REPORT ON REMUNERATION POLICY AND PAYMENTS

191st YEAR
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GENERALI

REPORT ON REMUNERATION POLICY AND PAYMENTS

2022 was the first year of Generali's *Lifetime Partner 24: Driving Growth* strategic plan for sustainable growth.

The reports on the efforts and the results tells a tale of financial solidity and profitability, technological innovation and a connection with clients. It also tells a tale of sustainability that dovetails with our role as insurers and investors, as well as our position as employers and 'corporate citizens'. Last but not least, it sets out how an entity with a global imprint operated within a sector of huge significance to civil welfare and individual wellbeing, managing uncertainty and future risks with a professional guiding hand.

The images that accompany this story are snapshots of adults and children going about their daily lives as they work, study and relax, and of an environment of blue skies and trees. Alongside these are images of smart and eco-friendly cities, representing Generali's ambition to be a Lifetime Partner to its clients and a point of reference for the communities in which it is active.

Please note that the Report is translated into English solely for the convenience of international readers.

CORPORATE BODIES AT 13 MARCH 2023

Chairman	Andrea Sironi
Managing Director and Group CEO	Philippe Donnet
Board members	Marina Brogi Flavio Cattaneo Alessia Falsarone Clara Furse Umberto Malesci Stefano Marsaglia Antonella Mei-Pochtler Diva Moriani Lorenzo Pellicioli Clemente Rebecchini Luisa Torchia
Board of Statutory Auditors	Carolyn Dittmeier (Chairwoman) Antonia Di Bella Lorenzo Pozza Silvia Olivotto (Alternate Auditor) Tazio Pavanel (Alternate Auditor)
Board secretary	Giuseppe Catalano

Assicurazioni Generali S.p.A.
Company established in Trieste in 1831

Registered office in Trieste (Italy), piazza Duca degli Abruzzi, 2
Share capital € 1,586,833,696 fully paid-up
Fiscal code and Venezia Giulia Companies' Register no. 00079760328
VAT no. 01333550323
Company entered on the Register of Italian insurance
and reinsurance companies under no.1.00003
Parent Company of the Generali Group, entered
on the Register of insurance groups under no. 026
Pec: assicurazionigenerali@pec.generaligroup.com

ISIN: IT0000062072
Reuters: GASI.MI
Bloomberg: G IM

Contacts available at the end of this document

Comments and opinion on the Report can be sent to
group_reward@generali.com

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THE INTEGRATED OVERVIEW OF OUR REPORTS

Our story of creating sustainable value continues to be based on the evolutionary adoption of integrated thinking, allowing us to live according to our values and to implement practices and processes aligned with our purpose. We tell our story adopting a Core & More[1] approach.

CORE

The Group's Core report is represented by the Annual Integrated Report, which illustrates, for the benefit of all stakeholders, the business model and the value creation process in a holistic way, integrating financial and non-financial information identified as material.

GROUP ANNUAL INTEGRATED REPORT

It provides a concise and integrated view of the Group's financial and non-financial performance, also pursuant to legislative decree (leg. decree) 254/2016 and Regulation EU 2020/852.

MORE

The More reporting includes other Group's reports and communication channels with the aim of providing detailed information intended for a specialized audience or for actors who intend to deepen some specific issues.

ANNUAL INTEGRATED REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

It expands the content of the Group Annual Integrated Report, providing details of its financial performance in compliance with national and international regulations.

CORPORATE GOVERNANCE AND SHARE OWNERSHIP REPORT

It outlines the corporate governance system of Assicurazioni Generali and its ownership structure.

REPORT ON REMUNERATION POLICY AND PAYMENTS

It provides specific information on the remuneration policy adopted by the Group and its implementation.

MANAGEMENT REPORT AND PARENT COMPANY FINANCIAL STATEMENTS

It provides information on the performance of Assicurazioni Generali, in accordance with currently effective regulations.

GROUP ACTIVE OWNERSHIP REPORT

It reports how the Group implements its engagement policy, including a description of dialogue with investee companies, exercise of voting rights and cooperation with other investors.

CLIMATE-RELATED FINANCIAL DISCLOSURE

It provides investors and other stakeholders with relevant information to assess the adequacy of the Group's approach to climate change and its ability to manage the risks and opportunities it brings.

GREEN BOND REPORT

It outlines the use of proceeds collected from the Generali's green bond issuance and the related impacts in terms of lower GHG emissions.

SUSTAINABILITY BOND REPORT

It outlines the use of proceeds collected from the Generali's sustainability bond issuance as well as the related impacts in terms of lower GHG emissions and the expenses for the social initiatives undertaken.

GREEN INSURANCE-LINKED SECURITIES REPORT

It describes how the freed-up capital coming from the green ILS is allocated and the related impacts in terms of lower GHG emissions.

TAX TRANSPARENCY REPORT

It describes the pillars of Generali sustainable tax outcomes and details the Group Total Tax Contribution, that is the contribution of our companies to the jurisdictions in which they operate in terms of taxes borne and collected.

generali.com
for further information on the Group and the Core & More reporting

1. The Core & More approach was developed by Accountancy Europe, which unites 50 professional organisations from 35 countries that represent one million qualified accountants, auditors and advisors. www.accountancyeurope.eu/ for further information.

INFORMATION ON THE REPORT ON REMUNERATION POLICY AND PAYMENTS

The Group Report on the Remuneration Policy and Payments is the document submitted to the Shareholders' vote in the Annual General Meeting in accordance with IVASS regulations on remuneration policies (contained in Regulation no. 38 of 3 July 2018) and the regulatory provisions applicable to listed issuers (art. 123-ter TUF "Consolidated Law on Finance" and CONSOB issuer regulation).

The Report contains:

- a Section I, subject to Shareholders' approval: this section includes the description of the principles of our Policy, the structure of our incentives system, and the other elements of the remuneration package. In accordance with the requirements of the IVASS regulation, the section also contains, among other things:
  - an illustration of the general features, the reasons, and the purposes that we intend to pursue through our Remuneration Policy;
  - information regarding the decision-making process used to define the Remuneration Policy, including the individuals/bodies involved;
  - indications as to the criteria used to define the balance between fixed and variable remuneration and the parameters, reasons, and relevant deferral periods for the payment of the variable remuneration, as well as the policy regarding payments in the event of termination;
  - information regarding the changes made compared to the policies previously approved.
- a Section II, subject to the advisory vote of the Annual General Meeting: this section provides ex-post disclosure on the remuneration paid in the previous financial year (2022) to the Managing Director/Group CEO and to the Managers with Strategic Responsibilities, including information on the implementation of the incentives system;
- a Report containing information on the remuneration verifications carried out by the Audit, Compliance & Risk Management Key Functions.

WE, GENERALI

GROUP'S HIGHLIGHTS[1]

We are one of the largest global players in the insurance industry and asset management. With 82 thousand employees and 161 thousand agents serving 68 million customers, we have a leading position in Europe and a growing presence in Asia and Latin America.

GROSS WRITTEN PREMIUMS	€ 81,538 mln	+1.5%
OPERATING RESULT	€ 6,509 mln	+11.2%
NET RESULT	€ 2,912 mln	+2.3%
ADJUSTED NET RESULT[2]	€ 2,912 mln	+4.2%
PROPOSED DIVIDEND PER SHARE	€ 1.16	+8.4%
PROPOSED TOTAL DIVIDEND[3]	€ 1,790 mln	+5.8%
TOTAL ASSETS UNDER MANAGEMENT (AUM)	€ 618 mld	-12.9%
SOLVENCY RATIO	221%	-6 p.p.

LIFE

LIFE NET INFLOWS	€ 8,696 mln	-36.1%
NEW BUSINESS VALUE (NBV)	€ 2,478 mln	+4.2%
OPERATING RESULT	€ 3,522 mln	+25.1%

GROSS WRITTEN PREMIUMS € 52,902 MLN (-2.4%)

PROPERTY & CASUALTY (P&C)

GROSS WRITTEN PREMIUMS	€ 28,636 mln	+9.8%
COMBINED RATIO (COR)	93.2%	+2.4 p.p.
OPERATING RESULT	€ 2,696 mln	+1.7%

ASSET & WEALTH MANAGEMENT

OPERATING RESULT	€ 972 mln	-9.6%

HOLDING AND OTHER BUSINESSES

OPERATING RESULT	€ 202 mln	+28.9%

1. All changes in the Annual Integrated Report were calculated on 2021, unless otherwise reported. Changes in premiums, Life net inflows and new business were on equivalent terms, i.e. at constant exchange rates and consolidation scope; as a result, the contribution from the Cattolica group was neutralised in the calculation for changes on equivalent terms. Changes in operating result, general account investments and Life technical provisions excluded any assets under disposal or disposed of during the same period of comparison; as a result, they considered the contribution from the Cattolica group in percentage changes.
The non-financial indicators in the NFS referred to consolidated line-by-line companies, unless otherwise reported in the chapters dedicated to them.
2. The adjusted net result - defined as the net result without the impact of gains and losses related to acquisitions and disposals - coincided with the result of the period at 31 December 2022 and increased by 4.2%. In 2021, it was € 2,795 million, excluding € 52 million relating to the acquisition of the control of the Cattolica group and to related extraordinary costs.
3. The proposed total dividend takes into account all the transactions resolved by the Board of Directors up to 13 March 2023 or carried out on the share capital up to the same date, and excludes the own shares held by the Company.

RESPONSIBLE INVESTOR

CARBON FOOTPRINT OF INVESTMENT PORTFOLIO (EVIC)[4]

100 tCO_2e/€ mln — -45.1% vs 2019 (baseline)

NEW GREEN AND SUSTAINABLE INVESTMENTS (2021-2022)

€ 5,727 mln

FENICE 190 (2020-2022)

€ 2,080 mln

RESPONSIBLE INSURER

PREMIUMS FROM INSURANCE SOLUTIONS WITH ESG COMPONENTS[5]

€ 19,868 mln — +11.7%

RELATIONSHIP NPS

18.2 — +4

RESPONSIBLE EMPLOYER

WOMEN IN STRATEGIC POSITIONS

30%

UPSKILLED EMPLOYEES

35%

ENTITIES WORKING HYBRID

100%

ENGAGEMENT RATE

84% — +1 p.p.

GHG EMISSIONS FROM GROUP OPERATIONS (SCOPE 1 AND SCOPE 2)

55,804 tCO_2e — -21.6% vs 2019 (baseline)

RESPONSIBLE CITIZEN

The Human Safety Net

ACTIVE COUNTRIES

24 — +4.4%

ACTIVE PARTNERS

77 — +26.2%

4. The indicator refers to the carbon footprint of direct general account investment portfolio of the Group's insurance companies in listed equities and corporate bonds, in terms of carbon intensity (EVIC).
5. Generali confirms its commitment to be transparent on virtuous behavior of its customers. Noted the evolution of the regulatory context on sustainability, it decided to chanhe the name of the indicator from *premiums from sustainable insurance solutions* - as previously communicated to the market - to *premiums from insurance solutions with ESG components*.

OUR STRATEGY

DRIVE SUSTAINABLE GROWTH

- BOOST P&C REVENUES AND MAINTAIN BEST-IN-CLASS TECHNICAL MARGINS
- GROW CAPITAL LIGHT BUSINESS, TECHNICAL PROFITS AND ESG PRODUCT RANGE
- UNDERPIN GROWTH WITH EFFECTIVE COST MANAGEMENT

ENHANCE EARNINGS PROFILE

- IMPROVE LIFE BUSINESS PROFILE AND PROFITABILITY
- REDEPLOY CAPITAL TO PROFITABLE GROWTH INITIATIVES
- DEVELOP ASSET MANAGEMENT FRANCHISE FURTHER

LEAD INNOVATION

- INCREASE CUSTOMER VALUE THROUGH LIFETIME PARTNER ADVISORY MODEL
- ACCELERATE INNOVATION AS A DATA-DRIVEN COMPANY
- ACHIEVE ADDITIONAL OPERATING EFFICIENCY BY SCALING AUTOMATION AND TECHNOLOGY

DELIVER **STRONG FINANCIAL PERFORMANCE, BEST-IN-CLASS CUSTOMER EXPERIENCE** AND AN **EVEN GREATER SOCIAL AND ENVIRONMENTAL IMPACT**,

POSITIVE SOCIAL, ENVIRONMENTAL AND STAKEHOLDER IMPACT FOR A SUSTAINABLE TRANSFORMATION

RESPONSIBLE INVESTOR

- **FULL ESG CRITERIA INTEGRATION**[6] BY 2024
- **NET-ZERO** INVESTMENT PORTFOLIO BY 2050, WITH AN INTERIM GOAL OF 25%[7] CARBON FOOTPRINT REDUCTION BY 2024
- **€ 8.5-9.5 billion** NEW GREEN AND SUSTAINABLE INVESTMENTS 2021-2025
- **€ 3.5 billion** INVESTMENT PLAN BY 2025 TO SUPPORT THE EU RECOVERY

RESPONSIBLE INSURER

- **+5-7%** INSURANCE SOLUTIONS WITH ESG COMPONENTS GROSS DIRECT WRITTEN PREMIUMS CAGR 2021-2024
- **NET-ZERO** INSURANCE PORTFOLIO BY 2050
- FOSTER SUSTAINABLE TRANSITION FOR SMEs THROUGH **ENTERPRIZE** PROJECT

RESPONSIBLE EMPLOYER

- **SUSTAINABILITY WITHIN** ALL PEOPLE PROCESSES, ENABLED BY A PEOPLE STRATEGY FOCUSED ON CULTURE, DIVERSITY, COMPETENCE UPSKILLING AND NEW WAY OF WORKING
- **CHANGE MANAGEMENT** PROGRAMS ON SUSTAINABILITY, TARGETING GROUP LEADERSHIP AND ALL EMPLOYEES
- **GOVERNANCE OF SUSTAINABILITY** TO MIRROR AND MONITOR OUR AMBITION

RESPONSIBLE CITIZEN

- **THE HUMAN SAFETY NET** - A SOCIAL INNOVATION HUB POWERED BY GENERALI'S SKILLS, NETWORKS AND SOLUTIONS TO CREATE SOCIAL IMPACT, SUPPORTING THE MOST VULNERABLE GROUPS IN UNLOCKING THEIR POTENTIAL

6. General account - Direct investments (corporate bond and equity, sovereign bond).
7. General account - Listed equity and corporate bond portfolios. Carbon footprint in terms of GHG intensity per invested amount. Baseline: 2019.

LIFETIME PARTNER 24: DRIVING GROWTH

> 4%
P&C NON MOTOR GWP CAGR 2021-2024

€ 2.3-2.5 billion
LIFE NEW BUSINESS VALUE AT 2024

COST SAVINGS TO COUNTERBALANCE INFLATION IN INSURANCE EUROPE[8]

Up to 1.5 billion
POTENTIAL SOLVENCY II CAPITAL REQUIREMENT REDUCTION

€ 2.5-3 billion
CUMULATIVE DISCRETIONARY AVAILABLE FREE CASH FLOW

+ € 100 million
ASSET MANAGEMENT THIRD PARTY REVENUES

RELATIONSHIP NPS
MAINTAIN THE LEADERSHIP AMONG OUR EUROPEAN INTERNATIONAL PEERS

€ 1.1 billion
CUMULATIVE INVESTMENTS IN DIGITAL AND TECHNOLOGY

2.5-3 p.p.
COST/INCOME RATIO[9] IMPROVEMENT

STRONG EARNINGS PER SHARE GROWTH

6-8%
EPS CAGR RANGE[10] 2021-2024

INCREASED CASH GENERATION

> € 8.5 billion
CUMULATIVE NET HOLDING CASH FLOW[11] 2022-2024

HIGHER DIVIDEND[12]

€ 5.2-5.6 billion
CUMULATIVE DIVIDEND 2022-2024, WITH RATCHET POLICY ON DIVIDEND PER SHARE

THANKS TO OUR EMPOWERED PEOPLE.

ENGAGED PEOPLE AS A CORE ASSET TO SUCCESSFULLY DELIVER THE NEW PLAN

BUILD A DIVERSE AND INCLUSIVE ENVIRONMENT ENSURING EQUAL OPPORTUNITIES

40%
WOMEN IN STRATEGIC POSITIONS[13]

INVEST IN DIGITAL AND STRATEGIC SKILLS PLACING PEOPLE AT THE HEART OF OUR TRANSFORMATION

70%
UPSKILLED EMPLOYEES

ENABLE AN EFFICIENT AND AGILE ORGANIZATION EMBRACING A SUSTAINABLE HYBRID WORK MODEL ROOTED ON DIGITAL

100%
ENTITIES WORKING HYBRID

ENHANCE CUSTOMER-CENTRIC, SUSTAINABLE AND MERITOCRATIC CULTURE

ENGAGEMENT RATE > EXTERNAL MARKET BENCHMARK[14]

8. Excluding sales-force cost.
9. Income defined as the sum of general expenses, operating result and non-operating result (excluding non-operating investments result and interest on financial debt); insurance perimeter (total Group excluding A&WM and EA). Target based on current IFRS accounting standards.
10. 3 year CAGR; adjusted for impact of gains and losses related to acquisitions and disposals. Target based on current IFRS accounting standards.
11. Net holding cash flow and dividend expressed in cash view.
12. Subject to regulatory recommendations.
13. Group Management Committee, Global Leadership Group and their first reporting line.
14. Willis Tower Watson Europe HQ Financial Services Norm.

SECTION I
REPORT ON REMUNERATION POLICY


GENERALI

SECTION I

LETTER FROM THE CHAIRWOMAN OF THE REMUNERATION AND HUMAN RESOURCES COMMITTEE

Dear Shareholders,

For several years now, Europe has been experiencing a general state of insecurity and uncertainty due to the recurrence of emergency situations, often overlapping: a real "**permacrisis**" - which has been defined as 2022's word of the year - with significant impacts on the economy, politics and society. Indeed, last year, all of us operated in a difficult and highly discontinuous market context, characterised by the war in Ukraine and the resulting energy crisis, the persistent Covid pandemic, the effects of climate change, rising inflation rates, and fears of recession.

Amidst global uncertainty, Generali confirmed its **historic resilience** **testified by solid results at the end of 2022** which demonstrate, once again, how the commitment to implementing the "Lifetime Partner 24: Driving Growth" strategic plan is the right roadmap to achieving profitable growth, with Sustainability as the Originator for the creation of long-term shared value. Last year confirmed the **Group's Operating Result's** strong growth, which exceeded € 6 billion for the first time in the Company's history, thanks to a **more profitable Life business mix, a solid P&C result** and a **resilient Asset & Wealth Management performance**, in spite of the capital markets scenario. In 2022, Generali also reinforced the progress made in terms of **M&As** and strengthened its **capital solidity**, at the same time giving a strong **acceleration** to all the initiatives related to **Innovation and Digital Technology**.

The credit for these results goes to the Management and to all Generali people who, in such a difficult market context, have taken significant actions to better interpret and manage the inherent opportunities and risks of the great global challenges facing us.

The adoption of new hybrid ways of working and well-being initiatives as well as the execution of upskilling and Diversity, Equity & Inclusion programmes are just a few examples of how our Group people act within an inclusive work environment that follows transparent procedures and innovative paradigms and whose value they fully recognise, as evidenced by the **record score achieved in the Engagement Survey** carried out across the Group population.

A further tangible sign of our commitment towards promoting a culture of ownership and fostering engagement is represented by the extraordinary one-off monetary amount paid to employees who invested in the Group's perspective through the We SHARE Plan, in recognition of their invaluable role in reaching the 2019-2021 strategic plan's goals even in an adverse market scenario.

Generali's future outlook confirms its commitment to **pursuing sustainable growth, improving the earnings profile, and driving innovation** - ambitious objectives that were renewed at the conclusion of a decisive moment of discussion during the last Annual General Meeting, from which the Company emerged even stronger, with a strengthened, cohesive management team fully supported by and constantly engaged in a constructive dialogue with the new Board.

During this strategic cycle, Generali will continue to **invest in its people** to ensure that they are directly involved in achieving the challenging objectives of the Strategy. A case in point is represented by the Company's decision to evolve **We SHARE**, the share plan for Group employees approved last year, in order to make it more effective with respect to the current market context, characterised by high volatility and inflation, and to have a closer alignment with shareholder interests.

The proposed Plan offers employees the **opportunity to purchase Generali shares at favourable conditions**, introducing **new provisions** in the presence of clear **additional performance objectives** and confirming the link with the **enhanced ESG goal** of decarbonising Generali's operations.

The new challenges posed by the evolving macroeconomic scenario have not affected **the guiding principles of our Remuneration Policy**, intended to **reward merit and respect for Group values**, with the aim of **championing talent and recognising the achievement of long-lasting results as well as the creation of sustainable shared value**, in line with stakeholder expectations.

To this end, we **proactively engaged with and listened to all stakeholders** and tailored our Remuneration Policy accordingly. More specifically, the Committee greatly appreciated **the fruitful and continuous dialogue with proxy advisors and institutional investors**, drawing useful feedback on how to evolve our policies.

The **main updates** that have been introduced in the **2023 Remuneration Policy** presented in this Report have as their main driver the alignment with recommendations and expectations received by institutional investors and proxy advisors, always ensuring the necessary regulatory compliance.

Our Policy confirms, in line with international best practices, the **high level of disclosure** on the most important topics facing the market, such as the **Group CEO's new remuneration package for the entire mandate**, the **correlation between pay and performance**, the **compensation policies in the event of termination**, and the **Share Ownership Guidelines** for the Top Management.

Particularly noteworthy is the Board's forward-looking effort to rebalance the remuneration packages set for the **Chairman' and the Group CEO's new mandate** which have been significantly reduced compared to the previous Company policy, despite evidence of market benchmarking data showing continuity or increases in the remuneration received by peers.

Other changes introduced in **2023** comprise the update of the incentives system's main financial indicators following the **implementation of the new IFRS17 accounting standards**, and consequent higher volatility of results, together with an increased weight of the Return on Risk Capital goal to strengthen the correlation between remuneration and the risk profile adopted by the Management. The incentives system's updates also comprise an **enhancement in the measurability of non-financial/ESG ambitions and performance ranges** to promote greater transparency in the definition and level of achievement of such goals.

In this context of major transformation, we believe that this Remuneration Policy is consistent with the Group's vision of **valuing our people as our main competitive advantage**, with a view to attracting, motivating and retaining resources as well as achieving long-term sustainable results for all our stakeholders.

Together with my fellow Committee members, I would like to thank all Shareholders for your usual openness to discussion and your interest and participation every year in our Remuneration Policy.

Diva Moriani
Chairwoman of the Remuneration and Human Resources Committee
of Assicurazioni Generali

Chapter 1
Executive Summary

EXECUTIVE SUMMARY OF THE REMUNERATION POLICY AND MAIN UPDATES

1.1 Main Updates

Since 2022, the Chairwoman of the Remuneration and Human Resources Committee and the Management have actively participated in more than 35 meetings with major institutional investors and proxy advisors, to discuss specific aspects of the Group's Remuneration Policy.

The discussion informed the definition of the 2023 Policy and includes the following recommendations:

- **the approach towards ESG (Environmental, Social and Governance)** and, more specifically, the use of internal ESG indicators and ambitions aligned with the Group Strategic Plan with a **specific weight of 20%**, including an **increased disclosure on the KPIs' description, measurability and performance evaluation**;

- the **Group Incentives structure**, particularly appreciated in reference to the **pay-for-performance correlation and the deferral period in shares** (based on a three-year evaluation period of the Group's strategic performance with deferred payment in shares over a period of up to 7 years within the predefined maximum caps);

- **increased disclosure standards** deemed in line with international best practices and responding to the recommendations of further evolving the level of **transparency** in the performance ambitions and ranges used for assessing the **Managing Director/Group CEO's non-financial/ESG goals** and of specifying the scope of **flexibility the Board of Directors** may exercise within its powers;

- the **provisions on termination payments and non-competition agreements**, revised in recent years in a significantly more restrictive sense by introducing a maximum cap, calculated by means of **a predefined formula** consistent with the approach recommended by the market.

The 2023 Policy was drafted following this constant and fruitful dialogue and the mapping of best market practices, which led to the participatory construction of a Report that is even more **transparent and immediate** in its articulation.

The framework that guided the definition of our Remuneration Policy also takes into account the continuity in the Regulatory provisions and the fact that this Policy is encased within the second year of the Group Business & People Strategy, whose ambitions and targets continue to be fully embedded into the incentives system, consistently with the strategic cycle.

The result is a Remuneration Policy **in continuity with the decisions made in past years and outlined in full consistency with the "Lifetime Partner 24: Driving Growth" strategic plan**, which is enriched this year by some important evolutions.

The main updates introduced in the 2023 Group Remuneration Policy include **a focus on internal and measurable non-financial/ESG KPIs in the Group incentives system**, in line with market recommendations and the "Lifetime Partner 24: Driving Growth" Group Strategy, which has **Sustainability as Originator**.

In particular, the updates pertaining the **Policy** itself include:

ANNUAL CASH COMPONENT OF THE VARIABLE REMUNERATION (STI)

- **Confirmation of the 20% weight of ESG indicators** with specific KPIs and ambitions in line with Generali's strategy for the main Group initiatives, with priority given to Sustainability, People & Diversity and the **rebalancing of Business Development & Transformation KPIs** (while increasing the **prevalence of financial targets at 65% for the Managing Director/Group CEO**);

- **Update of the main financial indicators** following the implementation of the **new IFRS17 accounting standards and consequent higher volatility of results**, together with an **increased weight of the RORC** (Return on Risk Capital) **goal** to strengthen the correlation between remuneration and the risk profile adopted by the Management (in line with regulatory expectations), as well as an enhancement in the **measurability of non-financial/ESG ambitions and new performance ranges to promote greater transparency** in the definition and level of achievement of such goals.

DEFERRED COMPONENT IN SHARES OF THE VARIABLE REMUNERATION (LTI)

- **Confirmation of the 20% weight of ESG indicators** with specific KPIs and ambitions in line with Generali's strategy for the main Group initiatives, with **prioritisation on Climate Change** through the enhancement of the **ESG goal** of decarbonising Generali's operations and **People & Diversity**;

- **Increased weight of the relative Total Shareholders Return (rTSR)** to further link incentives to shareholders' interests, with confirmation of the minimum threshold for payment **from the market median** and the **update of the panel peer group** of reference;

- Confirmation of a **deferral period of up to 7 years** and the **Share Ownership Guidelines** set in line with best market practices.

UPDATED SHARE PLAN FOR GENERALI GROUP EMPLOYEES (Excluding Group Management Committee and Global Leadership Group Members)

- **Proposal to evolve We SHARE**, the share plan for Group employees approved last year which offers an opportunity to purchase Generali shares at favourable conditions, in order to **make it more effective** with respect to the **current market context, characterised by high volatility and inflation**, and to have a **closer alignment with shareholder interests**;

- Broadening of the **exercise periods**, introduction of **new provisions in the presence of a clear additional performance objective (Net Holding Cash Flow)**, and confirmation of the link to Climate Change through **an enhanced decarbonisation target** related to the reduction of CO_2 emissions from Group operations.

FLEXIBILITY THE BOARD OF DIRECTORS MAY EXERCISE WITHIN ITS POWERS

- **Specific disclosure** on the flexibility the Board of Directors may exercise, **within the framework, scope and limitations set;**

- Although **never applied to date**, in the case of any corrective measures that should integrate a derogation, the latter would be subject to the specific and relevant legal requirements, including the procedure for the approval of transactions with Related Parties, always **in compliance with regulatory, governance and disclosure provisions.**

The updates in the **Reporting Section** comprise:

MANAGING DIRECTOR/GROUP CEO

- **Complete disclosure** of the **Managing Director/Group CEO's new remuneration package** set for the entire mandate. The new package was rebalanced applying an algorithm that reconciles the request to reduce the weight of variable remuneration with the need to motivate and incentivise the Managing Director/Group CEO towards the achievement of the highly ambitious strategic targets. This was done by considering multiple perspectives and the requirements of different stakeholders and also taking into account market and industry expectations and recommendations at regulatory level, by:
  - **excluding the co-investment share plan**, as recommended by institutional investors and proxy advisors, thus removing specific or ad hoc elements from his Pay-Mix components, now structurally aligned with the other Executives' (Fixed Remuneration, Annual Variable Cash Remuneration - STI, and Deferred Variable Remuneration in Shares - LTI);
  - **reducing the total amount and incidence of variable versus fixed remuneration**, as for regulatory expectations;
  - **rebalancing the annualised total compensation** which has been reduced by - 6.3% at target level and - 13.3% at maximum level, in line with updated market benchmarks with **positioning around median level** (+ 1.1%) of the reference peer group.

