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REPORT ON CORPORATE GOVERNANCE AND COMPANY OWNERSHIP

PURSUANT TO SECTION 123-BIS OF LEGISLATIVE DECREE NO. 58/1998

BOARD OF DIRECTORS 10 MARCH 2015

Report on corporate governance and Company Ownership

pursuant to Section 123-*bis*
of Legislative Decree No. 58/1998

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GLOSSARY

Code/Corporate Governance Code: the Corporate Governance Code of listed companies as amended in July 2014 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, ANIA, ASSOGESTIONI, ASSONIME and CONFINDUSTRIA (Confederation of Italian Industry).

Civil Code: the Italian Civil Code.

Board: the Board of Directors of the Issuer.

Issuer: the issuer of securities to which the Report refers.

Period: the financial period to which the Report refers.

Instructions to the Market Rules: the Instructions to the Rules for the Markets organised and managed by Borsa Italiana S.p.A.

Rules for the Markets: the Rules of the Markets organised and managed by Borsa Italiana S.p.A.

Consob Rules on Issuers: the Regulation on issuers issued under Consob Resolution No. 11971 of 1999 (as subsequently amended and extended).

Consob Rules for Markets: the Regulation on markets issued under Consob Resolution No. 16191 of 2007 (as subsequently amended and extended).

Consob Related Party Regulations: the Regulation on Related Party Transactions issued under Consob resolution No. 17221 of 12 March 2010 (as subsequently amended and extended).

Bank of Italy Circular No. 263: Bank of Italy Circular No. 263 of 27 December 2006 on Prudential supervisory provisions for banks (as subsequently amended).

Bank of Italy Circular No. 285: Bank of Italy Circular No. 285 of 17 December 2013 on Supervisory provisions for banks (as subsequently amended).

Report: the Report on Corporate Governance and Company Ownership that the companies have to prepare pursuant to article 123-bis of the TUF.

TUF: the Legislative Decree No. 58 of 24 February 1998 (Consolidation Law on Finance).

TUB: Legislative Decree No. 385 of 1 September 1993 (Consolidation Law on Banking).

Save where otherwise specified, the information contained in this Report is updated as at the date of its approval by the Company's Board of Directors (10 March 2015).

1. ISSUER PROFILE

1.1 Organisation of the Company

A proper corporate governance system must be based on certain key elements, such as the central role of the Board of Directors and Top Management, the proper management of conflicts of interest, transparency in the disclosure of corporate decisions, and an efficient internal control system.

As a public limited company subject to Italian law, and a bank subject to TUB, Banca Generali has set up a governance system firmly grounded on the said principles.

Against this background, with a view to reinforcing minimum standards of corporate organisation and governance, and ensuring “healthy and prudent management” (Article 56 of TUB), by Circular Letter No. 285/2013 entitled “Supervisory Provisions Concerning Banks” – most recently amended by the first update of 6 May 2014 – the Bank of Italy established a regulatory framework under which organisation is to play a central role in strategic corporate policy-making and risk assessment and management within the banking and financial industry.

In adopting an organisational structure consistent with this legal framework, Banca Generali pursued the following objectives: (i) a clear definition of functions and responsibilities; (ii) the appropriate balancing of delegated powers; (iii) the balanced composition of corporate organs; (iv) an integrated and effective internal control system; (v) comprehensive risk assessment and management; (vi) a remuneration structure in line with risk-management policies and long-term corporate strategy; (vii) adequate reporting systems and information flows.

Banca Generali’s organisational structure is made of the following main corporate boards and officers:

- i) Board of Directors;
- ii) Chairman of the Board of Directors;
- iii) Chief Executive Officer;
- iv) Remuneration and Nomination Committee;
- v) Internal Audit and Risk Committee;
- vi) General Shareholders’ Meeting;
- vii) Board of Statutory Auditors.

Other corporate boards and officers include the General Management, and persons vested with powers of representation pursuant to the provisions of the Articles of Association.

The Company’s organisational structure is based on the classical model of corporate governance.

Responsibility for the strategic supervision of the company lies solely with the Board of Directors (the “Board”).

The Board of Directors is appointed by the Shareholders’ Meeting, for a three-year term. The Board of Directors shall elect, from amongst its members, a Chairman, and if it deems fit, a Vice Chairman and may also appoint one or more Chief Executive Officers, determining the powers and responsibilities thereof. The Board of Directors can also appoint a General Manager, one or more Joint General Managers and one or more Deputy General Managers, who together constitute the General Management.

Responsibility for company management lies with the Chief Executive Officer and General Manager.

Appointed Committees may act solely in a consultative and advisory capacity.

The Remuneration and Nomination Committee is in fact tasked with providing the Board of Directors with advisory opinions and non-binding recommendations on nominations and remuneration, and is accordingly vested with the authority and independence of judgment required to assess the appropriateness of remuneration policies and plans, and related repercussions in terms of risk taking and risk management. More specifically, the Remuneration and Nomination Committee is in charge of: (i) providing the Board of Directors with advisory opinions and non-binding recommendations on the determination of the remuneration of the Chairman of the Board of Directors, the Chief Executive Officer, the General Manager, the Joint General Manager, and the Central Manager, as well as managers tasked with oversight and control functions, and any and all other executives and managers vested with powers and responsibilities that could impact the Bank’s risk profile; (ii) expressing opinions to the Board of Directors regarding its size and composition and making recommendations with regard to the professional skills necessary within the Board; and (iii) expressing opinions to the Board of Directors on resolutions concerning the prior identification of its members’ qualities and number and the optimal profile of candidate directors in order to comply with the required professionalism and composition of company bodies pursuant to the supervisory law in force from time to time.

The Internal Audit and Risk Committee is tasked with: (i) assisting the Board of Directors in laying down the guidelines of the internal control and risk management system, periodically checking that said system is adequate to the bank’s character-

ristics and risk profile, reviewing its effective functioning and also ensuring that the major company risks have been identified, adequately measured, managed and monitored, as well as determining the degree to which such risks are compatible with management of the enterprise in accordance with the strategic goals identified, in liaison with the responsible company functions; (ii) expressing its opinion regarding related party and connected party transactions, in accordance with the terms and conditions set forth in the Procedure for Related Party and Connected Party Transactions and Transactions of Greater Importance approved by Banca Generali pursuant to applicable laws and regulations; (iii) assisting the Board of Statutory Auditors in discharging its statutory auditing duties pursuant to the provisions of Legislative Decree No. 39 of 27 January 2010; and (iv) expressing opinions in compliance with the Equity Investment Management Policy.

The General Shareholders' Meeting (the "Shareholders' Meeting") passes resolutions expressing the intentions of the shareholders. Resolutions approved by the Shareholders' Meeting pursuant to statutory provisions and the Articles of Association are binding on all the Company's shareholders, including those abstaining or dissenting.

Responsibility for control lies with the Board of Statutory Auditors, appointed by the Shareholders' Meeting, for a three-year term. The Board of Statutory Auditors is not responsible for statutory auditing of the Company's accounts, a task entrusted to Independent Auditors duly registered with the specific professional rolls set by the Italian market regulator, Consob. The Independent Auditors are bound to monitor the proper bookkeeping of the Company's accounts, during the course of the financial year, and to ensure that the Company's books faithfully reflect management facts. The Independent Auditors are also in charge of checking that the figures carried in the annual and consolidated financial statements present a true and fair account of the Company's books and that all accounting documents are compliant with applicable regulations.

The powers and operating procedures of the corporate organs are governed by law, the Articles of Association and the resolutions approved by the relevant organs.

The Articles of Association are available at the Company's registered office and can also be consulted on the Company's website (www.bancagenerali.com) under section "*Corporate Governance - Corporate Governance System*".

2. INFORMATION ON COMPANY OWNERSHIP (pursuant to article 123-bis TUF) as of 10 March 2015

a) Structure of the Share Capital (pursuant to article 123-bis, paragraph 1, letter a) of TUF)

Banca Generali's subscribed and paid up share capital, as shown in the following table, amounts to 115,756,094.00 euros, divided into 115,756,094 ordinary shares of a par value of 1.00 euro each. In the annexed Table 1) the categories are indicated.

	NO. OF SHARES	% OF SHARE CAPITAL	LISTED (SPECIFY ON WHICH MARKETS)	RIGHTS AND OBLIGATIONS
Ordinary shares	115,756,094	100	Listed on MTA organised and managed by Borsa Italiana S.p.A.	All the rights contemplated under the Civil Code and Articles of Association

The Table 1 annexed to this Report provides a breakdown of categories of shares in which the share capital is split.

Banca Generali holds 10,071 treasury shares acquired to execute the Stock Granting Plan reserved for financial advisors of the merged company Prime Consult SIM S.p.A. The voting rights attaching to the said shares have been suspended pursuant to section 2357-ter of the Civil Code.

The Extraordinary Shareholders' Meeting of 18 July 2006 approved a capital increase, in one or more tranches, in the maximum nominal amount of 5,565,660.00 euros, excluding option rights, pursuant to Article 2441, paragraphs 5 and 8 of the Civil Code, to cover the "Stock Option Plan for Banca Generali S.p.A.'s Financial Advisors and Network Managers" and the "Stock Option Plan for Banca Generali S.p.A.'s Employees". On the overall, the share capital increase entails the issue of no more than 5,565,660 ordinary shares with a par value of 1.00 euro each, covering the two plans mentioned above, with no more than 4,452,530 and 1,113,130 of the newly issued shares covering the plans targeted at financial advisors and employees respectively, including in several tranches.

On 21 April 2010, the General Shareholders' Meeting approved a three-year extension to the exercise periods of the aforesaid stock option plans (subject to the terms and conditions notified in the press release published on 9 October 2009 and in the information document published on 2 April 2010, pursuant to article 84-bis of the "Rules for Issuers") and also resolved to extend the final deadline for the completion of the aforesaid share capital increase to 30 November 2015.

For further information on the aforesaid share-based incentive plans, see part I of the Notes and Comments to the Banca Generali's Financial Statements for 2011, and the Press Release issued on 17 September 2007, drawn up pursuant to Consob Resolution No. 15915 of 3 May 2007, regarding the allotment of financial instruments to company managers, employees and collaborators, pursuant to the Plans submitted for approval to the corporate organ in charge of the implementation thereof prior to 1 September 2007, available for consultation on the company's website (www.bancagenerali.com) under the section *Investor Relations - Press releases* and the Information Document pursuant to Article 84-bis of the Rules for Issuers published on 2 April 2010 and available for consultation in the corporate website (www.bancagenerali.com) under *Corporate Governance - AGM*. The Shareholders' Meeting held on 21 April 2010 also approved two stock option plans reserved for the distribution networks, respectively one for Financial Advisors and Private Bankers, and one for Relationship Managers, as well as the share capital increase in one or more tranches, excluding option rights, pursuant to Article 2441, paragraphs 5 and 8, of the Civil Code, in service of the above-mentioned two new stock option plans and the subsequent amendment of Article 5 of the Articles of Association. Overall, the share capital increase envisages the issuance of up to a maximum of 2.5 million ordinary shares of a par value of 1.00 euro each, at the service of the aforementioned two plans, of which respectively a maximum of 2.3 million euros in service of the plan reserved for Financial Advisors and Private Bankers, and a maximum of 0.2 million euros in service of the plan reserved for Relationship Managers. The deadline for the completion of the aforesaid share capital increase is 30 June 2017.

b) Restrictions on the transfer of securities (pursuant to Article 123-bis, paragraph 1, letter b) of TUF)

Apart from the current regulatory provisions on the ownership of shares in banks, there are no other restrictions on the transfer of shares in the Company, other than those indicated below, and pertaining to:

- (i) the Stock Granting Plan reserved for specific financial advisors provides that should the recipient intend to sell all or some of the granted shares, the said recipient must first inform Banca Generali thereof, since the latter retains the right to indicate a third-party purchaser at the same terms and conditions and at the market price;
- (ii) the Regulations of the Stock Option Plan in favour of employees provides that recipients of the plan be bound to reinvest at least 50% of the gains generated through any disposal of the shares acquired by virtue of exercise of stock options, in ordinary shares in Banca Generali S.p.A., and to hold the said investment in the latter company for at least twelve months following the date on which it was made.

c) Significant equity investments in share capital (pursuant to Article 123-bis, paragraph 1, letter c) of TUF)

Shareholders holding more than 2% of the Company's share capital, directly and/or indirectly and including through third party intermediaries, trust companies and subsidiaries, as per the Shareholders' Register and the notices received pursuant to law, as well as other information available to the company as at 10 March 2015, are indicated in Table 2 of Attachment sub 1) to this Report.

d) Securities bearing special rights (pursuant to Article 123-bis, paragraph 1, letter d) of TUF)

No securities bearing special rights of control have been issued.

e) Shares held by employees: mechanism for the exercise of the voting rights (pursuant to Article 123-bis, paragraph 1, letter e) of TUF)

There are no specific mechanisms for the exercise of the voting rights attendant to the shares held by employees pursuant to current Stock Option and Stock Granting Plans.

f) Restrictions on voting rights (pursuant to Article 123-bis, paragraph 1, letter f) of TUF)

Pursuant to Article 10 of the Company's Articles of Association and Article 23 of the Rules adopted by the Bank of Italy and by Consob with the Provision dated 22 February 2008, as subsequently amended with Provision of the Bank of Italy and Consob on 24 December 2010, Shareholders with voting rights may attend the Meeting provided that:

- a) they can provide legal proof of their entitlement to vote;
- b) the notice from the intermediary responsible for keeping the accounts regarding the shares, in replacement of the deposit giving entitlement to attend the General Shareholders' Meeting, has been received at the Company's registered office by the end of the third trading day prior to the date set for the first call of the General Shareholders' Meeting, in accordance with Article 83-sexies, paragraph 4, of TUF, after the terms specified above, provided that it arrived within the start of the Shareholders' Meeting specifically called.

Moreover, the Company's ownership structure at 10 March 2015, indicates that:

- Banca Generali holds 10,071 treasury shares, which it acquired in order to implement the approved Stock Granting Plan. The voting rights attaching to the said shares have been suspended pursuant to section 2357-ter of the Civil Code.

g) Shareholders' agreements (pursuant to Article 123-bis, paragraph 1, letter g) of TUF)

The Company is not aware of the existence of any significant shareholders' agreements within the meaning of article 122 of TUF.

h) Change of control clauses (pursuant to Article 123-bis, paragraph 1, letter h) of TUF), and statutory provisions regarding takeover bids (pursuant to Articles 104, paragraph 1-ter, and 104-bis, paragraph 1)

The Company has not entered into any significant agreements that enter into force, undergo amendments or are terminated in the event of a change of control of the contracting party.

The Articles of Association provide for no departures whatsoever from the "passivity rule" entrenched in Article 104, paragraphs 1 and 2, of TUF, and make no provision for the application of the neutralisation rules contemplated in Article 104-bis, paragraphs 2 and 3, of TUF.

i) Powers to increase the share capital and authorisation for the acquisition of treasury shares (pursuant to Article 123-bis, paragraph 1, letter m) of TUF)

The Board of Directors has not been empowered to increase the share capital within the meaning of Article 2443 of the Civil Code.

Pursuant to Articles 2357 *et seq.* of the Civil Code, in order to implement the Stock Granting Plan put in place by merged company Prime Consult SIM for the managers and financial advisors within its distribution network – a plan which the Company took over following the merger – which provides for a bonus issue in three tranches of a maximum of 1,397,532 ordinary shares of Banca Generali with a par value of 1.00 euro per share, the General Shareholders' Meeting held on 23 April 2008 authorised the purchase of 197,532 ordinary shares of Banca Generali (the difference between the number of treasury shares already held for this purpose and the number needed to complete the assignment of shares under the Stock Granting Plan) at 1.00 euro per share, pursuant to Article 2357 *et seq.* of the Civil Code in order to implement the above-mentioned plan and at the following terms and conditions:

- a) within the limits of the distributable profits and reserves as per the last approved financial statements, at a unit price per ordinary share ranging between no less than the par value of the share, that is to say, 1.00 euro and no more than 5% (five percent) of the reference price of the trading day preceding the day on which each acquisition is made;
- b) within the imperative time period of eighteen months following the related shareholders' resolution;
- c) the corresponding restricted reserve is established pursuant to Article 2357-ter of the Civil Code;

- d) acquisitions are made, pursuant to Article 132 of TUF and Article 144-bis paragraph 1, letter b, of the Rules for Issuers, with the operating procedures set forth in the organisational and operating rules on the markets themselves, so as to ensure equal treatment for all shareholders. Accordingly, the acquisitions shall be made exclusively, including in several tranches, on regulated markets organised and managed by Borsa Italiana S.p.A., pursuant to operating procedures established by the latter which do not allow for the direct matching of buy orders with pre-placed sell orders.

Again pursuant to Article 2357-ter of the Civil Code, the same Shareholders' Meeting also authorised the Company to assign the said shares, free of charge, to the beneficiaries of the aforesaid Stock Granting Plan, by the deadlines and in accordance with the terms and conditions set forth in the Rules thereof.

Pursuant to sections 2357 and 2357-ter of the Civil Code, on 23 April 2014, the General Shareholders' Meeting authorised – with the sole aim to endow the Company with the resources necessary to comply with the Banking group's Remuneration policies – the acquisition by Banca Generali of no more than 10,515 ordinary shares issued by Banca Generali S.p.A., of a nominal value of Euro 1.00 each, as well as the disposal of the same, together with those acquired on the basis of previous authorisations to acquire treasury shares, subject to the following terms and conditions:

- a) the unit price per ordinary share shall range between no less than the par value of the share, i.e., 1.00 euro, and no more than 5% of the reference price of the trading day preceding the day on which each acquisition is made;
- b) authorisation for acquisition is granted for eighteen months as of the date of approval of the relevant Shareholders' resolution, whilst authorisation for disposal is granted without any time limit whatsoever, in order to enable the achievement of the specified objectives;
- c) the purchase will be carried out within the limits of distributable profits and unrestricted reserves, as per the latest duly approved financial statements;
- d) acquisitions of treasury shares are made, pursuant to Article 144-bis, paragraph 1(b), of the Rules for Issuers, in accordance with the operating procedures set forth in the organisational and operating rules on the markets, so as to ensure equal treatment for all Shareholders. Accordingly, the acquisitions shall be made exclusively, including in several tranches, on regulated markets organised and managed by Borsa Italiana S.p.A., pursuant to operating procedures established by the latter which do not allow for the direct matching of buy orders with pre-placed sell orders.

The same General Shareholders' Meeting also authorised the Company to assign its treasury shares, without any time limit whatsoever, free of charge, to the Risk Takers identified in the Remuneration Policy, provided that any and all conditions, whether

regulatory or imposed under the Policy itself, for entitlement to the variable component of remuneration have been duly met. Lastly, the Shareholders' Meeting vested the Chief Executive Officer with powers to identify the reserve funds from which the restricted reserve amount, contemplated under Article 2357-ter

of the Civil Code, is to be drawn, as well as to also use treasury shares already currently held by the Company to achieve specified objectives.

At 31 December 2014, the Company held 10,071 treasury shares.

I) Direction and coordination (pursuant to Article 2497 et seq. of Civil Code)

Banca Generali is part of the Generali Group.

The Company is subject to management and coordination by its Parent Company, Assicurazioni Generali S.p.A., within the meaning and for the intents and purposes of Article 2497 of the Civil Code.

Assicurazioni Generali exercises its management and coordination powers by, *inter alia*, making recommendations to the Shareholders' Meeting of Banca Generali in respect of appointments to Banca Generali's Board of Directors; imparting instructions on the composition of the administrative organs of the Company and its subsidiaries; laying down the deadlines and procedures for drawing up the Generali Group's budget and strategic plan in general; issuing guidelines and instructions on the disclosure of operations and accounting information, in order to ensure the consistence, timeliness and correctness of the information disclosed by or regarding the Generali Group; issuing guidelines in respect of third parties, requiring certain categories of transaction to be subjected to prior authorisation from Assicurazioni Generali's Board of Directors.

In any case, it is hereby confirmed that the conditions provided for by Article 37, paragraph 1, of Consob Regulation No. 16191/2007 have been satisfied, and it is specifically stated that:

- a) the disclosure obligations pursuant to Article 2497-bis of the Civil Code have been complied with;
- b) the company has the ability to negotiate with customers and suppliers on an arm's length basis;

c) the Company has no centralised treasury accounts with the company that exercises centralised management or with other companies of the Generali Group, unless it is in the interest of the company;

d) an Internal Audit and Risk Committee is in place, composed of independent Directors only (Section 9) and a Board of Directors composed of a majority of independent Directors (Section 4.2).

With regard to further information as per article 123-bis of TUF, it should be pointed out that:

- the information to be disclosed pursuant to Article 123-bis, paragraph 1, subparagraph (i) ("*agreements between companies and directors, members of the control body or supervisory council which envisage indemnities in the event of resignation or dismissal without just cause, or if their employment contract should terminate as the result of a takeover bid*") is contained in the section of the Report focusing on Directors' remuneration (Section 8), as well as in the Remuneration Report to be published pursuant to Article 123-ter of the TUF;
- the information to be disclosed pursuant to Article 123-bis paragraph 1, subparagraph (l) ("*rules applying to the appointment and replacement of directors and members of the control body or supervisory council, and to amendments to the articles of association if different from those applied as a supplementary measure*") is set forth in the section of the Report focusing on the Board of Directors (Section 4.1).

3. COMPLIANCE (pursuant to Article 123-bis, paragraph 2, letter a) of TUF)

Banca Generali S.p.A. (the "Company") was admitted for listing on the electronic share market (MTA) managed by Borsa Italiana S.p.A. in November 2006, and on such occasion adopted the Code, having determined that bringing its corporate governance system (i.e., the framework of rules, principles and procedures making up a company's management and internal control system) in line with the international corporate governance best practices on which the Code is based is an essential pre-requisite for achieving the Company's objectives. These objectives in fact include not only the creation of value for shareholders and customer satisfaction, but also the quest for excellence in terms of the transparency of decision-making processes, the efficiency of internal control systems and the probity and rigour in related party and connected party transactions, intra-group transactions and/or transactions entailing a potential conflict of interests, as well as constant professionalism, probity and respect in all relationships with shareholders, customers and, in general, all

the Company's stakeholders. The company is in fact fully aware that no corporation can hope to boost its reputation for reliability without implementing effective and efficient operating rules and procedures. To this end, the Company, at the Board of Directors on 18 February 2013, updated its Internal Code of Conduct, setting out the minimum standards of conduct to be observed in relations with colleagues, customers, competitors, suppliers and other stakeholders. Therefore it contains explicit rules and principles relating to Corporate Social Responsibility, the promotion of diversity and inclusion, safety and health in the workplace, the protection of company assets, fair competition and antitrust and the fight against corruption and bribery.

The Corporate Governance Code is available to the public on the Corporate Governance Committee's website at www.borsaitaliana.it/comitato-corporate-governance/codice/2014cleaneng.en.pdf.

4. BOARD OF DIRECTORS

4.1 Appointment and replacement of the Board of Directors (pursuant to Article 123-bis, paragraph 1, letter I) of TUF)

Pursuant to Article 15 of the Articles of Association, the Company is managed by a Board made up of no less than seven and no more than twelve members, appointed by the Shareholders' Meeting after determination of the number of members. Members of the Board of Directors hold office for a maximum of three financial years. Their term ends on the date of the meeting called to approve the financial statements of the last financial year of said term and they are eligible for reappointment. In the case of appointment during the period of office, the mandate of the newly appointed members will expire with that of members already in office.

Board members must possess the legal requisites also, within the limits established by law, in terms of independence. It should be recalled that the TUB sets precise integrity and professionalism requirements for banks' directors.

In detail, since the Company is an Italian bank, in compliance with Article 26 of Legislative Decree No. 385 of 1 September 1993 and related implementing provisions (Regulation No. 161 issued by the Ministry of the Treasury, Budget and Economic Planning, on 18 March 1998), its Board members shall be selected on the basis of very high standards of professionalism and competency and must have acquired, on the overall, at least three years' experience (i) performing administrative, managerial or control functions in companies; (ii) in professional practice in the banking, financial, real estate, insurance sectors or other fields pertinent to the Company's business; (iii) in academia, especially in the fields of law or economics; (iv) as a senior civil servant with public undertakings specialising in the banking, financial, real estate, insurance sectors, or with public administrations, bodies or undertakings that are not directly involved in the aforesaid sectors, provided that the job description pertaining to the position held entailed the management of economic and financial resources. The persons appointed as Chairman of the Board and Chief Executive Officer must have acquired at least five years' experience in the above fields and/or positions.

Moreover, pursuant to the provisions of Article 26 of Legislative Decree No. 385 of 1 September 1993 and Article 147-quinquies of TUF, Board members must meet the requirements of personal integrity imposed on members of supervisory organs under Regulation No. 162 issued by the Ministry of Justice on 30 March 2000, as well as the requirements pertaining specifically to bank executives, under Regulation No. 161 issued by the Ministry of the Treasury, Budget and Economic Planning on 18 March 1998. It should finally be noted that six members of Banca Generali's Board have been found to satisfy applicable independence re-

quirements, in accordance with the principles set forth in the Corporate Governance Code for listed companies (issued by Consob in Notice No. DEM/10078683 of 24 September 2010, and equivalent to the standards contemplated in Article 148, paragraph 3, of Legislative Decree No. 58/1998), whilst seven members satisfy the independence requirements pursuant to Article 37, paragraph 1(d), of the Regulation adopted by Consob Resolution No. 16191 of 29 October 2007, as further amended and extended.

Members of the Board of Directors are appointed on the basis of lists of candidates. Those shareholders who alone or in conjunction with other shareholders represent the percentage of share capital envisaged for the Company by current applicable regulations are entitled to submit a list. As established by Article 144-quater of the Rules for Issuers, this percentage is currently 1.00%. The appointment mechanism based on the so-called voting lists ensures transparency, as well as timely and adequate information on the personal and professional profiles of the candidates for directorships.

In order to ensure that the governing bodies includes persons capable of guaranteeing that the role assigned to them is discharged effectively, the Board of Directors, with the advisory support of the Remuneration and Nomination Committee, shall: (i) define in advance the professional expertise required to achieve this result; (ii) define, in light of the bank's characteristics, the qualitative and quantitative composition of company bodies (determining and justifying the theoretical profiles of candidates considered suitable, including as regards professional qualifications and independence); (iii) verify that the outcome of the appointment process complies with the provisions on the optimal qualitative and quantitative composition; (iv) periodically perform self-assessments for verifying the Board of Directors' composition and functioning. The results of the above analysis (i) and (ii) shall be submitted to the shareholders' attention in a timely manner so that the process of selecting and appointing candidates may take account of such indications.

Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of Article 2359 of the Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of Article 122 of Legislative Decree No. 58 of 24 February 1998, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) may submit, either on their own or jointly with other shareholders, directly or through third party intermediaries, or trust companies, a single list of candidates, under pain of disqualification of the list. The lists must contain a number of candidates no higher than the number of members to

be elected, listed by progressive number with a specific indication of the candidates who meet the statutory requirements of independence. Each candidate may appear on only one list, upon penalty of ineligibility.

The lists submitted by shareholders must be filed at the registered office no later than twenty-five days prior to the date set for the Shareholders' Meeting in first call. Furthermore, the list will be available at the Company's registered office, on the corporate website and in any other forms required by applicable laws and regulations no later than twenty-one days prior to the date set for the Shareholders' Meeting in first call.

