undertaking and in compliance with the law and any other applicable rules and **(flag the relevant box)**:
- that no situation** referred to in Article 12, paragraph 1, lett. a), b), c), h) and i) of Decree 88/2022⁷ occurs;
 - that one or more situations referred to in Article 12, paragraph 1, lett. a), b), c), h) and i) of Decree 88/2022⁸ occur**, making it clear that such situation/s is/are not likely to jeopardize the full independence of judgement. The mentioned situation/s is/are communicated to the Company (together with the reasons why such situation/s do/does not jeopardize the full independence of judgement) by filling in **Table A.2** contained in the appendix attached to this statement;
- I am not in any of the conditions of impediment set forth in the applicable laws and regulations, having regard also to the incompatibility regime provided for in Article 17 of Legislative Decree of January 27, 2010, No. 39, and its implementing provisions with regard to the auditing firm KPMG

7 **a)** he/she is a spouse who is not legally separated, a person in a civil partnership or who is a de facto cohabitee, relative or a relative-in-law up to the fourth degree: 1) of the chairman of the administrative, management or supervisory board and the executive officers of the company; 2) of the holders of the company's key functions; 3) of persons set out in letters (b) to (i) of Article 12, paragraph 1 of the Decree 88/2022;

b) he or she is a participant (*i.e.* holder of a shareholding as referred to in Article 68 of the Italian Insurance Code, "CAP") in the company;

c) holds or has held within the last two years, at a participant (*i.e.* holder of a shareholding as referred to in Article 68 of the CAP) in the company or at its subsidiary, the office of chairman of the board of directors, of management or supervisory board or of executive officer, or has held, for more than nine years within the last twelve years, offices as a member of the board of directors, of supervisory or management board as well as management positions at a participant (*i.e.* holder of a shareholding as referred to in Article 68 of the CAP) in the company or its subsidiaries;

h) has, directly or indirectly, or has had in the two years prior to taking up the office, self-employment or employment relationships or other relationships of a financial, asset or professional nature, even if not continuous, with the company or its executive officers or its chairman, with the subsidiaries of the company or the relevant executive officers or their chairmen, or with a participant (*i.e.* holder of a shareholding as referred to in Article 68 of the CAP) in the company or its executive officers or its chairman, such as to compromise their independence;

i) holds or has held in the last two years one or more of the following offices: 1) member of the National and European Parliament, Government or European Commission; 2) regional, provincial or municipal alderman or councilor, president of the regional council, president of the provincial council, mayor, president or member of the district council, president or member of the board of directors of consortia among local authorities, president or member of the councils or boards of councils of unions of municipalities, director or president of special companies or institutions referred to in Article 114 of Italian Legislative Decree No. 267 of 18 August 2000, mayor or member of the metropolitan City council, president or member of the bodies of mountain or island communities, when the overlap or contiguity between the geographical area of reference of the entity where the aforesaid offices are held and the geographical organization of the undertaking or group referred to in Article 210-ter, paragraph 2, of the CAP to which it belongs is such as to compromise its independence.

8 See note 7 above.

S.p.A. in connection with the engagement for the legal auditing of the accounts conferred by the Company's General Meeting for the period 2021-29;

(C) SUSPENSION FROM OFFICES

- I am not in any of the conditions of suspension from offices as referred to in Article 6 of Decree 88/2022;

(D) AVAILABILITY OF TIME AND LIMITS ON THE ACCUMULATION OF OFFICES

- I am able to devote appropriate time to the performance my office as member of the BOSA of Generali pursuant to Article 15 of the Decree 88/2022, also taking into account what indicated in the guidelines of the outgoing BOSA in the document called *Considerations of the outgoing Board of Statutory Auditors consistently with the CNDEC Rules of Conduct of the Board of Statutory Auditors of listed companies 26 aprile 2018* made available to the public on the Company's website (Section Download Center/Governance/AGM/2023);
- I do not exceed (and/or I in any case commit to not exceed by the term referred to in Article 23, paragraph 7, of Decree 88/2022) the limits on the accumulation of offices set forth in Articles 16, 17 e 18 of the Decree 88/2022;
- I comply, where applicable, with the limits on the accumulation of offices set forth in Articles 148-bis of Legislative Decree No. 58/1998 ("CLFI") and 144-duodecies and following of Consob Regulation 11971/1999, as subsequently amended;
- enclosing also for the purpose of this item (D) the list of any office held in other companies;