DISCLOSURE STANDARDS

- Confirmation of **disclosure standards in line with market best practices** in relation to: **Pay for Performance**, details and criteria for defining the **peer group** used for remuneration benchmarking purposes, **TSR** calculation, Group CEO **Pay Ratio**, **Gender Balance & Pay Equity**, and remuneration variations in accordance with the provisions of the Issuers' Regulation by CONSOB;

- **Increased disclosure** of **performance targets and new ranges and degree of achievements**.

1.2 Principles of the Remuneration Policy

The Remuneration Policy is based on clear, globally shared and consistent principles, expressed in the form of remuneration programmes compliant with regulatory requirements and local laws. Every intervention to the remuneration policies can be traced back to these inspiring principles that underlie all the decisions taken.

EQUITY AND CONSISTENCY of remuneration in terms of responsibilities assigned and capabilities demonstrated	+ **ALIGNMENT WITH THE STRATEGY AND LONG-TERM SUSTAINABLE VALUE CREATION** for all stakeholders	+ **COMPETITIVENESS** with respect to market trends and practices	+ **MERIT AND PERFORMANCE-BASED REWARD** in terms of sustainable results, behaviours and Group values	+ **CLEAR GOVERNANCE AND COMPLIANCE** with the regulatory framework

1.3 Governance

The Group governance model of Assicurazioni Generali was designed to ensure maximum clarity, transparency and reliability in decision-making processes with effective control of remuneration and risk management policies.

Rigour, independence and accountability are the founding elements on which a **strong system of governance regulations** on remuneration has been built, ensuring adequate control of remuneration practices throughout the Group, protection of stakeholders' interests, and proper disclosure in full compliance with current regulations.

The Remuneration Policy is **approved by the Annual General Meeting**, acting on the proposal by the Board of Directors, upon the opinion of the Remuneration and Human Resources Committee, in accordance with the regulations and applicable governance procedures.

In order to ensure full compliance with the legal requirements to operate successfully in the market and in compliance with the law, an important role in the process of defining and implementing the Remuneration Policy is played by the **Key Control Functions**. To this end, the Risk Management and Compliance Functions draw up, within their scope of responsibility, a **report on the alignment of the Remuneration Policy with the applicable regulations**. Moreover, the Internal Audit Function drafts a **report that analyses in details the correct implementation of the policy approved the previous year**. These reports are illustrated in **Section III** of this Report, while an in-depth **analysis of the governance processes** is found in the dedicated chapter of this Report.

1.4 Pay-Mix

The remuneration package is comprised of **fixed remuneration, variable remuneration** and **benefits**, structured in such a way as to ensure a proper balance of the components. Generali regularly performs structural analyses of the systems, in order to ensure a **fair equilibrium of the various components** and to foster the persons' commitment to **achieving sustainable results**.

Components	Purpose and Characteristics
Fixed Remuneration	It is determined and adjusted over time taking into consideration the **duties, the responsibilities assigned**, and the **roles held**, as well as the individual experience and skills and is set with particular reference to the levels and practices of market peers in terms of attractiveness, competitiveness and retention.
Variable Remuneration	It is defined through **annual cash and deferred incentive plans** aimed at motivating management to achieve sustainable business goals through the **direct link between incentives and goals** set at Group, Business Unit, Country, function and individual level, both financial (risk-adjusted), economic and operational, and non-financial/ESG.
Benefit	They represent an additional component of the remuneration package - in **a Total Reward approach** - as an **integrative remuneration element** to cash and share payments. Benefits **differ based on the category of recipients**, in line with Group Policy.

In terms of total target remuneration, the Group's approach is to align the remuneration to a **competitive level**, **between the median and upper quartile** of the specific reference market, with the individual positioning linked to the evaluation of performance, potential, and strategic role, according to a segmented approach.

The Remuneration Policy provides for a complete **disclosure of the relevant peer group panel** of reference, defined by the Board of Directors upon the opinion of the Remuneration and Human Resources Committee, used for remuneration benchmarking purposes defined according to a methodology developed by the independent consultant Willis Towers Watson that compares similar companies by sector, size, business model, and geographical scope. This classification, set following rigorous criteria, makes it possible to align the Remuneration Policy to a competitive level consistent with comparable companies.

1.5 Remuneration and Sustainable Performance

In line with industry regulations and market recommendations, Generali's remuneration structure is in continuity with the progressive improvements on decisions made last year, reinforcing, on the one hand, an incentives system that is even more focused on ESG issues and, on the other, data-driven performance evaluation models.

The variable component of the remuneration is based on a **meritocratic approach** and on a **multi-year horizon**, including an **annual cash component** and a **deferred component in shares**, based on the achievement of a combination of sustainable business goals and the **direct link between incentives and results** set at Group, Business Unit, Country, Function and individual level, both financial (risk-adjusted), economic and operational, as well as non-financial/ESG.

The **goals are predefined, measurable, linked to the achievement of economic, operational, financial and non-financial/ESG results**. In line with our Group strategy, the performance goals consider the risks undertaken and are assessed not only with respect to the achievement of predefined and measurable targets and ambitions, but also considering the **demonstrated behaviours** to achieve them and their **coherence with Group values**.

1.5.1 Sustainable Value Creation

At Generali, **deferred variable remuneration** plays a particularly significant role, in order to strengthen the connection with long-term sustainable value creation. It has an impact proportionate to the level of direct influence on Group results that each individual can potentially produce.
For the Relevant Personnel, the variable remuneration (including an annual cash component and a deferred component in shares) is as a whole:

- made up of **at least 50% of shares**;
- structured **according to percentages and deferral periods differentiated by cluster** of beneficiaries.

Maximum caps are always provided for variable remuneration, both globally and individually, connected to the actual achievement of the performance conditions and goals set.
In compliance with regulatory requirements and to appropriately incentivise the best possible performance of their duties, a specific variable cash incentive system is provided **for the Heads and First Reporting Managers of the Key Control Functions based on non-financial goals identified in relation to their duties and control activities**, paid in upfront and deferred instalments, excluding any form of incentive based on financial, economic, and operational goals.

1.5.2 The Structure of Variable Remuneration

Components	Characteristics	Criteria and Parameters
Annual cash component - Group Short Term Incentive (STI)	Annual cash bonus set within predefined maximum caps	• **Group Funding Pool**, linked to the results achieved in terms of **Group Normalised Adjusted Net Profit and Group Operating Result** after verification of the achievement of the **Regulatory Solvency Ratio threshold**; • Achievement of financial (risk-adjusted), economic and operational, and non-financial/ESG goals defined in the **individual Balanced Scorecards** in terms of sustainable value creation, risk-adjusted profitability, implementation of Business Development & Transformation, and internal ESG goals (Sustainability Commitment and People Value).
Deferred component in shares - Group Long Term Incentive (LTI)	Multi-year plan, based on Assicurazioni Generali shares, subject to Shareholders' approval, with allocations over a period of 6-7 years within predefined maximum caps	• **Overall three-year performance** with goals linked to Group strategy and business priorities after verification of the achievement of the **Regulatory Solvency Ratio threshold**; • Performance indicators referring to **relative TSR**[1] with payment starting from the median, **Net Holding Cash Flow**[2], and **internal and measurable ESG** goals; • Allocation of shares with **deferral and lock-up** periods over a **time frame of 6-7 years**, depending on the reference population; • **Maximum cap** on the deferred share component compared to the fixed remuneration equal to **200% for the Managing Director/Group CEO** and the members of the Group Management Committee and equal to 175% for other Managers with Strategic Responsibilities, the remaining Relevant Personnel, and other members of the Global Leadership Group (GLG).

1. Total return on investment to the shareholder calculated as a change in the market price of the shares, including distributions or dividends reinvested in shares.
2. Net cash flows available at Parent Company level over a given period, after holding expenses and interest costs. Its main components, considered from a cash point of view, are: remittances from subsidiaries; the result of centralised (re)insurance; interest on financial debt; expenses and taxes paid or reimbursed at Parent Company level.

1.5.3 Malus, clawback and hedging

All annual and deferred variable remuneration plans provide for **malus and clawback mechanisms**.

No incentive is paid in the event of wilful misconduct or gross negligence, in violation of the Code of Conduct, or of violation of the regulatory provisions applicable to the scope of activities managed by the individual, especially those regarding the protection of policyholders, the processing of personal data, anti-money laundering and countering the financing of terrorism, and international sanctions, or in the event of failure to achieve the predetermined results, or in the event of a significant deterioration of the Group financial position.

Any amount paid out is subject to clawback in the event of the emergence of wilful misconduct or gross negligence (including the case, where, as a result of such behaviours, the relevant performances prove to be non-lasting nor effective) or in the event of the emergence of violations of the Code of Conduct or of the regulatory provisions applicable to the scope of activities managed by the individual (including those aforementioned in reference to malus provisions).

The malus and clawback provisions also apply if the data based on which the incentive was determined should prove to be manifestly incorrect.

In line with European regulation (Solvency II), the Company requires beneficiaries of incentive plans, through specific provisions included in the contractual documents governing such plans, **not to resort to strategies of personal or insurance coverage (so-called hedging)** that may alter or undermine the risk alignment effects embedded in the variable remuneration mechanisms.

1.6 Payments in the Event of Termination

In the event of revocation/dismissal of a Director or of another member of the Relevant Personnel, the Company must necessarily comply - within the current regulatory context - with the applicable **legal or contractual provisions**.

In particular, in the event of consensual termination of employment of a member of the Relevant Personnel, the relative financial terms are defined based on the circumstances and reasons for the termination - with specific reference to the performance achieved, the risks taken and the Company's actual operational results, so that no amount can actually be paid in the presence of wilful or grossly negligent conduct.

Assicurazioni Generali's Remuneration Policy on **Payments in the event of termination** includes:

- a **cap equal to 24 months of recurring remuneration** including both the maximum severance payable and the consideration for non-competition agreements;
- a **predefined formula for calculating severance** that combines predefined and objective criteria, in addition to seniority.

The Policy is confirmed with the significantly more restrictive revisions introduced in 2021, which resulted in a reduction in the cap of up to - 32% on potential payments in the event of termination compared to the cap of the previous Policy. Such impact, due to the double introduction of the new maximum limit and the calculation of severance through a predefined formula determined an average reduction of the cap equal to - 16% (which can go up to - 32%) of the overall potential payments for Top Management positions in the event of termination.

This Policy is aligned with the stringent market expectations and favours a balanced approach, in full compliance with the regulatory provisions and the specific mandatory local law requirements related especially to the notice period.

1.7 Remuneration of the Managing Director/Group CEO

The remuneration of the Managing Director/Group CEO is structured according to and in compliance with market practices and regulatory requirements to ensure a correct balance between the fixed and variable components, providing for an adequate distribution between the component linked to annual goals and that linked to multi-year ones.

The overall remuneration consists of a **fixed component, variable annual cash and deferred share incentives** linked to predefined and measurable **financial (risk-adjusted), economic and operational and non-financial/ESG** short and long-term goals, as well as additional **benefits** in line with the Group Policy and specific **Share Ownership Guidelines**.

On the occasion of the renewal of the mandate, the Board of Directors, upon the proposal of the Remuneration and Human Resources Committee, approved, effective as of 2 May 2022, the specific economic treatment of the Managing Director/Group CEO for the entire three-year mandate. This was done in line with the Policy approved last year by the Annual General Meeting, taking into account market and industry expectations and recommendations at regulatory level (IVASS, EIOPA) by applying an algorithm that balances the request to reduce the weight of variable remuneration with the need to maintain competitiveness, consistency, and to motivate and incentivise the Managing Director/Group CEO towards the achievement of the highly ambitious strategic targets.

In full alignment with market expectations, Assicurazioni Generali's 2023 Report on Remuneration Policy and Payment illustrates in the dedicated chapter and in Section II an extensive level of **disclosure** especially related to the following elements of the remuneration package of the Managing Director/Group CEO:

- **Peer group** for market benchmarking on remuneration levels and practices;
- **Annual cash component of the variable remuneration** with details on maximum cap, financial, economic and operational, and non-financial/ESG performance goals, weights, measurement criteria, **new performance ranges**, and payout levels, both for the ex-ante and for the ex-post disclosure;
- **Deferred component in shares of the variable remuneration** with details on financial, economic and operational and ESG goals, weights, maximum cap and share allocation mechanisms. In the final assessment, the weighted average results achieved in relation to the financial parameters identified for the performance evaluation are also shown as well as the number of shares actually granted;
- **Pay-Mix** which represents the weight of the individual fixed and variable components with respect to total remuneration;
- **Pay for Performance** which illustrates the Managing Director/Group CEO's target remuneration positioning compared to that of the peer panel, considering company size and performance in terms of Total Shareholder Return (TSR);
- **Pay Ratio** which indicates the variation in the 2019-2022 total remuneration of the Managing Director/Group CEO compared to that of employees and the main Group financial indicators;
- **Termination payments** where details are provided on the conditions and circumstances that determine the right to payments in the event of termination.

1.8 Gender Balance & Pay Equity

IIn alignment with the Group strategy on Diversity, Equity and Inclusion (DEI), Generali's Remuneration Policy supports **specific initiatives and ambitions** and promotes **pay equity for females and males**, as well as **pay transparency**.

These actions are aimed at ensuring equal opportunities for all Group employees during their work experience, eliminating any institutional barriers or unconscious biases, and recognising people's diverse circumstances and needs so that they can fully contribute to the success of our Group.

With reference to pay equity and pay transparency, our policies and the specific initiatives adopted by Generali since 2020 led to a **reduction of the gender pay gap**, both looking at females and males doing the same work or work of equal value (Equal Pay Gap) and by observing this gap throughout the entire organisation (Gender Pay Gap). This is highlighted by the Year End 2022 results, characterised by solid improvements compared to the previous year across the Group.

During 2022, Generali's ongoing commitment to this path led to a further evolution of the analysis and methodology used at Group level, based - in line with market best practices - on a regression model that considers, in addition to job family and organisational level, the most relevant gender-neutral objective factors of salary differentiation, representative of local remuneration policies.

In line with our Group strategy on DEI, all Countries/Business Units monitor the Gender Pay Gap annually, with the goal of identifying **specific actions at local level**, aimed at structurally reducing the Gender Pay Gap and supporting our **ambition to achieve an Equal Pay Gap towards zero in the 2022-2024 strategic cycle**.

1.9 Share Plan for Generali Group Employees

Following the success in employee participation recorded by the first edition of We SHARE, launched in 2019, the Annual General Meeting of 29 April 2022 approved with 98.8% of the votes in favour the proposal to launch a new three-year share ownership plan for Group employees, in line with the 2022-2024 Strategy, focused on a culture of ownership and empowerment, and promoting participation in the creation of Group sustainable value.

The Plan continues to offer Group employees (excluding members of the Group Management Committee and the Global Leadership Group who cannot subscribe to the Plan) the **opportunity to purchase Generali shares at favourable conditions**, awarding them **additional free shares** (matching, dividend equivalent and - in this edition - also ESG shares in case of achievement of the decarbonisation goal related to the reduction of CO_2 emissions from Group operations) in the event of share value appreciation.

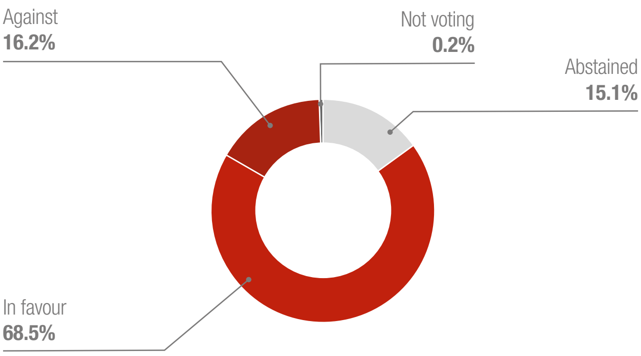
This year, in order **to make the new Plan more effective with respect to the current context of uncertainty and market fluctuations**, the Company is proposing to evolve its structure, introducing some enhancements and in particular **the broadening of the exercise period** and the allocation, in the event of share price depreciation, of the **dividend equivalent shares**, in case the **Net Holding Cash Flow (NHCF) goal is achieved**.

These enhancements complement the protection mechanism already embedded in the Plan.

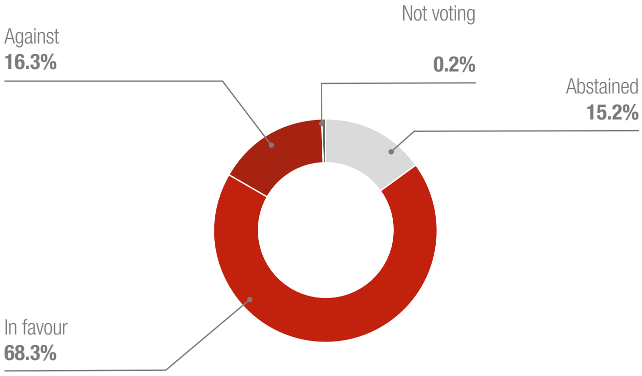
1.10 Outcome of the Voting on the 2022 Report on Remuneration Policy and Payments

The 2022 Report on Remuneration Policy and Payments was approved by the **Annual General Meeting (AGM)** in April 2022.

2022 AGM Outcome on Report Section I (Binding Vote)

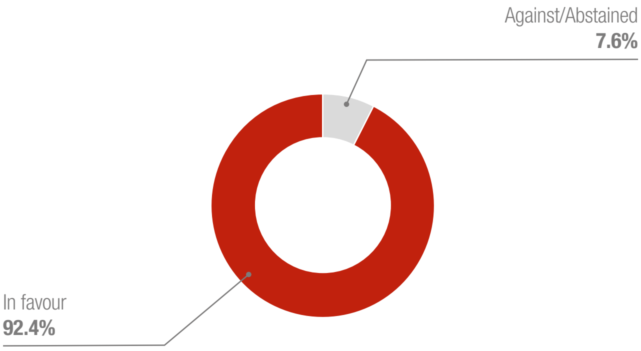


2022 AGM Outcome on Report Section II (Advisory Vote)

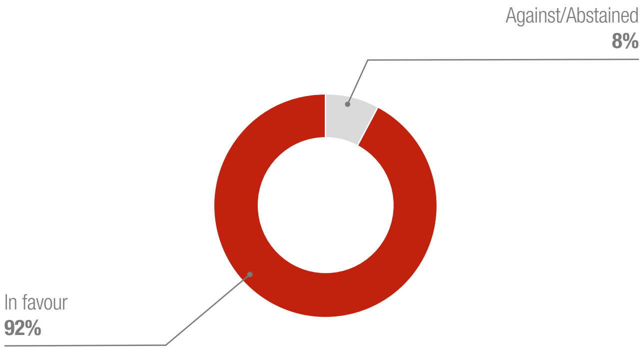


The 2022 Policy and Report received a qualified majority among stakeholders, especially from **institutional investors** who approved - both Section I and Section II of the Report - **with more than 90% of their voting capital**.

Focus on Institutional Investors
2022 AGM Outcome on Report Section I (Binding Vote)



Focus on Institutional Investors
2022 AGM Outcome on Report Section II (Advisory Vote)



Since 2022, the Chairwoman of the Remuneration and Human Resources Committee and the Management have actively participated in more than 35 meetings with major institutional investors and proxy advisors, to discuss specific aspects of the Group's Remuneration Policy.

Indeed, thanks to the ongoing dialogue with institutional investors and proxy advisors and the continuous improvement that drives our approach towards the Remuneration Policy, we confirm our high standards of disclosure, particularly in terms of providing more in-depth information on all relevant aspects of the relationship between sustainable performance and remuneration.

The "say on pay" and transparency culture has always been embedded in our model, and is supported by solid, structured and informed governance.

Chapter 2

PRINCIPLES OF THE REMUNERATION POLICY

Our Policy is founded on clear and shared principles that guide compensation programmes and the actions that ensue.

EQUITY AND CONSISTENCY of remuneration in terms of responsibilities assigned and capabilities demonstrated
+
ALIGNMENT WITH THE STRATEGY AND LONG-TERM SUSTAINABLE VALUE CREATION for all stakeholders
+
COMPETITIVENESS with respect to market trends and practices
+
MERIT AND PERFORMANCE-BASED REWARD in terms of sustainable results, behaviours and Group values
+
CLEAR GOVERNANCE AND COMPLIANCE with the regulatory framework

2.1 Equity and Consistency

The remuneration is set in line with the provisions of national and Company collective agreements **and must be fair** with respect to:

- the **duties** assigned;
- the **responsibilities** assigned to the person;
- the **roles** held;
- the **skills** and capabilities demonstrated.

Generali is committed to promoting **equal treatment and equal pay** between females and males at all levels of the organisation. This applies both to Top Management as well as the other roles within the Company.

In a global Group such as Generali, the **principle of coherence** results in a consistent approach adopted in the various Business Units, Countries and Functions, to correctly guide all our people towards **Group goals** whilst ensuring **compliance with local laws and regulations**.

Finally, the principles of equity and consistency, with respect to position and task performed, shape the composition of remuneration packages, defined by **calibrating the different forms of remuneration** (variable and fixed, cash and shares, short- and medium/long-term), also taking into account best market practices.

2.2 Alignment with the Strategy and Long-term Sustainable Value Creation

Remuneration systems are a fundamental tool for aligning management's conduct with corporate strategies. In this sense, our incentives system is structured so that the roles are remunerated **based on the achievement of financial (risk-adjusted), economic, and operational, and non-financial/ESG Group results**. Goals and ambitions are set - **both on an annual and multi-year basis, and in a forward-looking perspective** - taking into account the actual results achieved over time. The aim is to maintain a sustainable level of performance in terms of results and risks taken, in line with Shareholders' requests and regulatory requirements.

In particular, in the annual part of the variable remuneration (STI), the "**Balanced Scorecards**" of all participants include a significant percentage of goals tied to the implementation of strategic Group and local initiatives. The overall budget or Funding Pool allocated for the annual portion of the variable remuneration (STI) varies between a minimum and a maximum value in relation to the degree of achievement of the Group's level of results (Group Normalised Adjusted Net Profit and Group Operating Result). Similarly, the goals of the deferred part of the variable remuneration (LTI) are strictly tied to the Group strategic business priorities.

All incentives systems also include **an even more relevant component related to sustainability**, both through appropriate non-financial/ESG and sustainability performance parameters and goals, and through the so-called "gates" tied to the "solvency" level (failure to exceed this determines the impossibility of providing variable remuneration), and through financial risk-adjusted KPIs set in line with the Group Risk Appetite Framework.

Moreover, the remuneration policy adopts an approach aimed at ensuring that remuneration and incentives mechanisms are coherent with the **integration of the sustainability risks**, already included in the Group's internal regulations system, for example those regarding risk management system, investment, and underwriting processes.

2.3 Competitiveness

Generali's Remuneration Policy is independently **defined by the Group**, considering its own characteristics and specificities, without taking the policies of other companies as a reference. At the same time, to ensure that our Remuneration Policy is updated according to market trends, there is **constant monitoring of our peers' practices and general trends**, in terms both of pay-mix, remuneration levels and systems, and of alignment with the regulatory context and specific business framework.

Comparison with peers is essential in order to **assess both the performance of Assicurazioni Generali in absolute and relative terms**, and the **competitiveness of the remuneration packages** of recipients in terms of **Total Reward** and **talent attraction**. Information about the peer group used as a reference and the criteria used for its definition are provided in the chapter related to the remuneration of the Managing Director/Group CEO (and referred to in the following chapter on the Managers with Strategic Responsibilities).

In terms of total target remuneration, the Group's approach is to align the remuneration to a **competitive level**, **between the median and upper quartile** of the specific reference market, with the individual positioning linked to the evaluation of performance, potential and strategic business impact, according to a segmented approach.

Peers' analyses are carried out by **independent external consultants** (Mercer and Willis Towers Watson) who provide relevant information and market analyses to the Company's corporate bodies and Top Management, to inform any remuneration decision for the reference group with respect to the practices in use internationally in the insurance and financial sector.

At local and Group level, the comparative analysis is conducted taking into account specific groups of peers, in order to ensure alignment with the reference market. The competitiveness of each local remuneration structure, defined on the basis of the reference benchmarks, must, in any case, be consistent with the general principles of the Group Remuneration Policy.

2.4 Merit and Performance-based Reward

Merit is a **key factor in the Group Remuneration Policy**. The system through which this is valued is based on several elements:

- **RELATIONSHIP BETWEEN INCENTIVES AND RESULTS**: through the definition of systems that set a direct link between remuneration and results assessed at Group, Business Unit, and individual level;
- **ASSESSMENT OF CONDUCT**: considering while analysing the results, not only the achievement of financial (risk-adjusted), economic and operational goals, but also the behaviours demonstrated to achieve them and their consistency with Group values;
- **TIME PERSPECTIVE**: assessing performance not only yearly, but also on a long-term perspective and time frame;
- **TRANSPARENCY OF THE MERITOCRATIC SYSTEMS**: by reviewing the performance assessment of all recipients of this Report in a calibration meeting involving the Company's Top Management, to promote equity, coherence and transparency of our meritocratic approach;
- **PERIODIC PERFORMANCE CHECKS**: considering feedback on trends with respect not only to annual, but also intermediate performance, to facilitate alignment with the expected targets and the possible undertaking of corrective actions.

Our incentives reward the achievement of performance goals, both financial (risk-adjusted), economic and operational, as well as non-financial/ESG, through the payment of variable remuneration, as further detailed below. Setting a **balanced remuneration package** for all managerial roles is considered to be a key driver for aligning to Group goals. The **weight and the structure of the variable remuneration are balanced** to incentivise the **achievement of sustainable results over time** taking into consideration the Group risk framework to avoid any behaviour not in line with the Company's risk appetite.

All goals used in the incentives system are defined by selecting, as performance indicators for the annual and long-term plans, consistent parameters to support the Group strategy.

2.5 Clear Governance and Compliance

The Generali Group has set up a governance process that involves both the corporate bodies and part of the Company Management and the Key Control Functions, with the aim of defining, regulating, implementing and managing remuneration policies.

Rigour, independence, and accountability are the founding elements of the governance system that ensure both adequate control of remuneration practices and the protection of stakeholders' interests.

Regulatory compliance, alignment with the business strategy, and Group values, on the other hand, guide the criteria through which the specific skills of the corporate bodies are defined, as well as the processes and roles to define, approve and implement the Remuneration Policy.

Finally, the Generali governance model provides for the Board of Directors to have flexibility over the provisions of the Remuneration Policy in specific and exceptional circumstances. This takes place within the Group's **strict governance processes**, with prior application of the provisions on transactions with Related Parties, where necessary, as required by law, and without prejudice to the compliance with the solvency requirements.

We are convinced that by drawing inspiration from these principles, our remuneration systems can be a key element for **attracting, developing and retaining talent and key people** with critical skills and high potential as well as engaging all employees, thereby promoting a correct approach in aligning their performance with Company results and building the premises for solid and sustainable results over time.

Chapter 3
Focus on Managing Director/Group CEO, Managers with Strategic Responsibilities and Other Relevant Personnel

REMUNERATION STRUCTURE

3.1 Recipients of the Remuneration Policy

The Remuneration Policy contained in this Report applies to **members of the corporate bodies** (the Board of Directors, including the Managing Director/Group CEO and the Board of Statutory Auditors) as well as to the "**Relevant Personnel**", including the Managers with Strategic Responsibilities, identified based on the criteria indicated in art. 2, paragraph 1, lett. m) of IVASS Regulation n. 38/2018, or: "the general managers, managers with strategic responsibilities, the managers and senior staff of key control functions and the other categories of personnel whose activities may have a significant impact on the Company's risk profile" and therefore respectively:

- the members of the **Group Management Committee** (GMC)[3], the Group's leadership team who discuss the fundamental decisions for the Group and key proposals to be submitted to the Board of Directors, whose decisions and guidelines are conveyed within the Group;
- the **Heads and First Reporting Managers of the Key Control Functions**[4], for whom specific provisions are envisaged, in line with the applicable regulatory requirements;
- other **roles directly reporting to the Managing Director/Group CEO and to the Company's Board of Directors**[3] with significant impact on the Group's strategic profile.