If the outgoing Board submits its own list, the Remuneration and Nomination Committee must express an opinion on the appropriateness of the candidates proposed by the outgoing Board in exercise of its discretion. The list submitted by the outgoing Board must be lodged with the Company's registered office and published on its website, as well as using other means, no later than the deadlines imposed for such publication under applicable statutory and regulatory provisions. Within the term specified for the publication of the lists by the Company and in order to prove their entitlement to submit lists, shareholders shall file the documentation proving legal ownership of their shareholdings, in accordance with applicable laws and regulations, at the Company's registered office. Within the same term, shareholders who submitted the lists shall also file at the Company's registered office: (i) information pertaining to the identity of the shareholders submitting the lists, with an indication of the percentage of share capital they jointly hold; (ii) exhaustive information on the personal and professional features of the candidates included in the list; (iii) a declaration by shareholders other than those who, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter; (iv) the declarations filed by each candidate, in which each candidate accepts his/her nomination and also certifies, under his/her own responsibility, the inexistence of causes of incompatibility and of ineligibility, possession of the requisites of integrity and professionalism which prevailing laws require for the office of director of the Company, as well as those of independence, if applicable, provided for by the law and by the codes of conduct promoted by companies managing regulated markets or by trade categories, to which the Company adheres.

Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree No. 58 of 24 February 1998, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) shall be entitled to vote for only one list.

Should only one list be submitted, all the members of the Board of Directors shall be appointed from the said list. Should, on the other hand, two or more lists be submitted, the first candidates on the list obtaining the greatest number of votes, equal to eight ninths of the number of members of the Board of Directors determined by the Shareholders' Meeting – with rounding down in the case of split number – will be elected Board members. In the case where the number of Board members belonging to the gender less represented, and appearing on the list that obtained the highest number of votes, is lower than the number required under applicable statutory provisions, the elected candidate with the highest serial number, and belonging to the more represented gender, shall be excluded. The eliminated candidate shall be replaced by the following candidate belonging the gender less represented and appearing on the same list as the eliminated candidate. In the case where it is not possible to draw from the list obtaining the highest number of votes, the required number of Directors belonging to the gender less represented, the Board seats in question will be filled by appointments made by the General Shareholders' Meeting, by majority vote. The remaining directors will be taken from other lists, not linked in any way, not even indirectly, with the shareholders who submitted or voted for the list which gained the highest number of votes, and to this end the votes obtained by said lists will subsequently be divided by one, two, three and so on, according to the number of directors to be elected. The ratios obtained in this way will be progressively assigned to the candidates of each of the lists, according to the respectively established order of said lists. The ratios thus attributed to the candidates of the various lists will be set out in a single decreasing list. In the event of votes being equal between two or more lists, the younger candidates will be elected until all the posts to be assigned have been filled.

Should it emerge that, at the end of voting, a sufficient number of independent Directors, within the meaning of applicable regulations, has not been elected, the director bearing the highest serial number in the list that obtained the greatest number of votes, and who does not meet the requirements of independence, shall be replaced by the next candidate on the same list, who does meet the said requirements. If necessary, this procedure shall be repeated until all the vacancies of independent directors on the Board have been filled. Should it not be possible to cover all the vacancies on the Board, even after following the procedure mentioned above, the Shareholders' Meeting shall proceed with the appointment of the remaining directors, at the proposal of the shareholders in attendance and by resolution approved by simple majority.

Upon the conclusion of the process of appointing, the Board of Directors (with the advisory support of the Remuneration and Nomination Committee) shall conduct a thorough, formal review that the actual result of the appointment process corresponds to the qualitative and quantitative composition deemed optimal.

If, during the term of office, one or more Board members should leave office for whatever reason, they will be replaced according to the procedures established by law. If the outgoing director

was taken from the minority list that had obtained the greatest number of votes, replacement will occur with appointment of the first eligible candidate taken from the same list as the outgoing director and willing to accept office or, where this is not possible, with the appointment of the first eligible candidate who is willing to accept office, and taken, in serial order, from the list to which the first unappointed candidate belonged. The term of the replacement director shall expire together with the term of the directors in office at the time of the replacement Director's appointment to the Board.

Where it is not possible to proceed as described above, either because of too few candidates being presented on the lists or as a result of non-acceptance of appointments, the Board of Directors shall co-opt, within the meaning of article 2386 of the Civil Code, a director selected by the Board in accordance with the criteria established under law. The director thus co-opted shall remain in office through to the next Shareholders' Meeting that shall either confirm or replace him following the ordinary procedures and with ordinary majorities, in departure from the list-based voting system mentioned in Article 15 of the Articles of Association.

The Board is required to appoint a Secretary who need not necessarily be a Board member.

Amendments to the Articles of Association are regulated pursuant to applicable regulations.

With respect to criterion 5.C.2 of the Code, which remits the decision of adopting a succession plan for executive directors to a Board's discretionary assessment, the Board has not currently deemed it appropriate to adopt a succession plan for executive directors. In this respect, taking also into account the provisions set forth in the Bank of Italy's Circular Letter No. 285, and in light of the renewal of the Board of Directors which is scheduled upon approval of the 2014 Financial Statements, Banca Generali intends to adopt a succession plan for the executive directors and the General Manager in the first half of 2015.

4.2 Composition of the Board of Directors (pursuant to Article 123-bis, paragraph 2, letter d), TUF)

The Shareholders' Meeting of 24 April 2012 established that the Board would be made up of ten members and appointed a new Board through the list voting system.

The Shareholders' Meeting of 24 April 2012 passed a resolution on the basis of the single list submitted by the majority shareholder Assicurazioni Generali S.p.A., which contained the following names: Girelli Giorgio Angelo, Motta Piermario, Perissinotto Giovanni, Anaclerio Mario Francesco, Baessato Paolo, Brugnoli Giovanni, Genovese Fabio, Gervasoni Anna, Miglietta Angelo, and Riello Ettore. Candidates were elected by the affirmative vote of 99.642% of the shareholders present

and entitled to vote at the Meeting. Following the resignations of two Directors in 2012 and subsequent co-option, the Shareholders' Meeting of 24 April 2013 resolved to maintain the number of Board members at 10 and appoint two Directors to replace those leaving office. Subsequently, 1 of the 2 Directors resigned, and on 15 October 2013 the Board of Directors resolved to co-opt a Director in order to replace the outgoing member. The Shareholders' Meeting of 23 April 2014 resolved to maintain the number of Board members at 10 and appoint one Director to replace the member who had resigned, confirming the already co-opted Director.

Therefore, 8 of the Directors currently in office were taken from the only list presented at the Shareholders' Meeting for the renewal of the Board, whereas 1 member was appointed by the Shareholders' Meeting of 24 April 2013 and 1 by the Shareholders' Meeting of 23 April 2014.

The term of the Board of Directors shall expire on the date of the Shareholders' Meeting called for the approval of the Financial Statements for the year ended 31 December 2014.

It should be noted that, when appointing the new Board of Directors, the Shareholders' Meeting must reserve at least one fifth of Board seats to the less represented gender, in application of the provisions set forth in Law No. 120/2011, as well as those provided in Section IV, Chapter 1, Title IV, of the aforementioned Bank of Italy's Circular Letter No. 285.

The table provided in Attachment 2 lists the members of the Board of Directors as of 31 December 2014, other information about them and Board and Committees meeting attendance.

In order to ensure that the Board includes persons capable of ensuring that the role assigned to them is discharged effectively, the Board of Directors, with the advisory support of the Remuneration and Nomination Committee, shall: (i) define in advance the professional expertise required to achieve this result, (ii) define, in light of the bank's characteristics, the qualitative and quantitative composition of company bodies (determining and justifying the theoretical profiles of candidates considered suitable, including as regards professional qualifications and independence). The results of the above analysis have been submitted to the shareholders' attention in a timely manner so that the process of selecting and appointing candidates could take account of such indications. Moreover, upon the conclusion of the process of appointing company bodies, the Board of Directors (with the advisory support of the Remuneration and Nomination Committee) assessed that the actual result of the appointment process corresponded to the qualitative and quantitative composition deemed optimal.

With regard to the composition of the Board – given that Banca Generali is subjected to management and coordination by another Italian company whose stock is listed for trading on regulated markets – pursuant to Article 37, paragraph 1(d), of the Rules adopted by Consob with Resolution No. 16191 of 29 October 2007, as amended and extended, the Board is made up of a majority (7) of independent directors.

Pursuant to Article 36 of Law No. 214/2011, the Board, within the time limit set by law, has verified, in respect of each director, that there were no grounds of incompatibility.

At the time of the next renewal of corporate bodies, the Issuer shall implement all measures to comply with applicable laws governing gender balance within governing and control bodies as set forth by Law No. 120 dated 12 July 2011, effective as of the first renewal of corporate bodies subsequent to 12 August 2012. Summary information on the personal and professional profiles of the Company's Directors is provided below, with an indication, as recommended in paragraph 1.C.2 of the Code, of the directorships and auditorships held by the same in other companies listed on regulated markets, including overseas, as well as in large companies other than Group companies.

Paolo Vagnone. Born in Turin on 4 December 1963, he graduated in Electronic Engineering at Turin Polytechnic and holds a Master in Business Administration from the INSEAD Business School in Fontainebleau. He started his career in McKinsey and then worked in the Allianz Group from 1997 to 2007, where he developed a thorough knowledge of the insurance field. He held offices of increasing responsibility in the Allianz Group, where he served as Chief Executive Officer and General Manager of RAS. He also broadened his professional profile managing investments in Italy of Apax and Fortress Investment Group's Private Equity funds. In these companies he was also appointed CEO and General Manager. He joined the Generali Group in February 2011 as General Manager and until 2012 he was Country Manager for Italy. He is currently Head of Global Business Lines of Assicurazioni Generali S.p.A. and member of the Board of Directors of the main Group companies; he does not hold positions in other companies outside the Group.

Piermario Motta. Born in Monza on 28 August 1957, Piermario Motta holds a Degree in Banking and Finance. He started his career at Banca Popolare di Milano and then worked at Banca Fideuram from 1985 to 2002, initially as a financial advisor and then as Area Manager as of 1993. In 2002, he became General Manager of Sanpaolo Invest and was subsequently appointed Chief Executive Officer, a position he held from 2003 to 2005. In 2005, he joined the Banca Generali Group, serving as General Manager of Banca Generali, and in 2006 he was appointed Chief Executive Officer of the subsidiary Banca BSI Italia, after it was acquired by Banca Generali. He held the position until January 2010, when the bank was merged into Banca Generali. On 24 April 2012, he was appointed Chief Executive Officer of Banca Generali S.p.A. He is also a Director in other Generali Group companies and does not hold positions in other companies outside the Group.

Mario Francesco Anacletio. Born in Genoa on 2 May 1973, he graduated in Economics at the Cattolica University in Milan, is Certified Public Accountant and is enrolled in the Certified Auditors Register. He owns a chartered accountant firm in Milan, specialising in finance, business valuations, fairness opinions, apprai-

sals and extraordinary operations, governance, internal auditing and organisational, management and control models pursuant to Legislative Decree No. 231/2001. He is member of the Board of Statutory Auditors of several companies outside the Generali Group (see details of the main positions set out below).

Società Italiana per Azioni per il Traforo del Monte Bianco	Acting Auditor
Pasticceria Bindi S.p.A.	Acting Auditor
FILP - Fabbrica Isolanti e Laminati Plastici S.p.A.	Acting Auditor
S.I.P.A. S.p.A.	Chairman of the Board of Statutory Auditors
Nuova Tagliamento S.p.A.	Acting Auditor
Engineering 2K S.p.A.	Acting Auditor
FBH S.p.A.	Acting Auditor
Combimar & Agemar S.p.A.	Acting Auditor
Società Gestione Servizi BP S.c.p.A.	Acting Auditor
Class S.p.A.	Acting Auditor
Cogetech Gaming S.r.l.	Chairman of the Board of Statutory Auditors
Egon Zehnder International S.p.A.	Acting Auditor
IMser 60 Società di Investimento Immobiliare non quotata	Acting Auditor
Orion S.r.l.	Acting Auditor
Socrates consulenze direzionali S.p.A.	Chairman of the Board of Statutory Auditors

Paolo Baessato. Born in Venice on 24 July 1951, Paolo Baessato graduated in Law through the University of Ferrara in 1976 and then earned an MBA through SDA Luigi Bocconi of Milan in 1980, before going on to specialise in International Finance and Credit through the same school. After working at several overseas branches of Banco Ambrosiano Veneto S.p.A. (in Argentina and Brazil), he was assigned to the Head Office of the said bank, as Head of the Controlled Risks Department. He continued his professional career within the Intesa Group and was appointed Head of the Finance and Administration Department. He is a member of the Boards of Directors of several companies outside the Generali Group, such as:

Setefi S.p.A.	Director
Progressio SGR S.p.A.	Director
Carlo Tassara S.p.A.	Director
Intesa Sanpaolo Re.o.co	Director
MilanoSesto S.p.A.	Director

Giovanni Brugnoli. Born in Busto Arsizio (Varese) on 24 January 1970, he has always been actively engaged in entrepreneurial associations, in the Employers' Association of the Province of Varese, in which he was Vice President of the Young Entrepreneurs Group from 1999 to 2001 and President from 2001 to 2004, member of the Association's Board of Directors since 1999, member of the Executive Committee since 2001 and Vice President from May 2007 to May 2011.

He is currently Chairman of the Board of Directors of Tiba Tricot S.r.l. and of Palatino S.r.l. and sole shareholder of Tiba immobiliare S.r.l. – companies all belonging to the Brugnoli Group – as well as Chairman of the Board of Directors of Cofiva S.p.A. and Promindustria S.p.A, both of which belonging to the Gruppo Industriali di Varese. Moreover, he is Chairman of the Board of Directors of Industria e Università S.r.l. and Iniziativa Universitaria 1991 S.p.A., belonging to the same group and specialised in university and non-university post-secondary education.

Philippe Donnet. Born in Suresnes (France) on 26 July 1960, he graduated at the École Polytechnique in Paris and the Institut des Actuaire Français. Afterwards, Donnet developed a thorough knowledge of the insurance field working in AXA, where he entered in 1985 and acquired professional experience working in France and Canada. In 1999, he was appointed Chief Executive Officer of Axa in Italy. In 2001, he was appointed Chief Executive Officer of AXA for Southern Europe, Middle East, Latin America and Canada. In 2003, he was appointed Chief Executive Officer of AXA in Japan and became also responsible for the Asia-Pacific area of the company. In the past few years, he broadened his professional profile serving the Wendel Group and HLD. He currently holds a position as Country Manager for Italy and Chief Executive Officer in Generali Italia S.p.A.'s, and is member of the Group Management Committee of the Generali Group. He is also a Director in other Generali Group companies and does not hold positions in other companies outside the Group.

Fabio Genovese. Born in Venice on 11 February 1959, he graduated in Economics at Cà Foscari University in Venice. He has gained extensive experience in the financial industry, working for major international financial companies since 1988, including JP Morgan, UBS Investment Bank and Nomura International Plc, where he held the position of Managing Director Responsible for Italy and Austria until 2011. He is currently Sole Director of FMG Advisers Ltd, an advisory company based in London.

Anna Gervasoni. Born in Milan on 18 August 1961, she graduated in Economics and Commerce through the Luigi Bocconi University in Milan. She is currently a tenured professor of economics and business management. Having participated in the founding of the Cattaneo University - LIUC, she has been Professor of Economics and Business Administration and "Corporate Finance" since 1999. She has been responsible for the Specia-

lised Master Degree program in private equity since the year 2000: "Master in Merchant Banking: Private Equity, Finance and Business". She is Chairman of the Private Equity Monitor - PEM® and the Venture Capital Monitor - VEM®, two entities that monitor the Italian private equity market. Since 1986 she has been General Manager of AIFI, the Italian Private Equity and Venture Capital Association. She is also Acting Auditor at Saipem S.p.A. and member of the Board of Directors of Fondo Italiano d'Investimento SGR S.p.A., as well as member of the Board of Directors of Sol S.p.A, a leading supplier of industrial gas.

Angelo Miglietta. Born in Casale Monferrato (Alessandria) on 21 October 1961, Angelo Miglietta graduated in Business Management with a major in Corporate Finance at the Luigi Bocconi University in Milan. A tenured professor of economics and business management at the IULM University of Milan, Angelo Miglietta is a Certified Public Accountant and a registered Technical Consultant of the District Court of Milan. He has been Secretary General of the Fondazione Cassa di Risparmio di Torino. Currently also holds offices in other companies outside the Generali Group, as indicated below:

E.ON Italia S.p.A.	Acting Auditor
E.ON Energia S.p.A.	Acting Auditor
E.ON Produzione S.p.A.	Acting Auditor
Cogemat S.p.A.	Chairman of the Board of Statutory Auditors
Cogetech S.p.A.	Chairman of the Board of Statutory Auditors
FBH S.p.A.	Chairman of the Board of Statutory Auditors
Smarthub S.r.l.	Chairman of the Board of Directors
Nuova Tagliamento S.p.A.	Director
Sirti S.p.A.	Chairman of the Board of Directors
S.I.P.A S.p.A.	Director
Heta Asset Resolution Italia S.r.l.	Director
Luigi Botto S.p.A.	Director
Umuve S.r.l.	Chairman of the Board of Directors

Ettore Riello. Born in Forte dei Marmi (Lucca) on 1 April 1956, Ettore Riello earned his degree in Business Administration at the age of twenty-three at the Ca' Foscari University in Venice. In March 2000, he acquired the entire family Group through an alliance with the American Carlyle investment fund; the Group

reorganisation that followed led to the creation of a single company – Riello S.p.A. – for which Ettore Riello has served as President since 2000. He currently sits on the Boards of other companies, as specified below:

Riello S.p.A.	Chairman of the Board of Directors and Chief Executive Officer
Riello Group S.p.A.	Chairman of the Board of Directors and Chief Executive Officer
Fontecal S.p.A.	Chairman of the Board of Directors
Fit Service S.p.A.	Executive Director
Ente Autonomo Fiere di Verona	Chairman of the Board of Directors

Cristina Rustignoli, Head of the Governance and Company Risks Area, serves as Secretary to the Board.

The “Rules on the Functioning of the Board of Directors of Banca Generali S.p.A.” (the “Board Rules”), which were approved by the Board at the meeting on 16 February 2007 and amended on 11 February 2015 in accordance with section 1.C.3 of the Rules and Article 15, paragraph 3 of the Articles of Association, establish the maximum number of corporate positions normally compatible with the role of Company Director, as allowed based on regulations in force from time to time. Such indications are summarised in the following table and take the following into account: (i) the different degree of a director’s commitment in relation to the position held, (ii) the nature and size of the company in which the position is held, and (iii) whether the company is part of the Issuer’s group or of a same group:

	LISTED COMPANIES			FINANCIAL OR INSURANCE COMPANIES AND BANKING INSTITUTIONS			LARGE CORPORATIONS		
	EXECUTIVE DIRECTOR	NON-EXECUTIVE DIRECTOR	AUDITOR	EXECUTIVE DIRECTOR	NON-EXECUTIVE DIRECTOR	AUDITOR	EXECUTIVE DIRECTOR	NON-EXECUTIVE DIRECTOR	AUDITOR
Executive Directors	0	5	0	0	5	0	0	5	0
Non-executive Directors	2	5	2	2	5	2	2	5	2

The Board of Directors’ Rules also envisage that, in determining the total number of companies in which appointees to the Company’s Board of Directors hold directorships or auditorships, no account may be taken of companies belonging to the Company’s Group, with the exception of corporations listed on regulated markets (including abroad), financial institutions, banks, insurance companies and large corporations. Appointments to the corporate organs of several companies belonging to a single corporate group, other than the Company’s Group, are, in practice, generally considered as a single appointment, with the exception of corporations listed on regulated markets (including abroad) and financial institutions, banks, insurance companies and large corporations (Article 5.4 of the Rules).

The table in Attachment 2 also specifies the number of corporate positions each Director holds in the aforementioned companies on the basis of the criteria indicated in the Board of Director’s Rules.

All Company Directors are fully aware of the duties and responsibilities attaching to their office and actively participate in initiatives designed to help them deepen their knowledge and grasp of

Company operations and dynamics, so as to enable them to make fully informed decisions.

In accordance with paragraph 2.C.2. of the Code, the Chairman of the Board of Directors ascertained that the Directors and Auditors, after their appointments and throughout their office, participate in initiatives aimed at providing them with an adequate knowledge of the business sector in which the Issuer runs its activity, the corporate dynamics and the relevant evolutions, as well as the applicable regulatory framework. In this respect, the Chairman involved the independent directors in training programs, organised by specialised companies, on the role and tasks of independent directors; the chairman also ensured that at the Board of Directors’ and Committees’ meetings special focus be dedicated to providing updates on major regulatory changes, analysing the development of portfolio management activities and the development of impacts of Banca Generali’s lending activities. These issues were described and examined in depth by the Bank’s management in order to encourage adequate knowledge of these areas of the Bank’s activity and their developments.

4.3 Role of the Board of Directors (pursuant to Article 123-bis, paragraph 2, letter d)

The Board of Directors, made of the 10 members, plays a central role in the Company's corporate governance system.

The Board of Directors, charged with strategic supervision, is vested with full powers of ordinary and extraordinary management of the Company. It has the authority to resolve on all matters pertaining to the corporate purpose that are not reserved to the exclusive competence of the Shareholders' Meeting. The Board is also the only corporate organ empowered to pass resolutions also on the setting up or closure of secondary offices, and for appointing the Board members vested with powers of corporate representation and signature, as well as on mergers, in the cases permitted under law, on the amendment of the provisions of the Articles of Association that may be incompatible with new imperative regulatory requirements.

In accordance with paragraph 1.C.1., letters (a), (b) and (f) of the Code, Article 18 of the Articles of Association invests the Board with broad decision-making powers susceptible of significantly impacting the life of the Company and the Group, including, in particular, the power to define the general operating guidelines and approve the Company's strategic, industrial and financial plans, as well as transactions that could have a significant impact on the Company's equity or economic or financial position, including transactions with Related and Connected Parties; the power to define the Company's general organisational layout, approve and amend internal rules and regulations, as well as set up advisory or coordinating committees or commissions.

In detail, pursuant to the Articles of Association, save in the emergency situations contemplated in Article 18, paragraph 9 of the same, the Board alone is vested with decision-making powers in respect of: a) establishing the general management policies, approving the Company's strategic, industrial and financial plans and the transactions of considerable economic, equity and financial importance, including with Related and Connected Parties; b) appointing, when it sees fit, a General Manager, Joint General Managers and Deputy General Managers, assigning their relative powers and deciding upon their retirement; c) appointing the Internal Auditor, after having heard the opinion of the Board of Statutory Auditors; d) appointing the Compliance Manager, after having heard the opinion of the Board of Statutory Auditors; e) upon hearing the Board of Statutory Auditors, the appointment and dismissal of the Manager in charge of the company's financial reports, the determination of the powers and resources thereof, as well as the supervision of the tasks carried out by the same and monitoring of actual compliance with administrative and accounting procedures; f) authorising company representatives fulfilling managerial, executive and supervisory roles to perform transactions or assume obligations of any kind with the Company or to carry out direct or indirect sales and purchases; g) purchasing or selling shareholdings that

cause changes in the Banking Group or controlling or associative shareholdings; selling companies and/or company business lines; entering into agreements pertaining to joint ventures or strategic alliances; h) approving the organisational structure and any and all amendments to internal rules and policies; i) carrying out periodic checks to ensure that the internal control structure is respectful of the principle of proportionality and complies with strategic guidelines, and that internal control functions are afforded a sufficient degree of independence within the organisational structure and are endowed with adequate resources to allow them to function properly; l) carrying out checks to ensure that the system of information flows is adequate, complete and timely; m) drawing up guidelines for the recruitment and internal placement of Company executives; n) creating committees or commissions with control, consultation, recommendatory or coordination functions, also for the purpose of ensuring that corporate governance complies with prevailing recommendations on the matter, establishing the components, duration, powers and authority of said committees or commissions at the time they are set up; p) ongoing monitoring to ensure that the system of information flows amongst corporate organs is adequate, complete and timely; q) approving related party and connected party transactions, in accordance with the provisions set forth in the procedure adopted by the Company in compliance with applicable regulations governing such transactions. The Board of Directors may approve highly significant related party transactions, even in disregard of the contrary advice of the independent auditors, provided that the transactions in question are authorised by the Shareholders' Meeting, within the meaning of Article 2364, paragraph 1 (5), of the Civil Code, pursuant to a resolution passed with the majorities contemplated in applicable regulations, and in accordance with the procedure adopted by the Company with regard to related and connected party transactions. With respect to transactions that could have a significant impact on the Company's equity, capital or financial position, the Board of Directors adopted a special regulation (Procedure for Related Party and Connected Party Transactions and Transactions of Greater Importance) that defines the general criteria for their identification and a specific authorisation process, which, in accordance with the regulatory provisions in force, also involves the Risk Management function which has to provide prior opinion. In general, the following transactions are identified as transactions of Greater Importance: (i) the issuance of financial instruments; (ii) the granting of personal guarantees and collateral on behalf of subsidiaries; (iii) the granting of loans to subsidiaries, real-estate investments and divestments, the acquisition and sale of equity investments, companies or business lines; (iv) mergers or demergers; (v) other transactions, the value of which is higher than 2.5% of the consolidated regulatory capital, which do not fall within the ordinary activities of the Bank and are not carried out at or near market conditions.

The Board of Directors of the Bank, in its capacity as Parent Company of the Banking Group, is also assigned exclusive competence over resolutions concerning the purchase and sale of

shareholdings by subsidiaries belonging to the banking group, as well as the establishment of the criteria for coordinating and managing the banking group companies and for implementing the instructions issued by the Bank of Italy in the interest of group stability.

Finally, pursuant to the current regulatory framework governing companies providing investment services, the Board of Directors is tasked with drawing up corporate policies, measures, processes and procedures aimed at containing risks and ensuring financial stability, as well as sound and prudent management. The Board of Directors is consequently in charge of: (i) identifying the objectives, strategies, risk profile and tolerance thresholds of the Bank and the guidelines for the internal control system, by defining corporate risk management policies within the Risk Appetite Framework - RAF and by concurrently determining the corporate policies; it periodically checks its correct implementation and its consistency with business developments and the associated risks, paying special attention to the adequacy and effectiveness of the Risk Appetite Framework and the compatibility between actual risk and the risk appetite; (ii) ensuring that the remuneration and incentive system does not increase company risks and is consistent with the RAF and with long-term strategies; (iii) with respect to the Internal Capital Adequacy Assessment Process, defining and approving the general outline of the process, ensuring its consistency with the Risk Appetite Framework and promoting full use of ICAAP results for strategic purposes and business decisions.

Moreover, the "Board Rules" provide, *inter alia*, that:

- i) pursuant to paragraph 1.C.1 (c) of the Code, the Board is bound to evaluate the appropriateness of the organisational, administrative and accounting layout of the Company and its strategic subsidiaries, in light of the information received from the competent corporate organs (Article 8.4 of the Board Rules). The Board periodically deliberates on the bank's organisational structure and assesses the functions aimed at guaranteeing the accurateness and efficiency of the bank's administrative and accounting system. It also defines the guidelines governing the organisational and administrative structures of the bank's subsidiaries;
- ii) pursuant to paragraph 1.C.1 (c) of the Code, the Board is bound to evaluate the appropriateness and effectiveness of the internal control and risk management system, taking due account of the Company's features and risk exposure. In such regard, the Board shall periodically check that the internal control system is in line with the principle of proportionality and the strategic guidelines, and that the corporate control functions are independent within the organisational structure and are endowed with adequate resources to allow them to function properly (Article 8.4 of the Board Rules); it approves the policies and regulations governing the functioning of the control functions, approves regulations on the management of the main risks to which the Group is exposed and the policy on conflicts-of-

interest of the banking group that establishes procedures for handling such conflicts;

- iii) the Board is bound to assess general management trends, with special emphasis on potential conflicts of interests and periodically comparing results against expectations, in accordance with the provisions of paragraph 1.C.1., letter e), of the Code (Article 8.3 of the Rules of the Board of Directors). The Board periodically assesses the Company's and the Group's operations, compares the results with budget forecasts and analyses any differences;
- iv) since the Company is also the Parent Company of the Banking Group, the Company's Board is further vested with decision-making powers in respect of the acquisition and disposal of participating interests, as well as the policies for the coordination and management of Group companies and compliance with Bank of Italy instructions, with a view to ensuring the stability of the Group. The Board approved Group Rules that establish guidelines for interaction and information flows among Group companies.