(E) OTHER INCOMPATIBILITY SITUATIONS

- I am not in any situation of incompatibility as referred to in Article 36 of the Law Decree no. 201/211, converted by Law no. 214, of December 22, 2011;
- that there are no disqualifications in my charge from the office of director adopted in a member state of the European Union pursuant to Article 2383, Paragraph 1, of the Italian Civil Code;
- I am not a candidate on any other list for the appointment as Statutory Auditor of Generali;

(F) INDEPENDENCE REQUIREMENTS

I. with reference to the independence requirements set forth in Article **148, paragraph 3**, CLFI, given that, pursuant to the aforementioned provisions of law, the following persons may not be elected as statutory auditors and, if elected, shall forfeit their office:

- a) the spouse, persons in relations by blood and by marriage up to the fourth degree of the directors of the company, the directors, the spouse, relations by blood and by marriage up to the fourth degree of the directors of the company's subsidiaries, parent companies and companies subject to joint control;
- b) parties linked to the company or to its subsidiaries or parent companies or companies subject to joint control, or to the directors of the company and the parties as at *sub a)* through self-employment or employment or through other relations of a financial or professional nature that jeopardize independence,

I declare
(flag the relevant box)

- that I do not meet** the independence requirements, as defined and envisaged by the above-mentioned provisions of the CLFI;
- that I meet** the independence requirements, as defined and envisaged by the above-mentioned provisions of the CLFI, as well as to commit to continue to meet the requirements set forth herein during the duration of the terms of the office, and in any case to promptly inform the Board of Directors of any circumstances and/or situations that may jeopardize my independence, making it clear, in particular with reference, to letter b) above:
- that I have no independent or employment relationships or other relationships of a financial or professional nature with Generali, its subsidiaries, its parent companies and the compa-

nies subject to joint control, with the Directors of Generali and with the parties indicated in letter a) above;

- that I have some independent or employment relationships or other relationships of a financial or professional nature with Generali, its subsidiaries, its parent companies and companies subject to joint control, with the Directors of Generali and with the parties indicated in letter a) above, making it clear that such relationship/s is/are not likely to jeopardize my independence. The mentioned relationship/s is/are communicated to the Company (together with the reason why it is considered that such circumstance/s is/are not likely to jeopardize my independence) through the filling in of Table **A.3** contained in the appendix attached to this statement;

- II. with reference to the independence requirements set forth in Article 2, Recommendations 7 and 9, Corporate Governance Code adopted by the Corporate Governance Committee (the “**Corporate Governance Code**”), also taking into account the qualitative-quantitative limits for the identification of relationships likely to jeopardize the independence adopted by the Board of Directors in its own Regulation of the Board and of the Board Committees (the “**BoD Regulation**”) and identifying as such the circumstances, to be considered as non-exhaustive, expressly indicated in the Corporate Governance Code,

I declare
(*flag the relevant box*)

- that I do not meet** the independence requirements set forth in the mentioned Recommendations of the Corporate Governance Code;
- that I meet** the independence requirements set forth in the mentioned provisions of the Corporate Governance Code, as well as to commit to continue to meet the requirements set forth herein during the duration of the terms of the office, and in any case to promptly inform the Board of Directors of any circumstance and/or situation that may jeopardize my independence. In particular, with reference to the circumstances referred to in Article 2, Recommendations 7 and 9, of the Corporate Governance Code, I declare that (*flag the relevant boxes*):
- I am not a significant shareholder⁹ of Generali;
- I am not and I have not been in the previous three financial years, an executive director or an employee: (i) of Generali, or of its subsidiaries having strategic relevance¹⁰ or of a company subject to joint control; (ii) of a significant shareholder of Generali;
- I do not have and I did not have in the previous three financial years, a significant commercial, financial or professional relationship¹¹, directly or indirectly (for example through subsidiaries, or through companies of which he or she is an executive director, or as a partner of a professional or a consulting firm): (i) with Generali or its subsidiaries, or with their executive directors or top management¹²; (ii) with a subject who, also together with others through a