In line with the Group strategy adopted, which aims to increase the Group's international integration and strengthen its role at an international level, and in compliance with the regulatory framework, the principles contained in this Group Remuneration Policy are globally consistent, and therefore applicable to all members of the Group Relevant Personnel, without prejudice to compliance with local/sector laws and specificities.

Furthermore, the Group pays special attention to the governance processes related to the members of the Global Leadership Group (GLG)[5], who represent the approximately 200 roles with the greatest Group organisational weight and impact on the results and the process of rolling out, cascading, implementing and guiding the strategy and transforming the business, as well as, limited to the Group Long Term Incentive (LTI) plan, talents and other selectively identified Group key roles.

3.2 Elements of the Remuneration Package

3.2.1 Total Remuneration Package in Terms of Level, Structure and Balance

The Managing Director/Group CEO and the Relevant Personnel not belonging to Key Control Functions are recipients of an overall remuneration package consisting of a fixed remuneration and a variable remuneration (annual in cash and deferred in shares) and benefits.
The principles guiding the remuneration package are those already explained in the first chapters of the Report and hereby referred to and illustrated. In particular:

- the remuneration package is clearly defined in order to **guarantee a balance between fixed remuneration and variable remuneration**, as well as to encourage the achievement of sustainable long-term results;
- the remuneration package is structured as a whole to ensure balance between the requirement to adequately **incentivise the achievement of the best results** in the interest of the Group and, at the same time, to **guarantee**, through the adoption of a series of precautions and safeguards, **a healthy and prudent management**, in accordance with the relevant regulatory framework;
- the "target" remuneration package is defined with the aim of **maintaining a competitive level** between median and upper quartile of the specific reference market, with the individual positioning linked to the evaluation of performance, potential, and strategic role, according to a segmented approach;
- variable remuneration is defined through annual cash and

3. In the year in question, the Group Management Committee members and other Managers with Strategic Responsibilities are identified in the following roles (in addition to the Managing Director/Group CEO): General Manager, Group Chief Financial Officer; Group Chief Risk Officer; Group Chief Communications & Public Affairs Officer; Group General Counsel; Group Chief HR & Organization Officer; Group Chief Marketing and Customer Officer; Group Chief Transformation Officer; Country Manager Italy; CEO Germany, Austria and Switzerland; Country Manager Germany; Country Manager France & CEO Global Business Activities; CEO International; CEO Asset & Wealth Management; Head of Corporate Affairs & Company Secretary; Group Head of Mergers & Acquisitions. The Remuneration Policy and governance illustrated below in this Report shall apply in compliance with the respective governance and with local regulations.
4. Head of Group Audit; Group Chief Risk Officer; Group Head of Actuarial Function; Group Compliance Officer and their first reporting managers. The Group Head of Anti-Financial Crime Function is assimilated to the Key Control Functions for the application of the remuneration and incentive rules. The specific provisions provided for the Heads of the Key Control Functions also apply to the Group Chief Risk Officer, even if a member of the Group Management Committee (GMC).
5. The Global Leadership Group (GLG) consists of approximately 200 Group roles, with high Group organisational weight and impact on results and on the strategy and business transformation definition, cascading, implementation and guiding process, including, for example, CEOs of major subsidiaries, main Branch managers, strategic positions within Countries and business lines and positions at Head Office with a global impact on the Group's results, for which the annual cash component (STI) and deferred component in shares (LTI) policies apply.

deferred share-based incentive plans, tied to individual and Group performance indicators, which also take into account the **sustainability requirements**, also in terms of the risks undertaken;

- the structures of the incentive plan provide **access thresholds** related to the Company's financial situation and risk management, as well as risk indicators and malus and clawback mechanisms and prohibitions on hedging;
- the expected performances are clearly defined through a structured and explicit system of **performance management**;
- the variable component (including an annual cash and a deferred in shares component) is as a whole:
  - made up of at least **50% of shares**;
  - structured according to **percentages and deferral periods differentiated** by cluster of beneficiaries.

TOTAL TARGET REMUNERATION COMPONENTS

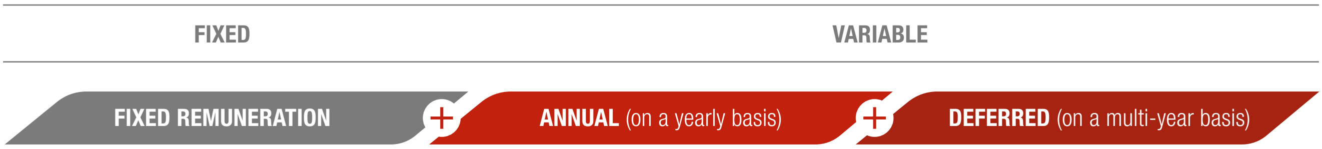


Chart 3.a

Analyses are conducted on the structure of the remuneration package to ensure that fixed remuneration, variable remuneration and benefits are balanced to promote the commitment of management to contribute to the achievement of **sustainable results**, as further specified below. In particular, the remuneration is determined for such an amount that does not incentivise inappropriate risks by the individual while allowing, in the theoretical event the related conditions occur, the efficient application of the appropriate ex post correction mechanisms (malus and clawback) on variable remuneration.

Also as far as benefit evaluation, the markets are constantly monitored aiming for **alignment with main market practices**, carrying out surveys by professional families, business lines, and territories.

Special guidelines on balancing the various remuneration components are defined for each target population and, with special reference to the members of the **Group Management Committee** (GMC), the **Board of Directors**, upon the opinion of the **Remuneration and Human Resources Committee**, establishes the overall positioning policy at Group level in terms of remuneration value, also defining guidelines for the **revision of the remuneration and of the pay-mix** where necessary, in line with market trends and internal analysis.

The Board of Directors, upon the proposal of the Remuneration and Human Resources Committee, annually approves the criteria and structure of the incentives system for the recipients of this Remuneration Policy, ensuring the appropriate balancing of the variable remuneration opportunities in the pay-mix structure.

With regards to the pay-mix policy for the Relevant Personnel of the Key Control Functions, the balancing is defined by the Risk and Control Committee in favour of the fixed component with an approach to variable remuneration consistent with the aim of ensuring their independence and effectiveness of their control action.

3.2.2 Fixed Remuneration

Fixed remuneration is determined and adjusted over time considering the **duties**, the **responsibilities assigned and the roles held,** also taking into account the experience and skills and abilities of each individual.

The weight of the fixed remuneration is such as to adequately remunerate in order to **attract and retain** key people and at the same time it must be sufficient to remunerate the role correctly even if the variable remuneration should not be paid following the failure to achieve the individual, Company or Group goals, in order to prevent behaviour that is not proportionate to the Company's degree of risk appetite.

The level of fixed remuneration, like the other components of the remuneration package, is also regularly assessed with respect to the evolution of the market.

3.2.3 Variable Remuneration

Variable remuneration seeks to motivate the Management to **achieve business goals** through the direct connection between incentives and:

- **Group goals**, also through the definition of a "Funding Pool" matrix set in order to guarantee the alignment of the annual bonuses of Top Management with the Group's results in terms of Group Normalised Adjusted Net Profit[6] and Group Operating Result;
- **Goals at Business Unit, Country or Function and individual level**, both financial (risk-adjusted), economic and operational, and non-financial/ESG.

6. Group Adjusted Net Profit reported in the financial statements (according to IFRS17-9 principles starting from 2023), normalised by excluding any extraordinary items not predictable (due to, by way of example only: amortisation/goodwill depreciation, significant legal/regulatory/legislative changes, and significant impacts resulting from changes to tax treatment, gains/losses from M&A) and approved by the Board of Directors upon the recommendation of the Remuneration and Human Resources Committee.

Performance is assessed with a multidimensional approach that takes into account, depending on the evaluation time frame considered, the results achieved by individuals, those achieved by the structures in which the individuals operate, and the results of the Group as a whole.

The impact of variable remuneration on the overall remuneration varies according to the organisational level, the possibility of directly influencing Group results, and the impact that the individual role has on the business. In addition, the time horizon of accrual and payment of the variable remuneration differs based on the role, according to the criteria better illustrated below.

The Group guidelines on variable remuneration ensure alignment with the regulatory provisions and with the recommendations relating to the Key Control Functions.

The individual agreements with the recipients of the Remuneration Policy usually contain specific details relating to the variable component of the remuneration, both the annual and deferred part.

With reference to variable remuneration, **incentive plans**, both annual and deferred, are adopted especially establishing that:

- variable remuneration is as a whole comprised of **at least 50% of shares**;
- a portion equal to at least **60%** of the variable remuneration is subject to deferred payment systems for a period of time of no less than **5 years for people whose variable remuneration represents a particularly high amount of the overall remuneration**, identified as the Managing Director/Group CEO and the members of the Group Management Committee (GMC);
- a portion equal to **at least 40%** of the variable remuneration is subject to **deferred** payment systems for a period of time of no less than **3 years, for the remaining Relevant Personnel**[7];
- the variable remuneration provides for **risk adjustment mechanisms** defined in alignment with the strategy (**Return on Risk Capital**) and with the limits of the **Regulatory Solvency Ratio** defined by the Board within the Group's Risk Appetite Framework;
- variable remuneration is coherent and does not conflict with the goal of **full compliance with the Group internal and external regulatory provisions**;
- the active involvement of the **Finance, Risk Management, Compliance, Anti-Financial Crime and Internal Audit** Functions is provided to verify the consistency of criteria and strategic performance indicators with respect to the risks and regulatory requirements.

The **maximum cap** of the variable remuneration compared to the fixed remuneration for the Managing Director/Group CEO is equal to:

- **200% of the fixed remuneration in relation to the annual component** in cash of the variable remuneration (STI);
- **200% of the fixed remuneration in relation to the deferred component** in shares of the variable remuneration (LTI).

The **maximum cap** of the variable remuneration compared to the fixed remuneration for the Managers with Strategic Responsibilities is **on average** equal to:

- ~**160% of the fixed remuneration in relation to the annual component** in cash of the variable remuneration (STI);
- **200% of the fixed remuneration in relation to the deferred component** in shares of the variable remuneration (LTI).

The process for the definition and consistent application of the Remuneration Policy for Group companies is managed within the Group governance process, also through the adoption of specific internal policies, taking into consideration the local/sector characteristics and specificities, with particular attention, in addition to regulatory requirements, to local practices in terms of levels, Annualised Pay-Mix and eligibility for incentive plans with the aim of keeping our remuneration packages competitive with respect to local markets to attract the best people.

All variable remuneration plans - annual cash and deferred share plans - have **malus and clawback mechanisms and hedging prohibitions** aligned with Group policies.

No incentive is paid in the event of wilful misconduct or gross negligence in violation of the Code of Conduct, or of a violation of the regulatory provisions applicable to the scope of activities managed by the individual, especially those regarding the protection of policyholders, the processing of personal data, anti-money laundering and countering the financing of terrorism, and international sanctions, or in the event of failure to achieve the predetermined results or of a significant deterioration of the Group financial position.

Any amount paid out is subject to clawback in the event of the emergence of wilful misconduct or gross negligence (including the case where, as a result of such behaviours, the relevant performances prove to be non-lasting nor effective) or in the event of the emergence of violations of the Code of Conduct or of the regulatory provisions applicable to the scope of activities managed by the individual (including those aforementioned in reference to malus provisions).

7. With the exception of Relevant Personnel whose variable remuneration represents at least 70% of the overall remuneration, where the provisions of the previous point apply.

The malus and clawback provisions also apply if the data based on which the incentive was determined should prove to be manifestly incorrect.

With specific reference to the incentive plans, the final assessment of the level of achievement of the goals also includes an **individual evaluation of behavioural integrity** (in line with the provisions of the Code of Conduct), **compliance with the regulatory provisions** applicable to the scope of the activities managed by the individual, completion of mandatory training, and the resolution of remediation actions defined within the audit activity. This assessment is to be carried out and used as **a calibration or malus/clawback mechanism** where necessary.

Aside from the consequences in terms of variable remuneration, anyone who attempts to violate or violates the internal and/or external regulatory provisions applicable to the perimeter of the activities managed by the individual is subject to possible disciplinary actions based on the seriousness of the conduct and in accordance with the locally applicable employment laws (e.g. from a warning letter to dismissal).

In line with European regulation (Solvency II), the Company requires beneficiaries of incentive plans, through specific provisions included in the contractual documents governing such plans, **not to resort to strategies of personal or insurance coverage (so-called hedging)** that may alter or undermine the risk alignment effects embedded in the variable remuneration mechanisms.

In the event of unforeseeable exceptional circumstances, such as significant changes in the macroeconomic and financial context, the Board of Directors can reassess the fairness and consistency of the incentives system, implementing the required corrective measures (and this also especially in terms of the reference goals, the related metrics, and methods of evaluation) to keep unchanged - within the limits allowed by the applicable legislation and notwithstanding compliance with the limits and general principles of this Remuneration Policy - the substantial and essential economic features of the systems, preserving their main incentive purposes.

3.2.4 Annual Cash Component of the Variable Remuneration - Short Term Incentive (STI)

As in past years, the annual cash component of the variable remuneration consists in the so-called **Short Term Incentive** (STI), based on an annual performance assessment period and which provides for the payment of a cash remuneration upon the achievement of predefined goals.

Specific Short Term Incentive (STI) plans are provided for the Managing Director/Group CEO, for the Managers with Strategic Responsibilities[8], including the members of the Group Management Committee (GMC), and for the Heads and First Reporting Managers of the Key Control Functions.

In particular, the Short Term Incentive (STI) plans for the Managing Director/Group CEO and for the Managers with Strategic Responsibilities, including the members of the Group Management Committee (GMC), are determined by the Board of Directors, upon the proposal of the Remuneration and Human Resources Committee; while the plan for the Heads and First Reporting Managers of the Key Control Functions is approved by the Board of Directors, upon the proposal of the Risk and Control Committee.

The annual incentives system for the Managing Director/Group CEO and for the members of the Group Management Committee (GMC) aims at anchoring the incentive to the achievement of business goals through the direct link between incentives and Group goals (ensuring sustainability of the payment of bonuses with respect to the Group results in terms of Normalised Adjusted Net Profit and Operating Result) and goals at Business Unit, Country or Function and individual level, both financial (risk-adjusted), economic and operational and non-financial/ESG.

The variable remuneration system dedicated to the Heads and First Reporting Managers of the Key Control Functions is consistent with the specific activities of each of these Functions, independent of the results achieved by the operating units subject to their control, and linked to the achievement of goals related to the effectiveness and quality of the control action, and is also defined in such a way as not to be a source of potential conflicts of interest.

3.2.5 Deferred Component in Shares of the Variable Remuneration - Long Term Incentive (LTI)

Generali's deferred variable remuneration consists in multi-year plans (so-called Long Term Incentive plan - LTI) approved from time to time by the competent bodies, and whose recipients can be the Managing Director/Group CEO, the members of the Group Management Committee (GMC), the remaining Relevant Personnel (with the exception of the Heads and First Reporting Managers of the Key Control Functions), the other members of the Global Leadership Group (GLG), and other selected employees of Generali.

From 2013, **Generali has adopted plans based on a three-year cycle**, after which free shares can be granted, subject to predefined holding/lock-up periods. In particular, the 2020-2022, 2021-2023 and 2022-2024 LTI plans are currently under way. The share allocation relating to the 2020-2022 LTI plan, whose performance cycle ended at the end of 2022, takes place in April 2023, while those relating to the 2021-2023 and 2022-2024 LTI plans may take place starting from 2024 and 2025 respectively.

8. System applied also to the remaining Relevant Personnel as well as the other members of the Global Leadership Group.

Starting from 2019, the structure of the LTI plans provides for a share allocation system with **deferral and lock-up periods over a time frame of 6-7 years**, depending on the population of reference.

These LTI plans are normally structured according to a so-called rolling system, with the launch of a new plan with overall three-year performance in each financial year for all the eligible beneficiaries, without prejudice to the different possibility for the Company to evaluate, especially in the case of fixed-term relationships or assignments, the participation of specific beneficiaries in a unique plan for the entire reference period, which combines and concentrates in itself the potential incentives that would result from the multiple plans launched in the same reference period and therefore respecting, overall, the Annualised Pay-Mix (target and maximum) provided under the Remuneration Policy.

3.2.6 Benefits

Benefits represent an additional element of the remuneration package - in a **Total Reward** approach - to supplement the cash and share-based components. Benefits differ based on the category of recipients, both in terms of type and overall value, in line with the Group Policy.

In particular, with regard to the Managing Director/Group CEO and the other recipients of the Policy within Assicurazioni Generali, **supplementary pension** and **health care benefits** are governed by the individual contracts, applicable collective bargaining agreements, and Company-level supplemental agreements. At the complementary collective bargaining agreement level, this also provides for other guarantees, such as the Long-term Care guarantee in the event of permanent disability, and the guarantees in the event of death and total permanent disability caused by injury or disease, whether professional or extra-professional.

With reference to the supplementary pension, for the managers of Assicurazioni Generali within the target population of this Remuneration Policy, a set percentage of the fixed remuneration defined by supplementary Company/individual agreement (between 13% and 16.5%) is provided in the **Managers Pension Fund** (GenFonDir).

The benefits package can also include, as an example, the personal and business use of **a Company car** with a fuel card (alternatively a car allowance can be provided), dedicated **assistance in case of emergency,** and **agreements with airport operators** (e.g. corporate frequent flyer cards). Moreover, specific contractual conditions may also be granted, in compliance with all applicable regulations, with regard to, for example, the **execution of insurance**, **banking** or **the purchase of other products of the Generali Group**, **along with facilitated access to loans**, **mortgage for buying houses or vehicles**, and other benefits or **reimbursements** related to Company events or Company initiatives.

Furthermore, in the event of transfer of the workplace within the Country or to another Country or the recruitment of personnel from different locations or Countries, supplementary benefits may be provided in line with market practices, relating, for example, to the accommodation, support for the education of children, and all aspects related to national and international mobility, for a defined period of time.

3.2.7 Additional Components of Remuneration Related to Certain Circumstances or Events

In order to attract or retain key individuals, **specific remunerations** can be agreed upon during recruitment or during the course of the employment.

These components, which are only **awarded for selected high profile managerial positions**, may consist, for example, of (a) entry bonuses linked to the loss of incentives by the previous employer and linked, where possible, to the commitment to remain employed at the Company for a specified period; (b) variable components guaranteed only for the first year of employment; (c) payments linked to the stability of the employment over time.

The Company can also award **bonuses in connection with extraordinary operations and/or results** (such as, for example, disinvestments, acquisitions, mergers, reorganisation or efficiency processes), of such significance as to materially impact the value and volumes of the Company's activity and/or its profitability and as such not apt to be adequately rewarded within the framework of ordinary variable remuneration systems, so as to justify this additional payment. The parameter for identifying any extraordinary transactions or results possibly worthy of recognition is linked to the **level of materiality of the operation** which, in consideration of the size of the Generali Group, can only occur in relation to operations of extraordinary and unusual economic or organisational dimensions. The criteria for determining the amount of any bonus, which is normally within the maximum limits of one year of fixed remuneration, would, on the one hand, be connected to the **value of the operation** and, on the other hand, would consider the **overall remuneration already paid** to the beneficiary within the standard remuneration systems.

Any such payments, determined in compliance with the governance processes on remuneration that apply to the various categories of recipients, subject to examination of the provisions on transactions with Related Parties, where applicable, and paid according to terms and methods compliant with the relevant internal and external regulations[9] (without prejudice to the overall Annualised Pay-Mix, where applicable), will be appropriately disclosed, as required by regulations in force, in Section II of the first Report on Remuneration Policy and Payments published following the payment.

9. This taking into account other incentives that may be paid to the beneficiary as elements of the overall variable remuneration (and related terms and methods of payment).

3.2.8 Flexibility the Board of Directors May Exercise Within its Powers

The Board of Directors guides the Company by pursuing its Sustainable Success. It holds full powers for the ordinary and extraordinary administration of the Company and may execute all acts, including acts of disposition, deemed appropriate to achieve the corporate purpose, excluding only those that by law are expressly reserved for the Annual General Meeting.

In this context, the Remuneration Policy - approved by the Annual General Meeting - sets out the framework and boundaries within which the Board of Directors may exercise its power to define, quantify, increase or decrease awards and remuneration based upon its assessments and considerations, within the limits allowed by the applicable rules and legislation in strict compliance with regulatory requirements.

The Board of Directors may exercise this power only within the rigorous governance processes of the Group, subject to the procedure for the approval of transactions with Related Parties, where applicable, and providing complete and appropriate disclosure as required by the regulations in force.

The presence of flexibility within the powers of the Board of Directors represents an element of value for the purposes of the company's ability to attract, motivate, and retain key personnel, although **no derogation to the Group remuneration policy has ever been applied to date**. This last circumstance represents, among other things, another confirmation that the systems adopted in the Remuneration Policy are effective and can adapt to the market variables, clearly aligning remuneration to the actual performance, capital solidity, and solvency requirements.

In particular, the features of the annual cash and deferred share-based incentives structure upon which the Board of Directors may potentially apply corrective measures, adjustments, or amendments are limited to the following elements (with examples of the circumstances in which these could be applied):

Structure and objectives of the incentives system:

(i) upon occurrence of extraordinary factors that may influence key elements of the plans (e.g. extraordinary operations involving Assicurazioni Generali and/or the Generali Group, capital transactions, legislative changes or alterations to the Group's scope, or compliance with specific sector or foreign country regulations applicable for single Group companies, changes in multi-year strategic plans), the Board of Directors may apply remedies to the plans' structure and objectives as considered necessary, in order to ensure (where possible) that - within the limits permitted by applicable legislation - its substantive and economic content remains unchanged;

(ii) in the event of major market discontinuity (e.g. if there are material changes in the macroeconomic conditions or a worsening in the financial scenario), the Board of Directors, as part of the governance processes concerning remuneration, may reassess the overall fairness and consistency of the incentives system (so-called "**Market Adverse Change**" clause) implementing the necessary corrective measures to the plans' structure and objectives, and this also especially in terms of the reference economic parameters and goals, the related metrics, and methods of evaluation, with the aim (where possible) of keeping unchanged - within the limits allowed by the applicable legislation and in compliance with the limits and general principles of this Remuneration Policy - the substantial and essential economic features of the systems, preserving their main incentive purposes;

Funding Pool of the annual cash incentive:

(i) within the mechanism of the Funding Pool of the annual cash incentive, the Board of Directors may authorise an ad hoc Funding Pool even in the event of Group results below the minimum set for the reference year by the Board of Directors for Group goals or may authorise an additional portion - equal to a maximum of 10% of the actual funding - with the aim of remunerating individual persons whose performance has been of particular relevance. On the basis of the Funding Pool mechanism, in fact, there is the theoretical possibility that, due to the degree of achievement of the Group results, the beneficiaries who have reached or largely exceeded all of the assigned goals, may still receive a bonus lower than the target amount or no bonus at all, due to the zeroing or significant reduction of the available so-called Funding Pool. In this situation, never occurred to date, the corrective measures illustrated above which have, to date, never been used, have the role of intervening - at the end of the rigorous process of governance described above and still only when the minimum access threshold has been reached to guarantee the Group's capital stability - in order to allocate an additional amount to the Funding Pool and correct such situations.

Although **never applied to date**, should any of the above corrective measure integrate a derogation (as per art. 123-ter, paragraph 3-bis, TUF), this would be subject to the specific and relevant legal requirements, including the procedure for the approval of Related Party transactions, always in compliance with regulatory, governance and disclosure provisions.
In particular, a temporary derogation can be implemented where this is necessary for the pursuit of the long-term interests and the sustainability of the Company as a whole or to ensure its ability to remain on the market (as provided for by art. 123-ter, paragraph 3-bis of the TUF and by art. 84-quater of the Issuers' Regulation).

With reference to 2022 as well as for previous years, no temporary derogation has ever been applied with respect to the Group Remuneration Policy.

3.2.9 Compensation for Further Assignments

The Managing Director/Group CEO and the other recipients of the Remuneration Policy within Assicurazioni Generali **cannot receive payments and/or attendance fees** for other offices they have been assigned by the Parent Company in subsidiaries, entities, associations, unless specific authorisation is granted, duly motivated, formalised and resolved each time by the competent bodies.

Finally, please refer to the following chapters for the policies relating to the D&O insurance policy and for the payments in the event of termination.

3.2.10 Share Ownership Guidelines

Upon the proposal of the Remuneration and Human Resources Committee, starting in 2021, the Board of Directors introduced **Group Share Ownership Guidelines** for the Managing Director/Group CEO and for Managers with Strategic Responsibilities who are part of the Group Management Committee (GMC)[10], in order to further align managerial interests with those of the Shareholders.

These guidelines provide that:
- the Managing Director/Group CEO shall hold for the entire term of office a minimum number of Generali shares of equivalent value to **300%** of the annual recurring fixed gross remuneration;
- the Managers with Strategic Responsibilities who are part of the Group Management Committee (GMC) shall hold for the entire term of office a minimum number of Generali shares of equivalent value to **150%** of the annual recurring fixed gross remuneration.

These levels must be achieved within 5 years from appointment and must be maintained for the entire duration of the office held.

In compliance with regulatory requirements and in line with the principles of the Remuneration Policy, the recipients of the Share Ownership Guidelines are required not to resort to strategies of personal or insurance coverage (so-called hedging) that may alter or undermine the risk alignment effects embedded in the variable remuneration mechanisms.

10. Excluding personnel belonging to the Key Control Functions.

Chapter 4

REMUNERATION OF THE MANAGING DIRECTOR/GROUP CEO

4.1 Remuneration Package

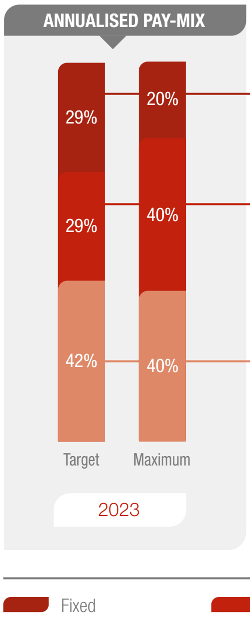
The remuneration of the Managing Director/Group CEO is structured according to and in compliance with **market practices and regulatory requirements**. It ensures a correct balance between **fixed compensation, variable annual cash and deferred share-based incentives** linked to predefined and measurable short- and long-term **financial (risk-adjusted), economic and operational, Business Development & Transformation, and ESG performance** goals. Moreover, it provides for additional benefits in line with Group policies and specific **Share Ownership Guidelines**.

Here below is a description - also on account of the obligations arising from the regulatory provisions regarding the Remuneration Policy and its mandatory contents (as provided, inter alia, under CONSOB's Issuers' Regulation in force, as amended in 2020) - of the general principles underlying the definition of the remuneration of the Managing Director/Group CEO and the related structural elements, as defined, within the scope of this Remuneration Policy, by the Board of Directors, upon consultation with the Remuneration and Human Resources Committee, in line with the guidelines already set for the entire mandate.

The Chart 4.a shows the fixed and variable elements that constitute the remuneration package of the Managing Director/Group CEO, and the relative weights versus the overall Annualised Pay-Mix (target and maximum) which, in line with the market and industry expectations, confirms the **reduction, compared to the past, in the incidence of variable remuneration with respect to fixed remuneration**, as approved in the 2022 Remuneration Policy (also due to the fact that no launch of a new co-investment share plan linked to the mandate was proposed).

The remuneration package was rebalanced considering **multiple perspectives and requirements by different stakeholders** taking into account market and industry expectations and recommendations at regulatory level (IVASS, EIOPA) by:

- **excluding the co-investment share plan**, as recommended by institutional investors and proxy advisors, thus removing specific or ad hoc elements from his Pay-Mix components, which are now structurally aligned with the other Executives' (Fixed Remuneration, Annual Variable Cash Remuneration - STI, and Deferred Variable Remuneration in Shares - LTI);
- **reducing compared to the past the total amount and the incidence of variable versus fixed remuneration**, as for regulatory expectations;
- **aligning around market median** the target compensation.