Article 18 of the Articles of Association further empowers the Board to delegate its powers, in accordance with paragraph 1.C.1., letter d), of the Code, subject to the obligation binding especially any and all such delegates to report to the Board of Directors, as well as the Board of Statutory Auditors, at least every quarter, in respect of the management trends and business activities of the Company and its subsidiaries, expected future developments, transactions susceptible of exerting a significant impact on the equity, capital and financial situation of Banca Generali and its subsidiaries, with specific reference to the transactions in which either the Company's Directors or third parties have an interest, or transactions influenced by the party exercising management and coordination powers over the Company, and decisions pertaining to lending policies.

Finally, in accordance with the Corporate Governance Code and surveillance regulations, the Board of Directors' Rules also establishes that the Board:

- prior to the appointment of each new Board, or in the event of the co-optation of directors, identify in advance the qualitative and quantitative composition of the Board deemed optimal by determining and justifying the theoretical profile of candidates considered appropriate and submitting it for the shareholders' attention in a timely manner;
- after a new Board of Directors is appointed or directors co-opted, verify the correspondence between the qualitative and quantitative composition deemed optimal and the actual composition resulting from the appointment process;
- in order to ensure the proper management of company information, adopt, on the proposal of the Chief Executive Officer, a procedure for the internal management and external

disclosure of documents and information pertaining to the Company, with special regard to insider information.

Functioning of the Board of Directors

Pursuant to Article 17 of the Articles of Association, Board meetings are to be held – in general – on a monthly basis.

As mentioned above, on 16 February 2007, in order to ensure that the Board's operating procedures comply with the principles entrenched in the Code and the supervising instructions issued by the Bank of Italy, the Board approved the Regulations of the Board of Directors, most recently amended at the Board Meeting held on 11 February 2015.

The aforesaid Board Rules provide, *inter alia*, that:

- (i) pursuant to Article 1.C.2 of the Code, without prejudice to the causes for inelegibility and disqualification, as well as limits on simultaneous offices established in laws and regulations, appointments to Board may only be accepted after the appointees have determined that they are in a position to devote the time required to ensure the diligent performance of their tasks and duties as Board members, also in light of their professional activities, the number of directorships or auditorships they may hold within other corporations listed on regulated markets (including abroad) and in financial institutions, banks, insurance companies and large corporations, as well as their other professional activities (Article 5.2 of the Board Rules);
- (ii) the Chairman of the Board of Directors shall ensure that documentation pertaining to items of business on the agenda is brought to the attention of the directors and statutory auditors in advance of the date of the Board meeting (Article 4.2 of the Board Rules). Specifically, should the said items pertain to routine business, the related documents, if available, must generally be forwarded at least one day prior to the scheduled date of the Board meeting, save in the case where this is not possible for reasons of confidentiality, with specific reference to "price sensitive" information. This provision was generally complied with, as regards to most of the topics; when, due to urgency or confidentiality reasons, this was not possible, the Chairman made sure that during the meeting for the discussion thereof, sufficient time was devoted to an in-depth analysis and related discussion;
- (iii) even if management decisions have already been determined, guided or in any event influenced by a person or party exercising management and coordination powers in respect of the Company or by persons or parties acting pursuant to a shareholder agreement, each Board member shall be bound to exercise decision-making powers in total autonomy and independence, making decisions that are reasonably likely to result – as a priority objective – in the creation of value for shareholders, in the medium-to-long term (Article 7 of the Board Rules);

(iv) pursuant to paragraph 1.C.1, letter g), of the Code, with at least annual frequency, the Board of Directors shall express an opinion of the functioning of the Board of Directors and its committees, as well as their size and composition, also considering factors such as the professional characteristics, experience, including managerial experience, and nature of its members, as well as their length of service, and the adequacy and effectiveness of the provisions set forth in the Board of Directors' Rules (Article 10 thereof).

In compliance with the said provision, and the provisions of the Circular Letter No. 285 issued by the Bank of Italy, in its meeting held on 11 February 2015 the Board carried out a self-assessment and approved the "Self-assessment Report of the Board of Directors of Banca Generali S.p.A." (the "Self-assessment").

On the same date, again in compliance with the provisions of Bank of Italy's Circular Letter No. 285, the Board of Directors also approved the "Rules of the Board of Directors' self-assessment process."

With regard to the self-assessment conducted at the meeting of 11 February 2015, on the initiative of the Chairman of the Board, the Directors were individually asked to express their opinion, through a confidential questionnaire, to a series of issues covered by the self-assessment. The questionnaires were processed and the results were reported in a separate document, which identifies strengths and potential weaknesses; these were collectively discussed at the meeting of the Board of Directors of 11 February 2015, and also included in the Self-assessment Report.

In assessing the adequacy of the Board, both in terms of its composition and operation, special attention was paid to subject areas that are of particular interest in terms of sound and prudent management; these included strategy identification, business administration and planned and achieved performance levels, the risk measurement system, the organisational structure, the management of conflicts of interest, the internal control system, financial reporting and accounting systems, the interdepartmental information flows and the remuneration and incentives systems.

Once the assessment described above was completed, the Board of Directors reached the following conclusions:

"The Board of Directors of Banca Generali S.p.A.,

- with respect to size and composition of the Board of Directors:
 - a) as regards quantitative aspects:
 - having considered, first and foremost, the size of the administrative organ that seems commensurate with the dimensions and operations of the Company, and also in keeping with the Company's role as Parent Company of the banking group of the same name, insofar as it allows for adequate monitoring and management of all the Group's business operations in terms of managing and control requirements;

- b) as regards qualitative aspects:
- having considered, secondly, the membership of the same administrative organ, which, without prejudice to compliance with requirements provided for as per Article 26 of Consolidation Law on Banking, may be deemed appropriate with respect to both its technical competence arising from the inclusion of a wide variety of professional competencies featured on the Board of Directors, allowing for an authoritative and knowledgeable approach to the various matters that the Board of Directors is called upon to deal with from time to time, as well as to the prevalence of non-executive and independent Directors;
 - *with respect to the functioning of the Board of Directors and its Committees:*
 - having considered the efficient and effective functioning of the governing organ and its Committees which are regulated by specific Rules in addition, obviously, to applicable statutory and regulatory provisions;
 - having examined, as a panel body, the answers to the questionnaires that each Board member filled in, individually and on a confidential basis;
 - bearing in mind the considerations set forth by the Independent and Non-executive Directors;
 - taking due account of best Corporate Governance practices implemented on the market;

pursuant to the Corporate Governance Code and the Bank of Italy's Circular No. 285/2013 "Supervisory Provisions for Banks" **expresses an overall clean opinion, with nothing to report on**

- (i) the size and functioning of the Board of Directors of Banca Generali S.p.A., as well as any and all delegated organs and/or Board committees set up;
- (ii) the ability of Board members to properly discharge their assigned tasks and functions, in terms of professionalism, time available, and where applicable, independence;
- (iii) the appropriateness and effectiveness of the provisions contained in the Rules of the Board of Directors."

The Board meetings are held periodically and, in general once a month, in compliance with the statutory requirements and pursuant to a schedule of works defined on an annual basis. In 2014, Banca Generali's Board met 14 times. The meetings lasted about 2 hours and 15 minutes on average. In the year underway a total of 12 Board meetings are scheduled; from the beginning of the year to the date of this Report, three have been held.

The table in Attachment 2 provides also information on the attendance of Directors at the Board meetings held in 2014.

Absentee Directors provided justification for non-attendance.

In accordance with the Board Rules and to encourage the development of mechanisms for the flow of information amongst and within company bodies aimed at achieving management efficiency and control effectiveness, the information flows involving company bodies are regulated by a specific internal

company circular letter, approved by the Board of Directors. The aforesaid circular letter lays down the timetable, procedures and contents of the information to be provided to the company bodies in question, and identifies the persons and parties bound to submit appropriately exhaustive reports on a periodic basis and/or upon request. The formal rules governing the structure of information flows (in particular towards the Board of Directors and Board of Statutory Auditors) officially establish the reports already in use at the bank, which are typically systematic and well organised in terms of form and content. These reports satisfy the need of providing a timely flow of information to the Board with regard to the exercise of delegated powers. They are revised on an ongoing basis as necessitated by legislation or operations. The preferred method for ensuring a flow of information towards Directors and Statutory Auditors is by making written documents available in a timely manner, especially reports, explanatory notes, memoranda, presentations, reports prepared by the bank's organisational units, other public and non-public documentation and accounting documentation intended for publication. The information reported through the procedures set forth above shall be supplemented (and where necessary for reasons of confidentiality, replaced) by oral explanations provided to the Chairman, the Chief Executive Officer or members of the Bank's management, either at Board meetings or at informal gatherings open to Board members and members of the Board of Statutory Auditors, organised for the specific purpose of allowing the latter to discuss and acquire deeper insight into issues of interest in terms of the Bank's operations. Apart from matters over which the Bank's Board of Directors is vested with exclusive powers of decision and approval pursuant to law and the Articles of Association, reports to the members of the Board of Directors and the Board of Statutory Auditors shall focus primarily on: (i) general business performance and foreseeable developments, with an indication of departures from previous forecasts; (ii) activities undertaken, with specific reference to transactions that could have a particularly significant impact on the company's balance sheet, income statement and/or cash flow, related and connected party transactions, and atypical, unusual or innovative transactions, and the risks associated with each of the above; (iii) the internal control system and the level of Bank's exposure to all significant types of risk; (iv) the performance of the products placed and the relevant returns; (v) the performance of lending activities; (vi) the performance of the bank's investing activities; and (vii) any and all other activities, transactions or events deemed worthy of the attention of the Board of Directors and the Board of Statutory Auditors. As an additional contribution to the promotion of methods for circulating information among the Corporate Bodies with the aim of achieving management efficiency and control effectiveness, at its first meeting of 2013, the Board adopted a computer application called e-Boards, whose objective is the secure distribution of digital documents to the members of Banca Generali Board of Directors and Committees, through iPad and PC platform. The application general features enable the exchange of documents without e-mails and printing

on paper, while ensuring maximum security and confidentiality of the documents on the Board's agenda. In fact, (i) all communications to and from devices are encrypted, (ii) the authentication process involves the use of a numeric code as Personal Identification Number (PIN), (iii) all documents on the devices (iPad and/or PC) are encrypted and, (iv) the documents cannot be retrieved and consulted without the application and the security key (in case the device is lost or stolen),.

In addition to the activities dealt with in the various chapters of this Report, in discharging its tasks pursuant to the Articles of Association and the supervisory regulations governing banking in Italy, the Board of Directors, also:

- a) periodically passed resolutions pertaining to the Company's organisational layout, with specific emphasis on corporate functions involved in providing services to the entire banking group headed by the Company;
- b) examined general business trends, on a quarterly basis, especially in light of information received from the Chief Executive Officer, as well as carried out quarterly comparisons of results achieved against expectations and forecasts;
- c) determined, as proposed by the Remuneration and Nomination Committee and after hearing the opinion of the Board of Statutory Auditors, the remuneration of the Chief Executive Officer and General Manager, the Directors serving on Board committees and other professional figures who can influence the risk profile of the Bank, as well as those responsible for control functions.

The meetings of the Board of Directors may be held by telephone or video conference and, where the Chairman sees fit to do so, including upon the request of one or more directors, the executives of the Company and those of companies belonging to the Group controlled by the Company who are in charge of company functions competent with respect to the subject matter concerned, shall participate in meetings of the Board of Directors in order to provide the appropriate further clarification regarding items on the agenda.

With regard to Banca Generali subsidiaries, in order to ensure that effective and efficient management and control systems are in place also at consolidated level, all the companies of the banking group are currently closely integrated with the Parent Company.

This integration is especially evident in:

- i) the ownership structure: the share capital of the subsidiaries is wholly owned by Banca Generali S.p.A. (including BG Fund Management Luxembourg S.A., in which Banca Generali currently holds a 100% interest acquired on 1 July 2014, following the completion of the authorised de-merger of a part of the subsidiary's assets with transfer to a newly incorporated Luxembourg company that operates under the control of Generali Investments S.p.A.);

- ii) the composition of the governing and control bodies of the subsidiaries, whose members include various officers of the Parent Company with a view to ensuring that the latter's guidelines are effectively and efficiently imparted so as to allow for sound business administration without jeopardising the decisional autonomy of subsidiaries in any way, whilst also providing for a uniform level of care, caution and concern in assessing risk-containment mechanisms and the actions taken in this regard. Joint meetings of the Boards of Statutory Auditors of Italian group companies are periodically held for risk control purposes;
- iii) the organisational, administrative and accounting layout, as well as the control system adopted for the subsidiaries, featuring the centralisation of certain key functions within the Parent Company.

As the Parent Company vested with the powers of management and coordination specified in the Civil Code, and developed in greater detail in Articles 59 et seq. of Legislative Decree No. 385/1993 and Title I, Chapter II, of Bank of Italy's Circular Letter No. 229 of 21 April 1999, Banca Generali discharges, in respect of the subsidiaries belonging to the Banking Group, the management and coordination functions related to the administration of the Group as a whole, determining and imparting instructions on how best the common business purpose is to be pursued by all the individual operating units comprising the Group, whilst ensuring the autonomy of each of the companies belonging to the Banking Group. Given that, under the sector-specific regulations in question, the Parent Company is to serve as the point of reference for the Bank of Italy with regard to all supervisory issues at Group level, appropriate organisational structures have been set up to ensure the implementation of provisions and monitor ongoing compliance with Bank of Italy instructions within all Group companies.

4.4 Delegated organs

The Board of Directors has delegated executive powers to the Chief Executive Officer, Piermario Motta. Another Board member was found to qualify as an Executive Director, as a result of his top management position with the Parent Company which also concerns the Bank (namely, Philippe Donnet, Country Manager for Generali Group Country Italy which comprises the Bank).

Chief Executive Officer

Pursuant to Article 18, paragraph 6, of the Articles of Association, the Board may, within the limits imposed under law and the Articles of Association, delegate the powers not strictly reserved to its competence to one or more Chief Executive Officers, establishing the powers and term in office of the same.

The Board of Directors met on 24 April 2013 and vested Chief Executive Officer Piermario Motta with the following management powers:

1. to oversee the General Manager with regards to the implementation of Board resolutions;
2. to prepare the strategic guidelines to be approved by the Board in respect of the bank's strategic planning and to lay down the guidelines to be followed by the General Manager;
3. to determine and orient human resources management policies, within the framework of the guidelines established by the Board of Directors;
4. at the behest of the relevant company functions, where applicable, to examine and issue opinions on any and all transactions and business to be submitted for approval to the competent decision-making organs;
5. to set up and maintain an effective Internal Audit and Risk management system;
6. to promote and coordinate the Company's communications strategies, enhancing the Company's public image and the press and media relations;
7. to liaise with any and all public authorities and bodies, the Bank of Italy, Consob, as well as any and all national and international entities and organisations, to effect any and all transactions with the Public Debt Office, the Italian investment organisation known as Cassa Depositi e Prestiti, the Bank of Italy, the manager of the electronic securities administration system, Monte Titoli, the Italian Inland Revenue Service, the Italian state railways, the Post Office, customs, energy and other utilities companies, and any and all other bodies, undertakings and corporations in general, making collection of any and all securities, monies and other receivables, and issuing valid receipt in respect of the same;
8. to represent the Company before any and all offices of the Financial Administration and effect any and all tax filings and related formalities; to resist tax assessments and audits and settle tax disputes;
9. to ensure the Company's assets and financial resources meet any and all applicable regulatory requirements;
10. to forward to the Board his own opinions, proposals and recommendations regarding the strategic plan, the annual budget, the draft and Consolidated Financial Statements drawn up by the Chief Executive Officer as proposed by the General Manager;
11. to represent the Company at the shareholders' meetings of other companies and entities, exercising all the related rights and issuing all the related proxies for participating in the said general meetings;
12. to open and close, in the Company's name and on the latter's behalf, current and securities deposit and management accounts of any nature, sort, type or kind whatsoever, with banks, post offices or other authorised custodians, to make deposits subjected to central management by the Bank of Italy, as well as with centralised deposit bodies, negotiating any and all related contractual terms and conditions;
13. to bring and resist legal action at any and all instances and degrees, before any and all national, Community or foreign ordinary, administrative and taxation courts, including appellate jurisdictions, and with the right to retain and dismiss counsel, make filings and motions, lodge complaints and claims, as well as withdraw the same, authorise appearance as the injured party in criminal proceedings, initiate insolvency proceedings, as well as proceed at arbitration, quitclaim and/or settle any and all disputes up to the maximum amount of 300,000.00 euros per dispute, without prejudice, however, to the provisions set forth in the following subparagraph in respect of lending;
14. to process and authorise the write-off of bad debts, and totally or partially write off any and all loans granted, with the consequent waiver of any and all guarantees acquired, as well as issue any and all authorisations for the cancellation, subrogation, restriction, reduction and/or postponement of mortgages and/or liens and/or guarantees in rem, up to the threshold of 100,000.00 euros per transaction, net of interest and expenses, in light of: the full exhaustion of any and all avenues of recourse for obtaining relief either individually or together with other creditors, or the futility of legal action for debt recovery in consideration of the economic and financial situation of the debtors or the out-of-court settlement of disputes to Company's satisfaction;
15. to foreclose loans and collect any and all monies or amounts due to the Company, issuing full redemptory receipt therefore;
16. to sign and execute any and all deeds necessary or useful for the registration of trademarks, patents and distinctive markings, with any and all the competent administration bodies;
17. to set up, transfer or shut down secondary offices, representative offices and branches;
18. within the framework of the budget approved by the Board, to cover the Company's current expenses;
19. within the approved budget and up to the threshold of 500,000.00 euros for each individual asset, to acquire, dispose of or barter immovable and movable assets, including those subject to registration, collect amounts due by way of prices and delegate, in whole or in part, the payment thereof, as well as the power to authorise payment by instalments with or without mortgage guarantees or hypothecation;
20. within the framework of the approved budget, to negotiate and enter into, amend and terminate lease agreements, tender agreements, as well as agreements for rental, maintenance, supply, insurance, carriage, loan for use, security and transport services for cash and cash equivalents, brokerage, intermediation, advertising, agency and deposit services, as well as to enter into commitments for the supply of tangible assets, the acquisition of intangible assets, and the procurement of services rendered by third parties or consultants or other professionals, up to the ceiling of 500,000.00 euros per transaction, it being understood that, in the case of multi-year transactions, the aforesaid ceiling shall apply on a per annum basis, provided

- that the said multi-year transactions do not extend over more than three years, save in the case of finance leases and/or loans for use, and further provided that the aforesaid thresholds shall not apply to contracts with ordinary utilities companies providing essential services (electricity, telecommunications, etc.), or payments required pursuant to law;
21. to enter into agreements and commit the Company to expenditure in connection with advertising and/or promotional initiatives up to the ceiling of 500,000.00 euros per contract and/or commitment;
 22. to book as losses any and all liabilities incurred by the Company as a result of mistakes made by employees, up to an amount of no more than 100,000.00 euros per transaction;
 23. to establish guidelines for the granting of discounts, facilitations, reductions, etc. to customers, within the limits laid down by the Board from time to time;
 24. to approve loans within the limits imposed under lending rules and regulations, from time to time;
 25. to forward proposals for loans that exceed the limits of his powers, processing any and all related deeds and documents;
 26. within the framework of the pre-established budget, the Remuneration Policies approved by the Shareholders' Meeting and the guidelines issued by the Board of Directors in respect of company executives, to enter into, amend and terminate the employment contracts of individual employees, as well as to make decisions regarding the promotion, subjection to disciplinary measures and dismissal of the same;
 27. within the limits of his delegated powers or with the approval of the relevant corporate organ, to operate the Company's accounts and effect any and all withdrawals in general, drawing the related cheques or other negotiable instruments, up to the extent of actual deposits;
 28. to endorse and issue receipt for any and all securities, including, regardless of form, bills of exchange, cheques, money orders, securities and the like, as well as bills of lading and other deeds representing documentary credit, and equity and debt securities, and any and all other financial instruments and commercial paper in general;
 29. within the limits of his delegated powers or with the approval of the relevant corporate organ, to approve loans, agreements for the rendering of any and all types of banking services, financing, exemptions from liability in the case of the loss, theft and/or destruction of securities and cheques, personal guarantees, including performance bonds, payment bonds, suretyships, and commitments to honour bills of exchange;
 30. to issue demand drafts;
 31. to execute cash withdrawals and advance notices of cash withdrawals on management accounts held with the Bank of Italy, and on the centralised treasury accounts mentioned in the Bank of Italy form 144 dir.;
 32. to execute the transactions contemplated under Bank of Italy forms 145, 146, 147 and 148 dir.;
 33. to sign, on the behalf and in the name of the Company, any and all ordinary correspondence and deeds pertaining to the exercise of delegated powers;
 34. to concretely implement the provisions of subparagraphs (h), (i), (l) and (p) of Article 18 of the Articles of Association;
 35. to exercise any and all powers conferred on him by the Board on an ongoing basis or from time to time;
 36. to delegate to third parties who need not necessarily be Company employees, the completion of specific tasks or categories of tasks that fall within the scope of the powers conferred on him pursuant to the foregoing points, establishing in advance the limits to the powers thus delegated.
- The aforesaid powers must be exercised in compliance with the general guidelines established by the Board of Directors and in accordance with strategic corporate policies adopted by the Group. Pursuant to Article 22 of the Articles of Association, the Chief Executive Officer is vested with full powers to represent and sign on behalf of the Company in respect of any and all the powers granted to him.
- Furthermore, in compliance with current regulations governing the provision of investment services, in light of his delegated powers and pursuant to the guidelines approved by the Board of Directors, the Chief Executive Officer is in charge of:
- implementing the corporate policies, strategies, Risk Appetite Framework and business risk governance policies, defined by the Board of Directors;
 - defining and monitoring on a continuous basis the implementation of the risk management process, ensuring its consistency with the risk appetite and with risk governance policies, taking also into account the changes in operating conditions both inside and outside the Bank;
 - establishing operating limits to the assumption of the various types of risk, consistent with the risk appetite and taking into account the stress test results and developments in the economy;
 - defining the information flows aimed at ensuring that the corporate bodies and control functions are informed of the most relevant management events, including ensuring full knowledge and governability of risk factors and verification of compliance with the Risk Appetite Framework; ensuring proper, timely and safe information management for accounting, management and reporting purposes;
 - implementing all necessary initiatives and actions to ensure that the internal control system is complete, adequate, efficient and reliable, and reporting the results of the analysis to the Board of Directors;
 - clearly defining the duties and responsibilities of corporate structures and functions, and preparing and implementing the necessary corrective actions where any shortcomings or anomalies are identified;
 - ensuring that all the staff concerned are given timely notice of corporate policies and procedures;

- ensuring the ongoing implementation of processes for the assessment of corporate activities, with specific regard to financial instruments;
- implementing the Internal Capital Adequacy Assessment Process (also referred to as ICAAP), ensuring that it is in line with the strategic policies, the Risk Appetite Framework and the guidelines drawn up by the Board of Directors and meets the requirements imposed under the prudential supervisory rules for banks;
- with specific reference to credit and counterparty risks — in line with the strategic guidelines established by the Board of Directors — approving specific guidelines designed to ensure both the effectiveness of the system for managing risk mitigation techniques and compliance with the general and specific requirements of such techniques;
- ensuring the implementation of the company's policy for the outsourcing of business functions;
- ensuring that the internal procedures, responsibilities and corporate structures and functions are defined, implemented and updated in order to avoid the unintentional involvement in money laundering and terrorist financing activity; in this area, his or her other duties include defining the reporting procedure for suspicious transactions and other procedures aimed at ensuring the timely discharge of disclosure obligations to the authorities provided for in legislation governing money laundering and financing for terrorism; defining the information flows aimed at ensuring that risk factors are known by all corporate structures involved and the bodies with control responsibilities; approving training and education programmes of employees and external staff;
- ensuring that the information system is complete, adequate, effective, efficient and reliable and, in the event of anomalies, taking action with the service outsourcers so that they carry out the necessary corrective actions; furthermore, taking timely decisions in the event of serious IT security events or significant malfunctions, reporting information to the Board of Directors;
- promoting the development and periodic monitoring of the Business Continuity Plan and its update when significant organisational, technological and infrastructure changes occur (as well as if any gaps or deficiencies are identified or new risks occur); approving the annual audit plan of business continuity measures and examining the test results report; reporting to the Board of Directors on the above matters.

On at least a quarterly basis, the delegated bodies will report to the Board of Directors and to the Board of Statutory Auditors on management performance and on the activities performed by the Company and its subsidiaries, on the business outlook, on the most significant economic, financial and equity transactions implemented by the Company and its subsidiaries, as well as on decisions on the matter of credit disbursement and management, on which a report containing global figures must be provided.

By virtue of the powers assigned to him, Piermario Motta is the Chief Executive Officer. He does not hold directorships in any other listed Issuer.

Chairman of the Board of Directors

The Chairman of the Board of Directors was appointed by the Board on 24 April 2013.

The Bank of Italy's Circular Letter No. 285 highlights the importance of the role of the Chairman of the Board of Directors who is in charge of promoting internal debate, ensuring the balance of powers, and promoting the effective functioning of the corporate governance system, including with regard to the Chief Executive Officer and the other executive directors. He acts as interlocutor of the control body and of the internal committees. To this end, the Chairman, in addition to meeting the requirements provided for directors, must have the skills needed to fulfill the tasks assigned to this role. In order to effectively discharge this key function, the Chairman must play a non-executive role and must be free from operating responsibilities.

In compliance with the aforesaid requirements of the Bank of Italy, the Regulations of the Board of Directors specifically govern the procedures through which the Chairman is to discharge his coordination and oversight functions aimed at ensuring the smooth functioning of the Board of Directors and the constant flow of information amongst Board members.

Therefore, in addition to the powers granted by law and the Articles of Association, on 24 April 2013 the Board has vested its Chairman, Paolo Vagnone, with powers to coordinate the activities of the Company's corporate organs, oversee the implementation of the resolutions approved by the Shareholders' Meeting and the Board, ensure the prompt and proper execution of the decisions made by the Chief Executive Officer, monitor business operations and compliance with strategic policy guidelines, as follows:

1. monitoring the Company's operations performance and laying down management policies in concert with the Chief Executive Officer;
2. establishing, in concert with the CEO, general guidelines for dealing with corporate affairs;
3. coordinating the smooth functioning of the Board of Directors and the General Shareholders' Meeting, by promoting internal dialogue and ensuring the balance of powers and circulation of information;
4. overseeing relations with public bodies, shareholders and managing the Company's public relations in general;
5. coordinating the Company's communication strategies, managing the company's public image and relations with the press or other media, in accordance with the guidelines provided by the Board of Directors and in line with the company's strategic plan and the Group policies on this matter.

Moreover, under Article 18, paragraph 9, of the Articles of Association, the Chairman of the Board is vested with exceptional

emergency decision-making powers pertaining to all matters falling outside the scope of the powers delegated to the Chief Executive Officer and not reserved to the sole and exclusive competence of the Board as a whole, under imperative statutory provisions. The Board will be informed of such decisions at the next Board meeting.

Pursuant to Article 22 of the Articles of Association, powers of representation and signature before the Courts, public authorities and third parties, are vested in the Chairman of the Board of Directors.

