



**Diversity Policy for the
Members of the Company Bodies**

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GLOSSARY AND DEFINITIONS

Acronym/Term	Description/Definition
Banca Generali or Bank	means Banca Generali S.p.A.
Board / Board of Directors	means the Board of Directors of Banca Generali S.p.A.
Board Committees	means: (i) the Nomination, Governance and Sustainability Committee; (ii) the Internal Audit and Risks Committee; (iii) the Remuneration Committee, and any other Board Committees formed from time to time by the Board of Directors.
Directors	means the members of the Board of Directors of Banca Generali S.p.A.
Board of Statutory Auditors	means the Board of Statutory Auditors of Banca Generali S.p.A.
D&I	means “Diversity” and “Inclusion”. To Banca Generali, ‘diversity’ means understanding, recognising and making the most of differences, whether they be visible (e.g., gender, age) or non-visible (values, preferences, training, etc.); ‘inclusion’ means being committed to attracting and developing talent, regardless of all aspects of diversity, encouraging all those who are a part of the Group to realise their fullest potential.
Banking Group	the Banca Generali Banking Group.
Company Bodies	the Board of Directors and Board of Statutory Auditors of Banca Generali
Policies	this Diversity Policy for the Members of the Company Bodies.
Statutory Auditors	The members of the Board of Statutory Auditors of Banca Generali S.p.A.

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REGULATORY FRAMEWORK AND GENERAL PRINCIPLES

External regulations	
Corporate Governance Code	The Corporate Governance Code for Listed Companies, approved by the Corporate Governance Committee of Borsa Italiana S.p.A. on 31 January 2020 and applicable by the companies adopting it as of the first financial year starting after 31 December 2020, informing the market thereof in the corporate governance report to be published in 2022.
CRD	Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013, as amended and extended, on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms.
CRR	Regulation (EU) No. 575/2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012.
Decree No. 254 of 30 December 2016	Italian Legislative Decree No. 254 of 30 December 2016 “implementing Directive 2014/95/EU of the European Parliament and of the Council of 22 October 2014 amending Directive No. 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups.”
MEF Decree	Decree of the Italian Minister of Economy and Finance No. 169 of 23 November 2020, in effect since 30 December 2020, “ <i>Regulation on the requirements and criteria for fitness to serve as member of the management of banks, financial intermediaries, guarantee consortia, electronic payment institutions, payment institutions and depositor guarantee systems.</i> ”
Consob Resolution No. 21359/2020	Consob Resolution No. 21359/2020 “ <i>Amendments to the provisions implementing the Legislative Decree No. 58 of 24 February 1998, on corporate transparency rules for issuers</i> ”, which approved amendments to Article 144-undecies.1 of the Rules for Issuers on the application criteria of the new gender quotas introduced by Law No. 160 of 27 December 2019, amending Articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, of TUF.
Directive	Directive No. 2014/95/EU (amending Directive No. 2013/34/EU) as regards disclosure of non-financial and diversity information.
Supervisory Provisions	Supervisory Provisions concerning Banks included in Circular No. 285 dated 17 December 2013, as subsequently amended and extended.
Golfo-Mosca Law	Law No. 120 of 12 July 2011, amending provisions on financial intermediation introduced by Legislative Decree No. 58 of 24 February 1998, on equal access to management and control bodies of companies listed on regulated markets.
EBA/ESMA Guidelines	<i>Joint EBA/ESMA guidelines on the assessment of the suitability of members of the management body and key function holders</i> (September 2017)

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Guidelines	The Guidelines on non-financial reporting published by the European Commission on the Official Journal of the European Union on 5 July 2017.
Rules for Issuers	The Rules adopted by Consob under Resolution No. 11971 of 14 May 1999 implementing the provisions on issuers of Legislative Decree 58 of 24 February 1998, as amended and extended.
Regulation on Markets	The Regulation adopted by Consob under Resolution No. 20249 of 28 December 2017 laying down implementation rules of Legislative Decree No. 58 of 24 February 1998 on markets, as amended and extended.
TUB	Legislative Decree No. 385 of 1 September 1993, as amended and extended (Consolidated Law on Banking).
TUF	Legislative Decree No. 58 of 24 February 1998, as amended and extended (Consolidated Law on Finance).
Internal regulations	
Fit & Proper Policy	Banca Generali's Fit & Proper Policy approved on 23 February 2021.
Board Rules	Rules Regulating the Proceedings of Meetings of the Board of Directors of Banca Generali.
Articles of Association	Banca Generali's Articles of Association.