9 The term “**Significant Shareholder**” indicates, pursuant to Article 1.1. no. 7 of the BoD Regulation, a natural person or corporation who directly or indirectly, also through subsidiaries, trustees or third parties, controls the Company or is able to exercise a significant influence over it or who is part, directly or indirectly, of a shareholders’ agreement through which one or more parties exercise control or a significant influence over the Company. In this regard, it should be noted that “**significant influence**” indicates a situation where a natural person or corporation holds, directly or indirectly, also through subsidiaries, trustees or third parties, an interest greater than 3% of the Company shares with voting rights.

10 (i) Generali Italia S.p.A.; (ii) Generali France S.A.; (iii) Generali Deutschland Holding A.G.; (iv) Generali CEE Holding B.V.; (v) Generali España Holding de Entidades de Seguros S.A.; (vi) Generali Insurance Asset Management S.G.R. S.p.A.; (vii) Generali Real Estate S.p.A.; (viii) Banca Generali S.p.A.; (ix) Generali Versicherung A.G.; (x) Generali Schweiz Holding A.G.; (xi) Generali China Life Insurance.

11 The term “**significant relationship**” indicates, pursuant to Article 11.7 of the BoD Regulation, commercial, financial and professional relations whose consideration – invoiced by year even in only one of the three financial years preceding the date of the check – exceeds at least one of the following parameters: (i) 5% of the annual revenues of the group to which the company or entity controlled by the Director belongs or of whose top management they are a member or of the professional firm or consultancy company of which they are a partner or associate; (ii) 5% of the annual costs sustained by the Group in connection with business or financial relations of the same kind in the relevant financial years; this threshold is reduced to 2.5% in the case of professional relations.

12 In compliance with the Corporate Governance Code, the Regulation establishes that the following are Generali top managers: the Group CEO, the members of the GMC and, at GHO, the direct reports of the Managing Director and the General Manager, who constitute the Top Management pursuant to art. 2.1.a of IVASS Regulation no. 38, 3 July 2018. The list of the top management members and the other relevant parties is provided in Table A.4.

shareholders' agreement, controls the Company; or, if the control is held by a company or another entity, with its executive directors or top management;

- I do not receive and I have not received in the previous three financial years, from Generali, one of its subsidiaries or the parent company, significant remuneration¹³ other than the fixed remuneration for the position held within the board and for the membership in the committees recommended by the Corporate Governance Code (*i.e.*, the risk and Control Committee (“RCC”), the Nominations and Corporate Governance Committee (“NGC”) and the Remunerations and Human Resources Committee (“RemCoHR”), as well as the Innovation Social and Environmental Sustainability Committee (“ISC”), as referred to in Recommendation n. 1, lett. a of the Corporate Governance Code) or required by law (*i.e.*, the Related Parties Transactions Committee “RPTC”);
- I have not served on the Board of Statutory Auditors as a permanent statutory auditor for more than nine years, even if not consecutive, of the last twelve years;
- I do not hold the position of executive director in another company whereby an executive director of Generali holds the office of director;
- I am not a shareholder, quota-holder or director of a company or other legal entity belonging to the network of the auditing firm of Generali;
- I am not a close relative of a person who is in any of the circumstances set forth above.

In case one or more of the above boxes have not been ticked, information regarding the relevant circumstances and thus, by way of example, the commercial, financial or professional relationships held and/or the additional remuneration received and/or the office held and/or the family relationships in place, is given to the Company through the filling in of Table **A.5** contained in the appendix attached to this statement (which is not subject to publication), together with the reason why it is considered that such circumstance/s is/are not likely to jeopardize my independence;

III. with reference to the independence requirements set forth in Article 12 of Decree 88/2022,

I declare

- do not meet** the independence requirements set forth in Article 13 of Decree 88/2022;
- that I meet** the independence requirements set forth in Article 13 of Decree 88/2022, as well as to commit to continue to meet the requirements set forth herein during the duration of the terms of the office, and in any case to promptly inform the BOSA of any circumstances and/or situations that may jeopardize my independence. In particular, I declare that:
- a) I am not a participant in Generali¹⁴;
- b) I am not an executive officer in a company in which an executive officer of Generali holds the office of director or chief executive officer;
- c) **(flag one box only)**
- I do not have and have not had, directly or indirectly, in the two years prior to taking up the office, self-employment or employment relationships or other relationships of a financial,

