

**BG Fiduciaria SIM S.p.A.**

Independent Auditors' Report  
pursuant to Articles 14 and 19-*bis* of Legislative Decree No. 39, dated January 27, 2010

Financial Statements at December 31, 2017

*This report has been translated into English from the original, which was prepared in Italian and represents the only authentic copy, solely for the convenience of international readers.*

## **Independent Auditors' Report**

pursuant to Articles 14 and 19-bis of Legislative Decree No. 39, dated January 27, 2010

To the Shareholder of  
BG Fiduciaria SIM S.p.A.

### **Report on the financial statements**

#### **Opinion**

We have audited the financial statements of BG Fiduciaria SIM S.p.A. (the Company), which comprise the statement of financial position as at December 31, 2017, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes on the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at December 31, 2017, and of its financial performance and its cash flows for the year ended in accordance with International Financial Reporting Standards as adopted by the European Union, as well as the regulation issued to implement Article 43 of Legislative Decree No. 136/15.

#### **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 Financial Statements* section of our report.

We are independent of the Company in accordance with the ethical and independence requirements applicable in Italy to the audit of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Emphasis of matter**

Without prejudice to our opinion, we draw attention to the management's disclosure made included in the report on operations and in the notes to the financial statements regarding the fact that the Company will be merged into Banca Generali by December 31, 2017, with effect as of January 1, 2018.

## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, as well as the regulations issued to implement Article 43 of Legislative Decree No. 136/15, and, within the terms provided for by the law, for such internal control as directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 financial statements.

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

- Identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and obtained 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;
- Obtained 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 Company's internal control;
- Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Concluded on the appropriateness of management's 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 auditor's report.

However, future events or conditions may cause the Company to cease to continue as a going concern;

- Evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We have communicated with those charged with governance, as properly identified in accordance with ISA Italia, 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.

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

##### **Opinion pursuant to Article 14, paragraph 2, letter e), of Legislative Decree No. 39/10**

The directors of BG Fiduciaria SIM S.p.A. are responsible for the preparation of the report on operations of BG Fiduciaria SIM S.p.A. as at December 31, 2017, including its consistency with the relevant financial statements and its compliance with the applicable laws and regulations.

We have performed the procedures required under audit standard (ISA Italia) No. 720B in order to express an opinion on the consistency of the report on operations with the financial statements of BG Fiduciaria SIM S.p.A. as at December 31, 2017 and on its compliance with the applicable laws and regulations, and in order to assess whether it contains material misstatements.

In our opinion, the report on operations is consistent with the financial statements of BG Fiduciaria SIM S.p.A. as at December 31, 2017 and is compliant with applicable laws and regulations.

With reference to the assessment pursuant to Article 14, paragraph 2, letter 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.

Milan, March 20, 2018

BDO Italia S.p.A.  
(signed in the original)  
Rosanna Vicari  
Partner