1 INTRODUCTION

1.1 Regulatory framework

The European and Italian legislative, regulatory and governance framework applicable to Banca Generali attaches particular importance to the issues of diversity and inclusion, requiring that adequate safeguards be adopted to identify criteria for the composition of Company Bodies.

The CRD identifies the presence on the Board of Directors of members with different profiles (diversity) as one of the essential criteria to ensure the proper functioning of the mechanisms of the corporate governance of banks. Diversity brings different points of view to discussions within the Board, thus promoting a decision-making process that is more participatory, informed and balanced, encouraging the Board to monitor the management and fostering effective pursuit of company strategies.

Moreover, as laid down by the Directive, ensuring diverse skills and perspectives among the members of the Company Bodies fosters a good understanding of the issuer's organisation and operations. It also allows the members of the Company Bodies to challenge the management's decisions constructively and be more receptive to innovative ideas, and therefore address the phenomenon of 'group-thinking'.

In this context, to guarantee an appropriate gender diversity, the CRD requires that larger banks decide on a target for the representation of the underrepresented gender in the management body (gender target) and prepare strategies in order to meet that target (Article 88(2)(a)). To advance the banks' corporate governance transparency, the CRR requires that banks publish the policy on diversity they adopt, its objectives and any relevant targets set out in that policy, and the extent to which these objectives and targets have been achieved (Article 435(2)(c)). The European supervisory authorities (ESAs) have also paid attention to the notion of gender diversity. In detail, the Joint EBA/ESMA Guidelines on suitability require banks to prepare a diversity policy including career planning aspects and measures to ensure equal treatment and opportunities for staff of the underrepresented gender. European rules and guidelines also require them to adopt gender-neutral remuneration policies.

Article 11 of the MEF Decree provides that the composition of management and control bodies must be adequately diversified, so as to: (i) foster dialogue and discussion within the bodies; (ii) facilitate the emergence of various approaches and perspectives in analysing issues and taking decisions; (iii) effectively support company processes for formulating strategies, managing activities and risks, and monitoring the actions of senior executives; and (iv) take account of the diverse interests that contribute to the bank's sound and prudent management. The Supervisory Provisions also require that an appropriately diverse composition including in terms of age, gender and geographical origin favour various approaches and perspectives in analysing problems and making decisions, while avoiding the risk of the tendency towards mere conformity with the prevalent positions within or externally to the bank. Diversification may lead to a more intense level of involvement of each member in matters or decisions more closely related to his or her characteristics.

With regard to gender in particular, in Italy the Golfo-Mosca Law introduced gender quotas for companies with shares listed on regulated markets and majority state-owned enterprises. Accordingly, listed banks must already meet a gender quota of two-fifths of members, which applies to both the administrative body and the control body. The current gender quota (*i.e.*, at least two-fifths of the members of each body) was introduced by Article 1, paragraphs 302 and 303, of Law No. 160/2019, which amended Articles 147-*ter*, paragraph 1-*ter*, and 148, paragraph 1-*bis*, of TUF, raising the previously applicable gender quota (*i.e.*, at least one-third of the members of each body). In this regard, following Consob Resolution 21359/2020, pursuant to Article 144-*undecies.1*, paragraph 3, of the Rules for Issuers, where the application of gender division criteria does not result in a whole number of members of the management or control body belonging to the least represented gender, this number is rounded up, except for the corporate bodies made up of three members, for which the rounding takes place by default to the lower unit.