Report to the Board

The Chief Executive Officer reports periodically to the Board of Directors with regard to activities carried out. Specifically:

- usually, on a monthly basis:
 - (i) on any and all transactions that could have a particularly significant impact on the balance sheet, income statement or cash flow statement of the company or any of its subsidiaries;
 - (ii) on decisions pertaining to lending policies and, in general, on credit trend;
 - (iii) on property investments;
 - (iv) on the performance of sales and inflows;
 - (v) on Banca Generali stock performance;
- on a quarterly basis:
 - (i) on the general state of operations, the outlook for the Company and Group and comparisons with budget forecasts;
 - (ii) on activities carried out by the Company and the Group with related parties and connected parties;
 - (iii) on the activities performed by control functions and the findings thereof;
 - (iv) on the type and performance of managed products;
 - (v) on the macroeconomic scenario and the definition of managed portfolios investment policies;
 - (vi) on compliance with limits established for activities generating conflicts of interest within the portfolio management activity;
- on a half-yearly basis:
 - (i) on the situation of litigations;
 - (ii) on the need to update risk allocations or provisions.

4.5 Other Executive Directors

Another Board member was found to qualify as an Executive Director, as a result of his top management position with the Parent Company which also concerns the Bank, namely, Philippe Donnet, Country Manager for Generali Group Country Italy, which comprises Banca Generali.

4.6 Independent and Non-executive Directors

Considering that Banca Generali is subject to management and coordination by another Italian company with shares listed in regulated markets, the Board of Directors consists of a majority of independent directors, pursuant to the provisions of Article 37, paragraph 1, letter d), of the Regulation adopted by Consob in Resolution No. 16191 of 29 October 2007, as amended.

Independent Directors are tasked with independently overseeing corporate management, and contributing towards ensuring that the company is administered in the interest of its shareholders and in accordance with the principles of good corporate governance (Article 12.6 of the Board Rules).

Moreover, Article 12.5 of the Board Rules requires the Board to be made up primarily of non-executive directors.

In accordance with the provisions of paragraph 2.C.1 of the Code, for the intents and purposes of the Board Rules, executive directors are defined to include:

- i) the Chief Executive Officers and Chairmen of the Company or a strategic subsidiary thereof, in the case where the same are personally vested with delegated powers or play a specific role in shaping corporate policy and strategy;
- ii) Directors who also serve as executives within the Company or within a strategic subsidiary thereof, or even within the Parent Company, in the case where the position also involves Banca Generali.

Within the meaning of the definitions set forth above, the Company's Board at 31 December 2014 was made up of two executive and eight non-executive directors. The said situation still prevails to date.

In compliance with the recommendations set forth in the Code, the number and acknowledged expertise of the Company's non-executive Directors lend their opinions decisive weight in the Board's decision-making process.

Non-executive Directors help ensure that Board resolutions are always in keeping with the interests of the Company. By contributing their specialist know-how, non-executive Directors help ensure that Board members are in a position to make informed decisions reached after due reflection. The Board Rules require that non-executive Directors meet at least once a year without the other Directors.

In compliance with this requirement, Banca Generali's Independent Directors met separately on 27 January 2015, to discuss the following matters:

1. methods for discharging the tasks entrusted to Non-executive Directors;

2. information flows from Executive Directors.

The Company's Board of Directors includes seven non-executive Directors, who are independent for the meaning and provisions set forth in Article 37, paragraph 1 (d), of the Regulation adopted by Consob in Resolution No. 16191 of 29 October 2007, which provides that no person, who sits on the Board of Directors of a company or body engaging in management and coordination activities in respect of the Company or on the Board of Directors of any listed entity controlled by such company or body, may be considered an independent director of the Company. It also includes six non-executive Directors, who are independent in accordance with the Corporate Governance Code (paragraph 3.C.1), as issued by Consob in Notice No. DEM/10078683 of 24 September 2010, which provides that the independence requirements set forth by the said Code may be considered equivalent to the standards contemplated in Article 148, paragraph 3, of Legislative Decree No. 58/1998 and reflected in Article 13 of the Board Rules, pursuant to which, a Director may not, as a general rule, be considered independent in the following cases (although the same are not to be deemed imperatively applicable):

- a) directly or indirectly, including through subsidiaries, trust companies and third party intermediaries, controls the Company or is in a position as to exert a significant influence over the same, or is party to a shareholder agreement under which one or more parties are afforded control of or a significant influence over the Company;
- b) is, or has been in the preceding three financial years, a key executive of the Company or a strategic subsidiary thereof, or a company subjected to common control with the Company, or a company or body that, even together with others on the basis of a shareholder agreement, controls the Company or is in a position as to exert a significant influence over the same;
- c) directly or indirectly (for instance through subsidiaries or companies in which he serves as a key executive, or professional partnerships or consultancy firms in which he is a partner) maintained in the previous year or currently maintains significant commercial, financial or professional relationships with: (i) the Company, or one of its subsidiaries or one of its key executives; (ii) a person or party that, including together with others on the basis of a shareholder agreement, controls the company, or – in the case where the said party is a body corporate or legal entity – with the key executives thereof; or is or was an employee of the aforesaid persons or parties, during the current or previous three financial years;
- d) currently receives or received in the previous three financial years, from the Company or a subsidiary or corporate parent thereof, significant remuneration in addition to the 'fixed' emoluments due to Non-executive Directors of the Company, including as part of stock option or other plans linked to corporate performance;
- e) has been a Director of the Company for more than nine years during the past twelve years;
- f) is an Executive Director in another company in which an Executive Director of the Company also holds a directorship;
- g) is a shareholder or Director of a company or entity belonging to the network of the company or firm appointed as the Company's Independent Auditors;
- h) is a close family member of a person in one of the situations described above.

For the intents and purposes of the above, the "key executives" of a corporation or entity shall include: the Chairman of the entity, or the Chairman of its Board of Directors, as well as the entity's legal representatives, executive directors, managers and executives with strategic responsibilities.

The Board Rules (Article 14), pursuant to the Code (paragraph 3.C.6), require the Company's Independent Directors to meet at least once a year, without the presence of other Directors.

In compliance with the said requirement, Banca Generali's Independent Directors met separately on 11 February 2015 to discuss the following matters:

1. appropriateness of the number of Independent Directors;
2. contribution of independent Directors to the Board's meetings.

In light of Article 3.C.4 of the Code, the Board Rules require the Board to examine, at the time of the appointment of any independent directors and, in accordance with the policies and procedures set forth in the same Board Rules, any and all the information and declarations submitted by appointee independent directors, or otherwise acquired by the Board, with a view to ensuring that the requirements for independence have been fully met, and to further check, on a yearly basis, that the said independent directors continue to qualify as such.

The Board Rules (Article 13.8) also require the Board to assess the compliance with the independence requirements by examining all credit situations in which the bank is involved and related to the independent director in question.

The Board Rules also require the Chairman to ensure that the Board of Statutory Auditors is placed in a position to independently verify the outcome of the aforesaid checks, as recommended in Article 3.C.5 of the Code.

In compliance with the said provisions, at the time of appointment, the Board of Directors checked that each of the directors who had declared themselves independent, in fact, fully met all the statutory requirements of independence. Moreover, on 14 February 2014, following its scheduled annual assessment of satisfaction of the requirements of independence, the Board of Directors, acting as a panel, found that the Directors Mario Francesco Anaclerio, Paolo Baessato, Giovanni Brugnoli, Fabio Genovese, Anna Gervasoni and Ettore Riello, qualified as independent directors within the meaning of Articles 147-ter, paragraph 4, and 148, paragraph 3, of Legislative Decree No. 58/1998, and Directors Mario Francesco Anaclerio, Pa-

olo Baessato, Giovanni Brugnoli, Fabio Genovese, Anna Gervasoni, Angelo Miglietta and Ettore Riello are independent directors within the meaning of the requirements set forth by the Application Criteria of Article 3 of the Code, and pursuant to Article 37, paragraph 1(d), of Regulation No. 16191 adopted by Consob on 29 October 2007, as further amended and extended. The Board of Directors announced the outcome of its assessments by issuing a press release. On 14 February 2014, the Board of Statutory Auditors, after examining the documentation provided, confirmed the results of the checks performed by the Board and determined that the criteria and procedures used to evaluate the independence of the independent Directors had been correctly applied.

4.7 Lead Independent Director

The Company has not appointed a lead independent director within the meaning of Article 2.C.3 of the Corporate Governance

Code. This choice is considered appropriate to the Company as the Chairman of the Board of Directors, Paolo Vagnone, is Head of Global Business Lines of the Parent Company, Assicurazioni Generali S.p.A.

This is because the Company deems that Paolo Vagnone's role within Assicurazioni Generali S.p.A. does not entail potential conflict of interest or unchecked concentration of corporate decision-making powers. As a matter of fact, within Banca Generali, Paolo Vagnone is devoid of any responsibility whatsoever in respect of business operations and corporate management, and is tasked only with overseeing and monitoring the implementation, by the Board of Directors, of the resolutions passed by the Shareholders' Meeting, and compliance by delegated corporate officers and organs with the provisions of Board resolutions.

Paolo Vagnone, therefore, serves as an observer, monitor and supervisor tasked primarily with ensuring that Company management scrupulously complies with strategic corporate guidelines and policy.

5. HANDLING OF CORPORATE INFORMATION

Members of the Board of Directors and the Board of Statutory Auditors shall handle with the utmost confidentiality any and all documents and information of which they may become aware in the discharge of their duties, and shall strictly comply with Company procedures for the internal handling and outside disclosure of the said documents and information.

Pursuant to the above, and to Articles 114 and 115-*bis* of TUF, as well as Articles 65-*duodecies et seqq.* and 152-*bis et seqq.* of Consob Regulation (the “Rules on Issuers”), on 18 July 2006, the Board of Directors, upon request of the Chief Executive Officer, approved the rules of conduct to be followed in the management and public disclosure of inside information (the “Code on Inside Information”), most recently amended by Board of Directors’ resolution dated 24 April 2013.

A copy of the Code on Inside Information is available on the website www.bancagenerali.com, section “Corporate Governance”-*Corporate Governance System – Company Regulations*”.

The Code on Inside Information is aimed at regulating the obligations of persons who, by virtue of the exercise of their employment or profession or by virtue of their official functions, have access on a regular or an occasional basis to inside information pertaining to Banca Generali and/or its subsidiaries. More specifically, the Code on Inside Information sets forth specific provisions for the handling of corporate information, with a view to: (i) preventing the abuse of information and market manipulation; (ii) regulating the handling and processing of inside information, as well as (iii) establishing the disclosure, both within the company and to the public, of documents and information pertaining to the Company and/or its subsidiaries, with specific reference to inside information. The Code on Inside Information is also designed: (i) to ensure the timely, complete and adequate processing of inside information, with a view to avoiding asymmetrical information; and (ii) to protect the market and investors through adequate disclosure of the events involving the Company, with a view to enabling investors to make informed investment decisions.

The essential elements of the Code on Inside Information are summarised below.

Inside Information means information of a precise nature which has not been made public and relates, directly or indirectly, to the Company or its Subsidiaries and which, if it were made public, would be likely to have a significant effect on the prices of the financial instruments issued by the Company.

The procedures set forth in the Code on Inside Information must be followed by the members of the Board of Directors and the Board of Statutory Auditors, and the employees of the Company and its subsidiaries as well as any and all insiders, and that is to say, persons who, by virtue of the exercise of their employment or profession or by virtue of their official functions, have access on a regular or an occasional basis to inside information pertaining to Banca Generali and/or its subsidiaries (the “Insiders”).

In handling the confidential information of which they may be-

come aware in the course of their duties, company executives and insiders are bound to exercise the utmost confidentiality and implement any and all suitable precautions so as to allow the said information to be circulated within the Company and amongst subsidiaries without any breach of the confidentiality thereof.

The aforesaid persons are barred from issuing interviews to the press and media, or in general, any declarations containing Inside Information not included in documents already disclosed to the public.

Any and all relationships with financial analysts and institutional investors entailing the disclosure of Inside Information must take place solely through the Investor Relations department, following authorisation from the Chief Executive Officer, whose responsibilities include the procedures for managing Inside Information pertaining to the Company and its subsidiaries, relations between the Company and institutional investors, as well as press relations, availing for such purpose of the support and assistance of the External Communications department.

The Board of Directors has assigned the Investor Relator the task of preparing the press release drafts concerning inside information on the Company or its Subsidiaries, and to the External Relations Manager the task of liaising with the media. The Company Secretariat Service is responsible for fulfilling market disclosure obligations and issuing the press releases pertaining to inside information approved by the Company CEO, in the manner provided for by the Rules for Issuers, the Market Rules of Borsa Italiana and the Instructions accompanying the Market Rules, as well as the Code on Inside Information, regarding the issuing of press releases disclosing Inside Information, approved by the Company’s CEO.

Only persons specifically authorised for such purpose by the Chairman of the Board of Directors of Banca Generali (or in the case of the absence or unavailability thereof, the Chief Executive Director) may meet with market operators in Italy and abroad.

The Company has also set up the Register of Insiders, within the meaning of Article 115-*bis* of TUF, establishing procedures for the maintenance of the said Register and appointing the Head of Governance and Company Risks Area to maintain and update the same.

Internal Dealing

In accordance with the provisions of Article 114, paragraph 7 of TUF, as well as Articles 152-*sexies et seqq.* of the Rules on Issuers, on 18 July 2006, the Board of Directors approved a code of conduct in respect of internal dealing (the “Code on Internal Dealing”), as most recently amended by Board resolution of 18 December 2012.

The said Internal Dealing Code defines “Relevant Persons” (which include, in particular, the members of the Board of Direc-

tors and the Board of Statutory Auditors of the Issuer, persons performing managerial responsibilities within the Company, as well as the independent auditors), and persons closely associated therewith, who are bound to give notice to the Company, Consob and the public of any and all Significant Transactions involving shares issued by the Issuer or other financial instruments thereto related, that they may effect, including through third party intermediaries.

The Internal Dealing Code identifies as significant transactions any and all purchases, sales, subscriptions, exchanges or barter of Banca Generali shares or financial instruments linked to shares, effected, including through third party intermediaries, by Relevant Persons and Persons closely associated with Relevant Persons.

The following transactions shall not however be deemed to be Significant Transactions:

- (i) transactions that collectively do not exceed 5,000.00 (five thousand/00) euros in a solar year, where such significance threshold is calculated by taking account of all transactions involving the Shares and Financial Instruments linked to the Shares carried out on behalf of each Relevant Person and those carried out by Persons closely associated with Relevant Persons during the 12 months prior to the date of the last transaction undertaken, without prejudice to the fact that each subsequent transactions need not be subject to further notice unless they exceed an additional 5,000 euros by year-end;
- (ii) transactions effected free of charge, such as gifts and legacies, and the assignment free of charge of shares and subscription rights, as well as the exercise of any and all such rights deriving from stock option plans, it being understood that, in all the cases contemplated in this point, any subsequent re-sale must be deemed to fall within the scope of the Code;
- (iii) transactions effected between Relevant Persons and Persons closely associated with Relevant Persons;
- (iv) transactions effected by the Company and its subsidiaries;
- (v) transactions effected by a lending institution or an investment company, provided that they are part of the creation of a trading portfolio of such institution or company, as defined by Article 11 of Directive 2006/49/EC, as amended and extended by Directive 2013/36/UE, and provided that the same party: (i) keeps its trading and market-making units separate from its treasury and units responsible for managing strategic equity investments from an organisational standpoint; (ii) is able to identify the shares held

for trading and/or market-making, in a manner that may be subject to review by Consob, i.e., by holding such shares in a specific separate account; and, where it operates as market maker, (iii) is authorised by its home Member State pursuant to Directive 2004/39/EC to conduct market-making activity; (iv) provides Consob the market-making agreements with the market management company and/or the issuer as required by the law and associated implementing provisions in force in the EU Member State in which the market maker conducts its activity; and (v) notifies Consob that it intends to conduct or conducts market-making activity on the shares of an issuer of listed shares using form TR-2 contained in Annex 4C; the market-maker shall also notify Consob without delay of the cessation of market making activity on those same shares.

The Internal Dealing Code also contains rules governing the management, handling and disclosure of information pertaining to the said transactions.

Pursuant to the Internal Dealing Code, no Significant Transactions (as defined in the Code) may be effected during the 30 days immediately preceding the scheduled dates of any and all Board meetings called (i) to examine the draft separate and consolidated financial statements or the condensed half-year reports; and (ii) to formulate the proposal for the distribution of dividends, and within the 15 days immediately preceding the scheduled dates of the Board meetings called to examine the quarterly reports as at 31 March and 30 September of each year. Such limitations shall not apply to the exercise of any stock options or option rights and, as limited to Shares deriving from stock option plans, the ensuing disposal transactions, provided they are undertaken concurrently with exercise. In addition, the limitations shall not apply in the case of exceptional situations of subjective necessity, for which the interested party provides adequate justification to the Company.

The aforesaid Code, furthermore, empowers the Board of Directors to further prohibit or restrict purchases, sales, exchanges or other transactions entailing a transfer of title in shares issued by the Company or in financial instruments linked to the said shares, by the said Relevant Persons, including through third party intermediaries, during specific periods of the year and/or on occasions marking specific events in the Issuer's corporate life.

The Board of Directors has appointed the Head of Governance and Company Risks Area as the person responsible for implementing the provisions of the Code.

6. INTERNAL COMMITTEES OF THE BOARD OF DIRECTORS (pursuant to Article 123-bis, paragraph 2, letter d), of TUF)

The Code sets forth a recommendation for listed companies to set up certain Committees within their Boards of Directors, to be assigned responsibility for certain specific matters.

The roles of these Committees, set up for the purposes of improving the functioning of the Board, are primarily consultative and recommendatory.

In particular, the Code recommends the setting up of an Internal Audit and Risk Committee, a Remuneration Committee and a Nomination Committee. Similarly, Bank of Italy's Circular Letter No. 285 calls for the setting up of Committees within the Board of Directors.

In accordance with the above, the Board of Directors set up both the Internal Audit and Risk Committee and the Remuneration and Nomination Committee, requiring the same to be made up entirely of non-executive Directors and independent Directors. The decision to assign the functions of the Remune-

ration Committee and the Nomination Committee to a single Committee was justified by the contiguity of the matters dealt with and taking into account the overall size of the Bank's Board of Directors. In this regard, in compliance with the provisions of Bank of Italy's Circular Letter No. 285 – according to which "larger banks with complex operations" (Banca Generali being one of them as a listed company under the said regulation) are required to establish three separate committees within the Board of Directors, respectively specialised in nomination, risks and remuneration – Banca Generali, following appointment of the new Board of Directors which is scheduled to take place upon approval of the Financial Statements for the year ended 31 December 2014, shall set up the three required Committees, by separating the activities and responsibilities of the Nomination Committee from those of the Remuneration Committee.

7. REMUNERATION AND NOMINATION COMMITTEE

In accordance with point 5.P.1. of the Corporate Governance Code and pursuant to “Instructions on the remuneration and incentive policies and practices of banks and banking groups” issued by the Bank of Italy, it should be noted that the Board of Directors convened upon the setting up of the Nomination and Remuneration Committee, vesting it with the tasks set forth in the said Code and the supervisory instructions, as described in detail herebelow.

The Remuneration and Nomination Committee is tasked with assisting the Board of Directors in laying down Company policies in respect of the remuneration of the Company’s directors, officers and top management and submitting recommendations concerning the qualitative and quantitative composition of the Board of Directors deemed optimal and its subsequent assessment, as well as forwarding nomination recommendations for the post of Director within subsidiaries and of key management personnel within the Company’s organisational structure.

The current Committee was appointed by the Board of Directors on 24 April 2012, and is made up as follows:

NAME AND SURNAME	POSITION (AS OF 10 MARCH 2015)
Paolo Baessato	Chairman of the Committee Non-executive and independent Director pursuant to the Corporate Governance Code and Article 37, paragraph 1(d) of Consob Regulation No. 16191/2007
Fabio Genovese	Member of the Committee Non-executive and independent Director pursuant to the Corporate Governance Code and Article 37, paragraph 1(d) of Consob Regulation No. 16191/2007
Ettore Riello	Member of the Committee Non-executive and independent Director pursuant to the Corporate Governance Code and Article 37, paragraph 1(d) of Consob Regulation No. 16191/2007

Cristina Rustignoli, the Board Secretary, also serves as Committee secretary.

The three members of the same Committee are all Non-executive and Independent Directors. At the time of appointment, the Board ascertained that Paolo Baessato and Fabio Genovese have adequate knowledge and experience in financial matters and Ettore Riello has adequate knowledge and experience in remuneration policies.

The Committee’s responsibilities include advising and making recommendations and proposals to the Board of Directors on matters pertaining to nomination and remuneration. More specifically, the Remuneration and Nomination

Committee is entrusted with the following tasks and responsibilities:

- submitting non-binding opinions and recommendations to the Board of Directors in respect of the determination of the remuneration packages of the Chairman of the Board of Directors, and the Chief Executive Officer; the Committee’s opinions and recommendations must be based on the independent judgment of its members, who must take into account, *inter alia*, the following factors:
 - level of responsibilities in the corporate organisational structure;
 - impact on business results;
 - profit and loss results achieved by the Company;
 - achievement of specific targets set by the Board of Directors;
- expressing non-binding opinions and proposals on the general principles for determining the remuneration payable to the General Manager and, if appointed, the Joint General Managers, Deputy General Managers and the Central Managers, upon prior proposal from the CEO, according to an independent assessment based on the following criteria:
 - level of responsibility and risks associated with the performed functions;
 - results achieved in relation to the objectives;
 - activities carried out to meet commitments of an exceptional nature;
- periodically assessing the adequacy, overall consistency and practical application of the general policy adopted by the company for the remuneration of executive directors, directors holding special offices and key management personnel, relying for the last named task on the information provided by the Chief Executive Officer; monitoring the implementation of decisions adopted by the Board by verifying the actual achievement of results and objectives; formulating general recommendations on the matter to the Board of Directors;
- providing opinions on the determination of the criteria for the remuneration of professionals in a position to impact the Bank’s risk profile, and directly overseeing the proper application of the said criteria;
- providing the Board of Directors with non-binding opinions and recommendations on the determination of the variable remuneration of company top management, as well as managers tasked with internal audit and risk management functions;
- expressing a qualitative judgment on the activities undertaken by the General Manager and the Manager in charge of the company’s financial reports and, after consulting with the Internal Audit and Risk Committee, by the heads of the internal control and risk management functions;

7. providing opinions on the determination of severance indemnities to be offered in the event of termination of office ahead of the scheduled expiry of the term of appointment, assessing, where necessary, the effects of such termination on the rights accrued under share-based incentive plans;
8. providing assessments – albeit without overstepping the bounds of their sphere of competence – on the attainment of performance objectives underlying access to incentive plans, and monitoring the evolution and implementation of approved plans, over time;
9. performing preliminary activities in the event the Board of Directors decided to adopt succession plans for Executive Directors;
10. expressing non-binding opinions and proposals for any stock option plans and shares allotment or other share-based incentive systems, also suggesting the objectives associated with the provision of such benefits and the criteria for assessing the achievement of those objectives; monitoring the evolution and application in time of any plans approved by the General Shareholders' Meeting on the Board's proposal;
11. expressing an opinion to the Board of Directors of the Parent Company on proposals relating to the remuneration of Directors holding special offices in strategic subsidiaries, pursuant to Article 2389 of the Civil Code, as well as the general managers and key management personnel of those companies;
12. providing the Board of Directors with reports, recommendations and opinions, duly supported by grounds, as well as a report on the Committee's activities, with the timeliness necessary to allow for due preparation of Board meetings called to pass resolutions on matters pertaining to remuneration;
13. ensuring appropriate functional and operational links with the relevant company structures in charge of preparing and monitoring remuneration policies and practices;
14. working with the other Board committees, in particular with the Internal Audit and Risk Committee of the company in order to evaluate the incentives created by the remuneration system;
15. carrying out any and all other tasks and duties entrusted to the Committee by the Board of Directors through specific resolutions;
16. reporting to the shareholders on the exercise of its own functions, ensuring in particular its participation at the Shareholders' Meeting through its Chairman or any other Committee's member;
17. expressing opinions and proposals to the Board of Directors, particularly with regard to cases of co-optation pursuant to Article 2386, paragraph 1, of the Civil Code;
18. formulating opinions to the Board on resolutions concerning the replacement of members of the committees within the Board of Directors, which may become necessary during the Committee's term of office;
19. expressing opinions on the appointment of corporate officers in the Banca Generali Group Companies;
20. expressing opinions to the Board of Directors regarding its size and composition and expressing recommendations with regard to the professional skills necessary within the Board;
21. expressing opinions to the Board of Directors on resolutions concerning the prior identification of its members' qualities and number and the optimal profile of candidate directors in order to comply with the required professionalism and composition of corporate bodies pursuant to the supervisory law in force from time to time;
22. expressing opinions to the Board of Directors on resolutions regarding the subsequent verification that the qualitative and quantitative composition identified under the previous point is consistent with that resulting from the nomination process; in particular the Committee is requested to provide an opinion on the suitability of candidates who, on the basis of prior analysis, were identified by the Board of Directors as suitable for the office;
23. formulating opinions on resolutions regarding the maximum number of management or control offices that can be held by the Directors in companies listed on regulated markets or in large companies not being part of the Group, subject to the regulations in force from time to time in respect of holding or exercising positions in companies or groups that compete in the banking, insurance and financial services markets.

The procedures governing the functioning of the Remuneration and Nomination Committee are set forth in the Remuneration and Nomination Committee Rules approved by the Board of Directors.

Committee meetings are generally held at least once a year and, in any event, with the timeliness necessary to allow for a full treatment and discussion of any and all matters on which the Committee may be requested or required to report to the Board of Directors.

Apart from Committee members, the Chairman of the Board of Statutory Auditors and the other Statutory Auditors shall attend Committee meetings. The Chief Executive Officer may be invited to participate in meetings of the Committee, save during the discussion of matters regarding him.

Upon invitation, non-members may also attend Committee meetings so as to provide assistance with regard to specific items placed on the agenda.

Directors do not take part in Committee meetings at which recommendations in respect of their own remuneration are prepared for submission to the Board of Directors.

Internal Audit and Risk Committee members are appointed for a period that is coterminous with the term of the Board, and are entitled to annual remuneration plus an attendance fee payable for each meeting they attend.

In 2014, the Remuneration and Nomination Committee met ten times. The meetings lasted about 1 hour and 30 minutes on average. In the year underway a total of six Board meetings are scheduled; since the beginning of the year as at the date of this report, three meetings were held.

The main activities carried out by the Committee in 2014 are listed below.

At its meeting of 13 February 2014, the Committee examined the following:

- i) report on the self-assessment of the remuneration and incentives system;
- ii) competitive remuneration analysis for the role of Chief Executive Officer;
- iii) definition of weights and objectives to define the Balance Score Cards.

At its meeting of 7 March 2014, the Committee examined the following issue:

- i) recommendations on the optimal qualitative and quantitative composition of the Board of Directors.

At its meeting of 1 April 2014, the Committee examined the following issues:

- i) verifying the achievement of the access gate requirements and the objectives set forth by the MBO system for 2013 assigned to the CEO/General Manager, Deputy General Managers, Central Managers and control functions, and consequent definition of the related variable remuneration;
- ii) verifying the achievement of the objectives set forth by the Long Term Incentive Plan for the period 2011-2013;
- iii) verifying the achievement of the objectives in first year of the Long Term Incentive Plan for the period 2013-2015;
- iv) proposals concerning the definition of the remuneration package of the CEO;
- v) Remuneration Report: Banking Group's remuneration policies and report on the application of remuneration policies in 2013;
- vi) proposal for assigning a remuneration to the Supervisory Body.