ELEMENTS	CRITERIA AND PARAMETERS
FIXED REMUNERATION	Determined appropriately with respect to the level of responsibility and role held and defined in line with market practices and updated benchmarking levels to foster attractiveness, competitiveness, commitment and retention
ANNUAL VARIABLE CASH REMUNERATION (STI) MAXIMUM CAP: 200% FIXED REMUNERATION	Annual cash incentive plan linked to the performance assessment of specific annual business goals set in line with the Group strategy plan: • **Financial (risk-adjusted), economic and operational** • **Business Development & Transformation** • **ESG performance** Any payment is subject to the achievement of the Regulatory Solvency Ratio threshold
DEFERRED VARIABLE REMUNERATION IN SHARES (LTI) MAXIMUM CAP: 200% FIXED REMUNERATION	Multi-year deferred incentive plan based on Assicurazioni Generali shares with allocations over a period up to 7 years linked to the performance assessment of specific overall 3-year business goals set in line with the Group strategy plan: • **Relative Total Shareholders Return** • **Net Holding Cash Flow** • **ESG performance** Any payment is subject to the achievement of the Regulatory Solvency Ratio threshold
BENEFIT	Supplementary pension and other fringe benefits in line with the Group Policies
SHARE OWNERSHIP GUIDELINES	300% of the annual recurring fixed gross remuneration

Chart 4.a

4.2 Remuneration of the Managing Director/Group CEO towards the Market and the Regulatory Context

The Remuneration Policy of the Generali Group provides for continuous monitoring of the regulatory environment, of peer remuneration practices and general market trends, in terms of pay-mix, remuneration levels and systems, in order to ensure the competitiveness of the remuneration offer and **guarantee the Group's ability to attract, retain and motivate key people**.

In terms of target total remuneration, the Group's approach is to align remuneration at a **competitive level, between the median and the upper quartile** of the specific reference market, with individual positioning linked to the assessment of performance and potential and to the strategic role held, according to a segmented approach.

The **reference panel** for the remuneration benchmarking of the Managing Director/Group CEO is set up with the support of Willis Towers Watson, acting as an independent external consultant to the Remuneration and Human Resources Committee, based on a methodology related to **specific dimensional and business criteria that ensure its significance**.

The reference panel defined includes **European companies of comparable size to Generali**, belonging to the insurance and banking sectors, considering the convergence of the remuneration and regulatory practices between the two sectors and their proximity in terms of labour market.

For the assessment of the dimensional comparability with respect to Generali, the adopted methodology analyses a set of **economic and equity indicators** (revenues, value of market capitalisation, value of assets, number of employees) so that the **dimensional positioning** of Generali compared to the panel companies is aligned with the **median values (53rd percentile)** of the panel.

For the selection of companies in the peer panel, **comparability of the business model, corporate structure, and international presence, as well as the geographical scope of the selected companies** is considered.

Based on the criteria described, **15 companies** have currently been identified to build the reference peer panel:

Parameters for the Panel Selection

- **INDUSTRY** (Financial Services)
- **SIZE** (Revenues, n. employees, capitalisation, total asset)
- **GLOBAL PRESENCE**
- **COUNTRY**
- **BUSINESS MODEL**
- **ATTRACTIVENESS, COMPETITIVENESS AND RETENTION**

Peer Panel 2023

1	AEGON
2	ALLIANZ
3	AVIVA
4	AXA
5	BBVA
6	CREDIT SUISSE
7	DEUTSCHE BANK
8	INTESA SANPAOLO
9	MUNICH RE
10	PRUDENTIAL
11	SOCIÉTÉ GÉNÉRALE
12	SWISS RE
13	UNICREDIT
14	UNIPOL
15	ZURICH

Panel Characteristics 2023

The Panel proposed guarantees:

- The **comparability of peers** with respect to Generali in terms of size: Generali is on the **53rd percentile** of the reference panel
- The inclusion of the main financial services companies in the financial sector of the European Countries of reference to ensure **the competitiveness of remuneration** in order to attract, motivate and retain key people and talents, considering also the increasing convergence of the labour market across the financial services sector
- A **balanced representation of the financial sector**, including 9 insurance companies and 6 with mainly banking business

Chart 4.b

4.3 Components of the Remuneration

4.3.1 Fixed Remuneration

The remuneration of the Managing Director/Group CEO was determined effective as of 2 May 2022 by the Board of Directors at the beginning and for the entire 3-year duration of the 2022-2024 mandate based on the scope of the **role** and the relevant managerial and strategic challenges of continuous transformation of the Group, embedded in the 2022-2024 three-year strategic plan.

The fixed component includes a remuneration paid for the executive employment relationship and the remuneration as Director.

The Managing Director/Group CEO's fixed remuneration for the 2022-2024 3-year mandate, as detailed in Section II in compliance with disclosure standards, has been defined by applying an algorithm that balances the regulatory expectations to reduce the weight of variable remuneration with the need to motivate and incentivise the Managing Director/Group CEO towards the achievement of the highly ambitious strategic targets. This was done in line with benchmarking evidence of market practices for CEOs who remained in office.

4.3.2 Variable Remuneration

Short Term Incentive (STI)

The Managing Director/Group CEO participates in a specific incentive system which provides for the payment of a **variable cash incentive** that can reach a maximum cap of 200% of the fixed remuneration. This occurs upon the achievement of predefined and measurable annual goals, defined in line with the Group business strategy and leading to an individual Balanced Scorecard (BSC) that includes financial performance indicators adjusted for risk and non-financial/ESG performance indicators based on the evidence of specific relevant KPIs, linked to the **clear ambitions** and **new performance ranges** set.

The **performance goals** of the Managing Director/Group CEO for **2023** and the relative weight in determining the incentive amount used for the measurement are:

	Weight	KPI	
Financial (risk-adjusted) economic and operational performance (65%)	35%	Profitability	*Group Normalised Adjusted Net Profit*
	20%	RORC	*Group RORC (Return on Risk Capital)*
	10%	Business Performance	*Group Cost to Income ratio (insurance perimeter)*
Business Development & Transformation (15%)	15%	Innovation & Digital Transformation	*Group % digital policies*
		Brand & Lifetime Partner	*Group % multi-holding customers*
ESG performance (20%)	10%	Sustainability Commitment	*Group % GDWP Insurance Solutions with ESG components on Total GDWP*
	10%	People Value	*Group % upskilled employees*
			Group % women in strategic position
			Quality & solidity of succession planning (Group CEO, GMC members)

Chart 4.c

The performance goals are set in line with the annual budget values and Group ambitions, connected to the Generali three-year strategic plan[11]. The parameters identified reflect the 3 pillars of the strategic plan: sustainable growth, improved earnings profile, innovation and digital transformation, with sustainability as the Originator of the strategy.

In particular:

- **the financial (risk-adjusted), economic and operational parameters identified are:**
  - the **Group Normalised Adjusted Net Profit**, represented by the Group Adjusted Net Profit reported in the financial statements (according to IFRS17-9 principles starting

11. The target level of the goals in absolute value is not reported considering the confidentiality and market sensitivity of the information also in terms of strategic competitive advantage.

from 2023), normalised by excluding any extraordinary items not predictable (due to, by way of example only: amortisation/goodwill depreciation, significant legal/regulatory/legislative changes, and significant impacts resulting from changes to tax treatment, gains/losses from M&A) and approved by the Board of Directors upon the recommendation of the Remuneration and Human Resources Committee;
- the **Group RORC (Return on Risk Capital)** which reflects the profitability of the Group also in relation to capital management and financial optimisation; its weight has been increased from 15% to 20% in order to strengthen the correlation between remuneration and the risk profile adopted by the Management (in line with regulatory expectations);
- the **Cost to Income ratio** which is an efficiency indicator calculated as a ratio between the expenses and the income deriving from the business.

- **the Business Development & Transformation and ESG parameters** reflect the priorities of the Strategy that has **Sustainability as its Originator** and are represented by indicators linked to the key areas of the strategic plan:

  - **Innovation & Digital Transformation**: goal related to the acceleration of the digital transformation process with specific priority on increasing the **% digital policies** indicator in line with the Group's annual and three-year ambitions;
  - **Brand & Lifetime Partner**: with specific priority on increasing the **% multi-holding customers** indicator in line with the Group's annual and three-year ambitions;
  - **Sustainability Commitment**: related to the implementation of strategic sustainability initiatives, with particular focus on increasing the **% GDWP Insurance Solutions with ESG Components on the Group Total GDWP** indicator in line with the Group's annual and three-year ambitions. This metric evolved the previously used "Sustainable Solutions GDWP annual growth" to enhance the steering and monitoring of the entire Group insurance portfolio's rotation towards solutions with ESG components while also considering the overall insurance markets' dynamic and expectations;
  - **People Value**: related to the implementation of the strategic initiatives of the **2022-2024 People Strategy** and specifically those linked to the development of digital skills and the commitment to Diversity, Equity & Inclusion, with specific priority on increasing the **% upskilled employees and % women in strategic positions** indicators in line with the Group's annual and three-year ambitions, as well as **quality and solidity of succession planning**.

Further details on financial and non-financial/ESG KPIs are reported in the Glossary.

The **actual value of the incentive** is determined based on the degree of achievement of the assigned goals and corresponds to:
- **100% of fixed remuneration** (including the remuneration as Director) in case all goals are achieved at **target** level;
- **200% of the fixed remuneration (cap)** in case all goals are achieved at **maximum** level.

The level of achievement of the **financial (risk-adjusted), economic and operational KPIs** is measured against the defined targets and performance ranges set. The final assessment (and correlated payout level) is calculated on the basis of linear interpolation of the actual results within the ranges defined, as approved by the Board of Directors, upon the proposal of the Remuneration and Human Resources Committee, as shown in Chart 4.d.

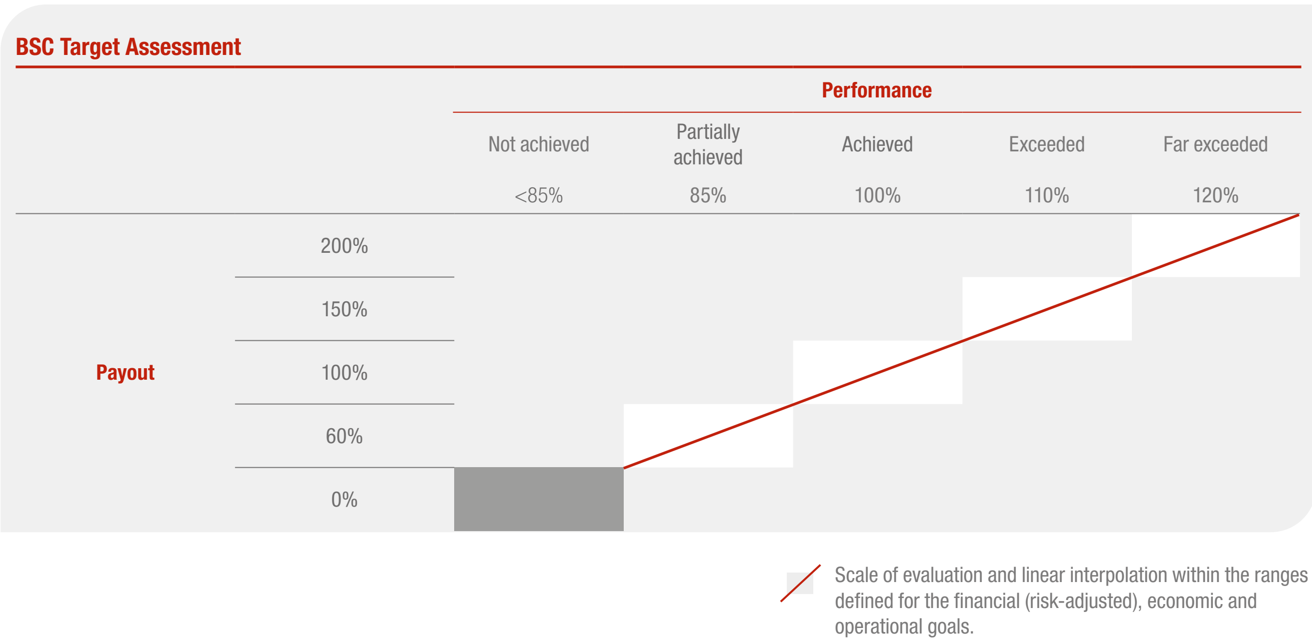


Chart 4.d

The level of achievement of the **Business Development & Transformation and ESG KPIs** is rated against the defined ambitions, whose **measurability** has been further enhanced by determining **new specific performance ranges** to support their evaluation. The final assessment (and correlated payout level) is calculated on the basis of a 5-score scale (from 1 to 5), as approved by the Board of Directors upon the proposal of the Remuneration and Human Resources Committee, considering actual results against the performance ranges set and the strategic projects' achievements, as shown in Chart 4.e.

	Weight	KPI		Payout Level				
				0%	60%	100%	150%	200%
				Measurement vs. Budget/Ranges				
Financial (risk-adjusted) economic and operational performance (65%)	35%	Profitability	*Group Normalised Adjusted Net Profit (% vs budget)*	< 85%	85%	Budget 2023 (100%)	110%	≥ 120%
	20%	RORC	*Group RORC (Return on Risk Capital) (% vs budget)*	< 85%	85%	Budget 2023 (100%)	110%	≥ 120%
	10%	Business Performance	*Group Cost to Income ratio (insurance perimeter) (Δ p.p. vs budget)*	> + 3 p.p.	+ 3 p.p.	Budget 2023 (+/- 0 p.p.)	- 2 p.p.	≤ - 4 p.p.
				Measurement vs. Ambitions/Ranges of the Specific Strategic KPIs				
				Not achieved	Partially achieved	Achieved	Exceeded	Far exceeded
Business Development & Transformation (15%)	15%	Innovation & Digital Transformation	*Group % digital policies (Δ p.p. vs ambition)*	≤ - 5 p.p.	- 2 p.p.	Ambition 2023 (+/- 0 p.p.)	+ 4 p.p.	≥ + 8 p.p.
		Brand & Lifetime Partner	*Group % multi-holding customers (Δ p.p. vs ambition)*	≤ - 2 p.p.	- 1 p.p.	Ambition 2023 (+/- 0 p.p.)	+ 1 p.p.	≥ + 2 p.p.
ESG performance (20%)	10%	Sustainability Commitment	*Group % GDWP Insurance Solutions with ESG components on Total GDWP (Δ p.p. vs ambition)*	≤ - 2 p.p.	- 1 p.p.	Ambition 2023 (+/- 0 p.p.)	+ 1 p.p.	≥ + 2 p.p.
	10%	People Value	*Group % upskilled employees (Δ p.p. vs ambition)*	≤ - 7 p.p.	- 3 p.p.	Ambition 2023 (+/- 0 p.p.)	+ 3 p.p.	≥ + 7 p.p.
			Group % women in strategic position (Δ p.p. vs ambition)	≤ - 3 p.p.	- 1,5 p.p.	Ambition 2023 (+/- 0 p.p.)	+ 1 p.p.	≥ + 2 p.p.
			Quality & solidity of succession planning (Group CEO, GMC members)	1	2	3	4	5

Chart 4.e

In addition, to ensure medium- and long-term sustainability and the ability to effectively respond to any potential emergency situations, the Board of Directors annually reviews and assesses the Succession Plans related to the role of the Managing Director/Group CEO, the Group Management Committee (GMC) members, and the Heads of of Key Control Functions, with the support of the Nominations and Corporate Governance Committee, the Remuneration and Human Resources Committee, the Risk and Control Committee and external advisors, as relevant.

Key factors to define Succession Plans refer to **readiness**, considering the level of current preparation of the identified successors to address challenges and needs related to the complexity of the role, and **emergency**, considering the nomination of the most suitable substitute to immediately cover the role in case of any unforeseen event/organisational changes.

The Quality & Solidity of Succession Planning is assessed taking into consideration the quantitative score of the following set of parameters:

- **Quality** of successors' profiles, in terms of (i) outstanding performances, as a pre-requisite to be part of a Succession Plan; (ii) solid managerial and technical skills;
- **Solidity** of the Succession Plan coverage, in terms of (i) number of successors; (ii) successors distribution, according to their level of readiness;
- **Diversity** of the Succession Plan, in terms of (i) balanced presence of successors in terms of gender; (ii) balanced presence of successors in terms of culture, generations, and diverse experiences.

The score that measures the quality, solidity and diversity of each succession plan results in the following quantitative assessment: (i) plan to be strongly reinforced, (ii) plan with adequate coverage and (iii) plan with excellent coverage.

In particular, the relevant goal in the Balanced Scorecard of the Managing Director/Group CEO considers the overall assessment of Quality & Solidity of Succession Planning both for the Managing Director/Group CEO's succession plan and the average of those of GMC members according to the following matrix:

Group CEO / GMC members	Plan to be strongly reinforced	Plan with adequate coverage	Plan with excellent coverage
Plans to be strongly reinforced	1 (Not achieved)	2 (Partially achieved)	2 (Partially achieved)
Plans with adequate coverage	2 (Partially achieved)	3 (Achieved)	4 (Exceeded)
Plans with excellent coverage	2 (Partially achieved)	4 (Exceeded)	5 (Far exceeded)

LEGEND

- Not achieved (overall rate 1): both the Managing Director/Group CEO's succession plan and the average of those of GMC members to be strongly reinforced
- Partially achieved (overall rate 2): at least one (Group CEO's or GMC members' average succession plans) to be strongly reinforced
- Achieved (overall rate 3): both the Managing Director/Group CEO's succession plan and the average of those of GMC members with adequate coverage
- Exceeded (overall rate 4): one among the Managing Director/Group CEO's succession plan or the average of those of GMC members with excellent coverage and the other one with adequate coverage
- Far exceeded (overall rate 5): both the Managing Director/Group CEO's succession plan and the average of those of GMC members with excellent coverage

In continuity with previous years, the Managing Director/Group CEO's variable cash incentive is not connected to the Group's Funding Pool applicable to the incentive system for the other Managers with Strategic Responsibilities. Nevertheless, consistently with the Funding Pool's parameters and the system's rules, **no payment** is provided in the event of one of the following factors occurring:

- Regulatory Solvency Ratio lower than threshold;
- Balanced Scorecard's result lower than 40% of STI baseline;
- Group Normalised Adjusted Net Profit lower than 80% of the budget;
- Group Operating Result lower than 80% of the budget.

The threshold level of the Regulatory Solvency Ratio is set at 130%[12] for the year 2023, in line with the "hard limit" level defined in the Group Risk Appetite Framework, approved by the Board of Directors in December 2022.

Furthermore, the Board of Directors may also **reduce the incentive** if the Regulatory Solvency Ratio is lower than the "soft limit" provided in the Risk Appetite framework, equal to 150% - but nevertheless higher than the "hard limit" (130%).

The plan provides for a Market Adverse Change clause, where, in the event of unforeseeable exceptional circumstances, such as significant changes in the macroeconomic and financial context, the Board of Directors can reassess the fairness and consistency of the incentives systems, implementing the required corrective measures (and this also especially in terms of the reference goals, the related metrics, and methods of evaluation) to keep unchanged - within the limits allowed by the applicable legislation and notwithstanding compliance with the limits and general principles of this Remuneration Policy - the substantial and essential economic features of the systems, preserving their main incentive purposes.

12. Threshold subject to possible revision in the event of exceptional, unforeseeable changes in macroeconomic conditions or a worsening of the financial environment. In case of high discontinuity, the Board of Directors will re-assess the fairness and consistency of the incentives systems ("Market Adverse Change" clause).

The plan also provides for malus and clawback clauses and prohibitions on hedging clauses in line with the Group Policies.

Long Term Incentive (LTI)

The Managing Director/Group CEO is the recipient of a unique "closed" long-term incentive plan based on Assicurazioni Generali shares for the entire 2022-2024 mandate to further enhance the strong link between his remuneration package and the achievement of the highly ambitious 2022-2024 Strategic Plan objectives and the creation of Group sustainable value.

The plan provides for the allocation of shares at the end of the 2022-2024 Strategic Plan according to the performance conditions and payout structure already approved by the Annual General Meeting in April 2022 for the Managing Director/Group CEO and other plan beneficiaries.

In particular:

- **Performance conditions**: verification of the achievement of the minimum level of Regulatory Solvency Ratio equal to 130%[12] and Group performance goals related to:
  - 3-year relative Total Shareholder Return (rTSR) as a fundamental indicator of performance for shareholders with threshold and target level for the allocation of shares starting from the median positioning with respect to the comparative insurance peer panel;
  - 3-year cumulative Net Holding Cash Flow (NHCF) as driver of the cash generation;
  - internal and measurable ESG goals linked to the Generali 2022-2024 strategy with regard to climate change and People & Diversity, confirming the strong cultural imprint that the Group wants to impress on its policies underlining the strategic role of sustainability in every business decision.

- **Payout structure**: share allocation with deferral and lock-up periods over a time frame of 7 years of a cumulative 3-year LTI opportunity set within a unique "closed" LTI 2022-2024 plan valid for the entire mandate of the Managing Director/Group CEO, which summarises and concentrates in itself the potential incentives that would derive from the different plans initiated annually ("rolling") in the same reference period, and therefore subject to overall compliance with the Annualised Pay-Mix (target 150% and maximum 200%) as already approved and confirmed in the 2022 Group Remuneration Policy.

The plan provides for malus and clawback and prohibitions on hedging clauses in line with the Group Policies, as well as the application of the so-called dividend equivalent mechanism.

Furthermore, the Board of Directors may also reduce the number of shares to be definitively allocated if the Regulatory Solvency Ratio is lower than the "soft limit" provided for in the Risk Appetite framework (RAF), equal to 150% - but nevertheless higher than 130%.

To meet institutional investors' and proxy advisors' expectations, the Managing Director/Group CEO is no longer the recipient of a co-investment share plan related to the mandate.

4.3.3 Benefits and Other Provisions

The current remuneration of the Managing Director/Group CEO includes **benefits** to integrate the cash and share-based components of the remuneration, in a **Total Reward** approach, as per the Group Policies. More specifically, the benefit package for the Managing Director/Group CEO, as for the other recipients of the Policy within Assicurazioni Generali, provides for the supplementary pension and health care benefits, governed by the applicable collective bargaining agreements and integrative Company-level agreements and the individual contracts. Other guarantees are provided in the integrative collective agreement, such as the Long-term Care guarantee in the event of permanent disability, and the guarantees in the event of death and total permanent disability caused by injury or disease, whether professional or extra-professional. The benefit package also includes the availability of a Company car for both business and personal use with fuel card, assistance in the event of emergency situations, and agreements with airport operators and additional supplementary benefits relating to housing accommodation and support for all aspects related to national and international flights and mobility.

In addition, the Board of Directors introduced from 2021 specific guidelines on share ownership **(Share Ownership Guidelines)**, according to which the Managing Director/Group CEO is expected to hold for the whole term of office a minimum number of Assicurazioni Generali shares of equivalent value to **300%** of the annual recurring fixed gross remuneration.

With regard to the provisions relating to the **payments in the event of termination** (subsequently detailed in the specific chapter of the Report), **a non-competition agreement** is currently provided lasting 6 months following termination (against a consideration equal to the fixed remuneration provided for the corresponding reference period and a penalty in case of breach equal to double this amount) and a **severance** in addition to the notice period due by law and collective agreement, equal to 24 months of recurring remuneration (which includes fixed remuneration and an average of the annual variable remuneration actually received during the previous three years, and also calculated on the remuneration as Director).

12. Threshold subject to possible revision in the event of exceptional, unforeseeable changes in macroeconomic conditions or a worsening of the financial environment. In case of high discontinuity, the Board of Directors will re-assess the fairness and consistency of the incentives systems ("Market Adverse Change" clause).

The payment is currently due in case of dismissal without cause, or resignation for cause, an event that includes cases of revocation from office (in the absence of cause), failure to renew the office and substantial reduction of powers (in the absence of cause) or attribution to others of substantially equivalent powers or in any case sufficiently significant as to considerably affect the Managing Director/Group CEO's position.

Within the scope of the contractual agreements with the Managing Director/Group CEO, it is provided that, in the event of termination of office during the three-year mandate, he will retain the rights deriving from LTI plans only pro rata temporis and only in the so-called "good leaver" cases (subject to the achievement of the goals and without prejudice to the additional terms and conditions of the relative regulations).

Conversely, it is provided that, in so-called "bad leaver" conditions, the Managing Director/Group CEO loses all the rights deriving from the plans in place and relating to the period of such mandate. "Bad leaver" means cases of voluntary resignation from office during the three-year mandate and revocation of the same for cause. "Good leaver" means all the other cases of resolution.

Finally, the Managing Director/Group CEO currently does not receive emoluments and attendance fees for other positions held on behalf of the Parent Company in subsidiaries and affiliated companies, bodies, associations, unless specific authorisation is granted by the Board of Directors, also in this case suitably motivated and formalised.

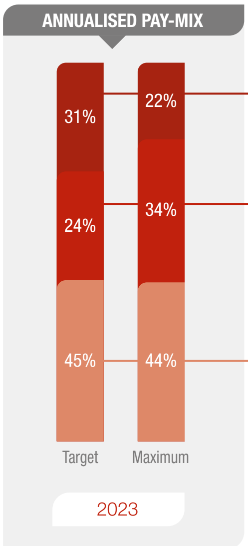
Chapter 5

REMUNERATION OF THE MANAGERS WITH STRATEGIC RESPONSIBILITIES AND OTHER RELEVANT PERSONNEL

5.1 Remuneration Package

The remuneration of the Managers with Strategic Responsibilities (not belonging to the Key Control Functions) is set in line with market practices and regulatory requirements to ensure a correct balance between the fixed and variable components, providing for an adequate distribution between the component linked to annual goals and that linked to multi-year ones.

The remuneration consists of a fixed component, variable annual cash and deferred share incentives linked to predefined and measurable financial (risk-adjusted), economic and operational, and non-financial/ESG short and long-term goals, as well as additional benefits in line with the Group Policy and specific Share Ownership Guidelines for members of the Group Management Committee (GMC).



ELEMENTS	CRITERIA AND PARAMETERS
FIXED REMUNERATION	Determined appropriately with respect to the level of responsibility and role held and defined in line with market practices and updated benchmarking levels to foster attractiveness, competitiveness, commitment and retention
ANNUAL VARIABLE CASH REMUNERATION (STI) MAXIMUM WEIGHT EQUAL ON AVERAGE TO ~160% OF THE FIXED REMUNERATION	Annual cash incentive plan linked to the performance assessment of specific annual business goals set in line with the Group strategy plan: • **Financial (risk-adjusted), economic and operational** • **Business Development & Transformation** • **ESG Performance** Any payment is subject to the achievement of the Regulatory Solvency Ratio threshold
DEFERRED VARIABLE REMUNERATION IN SHARES (LTI) MAXIMUM WEIGHT EQUAL ON AVERAGE TO 200% OF THE FIXED REMUNERATION	Multi-year deferred incentive plan based on Assicurazioni Generali shares with allocations over a period up to 7 years linked to the performance assessment of specific overall 3-year business goals set in line with the Group strategy plan: • **Relative Total Shareholders Return** • **Net Holding Cash Flow** • **ESG performance** Any payment is subject to the achievement of the Regulatory Solvency Ratio threshold
BENEFIT	Supplementary pension and other benefits in line with the Group Policies
SHARE OWNERSHIP GUIDELINES	150% of the annual recurring fixed gross remuneration for the Group Management Committee (GMC) members

Fixed   Annual variable   Deferred variable

Chart 5.a

5.2 Remuneration of the Managers with Strategic Responsibilities towards the Market and the Regulatory Context

The Remuneration Policy of the Generali Group provides for continuous monitoring of the regulatory environment, of peer remuneration practices and general market trends, in terms of pay-mix, remuneration levels and systems, in order to ensure the competitiveness of the remuneration offer and **guarantee the Group's ability to attract, retain and motivate key people**.

