

BOARD DIARY 2023 – Main goals

Strategy and finance

- Financial affairs and equity investments
- Approval of the Consolidated Financial Statements and Integrated Report, the Parent Company draft financial statements, associated reports on operations and the proposed dividend payout
- Resolutions to increase the share capital to service the LTI Plan 2020-22 and cancel own shares.
- Examination of periodic reporting on investments.
- Periodic report on preliminary data on the financial position and financial performance restated in accordance with the new reporting standards.
- Approval of Fondazione THSN's financial statements at 31 December 2022.
- Approval of interim financial information.
- Resolution concerning an M&A transaction in the insurance market.
- Periodic report on company management performance with the cumulative data relating to the key management KPIs.
- Update on reinsurance.
- Approval of the half-year financial reports at 30 June 2023
- Examination of 2023 forecast and budget, RAF and 2024 SAA.

Internal control and risk management

- Resolutions and disclosures concerning the ICRMS and remuneration of the heads of the Key Functions.
- Regular update on the activities of the Key Functions at Group and Parent Company level.
- Approval of impairment testing procedures.
- Periodic examination of the report of the head of the Internal Audit function on complaints management.
- Periodic disclosure on RPT.
- Half-year report on SB activities.
- Periodical assessment of the organisational and administrative-accounting structure and the adequacy and effectiveness of the ICRMS.
- Periodic report on the exercise of the powers of the Group CEO.
- Periodic report on monitoring the Group's SAA limits.
- Actuarial analysis on reserving
- Approval of Group's and the Parent Company's 2022 ORSA Report.
- Approval of the Group's and the Parent Company's RSR and SFCR.
- Examination of actuarial reports on the Parent Company's technical reserves.
- Adoption, updating and confirmation of Group and Parent Company policies.
- Examination of the reports of the external auditors pursuant to s. 14 of Lgs.Decree no. 39, 27 January 2010, s. 10 of EU Regulation no. 537/2014, s. 102 of Lgs.Decree no. 209, 7 September 2005 and s. 11 (EU Regulation) no. 537/2014
- Resolution on checks performed and findings concerning workplace health and safety, in 2021, under the verification and control model envisaged by s. 30.4 of Lgs.Decree no. 81, 9 April 2008
- Periodic reporting on internal audit issues.
- Changes to the internal capital calculation model pursuant to Solvency II.
- Update of the Sustainability Group Policy.
- Acknowledgement of the Group CEO as the beneficial owner of the Group.
- Updates on climate risk management and ICT security issues.
- Information on Anti-Money Laundering and International Sanctions.
- Update of the Group Materiality Index.
- Resolution on the review of the Liquidity Risk Management Plan, Recovery Plan and Systemic Risk Management Plan.
- Update of the OMM.

Governance

- Approval of the RCC, the NGC, the ISC and the SB 2023 expenditure budgets.
- Examination of the findings of the 2022 Board review.
- Review of the succession plans for the Group CEO and the members of the GMC.
- Ascertainment of professionalism, respectability and independence requirements of the members of the Board of Directors and the Board of Statutory Auditors.
- Integration of the powers of the Group CEO.
- Review of the Regulation of the BoD and Board Committees.
- Designation and determination of the remuneration of posts held in strategic subsidiaries.
- Resolutions and disclosures on governance, appointments, remuneration and sustainability.
- Report on the Corporate Governance Committee communication of 25 January 2023.
- Approval of the 2022 Corporate Governance and Share Ownership Report and the Report on Remuneration Policy and Payments.
- Final annual incentive plans and approval of incentive schemes.
- Resolutions on the We Share 2.0 Plan.
- Resolution on the proposed remuneration of the members of the Board of Statutory Auditors to be appointed.
- Update report on the Group's climate change strategy.
- Call of the 2023 General Meeting and approval of the related reports.
- Review of the Group and Parent Company Fit&Proper Policy.
- Review of the RPT Procedures.
- Examination of the lists of candidates for the new Board of Statutory Auditors submitted by the eligible voters.
- Resolution on the governance of Fondazione THSN.
- Check the eligibility of the members of the corporate bodies appointed by the 2023 General Meeting.
- Implementation of the LTI Plan 2023-25.
- Check on interlocking situations ex s. 36 of Decree Law no. 201 of 6 December 2011, with regard to Directors and Statutory Auditors.
- Check the requirements envisaged by the Fit&Proper Policy with regard to Key Personnel.
- Resolution approving the Policy on Information Flows to the Corporate Bodies of the Parent Company.
- Approval of the 2024 corporate events calendar.
- Review of the Management policy for engagement with Investors and Relevant Stakeholders.
- Report on the commencement of the 2023 Board Review process.
- Resolution approving the document drawn up pursuant to s. 5.2.i) and s. 71.2.m) of IVASS Regulation no. 38 of 3 July 2018.
- Resolutions on the board composition.
- Approval of the RHRC 2024 expenditure budget.
- Aspects of insurance supervision.