At its meeting of 22 April 2014, the Committee examined the following issues:

- i) analysis of the remuneration of the CEO, the Joint General Manager and the Central Managers and definition of the lists of objectives underlying the short-term component of their variable remuneration;
- ii) definition of remuneration of heads of control functions and definition of the lists of objectives underlying the variable components of their remuneration;
- iii) proposal concerning the terms for allocating an additional bonus to the CEO.

At its meeting of 7 May 2014, the Committee examined the following issue:

- i) verifying the optimal qualitative and quantitative composition of the Board of Directors.

At its meeting of 13 May 2014, the Committee examined the following issue:

- i) opinion on whether to launch a retention programme and a 2014 Long Term Incentive Plan based on Banca Generali shares.

At its meeting of 24 June 2014, the Committee examined the following issues:

- i) presentation of the draft LTIP 2014-2016 Regulation and the special annex for Banca Generali;
- ii) definition of gates and objectives of the 2014-2016 LTIP specific to Banca Generali;
- iii) identification of the Banca Generali 2014-2016 LTIP beneficiaries and of the maximum number of Assicurazioni Generali shares that can potentially be granted to them;
- iv) analysis of the remuneration of the CFO Area Central Manager and definition of the list of objectives underlying the short-term component of his/her variable remuneration;
- v) analysis of the remuneration of the Governance and Company Risks Area Central Manager and definition of the list of objectives underlying the short-term component of his/her variable remuneration.

At its meeting of 29 July 2014, the Committee examined the following issues:

- i) verification of whether the threshold of Banca Generali Group's Net Inflows, set at 30 June 2014 for the payment of the bonus to Piermario Motta, has been exceeded;
- ii) opinion on the appointment of a Manager in the subsidiary BG Fund Management Luxembourg S.A.

At its meeting of 11 September 2014, the Committee examined the following issues:

- i) opinion on the remuneration to be allocated to the Chairman of the subsidiary BG Fund Management Luxembourg S.A.;
- ii) report on the activities performed by the Nomination and Remuneration Committee.

At its meeting of 18 December 2014, the Committee examined the following issues:

- i) presentation of the main changes arising from the new regulations on remuneration introduced by Bank of Italy;
- ii) review of expected economic and financial results concerning the 2014 BSC of the Head of Company;
- iii) criteria and procedures for setting the 2015 BSC, taking into account the new regulations and the implementation of guidelines arising from Group policies on the remuneration of the following positions: CEO and General Manager, Joint General Manager – Commercial Area, Central Managers of the Bank Area, CFO Area, and Governance and Company Risks Area.

The proceedings of each meeting, coordinated by the Chairman, were duly recorded in minutes.

Seven of the ten meetings held in 2014 were attended by all the Committee's members, while at the others one member was absent.

The Table 2 attached hereto provides information on the attendance rate of each member at the Committee meetings.

The Remuneration and Nomination Committee is afforded unhindered access to any and all the corporate information and functions it may deem necessary or useful for the proper discharge of its assigned tasks, and may avail of the services of outside consultants. In order for the Committee to carry out its duties, a specific item of 75,000 euros was allocated in the budget for the current year.

8. DIRECTORS' REMUNERATION

With regard to remuneration, the Company is subject to the provisions of Bank of Italy's Circular Letter No. 285. With such provision, the Supervisory Body also requires banking sector operators to adopt and implement compensation mechanisms that are in line with risk-management policies and long-term strategies. Towards such end, the regulations provide that, in addition to establishing the remuneration of the members of the corporate organs, the Ordinary Shareholders' Meeting shall also approve the remuneration and incentive policies applicable to personnel with functions of strategic oversight, management and control, as well as to other personnel; the remuneration plans based on financial instruments (e.g. stock option plans); the criteria for defining the remuneration to be allocated in case of early termination in a post, including limits imposed on such compensation in terms of years of fixed remuneration and the maximum amount resulting from their application.

The aforementioned regulations set forth specific principles and requirements that banks must comply with so as to ensure that: remuneration systems are properly designed and implemented; potential conflicts of interest are effectively managed; the remuneration system takes due account of current and prospective risks, the degree of capitalisation, as well as liquidity levels of each intermediary; transparency towards the market is maximised; and oversight by regulatory authorities is reinforced.

The objective of the regulations is to promote – in the interest of all stakeholders – the implementation of remuneration systems that are in line with long-term corporate values, objectives and strategies, linked to corporate performance but appropriately adjusted to reflect all risks, commensurate with the capital and liquidity levels required to cover ongoing business operations, and in any event, designed to avoid distorted incentives that could lead to regulatory violations and excessive risk-taking by individual banks and within the system as a whole.

Moreover, the Company is subject to the provisions set forth in Article 123-ter of TUF, under which a special Remuneration Report – whose content is described in detail in Annex 3 of the Rules for Issuers – must be approved by the Board of Directors and submitted to the non-binding resolution of the General Shareholders' Meeting called to approve the Financial Statements.

The above framework is further completed by the recommendations laid down by the Corporate Governance Code for listed companies, adopted by Banca Generali, which incorporates the main aspects of the recommendations issued by the European authorities on the process for determining the remuneration policies and their content.

Therefore, the Shareholders' Meeting of 23 April 2014 acknowledged the disclosure on the implementation in 2013 of the remuneration policy approved by the General Shareholders' Meeting on 24 April 2013 and approved the new remuneration

policy of the Company and the Group. In this regard, it should be mentioned that in implementing its remuneration policies, Banca Generali aims at ensuring the greatest possible convergence of the long-term interests of the banking group's shareholders and management, especially by focusing on careful corporate risk management and commitment to long-term strategies. The remuneration package consists of fixed components and variable components. The variable component of the remuneration relative to the fixed component increases in percentage terms the greater the strategic importance of the position to which the remuneration refers.

The fixed components of the remuneration serve to remunerate the managerial and technical skills of employees used to perform the roles assigned to them, in order to ensure managerial continuity and pursue effective and fair internal remuneration policies that are competitive in respect of the external market.

The aim of the recurring variable components of remuneration and long-term incentives (such as stock option plans, stock granting schemes and deferred bonus systems), on the other hand, is to balance directly the interests of the shareholders and those of management.

A Management by Objectives mechanism, consistent with the achievement of the operating and financial results indicated by the budget for the reference year and with indicators reflecting the weighting of business risks, is used for the Chief Executive Officer and Executives. The Management by Objectives system is linked to the Balanced Scorecards principle. The variable remuneration is hence linked on a straight-line basis to the degree to which the individual objectives are achieved, with a minimum access threshold.

In 2010, a system for the deferral of the disbursement of variable remuneration was introduced for the Generali Banking Group's key management personnel and main network managers who earn a bonus in excess of 75,000 euros.

In that same year, in order to link the variable pay of management personnel even more closely to long-term performance indicators, and in order to also take account of current and prospective risks, the cost of capital and the cash required to meet the needs of the activities undertaken, accrual of bonuses will be linked not only to the effective results achieved by each manager, but also to an access gate common to the Banking Group's entire staff, including the key managers of the Financial Advisor network.

The remuneration patterns of high-level executives and managers are monitored, taking due account of trends recorded on reference markets, using the HAY point-factor job evaluation method. This weighting system enables effective mechanisms to be adopted for monitoring the remuneration dynamics, also with reference to the markets in which the company operates.

Information regarding the remuneration received by Board members and the General Manager during the year is contained

in Banca Generali's Remuneration Policy, under the section focusing on the application of the said policy in 2014.

Information regarding the cumulative remuneration received during the year by key management personnel – i.e., Joint General Manager Giancarlo Fancel (resigning on 30 April 2014), Joint General Manager - Commercial Area Gian Maria Mossa, Central Managers Stefano Grassi, Stefano Insaghi and Cristina Rustignoli – as well as further details pertaining to the Company's remuneration policy, will similarly be provided in Banca Generali's Remuneration Policy, which will be published pursuant to Article 123-ter of TUF. However, it should be mentioned that in any case the objectives set for the persons in charge of control functions, including the HR Director and the Manager in charge of the Company's financial reports – in accordance with the above-mentioned Bank of Italy's Regulations – are consistent with the tasks assigned to each of them and are not linked to economic results of the Company or the Group.

Pursuant to the criteria described in Article 6.C.4 of the Code, the remuneration due to non-executive directors is not linked to the Issuer's financial performance. Non-executive directors may not benefit from any share-based remuneration plan, and are consequently remunerated solely on the basis of the fixed compensation established by the General Shareholders' Meeting.

In order to motivate key management personnel and the distribution network to pursue strategic results for the Company, on 24 May 2006 Banca Generali approved two stock option plans, both subjected to the condition precedent of the commencement of trading of shares in the Company on the electronic share market – MTA (such condition precedent having been met on 15 November 2006): (i) the first of these is reserved to employees of Banca Generali Group companies, whilst (ii) the second is reserved to Banca Generali's Financial Advisors, area managers and business managers.

In order to cover the aforesaid Stock Option Plans, on 18 July 2006, the Company's Extraordinary Shareholders' Meeting approved a capital increase, in one or more tranches, in the maximum nominal amount of 5,565,660.00 euros, through the issue of a maximum number of 5,565,660 ordinary shares of a par value of 1.00 euro each, as follows:

- a) an issue in the maximum nominal amount of 4,452,530.00 euros, represented by a maximum number of 4,452,530 ordinary shares of a nominal value of 1.00 euro each, with specific exclusion of the option rights afforded to shareholders pursuant to Article 2441, paragraph 5, of the Civil Code, so as to cover the "Stock Option Plan for Banca Generali S.p.A.'s Financial Advisors and Network Managers", reserved to the financial advisors of Banca Generali Group, all of the above in one or more tranches, with the last being effected no later than 30 May 2011;
- b) an issue in the maximum nominal amount of 1,113,130.00 euros, represented by a maximum number of 1,113,130

ordinary shares of a nominal value of 1.00 euro each, with specific exclusion of option rights afforded to shareholders pursuant to Article 2441, paragraph 8, of the Civil Code, so as to cover the "Stock Option Plan for Banca Generali S.p.A. Employees", reserved to Banca Generali employees, all of the above in one or more tranches, with the last being effected no later than 30 November 2012.

In order to compensate optionees for the loss in value of the above-mentioned Stock Option Plans due to the well-known market conditions that occurred in 2007 and 2008, which had a negative impact on the stock performance, despite the achievement of excellent results in terms of net inflows, the Shareholders' Meeting held on 21 April 2010 resolved to approve an extension by three years of the exercise period for both of the above-mentioned Plans.

The price of the aforesaid options shall be determined at a whole number reflecting the arithmetic mean of the listed prices of shares in the Company on the electronic share market from the date of assignment of the stock options to the same day of the previous month.

The exercise of the options is subject to the attainment of overall targets and, in the case of the "Stock Option Plan for Banca Generali S.p.A.'s Financial Advisors and Network Managers", including individual targets.

Pursuant to the applicable Rules, the Delegated Organs awarded:

- 2,706,870 option rights in application of the "Stock Option Plan for Banca Generali S.p.A.'s Financial Advisors and Network Managers", of which 2,383,584 were exercised and 323,286 were cancelled;
- 839,000 option rights, of which 768,000 exercised, 148,500 cancelled and 22,500 to be exercised, in application of the "Stock Option Plan for Banca Generali S.p.A. Employees".

In total, 3,545,870 option rights were awarded pursuant to the aforesaid Plans, of which 3,151,584 were exercised, 471,786 were waived and 22,500 are to be exercised.

Moreover, on 21 April 2010, the Shareholders' Meeting approved a broad-ranging retention programme, which comprised two Stock Option Plans targeted at (a) Financial Advisors and Private Bankers, as well as (b) Relationship Managers employed in Banca Generali.

This initiative had a twofold objective: maintaining the interest of the distribution network and network managers in line with the interest of shareholders, in the medium- and long-term, as well as retaining the most promising professionals, by involving the same economically in overall value creation within the Company, whilst also providing incentives to boost productivity in the medium term.

The new Plans apply to financial year 2010, in addition to the fourth quarter of 2009, as limited to net inflows associated with the so-called "tax shield."

The retention programme called for the granting of a total maximum of 2,500,000 option rights for the subscription of Banca Generali ordinary shares (of which 2,300,000 reserved for Financial Advisors and network managers and 200,000 for employed Relationship Managers).

In this regard, options were to be granted in a single instalment to the optionees identified as included in one of the above-mentioned categories by the relevant Plan Management Committee. The grant was conditional upon the achievement of both consolidated Group objectives and individual objectives for the development of net inflows in the reference period.

Pursuant to the applicable Rules, in 2011 the Delegated Organs awarded:

- (i) 2,300,000 option rights in application of the Stock Option Plan for Banca Generali S.p.A.'s Financial Advisors and Network Managers;
- (ii) 200,000 option rights in application of the Stock Option Plan for Banca Generali S.p.A. Relationship Managers.

In total, 2,500,000 stock options were awarded pursuant to the aforesaid Plans.

The options are exercisable within 6 years from 1 July 2011 in the amount of one sixth per year. The recipients have the right to subscribe to Banca Generali ordinary shares for consideration equal to the arithmetic mean of the market listing prices of the shares in question on the electronic share market (MTA), organised and managed by Borsa Italiana S.p.A. surveyed during the period from the option grant date to the same date of the previous solar month.

In order to give full effect to the Stock Option Plan for the Financial Advisors and Network Managers of Banca Generali S.p.A. for 2010 and the Stock Option Plan for the Relationship Managers of Banca Generali S.p.A. for 2010, the Shareholders' Meeting held on 21 April 2010 resolved, pursuant to Article 2441, paragraphs 5 and 8, of the Civil Code, on a Company's share capital increase, in several tranches, by an amount equal to the maximum number of options that may be granted under the above-mentioned Plans, and thus in a maximum nominal amount of 2,500,000.00 euros, broken down as follows:

- a) for a maximum amount of 2,300,000.00 euros, reserving the same for Financial Advisors and Private Bankers of the Banca Generali Group, to serve the "Stock Option Plan for Financial Advisors and Network Managers of Banca Generali S.p.A. for 2010";
- b) for a maximum nominal amount of 200,000.00 euros, reserving the same to Banca Generali employed Relationship Managers and their coordinators, to serve the "Stock option plan for Relationship Managers of Banca Generali S.p.A. for 2010".

Moreover, as a result of the merger of Prime Consult SIM S.p.A., as of 31 December 2002, the Company has assumed the merged company's commitments under the stock granting plan approved by the latter on 13 June 2001 in favour of its network managers and Financial Advisors.

Beneficiaries of the plan include: (i) Financial Advisors in the exclusive service of Prime Consult as at 1 October 2000; (ii) former Prime Consult network managers; (iii) Financial Advisors falling within the aforesaid categories in the period between 1 October 2000 and 31 December 2001.

The shares were issued in three tranches, to persons who met or maintained specific individual targets. The Delegated Organ awarded, free of charge, 1,402,474 Banca Generali ordinary shares.

Lastly, in approving the Remuneration Policies and with regard to long-term incentives, on 24 April 2013 the General Shareholders' Meeting resolved to increase the variable component of the remuneration of some of Banca Generali's managers by admitting the same beneficiaries of the Generali Group's Long Term Incentive Plan (LTIP) for executives serving the Generali Group in Italy and abroad, approved by the General Shareholders' Meeting of Assicurazioni Generali S.p.A. The plan is targeted at reinforcing the relationship between the remuneration of management and expected performance according to the strategic plan of the Group (absolute performance), as well as the relationship between remuneration and value generation in relation to a group of peers (relative performance).

Directors' Severance Indemnities in the Event of Resignation, Dismissal or Severance as a Result of a Takeover Bid (pursuant to Article 123-bis, paragraph 1, letter i), of TUF)

The benefits envisaged in the event of the termination of the employment contract or revocation from office of Chief Executive Officer Piermario Motta include – in addition to the notice indemnity required by law or pursuant to the national collective labour contract – a sum equivalent to 24 months of recurring compensation (defined as the annual gross remuneration as General Manager, his compensation as Chief Executive Officer, plus half of the average amount actually collected by way of short-term component of variable remuneration over the past three years) in the following cases: (i) severance of employment at the bank's initiative, where such initiative is not the result of a just cause attributable to the employee; (ii) severance of employment at the employee's initiative, where it is a consequence of the Bank's decision to modify the economic terms of the contract for the position of chief executive officer to the employee's detriment; (iii) dismissal by the competent body from the position of General Manager, not resulting from wilful misconduct or

gross negligence and where such dismissal is in accordance with one's desire to terminate the employment contract as well; (iv) dismissal by the competent body from the position of chief executive officer at the bank's initiative, where such initiative is not the result of wilful misconduct or gross negligence by the employee and where such dismissal is in accordance with Mr. Motta's desire to terminate his employment contract as well.

If Piermario Motta is dismissed from only one of the two positions he fills (Chief Executive Officer or General Manager) at the

bank's initiative, the compensation obligation, where applicable, applies if, and only if, he also resigns from the other position concurrently filled.

Upon express agreement, this amount may be paid in compliance with the provisions of Bank of Italy's Circular Letter No. 285, and therefore in connection with the Bank's performance objectives, partly in cash and partly in financial instruments, subject to deferral and tied to the Bank's risk and stability indicators (access gate).

9. INTERNAL AUDIT AND RISK COMMITTEE

The Board of Directors has endowed itself with an Internal Audit and Risk Committee made up of four Board members, all of whom are non-executive and independent, vested with consulting and recommendatory functions. The current Internal Audit and Risk Committee was appointed by the Board of Directors on 24 April 2012, and is made up as follows:

NAME AND SURNAME	POSITION (AS OF 10 MARCH 2015)
Mario Francesco Anaclerio	Chairman Non-executive and independent Director pursuant to the Corporate Governance Code and Article 37, paragraph 1(d) of Consob Regulation No. 16191/2007
Paolo Baessato	Member of the Committee Non-executive and independent Director pursuant to the Corporate Governance Code and Article 37, paragraph 1(d) of Consob Regulation No. 16191/2007
Giovanni Brugnoli	Member of the Committee Non-executive and independent Director pursuant to the Corporate Governance Code and Article 37, paragraph 1(d) of Consob Regulation No. 16191/2007
Anna Gervasoni	Member of the Committee Non-executive and independent Director pursuant to the Corporate Governance Code and Article 37, paragraph 1(d) of Consob Regulation No. 16191/2007

The Board of Directors ascertained that Paolo Baessato, Giovanni Brugnoli and Anna Gervasoni have adequate experience in accounting and finance, and Mario Francesco Anaclerio and Paolo Baessato have adequate experience in the field of risk management.

Cristina Rustignoli, the Board Secretary, also serves as Internal Audit and Risk Committee secretary.

The functioning of the Internal Audit and Risk Committee is regulated by specific rules (the "Audit and Risk Committee Rules"), approved by the Board.

The Committee is charged with the following tasks and powers: (i) supporting the Board of Directors with adequate investigative activity in its evaluations and decisions concerning the internal control and risk management system and the approval of periodic financial reports; (ii) advisory powers in the area of related party and connected party transactions, in accordance with the terms and conditions established by the related party and connected party transaction procedure approved by Banca Generali (the "Procedure for Related Party and Connected Party Transactions and Transactions of Greater Importance"); (iii) advisory and investigative powers in relation to the Board of Statutory Auditors in the area of the statutory auditing of the accounts,

pursuant to Italian Legislative Decree No. 39 of 27 January 2010; and (iv) consulting and supporting powers to the decision-making body concerning equity investments, in compliance with the "Equity Investment Management Policy" approved by Banca Generali.

With reference to the internal control system, the Committee assists the Board of Directors in laying down the guidelines of the internal control and risk management system, periodically checking that said system is adequate to the bank's characteristics and risk profile, reviewing its effective functioning and also ensuring that the major company risks (credit, financial and operating risks) have been identified, adequately measured, managed and monitored, as well as determining the degree to which such risks are compatible with management of the enterprise in accordance with the strategic goals identified, in liaison with the responsible company functions.

In this context, the Committee:

- assists the Board in carrying out the tasks incumbent on the latter pursuant to the Corporate Governance Code of Listed Companies, in respect of the Internal Control and Risk Management system;
- expresses its opinion on the appointment and dismissal of heads of internal control functions (the Remuneration and Nomination Committee is the body tasked with expressing opinions on the remuneration of the above-mentioned functions);
- monitors the independence, adequacy, efficacy and efficiency of the Internal Audit, Compliance and Risk Management functions;
- ensures that the Internal Audit, Compliance and Risk Management functions possess adequate resources to discharge their duties;
- assesses the work programme prepared by the Compliance, Internal Audit and Risk Management officers and examines the periodic reports prepared by said officers for further submission to the Board for its approval;
- assesses, together with the company Manager in charge of the company's financial reports and after having heard the statutory Auditor and the Board of Statutory Auditors, the sound application and consistency of the accounting principles for the purpose of preparing the consolidated financial statements;
- expresses opinions on specific aspects pertaining to the identification of the main company risks;
- reports to the Board of Directors on its activity and the adequacy of the Internal Control and Risk Management system, during the Board meetings called to approve the annual and half-yearly financial statements;
- may request that the Internal Audit, Compliance or Risk Management functions (according to their various specific

competencies) perform checks on specific areas of operation while simultaneously notifying the Chairman of the Board of Statutory Auditors thereof;

- may be consulted, directly or indirectly, on specific transactions entailing a conflict of interests;
- advises, upon request, the Chief Executive Officer, the Head of the Compliance Department, the Head of the Internal Audit Department and the Head of the Risk Management Department on issues or questions that must be dealt with before being submitted to the Board of Directors for its information and/or approval;
- performs the other duties entrusted to it by the Board of Directors;
- undertakes whatsoever may be required pursuant to the resolution establishing its powers and responsibilities, and whatsoever may be necessary or useful for implementing the said resolution.

Regarding related party and connected party transactions, in compliance with the provisions set forth in the Regulations on related party transactions approved by Consob with Resolution No. 17221 of 12 March 2010, as further amended and extended by Consob Resolution No. 17389 of 23 June 2010, and as required pursuant to the New Prudential Supervisory Provisions Concerning Banks, Circular No. 263/2006, 9th update of 12 December 2011, and 15th update of 2 July 2013, as well as in compliance with the Procedure for Related Party and Connected Party Transactions and Transactions of Greater Importance adopted by the company, the Committee shall:

- in respect of Moderately Significant Related Party Transactions, as defined in the Related Party and Connected Party Transaction Procedure, express, in the manner and form and in accordance with the deadlines established in the Procedure, a non-binding opinion, duly supported by grounds, on the extent to which it is in Banca Generali's interest to effect each such transaction, as well as on the fairness and substantive correctness of the related terms and conditions;
- in respect of Highly Significant Related Party Transactions, as defined in the Related Party and Connected Party Transaction Procedure, (i) play an active role in the preliminary fact-finding and negotiation phases of each such transaction, including by seeking information from and/or forwarding comments and observations to any and all the persons and parties involved in the said phases; and (ii) express, in the manner and form and in accordance with the deadlines established in the Related Party and Connected Party Transaction Procedure, a binding opinion, duly supported by grounds, on the extent to which it is in Banca Generali's interest to effect each such transaction, as well as on the fairness and substantive correctness of the related terms and conditions. If a definitive "Transaction of Greater Importance", within the meaning of the 15th update of the Bank of Italy's Circular Letter No. 263/2006 on 2 July 2013, is also classified as a "Highly Significant Transaction" pursuant to the document

"Procedure for Transactions of Greater Importance with Related Parties and Connected Parties," the transaction in question is to be subject not only to the procedure described above, but also to a prior opinion by the Risk Management Service.

The Committee is also in charge of providing support to the Board of Statutory Auditors, at the latter's request, especially in the form of advice and assistance in conducting the fact-finding inquiries required to discharge the duties entrusted to the Board of Statutory Auditors with regard to the statutory auditing of accounts pursuant to Legislative Decree No. 39 of 27 January 2010. More specifically, the Committee shall:

- assess the proposals put forward by auditing firms to obtain the audit engagement, within the framework of the Company's procedures for appointing the independent auditors in charge of certifying the consolidated financial statements and half-yearly financial statements, with specific reference to the subject-matter of the appointments and the related economic terms and conditions, reporting its findings to the Board of Statutory Auditors;
- assess the work schedule of the statutory audit, and examine the results set forth in the report drawn up by the independent auditors together with any suggestions the latter may have put forward, reporting its findings to the Board of Statutory Auditors;
- monitor the effectiveness of the processes followed for the statutory auditing of accounts, reporting its findings to the Board of Statutory Auditors;
- undertake any and all further tasks that the Board of Statutory Auditors may entrust to it in respect of the statutory auditing of accounts.

Lastly, as far as equity investments are concerned, in accordance with the procedures set forth in the "Equity Investment Management Policy" approved by Banca Generali, the Committee is charged with advisory powers in the various cases described above, expressing, where requested, opinions regarding (i) the granting of significant loans to companies in which the bank holds a qualified equity investment; (ii) the acquisition of a qualified equity investment in a company which has been granted significant loans; (iii) the acquisition of equity investments in companies considered strategic suppliers; and (iv) the acquisition of equity investments in debtor companies aimed at recovering credits.

Internal Audit and Risk Committee members are appointed for a period that is coterminous with the term of the Board, and are entitled to annual remuneration plus an attendance fee payable for each meeting they attend.

Committee meetings are generally held at least four times a year and, in any event, with the timeliness necessary to allow a full treatment and discussion of any and all matters on which the Committee may be requested or required to report of the Board of Directors.

At the invitation of the Committee Chairman, Committee meetings may be attended by Statutory Auditors, top managers, the Compliance Officer, Internal Auditor, the Risk Management Officer, the Anti Money Laundering Officer, the Heads of other corporate functions, the Manager in charge of Company's financial reports and any and all other persons whose presence is deemed useful in relation to the items on the Agenda.

In 2014, the Internal Audit and Risk Committee met sixteen times, for an average of approximately 1 hour and 50 minutes each time. In the year under review, a total of seven Board meetings are scheduled; from the beginning of the year to the date of this Report, three have been held.

The main activities carried out by the Committee during the year are listed below.