Article 123-*bis*, paragraph 2(d-*bis*), of TUF requires that the Report on Corporate Governance and Ownership Structure of entities issuing securities listed on regulated markets contain a description of their

D&I policies to be applied to Company Bodies concerning aspects such as age, gender balance, training and professional background.

Finally, also with reference to self-regulatory regulations: (i) Article 2, Principle VII, of the Corporate Governance Code, requires that the issuers apply diversity criteria, including gender ones, to the composition of the Board of Directors, ensuring the primary objective of adequate competence and professionalism of its members.; (ii) Recommendation No. 8 of the same Code pursuant to which the company defines the diversity criteria for the composition of the management and control bodies and identifies the most suitable tool for their implementation, taking into account its ownership structures; and (iii) Recommendation No. 23 of the same Code, envisaging that the outgoing Board of Directors also takes into account the diversity criteria set forth in the above-mentioned Article 2, Principle VII.

1.2 Scope of application and objective of the Policy

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

In detail, this Policy defines and formally establishes the criteria and tools adopted by Banca Generali to ensure an adequate level of diversity of its Company Bodies. The provisions of this Policy have therefore been prepared in accordance with the Diversity Policy adopted by the Generali Group, and in compliance with the relevant applicable legislation, including regulations and self-regulatory provisions, the provisions of the Articles of Association and of the Fit & Proper Policy adopted by Banca Generali and internal rules and procedures.

This Policy shall apply to all the members of the Company Bodies of the Banking Group.

2 APPROVAL AND ENTRY INTO FORCE

This Policy, as updated compared to the previous version of March 2018, was approved by the Board of Directors of Banca Generali on 23 February 2021, with prior support by the Nomination, Governance and Sustainability Committee, and shall enter into force on 23 February 2021.

The Policy shall be reviewed at least once a year in order to ensure it is up to date and in line with any and all amendments to and developments of the applicable laws, the market and the best practices, also taking into account any change to the Banking Group's structure.

3 MEMBERS OF THE COMPANY BODIES

3.1 Board of Directors

As recommended by the Corporate Governance Code and further applicable legislation, the Board of Directors carries out an annual self-assessment of its own functioning, size and composition, as well as of those of its own committees ⁽¹⁾. When performing this self-assessment, the Board of Directors verifies that the professional and managerial skills, including those of an international nature, are adequately represented, also taking account of the benefits that a variety of genders, age ranges and length of service can produce for the Board.

In addition, the outgoing Board of Directors, before the lists are submitted by the shareholders and the Directors are thus elected by the Shareholders' Meeting, identifies, pursuant to Article 12 of the MEF

⁽¹⁾ Banca Generali formalises and defines the Board of Directors' Self-Assessment Process through the "Rules regulating the self-assessment process of the Board of Directors of Banca Generali", which forms Attachment 2 of the "Rules Regulating the Proceedings of Meetings of the Board of Directors of Banca Generali".

Decree, its optimal qualitative and quantitative composition, considering, *inter alia*, the results of the annual self-assessment, and presents a guidance opinion to the shareholders.

The composition of the administrative body must be adequately diversified (in terms, *inter alia*, of skills, experience, age, gender and international orientation), in order to: (i) foster dialogue and discussion within the bodies; (ii) facilitate the emergence of various approaches and perspectives in analysing issues and taking decisions; (iii) effectively support company processes for formulating strategies, managing activities and risks and monitoring the actions of senior executives; and (iv) take account of the diverse interests that contribute to the bank's sound and prudent management. In view of the above and always in line with the principles of the Corporate Governance Code and applicable legislation, the shareholders should take account of this opinion when selecting the candidates' professional details, experience, including management experience, and gender.