The **reference panel** for the remuneration benchmarking of the Managers with Strategic Responsibilities is the same as the one described for the Managing Director/Group CEO, defined on the basis of a methodology related to **specific dimensional and business criteria that ensure its significance**.

5.3 Components of the Remuneration

5.3.1 Fixed Remuneration

Fixed remuneration is determined and adjusted over time taking into consideration the **duties**, the **responsibilities assigned** and **roles held**, the experience and skills of each individual, and set with reference also to the levels and practices of market peers in terms of attractiveness, competitiveness and retention.

5.3.2 Annual Cash Component of the Variable Remuneration - Short Term Incentive (STI)

The annual incentives system for the Managers with Strategic Responsibilities[13], including the members of the Group Management Committee (GMC), as well as the other Relevant Personnel and the members of the Global Leadership Group (GLG), aims at aligning the incentive with the actual performance of both individual recipients as well as the Group as a whole, through four rigorous process phases articulated in the definition of:

- the **Group Funding Pool**, linked to the level of achievement of Group Normalised Adjusted Net Profit and Group Operating Result and subject to prior verification of the minimum Solvency requirements;
- **Individual Performance**, determined in accordance with predefined and measurable financial (risk-adjusted), economic and operational, and non-financial/ESG goals within the individual Balances Scorecards (BSC);
- the Individual Performance **Calibration** process in relation to the overall performance distribution, the reference context and compliance assessments;
- the **Payout** and individual cash allocation.

01 Funding Pool

Funding Pool definition

Funding Pool final assessment

Definition and final assessment of the **total budget (the so-called "Funding Pool")** between a minimum and maximum value in relation to the degree of achievement of the Group level results (Group Normalised Adjusted Net Profit and Group Operating Result). The final assessment of the Funding Pool is subject to prior verification of the minimum Solvency requirements.

02 Individual performance

BSC goals definition

BSC goals assessment

BSC overall assessment

Definition of the individual balanced scorecards in which 6-8 goals are defined at Group, Region, Country, Business Unit/Function and individual level.

Assessment of **Individual Performance** achieved by participants against the goals set in the Balanced Scorecard (BSC) with assignment of a performance "rate".

03 Calibration

Performance calibration

Overall review of the performance achieved within the framework of a calibration meeting where the results achieved by individuals are recalibrated against the other roles, the reference market context and conformity with the compliance/audit/code of conduct and governance processes.

04 Payout

Individual STI allocation

Definition of individual STI payouts for each performance "rate", taking into account the overall Funding Pool available and the performance distribution as a percentage of the individual baseline.

Chart 5.b

13. Excluding personnel belonging to Key Control Functions.

0.1 Funding Pool

The Funding Pool represents the total amount made available at the start of each financial year for the payment of the Short Term Incentive for the members of the Group Management Committee (GMC), the other Relevant Personnel and the members of the Global Leadership Group (GLG) based on Group performance. The Funding Pool mechanism guarantees complete alignment of individual performance and incentives with the overall Group results.

The maximum amount of the Funding Pool corresponds to 150% of the sum of the individual "baseline", that is the amounts of variable remuneration to be paid to the individual beneficiaries of the STI plan if results are achieved at target level.

Last year's structure of the Funding Pool has been confirmed for 2023 with a review of performance ranges due to the impact of the implementation of the new IFRS 17 accounting standards on operating results' volatility.

Therefore, the Group's Operating Result threshold has been reduced from 85% to 80%, in line with the threshold already set for the Group's Normalised Adjusted Net Profit. The related payout has also been linearly reduced accordingly, maintaining the existing proportion between indicators and results and confirming the overall 150% cap.

An analysis carried out by Generali's Strategic Planning, Monitoring & Control Function, confirmed in its assumptions and conclusions by the Risk Management Function as well as external consultants, reckons that the application of the new international accounting standards on insurance contracts (IFRS 17 and IFRS 9 effective from 1 January 2023) will imply a reasonably higher volatility of the Operating Result.

In line with last year, the Funding Pool is defined by linear interpolation on the basis of the level of achievement of the Group Normalised Adjusted Net Profit and the Group Operating Result within the ranges defined in the funding matrix (shown in the Table 5.c).

2022 STRUCTURE FOR REFERENCE

% vs. budget		Group Operating Result < 85%	Group Operating Result 85%	Group Operating Result 100%	Group Operating Result ≥ 120%
Group Normalised Adjusted Net Profit*	< 80%	0%	0%	0%	0%
	80%	0%	60%	75%	90%
	100%	0%	100%	115%	130%
	≥ 120%	0%	120%	135%	150%

2023 NEW STRUCTURE

% vs. budget		Group Operating Result < 80%	Group Operating Result 80%	Group Operating Result 100%	Group Operating Result ≥ 120%
Group Normalised Adjusted Net Profit*	< 80%	0%	0%	0%	0%
	80%	0%	55%	75%	90%
	100%	0%	95%	115%	130%
	≥ 120%	0%	115%	135%	150%

* Group Adjusted Net Profit reported in the financial statements (according to IFRS17-9 principles starting from 2023), normalised by excluding any extraordinary items not predictable (due to, by way of example only: amortisation/goodwill depreciation, significant legal/regulatory/legislative changes, and significant impacts resulting from changes to tax treatment, gains/losses from M&A) and approved by the Board of Directors upon the recommendation of the Remuneration and Human Resources Committee.

Tabella 5.c

The Funding Pool is in any case subject to the **verification of access threshold achievement**, represented by a specific Regulatory Solvency Ratio. This level is equal to **130%**[14] **for the year 2023**, limit set considering the "hard limit" level defined in the Group Risk Appetite Framework, approved by the Board of Directors in December 2022.

Furthermore, the Board of Directors may also **reduce the Funding Pool** available if the Regulatory Solvency Ratio is lower than the "soft limit" provided in the Risk Appetite Framework, equal to 150% - but nevertheless higher than the hard limit (130%).

The actual Funding Pool available for payment of the Short Term Incentives (STI) is defined in the financial year following that of reference, after the verification of the level of achievement of the Group Normalised Adjusted Net Profit and the Group Operating Result approved by the Board of Directors. The Managing Director/Group CEO proposes the final Funding Pool to the Remuneration and Human Resources Committee which expresses its opinion for the approval by the Board of Directors.

No Funding Pool or bonus payment is foreseen with a result below the minimum budget result vis-à-vis the Group target.

The Board of Directors may also (i) authorise an **ad hoc Funding Pool** even in the event of Group results below the minimum set for the reference year by the Board of Directors for Group goals; or (ii) authorise **an additional portion** - **equal to a maximum of 10% of the actual funding** - with the aim of remunerating individual persons whose performance has been of particular relevance. These measures may be envisaged if the conditions set out in article 123-ter of the Consolidated Law on Financial Intermediation (TUF) regarding temporary exceptions to the Remuneration Policy are met, on the proposal of the Managing Director/Group CEO, subject to the approval procedure for transactions with Related Parties, and only on condition that the Regulatory Solvency Ratio has been achieved.

On the basis of the Funding Pool mechanism, in fact, there is the theoretical possibility that, due to the degree of achievement of the Group results, the beneficiaries who have reached or largely exceeded all of the assigned goals, may still receive a bonus lower than the target amount or, no bonus at all, due to the zeroing or significant reduction of the available so-called Funding Pool. In this situation, the corrective measures illustrated above which have, to date, never been used, have the role of intervening - at the end of the rigorous process of governance described above and still only when the minimum access threshold has been reached to guarantee the Group's capital stability - in order to allocate an additional amount to the Funding Pool and correct such situations.

The exercise of this power by the Board of Directors can occur, as described, within the rigorous governance processes of the Group, i.e. through the procedure for the approval of transactions with Related Parties, as required by law and subject to compliance with the Solvency requirements.

The presence of flexibility margins within the Remuneration Policy represents an element of value for the purposes of the company's ability to attract, motivate and retain key personnel, although this option has **never been used** to date. This last circumstance represents, among other things, another confirmation that the systems adopted in the Remuneration Policy are effective and can adapt to the market variables, clearly aligning remuneration to the actual performance, capital solidity, and solvency requirements.

0.2 Individual Performance

Each individual is assigned a Balanced Scorecard (BSC) that is defined according to the following guidelines.
The Balanced Scorecard normally includes a maximum of **6-8 goals based on the structure illustrated in Table 5.d.**

14. Threshold subject to possible revision in the event of exceptional, unforeseeable changes in macroeconomic conditions or a worsening of the financial environment. In case of high discontinuity, the Board of Directors will re-assess the fairness and consistency of the incentives systems ("Market Adverse Change" clause).

FINANCIAL (RISK-ADJUSTED), ECONOMIC AND OPERATIONAL PERFORMANCE	60/70%	**Key Performance Indicators (KPIs) with priority on:** • Normalised Adjusted Net Profit at Group/Country/Business Unit (BU) level • RORC at Group/Country/Business Unit (BU) level • Strategic Business Performance at Group/Country/Business Unit (BU) level based on specific KPIs evidence (e.g. IFRS17 Life New Business Value, IFRS17 P&C Operating Insurance Service Result undiscounted, Cost to Income Ratio)
BUSINESS DEVELOPMENT & TRANSFORMATION	10/20%	**Key Performance Indicators (KPIs) with priority on:** • Group % digital policies • Group % multi-holding customers
ESG	20%	**Key Performance Indicators (KPIs) with priority on:** • Sustainability Commitment (e.g. % GDWP Insurance Solutions with ESG components on total GDWP) • People Value (e.g. quality and solidity of succession planning, % upskilled employees, % women in strategic positions)

Table 5.d

Predefined and measurable financial (risk-adjusted), economic and operational, and non-financial/ESG goals are included in the various perspectives allowing for the monitoring of multiple company performance aspects; these goals are also differentiated according to the different competencies and areas of operation of the recipients.

The overall weight of the financial (risk-adjusted), economic and operational goals in the individual BSCs is at least equal to **60% for business roles**.

The most commonly used financial (risk-adjusted), economic and operational goals are: **Normalised Adjusted Net Profit, Return on Risk Capital** (RORC), **Cost to Income ratio, Life New Business Value** and **P&C Operating Insurance Service Result Undiscounted**. Depending on the specific positions, these goals are set at Group, Business Unit, or Country level.

In particular, in order to confirm the link between remuneration and risk, all Balanced Scorecards normally include the Return on Risk Capital at Group, Business Unit, or Country level with a minimum weight increased to 15% (in line with regulatory expectations).

The specific focus on non-financial/ESG goals related to the Strategy priorities is also renewed: **Sustainability Commitment** and **People Value** which include indicators connected to a number of key areas of the strategic plan:

ESG CLUSTER	EXAMPLES OF INDICATORS
SUSTAINABILITY COMMITMENT	Focusing on Group/local initiatives with priority on % GDWP Insurance Solutions with ESG components on total GDWP and Green & Sustainable Bond Investments (net new investments)
PEOPLE VALUE	Focusing on the quality and solidity of succession planning, digital skills and diversity (% upskilled employees, % women in strategic positions)

Table 5.e

The ESG parameters reflect the priorities of the strategy which has **sustainability as Originator**: their assessment is based on specific KPIs, performance ranges, and on an evaluation of overall results evidence.

0.3 Calibration

The **expected target and the range within which the target is considered achieved** are defined for each financial (risk-adjusted), economic and operational goal included in the individual Balanced Scorecard (BSC). If the level of achievement of the goal is below or above this range, the goal is considered as not achieved or exceeded, respectively.

For each non-financial/ESG goal included in the individual Balanced Scorecard (BSC), the level of achievement is calculated on the basis of the assessment of predefined KPIs rated against the ambitions set, whose **measurability** has been further enhanced by determining **new specific performance ranges** to support their evaluation.

Once all the financial (risk-adjusted), economic and operational and non-financial/ESG goals have been assessed, an overall evaluation of the individual performance is defined mathematically based on a predefined methodology for converting the assessment of the goals included in the BSC into an overall initial performance assessment (rate) on a scale from 1 to 5 (from “Unsatisfactory” to “Exceptional”).

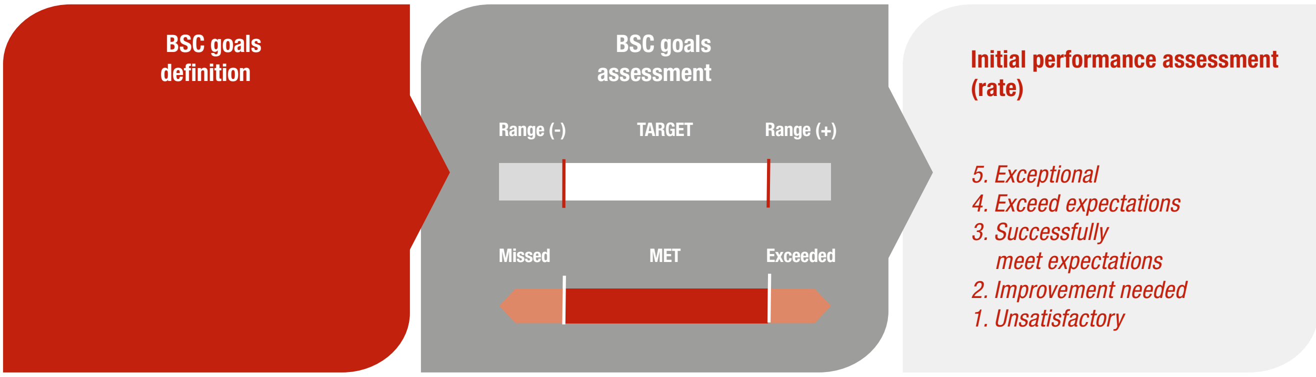


Chart 5.f

This initial performance rate (defined on a scale of 1-5 where 5 represents the maximum value and 3 the target value) is then “calibrated” to define the final individual performance rate. The “calibration” process is defined within the overall available Funding Pool cap and considers the factors below:

- **evaluation of the results** in comparison to the other participants in the STI plan with similar roles (so-called “peers”);
- **context and market conditions**;
- **“stretch” level** of the individual Balanced Scorecard;
- **individual evaluation of behavioural integrity** (in line with the provisions of the Code of Conduct), **compliance with the regulatory provisions** applicable to the scope of the activities managed by the individual, especially those regarding the protection of policyholders, **the processing of personal data**, **anti-money laundering and countering the financing of terrorism**, international sanctions, completion of mandatory training, and the resolution of remediation actions defined within the audit activity.

In the event that the individual scorecard includes targets defined in terms of budget/cost reduction, any costs sustained for defining and preparing actions to manage and mitigate compliance risks and the risk of financial crimes (money laundering, the financing of terrorism, and international sanctions) are neutralised in the assessment of the level or achievement of the goal. More specifically, if the employing company, subject to a positive assessment by the competent Group Functions, is faced with expenses not included in the agreed budget, traceable to the preparation of measures to meet the Group Compliance and Anti-Financial Crime requirements, then these expenses are treated as “extra budget” for the purposes of assessing the level of achievement of the goal.

0.4 Payout and Individual Cash Allocation

The assessment of results achieved and the subsequent determination of the incentives are the responsibility of:

- the **Board of Directors** upon proposal of the Managing Director/Group CEO, subject to the opinion of the Remuneration and Human Resources Committee, for the members of the Group Management Committee (GMC);
- the **Managing Director/Group CEO**, for the remaining Relevant Personnel and the other members of the Global Leadership Group (GLG), considering the system guidelines and the related process as previously described.

Considering the overall Funding Pool and the distribution of the performance, the individual STI (Short Term Incentive) payout is defined for each performance “rate” as a percentage of the individual baseline, i.e. the amounts of variable remuneration to be paid to individual beneficiaries of the STI plan.

The amount of the incentive may reach a maximum of 200% of the individual baseline (this **cap** is on average equal to a maximum incidence of **~160% compared to the fixed remuneration** for the Managers with Strategic Responsibilities). This maximum may only be paid with high selectivity in limited cases of extremely significant performance well above targets and expectations.

The **target** amount of the incentive is determined at 100% of the individual baseline, which is therefore equal to an average of **~80% compared to the fixed remuneration** for the Managers with Strategic Responsibilities.

The actual cash incentive is determined in relation to the capacity of the actual Funding Pool available and the individual performance distribution level.
The plan also provides for malus, clawback and prohibitions on hedging clauses in line with Group Policies.

The plan provides for a Market Adverse Change clause, where, in the event of unforeseeable exceptional circumstances, such as significant changes in the macroeconomic and financial context, the Board of Directors can reassess the fairness and consistency of the incentives systems, implementing the required corrective measures (and this also especially in terms of the reference goals, the related metrics, and methods of evaluation) to keep unchanged - within the limits allowed by the applicable legislation and notwithstanding compliance with the limits and general principles of this Remuneration Policy - the substantial and essential economic features of the systems, preserving their main incentive purposes.

5.3.3 Deferred Component in Shares of the Variable Remuneration - Long Term Incentive (LTI)

As in previous years, a Group Long Term Incentive plan based on Assicurazioni Generali shares - LTI 2023-2025 - is submitted to Shareholders for approval under item 5 of the 2023 Annual General Meeting.

The plan provides for the **allocation of shares at the end of a three-year performance period** (and for some beneficiaries, partially also at the end of an additional two-year deferral period), subject to the verification of the achievement of a minimum level of Regulatory Solvency Ratio and connected to the achievement of Group performance conditions, as described below and in the relevant Information Document.

Beneficiaries

The perimeter of the potential beneficiaries of the **Long Term Incentive** (LTI) plan includes the Managers with Strategic Responsibilities, including the members of the Group Management Committee (GMC), the remaining Relevant Personnel, the other members of the Global Leadership Group (GLG), the talents and other Group key roles selectively identified, on the basis of the role held, the performance expressed, and the growth potential, for attraction or retention purposes[15].

In line with market practices and with a process which already began in 2014, in order to promote the engagement of beneficiaries and the empowerment of key talents for the execution of the Group strategy, the 2023-2025 Long Term Incentive plan provides for the substantial **confirmation of the population of recipients** in line with the previous year, up to a maximum of approximately **600 beneficiaries**, selectively identified on the basis of common criteria defined at Group level and validated through the Talent Review process.

In order to ensure maximum consistency, fairness and equality when identifying beneficiaries, the first requirement is **the achievement of consistently high performance standards** over time and the possession of **high growth potential** which, together with consolidated managerial skills, may enable the identified persons to achieve challenging career goals and reach leadership positions within our Group. Other criteria relevant in identifying such beneficiaries are, among others, the possession of solid technical skills, the respect and promotion of Group values, and the aspiration to grow by filling strategic roles at an international level in a short time frame.

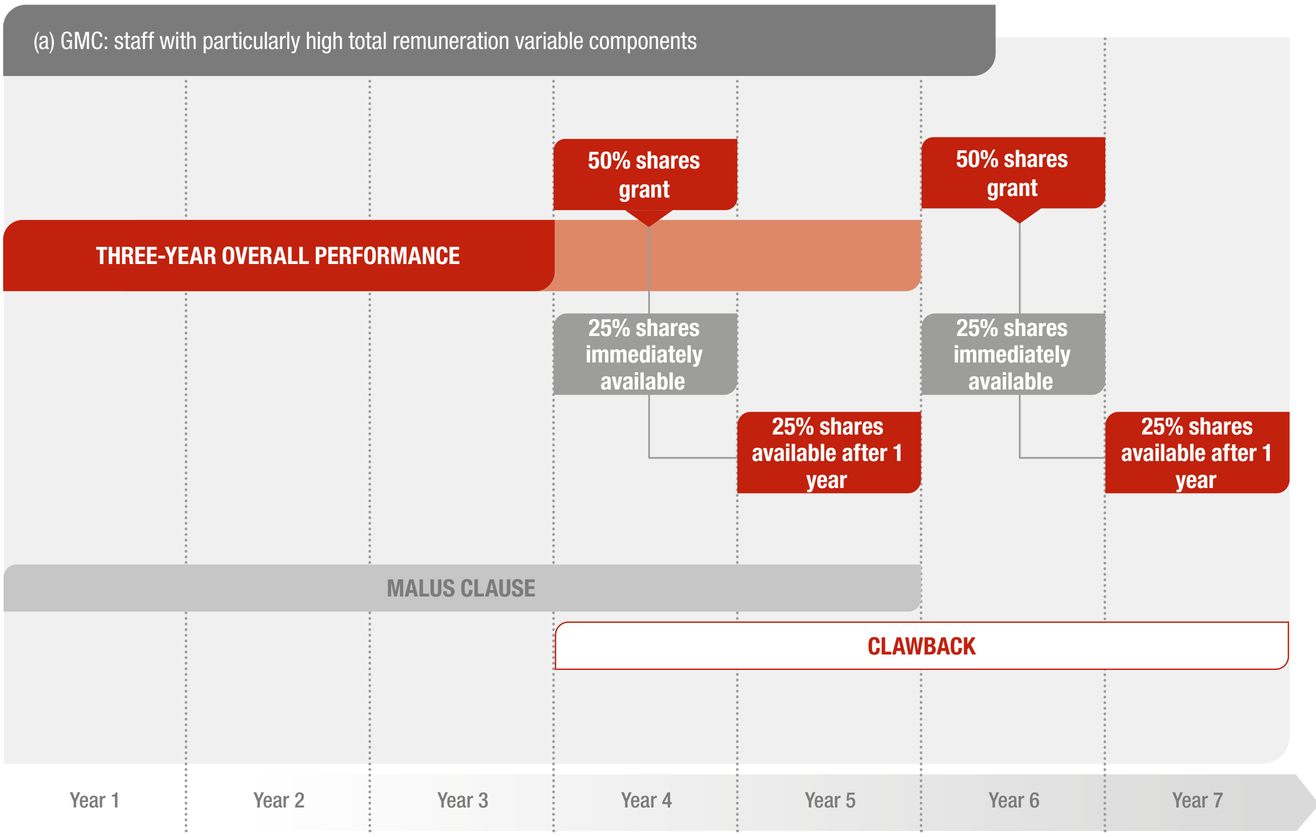
In accordance with specific regulatory provisions, the personnel belonging to the Key Control Functions is not included amongst the potential beneficiaries of the plan.

Plan Structure and Mechanism

The structure of the LTI plan is differentiated in terms of the overall duration and deferral periods for two different categories of beneficiaries according to regulatory provisions:
- for the members of the Group Management Committee (GMC), a **payout structure is provided over an overall time frame of 7 calendar years**;
- for the remaining Relevant Personnel[16], the other members of the Global Leadership Group (GLG), the talents and other Group key roles, a **payout structure is provided over an overall time frame of 6 calendar years**.

15. The members of the Global Leadership Group (GLG), the talents and the other Group key roles belonging to Banca Generali shall be beneficiaries (subject to the approval of the competent corporate bodies of Banca Generali) of a three-year LTI plan based on Banca Generali shares, with structural characteristics similar to those of the Group LTI plan (except for the specificities linked to the necessary compliance with the applicable banking regulations). Detailed information on the plan will be published by Banca Generali in the information document of the plan (pursuant to Article 114-bis of the TUF) and in the related Report on Remuneration Policy and Payments.
16. With the exception of Relevant Personnel whose variable remuneration represents at least 70% of the overall remuneration, for which the provisions of the previous point apply.

These different structures are represented in Chart 5.g:



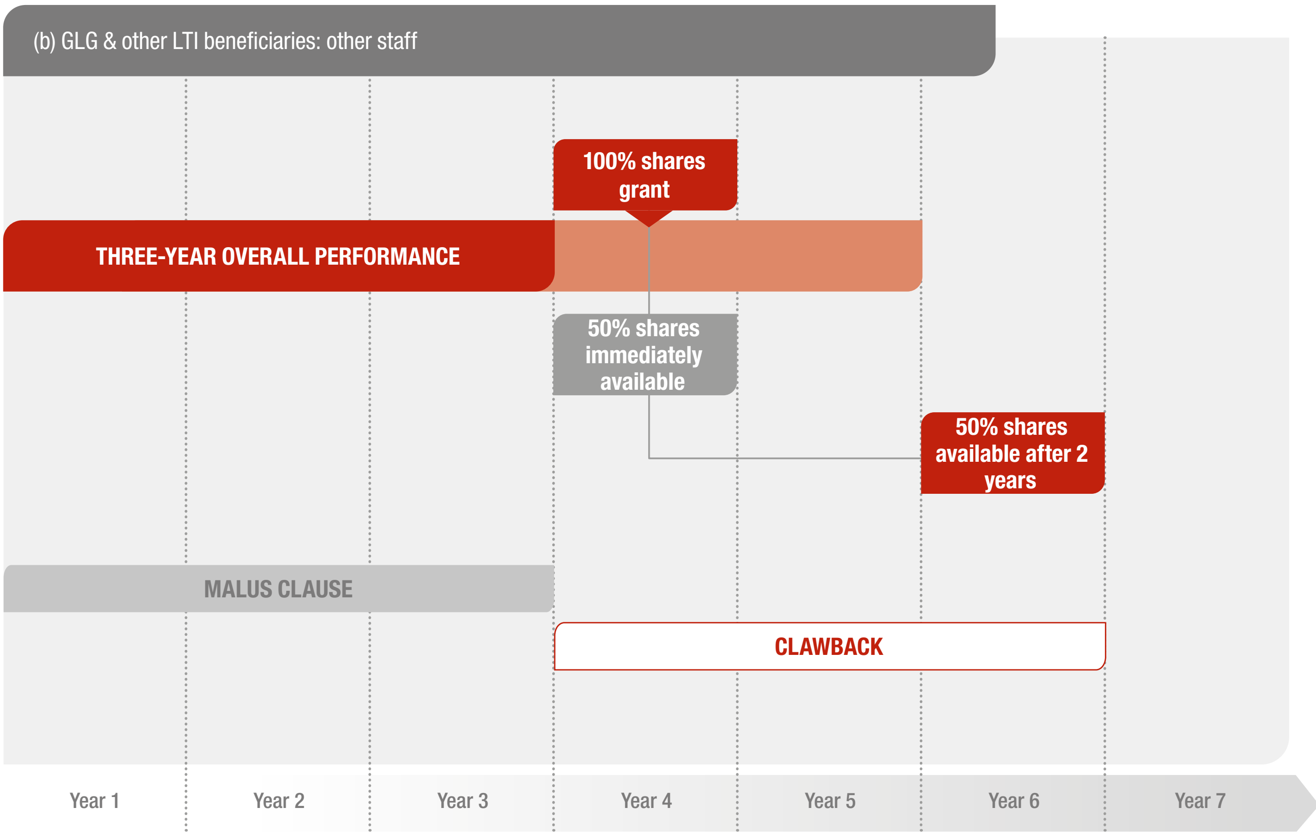


Chart 5.g

In each year of the plan and at the end of the three-year performance period, the Board of Directors makes an assessment of the level of **achievement of the access threshold** defined in terms of **Regulatory Solvency Ratio equal to 130%**[17] - limit set taking into account the "hard limit" level defined in the Group Risk Appetite Framework (RAF) - or the different percentage set from time to time by the Board of Directors.

This assessment represents a malus mechanism based on which the number of shares to be definitively allocated could be reduced or cancelled by the Board of Directors should the Regulatory Solvency Ratio be lower than the defined threshold.

Furthermore, the Board of Directors may also **reduce the number of shares** to be definitively allocated if the Regulatory Solvency Ratio is lower than the "**soft limit**" provided for in the Risk Appetite framework (RAF), equal to 150% - but nevertheless higher than 130%.

Once the actual achievement of the Regulatory Solvency Ratio threshold has been established, the assessment of the performance goals and performance indicators defined at Group level is then verified over the three-year period.