¹³ Pursuant to Article 11.7 lett. b) of the BoD Regulation, the term “**significant remuneration**” indicates an **additional remuneration** for an amount that is more than 30% higher than the fixed remuneration for the office determined with a resolution of the General Meeting and that envisaged for membership of the committees recommended by the Corporate Governance Code and required by law. With regard to the above, the term “**fixed remuneration for the office**” signifies: (i) the remuneration established by the General Meeting, including any attendance fees, for the Directors (or established by the Board of Directors for non-executive Directors as part of the overall amount approved by the General Meeting for the Board of Directors as a whole); (ii) any remuneration for the office taken on by each non-executive Director on the Board (such as chair, deputy chair, lead independent director), established with reference to common remuneration practices in the industry and among companies of a similar size, and also considering comparable international experience; The term “**remuneration for membership of the committees recommended by the Corporate Governance Code**” signifies the remuneration that each Director receives, or has received in the three previous financial years, for their role as member of the RCC, the NGC, the RemCoHR, the ISC and of the RPTC.

¹⁴ Holder of a shareholding as referred to in Article 68 of the CAP.

asset or professional nature, even if not continuous, with the Company or its executive officers or its Chair, with the subsidiaries of Generali or the relevant executive officers or their Chairmen, or with a participant in Generali or its executive officers or its Chair, such as to jeopardize my independence;

or

I have one or more of the aforementioned relationships, making it clear that such relationships are not likely to jeopardize my independence. Such relationship/s is/are communicated to the Company (together with the reason why it is considered that such circumstance/s is/are not likely to jeopardize my independence) through the filling in of Table **A.5** contained in the appendix attached to this statement;

d) I am not a spouse who is not legally separated, a person in a civil partnership or who is a de facto cohabitee, relative or a relative-in-law up to the fourth degree: (i) of the holders of Generali's key functions; (ii) of persons in the situations referred to in letters a), b) and c) above; (iii) of persons who hold or have held within the last five years, an office as a member of the board of directors or management board as well as a management position with a participant in Generali¹⁵. Generali itself or its subsidiaries;

I, the undersigned, undertake herewith to promptly inform the Board of Statutory Auditors of Generali of any subsequent change to the above declarations.

This declaration is made pursuant to Articles 46 and 47 of the Italian Presidential Decree no. 445, 28 December 2000.

In placing my signature below I declare that I have read the privacy disclosure on the processing of my personal data for the purposes of the appointment of the Board of Statutory Auditors of the Company available on the Company's website.

Place and date _____

Signature _____

Annexes:

- copy of a valid Identification Document
- *curriculum vitae*;
- list of any administration, management and supervisory office held in other companies.

Appendice (*tali appendici non saranno pubblicate essendo funzionali esclusivamente alle successive verifiche in merito all'idoneità dei componenti del Collegio Sindacale*):

- table A.1;
- table A.2;
- table A.3;
- table A.4;
- table A.5.
- table A.6.

¹⁵ Holder of a shareholding as referred to in Article 68 of the CAP.

**APPENDIX CONTAINING TABLES FOR COMMUNICATING ANY CIRCUMSTANCE
RELEVANT FOR THE PURPOSES OF THE SUITABILITY ASSESSMENTS**

(this appendix is not subject to publication)

TABLE A.1

Communication of situations relevant for the purposes of meeting the integrity criteria

RELEVANT SITUATION	REASON FOR WHICH IT IS NOT LIKELY TO JEOPARDIZE THE MEETING OF THE INTEGRITY CRITERIA

TABLE A.2

**Communication of situations relevant for the purpose of meeting the independence
of judgement requirement**

RELEVANT SITUATION	REASON FOR WHICH IT IS NOT LIKELY TO JEOPARDIZE THE MEETING OF THE INDEPENDENCE OF JUDGEMENT REQUIREMENT

TABLE A.3

Communication of the relevant relationships for the purposes of statements of independence under the CLFI