In order to ensure an adequate balance of D&I aspects and in line with the provisions of the aforementioned Board of Directors' report on its optimal qualitative and quantitative composition, drafted from time to time in view of the re-election of the Board pursuant to Article 12, paragraph 1, of the MEF Decree, Banca Generali adheres to the principles laid down below, and therefore:

3.1.1 Age and length of service

- (i) ensures proper rotation of members of the Board of Directors, without setting, at the level of either its Articles of Association or internal policies, pre-defined age limits, in the view that the age of the Board members is an important factor of diversity that, along with the others, enriches and develops such Board, contributing to supporting a balance of experiences that otherwise would not be assured;
- (ii) recommends that shareholders consider the candidature of a suitable number of Directors who are already serving to ensure continuity of the operations of the Board of Directors and Board Committee.

3.1.2 Gender

- (i) establishes that — where a different rate is not provided for by law — at least a third of Directors belong to the less represented gender;
- (ii) guarantees that the less represented gender will have access to the Board of Directors, establishing that the lists, apart from those including fewer than three candidates, must contain a sufficient number of candidates to ensure an adequate gender balance.

3.1.3 Skills, educational and professional profile

- (i) establishes that the Directors must meet professionalism requirements and satisfy the competence criteria laid down by applicable legislation for banks and listed companies and, in particular, Article 7 and Article 10 of the MEF Decree, respectively;
- (ii) establishes that the Directors must also satisfy any additional competence criteria indicated by the outgoing Board in the qualitative and quantitative profile drawn up from time to time.

3.1.4 Independence

- (i) establishes that the majority of Directors meets the independence requirements set out in: (i) Article 147-ter, paragraph 4, and Article 148, paragraph 3, of TUF; (ii) Article 13 of the MEF Decree, and (iii) Article 2, Recommendation No. 7, of the Corporate Governance Code;
- (ii) requires that the Board assess the satisfaction of independence requirements pursuant to the applicable provisions of, *inter alia*, Article 23 of the MEF Decree and Recommendation No. 6 of the Corporate Governance Code, as also referenced in Article 4.4 of the Fit & Proper Policy.

3.2 Board of Statutory Auditors

In view of each re-election, the Board of Statutory Auditors is also called upon, pursuant to Article 12 of the MEF Decree, to identify in advance its optimal qualitative and quantitative composition, requiring that the Board of Statutory Auditors be adequately diversified in composition so as to: *(i)* foster dialogue and discussion within the bodies; *(ii)* facilitate the emergence of various approaches and perspectives in analysing issues and taking decisions; *(iii)* effectively support company processes for formulating strategies, managing activities and risks and monitoring the actions of senior executives; and *(iv)* take account of the diverse interests that contribute to the bank's sound and prudent management.

In view of the foregoing, the shareholders should take the above indications into account when choosing the professional characteristics, experience and gender of the candidates for member of the Board of Statutory Auditors.

In order to ensure an adequate balance of D&I aspects and in line with the provisions of the Statutory Auditors' report on its optimal qualitative and quantitative composition, drafted from time to time in view of the re-election of the Board of Statutory Auditors pursuant to Article 12, paragraph 1, of the MEF Decree, Banca Generali adheres to the following principles:

3.2.1 Age and length of service

- (i) recommends that the shareholders consider candidates of various age groups, without setting pre-defined limits by age group in either the Articles of Association or its internal policies, in the belief that the age of the members of the Board of Statutory Auditors is an important factor of diversity that, together with the others, enriches and develops such Board, contributing to supporting a balance of experiences that otherwise would not be assured;
- (ii) recommends that shareholders consider the candidature of a suitable number of Statutory Auditors who are already serving to ensure continuity in the operations of the Board of Statutory Auditors.

3.2.2 Gender

- (i) establishes that — where a different rate is not provided for by law — at least a third of Statutory Auditors belong to the less represented gender;
- (ii) guarantees that the less represented gender will have access to the Board of Statutory Auditors, establishing that the lists, apart from those including fewer than three candidates, must contain a sufficient number of candidates to ensure an adequate gender balance.