The 2023-2025 LTI plan has a structure and mechanisms that are consistent with those of the previous year, with revisions to the performance indicators, the related thresholds and target levels, and the percentage weight to reflect the reference context and are in alignment with and in support of the Group's strategy, specifically considering:

- maintaining the 3-year **relative Total Shareholder Return**[18] **(rTSR) (with an increased weight from 45% to 55%) as a fundamental indicator of performance for shareholders**, confirming the threshold and target level for the allocation of shares starting from the **median** positioning with respect to the comparative insurance peer panel, to further link incentives to shareholders' interests;
- maintaining the cumulative 3-year **Net Holding Cash Flow (NHCF)**[19] **(with a reduced weight from 35% to 25%) as driver of the cash generation**, being also an indicator not impacted by the implementation of the new accounting standards (IFRS 9 and 17);
- the introduction of **internal and measurable ESG goals (with a confirmed weight of 20%)** linked to the Generali 2022-2024 strategy on climate change and People & Diversity **(CO_2 Emissions Reduction Target for Group Operations and % Women Managers**[20]**)**, confirming the strong cultural imprint that the Group intends to impress on its policies, underlining the **strategic role of sustainability in every business decision**.

	55%	25%	20%	
			ESG	
% LTI Vesting (by linear interpolation)	rTSR	Net Holding Cash Flow	CO_2 Emissions Reduction Target for Group Operations (10%)	% Women Managers (10%)
0%		≤ 8.2 mld	< 25%	< 40%
Target Vesting	≥ 50° perc.	≥ 8.7 mld	≥ 35%	≥ 41.5%
Maximum Vesting	≥ 90° perc.	≥ 9.7 mld	≥ 40%	≥ 44%

Chart 5.h

17. This percentage will be applied to all outstanding incentives plans. Threshold subject to possible revision in the event of exceptional, unforeseeable changes in macroeconomic conditions or a worsening of the financial environment. In the event of high discontinuity, the Board of Directors will re-evaluate the fairness and consistency of the incentives systems (Market Adverse Change clause).
18. Total return on investment to the shareholder calculated as a change in the market price of the shares, including distributions or dividends reinvested in shares against a selected list of peers.
19. Net cash flows available at Parent Company level over a given period, after holding expenses and interest costs. Its main components, considered from a cash point of view, are: remittances from subsidiaries; the result of centralised (re)insurance; interest on financial debt, expenses and taxes paid or reimbursed at Parent Company level.
20. % of women in managerial positions out of total managerial positions, defined as employees with at least one direct report and not included in strategic positions (Group Management Committee, Global Leadership Group and their first reporting line); salesforce and fixed-term contracts are not in scope. Data based on the Group HR system (Orion) that may be subject to revaluations on the basis of developments of the Group perimeter and following organisational changes or M&A&D operations that may occur.

These indicators are identified and set at the start of the three-year cycle of the Plan and coherently maintained over time in line with the Group business priorities.

The maximum overall performance level is equal to 200% for the members of the Group Management Committee (GMC), **175%** for the other Relevant Personnel and the other members of the Global Leadership Group (GLG), and up to **87.5%** overall for other beneficiaries, talents and other Group key roles[21].

The level of performance is expressed as a percentage of the level of achievement of the individual indicators, the final results of which are defined by independent calculation and using the linear interpolation method.

At the end of the three-year target assessment period, the Board of Directors, having heard the opinion of the Remuneration and Human Resources Committee, will have the power, after the mathematical consolidation has been drawn up according to the predefined scale, to carry out an evaluation and decide on the level of achievement and payment related to the Net Holding Cash Flow (NHCF), taking into account also the consistency of the NHCF indicator with, only when applicable, the Net Profit considering also specific items such as Free Tangible Capital both based on Local GAAP metric, in terms of composition and evolution and the distribution of the NHCF flows over the period.

Finally, with reference to the comparative insurance peer panel for the assessment of the relative Total Shareholders Return, it is relevant to compare Assicurazioni Generali with its direct competitors, while comparison with companies operating in different areas or markets would make the peer group less relevant and appropriate.

In view of this, the 2023-2025 panel peer group comprises 15 companies, in line with the average market practice, and no longer includes Aegon, Aviva and Sampo, since they are not comparable any more with Assicurazioni Generali, having sold part of their activities on the European market and deriving their profits mainly from the US and UK markets.

Panel peer group rTSR 2023-2025

1	AGEAS
2	ALLIANZ
3	ASR NEDERLAND
4	AXA
5	BALOISE HOLDING AG
6	INTESA SANPAOLO
7	MAPFRE
8	NN GROUP
9	POSTE ITALIANE
10	POWSZECHNY ZAKLAD UBEZPIECZEŃ (PZU)
11	SWISS LIFE HOLDING AG
12	UNIPOL
13	UNIQA
14	VIENNA INSURANCE GROUP
15	ZURICH

Chart 5.i

21. The performance targets are respectively 150%, 100% and up to 50% for: (i) the members of the GMC; (ii) the remaining Relevant Personnel and other members of the Global Leadership Group (GLG) not included in the previous categories; (iii) talents and other Group key roles.

Allocation of Shares

The maximum number of shares that may be granted is determined at the start of the plan. **The maximum potential bonus to be paid in shares corresponds to 200%** of the annual gross remuneration for members of the Group Management Committee (GMC), **175%** of the annual gross remuneration for the other Managers with Strategic Responsibilities, for the remaining Relevant Personnel and the other members of the Global Leadership Group (GLG) and up to **87.5%** of the fixed remuneration for the other beneficiaries, talents and other Group key roles[22].

The maximum number of shares that may be granted is based on the **ratio between the maximum amount and the value of the share**, the latter calculated as the average of the actual share price in the three months preceding the meeting of the Board of Directors called to resolve the draft financial statements of the Parent Company and the consolidated financial statements relating to the year preceding that of the plan launch.

Unless otherwise expressly provided for in the plan regulations (and illustrated in the related Information Document) and unless otherwise determined by the Board of Directors or person delegated by it, the shares will be granted at the conclusion of the three-year performance period, when the final assessment of the actual achievement of the goals defined based on an overall three-year basis is carried out - provided that the relationship with the Company or with another company of the Group is still in place at the end of the three-year reference period.

With reference to the structure and timing of the share allocation, these are differentiated by:

- **Members of the Group Management Committee** (GMC) with a payout structure over an overall time frame of 7 calendar years:
  - at the conclusion of the three-year performance period, an allocation of **50% of the shares accrued on the basis of the goals achieved** is granted; 25% (i.e. half of the shares of this first tranche) is immediately available (to allow the beneficiaries to bear the tax burden related to the allocation) whilst the remaining 25% (i.e. the remaining half of the shares of this first tranche) is subject to an additional lock-up period of one year;
  - the remaining **50% of the accrued shares is subject to a further two-year deferral period** during which the portion accrued may be reset to zero should the Regulatory Solvency Ratio level envisaged by the plan fail to be achieved, or the malus hypothesis envisaged by the plan rules occurs. Once the level of achievement of the aforementioned threshold and the absence of the malus hypothesis are verified, and provided that the relationship with the Company (or with another Group company)[23], is still in place at that date, the remaining 50% of the accrued shares is allocated; 25% of which (i.e. half of the shares of this second tranche) is immediately available (to allow the beneficiaries to bear the tax burden related to the allocation) while 25% (i.e. the remaining half of the shares of this second tranche) is subject to an additional lock-up period of one year;
- **the remaining Relevant Personnel[24], Global Leadership Group (GLG), other beneficiaries, talents and other Group key roles**, with a payout structure over an overall time frame of 6 calendar years: at the conclusion of the three-year performance period, the allocation of **100% of the accrued shares** is granted, of which **50% is immediately available** (to allow the beneficiaries to bear the tax burden related to the allocation), while the **remaining 50% is subject to an additional lock-up period of two years**.

The above applies without prejudice to the obligation of the Directors that participate in the plan to maintain an adequate number of allocated shares up until the conclusion of the term of office.

The lock-up or holding period to which the shares are subject, as indicated above, remain in place even after the termination of the relationship with the beneficiary, without prejudice to the right of the Board of Directors, or its specifically delegated member, to redefine the terms and conditions of all the lock-up restrictions indicated above, possibly also assessing the remuneration in favour of the beneficiary as a whole, or even with reference to shares granted under different incentive plans.

Furthermore, the plan provides - in continuity with the previous plans - **a mechanism for recognising the dividends distributed during the three-year reference period**[25] (so-called dividend equivalent). If the Annual General Meeting distributes dividends to the Shareholders during the three-year reference period[25], at the end of the three-year reference period, the beneficiaries will be paid a number of additional shares determined based on the total amount of dividends distributed during the three-year reference period. The additional shares will be granted at the same time and, in relation to the other shares allocated to each beneficiary, these will also be subject to holding periods as described above and will be determined considering the value of the shares at the moment of allocation, calculated as the average of the three months preceding the meeting of the Board of Directors called to resolve the draft financial statements of the Parent Company and the consolidated financial statements relating to the year preceding that of the plan launch.

22. Without prejudice to the possibility for the Board of Directors to determine, upon the outcome of the governance processes envisaged on remuneration, different incentive measures in favour of individual beneficiaries or of categories of beneficiaries also in compliance with local/business legislation in force. These percentages are applicable in the event of LTI plans normally structured according to a so-called rolling system, with the launch of a new plan with overall three-year performance in each financial year for all the eligible beneficiaries, without prejudice to the different possibility for the Company to evaluate, especially in the case of fixed-term relationships or assignments, the participation of specific beneficiaries in a unique plan for the entire reference period, which combines and concentrates in itself the potential incentives that would result from the multiple plans launched in the same reference period and therefore respecting, overall, the Annualised Pay-mix (target and maximum) provided under the Remuneration Policy.
23. Except in specific cases of termination of the relationship such as death, permanent disability, retirement, termination at the initiative of the Company for objective/organisational reasons, consensual termination and/or other contractually predetermined hypotheses.
24. With the exception of Relevant Personnel whose variable remuneration represents at least 70% of the overall remuneration, where the provisions of the previous point apply.
25. And during the further deferral period for the Managing Director/Group CEO, the members of the Group Management Committee (GMC) and the Relevant Personnel whose variable remuneration represents at least 70% of the total.

To implement the plan, the shares to be allocated free of charge to the beneficiaries of the plan, at the conditions indicated above, will be provided from a specific pool of treasury shares purchased by the Company under the relevant Annual General Meeting authorisation pursuant to Articles 2357 and 2357-ter of the Italian Civil Code. **The maximum number of shares that may be granted is 11,300,000 equal to 0.71% of the actual paid-up share capital**.

Upon occurrence of extraordinary factors that may influence key elements of the plan (including but not limited to, extraordinary operations involving Assicurazioni Generali and/or the Generali Group, capital transactions, legislative changes or alterations to the Group's scope, or compliance with specific sector or foreign country regulations applicable for single Group companies, changes in multi-year strategic plans, etc.), **the Board of Directors may apply remedies to the plan structure as considered necessary**, in order to ensure - within the limits permitted by applicable legislation - **its substantive and economic content** remains unchanged.

The plan also provides for malus, clawback and prohibitions on hedging clauses in line with Group Policies.

Furthermore, in the event of major market discontinuity (e.g. if there are material changes in the macroeconomic conditions or a worsening in the financial scenario), the Board of Directors, as part of the governance processes concerning remuneration, may **reassess the overall fairness and consistency of the incentives system** (so-called "Market Adverse Change" clause) implementing the necessary measures, and this also especially in terms of the reference goals, the related metrics and methods of evaluation, to keep unchanged - within the limits allowed by the applicable legislation and notwithstanding compliance with the limits and general principles of this Remuneration Policy - the substantial and essential economic features of the systems, preserving their main incentive purposes. The Company also has the possibility to grant single beneficiaries of the plan, instead of the - full or partial - granting of shares, an amount in cash calculated based on the value of the shares in the month before the granting, without prejudice to the other relevant applicable terms and conditions of the plan.

5.3.4 Risk & Reward Alignment

In accordance with Reg. 38/2018 IVASS, "the Risk Management function has the task of contributing to ensure the consistency of the Remuneration Policy with the Group Risk Appetite Framework (RAF) both through the definition of risk indicators and the verification of their correct use".

The Risk Management Function deemed the 2023 incentives system for Group Executives (Managing Director/Group CEO, Group Management Committee Members, and other Managers with Strategic Responsibilities) consistent with the Group Risk Appetite Framework, in particular with reference to:

- the access gate level in terms of Solvency Ratio, based on the same "soft and hard limits" set in the Group Risk Appetite Framework;
- the risk-adjusted indicators correctly represented in the incentives system, as follow:
  - Return of Risk Capital (RoRC): increased weight of the risk-adjusted metric which links the Group Normalised Adjusted Net Profit with the amount of risk borne by the Group to reach it;
  - Relative Total Shareholder Return (rTSR): linked to the level of Solvency Ratio, considering that a deterioration in terms of solvency position could lead to a strong decrease of Generali's share price;
  - Net Holding Cash Flow (NCHF): limited by the excess capital and the liquidity level of Legal Entities vs the "soft limits" set in the local Risk Appetite Frameworks.

Furthermore, the proposal of reviewing the ranges of the Funding Pool (reducing from 85% to 80% the threshold linked to Group Operating Result) was assessed and evaluated as appropriate.

5.3.5 Benefits and Other Provisions

The remuneration of the Managers with Strategic Responsibilities and other Relevant Personnel includes benefits to integrate the cash and share components of the remuneration, in a **Total Reward** approach, as per the Group Policy.

Specifically with regard to the recipients of the Policy within Assicurazioni Generali, the **supplementary pension and health care benefits are governed by the individual contracts, applicable collective bargaining agreements, and Company-level supplemental agreements**. At the complementary collective bargaining agreement level, this also provides for other guarantees, such as the Long-term Care guarantee in the event of permanent disability, and the guarantees in the event of death and total permanent disability caused by injury or disease, whether professional or extra-professional.

With reference to the supplementary pension, for the managers of Assicurazioni Generali within the target population of this Remuneration Policy, a set percentage of the fixed remuneration defined by supplementary Company/individual agreement (between 13% and 16.5%) is provided in the supplementary **Managers Pension Fund** (GenFonDir).

In addition, upon proposal of the Remuneration and Human Resources Committee, starting in 2021, the Board of Directors introduced **Share Ownership Guidelines** whereby the Managers with Strategic Responsibilities who are members of the Group Management Committee (GMC)[26] are required to

26. Excluding personnel belonging to the Key Control Functions.

hold for the entire term of office a minimum number of Generali shares of equivalent value to 150% of the annual recurring fixed gross remuneration.

As regards the provisions relating to payments in the event of termination, please refer to the specific reference chapter.

Finally, the persons in question may not receive emoluments and attendance fees for other positions held at the indication of the Parent Company in subsidiaries and affiliated companies, bodies, associations, unless specific authorisation is granted by the Board of Directors, also in this case suitably motivated and formalised.

5.4 Group Internal Remuneration Guidelines in Compliance with the National and International Regulatory Requirements

In all of the Countries in which the Group operates, the implementation of the Group Remuneration Policy takes place in full compliance with the applicable laws and legislation of the specific Country or the relevant business sector.

In particular, as Parent Company, the Company has prepared a **Group Remuneration Internal Policy** (**GRIP**), in compliance with the international and national provisions to ensure the coherent application of the Remuneration Policy and the annual and deferred incentives system at Group level as provided for under Regulation IVASS n° 38/2018, as well as the compliance of the remuneration of Group companies with the principles set out in the aforementioned regulation and the absence of conflict with the legal framework and sector regulations applicable to such companies.

The dissemination of the GRIP to Group companies takes into account - amongst other things - the relevance of the GRIP in terms of the business carried out, risk profile and contribution to Group risk in compliance with the regulations. The aim of the GRIP is to **guarantee that the remuneration policies are suitably calibrated** taking into account the characteristics of the Group companies - including those with registered offices abroad - in accordance with the limits set out by local regulations and in compliance with the regulatory requirements.
Within the GRIP itself, the Group, through an organised and formalised structure that takes into account, amongst other things, the impact of the positions on the risk and strategic profiles of the Group, identifies the recipients of the policy (so-called "Group Relevant Personnel")[27].

The principles of the Group Remuneration Policy adopted by the Annual General Meeting are illustrated through the GRIP, with explanations as to how these must be transposed and applied in practice.

It also regulates the cases and the governance procedures through which the Group companies can request and, if conditions are met, obtain authorisation from the Parent Company to adapt and otherwise decline these principles, where this is strictly necessary, to ensure compliance with the law, regulations, local collective labour agreements and relevant organisational structure and/or business operating models.

These mechanisms ensure that the definition of the packages and remuneration systems - while taking place in full coherence with the principles of the Group Remuneration Policy - also take all of the regulatory provisions and the business sectors relevant for the role holder into consideration. The definition of the remuneration packages of the latter is not only in coherence with the requirements of the local regulations - developed in compliance with the applicable laws - but also with the regulatory framework applicable to specific business sectors such as, for example, banking and finance (e.g. CRD V, AIFMD, UCITS), that could, amongst other things, provide specific payment mechanisms in terms of deferral and use of financial instruments.

Similarly, the process for the global definition applied to the Incentive plans starts with **a detailed analysis of the potential implications from a legislative point of view** (labour, regulatory and tax). Therefore, for example, the plans that provide a "cash" payment are suitable where it is necessary for compliance with any deferral obligations, for tax implications and the provisions of the national and individual contracts. Similarly, specific appendices are drafted for the share incentive plans for which the approval of the Annual General Meeting is required in which provisions potentially in conflict with the local or sector regulations are introduced/modified/amended. The appendices are drafted based on the powers delegated by the Annual General Meeting to the Board of Directors and/or Managing Director/Group CEO. For the beneficiaries of specific Countries or business sectors it could, therefore, be necessary to introduce modifications to the principles and mechanisms described in this Report (with regard, by way of example only, to access thresholds, type of performance target, lock-up period and minimum holding, deferment, ex-post correction mechanisms).

The definition and approval process by the individual Group companies of a Remuneration Policy that complies with the main contents of the Group Policy referred to in this Section I follows the provisions, including in terms of corporate law, applicable locally, with consequent involvement, as appropriate, of the Annual General Meeting and/or the administrative bodies of each company.

27. The following are included in the perimeter of the Relevant Personnel of the Group: the members of the Group Management Committee (GMC), the so-called Other Group Relevant Roles - identified on the basis of the impact on the strategic profile of the Group, the so-called Risk Relevant Roles - identified on the basis of the significant impact on the Group's risk profile, and the Relevant Key Control Functions. The Group also pays particular attention to the governance processes of other positions, even if not directly identified as significant personnel because they are not responsible for significant risks at Group level. Therefore, also all members of the Global Leadership Group (GLG) fall within the broader so-called target population of the Group Remuneration Internal Policy.

Remuneration Policy for Insurance Intermediaries and Outsourced Service Providers

The Remuneration Policy for insurance intermediaries is defined by the companies on behalf of whom they are active and is based on the principles of the Remuneration Policy, adopting an approach aimed at achieving, for these roles as well, remuneration and incentives coherent with:

- the principles of business soundness and sound and prudent management;
- integration of the sustainability risks in investment or insurance consulting;
- the overall strategy through goals and incentives system that aim at remunerating the contribution to the achievement of Group targets;
- the long-term profitability and balance of the company concerned.

Furthermore, conduct contrary to the obligation to behave fairly towards policyholders is discouraged. The remuneration mechanisms for distribution personnel must be defined in such a manner as not to discourage the application of the anti-money laundering regulatory obligations, in particular in cases where these result in the obligation to refuse customers also as a result of information sharing mechanisms within the Group.

Compliance with the principles contained in articles 40 and 57 of IVASS Regulation 38/2018 in cases of outsourcing of essential or important activity is guaranteed by the Outsourcing Group Policy.

In both cases, it is mandatory to avoid remuneration polices based only or mainly on short-term results, which would encourage an excessive risk exposure.

Chapter 6

REMUNERATION OF THE RELEVANT PERSONNEL BELONGING TO THE KEY CONTROL FUNCTIONS

6.1 Remuneration Package

The remuneration of Heads and First Reporting Managers belonging to the Key Control Functions[28] is structured in line with market practices and regulatory requirements.

Remuneration consists of fixed remuneration, a variable remuneration linked to participation in a specific deferred cash incentive plan, as well as additional benefits in line with the Group Policy.

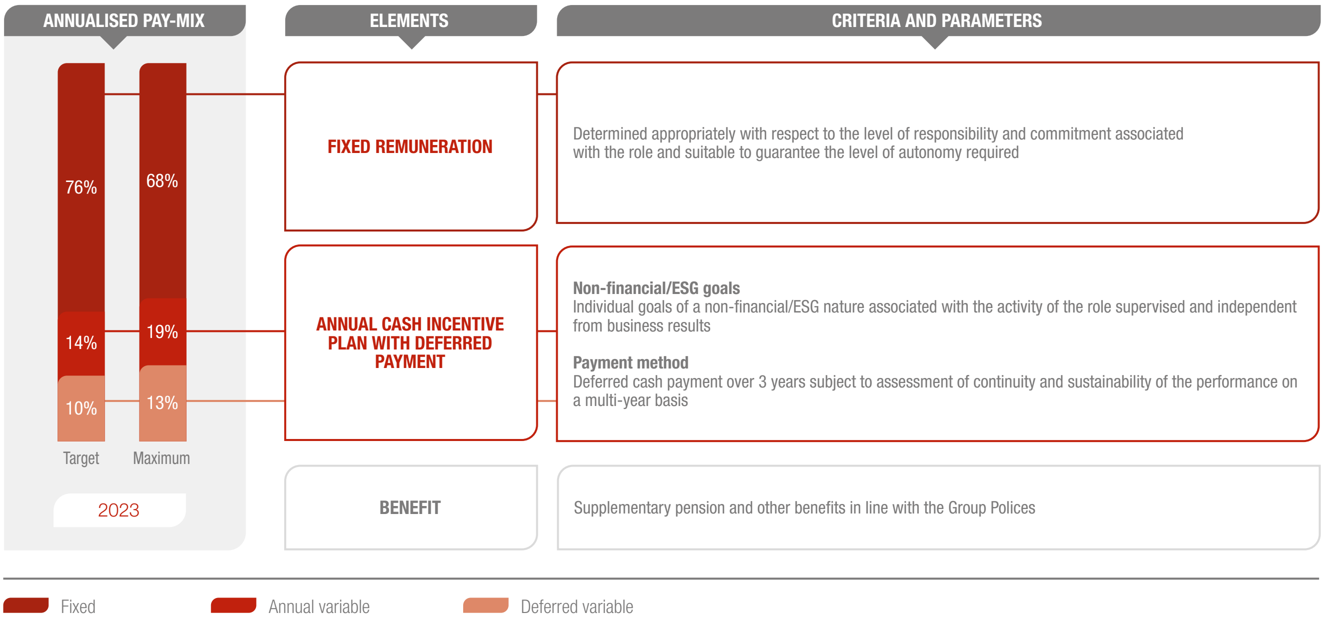


Chart 6.a

6.2 Remuneration of the Relevant Personnel belonging to the Key Control Functions towards the Market and the Regulatory Context

For the personnel belonging to the Key Control Functions, the Generali Group Remuneration Policy also includes a continuous monitoring of the regulatory context, of remuneration practices of peers, and the general market trends in terms of pay-mix, levels, and remuneration systems, so as to ensure the competitiveness of the remuneration offer and **guarantee the ability of the Group to attract, retain and motivate key people**.

More specifically, since 2014, the remuneration scheme for relevant personnel belonging to the Key Control Functions foresees a balance between fixed and variable remuneration to the advantage of the former and does not foresee any form of incentive based on economic and financial goals and/or financial instruments. In particular, neither the so-called Funding Pool mechanism nor the gate related to the level of Solvency Capital requirements are applicable to incentives for Key Control Functions.

The variable remuneration is coherent with the specific activity of each of the Key Control Functions and independent of results achieved by operating units subject to their control and is linked to goals connected to the effectiveness and quality of the control action[29], provided that this is not a source of conflict of interest, as provided for under article 55 of Regulation IVASS n. 38/2018.

28. Currently identified in the Internal Audit, Risk Management, Compliance and Actuarial Functions. The Anti-Financial Crime Function is assimilated to the Key Control Functions for the application of the remuneration and incentive rules.
29. More specifically, goals linked to Sustainability and People Value are also included in the individual scorecard of the Heads of Key Control Functions.

The weight of variable remuneration on total remuneration is very limited compared to business roles and compared to the practices observed on the market for the main international peers.

The payment of cash variable remuneration, albeit to a limited extent, represents an important instrument both in terms of attractiveness and retention of key people and in terms of guidance, control and monitoring by the Risk and Control Committee and the Board of Directors through the assignment of goals and the verification of results, continuity, and progress.

6.3 Components of the Remuneration

6.3.1 Fixed Remuneration

Fixed remuneration[30] represents the prevalent part of the remuneration package and is suitable to the level of responsibility and commitment connected to the role and appropriate to guarantee the level of independence required.

Fixed remuneration is determined and adjusted over time taking into consideration the **duties**, the **responsibilities assigned**, **roles held**, and the **experience** and **skills** of each individual and is set with reference also to the levels and practices of market peers in terms of attractiveness, competitiveness, and retention.

6.3.2 Variable Cash Remuneration with Deferred Payment

The variable remuneration is linked to participation in a specific deferred cash incentive plan linked to multi-year goals related exclusively to the effectiveness and quality of the control action.

A single variable remuneration plan is adopted in place of the two plans provided for the other Generali beneficiaries (annual cash and deferred in shares). Under this plan beneficiaries are eligible to receive a cash incentive, once the goals are met, paid in upfront and deferred instalments. The deferred one is subject to the beneficiary being still in service at the pay-out date as well as to an assessment of the effective and lasting nature of the results achieved in the first year of each performance cycle.

In continuity with 2022, the incentives system of Key Control Functions is differentiated for different clusters of beneficiaries:

- for Heads and First Reporting Managers of the Key Control Functions belonging to the Group Management Committee (GMC) and the Global Leadership Group (GLG), the variable component is paid out over a total period of 3 years, with a payout system structured as follows: 60% paid at the end of the first year (after the assessment of the performance achieved); 30% paid one year after the first payment (after the assessment of the effective and lasting nature of the performance achieved); 10% paid one year after the second payment (after assessment of the effective and lasting nature of the performance achieved);
- in line with last year, for Heads and First Reporting Managers belonging to the Key Control Functions not falling into the categories above, the variable component is paid out over a total period of 2 years with a payout system structured as follows: 60% paid at the end of the first year (after the assessment of the performance achieved); 40% paid one year after the first payment (after the assessment of the effective and lasting nature of the performance achieved).

The portion of the variable remuneration of the Heads of the Key Control Functions is determined by the Board of Directors upon the proposal of the Risk and Control Committee.

Components of the Total Target Remuneration for GMC and GLG Belonging to Key Control Functions

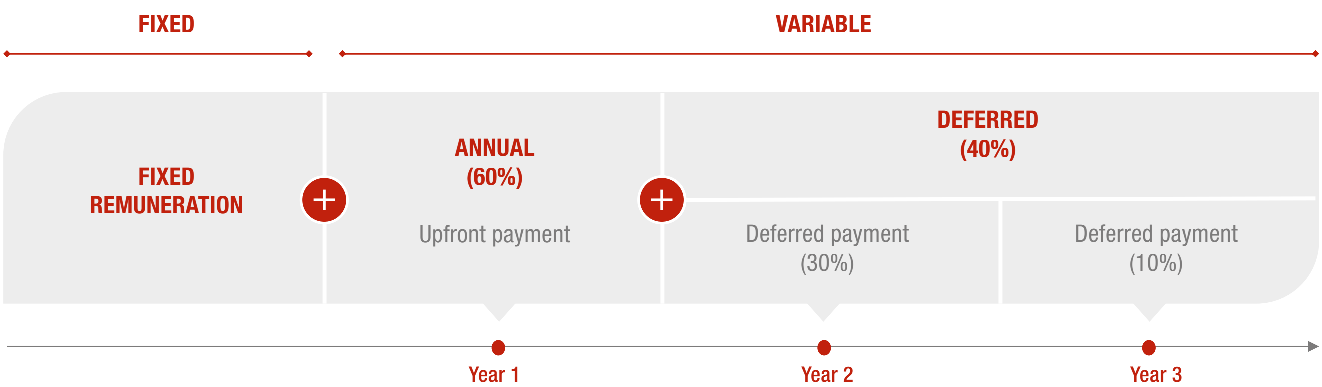


Chart 6.b

30. It includes any fixed allowance for the role.

The Board of Directors carries out the assessment of the level of achievement of the aforementioned goals assigned to the Heads of the Key Control Functions (and subsequently on the effective and lasting nature of such performance), upon the opinion of the Risk and Control Committee and after consulting the Board of Statutory Auditors for the areas of competence[31]. Only if the Board of Directors considers the results achieved and the quality of the controls to be satisfactory can the Heads of Key Control Functions actually access the incentive programme.