RELATIONSHIP (KIND AND BRIEF DESCRIPTION INCLUDING THE RELEVANT AMOUNT)	COUNTERPARTY (INCLUDING TAX CODE, AND WHETHER IT BELONGS TO A GROUP)	REASON FOR WHICH IT IS NOT LIKELY TO JEOPARDIZE THE INDEPENDENCE

TABLE A.4
“TOP MANAGEMENT” (16)

COMPANY	TOP MANAGEMENT OR OTHER RELEVANT PARTIES
Assicurazioni Generali S.p.A.	<p>Directors: Andrea Sironi, Philippe Donnet, Marina Brogi, Flavio Cattaneo, Alessia Falsarone, Clara Furse, Umberto Malesci, Stefano Marsaglia, Antonella Mei-Pochtler, Diva Moriani, Lorenzo Pellicoli, Clemente Rebecchini e Luisa Torchia.</p> <p>Permanent Statutory Auditors: Carolyn Dittmeier, Antonia Di Bella, Lorenzo Pozza.</p> <p>Members of the Group Management Committee: Jaime Anchústegui, Simone Bemporad, Cristiano Borean, Antonio Cangeri, Isabelle Marguerite Conner, Philippe Donnet, Giancarlo Fancel, Carlo Ferraresi, Jean-Laurent Granier, Giovanni Liverani, Stefan Lehmann, Monica Alessandra Possa, Bruno Scaroni, Marco Sesana, Carlo Trabattoni.</p> <p>Other management personnel with key strategic responsibilities: Maurizio Basso, Giuseppe Catalano, Nora Gürtler, Massimiliano Ottochian, Anna Pieri.</p>
Generali Italia S.p.A. Board of Directors	<p>Chairman: Antonio Cangeri CEO: Giancarlo Fancel General Manager: Giancarlo Fancel</p>
Generali France S.A. Board of Directors	<p>Chairman: Jean-Laurent Granier CEO: Jean-Laurent Granier General Manager: Jean-Laurent Granier</p>
Generali Deutschland Holding A.G. Management Committee	<p>Chairman: Stefan Lehmann Executive Directors: Stefan Lehmann, Milan Novotny, Jochen Petin, Uli Rothaufe, Benedikt Kalteier, Robert Wehn, Roland Stoffels, Ulrich Ostholt, Katrin Gruber, Jean-Pierre Schmid, Marcela Středová</p>
Generali CEE Holding B.V. Board of Directors	<p>Chairman: Jaime Anchústegui CEO: Manlio Lostuzzi Executive Director: Carlo Schiavetto</p>
Generali España Holding de Entidades de Seguros S.A. Board of Directors	<p>Chairman: Jaime Anchústegui Melgarejo CEO: D. Santiago Villa Ramos General Manager: D. Santiago Villa Ramos</p>

16 As of January 16, 2023.

Generali Insurance Asset Management S.G.R. S.p.A. Board of Directors	Chairman: Santo Borsellino CEO: Bruno Servant General Manager: N/A
Generali Real Estate S.p.A. Board of Directors	Chairman: Santo Borsellino CEO: Aldo Mazzocco General Manager: Aldo Mazzocco
Banca Generali S.p.A. Board of Directors	Chairman: Antonio Cangeri CEO: Gian Maria Mossa General Manager: Gian Maria Mossa
Generali Versicherung A.G. Management Committee	Chairman: Gregor Pilgram Executive Directors: Arno Schuchter, Walter Kupec, Klaus Peter Wallner, Axel Sima, Martin Sturzbaum
Generali Schweiz Holding A.G. Board of Directors	Chairman: Giovanni Liverani CEO: N/A General Manager: Christoph Schmallenbach
Generali China Life Insurance Board of Directors	Chairman: Xuesong Zhao CEO: N/A General Manager: Gavin Low

TABLE A.5

Communication of the relevant relationships for the purposes of statements of independence under the Corporate Governance Code

CIRCUMSTANCE	REASON FOR WHICH IT IS NOT LIKELY TO JEOPARDIZE THE INDEPENDENCE

TABLE A.6

Communication of the relevant relationships for the purposes of statements of independence under DECREE 88/2022