- In its meeting of 21 January 2014, the Committee examined the following issues:
 - i) annual report of the Compliance Service and relevant activity plan for 2014;
 - ii) annual report of the Anti Money Laundering Service and relevant activity plan for 2014;
 - iii) annual report of the Internal Audit Department and relevant activity plan for 2014;
 - iv) annual report of the Risk Management Service and relevant activity plan for 2014;
 - v) opinion on the internal audit activity plan for 2014;
 - vi) self-assessment report in accordance with the supervisory provisions of the Bank of Italy's Circular Letter No. 263;
 - vii) de-merger plan of Generali Fund Management;
 - viii) public disclosures regarding related party and connected party transactions.
- In its meeting of 23 January 2014, the Committee examined the following issues:
 - i) Internal audit functions' activity plan for 2014;
 - ii) opinion on the internal audit activity plan for 2014.
- In its meeting on 7 March 2014, the Committee examined the following issues:
 - i) check of the adequacy of the accounting policies followed in preparing the annual financial statements;
 - ii) annual report on the internal control system and assessments carried out at the subsidiary companies;
 - iii) report within the meaning of Article 2.3.8 of the Internal Audit and Risk Committee Rules.
- In its meeting on 31 March 2014, the Committee examined the following issues:
 - i) public disclosure regarding the changes made in a transaction with related parties and connected parties;
 - ii) annual report by the Risk Management Service on its activities;
 - iii) change in the financial terms of distribution agreements with related parties.
- In its meeting on 17 April 2014, the Committee examined the following issues:
 - i) presentation of the ICAAP report;
 - ii) presentation of Pillar 3 public disclosures;
 - iii) presentation of the Liquidity plan;
 - iv) public disclosure on the impacts identified in view to the entry into force of IFRS 9;
 - v) periodic report on the activities undertaken by the Internal Audit Service;
 - vi) proposal by Generali Investment Europe to reduce trading and order collection fees;
 - vii) public disclosure of a time deposit transaction for the customer Assicurazioni Generali.
- In its meeting of 7 May 2014, the Committee examined the following issues:
 - i) disclosure of the Bank of Italy's notice regarding the meeting with the Heads of internal audit functions;
 - ii) periodic report on the activities undertaken by the Compliance Service and the Anti Money Laundering Service;
 - iii) update of the Internal Control System pursuant to Bank of Italy's Circular Letter No. 263/2006 and ensuing amendment of the internal regulatory framework.
- In its meeting of 8 May 2014, the Committee examined the following issue:
 - i) public disclosure of a significant transaction.
- In its meeting of 13 May 2014, the Committee examined the following issue:
 - i) opinion on a significant transaction.
- In its meeting of 14 May 2014, the Committee examined the following issue:
 - i) opinion formalised with respect to a significant transaction.
- In its meeting on 24 June 2014, the Committee examined the following issues:
 - i) disclosure based on Bank of Italy's notice on "malfunction of the credit process and offences perpetrated by Financial Advisors";
 - ii) update on the implementation of provisions laid down by Bank of Italy's Circular Letter No. 263/2006 resulting from the self-assessment report and the identified adjustment measures;
 - iii) public disclosures regarding related party and connected party transactions;
 - iv) definition of the standard conditions applied by the Finance Department.
- In its meeting of 9 July 2014, the Committee examined the following issue:
 - i) presentation of related party transactions and connected party transactions.
- In its meeting on 28 July 2014, the Committee examined the following issues:
 - i) check of the adequacy of the accounting policies followed in drawing up the condensed half-yearly financial statements;

- ii) presentation of the Compliance Service's *tableau de bord*;
- iii) presentation of the Risk Management Service's *tableau de bord*;
- iv) presentation of the Internal Audit Department's *tableau de bord*;
- v) public disclosures regarding related party and connected party transactions;
- vi) report within the meaning of Article 2.3.8 of the Internal Audit and Risk Committee Rules.
- In its meeting of 10 September 2014, the Committee examined the following issues:
 - i) meeting with the Head of the O.U. Network Control and focus on methodology adopted.
- In its meeting on 14 October 2014, the Committee examined the following issues:
 - i) Presentation of the Information Document on the funding of the Credit Suisse business unit acquisition;
 - ii) public disclosures regarding related party and connected party transactions.
- In its meeting on 3 November 2014, the Committee examined the following issues:
 - i) presentation of the Compliance Service's *tableau de bord*;
 - ii) presentation of the Anti Money Laundering Service's *tableau de bord*;
 - iii) presentation of the Risk Management Service's *tableau de bord*;
 - iv) presentation of the Internal Audit Department's *tableau de bord*;
 - v) public disclosures regarding related party and connected party transactions;
 - vi) Update on ongoing inspections by the Bank of Italy.
- In its meeting on 18 December 2014, the Committee examined the following issues:
 - i) public disclosures regarding related party and connected party transactions;
 - ii) conclusion of audit activities by the Bank of Italy.

The proceedings of each meeting, coordinated by the Chairman, were duly recorded in minutes.

Ten of the sixteen meetings held in 2014 were attended by all the Committee's members, while at the others one member was absent.

The table in attachment sub 2 hereto provides information on the attendance rate of each member at the Committee meetings.

The Internal Audit and Risk Committee is afforded unhindered access to any and all the corporate information and functions it may deem necessary or useful for the proper discharge of its assigned tasks, and may also avail of outside consultants, if necessary. In order for the Committee to carry out its duties, a specific item of 75,000 euros was allocated in the budget for the current year.

10. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The bank's Board of Directors adopted an organisational model for the Group's internal control system, under which so-called second and third control functions are centralised within the Parent Company, especially so as to meet the need for managerial, as well as technical-operating coordination that is as deep-reaching as the strong strategic coordination of group companies, achieved through the presence of representatives of the Parent Company on the governance and control bodies of subsidiaries. As required pursuant to the Civil Code and the supervisory regulations for banks and, as recommended in the Corporate Governance Code, the Bank has therefore adopted an internal control system capable of continuously monitoring typical business risks. La Banca, in linea con la normativa civilistica e di vigilanza e in coerenza con le indicazioni del Codice, si è quindi dotata di un sistema di controllo interno idoneo a presidiare nel continuo i rischi tipici dell'attività sociale.

The internal control system is therefore a structured set of organisational functions, procedures and rules of conduct aimed at ensuring sound and proper corporate governance in line with pre-set targets, through adequate processes for identifying, measuring, managing and monitoring the main business risks. The system forms an integral part of the Company's operations and entails the involvement of all corporate structures and sectors, each of which is called upon to ensure constant and continuous risk monitoring, within the limits of its specific sphere of competence.

Within this framework, Banca Generali has set up an internal control system, fully compliant with the provisions of Article 7 of the Corporate Governance Code and, moreover, specifically designed to ensure healthy and prudent corporate management of the bank and the banking group, whilst at the same time reconciling the attainment of corporate targets, the proper and timely monitoring of risks and appropriate operating procedures.

Banca Generali S.p.A.'s Internal Control System was most recently updated by the Board of Directors and is regularly revised and amended, lastly, to comply with the provisions of the Bank of Italy's Circular No. 263.

The Internal Control System consists of:

- (i) *checks involving the business lines*: systematic or periodic checks on samples of information, carried out by the heads of individual operating units with a view to ensuring the proper completion of the transactions effected by the same production structures, or incorporated into procedures, or performed as part of middle/back-office processes;
- (ii) *risk management checks*: checks carried out by the heads of individual operating units and by the Risk Management Department, as part of the process of determining risk measurement methods, with a view to ensuring compliance with the thresholds assigned to the various operating departments, as well as in order to maintain the operations of individual

- production units in line with the risk/return targets set for specific types of risk (credit risk, market risk, operating risk);
- (iii) *compliance checks*: checks carried out by the Compliance Department on the compliance of transactions with statutory requirements, orders and instructions imposed under supervisory authorities and the Company's self-regulatory provisions;
- (iv) *checks regarding money laundering*: checks carried out by the Anti Money Laundering Service on the compliance of transactions with statutory requirements, orders and instructions imposed under supervisory authorities and the Company's self-regulations;
- (v) *internal auditing*: checks carried out by the Internal Audit Department with a view to ensuring the propriety of the Company's operations, risk trends, the overall functioning of the internal control system, whilst at the same time identifying abnormal trends, breaches of procedure and regulations, as well as assessing the effectiveness of internal control.

The Company's Internal Control system is structured to ensure proper disclosure of information and adequate oversight of all the Banking Group's activities, with a view to promoting fairness and transparency, in both form and substance, whilst also ensuring the efficiency, traceability and auditing of transactions, and more in general all management activities; the reliability of accounting and management data; compliance with laws and regulations, and the protection of the integrity of the Company's assets, especially in order to prevent fraud against the customers, the Company and the financial markets.

The key principles underlying the Company's Internal Control System include:

- the separation of roles in the performance of the main tasks involved in individual production processes;
- the traceability and constant visibility of choices;
- objective decision-making with regard to individual operating processes.

Responsibility for the Internal Control System, pursuant to applicable regulations, resides with the Board of Directors that is in charge of: (i) establishing the guidelines, strategic orientation and risk management policies pertaining to the internal control system; (ii) approving the bank's organisational structure, ensuring that tasks and responsibilities are clearly and properly assigned, and periodically checking the adequacy and effectiveness of the said structure, further ensuring that the main company risks are identified and appropriately managed, the Company's control structures are endowed with sufficient autonomy and independence within the Company's organisation, as well as with adequate resources to ensure the proper functioning thereof.

The Board of Directors, with the support of the Internal Audit and Risk Committee, also carries out periodic assessments of the functioning, effectiveness and efficiency of the internal control system, taking timely corrective actions in case of shortcomings and/or anomalies in the performance of the checks themselves.

Pursuant to supervisory regulations, internal control functions must be independent of other operating functions, and report directly to the Board of Directors and Board of Statutory Auditors, on a periodic basis, in respect of the outcome of its activities.

On 25 September 2003, the Board of Directors appointed Francesco Barraco Head of the Internal Audit Function, effective 1 October 2003. His remuneration is examined each year by the Board of Directors, with the support of the Remuneration and Nomination Committee and in concert with the Board of Statutory Auditors, and is in line with market best practices.

The Internal Audit Department: (i) performs assurance activities and submits potential improvements to the corporate bodies, with specific reference to the RAF, the risk management process and its risk measurement and control tools, as well as audit advisory activities; (ii) directly reports the assessments and evaluations results to the corporate functions; (iii) promptly and directly forwards to the governing bodies the audit results concluded with negative judgments, or highlighting major deficiencies; (iv) provides guidance to the concerned Areas, Divisions, Departments, Services and Organisational Units; (v) in drawing up procedures for managing and containing company risks, monitors the implementation of the said risk management procedures and measures, and, moreover, expresses its opinion on the effectiveness of the system in maintaining overall risk exposure within acceptable limits; (vi) submits the results of its activities to the Board of Directors, the Internal Audit and Risk Committee, the Chief Executive Officer and the Board of Statutory Auditors.

The Internal Audit Department performs said activities not only for Banca Generali, but also for Banking Group Companies, both under specific outsourcing agreements that govern the provision of audit function, and in an institutional capacity as a function of the Parent Company of the Banking Group.

The auditing method, on which internal auditing activities are based, is defined under the Internal Audit Rules approved by the Board of Directors and the supervisory model, also approved by the Board of Directors and constantly implemented in light of developments in oversight compliance and best auditing practices (CoSo Report, professional standards).

Pursuant to applicable regulations, on 28 March 2013, the Board of Directors appointed Luca Giaimo Head of the Compliance Service, effective 1 May 2013. The Board of Directors approved the Banking Group's Compliance Policy and related Compliance Rules, ordering the timely notification thereof to all subsidiaries, with a view to ensuring that the said Policy and Rules are fully implemented throughout the banking group.

On 27 August 2008, the Board of Directors vested Antonino Fici with the responsibility of the Risk Management Service, effective

1 September 2008, and on 28 March 2013, it also vested Julia Merson with the responsibility of the Anti Money Laundering Service, effective 1 May 2013.

As already noted, in order to implement the Code's recommendations regarding internal control and comply with the supervisory provisions in force, the Board set up within itself an Internal Audit and Risk Committee in charge, among other tasks, of completing all the preparatory activities required for the Board to properly undertake its internal control tasks (for further information, see "Internal Audit and Risk Committee", above).

Moreover, with regard to risks, the Chief Executive Officer may also avail of the advice of the Risks Committee established by Board resolution of 23 September 2008 with a view to coordinating the banking group's risk management and control system, and identifying and implementing appropriate risk containment measures.

In order to transpose the Code's provisions on internal controls, pursuant to Article 8 of the Board Rules requirements, the Board:

- (i) defined guidelines for the Internal Control and Risk Management System so that the primary risks affecting the Company and its subsidiaries are properly identified and adequately measured, managed and monitored; moreover, through the approval of the Risk Appetite Framework, it also determined the degree to which such risks are compatible with management of the Company consistent with the strategic goals identified, on both an annual and a multi-year basis;
- (ii) periodically assesses the adequacy of the internal control and risk management system with respect to the Company characteristics and risk profile, as well as its effectiveness; this assessment is mainly carried out through (i) examination, carried out on a quarterly basis with the support of the Internal Audit and Risk Committee, of the performance indicators prepared by the heads of the control functions, and (ii) examination, carried out on an annual basis and again performed with the support of the Audit and Risk Committee, of the results of the Company's Annual Reports and the annual Reports on subsidiaries prepared by the heads of the control functions. The assessments carried out in 2014 showed the adequacy of the internal control and risk management system with respect to the characteristics of the Company and its compatibility with the Risk Appetite Framework; (iii) approves the plans prepared by the Heads of Compliance, Anti Money Laundering, Internal Audit and Risk Management and examines the periodic *tableaux de bord* and the annual reports prepared by those functions.

In managing and coordinating the Group as its Parent Company, the Bank also exercises:

- a) strategic control over the development of various business areas in which the Group operates, and the risks arising from the own securities portfolio. This type of control is aimed

- at monitoring the expansion of the business operations of group companies, and their policies in terms of mergers, demergers and acquisitions. Strategic coordination is ensured primarily through presence, within the subsidiaries' Board of Directors, of a certain number of persons appointed by the Bank's Board;
- b) operating control aimed at ensuring that the income statements, cash flow statement and balance sheets of both, individual group companies and the group as a whole, are appropriately balanced. These checks are carried out preferably through the drawing up of plans, programmes and budgets (for each group company and for the group as a whole) and by analysing the quarterly performance, interim results and annual financial statements of each group company and the group as a whole, duly broken down by specific business sector, and with regard to the entire group. Operations are coordinated by the Planning and Control Department which liaises with the company bodies/functions of each of the subsidiaries;
- c) technical-operating control aimed at assessing the profiles of the various risks incurred by the group as a whole as a result of the business operations of individual subsidiaries.

10.1 The Director in charge of the Internal Control and Risk Management system

The Board of Directors has appointed the Chief Executive Officer as the Executive Director in charge of overseeing the functioning of the internal control and risk management system.

The Chief Executive Officer defines, for the matters not falling within the Board of Directors' remit, operating policies and related risk control procedures, identifying and evaluating, including on the basis of management trends and departures from forecasts, any and all factors giving rise to risks, and assesses the functioning, effectiveness and efficiency of the internal control system, promoting the updating of the same as may be necessary or useful, from time to time.

The Chief Executive Officer shall, *inter alia*:

1. identify the main company risks, taking due account of the business operations of the Company and its subsidiaries, and submit periodic reports on the same to the Board of Directors and the Internal Audit and Risk Committee;
2. implement the guidelines laid down by the Board of Directors in designing, setting up and managing the internal control system, and constantly monitor the overall adequacy, effectiveness and efficiency of the same, whilst also adapting the said system to changes in operating conditions and in the applicable statutory and regulatory framework;
3. recommend to the Board, after hearing the opinion of the Internal Audit and Risk Committee, the appointment and or

dismissal and, after hearing the opinion of the Remuneration and Nomination Committee, the remuneration of a person in charge of internal control;

4. request that the heads of Internal Audit, Compliance or Risk Management, each according to their respective competencies, conduct audits of specific operating areas and compliance with internal rules and procedures in carrying out company operations;
5. report in a timely manner to the Internal Audit and Risk Committee and the Board of Directors on problems and critical issues brought to light, or of which he has otherwise become aware, so that they may undertake the appropriate initiatives.

The Internal Auditor directly reports to the Board of Directors. With regard to the activity performed, the Internal Auditor directly reports to the Board of Directors, the Board of Statutory Auditors and the Internal Audit and Risk Committee.

10.2 Internal Auditor

On 25 September 2003, the Board of Directors appointed Francesco Barraco Head of the Internal Control Department and Head of the Internal Audit Function, with effect as from 1 October 2003.

The Internal Audit Department is an independent function intended, on the one hand, to supervise, from a third-tier standpoint and including through onsite checks, the regular course of operations and evolution of risks and, on the other, to assess the completeness, adequacy, functionality and reliability of the organisational structure and the other components of the internal control system, as well as to inform the company bodies of possible improvements, in particular to the Risk Appetite Framework, risk management process, and risk measurement and control instruments.

The Internal Audit function is charged with constantly and independently verifying that the internal control system is completely adequate, fully functional and operational. The Internal Audit function assesses and contributes to the improvement of the governance, risk management and control processes through a systematic professional approach.

The Internal Auditor:

1. is charged with verifying that the internal control system is always adequate, fully operational and functional; to that end, he verifies, both on a ongoing basis and in relation to specific needs, and in accordance with international standards, the suitability of the internal control and risk management system, through an audit plan approved by the Board of Directors and based on a structured process of analysis and prioritisation of the main risks;

2. is not to be assigned responsibilities for any operating department and not to be hierarchically answerable to the head of any operating department, including the administration and finance department;
3. is to be afforded direct access to any and all the information that may be useful for the performance of his duties;
4. is to be endowed with adequate resources for the performance of his assigned duties;
5. reports on his actions to the Internal Audit and Risk Committee, the Board of Statutory Auditors, the Board of Directors and the Chief Executive Officer, preparing periodic reports containing adequate information about his activity, the manner in which risks are managed and compliance with the plans defined to contain those risks. Specifically, he expresses an opinion on the effectiveness of the internal control and risk management system in ensuring an acceptable overall risk profile;
6. prepares reports on events of particular significance in a timely manner, forwarding them to the bodies mentioned above;
7. verifies the reliability of the systems in the context of audit plans;
8. has a budget to refer to for completing his tasks and activities.

During the year, Internal Audit activity pertained in particular to the safeguards associated with risks arising from IT and security processes, privacy, the processing of customers' orders, risk management (credit, liquidity, operating, anti-money laundering and fraud risks), investment services and administrative and accounting entries, with intervention at all levels of control with the responsible departments. The Internal Auditor also monitored the improvement paths for existing controls, which were initiated as a result of previous audits (follow ups).

Main features of the Company's risk management and internal control systems related to the financial reporting process (pursuant to Article 123-bis, paragraph 2, letter b), of TUF).

Foreword

The risk management and internal control system as it relates to the financial reporting process adopted by the bank (the "System") is part of the broader Internal Control and Risk Management System described in the previous section.

The System addresses the issues of internal control and risk management arising in respect of the financial reporting process, from an integrated perspective, with a view to identifying, assessing and containing the so-called financial reporting risks (i.e., risks of errors leading the annual financial statements, the condensed half-yearly financial statements,

the consolidated financial statements and/or other financial disclosures and filings to reflect a view of the balance sheet, income statement and/or cash flow that cannot be described as true and/or fair) to which the Company and the Group are exposed.

The System is thus intended to guarantee the reliability, accuracy and timeliness of financial reports. To this end, the bank created a financial reporting risk model consisting of principles and rules that aim to guarantee an adequate administrative and accounting system, in part by ensuring the availability of procedures and instructions.

The Manager in charge of the company's financial reports works within this framework. The Manager is charged by Italian Law No. 262 of 28 December 2005 ("Law 262") with the critical task of ensuring the reliability of accounting documents and availability of adequate administrative and accounting procedures for listed companies based in Italy. The Manager in charge of the company's financial reports is responsible for defining the methodological and organisational aspects of adopting the financial reporting risk model within the Company and Group, to the extent of the powers and means granted to him/her under paragraph 4 of Article 154-bis of the TUF.

The financial reporting risk model adopted is based on a process developed by the Company in accordance with the following reference frameworks, which are generally recognised and accepted internationally:

- (i) the CoSO (Committee of Sponsoring Organisation of the Treadway Commission). Internal Control - Integrated Framework, released in 1992, defines guidelines for assessing and developing an internal control system. In the CoSO Framework, the model refers to the component of the internal control system concerning the processes of collection, processing and publication of financial information flows (financial reporting);
- (ii) COBIT (Control Objective for IT and Related Technology, built by the IT Governance Institute based on the CoSO Framework), provides specific IT guidelines and can be used together with ITIL (Information Technology Infrastructure Library, a framework already used by the Group) and ISO/IEC 27001 (International Organisation for Standardisation/Information Electrotechnical Commission).

Within the Group, the financial reporting risk model has been extended to companies identified as relevant in the context of the model ("Companies within the Scope of Application"). In particular, the Companies within the scope of analysis area adopt a financial reporting risk model that is consistent with the model used by the Company so as to create a uniform system throughout the Group. The models are then changed as indicated by Banca Generali's Manager in charge of the company's financial reports.

Key characteristics of the existing risk management and internal control system as it relates to the financial reporting process

The key characteristics of the financial reporting risk model adopted by Banca Generali are summarised below, with particular reference to: (A) phases of the model; (B) departments/employees involved in the model and their respective roles, and information flows.

(A) Phases of the financial reporting risk model

The different phases of the financial reporting risk model were defined by the Company based on the reference framework (CoSO Framework). In detail, the model may be divided into the following phases: (i) identification and assessment of financial reporting risks, (ii) identification and assessment of controls for mitigating identified risks.

(i) Identification and assessment of financial reporting risks

To identify and assess financial reporting risks, the Company identifies the relevant companies and significant information (consolidated accounts and company-wide processes), considering both quantitative and qualitative elements. Companies within the scope of analysis are those that, in considering the relationships between the assets, revenues and profit or loss of the individual companies and consolidated balances, exceed specific limits established by best market practice (in 2014, such companies accounted for nearly all of consolidated assets). In relation to the consolidated accounts, significance is determined based on the guidelines generally used in audit procedures. Processes are considered significant and therefore subject to analysis if, from an accounting perspective, they have a potential impact on the consolidated accounts. All processes involved in period-end reporting are included in the scope of processes to be analysed. Each process is assigned an analysis priority based on quantitative elements. Lastly, qualitative elements referring to the companies' risk profiles, which are based on both internal and external factors, are added to the scope of analysis. The scope of analysis is revised at least annually or when warranted by changes in the Group's structure.

Each risk is evaluated to determine its level of significance based on the parameter "inherent risk" (or gross risk), which does not consider the mitigating effect of controls associated with it. The assessment of gross risk is based on a combination of (i) the probability that the event, that could potentially cause an administrative or accounting error, will occur during a specific timeframe, and (ii) the impact that such event could have on accounting and financial data and, consequently, on the presentation of a true and fair view of assets, liabilities, profit or loss and financial position. The probability is determined by the frequency of controls and how they are carried out, while the impact is measured based on the analysis process' priorities, as described above. The result of the assessment process can be either "high", "medium"

or "low". Furthermore, as part of the assessment, control objectives are established in accordance with market best practices. Each control objective is associated with a specific financial assertion (existence or occurrence, completeness, valuation or allocation, presentation and disclosure, rights and obligations).

(ii) Identification and assessment of controls for mitigating identified risks

The financial reporting risk model includes the following types of controls: (a) company-level; (b) process-level; (c) information technology.

The structure of the controls is designed so as to allow adequate identification and assessment and is based on four main characteristics:

1. time of execution: controls can be either preventative or after-the-fact;
2. the execution procedure: manual, automatic or semi-automatic;
3. nature (i.e., structural characteristics): authorisation, reconciliation, management review, etc.;
4. frequency (i.e., time interval of controls): weekly, monthly, quarterly, etc.

Control analyses include a phase in which the adequacy of the design is evaluated and a phase in which the actual application is evaluated according to specific methods for each type of control. If during these phases shortcomings are identified in the management of financial reporting risk, the appropriate corrective measures or actions are determined. The implementation of corrective measures or actions is constantly monitored by the Manager in charge of the company's financial reports.

(a) Company-level controls

The goal of company-level controls is to ensure the existence of an organised, formal company structure designed to reduce the risk of improper conduct through adequate governance systems, standards of conduct based on ethics and integrity, efficient organisational structures, clarity in the assignment of powers and responsibilities, adequate risk management policies, employee disciplinary systems, efficient codes of conduct and fraud-prevention systems. Adequacy assessments focus on ensuring the existence and dissemination of the appropriate tools (such as policies, codes, rules, service rules, etc.) used to identify rules of conduct applicable to company employees. The next phase involves evaluating the actual application of the aforementioned rules.

(b) Process-level controls

Process-level controls are carried out at a more detailed level than company-level controls and are aimed at mitigating financial reporting risk through controls included in the Company's operating processes. Assessments of control adequacy are carried out by identifying company processes, determi-

ning the key controls used to manage financial reporting risk and evaluating the appropriateness of such controls in mitigating this risk. Efficiency assessments involve verifying the actual and correct execution of controls and the adequacy of related documentation.

(c) Controls on Information Technology (IT)

IT controls focus on processes associated with managing and handling information stored in the computer systems used to create the financial statements. Specifically, analyses are performed on controls concerning software purchases and maintenance, physical and logical security management, application development and maintenance, data completeness and accuracy, IT risk analysis and information system management. As for the applications used to create the financial statements in relation to business processes, as well as period-end reporting, analyses focus on evaluating the adequacy of controls as they pertain to the key best practices and reference frameworks used and ensuring that controls remain functional according to standardised methodologies. The analyses also evaluate the efficiency of the main automatic controls performed by applications as part of major processes.

(B) The departments/employees involved in the model, their roles and information flows

Consistent with the internal control and risk management system adopted by the Company, the financial reporting risk model engages its corporate boards and operating and control units in an integrated management approach based on the various levels of responsibility so as to guarantee the model's ongoing adequacy.

The Board of Directors, with the support of the Internal Audit and Risk Committee, ensures that the model enables the identification, assessment and control of major risks, at both the Company and Group level, through the definition of strategies and general internal-control and risk-management guidelines. In compliance with applicable legislation, the Board also ensures that the Manager in charge of the company's financial reports has the necessary means and powers to perform the duties assigned to him/her under Italy's Law No. 262.

The Manager in charge of the company's financial reports is responsible for implementing, maintaining and monitoring the financial reporting risk model in compliance with the strategies defined by the Board. Accordingly, the said Manager is responsible for evaluating the adequacy and use of administrative and accounting procedures and their appropriateness to present a true and fair view of the assets, liabilities, profit or loss and financial position of the Company and Group. In fulfilling these responsibilities, the Manager in charge of the company's financial reports is supported by a special unit (Law 262 Organisational Unit) that is charged with the task of coordinating all activities necessary for the correct performance of the duties assigned to him. The Unit also serves as a point of reference for the entire Group as regards the management of administrative

and accounting risks through guidance and coordination activities.

Banca Generali's Regulations Service is responsible for mapping the Company's processes, and therefore also the administrative and accounting processes of the Group's companies; it ensures that the information and documentation pertaining to them is kept up-to-date.

The Internal Audit Department periodically evaluates the efficiency of procedures and controls included in these processes and supports the Law 262 Organisational Unit in its assessment of the risks and related controls within the Group's administrative and accounting processes.

The Compliance Service is responsible for checking and assessing the appropriateness and effectiveness of administrative and accounting processes, with a view to ensuring compliance with any and all applicable regulatory provisions governing the performance of any and all the banking and investment services offered by the Banking Group, especially so as to minimise the risk of non-conformities.

Process Owners (managers of the Company's and Group's Organisational Units) are in charge of managing one or more major processes in accordance with Law No. 262. They are responsible for ensuring that the documentation system put in place by the Group's dedicated units is consistent with actual operations. This is achieved by promptly communicating changes that have been made and implementing corrective actions designed to address any shortcomings found.

Furthermore, if key activities and/or controls that are the responsibility of a department other than the Process Owner's are identified within a process, a Sub-Process Owner is appointed with the duty and responsibility of ensuring that operations are consistent with company procedure. This is achieved by identifying, formalising and continuously updating the portion within one's remit.

The Company also developed – through a special circular related to all Group companies – a documentation system that ensures that all boards, departments and employees with specific tasks within the internal control and risk management system work together to complete their respective duties.

The activities, information and documents included in the financial reporting risk model are managed using computer applications that are shared with other control units.

The Manager in charge of the financial reports of the Company reports to the Board of Directors on a regular basis as to the activities carried out in exercising his functions.

10.3 Organisational model pursuant to Legislative Decree No. 231/2001

Legislative Decree No. 231 of 8 June 2001 introduced the principle that corporations may be held liable for specifically listed offences committed or attempted in their interest and/or for their

benefit by individuals entrusted with corporate representation, administration and management, or individuals subjected to the management or oversight of one of the latter.

The above-mentioned Decree provides for exemption from this form of liability in the case of entities which have adopted and effectively implemented organisational and management models designed to prevent the aforesaid offences.