The application of suspensive conditions, malus and clawback mechanisms, and prohibitions on hedging in line with the Group Policy is also provided.

6.3.3 Benefits and Other Provisions

The remuneration of the Relevant Personnel of the Key Control Functions includes benefits to integrate the cash components of remuneration, in a **Total Reward** approach, as per the Group Policy.

Specifically with regard to the recipients of the Policy within Assicurazioni Generali, the supplementary pension and health care benefits are governed by the individual contracts, applicable collective bargaining agreements, and Company-level supplemental agreements. This also provides for other guarantees, such as the Long-term Care guarantee in the event of permanent disability, and the guarantees in the event of death and total permanent disability caused by injury or disease, whether professional or extra-professional.

With reference to the supplementary pension, for the managers of Assicurazioni Generali within the target population of this Remuneration Policy, a set percentage of the fixed remuneration defined by supplementary Company/individual agreement (between 13% and 16.5%) is provided in the supplementary **Managers Pension Fund** (GenFonDir).

As regards the provisions relating to payments in the event of termination, please refer to the specific reference chapter.

Finally, the persons in question may not receive emoluments and attendance fees for other positions held at the indication of the Parent Company in subsidiaries and investee companies, bodies, associations, unless specific authorisation is granted by the Board of Directors, also in this case suitably motivated and formalised.

31. According to the established governance, the competent Committees and the Board of Directors perform a calibration of the performance of the Heads of the Key Control Functions taking into account all aspects of the performance of the year and based on the evidence collected.

Chapter 7
The Link Between Performance and Sustainable Business

REMUNERATION AND SUSTAINABILITY: ESG GOALS IN THE REMUNERATION POLICY

7.1 Sustainability for Generali

The commitment to sustainability - the third founding principle of Generali 2021 which refers to the creation of long-term value for all stakeholders and society as a whole - comes at a turning point with the new strategy "**Lifetime Partner 24: Driving Growth**": being the Originator of business choices.

Sustainability is actually the main driver behind all the decisions that Generali Group takes to continue being a transformational company capable of generating shared value, building a fairer and more resilient society.

Our commitment to sustainability is reflected in our ability to act as both a **Responsible Investor** and **Insurer**, continuously integrating sustainability into our core business, and as a **Responsible Employer** and **Responsible Citizen**. In this respect, our commitment to an inclusive work environment and our focus on our employees and the communities where we operate are an integral part of our strategic positioning. This is possible thanks to our solid foundations which consist of structured governance, policies, dedicated guidelines and serious and reliable integrated reporting.

The integration of sustainability into management remuneration is a key step to ensuring an even stronger link between company/individual performance and business sustainability. This is made possible by drawing on a **panel of strategic sustainability goals** that reflect the priorities of the "Lifetime Partner 24: Driving Growth" strategy.

Over the years, the commitments made and the results achieved by the Group have led to improvements in the ratings assigned by the main agencies specialised in the analysis of social, environmental and governance (ESG) performance and to the Group's inclusion in important international sustainability indices.

In particular, in November 2022 MSCI ESG Ratings raised Generali's rating from "AA" to "AAA", the highest possible rating. Moreover, Generali is in the top 1% of S&P Global ESG Score[32] and has been confirmed for the fifth consecutive year in the Dow Jones Sustainability World Index (DJSI World) and for the fourth year in the Dow Jones Sustainability Europe Index (DJSI Europe).

7.2 ESG Goals in the Remuneration Policy

The **alignment with the strategy and the creation of sustainable value** is the founding principle of our Remuneration Policy to ensure **sustainable performance** in the short, medium and long term in the interests of all stakeholders. Sustainability is synonymous with a wide-ranging activity that is an element of market competitiveness in terms of attracting, motivating and retaining talent. It aims to go beyond economic and financial returns to become an integral part of the way we conduct business, to have a positive impact on the environment, the community, social inclusion and staff, through initiatives aimed at improving working conditions, fairness, and wage equality.

In line with the Group's ambitions embodied in the new strategic plan "Lifetime Partner 24: Driving Growth", and in continuity with 2022, the 2023 Remuneration Policy incorporates a **merit-based approach** and a **multi-year horizon**, based on a combination of sustainable business goals with a direct link between incentives and Group, Business Unit, Country, Function and individual results, both financial (risk-adjusted), economic and operational, and non-financial, which include specific performance indicators linked to **internal and measurable ESG factors**.

The Group's 2023 incentives system aims to **achieve real and long-lasting results**, by setting an **adequate risk assumption** that is proportionate to the level of influence an individual has on the Group's results, while respecting stakeholders' interests, market best practices, and regulatory requirements. This system includes in the variable remuneration an annual cash component with ESG goals as well as a deferred share component with ESG goals and, as a whole:

- is made up of **at least 50% shares** in alignment with **strategic goals and stakeholder interests**;
- is structured **according to percentages with deferral and lock-up periods over a time frame of 6-7 years**, depending on the reference population, in alignment with **long-term sustainable value creation**.

32. Data as of February 7, 2023

Group Incentives System	ESG Goals
ANNUAL CASH COMPONENT	**Sustainability Commitment** priority on Group/local initiatives with focus on % GDWP Insurance Solutions with ESG Components on Group Total GDWP. This metric evolved the previously used “Sustainable Solutions GDWP annual growth” to enhance the steering and monitoring of the entire Group insurance portfolio’s rotation towards solutions with ESG components while also considering the overall insurance markets’ dynamic and expectations **People Value** priority on quality and solidity of the succession plan and focus on digital skills and diversity (% upskilled employees, % women in strategic positions)
DEFERRED COMPONENT IN SHARES	**Climate Change, People & Diversity** CO_2 Emissions Reduction Target for Group Operations, % Women Managers

The Group incentives system includes a **corporate governance system**, compliant with international best practices, carefully monitors all activities and ensures compliance with sustainability parameters and their tangible integration into daily decisions in every aspect of the business, in line with the goal of promoting sustainable development of the business and of generating long-lasting value for the real economy. Finally, a **reporting system** is used to monitor activities and ensure that they are properly reported.

GOVERNANCE OF ESG GOALS

The governance of the incentives system relating to ESG goals includes a **rigorous internal control process** carried out by the Board of Directors upon the proposal of the Remuneration and Human Resources Committee and involving the Key Control Functions. It comprises for each ESG goal:

- **Identification** of the strategic priorities and the annual and three-year ambitions, defined in line with the strategic plan and set with the support of the relevant and responsible corporate Functions;
- **Approval** within the individual (STI) Balanced Scorecards (BSC) and the Group Long Term Incentive plan (LTI) of predefined ESG goals and related levels of ambition, in line with the Group Remuneration Policy;
- The constant and continuous **monitoring** of the performance of ESG goals;
- Overall **assessment** and reporting on the extent to which the ESG goals have been achieved (using a Missed, Met, Exceeded scale) based on the actual results of predefined KPIs rated against the ambitions set, whose **measurability** has been further enhanced by determining **new specific performance ranges** to support their evaluation;
- **Determination** of the remuneration to be paid to beneficiaries;
- **Verification** of the Company’s financial and economic position for the allocation of the remuneration accrued, in compliance with the regulatory provisions and the Group’s Risk Appetite Framework;
- **Ex-post monitoring** of the sustainability of performance over time for the payout of the deferred components of variable remuneration;
- **Verification** that no conditions of malus, clawback and hedging exist.

In line with the Group’s strategy, Generali provides for **specific performance indicators linked to ESG factors** subject to the assessment of the **level of achievement of these goals**, both from an individual performance perspective and in terms of alignment with and protection of the interests of investors and stakeholders.

Through the Remuneration Policy, Generali supports **diversity**, **equity** and **inclusion**, carrying out initiatives aimed at promoting equity and reducing the gender pay gap, continuing education, and improving the skills of its employees through both upskilling activities and large-scale projects for the recognition of our people, such as the new share plan for the Generali Group employees.

7.3 Diversity, Equity & Inclusion

Diversity, Equity and Inclusion (DEI) are fundamental to enable our Group to become a sustainability champion. For this reason, DEI is an integral part of the way we work and do business every day and is supported by a structured governance (Group DEI Council) and an annual monitoring process designed to support Countries and Business Units in assessing the progress and impact of specific actions needed to achieve the Group’s ambitions.

Diversity

To foster an increasingly diverse work environment, Generali's commitment focuses on two main areas: **gender diversity** and **generational diversity**.

With regard to **gender**, we aim to maintain a balanced distribution within the Group. In addition, we have a clear ambition to increase the presence of women in strategic positions, **reaching 40% at Group level by the end of 2024**, and to increase the presence of women in managerial roles.

We continue to be committed both at Group and local level to a series of concrete initiatives in order to reach our ambition. Two new editions of our programmes targeting senior women managers (**Lioness Acceleration Programme**) and managers (**Elevate**) were launched in 2022. These initiatives aim to foster the development and career progression of a select group of international managers through training, coaching, and formalised mentoring and sponsorship programmes.

In addition to these two Group initiatives, **more than 100 actions were implemented locally**, including women mentoring programmes, development acceleration and return-to-work after maternity leave initiatives, development paths with external partners, projects aimed at attracting women with STEM backgrounds, and scholarships dedicated to female students in STEM subjects.

Regarding **generational diversity**, we aim to ensure balance and coexistence among the different generations in the Group, promoting the exchange of expertise at all levels in order to attract, retain and engage our people.

The **Future Owners** programme, launched in 2020 and targeting talents with a maximum of 7 years of professional experience, has continued to provide training, mentoring, networking as well as international and cross-functional projects. These programmes are complemented by more than 40 locally launched actions, including intergenerational programmes, reverse mentoring programmes, orientation interviews, and programmes focused on more experienced colleagues.

Further details are provided on http://www.generali.com/work-with-us/Get-to-know-us/diversity-and-inclusion

Equity

We are committed to having fair processes in order to ensure access to **equal opportunities** for all Group employees throughout their work experience. In addition, we work to ensure that there is no discrimination and that any institutional barriers or unconscious biases are eliminated so as to enhance the potential of each person and enable them to fully contribute to the success of our Group.

Inclusion

We promote mindsets, behaviours, processes and practices that fully embrace all the **diverse identities** in our organisation: genders, sexual orientations, ages, abilities, cultures, ethnicities, opinions, personal characteristics, to create an environment where everyone can unleash their full potential and feel valued, respected and able to contribute their talents to the innovation, growth, and success of our business.

This goal is achieved through a series of initiatives and actions aimed at strengthening an increasingly inclusive corporate culture in order to best fulfil our role as Sustainability Champion. The areas of intervention concern training, awareness raising, as well as concrete projects aimed at accompanying the evolution of our Group.

Regarding training, at Group level on the **We LEARN** platform there is a series of contents related to LGBTQI+ topics and unconscious bias. Regarding awareness raising, which is fundamental to creating a culture of inclusion, we highlight the role played by communities and Employee Resource Groups (ERGs). In 2022, the Diversity, Equity and Inclusion Community of Practice, consisting of more than 250 members, and **WeProud** (the LGBTQI+ Employee Resource Group), including about 900 members, organised a series of events on topics such as allyship, microaggressions, and difficult conversations about inclusion, as well as moments of sharing personal experiences and mutual support.

Furthermore, an important role is played by the **Beboldforinclusion**, **Pride Month** and **Disability Week** campaigns. These initiatives are orchestrated at Group level and consist of internal and external communication campaigns as well as a simultaneous organisation of events in all Business Units attended by the respective CEOs. In addition, in 2022, we organised for the first time, a **DEI Talk**, an event open to all employees with the aim of establishing an open dialogue with the leadership, specifically on strategy, ambitions and actions related to diversity, equity, and inclusion.

The Group's initiatives are complemented by **more than 150 locally organised actions**, including training programmes and campaigns on unconscious bias, awareness raising programmes, working groups on corporate wellness, numerous collaborations with LGBTQI+ associations, and the creation of various ERGs and communities dedicated especially to women empowerment, parental support, valuing cultural differences, and LGBTQI+ inclusion.

In 2022, an important focus for the Group has been to continue to support **the inclusion of the diverse abilities** of our employees, ensuring workplace accessibility and promoting inclusive practices so that persons with disabilities feel able to contribute their talents on an equal footing with their colleagues. In this context, the Group has entered into an important international partnership with Valuable500, through which, among other things, we participate in a programme designed to support future leaders with disabilities. In addition, all Business Units have implemented a series of actions at local level, including initiatives to improve accessibility, specific training projects, as well as the establishment of partnerships with companies and associations aimed at identifying persons with disabilities to be involved in job shadowing programmes and training internships.

7.4 People Engagement & Caring

In Generali, we fully acknowledge the importance of providing a working environment that addresses the engagement, health, and well-being of our employees as an important part of our organisational culture and identity.

We believe that everything is possible for people who are engaged, who believe in a common purpose, who operate in an environment that can nurture their passion, and who have the ambition to succeed in everything they do. From this perspective, Generali wants to be a workplace where everyone feels valued, included, and equipped to face the future at their best.

As part of our People Strategy and to enhance our employees' sense of belonging, making them feel more connected, supported, and closer than ever to their organisation, we commit to improving interaction through regular and active listening. This helps us design and take action based on what matters most to our employees. As an example, even if our hybrid and flexible working model was already highly appreciated by our people, we took inspiration from the inputs and insights emerging from our most recent survey to further develop Generali's Next Normal, in order to continuously support colleagues in their work-life balance, favour the inclusiveness of their working environment, and attract and retain future talent.

In the evolution of our working models, we also keep an open dialogue with the European Works Council as evidenced by the Joint Declaration recently signed, which recognises the importance of people trust, empowerment, and caring as guiding principles.

Within our efforts towards building a sustainable organisation, employee health and well-being are a top priority, which was accelerated during the public health crisis of the COVID-19 pandemic and remains essential for the years to come.

Through welfare activities we aim to provide the necessary support for all employees and their personal needs. Specific programmes are locally developed to encourage prevention, physical activities, healthy habits, and good mental health.

Furthermore, training and digital content are available for employees with the aim to raise awareness, learn good practices and coping strategies on how to take care of their own and their family's physical and mental health, as well as how to effectively deal with special personal circumstances.

Our employees' health and wellbeing are a priority now and will remain so in the future, being recognised as key elements to sustain their level of engagement and the success of our business.

Chapter 8

GENDER BALANCE & PAY EQUITY

8.1 Our Ambition and our Actions

Within the Group strategy, Generali defined from 2019 onwards a clear **Diversity, Equity and Inclusion (DEI) strategy**, which has been developed through a Group-wide action plan, in addition to 200 actions at local level.

These efforts were developed and strengthened through the new 2022-2024 People Strategy, in which DEI initiatives are strategic priorities for the Group and will help achieve its ambition to be a sustainable Lifetime Partner for our customers and employees.

Under the new "Lifetime Partner 24: Driving Growth" strategic plan, **the Group is particularly committed to improving the presence of women in managerial and strategic positions**, and also seeks to promote a more inclusive culture with a focus on valuing all the multiple generations present, investing in attracting young talents and in developing and involving more experienced employees.

It will also continue its efforts to improve the sense of belonging and inclusion of people with disabilities and LGTBQI+ people by supporting Employee Resource Groups (ERGs) that help eliminate cultural and behavioural barriers and play an important role in accompanying the Group's cultural transformation. Finally, it is committed to fair processes to ensure equal opportunities for all Group employees throughout their work experience.

In alignment with the Group strategy, Generali's Remuneration Policy supports **specific initiatives and ambitions** of diversity, equity and inclusion and promotes **pay equity for females and males, as well as pay transparency**.

In this context, the policies, the analyses, and the actions adopted by Generali in recent years have focused on reducing the gender pay gap, both by analysing and comparing females and males doing the same work or work of equal value (Equal Pay Gap) and by observing this gap throughout the organisation (Gender Pay Gap).

During 2022, the path taken led to a further evolution of the analysis and common methodology used at Group level, considering the gender-neutral objective factors of pay differentiation.

In line with our Group strategy on diversity, equity and inclusion, the results of the analysis and their multi-year monitoring enable **all Countries/Business Units to identify specific actions** at local level aimed at **structurally reducing the Gender Pay Gap** and **supporting our ambition to achieve an Equal Pay Gap towards zero** in the 2022-2024 strategic cycle.

The actions also include initiatives aiming at positively impacting gender balance and pay equity, both locally and at Group level. Some examples of such actions are:

- programmes of female career acceleration;
- programmes of mentoring and sponsorship;
- awareness-raising on diversity and unconscious bias;
- enhancement of communities and Employee Resource Group (ERGs) on these subjects.

In order to support Countries and Business Units on this path, an annual recurring monitoring process on Gender Balance & Pay Equity is in place to assess improvements throughout the entire organisation and the impact of the actions taken.

8.2 Gender Balance and Pay Equity's Analysis Methodology

Our journey, started in 2020 in alignment with the Group's Diversity, Equity and Inclusion strategy, has led to the development of an increasingly structured approach toward pay equity and transparency at all levels of the organisation, consisting of analyses, defined ambitions, and specific actions at local level, aimed at ensuring representation of women in managerial positions and **fairer remuneration** to our employees.

Our remuneration culture is based on **meritocracy and equity**, with the belief that same work or work of equal value should also be matched by equal pay, ensuring that people have the same access to opportunities, regardless of their gender or other personal characteristics. Commitment to equity means distributing resources and opportunities in a way that recognises that different groups of people correspond to different situations and needs.

In this context, the Group's pay equity methodology and its scope of analysis were further enhanced in 2022 in line with evolving regulations and market best practices. In collaboration with PayAnalytics, as independent provider, we evolved our statistical model based on regression, in line with the most widespread international standards, which considers, in addition to professional family and organisational level, the most relevant gender-neutral objective factors of salary differentiation, representative of local remuneration policies.

During 2022, all Countries and Business Units conducted specific analyses at local level, to monitor progress and to investigate remuneration topics related to:

- "**Equal Pay Gap**" - the pay gap between males and females for the same work or work of equal value, considering the objective factors of salary differentiation.
  The objective factors identified, in addition to job family and organisational level, may include:
  - tenure in the role;
  - people management;
  - other gender-neutral objective factors representative of local compensation policies;
- "**Gender Pay Gap**" - the pay gap between males and females across the entire organisation, regardless of the role;
- "**Accessibility gap to variable remuneration between males and females**" - percentage difference between the access rate to variable remuneration between males and females within the entire organisation.

Also in 2022, Mercer, an international consulting firm acting as an **independent external assessor**, oversaw all phases of the project, collecting and processing the data, providing support to the Countries/Business Units involved, and aggregating and presenting the results at Group level.

> Generali has completed for the third year a global study on its internal Gender Balance and Equal Pay with the aim to be a more inclusive, equitable and fair workplace. Mercer has assessed this year eight parameters including organisation and leadership commitment; data analysis and metrics; job architecture; results; actions taken; link with other Group HR processes; ongoing monitoring and disclosure. Specifically, we observe that the Generali Group's approach was further enhanced to examine additional gender-neutral objective factors that contribute to explain the pay gaps, in line with international best market practices and the EU directive on pay transparency. This showcases Generali's strategic commitment to reducing the Gender Pay Gap and achieve an Equal Pay Gap towards zero in the 2022-2024 strategic cycle.
>
> **Mercer, Consulting Firm**

8.3 Gender Balance and Pay Equity's Group-level Results and Main Findings

The results of the analyses conducted at the end of 2022 in each Country/Business Unit, using the new regression-based methodology and aggregated at Group level, show that the base salary of males is 1.6% higher compared to that of females for same work or work of equal value (Equal Pay Gap). In terms of the pay gap between males and females regardless of the role across the entire organisation (Gender Pay Gap) the difference is 12.5% looking at the median. In terms of overall remuneration, the accessibility gap to variable remuneration between males and females is equal to 1.7%.

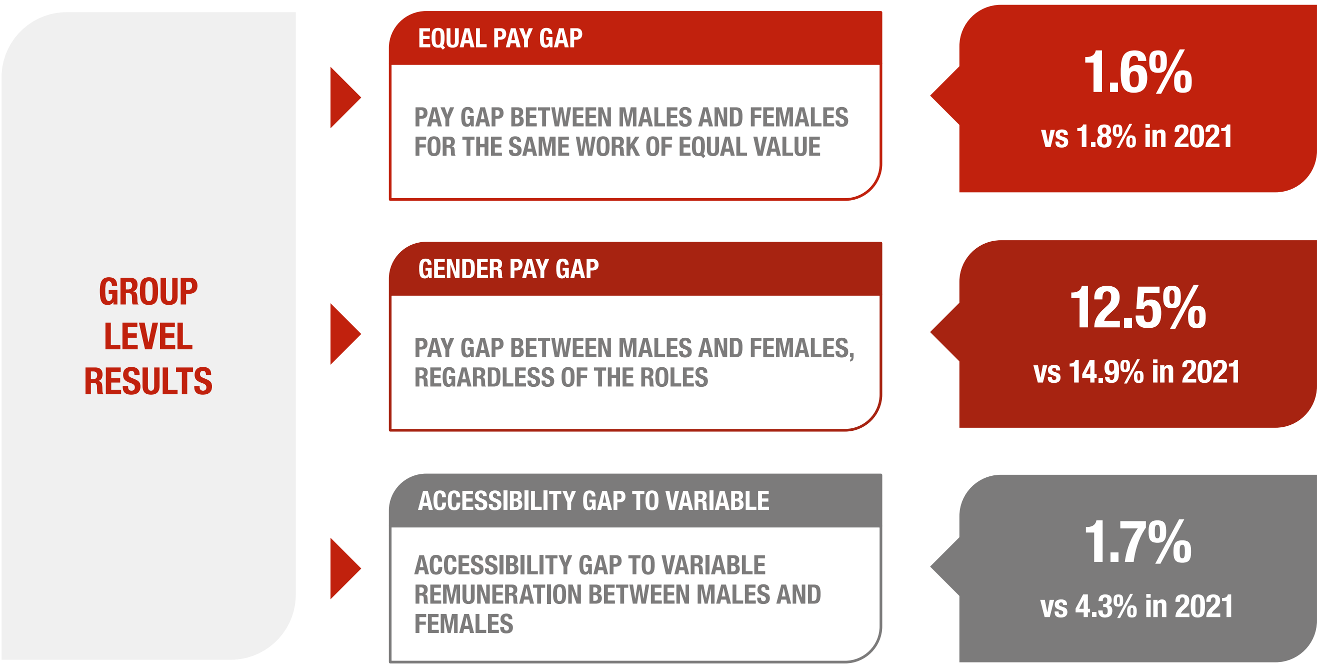


Chart 8.a

Specifically, at the end of 2022, the **Equal Pay Gap** (1.6%) was reduced by 0.2 percentage points compared to 2021 (1.8%), with a consistent **improvement** at Group level observed in more than 50% of the Countries/Business Units analysed and with more than 90% of the employees under analysis belonging to Countries and Business Units with a result within the +/- 5% benchmark range (reference range in line with international and regulatory standards) and with more than 65% with a result within the +/- 1% benchmark range (reference for zeroing Equal Pay Gap, in line with the most widespread market practices).

These improvements have been achieved through specific actions taken over the past year and through the evolution of the methodology, which has provided even more statistically significant results and comprehensive and accurate analyses about the objective factors that contribute to explain pay gaps.

The median **Gender Pay Gap** at the end of 2022 (12.5%) decreased by 2.4 percentage points from 2021 (14.9%), with a consistent **improvement** at Group level observed in more than 65% of the Countries/Business Units analysed. Consistently, the average Gender Pay Gap decreased by 1.1 percentage points from 18.5% to 17.4%.

The results confirm the Group's focus on balancing gender representation at all levels of the organisation with particular attention to female representation at the managerial level that has further increased over the past year.

In terms of total remuneration, the accessibility gap to variable remuneration at the end of 2022 (1.7%) was reduced by 2.6 percentage points compared to 2021 (4.3%). 77% of males had access to variable remuneration during 2022 compared to 75.3% of females.

All indicators[33] are monitored and calculated on a **population in scope of more than 60 thousand employees equal to about 80% of our people in the Group**.

All Countries/Business Units continue monitoring the gender pay gap annually, with the goal of identifying specific actions aimed at structurally reducing the Gender Pay Gap and supporting our ambition to achieve an Equal Pay Gap towards zero in the 2022-2024 strategic cycle.

33. In addition, further components of remuneration are monitored, both for Equal Pay Gap and Gender Pay Gap. In terms of total cash compensation, the Equal Pay Gap is 2.6% and the Gender Pay Gap is 18.1% on the median (22.5% on the average). Observing only the annual variable remuneration, the Equal Pay Gap is 6.2% and the Gender Pay Gap is 32.1% on the median (41.0% on the average).

Chapter 9

SHARE PLAN FOR GENERALI GROUP EMPLOYEES

In the context of the Group's strategic framework, Generali is submitting to Shareholders for approval a new Share Plan for Generali Group employees (under item 6 of 2023 Annual General Meeting)[34], evolving the Plan approved in 2022 (and not executed), in order to make it more effective with respect to the current market context, characterised by high volatility and inflation, and to have an even closer alignment with shareholders' interests and with the Executives' Group Long Term Incentive Plan's framework and timeframe.

9.1 Context

With the ambition to promote a **meritocratic environment that fosters alignment with strategic goals and people's participation in the value creation process**, in 2019 Generali developed and launched **We SHARE**, the first Share Plan of its kind for Group employees (excluding members of the Group Management Committee and the Global Leadership Group who cannot subscribe to the Plan), with the aim of engaging the largest number of employees worldwide to become Generali shareholders, reaching the enrolment of 21,430 colleagues, with a participation rate of 35.3%.

Based on the high employee participation to the first edition of the Plan and to further promote our culture of ownership, in April 2022 the Annual General Meeting approved a **new Share Ownership Plan**. In continuity with the previous one, the Plan provided **the opportunity to purchase Generali shares at favourable conditions**, based on the appreciation of the share price and introducing an **Environmental Social Governance (ESG) goal connected to the reduction of Group CO_2 emissions**, in line with the Group's climate strategy.

In light of the new macroeconomic scenario, impacted by geo-political events, the increase in commodities prices, and subsequent inflation, the Plan was not implemented and, subject to Shareholders' approval, **a new Plan is being proposed**, evolving its current structure in order **to make it more effective** with respect to the new market context, characterised by high volatility and inflation, and to have an even closer alignment with Shareholders' interests and the Executives' Group Long Term Incentive Plan's framework and timeframe.

This initiative is a tangible sign of Generali's drive to promote across the Group **employee engagement** towards the **achievement of strategic objectives, a culture of ownership and empowerment, and their participation in Group sustainable value creation**.

9.2 Beneficiaries

The new Share Plan is addressed to employees of Generali and the companies belonging to the Group, excluding members of the Group Management Committee and the Global Leadership Group who cannot subscribe to the Plan as well as employees operating in Countries and Companies in which it is not possible to implement the Share Plan on the terms set and approved by Generali, for reasons of a legal, fiscal, operating or organisational nature.

The Board of Directors of Generali resolving the launch of the Plan will proceed to the specific identification of the employees' categories who can participate to the Plan.

9.3 Main Characteristics of the Plan

The Plan will be launched indicatively in the month of May 2023 (and in any case within 12 months of its approval in the 2023 Annual General Meeting) and will end at the end of April 2026, thus having a duration of indicatively 3 years.

Confirming the overall Plan structure approved in 2022, the new Plan provides employees with the opportunity to purchase Generali shares at favourable conditions in case of share price appreciation and the achievement of the **enhanced ESG decarbonisation goal** connected to the Group's CO_2 emissions reduction, introducing **new provisions** in the presence of a **clear additional performance objective**.