3.2.3 Skills, educational and professional profile

- (i) establishes that the Board of Statutory Auditors must meet professionalism requirements and satisfy the competence criteria laid down by applicable legislation for banks and listed companies and, in particular, Article 9 and Article 10 of the MEF Decree, respectively;
- (ii) establishes that the Statutory Auditors must meet the requirements of professionalism as per Article 20, paragraph 3, of the Articles of Association;
- (iii) establishes that the Board of Statutory Auditors must also satisfy any additional competence criteria indicated by the outgoing Board of Statutory Auditors in the qualitative and quantitative profile drawn up from time to time.

3.2.4 Independence

- (i) establishes that all the Statutory Auditors meet the independence requirements set out in *(i)* Article 148, paragraph 3, of TUF; *(ii)* Article 14 of the MEF Decree, and *(iii)* Article 2, Recommendation No. 9, of the Corporate Governance Code;

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- (ii) requires that the Board of Statutory Auditors assess the satisfaction of independence requirements pursuant to the applicable provisions of, *inter alia*, Article 23 of the MEF Decree and Recommendation No. 9 of the Corporate Governance Code, as also referenced in Article 4.4. of the Fit & Proper Policy.

3.3 Board Committees

In compliance with the Corporate Governance Code and applicable legislation, the Board of Directors carries out an annual self-assessment of, *inter alia*, the functioning, size and composition of the Board Committees. When performing this self-assessment, the Board of Directors verifies, where applicable, that the professional and managerial skills, including those of an international nature, are adequately represented, also taking account of the benefits that a variety of genders, age ranges and lengths of service can produce for the Board Committees.

In order to ensure an adequate balance of D&I aspects and in line with the provisions of the Board of Directors' report on its optimal qualitative and quantitative composition, drafted in view of the re-election of the Board, Banca Generali ⁽²⁾:

3.3.1 Age and length of service

- (i) ensures that Committee members change regularly, considering Directors of various age groups.

3.3.2 Gender

- (i) establishes that at least one of the members belongs to the less represented gender.

3.3.3 Skills, educational and professional profile

- (i) establishes that members of Board Committees must meet the professionalism requirements set by the law, regulations and corporate governance rules applicable to banks and listed companies, in addition to those that apply to the office of Director;
- (ii) recommends that, in order to ensure the efficacy of the activities of the Board Committees that will be formed, shareholders consider candidates for Director meeting independence requirements, including:
- at least one member of the Committee shall have adequate knowledge and experience in financial matters or remuneration policies; and
 - at least one member of the Committee shall have adequate knowledge and experience in accounting and financial matters or risk management;
- (iii) requires the members of Board Committees to possess skills consistent with the duties and responsibilities of a given Board Committee.

3.3.4 Independence

- (i) establishes that all ⁽³⁾ the members of the mandatory Board Committees pursuant to applicable regulations meet the independence criteria set out in the above-mentioned regulations and in the Code of Corporate Governance;

⁽²⁾ Again in line with the above-mentioned “Rules regulating the self-assessment process of the Board of Directors of Banca Generali”, see note 2 above, and in accordance with the Supervisory Provisions set out in Bank of Italy’s Circular No. 285/2013 - “Supervisory Provisions concerning Banks”.

⁽³⁾ See Article 16, paragraph 1, letter (d) of the Regulation on Markets.

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- (ii) establishes that at least one member of the non-mandatory Board Committees pursuant to applicable regulations — in any case comprised of non-executive Directors only — meet the independence requirements set out in the above-mentioned applicable regulations ⁽⁴⁾ and in the Corporate Governance Code;
- (iii) requires the Board of Directors to verify whether they fully meet the independence requirements set out in the applicable regulations and in the Corporate Governance Code.

Without prejudice to the above minimum requirements common to all Board Committees, the Bank will assess the additional specific characteristics of each Committee from time to time, including in light of the Board Committees formed from time to time beyond those expressly required and/or recommended by provisions of laws, regulations or corporate governance rules.

⁽⁴⁾ See the Supervisory Provisions set out in Bank of Italy's Circular No. 285/2013 - "*Supervisory Provisions concerning Banks*", Part One, Title IV, Chapter 1, Section IV.