The adoption of an Organisational and Management Model (hereinafter the "Model") is not an obligation or duty, but a right, that the Company has decided to exercise in order, not only to restructure and formalise, where necessary, a system of preventive checks aimed at preventing conduct entailing administrative liability for the Company pursuant to the above-mentioned Decree, but also to ensure the Company's own integrity, and to boost the effectiveness and the transparency of corporate operations.

The Board of Directors approved the Company's Organisational and Management Model, drawn up in light of the Company's specific operating conditions and requirements. The aforesaid Model must be constantly updated taking due account of changes in the relevant regulatory framework. A copy of the Model is available on the website www.bancagenerali.com/About us/Corporatestructure/BancaGenerali.

Apart from meeting all the necessary formal requirements, the Model fully achieves, even in substance, the aforesaid main goal underlying its adoption and aims at preventing from all types of offences contemplated in the relevant laws. The Model is complemented by regulations and corporate rules, is made up of a structured set of principles, rules, provisions and organisational layouts pertaining to the management and oversight of business operations, and is contained in an illustrative document that sets forth the general rules that make it impossible for the offences to be committed without fraudulently violating the model.

In accordance with the provisions of the aforesaid Decree, the task of supervising compliance with the Model and updating the same must be entrusted to an independent and qualified body set up within the entity, and endowed with autonomous powers of initiative and oversight.

In this regard, the regulations applicable to the Company provide precise rules for the assignment of the role of Supervisory Body, which was previously based on internal assessments and the guidelines proposed by industry associations. According to Article 6, paragraph 4-bis of Legislative Decree No. 231/2001, as introduced by Article 14, paragraph 12, of Law No.183 of 12 November 2011 ("Provisions for preparing the annual and multi-year state budget – 2012 Stability Law"), corporations are now authorised to assign this role to the Board of Statutory Auditors. In addition, Bank of Italy's Circular Letter No. 263, as amended by the 15th update issued on 2 July 2013, provides that the body with control function (i.e., the Board of Statutory Auditors in the governance system adopted by the Company) generally also carries out the functions of the supervisory body.

The Corporate Governance Code approved by the Italian Stock Exchange in its latest version also shows a recommendation for

assigning the tasks of the Supervisory Body to the Board of Statutory Auditors.

In light of the foregoing, the Board of Directors of Banca Generali, on 1 April 2014, resolved to identify the Board of Statutory Auditors as the body entrusted with the Supervisory Body's functions, concurrently attributing to the latter all necessary powers to carry out such functions.

Accordingly, subject to prior verification that the integrity and professionalism requirements are met and that there are no relevant situations incompatible with taking on the office in question, the current members of the Board of Statutory Auditors are now members of the Supervisory Body, namely the Chairman of the Board of Statutory Auditors, Giuseppe Alessio Verni, and the Acting Auditors, Angelo Venchiarutti and Alessandro Gambi.

Furthermore, the following remuneration was established for the members of the Supervisory Body:

- euro 15,000 gross per year for the Chairman of the Supervisory Body, identified in the Chairman of the Board of Statutory Auditors;
- euro 10,000 gross per year for each of the other members of the Supervisory Body, identified in the Acting Auditors.

In carrying out its tasks, the Supervisory Body is also to avail of the support of other corporate functions, especially the Compliance function.

10.4 Independent Auditors

In light of the regulatory framework following the entry into force of the Italian Legislative Decree No. 303/2006, the Ordinary Shareholders' Meeting held on 24 April 2007 extended the appointment of the auditing firm Reconta Ernst & Young S.p.A., appointed with the resolution passed at the Shareholders' Meeting of 18 July 2006, to the date of approval of the financial statements for the year ended 31 December 2014. As a consequence of this extension, the total number of consecutive years subject to auditing is nine, and, therefore, the appointment complies with the provisions of Article 17, of Legislative Decree No. 39 of 27 January 2010.

10.5 Manager in charge of the company's financial reports

Article 154-bis of Legislative Decree No. 58 of 24 February 1998, introduced by Law No. 262 of 28 December 2005, requires *inter alia*:

- a) the Manager in charge of the company's financial reports to issue a written statement attesting that any and all notices

and information the Company discloses on the market in respect of its annual and/or interim financial reports corresponds to the documentary results, books and accounting records;

- b) the Manager in charge of the company's financial reports and the delegated Administrative Bodies to issue a joint written statement to be attached to the annual financial statements, the condensed half-yearly financial statements, and, where applicable, the consolidated financial statements, certifying the appropriateness and effective implementation of all relevant accounting and administrative procedures during the accounting reporting period, as well as warranting that all the related accounting documents were prepared in accordance with the international accounting principles generally accepted and applied within the European Union, and, accordingly faithfully reflect the contents of the Company's accounting books and records, with the result that the said accounting documents may be deemed to provide a true and fair view of the balance sheet, income statement and cash flow statement of the Company and the Group. Moreover, with respect to the annual financial statements and the consolidated financial statements, the said written statement shall certify that the related Directors' Report on Operations includes a reliable analysis not only of business trends and operating results, but also of the situation of the issuer and all the companies included in the scope of consolidation of the reporting entity, together with a description of the main risks and uncertainties to which the Company and Group are exposed, as well as, in respect of the condensed half-yearly financial statements, that the related interim Directors' Report comprises a reliable analysis of the information mentioned in paragraph 4 of Article 154-ter of TUF;
- c) the Board of Directors to oversee the appropriateness of the powers and resources made available to the Manager in charge of the company's financial reports and the proper implementation of "administrative and accounting procedures".

Pursuant to Article 23, paragraph 3, of the Articles of Association, the Board of Directors, after consultation with the Board of Statutory Auditors, appoints and dismisses the Manager in charge of the company's financial reports, in compliance with Article 154-bis of Legislative Decree No. 58 of 24 February 1998, establishing the powers and resources of the same.

Paragraph 4 of the same Article provides that the said Manager shall be selected from amongst the company executives in possession of the following professional qualifications:

- adequate professional experience for a suitable length of time or, in any event, of no less than three years, in activities of administration, management or control or professional activities in the banking, insurance and financial sectors; or
- specific know-how in the field of financial reporting and auditing, in respect of listed issuers or their subsidiaries and in the management or oversight of related administrative procedures, acquired over at least five years of experience in positions of responsibility for operating structures within the company, the group or other comparable corporations or entities in terms of business sector and organisational structure.

The said Manager must furthermore meet the requirements of integrity imposed under regulations governing the assumption of corporate offices. Loss of the requisite of integrity determines fall from office.

On 26 June 2013, pursuant to the Articles of Association, and having heard the opinion of the Board of Statutory Auditors, the Board of Directors appointed Stefano Grassi to serve, as of 1 September 2013, as Manager in charge of the company's financial reports, within the meaning of Article 154-bis of Legislative Decree No. 58/1998, having ensured that he was fit and proper for such appointment within the meaning of Article 23 of the Articles of Association, and determining the powers and resources to be made available to him for the discharge of his assigned duties.

Stefano Grassi is the head of the CFO Area (i.e., the area including the Finance Department, Planning and Control Department and the 262 Organisational Unit) and is tasked with ensuring the proper and timely preparation of the Company and the banking group's accounts, as well as discharging related accounting and regulatory formalities, and drawing up financial reporting and tax compliance guidelines and policies in line with corporate strategies and targets.

The Board of Directors of 26 June 2013, effective 1 September 2013, granted Stefano Grassi, Head of the CFO Area and assigned the role of Manager in charge of the company's financial reports, the following powers, which are to be exercised, under his sole signature, in accordance with the general directives imparted by the Board of Directors and the guidelines established by the Chief Executive Officer and the General Manager, as well as in the context of the strategies of the banking group in question:

1. to coordinate and supervise the activities of the Departments and Services that report to his Area of competence, reporting to the Joint General Manager on the results and activities of those departments and services;
2. to implement Board resolutions, in the course of all activities falling within his remit, in accordance with the guidelines imparted by the Chief Executive Officer and the General Manager;
3. in the course of all activities falling within his remit, to recommend to the Joint General Manager, to whom he reports, measures designed to ensure the optimal organisation of the activities of the Company's offices, on the basis of functional criteria that, by breaking down tasks, allows for concurrent

- and subsequent checks, as well as the determination of individual responsibilities;
4. to recommend to the Joint General Manager, to whom he reports, up to the limits of his responsibilities, to determine the job description and assigned tasks of employees in service at offices, in accordance with the guidelines established by the Board of Directors and the Chief Executive Officer;
 5. to draw up proposals regarding the annual budget and strategic three-year plan;
 6. to submit proposals concerning the draft financial statements and consolidated financial statements, as well as interim financial reports;
 7. as Manager in charge of the company's financial reports, within the meaning of Article 154-*bis* of Legislative Decree No. 58/1998, to ensure that any and all notices and information the Company discloses to the market in respect of its annual and/or interim financial reports, are accompanied by a written statement issued by him, and attest that the said notices and information corresponds to the documentary results, books and accounting records;
 8. as Manager in charge of the company's financial reports, within the meaning of Article 154-*bis* of Legislative Decree No. 58/1998, to draw up suitable administrative and accounting procedures for the preparation of the annual and consolidated financial reports, as well as any and all other financial notices;
 9. as Manager in charge of the company's financial reports, within the meaning of Article 154-*bis* of Legislative Decree No. 58/1998, to certify, in a specific report drawn up in accordance with the form established by the Italian stock-market regulator Consob and attached to the annual financial statements, the condensed half-yearly financial statements and the consolidated financial statements, the appropriateness and proper application of the procedures mentioned in the preceding point, during the period of reference of the financial statements in question, further attesting that the latter provide a true and fair view of the balance sheet, profit and loss account and cash flow statement of the issuer and all the companies included in the scope of consolidation of the reporting entity;
 10. to certify that the documents were drawn up in accordance with the international accounting principles applicable within the European Community pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and Council of 19 July 2002;
 11. to certify that the Directors' report on operations attached to the annual financial statements and the consolidated financial statements includes a reliable analysis of the business trends, operating result and financial situation of the issuer and all the companies making up the reporting entity, as well as a description of the main risks and uncertainties to which the latter are exposed;
 12. to certify that the interim Directors' report on operations attached to the interim financial statements includes a reliable analysis of the information mentioned in Article 154-*ter*, paragraph 4;
 13. to assume any commitment, including of an economic nature, and undertake whatsoever else that may be necessary for discharging the tasks mentioned in Article 154-*bis* of Legislative Decree No. 58/1998;
 14. for the purposes of discharging the tasks and/or exercising the powers mentioned in Article 154-*bis* of Legislative Decree No. 58/1998, to avail of the support and collaboration of other corporate functions (including the Internal Audit service), should intervention by the latter be deemed necessary or even merely useful towards such end;
 15. to express his opinion concerning the proposals formulated by the Central Managers responsible for writing off loans, totally or partially waiving repayment of any credit extended, and thus waiving the guarantees acquired, where applicable, consenting to notations for the cancellation, subrogation, restriction, reduction and/or subordination of mortgages and/or liens and/or other collateral and settling disputed positions;
 16. to express his opinion concerning the proposals formulated by the Central Managers responsible for writing off expenses incurred by the company due to employees' errors;
 17. within the framework of the budget approved by the Board, to cover the Company's current expenses;
 18. to represent the Company before any and all offices of the Financial Administration and to effect any and all tax filings and related formalities; to resist tax assessments and audits and to settle tax disputes;
 19. within the framework of the budget approved and up to the limits of his responsibilities, with a threshold of 100,000.00 euros for each individual asset, to acquire, dispose of or barter moveable assets, including those subject to registration, to collect amounts due by way of prices and to delegate, in whole or in part, the payment thereof, as well as the power to authorise payment by instalments with or without mortgage guarantees or hypothecation;
 20. within the framework of the approved budget and within his remit, to negotiate and enter into, amend and terminate lease agreements, tender agreements, as well as agreements for rental, maintenance, supply, insurance, carriage, loan for use, security and transport services for cash and cash equivalents, brokerage, intermediation, advertising, agency and deposit services, as well as to enter into commitments for the supply of tangibles, the acquisition of intangibles, and the procurement of services rendered by third parties or consultants or other professionals, up to the ceiling of 100,000.00 euros per transaction, it being understood that, in the case of multi-year transactions the aforesaid ceiling shall apply on a per annum basis, provided that the said multi-year

transactions do not extend over more than three years, and further provided that the aforesaid thresholds shall not apply to contracts with ordinary utilities companies providing essential services (electricity, telecommunications, etc), or payments required pursuant to law;

21. within the limits of his responsibilities and delegated powers or with the approval of the relevant corporate organ, to operate the Company's accounts and effect any and all withdrawals in general, drawing the related cheques or other negotiable instruments, up to the extent of actual deposits;
22. within the limits of his responsibilities, to liaise with any and all public authorities and bodies, the Bank of Italy, Consob, as well as any and all national and international entities and organisations, to effect any and all transactions with the Public Debt Office, the Italian investment organisation known as Cassa Depositi e Prestiti, the Bank of Italy, the manager of the electronic securities administration system, Monte Titoli, the Italian Inland Revenue Service, the Italian state railways, the Post Office, customs, energy and other utilities companies, and any and all other bodies, undertakings and corporations in general, making collection of any and all securities, monies and other receivables, and issuing valid receipt in respect of the same;
23. with the approval of the relevant corporate organ, to approve loans, agreements for the rendering of any and all types of banking services, financing, exemptions from liability in the case of the loss, theft and/or destruction of securities and cheques, personal guarantees, including performance bonds, payment bonds, suretyships, and commitments to honour bills of exchange;
24. to issue demand drafts;
25. to sign, on the behalf and in the name of the Company, any and all ordinary correspondence and deeds pertaining to the exercise of delegated powers;
26. to open and close, in the Company's name and on the latter's behalf, current and securities deposit and management accounts of any nature, sort, type or kind whatsoever, with banks, post offices or other authorised custodians, deposits subjected to central management by the Bank of Italy, as well as with bodies specialising in the administration of securities, negotiating and stipulating any and all related contractual terms and conditions;
27. to foreclose loans and collect any and all monies or amounts due to the Company, issuing full redemptory receipt therefore;
28. to endorse and issue receipt for any and all securities, including, regardless of form, bills of exchange, cheques, money orders, securities and the like, as well as bills of lading and other deeds representing documentary credit, and equity and debt securities, and any and all other financial instruments and commercial paper in general;
29. to exercise the powers granted to him from time to time by the regulations adopted by the bank and all other powers

granted to him on an ongoing basis or from time to time by the Board of Directors or General Manager, in the context of his responsibilities.

In order to fully comply with the regulation in question, in early 2007, the Company launched an initiative known as the FARG – *Financial Accounting Risk Governance* Project, the management of which was entrusted to a specific structure charged with centrally coordinating all the related activities and supporting project-related worksites specifically established for such purpose. The previous section “*Key characteristics of the existing risk management and internal control system as it relates to the financial reporting process*” provides further information on FARG.

10.6 Coordination amongst parties involved in the internal control and risk management system

Methods of coordination between the various parties involved in the internal control and risk management system have been established with the aim of avoiding overlapping and ensuring complete coverage of the various risks. Efforts to this end included the following:

- i) setting up of the Risks Committee, a collegial body including the Chief Executive Officer, General Management and Area Central Managers;
- ii) collegial meetings were planned between the Board of Statutory Auditors and the heads of control functions, also in conjunction with the preparation of the activity plan;
- iii) a specific circular letter was issued concerning the coordination of activities between internal audit, compliance, anti-money laundering and risk management and all other control functions, with the aim of formulating an effective activity plan, while respecting the independent authority of each;
- iv) the Boards of Statutory Auditors of Group companies periodically hold joint meetings;
- v) the Board of Statutory Auditors participates in the meetings of the Internal Audit and Risks Committee and the Chairman of the Board of Statutory Auditors participates in the meetings of the Remuneration and Nomination Committee;
- vi) the Board of Statutory Auditors has been acting as Supervisory Body since 1 April 2014;
- vii) the various control functions perform the necessary analyses jointly on specific projects and subjects.

For information concerning the other parties involved in the internal control and risk management system, refer to Chapter 10, Internal Control and Risk Management System.

11. DIRECTORS' INTERESTS AND RELATED PARTY AND CONNECTED PARTY TRANSACTIONS

In compliance with Article 2391-bis of the Civil Code and Article 4 of the Regulation on Related Party Transactions (approved pursuant to Consob Resolution No. 17221 of 12 March 2010, as further amended and extended by Consob Resolution No. 17389 of 23 June 2010), Banca Generali's Board of Directors – after hearing the opinion of the Internal Audit and Risk Committee set up within the Board of Directors and made up of independent directors – approved procedures aimed at ensuring the transparency, as well as the procedural and substantive correctness of related party transactions (the “Related Party Transaction Procedure” or merely the “Procedure”).

Following the adoption by the Bank of Italy, on 12 December 2011, of the Provisions on risk activities and conflicts of interest of banks and banking groups with Connected Parties, on 21 June 2012 the Board of Directors of Banca Generali, in light of the contiguity of the matters, supplemented the above Procedure by including the provisions on Connected Parties within the same Procedure and passing resolution on a new version of the “Related Party and Connected Party Transaction Procedure”.

The procedure in question was last revised in accordance with Article 150 of TUF and the provisions introduced by Bank of Italy's Circular Letter No. 263 on Transactions of Greater Importance. The new *Procedure for Related Party and Connected Party Transactions and Transactions of Greater Importance* is intended to implement Consob and Bank of Italy regulations, by adopting, at group level, rules on Transactions with Related Parties and Connected Parties and Transactions of Greater Importance, governing the related investigation, approval, reporting and disclosure activities.

The Procedure applies to Related Party Transactions and Connected Party Transactions that:

- a) are to be effected in exercise of the Company's powers of management and coordination over subsidiaries within the meaning of Article 2359 of the Civil Code; and
- b) pursuant to the system of delegated powers currently in force, are subject to prior assessment and approval by the Company.

Authorisation must be obtained from the Company in any event for any and all Highly Significant Related Party Transactions or Connected Party Transactions to be effected by Italian or foreign subsidiaries within the meaning of Article 2359 of the Civil Code.

To ensure full and proper disclosure of any and all Related Party and Connected Party Transactions and Transactions of Greater Importance effected by the Company, the Procedure also requires:

- (i) the Company's Board of Directors to include an account of all related party and connected party transactions conclu-

ded during the year, including through subsidiaries. in the Directors' Report on Operations pursuant to Article 2428 of the Civil Code;

- (ii) the decision-making body through the Chief Executive Officer to report to the Board of Directors, as well as the Board of Statutory Auditors in respect of the conclusion of any and all Moderately Significant Related Party and Connected Party Transactions and Transactions of Greater importance, at least on a quarterly basis;
- (iii) the Chairman of the Board of Directors to ensure that adequate information on all Moderately Significant Related Party Transactions pertaining to the Board of Directors and all Highly Significant Related Party Transactions without exception, is made available not only to all Directors in compliance with Article 2381 of the Civil Code, but also to the Board of Statutory Auditors;
- (iv) the Board of Statutory Auditors to monitor compliance with the provisions of the above-mentioned Procedure and submit a report in such regard to the Shareholders' Meeting pursuant to Article 2429, paragraph 2, of the Civil Code and Article 153 of TUF.

Moreover, since Banca Generali belongs to the Generali Group, any and all transactions effected with related parties of the parent company Assicurazioni Generali must be identified and managed in accordance with the provisions of the Procedures adopted by Assicurazioni Generali in such regard, with the result that in certain cases, the said transactions may be subject to prior approval by the parent company.

The Procedure for Related Party Transactions can be viewed on the corporate website (www.bancagenerali.com), section “Corporate Governance – Corporate Governance System – Governance Policies”.

Moreover, Bank of Italy's Circular Letter No. 263 introduced new industry-wide regulations governing risk-taking and conflicts of interest in respect of Connected Parties (Title V, Chapter 5, of the said Circular Letter). These provisions are aimed at containing the risk that the closeness of certain persons to the bank's decision-making centres could compromise the objectivity and impartiality of decisions pertaining to the approval of loans and other transactions involving the said persons, and potentially give rise to distortions in the resource-allocation process, expose the bank to risks that are not adequately measured or contained, and/or result in harm and losses to depositors and shareholders. In pursuit of this objective, the aforesaid regulatory provisions include within the scope of the term “Related Parties”, first and foremost, the company top management, main shareholders and other persons in a position to influence bank management, in light of their seniority or authority, or otherwise, the delegated powers vested in them, whether to be exercised individually or

jointly with others. The regulatory provisions specify that conflicts of interest might emerge even in course of business and other dealings with subsidiaries or entities over which the bank exercises considerable influence, or in respect of which the bank is significantly exposed pursuant to loans, and/or as a result of participating interests held in the same.

Under the aforesaid provisions, any related party and any and all persons thereto connected fall within the scope of the definition of the term “connected parties”, all of which are subject to quantitative restrictions and procedural rules imposed under the said regulatory framework. The quantitative restrictions consist in the imposition of prudential limits on the amount of risk a bank or banking group may assume in respect of the said parties, it being understood that the related ceilings are differentiated on the basis of the type of related party in question, with a view to ensuring proportionality with the closeness of the ties and the repercussions of associated risks in terms of sound and prudent business management. In light of the greater risks associated with conflicts of interest in bank-industry relations, more stringent limits are envisaged for risk activities carried out with related parties qualifying as non-financial entities. The regulatory framework is completed by supplementing prudential restrictions with procedural requirements entailing specific decision-making steps designed to ensure the proper allocation of resources and adequately protect third parties against undue harm and losses. Moreover, specific guidelines relating to organisational arrangements and internal controls enable the identification of corporate bodies' responsibilities and corporate functions tasks with respect to the objectives of conflicts of interest prevention and management, as well as the obligations for identifying the Connected Parties and monitoring exposures over time.

In order to duly implement the above-mentioned regulatory framework, on 18 December 2012, Banca Generali's Board of Directors approved specific “Internal Policies Governing Controls of Risk Assets and Conflicts of Interest in Relation to Connected Parties”, which are constantly updated by the Board of Directors to keep them in line with company's organisational structure.

The said “Policies”, *inter alia*:

- (i) require risk-appetite levels to be maintained in line with the strategic profile and organisational features of the bank or banking group, it being understood that the risk appetite is also defined in terms of the maximum risk exposure towards connected parties that may be considered acceptable in light of regulatory capital requirements, taking due account of the cumulative risk assumed in respect of the sum total of connected parties;
- (ii) without prejudice to Banca Generali's existing rules and regulations with regard to conflicts of interests, set forth specific provisions governing business dealings with connected parties, and the sectors of operations and types of economic relationships involved, which, whilst not necessarily entailing risk-taking, could give rise to conflicts of interest;
- (iii) regulate organisational processes designed to identify and individually list all connected parties, duly recording and quantifying any and all transactions effected with the same, at all stages of the relationship;
- (iv) require the implementation of checks and monitoring procedures designed to ensure that risks are properly assessed and managed throughout the course of dealings with connected parties, and that internal policies are appropriately designed and effectively enforced.

Obligations of Company Officers and Executives Pursuant to Legislative Decree No. 136 of TUB

With regard to the obligations binding on company officers and executives of banks, it must be borne in mind that pursuant to Article 136 of the TUB, as most recently amended with Legislative Decree No. 179/2012, the said persons are barred from assuming obligations and/or effecting trading transactions of any nature or kind whatsoever, with the bank. This prohibition may only be overcome with the favourable resolution of the governing body, and with the unanimous vote of all the members of the control body, without prejudice to the obligations set forth by the Civil Code regarding the directors' interests, as well as related party and connected party transactions.

In order to ensure thorough oversight of situations that might give rise to a potential conflict of interest, Banca Generali took the appropriate measures, and in particular all company exponents are directly and personally informed, upon appointment, of the content of the legislation in question through a brochure entitled “Obligations of Bank Exponents – General Concepts”, which summarises applicable legislation and the pertinent interpretative guidance, as well as a “Declaration Form” that all company exponents are to compile and that satisfies both the Consob and Bank of Italy rules on Related Party and Connected Party Transactions and the prescriptions of Article 136 of TUB.

Moreover, bearing in mind that on 21 June 2012, in compliance with the requirements imposed under the Consob Regulation No. 17221 of 12 March 2010 and the Bank of Italy Provisions of 12 December 2011, Banca Generali S.p.A.'s Board of Directors approved the “Procedure for Transactions with Related Parties and Connected Parties”, within the framework of an internal project aimed at designing and implementing, both from an IT and an organisational standpoint, a multi-regulatory process for managing the type of transaction in question, Banca Generali adopted the application software Easy Regulation that enables: (i) the identification and listing of Relevant Persons, whilst also allowing data pertaining to the same, to be managed and processed; (ii) the identification of those Bank's transactions that fall within the scope of the various regulations; (iii) the registration and monitoring of the said transactions; (iv) the identification of

transactions subject to specific procedural requirements, whilst supporting the computerised management and processing of transactions that exceed significance thresholds; (v) the production of personalised reports.

It must be pointed out that the process model selected by Banca Generali and supported by Easy Regulation is designed to ensure the streamlined, integrated and multi-regulatory management of Related Party and Connected Party Transactions and transactions with Company Officers and Executives pursuant to Article 136 of TUB.

Lastly, in compliance with the provisions set forth in the *Procedure for Related Party and Connected Party Transactions and Transac-*

tions of Greater Importance, the Bank's specific unit, made of one or more members of the Corporate Secretariat Service, has been entrusted with the following main tasks: (i) updating the list of the persons and parties involved, after having identified the latter; (ii) managing decision-making procedures, information flows regarding the transactions, and relations with the Internal Audit and Risk Committee and the Board of Directors; (iii) managing internal and external transparency obligations with supervisory bodies; (iv) drawing up the reports to be filed under the aforesaid Consob and Bank of Italy regulations; (v) coordinating activities with relevant corporate functions of the Parent Company and Subsidiaries.

12. APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors consists of three acting and two alternate Auditors, whose functions, duties and terms of office are defined by the law.

Pursuant to Article 20 of the Articles of Association, acting and alternate Auditors must possess the requisites required by law and are eligible for reappointment. Those whose situations are incompatible pursuant to law and persons who serve as company directors or officers in other companies beyond the thresholds established under applicable regulations may not be appointed to the Board of Statutory Auditors, and if so appointed, will fall from office.

Auditors are appointed on the basis of lists of candidates, in accordance with the procedures set forth below.

Those shareholders who, alone or in conjunction with other shareholders represent the percentage of share capital envisaged for the Company to submit lists of candidates for appointment of the Board of Directors, are entitled to submit a list. Currently, the percentage is 1.00%. Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of Article 2359 of the Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of Article 122 of Legislative Decree No. 58 of 24 February 1998 as further amended, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) may contribute to the submission of only one list. In the event of breach, account will not be taken of the relative backing given to any of the lists.

The lists are made up of two sections: one for the appointment of the acting Auditors and the other for the appointment of the alternate Auditors. The lists contain a number of candidates no higher than the number of members to be elected, listed by progressive number. Each of the two sections of the lists, save for those featuring less than three candidates, must present candidates in a manner that ensures gender balance. Each candidate may appear on only one list, upon penalty of ineligibility. Together with each list and within the term established for the filing of lists, the shareholders submitting the lists must also file the following documentation at the registered office: (i) information pertaining to the identity of the shareholders submitting the lists, with an indication of the percentage of share capital they jointly hold; (ii) exhaustive information on the personal and professional features of the candidates included in the list; (iii) a declaration by shareholders other than those who, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter; (iv) the declarations in which each candidate accepts nomination and also certifies, under his own responsibility, the inexistence

of causes of incompatibility and of ineligibility, as well as possession of the requisites of integrity and professionalism which prevailing laws require for the office of Auditor of the Company. Within the term specified for the publication of the lists by the Company and in order to prove their entitlement to submit lists, shareholders shall file the documentation proving legal ownership of their shareholdings, in accordance with applicable laws and regulations, at the Company's registered office.