RELATIONSHIP (KIND AND BRIEF DESCRIPTION INCLUDING THE RELEVANT AMOUNT)	COUNTERPARTY (INCLUDING TAX CODE, RELEVANT RELATIONSHIP, AND WHETHER IT BELONGS TO A GROUP)	REASON FOR WHICH IT IS NOT LIKELY TO JEOPARDIZE THE INDEPENDENCE

Allegato C

Declaration attesting the absence of connection relationships pursuant to the laws and regulations in force

I/we, the undersigned _____ [name of the company/ies] Shareholder/s of Assicurazioni Generali S.p.A. (the "**Company**"), holding [an overall] n. _____ [number of shares held by the shareholder/s] ordinary shares, representing [an overall] ownership of [percentage of the share capital held by the shareholder] % of the share capital of the issuer

whereas

- Pursuant to Article 37 of the Articles of Association I/we intend to submit a list of candidates for the election to the office of Statutory Auditors of the Company, which will consist of a resolution by the Annual General Meeting, convened for April 26 and 28, 2023;
- I am/we are aware of the provisions set forth in Article 148, paragraph 2, of Legislative Decree 24 February 1998, n. 58 as subsequently amended (the "**CLFI**") as well as in Article 144-*quinquies* of Consob Regulation adopted with resolution n. 11971/1999 as subsequently amended (the "**Issuers' Regulation**"), which identifies the existence of connections between one or more leading shareholders and one or more minority shareholders at least in the following situations:
 - a) family relationships;
 - b) membership of the same group;
 - c) control relationships between a company and those who jointly control the company itself;
 - d) connection relationships pursuant to Article 2359, paragraph 3 of the Italian Civil Code, also with parties belonging to the same group;
 - e) performance by a shareholder of management or executive functions, involving the assumption of strategic responsibilities, within a group owned by another shareholder;
 - f) adhering to the same shareholders' agreement as referred to in Article 122 TUF concerning the shares of the issuer, of its parent company or one of its subsidiaries.
- I am/we are duly aware of the provisions set forth in Article 144-*sexies*, paragraph 4, lett. b), of the Issuers' Regulations, which requires shareholders other than those who hold, even jointly, a controlling or relative majority shareholding, to file, together with the list of candidates, a statement attesting the absence of the connection relationships referred to in Article 144-*quinquies* of the Issuers' Regulations;
- I am/we are duly aware of Consob's recommendations as referred to in its Notice DEM/9017893 of February 26, 2009, which identifies the following significant relationships for the purposes of possible connections between lists:
 - a) family relationships;
 - b) the adherence in the recent past, also by companies of the respective groups, to a shareholders' agreement as referred to in Article 122 of the TUF, concerning the shares of the issuer or of companies part of the issuer's group;
 - c) the adherence in the recent past, also by companies of the respective groups, to the mentioned shareholders' agreement concerning third companies' shares;
 - d) the existence of shareholdings, whether direct or indirect, and the existence of crossholdings, if any, whether direct or indirect, including between the companies of the respective groups;
 - e) having held, also in the recent past, offices in the administration and supervisory bodies of companies belonging to the group of the controlling or relative majority shareholder(s), as well as serving or having served in the recent past as an employee in such companies;

- f) having been part, directly or through any representative, of the list submitted by shareholders who hold, even jointly, a controlling or relative majority shareholding in the former election of the administrative or supervisory bodies;
- g) having joined, in the former election of administrative or supervisory bodies, the submission of a list together with the shareholders who hold, even jointly, a controlling or relative majority interest, nor having voted for a list submitted by the said shareholders;
- h) having or having had in the recent past any commercial, financial (where not part of the lender's typical business) or professional relationships;
- i) the presence in the so-called minority list of candidates who are or have been in the recent past executive directors or executives with strategic responsibilities of the controlling or relative majority shareholder (or shareholders) or in companies belonging to the respective groups;

I/we declare

the absence of connections as provided for in the aforementioned laws and Consob Regulations, as well as in the Consob Notice DEM/9017893 of February 26, 2009;

and

I/we hereby undertake

to provide, at the request of the Company, suitable documents that confirms the truthfulness of the aforementioned attestations and to provide a new communication to replace the present one should the current situation change.

Place and date _____

Signature _____