The lists, signed by the submitting shareholders, shall be filed at the Company's registered office no later than twenty-five days prior to the date set for the Shareholders' Meeting in first call. Furthermore, the list will be available at the Company's registered office, on the corporate website and in any and all forms required by applicable laws and regulations, no later than twenty-one days prior to the date set for the Shareholders' Meeting in first call. In the case where, by the aforesaid deadline, submission has been made of only one list or only of lists submitted by shareholders associated amongst themselves, the relevant statutory and regulatory provisions shall apply.

Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of Article 2359 of the Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree No. 58 of 24 February 1998 as further amended, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) shall be entitled to vote for only one list.

The first two candidates on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes from amongst the lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes shall be deemed elected acting Auditors; the first candidate on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes and submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes shall be deemed elected alternate Auditors. In the case where the number of acting Auditors belonging to the gender less represented falls short of the threshold established under applicable statutory provisions, the candidates appearing in the acting Auditor section of the list obtaining the highest number of votes will be replaced following the order in which the candidates were presented for election.

In the case where only one list is submitted, the entire Board of Statutory Auditors is appointed from the said list.

Should no list be submitted, the Shareholders' Meeting shall appoint the Board of Statutory Auditors and the Chairman thereof by majority of the votes cast, in accordance with law.

In the event of votes being equal between two or more lists, the younger candidates will be elected until all the posts to be assigned have been filled.

The first candidate on the list obtaining the highest number of votes, from amongst those lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes on the overall shall be elected Chairman of the Board of Statutory Auditors. In the event of submission of a single list, the first candidate specified therein will take the chairmanship.

In the case of the death, resignation or forfeiture of an acting Auditor, the first alternate Auditor belonging to the same list as the replaced Auditor will succeed him. Such alternate will succeed him for a period conterminous with the term of the other statutory Auditors in office at the time of his appointment as an Auditor. Should the outgoing Auditor be the Chairman of the Board of Auditors, his replacement on such Board shall also assume the Chairmanship of the Board of Auditors. In the case where it is not possible to proceed as indicated above and the procedure for the replacement of the members of the Board of Statutory Auditors

fails to ensure gender balance on the same, the term of the entire Board of Statutory Auditors shall be deemed to have expired in full with immediate effect, and accordingly, a Shareholders' Meeting must be called to pass resolutions on the appointment of a new Board of Statutory Auditors pursuant to the voting list system set forth above.

The members of the Board of Statutory Auditors must be selected from amongst persons who have acquired, on the overall, at least three years' experience in:

- a) professional activities or permanent university teaching in legal, economic, financial and technical/scientific subjects strictly pertinent to the Company's business activities;
- b) senior management functions in public entities or public administration operating in sectors strictly pertinent to the Company's activity.

In such regard, Article 20 of the Articles of Association provides that: (i) fields and sectors closely related to the Company's business activities shall include all those mentioned in point (a) above pertaining to banking, and economic sectors closely related thereto; (ii) economic sectors closely related to banking shall include the credit, parabanking, financial and insurance sectors.

13. COMPOSITION AND FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS (pursuant to Article 123-bis, paragraph 2, letter d) of TUF)

The Banca Generali's Board of Statutory Auditors currently in office was appointed by the General Shareholders' Meeting on 24 April 2012.

The Table provided in Attachment 3 hereto lists the members of the Board of Statutory Auditors as of 31 December 2014, other information about them and Board meeting attendance.

The Shareholders' Meeting of 24 April 2012 unanimously elected the members of the Board of Statutory Auditors from the only list presented by controlling shareholder Assicurazioni Generali S.p.A. The list contained the nominees that were elected, as follows: Acting Auditors (Giuseppe Alessio Verni, Alessandro Gambi and Angelo Venchiarutti) and Alternate Auditors (Luca Camerini and Anna Bruno).

At the time of the next renewal of corporate bodies, the Issuer shall implement all measures to comply with applicable laws governing gender balance within governing and control bodies as set forth by Law No. 120 dated 12 July 2011, effective as of the first renewal of corporate bodies subsequent to 12 August 2012. A summary profile of the members of the Board of Statutory Auditors is provided below.

Giuseppe Alessio Verni. Born in Trieste on 5 October 1964, Giuseppe Alessio Verni graduated in Economics from the University of Trieste in 1989. He is registered with the rolls of Certified Public Accountants and Commercial Experts of Trieste, as well as the list of Certified Auditors, the rolls of the Technical Consultants to the Civil Court of Trieste. Within the framework of his professional activities, he has acquired experience in the field of accounting, business administration, finance, taxation and tax litigation, and as a valuer of corporations and extraordinary corporate transactions. Since 1993, he has been an Official Receiver with the Civil Court of Trieste. He is member of the Board of Governors of the Order of Certified Accounting Consultants and Expert Accountants of Trieste. Within the banking Group, he also serves as the Chairman of the Board of Statutory Auditors of Banca Generali S.p.A and Generfid S.p.A. Giuseppe Alessio Verni is also a Statutory Auditor in other companies belonging to the Generali Group and another listed company, as well as Chairman of the Supervisory Board in an industrial listed company.

Alessandro Gambi. Born in Ferrara on 17 May 1965, he graduated in Economics from the University of the same city in 1989, he is registered with the Roll of Certified Public Accountants and Commercial Experts of Trieste, in the list of Certified Auditors since 2000 and with the rolls of the Technical Consultants and Experts since 1999. He provides specialist consultancy services in the fields of corporate accounting, taxation and company law, and is often appointed to value corporations ahead of extraor-

inary transactions. He serves as an Acting and Alternate Auditor at various Generali Group companies. He does not serve as an acting or alternate member on the Board of Statutory Auditors of any other listed company.

Angelo Venchiarutti. Born in Rome on 20 September 1956, he graduated in Law from the University of Trieste in 1981. He earned a doctorate in Civil Law in May 1983, was appointed Associate Professor of Comparative Private Law in 1999 and subsequently tenured Professor of Private Law. He currently holds various positions within the University of Trieste where he has conducted a large number of university and other courses. He is also involved in research, and has published a large number of papers on civil law, comparative private law and commercial and insurance law. He does not serve as an acting or alternate member on the Board of Statutory Auditors of any other listed company. Within the banking group, he also serves as the Chairman of the Board of Auditors of BG Fiduciaria SIM S.p.A.

Luca Camerini. Born in Trieste on 8 October 1963, he graduated in Economics from the University of Trieste in 1988. He is registered with the rolls of Certified Public Accountants of Trieste, as well as the list of Certified Auditors. He has had his own practice since 2008. Within the Banking Group, he is an Acting member of the Boards of Auditors of BG Fiduciaria SIM S.p.A. and serves as Acting Auditor and Alternate Auditor in other Generali Group Companies.

Anna Bruno. Born in Trieste on 16 October 1967, Anna Bruno obtained her diploma in Accounting and Business and is registered with the Roll of Certified Accountants and Expert Auditors of Trieste and the Institute of Certified Auditors. She serves as an Acting and Alternate Auditor at various Generali Group companies.

The Board of Statutory Auditors met 21 times in 2014. The average attendance of Auditors at Board of Directors' meetings in 2014 was 100.00%. A total of 20 meetings are planned for 2015. To date, 6 meetings have been held.

Under the Bank of Italy's Provisions, the company body vested with control functions is required to periodically verify its own adequacy in terms of powers, functioning and composition, taking into account the scale, complexity and activities of the Bank. These provisions also require the members of the company body vested with control functions to meet a level of professionalism in line with the size and operational complexity of the Bank, and to devote sufficient time and resources to discharging their duties, whilst also establishing that on the occasion of the ap-

pointment of company officers and periodically over time, the number of similar positions held must be verified and evaluated, with special attention to those requiring greater involvement in the current business of the Company. In light of the above, Article 20 of the Articles of Association, establishes, by way of reference to applicable regulations, both the maximum number of other appointments a member of Banca Generali's Board of Auditors may simultaneously hold and the requirements of professionalism to be met by the members of the said board.

In addition to meeting the requirements of personal integrity and independence and not labouring under any of the causes of unfitness or disqualification contemplated under special regulations and the Corporate Governance Code for Listed Banks, members of the Board of Auditors must also satisfy the requirements of professionalism set forth below, under penalty of forfeiting their appointments: at least one Acting Auditor and one Alternate Auditor (and in any event, the Chairman) must be registered with the Rolls of Certified Public Accountants, it being understood that acting and alternate members of the said Board who do not meet this requirement must have acquired specific experience: a) as professional practitioners or full university professors specialising in law, economics, finance or technical-scientific fields closely related to the Company's specific sector of business; b) in managerial positions in public administrations or undertakings operating in sectors closely related to the Company's business operations.

Moreover, pursuant to the Bank of Italy Provisions, no member of the control body may hold any position within any body other than control bodies within other companies belonging to the group or financial conglomerate, and/or within companies in which the Bank holds, directly or indirectly, a strategic stake (that is to say, at least 10% of the share capital or voting rights at the Ordinary Shareholders' Meeting of the investee company, and 5% of the Banking Group's consolidated assets).

Satisfaction of the relevant requirements is verified by the Board of Directors in accordance with applicable supervisory regulations, as well as the provisions of the Code.

Banca Generali's Board of Directors last verified satisfaction of the relevant statutory requirements for acting members of the Board of Directors on 8 May 2012.

All the members of Banca Generali's Board of Auditors must be enrolled with the Order of Certified Public Accountants and Auditors, save for one member who must, in any event, meet the requirements of professionalism referred to above; all the members of the Board of Auditors must also be independent within the meaning of both Legislative Decree No. 58/1998 and the Self-regulatory Code.

The Board of Auditors assessed the independence of its members, and the most recent assessment was carried out at its meeting on 19 February 2015.

In carrying out the aforesaid assessments, the Board of Statutory Auditors applied all the criteria recommended in the Corporate

Governance Code in respect of the independence of Directors.

Any Auditor who holds any interest, whether on his own behalf or on behalf of others, in any transaction effected by the Company, must give timely and exhaustive notice of the nature, origin and terms of the said interest, to the other Auditors and the Chairman of the Board of Directors. The same reporting obligations shall be binding on any Auditor falling within the scope of the cases contemplated in Article 136 of TUB, in which case the said rules shall apply.

The Board of Statutory Auditors has monitored the independence of the independent auditors, in terms of both compliance with the relevant requirements, and the nature and volume of non-auditing services rendered to the Company and its subsidiaries by the said independent auditors and entities belonging to the same network.

Given that, pursuant to statutory requirements, non-auditing services must be entrusted to independent auditors, Article 20 of the Articles of Association vests the Board of Statutory Auditors with the power/duty to liaise with the other persons and parties with oversight responsibilities; forms of ongoing coordination have been developed to serve this purpose, entailing, *inter alia*, the scheduling of specific meetings especially for periodic exchanges of information and views between the Board of Statutory Auditors and the independent auditors. In respect of these issues, the Board of Auditors may, if it deems fit, also avail of the advice and support of the Internal Audit and Risk Committee, as contemplated in the relevant Committee Rules.

Moreover, the Parent Company's control body must operate in close collaboration with its counterparts within subsidiaries. In performing its duties, the Board of Statutory Auditors coordinated its efforts with the Internal Audit and Risk Committee and control units (compliance, anti money laundering, internal audit and risk management). In this regard, it bears recalling the aforementioned information flows and coordination among all corporate bodies.

The Chairman of the Board of Directors ascertained that the Auditors, after their appointments, could participate in initiatives aimed at providing them with an adequate knowledge of the business sector in which the Issuer operates, of the corporate dynamics and the relevant evolutions, as well as the relevant regulatory framework. In this respect, on the initiative of the Chairman, the members of the Board of Statutory Auditors were involved in training programmes, organised by specialised companies, on the role and tasks of independent directors; the Chairman also ensured that at the meetings attended by the Statutory Auditors special focus be dedicated to providing updates on major regulatory changes, to analysing the development of portfolio management activities and the development of impacts of Banca Generali's lending activities; these issues were described and examined in depth by the management of the Bank in order to encourage adequate knowledge of these areas of the Bank's activity and their developments.

14. INVESTOR RELATIONS

Banca Generali feels that it has a specific interest – as well as a duty towards the market – to engage in ongoing dialogue, based on a mutual understanding of roles and responsibilities, with its Shareholders, in general, as well as with institutional investors, such dialogue being placed within the framework of procedures for the public disclosure of corporate information and documents.

In particular, the Company avails of Shareholders' Meetings to provide Shareholders with information on the Company and its prospects, obviously, in compliance with the regulations governing inside information, and therefore, whenever necessary, by simultaneously disclosing the same information to the market.

The management of daily relations with Shareholders is entrusted to the Company Secretariat Service within Governance and Company Risks Area.

The Investor Relations Service is in charge of liaising with institutional investors.

The Company uses its website to allow the public to consult constantly updated information regarding the Company, its products and services.

Apart from a presentation and historical overview of the Company and the Group, the website hosts the most significant documents pertaining to Corporate Governance, all the press releases on the main corporate events, as well as financial and accounting data.

The website also presents the Calendar of Events indicating the dates of meetings of Corporate Organs, such as Shareholders' and Board meetings called for the approval of the draft annual financial statements, the consolidated financial statements, the half-yearly condensed report and interim reports, as well as for making decisions in respect of purely financial matters.

In order to ensure the transparency and effectiveness of the information disclosed to the public, the website is constantly and timely updated.

INVESTOR RELATIONS

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15. GENERAL SHAREHOLDERS' MEETINGS (pursuant to Article 123-bis, paragraph 2, letter c) of tuf)

The procedures governing the conduct of Shareholders' Meetings are regulated by the Articles of Association and the Regulations of the Shareholders' Meeting.

The condition of shareholder implies acceptance of the Memorandum of Association and of the Articles of Association.

The Shareholders' Meeting is the body that expresses the Company's will through its resolutions. Resolutions adopted by Shareholders' Meeting in compliance with the law and the Articles of Association are binding on all shareholders, including those who are absent or dissenting.

The Shareholders' Meeting may be held at the registered office or at another venue, provided that it is in Italian territory. The Shareholders' Meeting is convened by the Board of Directors. Shareholders are called through published notice, under the terms and conditions required by applicable laws and regulations. The Shareholders' Meeting is called whenever the governing body deems necessary and advisable or upon request of the Board of Statutory Auditors or of the shareholders, in accordance with the law, or in the other cases in which call of the Shareholders' Meeting is obligatory pursuant to law. The ordinary Shareholders' Meeting must be called at least once a year within 120 days of closure of the financial year. This deadline may be extended to 180 days where certain legal conditions are met.

In the cases provided by law, those shareholders who, alone or in conjunction with others, represent at least the percentage of share capital envisaged by current applicable regulations, are entitled to request call of the Shareholders' Meeting. Those shareholders who, alone or in conjunction with others, represent at least one fortieth of the share capital are entitled to request, in compliance with laws in force, integration of the list of items on the agenda.

The notice of call may specify the date of a second or third call, in the event that the Meeting does not prove to be legally constituted.

Entitled attendees, in accordance with applicable laws, may participate in the Shareholders' Meeting, provided that they prove their entitlement pursuant to the law and that the notice from the intermediary responsible for keeping the accounts regarding the shares, in replacement of the deposit giving entitlement to attend the Shareholders' Meeting, has been received by the Company by the end of the third trading day prior to the date set for the first call of the Meeting, in accordance with Article 83-sexies, paragraph 4, of TUF, after the terms specified above, provided that it arrived within the start of the Shareholders' Meeting specifically called.

Shareholders may be represented by others in the Shareholders' Meeting in accordance with the provisions of the law. In compliance with the provisions of Article 134 of TUF, the Company has appointed a representative for the exercise of voting rights.

Legal provisions are observed with regard to the validity of Shareholders' Meetings and their resolutions.

Ordinary and extraordinary Shareholders' Meetings are attributed all the powers to which they are respectively entitled pursuant to current regulations. The Ordinary Shareholders' Meeting shall also establish the remuneration due to the organs it appoints. The said Shareholders' Meeting may provide for a lump-sum amount covering the remuneration of all company directors, including those vested with specific tasks, such lump-sum amount being subject to distribution amongst individual directors pursuant to the determinations of the Board of Directors. The Shareholders' Meeting shall also approve the remuneration policies and compensation plans based on financial instruments, to be implemented in favour of company directors, employees, and outside collaborators other than company employees. In respect of related party and connected party transactions, pursuant to the procedure adopted by the Company in such regard, the Shareholders' Meeting is vested with the decision-making powers assigned to it under applicable regulations. In emergency situations arising from corporate crises, any and all related party and connected party transactions subject, under law, to shareholder approval, may only be effected pursuant to shareholder resolutions passed in accordance with the terms, conditions, procedures and deadlines imposed under applicable regulations and the aforesaid Procedure adopted by the Company.

Under Article 18 of the Articles of Association, the Board of Directors is the sole corporate body qualified to deliberate on matters pertaining to the setting up or closing down of secondary offices, indication of which Directors may represent the Company and use the company signature, mergers, in the cases permitted by law, amendments to the provisions of the Articles of Association that no longer comply with new and mandatory regulatory provisions.

Eight Directors attended the latest Shareholders' Meeting on 23 April 2014. On that occasion, the Board reported in respect of completed and scheduled activities and ensured that all Shareholders were provided adequate information on all pertinent matters so as to enable them to make informed decisions. The Nomination and Remuneration Committee informed all Shareholders on the activities it performed in respect of remuneration policies.

Regulations of the Shareholders' Meeting

Pursuant to article 23 of the Board Rules, the Company encourages Shareholders to attend all Shareholders' Meetings.

The Board shall report to the Shareholders' Meeting in respect of completed and scheduled activities and shall ensure that all Shareholders are provided adequate information on all pertinent

matters so as to enable them to make informed decisions about the items placed on the agenda of Shareholders' Meetings.

In compliance with the recommendations of the Code, the Shareholders' Meeting approved its own Regulations (most recently amended by resolution of the General Shareholders' Meeting on 20 April 2011), setting forth the procedures to be followed in order to ensure orderly proceedings. The Regulations of the General Shareholders' Meeting are available for consultation at the Company's registered offices, as well as on its website, under the section "*Corporate Governance-AGM-Attending the AGM*".

The said Regulations are aimed at governing the proceedings of ordinary and extraordinary Shareholders' Meetings, and ensuring the proper and orderly functioning of the same and, in particular, the right of each shareholder to take part and express an opinion on the items under debate. The Rules, therefore, constitute a valid tool for ensuring the protection of the rights of all the Company's shareholders and the proper approval of shareholders' resolutions.

In particular, persons entitled to attend have the right to speak on each one of the items on the agenda or placed up for discussion and make proposals on them.

Pursuant to Article 127-ter of TUF, shareholders are entitled to submit questions regarding the items placed on the Agenda even before the Shareholders' Meeting. Questions submitted prior to the Shareholders' Meeting shall be answered at the very latest during the course of the Shareholders' Meeting itself, even by treating several questions regarding the same subject-matter as a single query.

Entitled Attendees who intend to take the floor shall submit a written request to the Chairman, after the items on the agenda have been read out and before the Chairman has declared closed the discussion on the item subject to the request to speak.

If the Chairman so authorises, requests to take the floor may be made by raising the hand.

In the case where written requests to take the floor are required, the Chairman shall grant the floor in accordance with the order in which requests to speak were received. In the case where requests to take the floor are made by the raising of hands, the Chairman shall grant the floor to the person who first raises his hand; in the case where it is not possible to determine precisely which person was the first to raise his or her hand, the Chairman shall grant the floor in accordance with the order established by the Chairman himself, at his sole discretion.

The Chairman and/or, on his invitation, the Directors and the Statutory Auditors, respond to entitled attendees according to their areas of expertise or when deemed useful by the Chairman, after the speech of each one or after all speeches have been given on each item of the agenda, taking due account of any and all questions raised by shareholders prior to the Shareholders' Meeting and left unaddressed by the Company until the latter. Entitled attendees have the right to make one speech on each item on the agenda, except for a reply and a statement of vote, each of a duration of no more than five minutes. The Chairman, taking into account the issue and the importance of the single items on the agenda, as well as the number of persons requesting the floor and any and all questions raised by shareholders prior to the meeting and left unaddressed by the Company, shall announce the period of time available for each Entitled Attendee to take floor, such time, as a general rule, being established at no less than five and no more than ten minutes for each speaker. When such period of time has expired, the Chairman may invite the entitled attendee to conclude within another five minutes.

16. OTHER CORPORATE GOVERNANCE PRACTICES (pursuant to Article 123-bis, paragraph 2, letter a) of TUF)

Further information of corporate governance practices is provided in the relevant individual paragraphs of this Report.

17. CHANGES SINCE THE END OF THE FINANCIAL YEAR OF REFERENCE

No changes were brought to the corporate governance structure since the end of the financial year.

Milan, 10 March 2015

THE BOARD OF DIRECTORS

Annex 1

Table 1 - Information on company ownership

Structure of the share capital

	NO. OF SHARES	% OF SHARE CAPITAL	LISTED (SPECIFY ON WHICH MARKETS)/ NOT LISTED	RIGHTS AND OBLIGATIONS
Ordinary shares	115,756,094	100	Listed on the electronic share market (MTA) of Borsa Italiana S.p.A.	All the rights contemplated under the Civil Code and Articles of Association.
Shares with multiple voting rights	-	-		
Shares with limited voting rights	-	-		
Shares without voting rights	-	-		
Other	-	-		

Other financial instruments (giving right to underwrite newly issued shares)

	LISTED (SPECIFY ON WHICH MARKETS)/ NOT LISTED	NO. OF OUTSTANDING INSTRUMENTS	CATEGORY OF SHARES IN SERVICE OF THE CONVERSION/ EXERCISE	NO. OF SHARES IN SERVICE OF THE CONVERSION/ EXERCISE
Convertible bonds	-	-	-	-
Warrants	-	-	-	-

Table 2 - Significant shareholdings

DECLARANT	DIRECT SHAREHOLDER	% OF ORDINARY STOCK	% OF VOTING STOCK
Assicurazioni Generali S.p.A.	Generali Italia S.p.A.	33.3233	33.3233
	Generali Vie S.A.	9.5978	9.5978
	GenertelLife S.p.A.	4.8629	4.8629
	Alleanza Assicurazioni S.p.A.	2.4235	2.4235
	Genertel S.p.A.	0.4388	0.4388
Threadneedle Asset Management Holdings Ltd.	Threadneedle Asset Management Holdings Ltd.	2.1404	2.1404

Annex 2

Board of Directors' and Committees' Structure

BOARD OF DIRECTORS (DATA AS OF 10 MARCH 2015)						
OFFICE HELD	MEMBER	YEAR OF BIRTH	DATE OF FIRST APPOINTMENT	IN OFFICE FROM	IN OFFICE UNTIL	LIST (M/N)
Chairman	Paolo Vagnone	1963	25.07.2012	24.04.2013	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	(*)
Chief Executive Officer	Piermario Motta	1957	24.04.2012	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	M (***)
Director	Mario Francesco Anaclerio	1973	24.04.2012	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	M (***)
Director	Paolo Baessato	1951	19.04.2006	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	M (***)
Director	Giovanni Brugnoli	1970	24.04.2012	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	M (***)
Director	Philippe Donnet	1960	15.10.2013	23.04.2014	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	(****)
Director	Fabio Genovese	1959	24.04.2012	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	M (***)
Director	Anna Gervasoni	1961	24.04.2012	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	M (***)
Director	Angelo Miglietta	1961	21.04.2009	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	M (***)
Director	Ettore Riello	1956	20.07.2007	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014	M (***)

(*) On 25 July 2012, Paolo Vagnone was co-opted as Director; on 8 August 2012, he was appointed Chairman of the Board of Directors; on 24 April 2013, he was confirmed Director by the General Shareholders' Meeting, as well as Chairman in the subsequent meeting of the Board of Directors.

(**) The Chairman, as required by the Bank of Italy's provision, does not have any operating power within the company.

(***) The Majority list was the only list presented.

(****) On 15 October 2013, Philippe Donnet was co-opted as Director; on 23 April 2014, he was confirmed Director by the General Shareholders' Meeting.

Directors who left office during the reporting year

BOARD OF DIRECTORS (DATA AS OF 10 MARCH 2015)						
OFFICE HELD	MEMBER	YEAR OF BIRTH	DATE OF FIRST APPOINTMENT	IN OFFICE FROM	IN OFFICE UNTIL	LIST (M/N)

Necessary quorum to present lists for the latest appointment: 2%

Number of Meetings held during reference year

Board of Directors: 14

Internal Audit and Risk Committee: 16

Remuneration and Nomination Committee: 10

(1) In determining the total number of companies in which appointees to the Company's Board of Directors hold directorships or auditorships, no account may be taken of companies belonging to the Company's Group, with the exception of corporations listed on regulated markets (including abroad) and in financial institutions, banks, insurance companies and large corporations. Appointments to the corporate organs of several companies belonging to a single corporate group, other than the Company's Group, are, in practice, generally considered as a single appointment, with the exception of corporations listed on regulated markets (including abroad) and in financial institutions, banks, insurance companies and large corporations.

EXEC.	NON- EXEC.	BOARD OF DIRECTORS (DATA AS OF 10 MARCH 2015)		INTERNAL AUDIT AND RISK COMMITTEE	OTHER OFFICES HELD	MEMBER	INTERNAL AUDIT AND RISK COMMITTEE	REMUNERATION AND NOMINATION COMMITTEE	
		INDEPENDENT AS PER CODE	INDEPENDENT AS PER ART. 37 OF CONSOB REGULATION NO. 16191/2007					(%)	MEMBER
	X (**)				100	0			
X					100	0			
	X	X	X		100	4	X Chairman	100	
	X	X	X		100	2	X	94	X Chairman
	X	X	X		93	0	X	75	
X					57	0			
	X	X	X		100	1			X
	X	X	X		100	3	X	94	
	X	X			79	6			
	X	X	X		36	1			X
									80

EXEC.	NON- EXEC.	BOARD OF DIRECTORS (DATA AS OF 10 MARCH 2015)		INTERNAL AUDIT AND RISK COMMITTEE	OTHER OFFICES HELD	MEMBER	INTERNAL AUDIT AND RISK COMMITTEE	REMUNERATION AND NOMINATION COMMITTEE	
		INDEPENDENT AS PER CODE	INDEPENDENT AS PER TUF					(%)	MEMBER

Annex 3

Statutory Auditors' Structure

(AS OF 10 MARCH 2015)

OFFICE HELD	MEMBER	YEAR OF BIRTH	DATE OF FIRST APPOINTMENT	IN OFFICE FROM	IN OFFICE UNTIL
Chairman	Giuseppe Alessio Verni	1964	01.11.1998	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014
Acting Auditor	Angelo Venchiarutti	1956	03.10.2006	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014
Acting Auditor	Alessandro Gambi	1965	21.04.2009	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014
Alternate Auditor	Luca Camerini	1963	21.04.2009	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014
Alternate Auditor	Anna Bruno	1967	23.11.2009	24.04.2012	Shareholders' Meeting called to approve the fin. statements as of 31.12.2014

(*) *The majority list was the only list presented.*

Statutory auditors who left office during the reporting year: 0

Number of Meetings held during reporting year: 21

Necessary quorum to present lists for the latest appointment: 2%

LIST (M/N)	INDEPENDENT AS PER CODE	(%) ATTENDANCE TO THE BOARD OF STATUTORY AUDITORS' MEETINGS	OTHER OFFICES HELD
M (*)	X	100	10
M (*)	X	91	5
M (*)	X	96	6
M (*)	X	-	5
M (*)	X	-	7