The **essential features of the Plan**, which are better detailed in the relevant Information Document to which reference is made, are set out below:

- at the beginning of the Plan, employees who decide to participate ("participants") will be able to **define the amount of their individual contribution**, i.e. the amount of contribution they wish to accrue to purchase Generali shares at the end of the Plan;

34. Although the beneficiaries of this share plan do not include directors, Managers with Strategic Responsibilities nor, in general, GMC and GLG members, a summary of this plan (as outlined in detail in the relevant information document submitted to the Annual General Meeting pursuant to art. 114-bis of TUF) is provided in this Report.

- the amount of the individual contribution shall be between a minimum of € 660 and a maximum of € 9,900[35] and will be set aside by monthly payroll deduction[36] and committed for the entire duration of the Plan;
- based on the amount of the individual contribution, participants will receive free of charge the right (“options”) to purchase, at the end of the Plan, underlying Generali shares at a **price determined at the beginning of the Plan (“initial price”)**. The number of options assigned to each participant will be equal to the ratio between the individual contribution and the initial price. The initial price shall be decided by the Board of Directors resolving the launch of the Plan (indicatively in May 2023) and calculated as the average of the official closing prices of Generali shares on Euronext Milan of the month following the date on which this Plan is launched by the Board of Directors (included), with the possibility of applying an adjustment factor up to +/- 10% on the defined average price[37];
- at the end of the Plan, in April 2026, the final price of Generali shares shall be determined[38] and:
  A. In case of **share price appreciation** (final price equal to or higher than the initial price, i.e. options “In-the-Money”), participants will automatically purchase the Underlying Shares by paying to the Company the individual contribution accrued throughout the Plan and will receive free of charge:
     - **Dividend Equivalent Shares**, amounting to the ratio between the value of the dividends per share (paid by Assicurazioni Generali on a cash basis during the years 2023, 2024 and 2025) and the initial price, multiplied by the number of Underlying Shares purchased;
     - 2 (two) **Matching Shares** for every 10 (ten) Underlying Shares purchased;
     - 2 (two) **ESG Shares** for every 10 (ten) Underlying Shares purchased, if the ESG Goal is also achieved.
  B. In case of **share price depreciation** (final price lower than the initial price, i.e. options “Out-of-the-Money”), participants will receive:
     - the refund of the individual contribution accrued (**protection mechanism**);
     - the Dividend Equivalent Shares in case the **Net Holding Cash Flow** (NHCF) goal is achieved.

In particular:

- the **ESG goal refers to the CO_2 Emissions Reduction Target for Group Operations** (as approved by the Board of Directors, defined consistently with the Group’s climate strategy and the 2023-2025 Group Long Term Incentive Plan). In particular, it refers to the reduction equal to 35% of the CO_2 equivalent emissions generated by Group operations measured comparing the year 2025 against the baseline 2019;
- the **NHCF goal refers to the 2023-2025 NHCF target** as approved by the Board of Directors consistently with the 2023-2025 Group Long Term Incentive Plan and equal to € 8.7 billion.

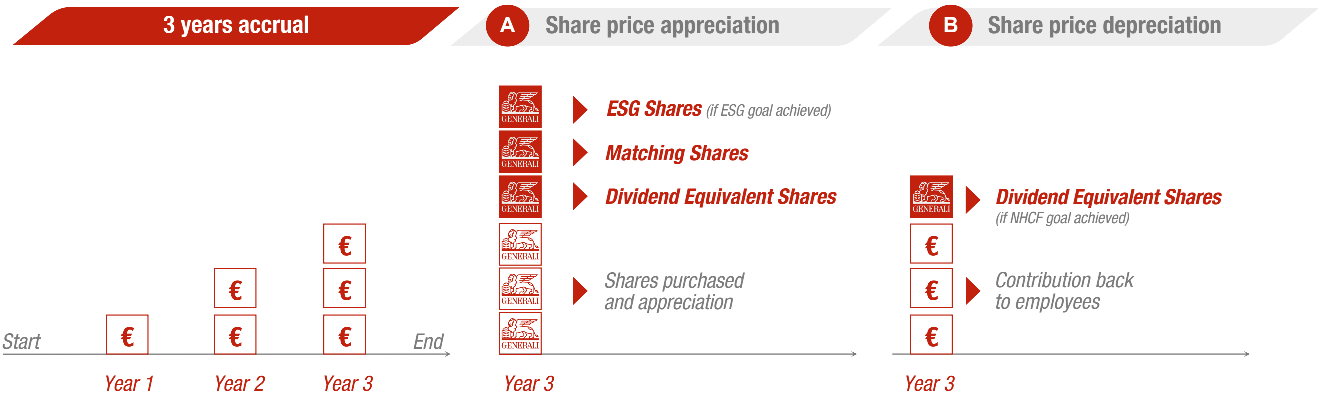


Chart 9.a

35. Or other amount determined by the Board of Directors.
36. Or other means or timings that may be determined by the Board of Directors.
37. The methodology for calculating the average price may possibly be subject to adjustments by the Board of Directors, considering the average price within a period between 1 and 3 months prior to or following the launch date, depending on market conditions.
38. The final price of Generali shares shall be determined as the average of the official closing prices during the period of 1 month ending on the exercise date included. The exercise date will be the date at which the options will be automatically exercised and will fall at the end of April 2026 (in alignment with the Group Long Term Incentive Plan 2023-2025) or in the following 2 months as soon as the share price appreciation condition is met.

At the end of the Plan, each participant can decide whether to instruct the sale, at the final price, of all Generali shares received (and thereby receiving the corresponding amount of money) or to continue to hold the Generali shares received on the exercise date, except for those sold in order to pay the taxes due.

The maximum number of shares for the Plan is 9,000,000 (about 0.6% of current share capital), to be executed through the purchase of treasury shares in the market without capital dilution. In the event that the aggregate number of subscriptions to the Plan exceeds the maximum threshold of distributable options, or the maximum threshold of Generali purchasable or attributable shares, the number of options to be assigned free of charge shall be reduced on a pro rata basis for all the participants ("reallotment"). The reallotment shall be carried out for a percentage value such as to guarantee the allocation of options (or, subsequently, of Generali shares) within the stated maximum limits.

The Plan also provides for malus, clawback and prohibitions on hedging clauses in line with Group Policies.

Also for the new Plan, Generali will make a **donation to The Human Safety Net Foundation** equal to the monetary equivalent value of one share for each employee joining the Plan, providing participants with the opportunity to do the same.

9.4 Evolution of the Plan's Structure

The new Plan, confirming the overall Plan structure approved in 2022, introduces some enhancements in order to make it more effective with respect to the macroeconomic context, and to have a closer alignment with Shareholders' interests and with the 2023-2025 Group Long Term Incentive Plan's framework and timeframe. In particular, the relevant improvements, that integrate and effectively manage the lessons learned from the previous edition, are as follows:

1. **broadening the exercise period**, assessing up to 3 times the share price appreciation condition. In particular, the Plan approved in April 2022 provided that the options would have been automatically exercised at a date falling at the end of the Plan; the new Plan provides for up to 3 potential alternative exercise dates to assess the share price appreciation condition in order to better face potential market volatility;
2. **granting the Dividend Equivalent Shares** if the share price appreciation condition is not met, **subject to the achievement of an additional performance condition**. In particular, the Plan approved in April 2022 provided that, if the Plan was Out-of-the-Money, employees would have received only the refund of the individual contribution; the new Plan entitles participants to receive, together with the refund of the individual contribution, the Dividend Equivalent Shares, in case the NHCF goal is achieved. This is meant to provide a return not only triggered by share price appreciation, but also to award employees for their commitment in case the strategic plan objectives and main financial targets are achieved;
3. **application of an adjustment factor to the initial price**. In particular, the new Plan provides the possibility for the Board of Directors resolving the launch of the Plan to apply an adjustment factor up to +/- 10% to the initial price (compared to +/- 5% as per the previous Plan) in order to have the opportunity to mitigate current market context effects and those related to potential exogenous factors.

The proposed structure provides for **several advantages** in order to increase the Plan's effectiveness and maintain its attractiveness, fostering employee participation.

In particular:
- confirmation of the current structure **linked to value creation and the enhanced ESG goal**, in line with the Group climate strategy;
- stronger **link with Shareholders' interests** and the **2023-2025 Group Long Term Incentive Plan**'s framework and timeframe;
- **inclusion of the NHCF goal** as enabler to distribute dividends to Shareholders;
- **higher attractiveness for participants** in the new macroeconomic and inflationary context to support participation in the Group's sustainable value creation.

Chapter 10
Rigour and Transparency for the Protection of All Stakeholders

GOVERNANCE AND COMPLIANCE

10.1 Governance System

The Generali Group bases its governance system, which is responsible for controlling remuneration practices and protecting the interests of stakeholders, on four fundamental principles: **transparency, rigour, independence and accountability**.

These principles guide the process of defining, approving, implementing and subsequently verifying the remuneration policy, which is the responsibility of different bodies and Functions depending on the recipients the Policy is addressed to.

The main parties involved in the governance process are:
- Annual General Meeting;
- Board of Directors;
- Board of Statutory Auditors;
- Remuneration and Human Resources Committee and Risk and Control Committee;
- Managing Director/Group CEO;
- Group HR & Organization Function;
- Key Control Functions.

This chapter details the roles of each party, whose responsibilities are always determined in full compliance with regulations, Group values, and business strategy.

Furthermore the Generali governance model provides for the Board of Directors to have flexibility over the provisions of the Remuneration Policy in specific and exceptional circumstances. This takes place within the Group's strict governance processes, with prior application, where necessary, of the transaction procedure with Related Parties, as required by law, and without prejudice to the compliance with the solvency requirements. In these cases, the prior implementation of the same governance process to be followed for the approval of transactions with Related Parties is envisaged, according to the process and rules established in the specific procedure adopted by the Company pursuant to the relevant CONSOB Regulation. This procedure envisages that the transaction can be approved by the Board of Directors, subject to an opinion - regarding the company's interest in carrying out the transaction, its convenience and substantial fairness - which is rendered (in the case of transactions relating to remunerations of Managers with Strategic Responsibilities) by the Remuneration and Human Resources Committee as the Committee that performs the duties provided for by the CONSOB Regulation on transactions with Related Parties adopted with resolution no. 17221 of 12 March 2010 (as subsequently amended).

The process of defining, approving and applying the Remuneration Policy follows several steps. Generally, in addition to what is specified in detail for each party below, the proposals related to defining the Policy aimed at corporate bodies and "Relevant Personnel" (as previously defined under "Recipients of the Policy" pursuant to art. 2, paragraph 1, letter m) of IVASS Regulation n. 38/2018) is prepared with the support of the Group HR & Organization Function. The Group's Internal Audit, Compliance, Anti-Financial Crime and Risk Management Functions are also involved in this phase, each for their respective area of competence. Moreover, the Group HR & Organization Function also avails itself of the cooperation of other Group Functions and structures, such as Corporate Affairs, Group Legal Affairs, Group Strategic Planning, Monitoring & Control, collecting and coordinating the related contributions.

Proposals are then submitted to the Managing Director/Group CEO who validates their content and wording. After requesting any additions and amendments, they are submitted to the Board of Directors, which decides on their merits after hearing the opinion of the Remuneration and Human Resources Committee or the Risk and Control Committee, with reference to the Relevant Personnel of the Key Control Functions.

A special procedure is applied for the Remuneration Policy regarding the Managing Director/Group CEO, whose proposal is formulated by the Remuneration and Human Resources Committee, with the support of the Group HR & Organization Function, and presented to the Board of Directors for the relative decisions.

Once approved by the Board of Directors, the Policy is then subject to the approval of the Company's Annual General Meeting.

The roles of the various parties involved in the remuneration phases are illustrated below.

10.1.1 Annual General Meeting

Pursuant to the applicable law and to the Company's Articles of Association, the duties of the Annual General Meeting are as follows:
- approve the Remuneration Policy, in favour of the members of the corporate bodies and of the "Relevant Personnel", in addition to remuneration plans based on financial instruments (art. 19.1, letter d);
- determine the annual gross remuneration due to members of the Board of Directors and Statutory Auditors (art. 19.1, letter f and e).

Moreover, pursuant to art. 123-Ter, paragraph 6, of TUF (Consolidated Law on Financial Intermediation), the Annual General Meeting expresses an advisory vote with reference to information on remuneration paid pursuant to Section II of the Report on Remuneration Policy and Payments.

10.1.2 Board of Directors

Generali's governance model assigns many **duties to the Board of Directors**. This body:

- following a transparent procedure and after consulting the Remuneration and Human Resources Committee, **defines and periodically reviews the Remuneration Policy** for members of corporate bodies and Relevant Personnel, including remuneration plans based on financial instruments;
- **ensures that this policy is functional to the pursuit of sustainable success** and takes into account the need to deploy, retain, and motivate people with the competence and professionalism required by their role in the company;
- **monitors the concrete application of the Policy** to ensure that the remuneration actually paid is consistent with the principles and criteria set out in the first Section of the Report on Remuneration Policy and Payments;
- **ensures the correct application** of the Remuneration Policy;
- **ensures the overall consistency of the Group's Remuneration Policy and practices** and monitors their implementation;
- **promotes the compliance of Group companies' remuneration with the provisions of the Law**, and in the case of foreign companies the absence of conflict with the local legal framework and industry regulations;
- **ensures adequate management of significant risks** at Group level related to remuneration aspects of Group companies, ensuring the involvement of Key Control Functions.

Furthermore, the Board of Directors decides on the Remuneration Policy in favour of the Relevant Personnel, and subsequent revisions, to gain the approval of the Company's Annual General Meeting, thereby guaranteeing, on an ongoing basis, their updating, consistency with the principles of sound and prudent management, as well as alignment with the interests of stakeholders. To this end, it periodically uses benchmarks prepared both by the competent corporate Functions and by external consultancy companies, especially concerning verification of the remuneration positioning in terms of the markets considered. It can also use external advisors to modify or prepare the Remuneration Policy.

The Board of Directors is also responsible for the correct implementation of the Remuneration Policy approved by the Annual General Meeting.

For some categories of recipients, this is done by the Board of Directors **determining** their **remuneration** in accordance with the defined Remuneration Policy. More specifically, the duties of the Board of Directors are set out in the table below.

DUTIES OF THE BOARD OF DIRECTORS
• **determining**, based on the proposal of the Remuneration and Human Resources Committee and having heard the Board of Statutory Auditors, the **remuneration of the Managing Director/Group CEO**, of **any other Directors with special offices, of the General Manager** (when appointed) as well as, in case the Annual General Meeting has not provided for it, the subdivision of the overall compensation owed to members of the Board;
• **determining**, following a proposal from the Remuneration and Human Resources Committee and having consulted with the Board of Statutory Auditors, the **remuneration of the Executives and of the other Directors who hold special offices**, including the chairs and the members of the Committees and the Lead Independent Director;
• **deciding**, following the proposal from the Remuneration and Human Resources Committee, **on the performance goals identification and allocation**, including the ESG goals, related to the variable component of the remuneration of the Executive Directors and the other Directors who hold special offices;
• determining, following a proposal from the Managing Director/Group CEO and after consulting the Remuneration and Human Resources Committee (which expresses an opinion on this point) - except as prescribed for Key Control Functions, where the Risk and Control Committee is heard and whose opinion is binding in the case of the Head of the Internal Audit Function - the **remuneration and the goals related to the variable component (including the ESG goals) of the remuneration of the General Manager** (when appointed) **and members of the Group Management Committee (GMC)**;
• **examining and approve the guidelines of the incentives system for the members of the Global Leadership Group (GLG)** on the proposal of the Managing Director/Group CEO and after hearing the opinion of the Remuneration and Human Resources Committee;
• **providing annually the Annual General Meeting with suitable information,** accompanied by quantitative information, on how the Remuneration Policy is applied.

Moreover, after **the termination of office and/or dissolution of employment with an Executive Director or with the General Manager** (when appointed), **the Board of Directors sends a press release** to the market after **the outcome of the internal processes** leading to the assignment or recognition of any indemnity and/or other benefits, with detailed information on:

- the assignment or recognition of indemnities and/or other benefits, the case that justifies their accrual (for example, due to expiry of the office, revocation from the same or settlement agreement) and the decision-making procedures followed for this purpose within the Company;
- the total amount of the indemnity and/or other benefits, the related components (including non-monetary benefits, the maintenance of rights connected to incentive plans, the remuneration for non-competition agreements or any other compensation granted for any reason and in any form) and the timing of their payment (distinguishing the part paid immediately from that subject to deferral mechanisms);
- the application of any clawback or withholding (malus) clauses of part of the sum;
- the compliance of the elements indicated in the previous points, compared to what is indicated in the Remuneration Policy, with a clear indication of the reasons and the decision-making processes followed in the event of even partial discrepancies from the Policy itself;
- the procedures that were or will be followed for the replacement of the terminated Executive Director or General Manager (when appointed).

Finally, the Company's Board of Directors **promotes and adopts the Group Remuneration Internal Policy** - a document containing guidelines on the application of the Remuneration Policy within the Group - with the aim of ensuring the proper and consistent implementation of the Remuneration Policy approved by the Annual General Meeting by all relevant Group companies, including those based abroad. This approach ensures that the policy is appropriately calibrated to the characteristics of each company, the requirements of the local regulatory framework, and compliance with regulatory obligations.

Within this context, it should be noted that Assicurazioni Generali used the consultancy firms Mercer, Willis Towers Watson, and Deloitte to prepare the Remuneration Policy and did not use the remuneration policies of other companies as a reference.

10.1.3 Remuneration and Human Resources Committee

The Remuneration and Human Resources Committee has an advisory, propositional, and investigative role towards the Board of Directors on remuneration matters, performing duties already in the scope of the Appointments and Remuneration Committee during the previous three-year term of office.

More specifically, the duties of the Remuneration and Human Resources Committee are represented in the following table.

DUTIES OF THE REMUNERATION AND HUMAN RESOURCES COMMITTEE
• **expressing its opinion on Related Parties transactions concerning the remuneration of Managers with Strategic Responsibilities**, in accordance with provisions on the procedures for transactions with Related Parties approved by the Board of Directors, and on the establishment of the GMC and the development of the GMC's resources;
• **assisting the Board in performing the tasks** assigned to it by the Law and the Corporate Governance Code;
• **formulating opinions and proposals to the Board** regarding the remuneration payable to Directors;
• **formulating opinions and proposals regarding to the Remuneration Policy** envisaged by art. 123-ter TUF, as well as the remuneration plans based on financial instruments, verifying their correct application;
• **performing consultative, recommendatory and preparatory functions** through opinions to be presented to the Board on the amount of the **remuneration payable to Executive Directors and to Directors holding other particular offices** or positions in accordance with the Articles of Association; these functions are also carried out to set performance goals, including ESG Objectives, correlated with the variable component of this remuneration and verify the actual achievement of the performance goals: the assessments carried out regarding the Executive Directors are expressed on the basis of a discretionary assessment, conducted taking into account, among other things, the following parameters: - importance of the responsibilities in the corporate organisational structure; - impact on Company's results; - profit and loss figures; - attainment of specific targets, including the ESG Objectives, previously indicated by the Board;

- **expressing non-binding opinions and proposals** on the determination of the amount of remuneration payable to the **General Manager** (when appointed) and to members of the **Group Management Committee** (GMC), subject to the proposal of the Managing Director/Group CEO, on the basis of a discretionary evaluation based on compliance with the following criteria:
  - level of responsibility and risks connected with the functions performed;
  - results achieved in relation to the objectives set;
  - performance in the case of exceptional tasks;
- **periodically evaluating the criteria adopted for the remuneration of Directors and the Relevant Personnel**, using the information provided by the Managing Director/Group CEO, and formulating general recommendations on the subject to the Board;
- **verifying the consistency of the overall remuneration structure** and the proportionality of the remuneration of the Executive Directors, possibly also between them, and with respect to the Relevant Personnel;
- **formulating opinions with regard to the establishment of the Group Management Committee** (GMC), to the definition of roles in the Company and the Group of importance for the GMC's composition and, through appropriate involvement of its members, to the nomination and removal of persons asked to hold roles in the Company and the Group of importance for membership of the GMC, except in the case of representatives of Key Control Functions, for which responsibility is reserved for Risk and Control Committee;
- **expressing an opinion on the Group CEO's proposal for the succession plan for GMC members**, identifying, at least on an annual basis, objectives, tools and timing for the execution of the plan;
- **expressing an opinion** of the Group CEO's proposal regarding **the incentives system for resources belonging to the GLG**, establishing management and development policies for said resources;
- **expressing an opinion** on the proposal submitted to the Board by the Group CEO **on the nomination** (eventually through co-optation) **and removal of Chairs, Executives Directors and General Managers** (or Top Management executives holding equivalent roles) of Strategic Subsidiaries;
- **expressing an opinion** on the Group CEO's proposals **regarding the remuneration of the Chairs, Executive Directors and General Managers** (or Top Management executives holding equivalent roles), of the members of the boards of statutory auditors (or similar corporate bodies exercising control functions) of the Strategic Subsidiaries and of the Non-executive Directors of Strategic Subsidiaries, if chosen from outside the Company and the Group;
- **reviewing the consistency of the remuneration and incentives systems** with the Risk Appetite Framework;
- **monitoring** whether the **decisions** taken by the **Board** on the basis of the **proposals submitted are implemented**, and providing the Board with information on the effective operation of the remuneration policies;
- **periodically reviewing the adequacy of the Remuneration Policies**, also in the event of changes in the operations of the Company or the Group or in the market context in which they operate;
- **ascertaining** the existence of the conditions for **the payment of incentives** to Relevant Personnel;
- **identifying potential conflicts of interest** and the measures taken to manage them.

While carrying out its functions, the Committee, through its Chair, has the right to access the information and Company Functions required to perform the duties it has been entrusted with. The Chair of the Committee or another member can report to the Annual General Meeting on procedures to exercise the functions delegated to the Committee.

10.1.3.1 Composition of the Remuneration and Human Resources Committee

As a result of a benchmarking activity, the Board, on 12 May 2022, decided to set up a committee initially named the Remuneration Committee with functions in the field of remuneration, which were previously the responsibility of the Appointments & Remuneration Committee. Subsequently, by resolution of 7 June 2022, the committee was renamed the Remuneration and Human Resources Committee. The members of this committee were appointed by the Board on 12 May 2022, which supplemented its composition with a resolution of 2 August 2022: it is now composed of 5 Directors, with an adequate knowledge of financial matters or remuneration policies, which is assessed by the Board of Directors at the time of appointment, in office until the Annual General Meeting that will approve the financial statements for the 2024 financial year. The Remuneration and Human Resources Committee is composed only of Non-executive Directors, the majority of whom are independent[39], and the Chair of the Committee is chosen from among the Independent Directors, other than the Chairman of the Board of Directors, if any, if assessed as independent.

The Remuneration and Human Resources Committee has the following composition at the date of publication of this Report:

Name and Surname	Role
Diva Moriani	**Chairwoman of the Committee** Non-executive and independent director
Marina Brogi	**Member of the Committee** Non-executive and independent director
Alessia Falsarone	**Member of the Committee** Non-executive and independent director
Clara Furse	**Member of the Committee** Non-executive and independent director
Lorenzo Pellicioli	**Member of the Committee** Non-executive director

For more details refer to the Report on Corporate Governance and Ownership Structures

If one or more members of the Remuneration and Human Resources Committee are directly or indirectly linked to a transaction to be examined by the Committee, the Committee shall be joined by other independent Directors who are members of the Board of Directors, starting with the most senior in terms of age, but limited to the examination of the transaction in question. In the absence of at least two independent Directors who form the Remuneration and Human Resources Committee, the opinion or proposal is made by an independent expert appointed by the Board of Directors.

Giuseppe Catalano has served as Secretary of the Committee.

If the Chair considers it appropriate, the following people may attend the meetings upon invitation: the Managing Director/CEO, the Head of Group HR & Organization Function, and other managers and officers of the Company having competence on the matters that are from time to time submitted to the Committee for examination.

No Director or manager participates in or anyhow attends the meetings of the Committee where proposals to the Board pertaining their remuneration are being discussed.

The members of the Board of Statutory Auditors attend the meetings of the Remuneration and Human Resources Committee, upon receipt of the notice of the relevant meetings.

Members of the Remuneration and Human Resources currently in office receive a gross annual remuneration of € 40,000 for the Chair and € 30,000 for the other members; in addition, they receive a presence fee for a gross amount equal to € 2,000 per meeting. The reimbursement of expenses incurred to attend the meetings is also foreseen.

At the meeting of the Committee held on December 15, 2022, the same agreed to propose to the Committee a spending budget for the financial year 2023 in the amount of € 200,000. The proposal was approved by the Board of Directors at the meeting of December 15, 2022.

39. The independence in question is that laid down in the Corporate Governance Code.

6 meetings of the Appointments and Remuneration Committee, renamed Remuneration and Human Resources Committee, were held in 2022 with an attendance rate of 87% and an average duration of 1 hour 31 minutes.

In the year 2023, up to the date of publication of this Report, **7 meetings** were held. In the term of office up to the 2022 AGM, the Appointments and Remuneration Committee had held 12 meetings on the specific subject of remuneration, with an attendance rate of 97% and an average duration of 3 hours and 32 minutes.

Minutes of the meetings have always been drawn up by the Chair and the Secretary of the Remuneration and Human Resources Committee and approved in following meetings.

Finally, in 2022, the **Chairwoman of the Remuneration and Human Resources Committee** has actively taken part in **several meetings with institutional investors and proxy advisors** in order to analyse the outcome of the Annual General Meeting vote and the recommendations received, and to illustrate the evolution of the Remuneration Policy and the related rationale.

10.1.4 Managing Director/Group CEO

Among other things, the Managing Director/Group CEO is entrusted with the duty of making proposals regarding the Remuneration Policy guidelines of the Company and the Group based on the powers delegated by the Board of Directors in the area of human resources management and organisation.

The following table summarises the **specific duties assigned to the Managing Director/Group CEO** with regard to remuneration.

DUTIES	RECIPIENTS
MAKE PROPOSALS CONCERNING REMUNERATION POLICY	Managers with Strategic Responsibilities, Chairpersons, Executive Directors, General Managers (or executives with equivalent roles), Non-executive Directors (if identified among persons external to the Company and the Group), members of the Boards of Statutory Auditors and in any case of similar corporate bodies of Subsidiaries having a strategic importance as defined by the Board of Directors from time to time; The members of the Group Management Committee (GMC), without prejudice to the opinion of the Risk and Control Committee with regard to the Group Chief Risk Officer;
DETERMINE REMUNERATION	Other First Reporting Managers that are not members of the Group Management Committee (GMC), in line with the policy defined by the Board of Directors for such persons;
DEFINE SALARY COMPENSATION	Personnel at all Company and Group levels, notwithstanding the powers of the Board of Directors.

10.1.5 Board of Statutory Auditors and Risk and Control Committee

The **Board of Statutory Auditors** has the task of expressing its opinion on the proposals regarding the remuneration of **Directors holding special offices**, pursuant to Article 2389, Section 3 of the Italian Civil Code, and Article 36.1 of the Articles of Association.

Moreover, the Board also expresses its opinion on the remuneration of the Head of the **Internal Audit** Function.

Conversely, the **Risk and Control Committee** expresses, on the one hand, its binding opinion on the determination of the remuneration of the Head of the Internal **Audit Function**, and on the other, an opinion to be submitted to the Board of Directors concerning the remuneration of the other Heads of Key Control Functions.

10.1.6 Key Control Functions and Other Corporate Functions

The internal Functions that are involved and collaborate in various capacities to define and/or subsequently verify the correct implementation of the Remuneration Policy are:

- the **Compliance** Function, which verifies that the remuneration policies follow the goals to respect current legislation on remuneration, including the provisions set forth by the regulatory authorities and by the Articles of Association, the Corporate Governance Code and the Code of Conduct, in order to prevent any risks of incurring judicial or administrative sanctions, financial losses, and reputation damage. The function reports to the bodies in charge on the results of the checks carried out, also indicating any corrective measures;

- the **Internal Audit** Function, which, with a view to efficiency and safeguarding the company's assets, verifies the correct application of the Remuneration Policy on the basis of the guidelines defined by the Board of Directors. The Function reports to the bodies in charge on the results of the checks carried out, also indicating any corrective measures;
- the **Risk Management** Function, which ensures that the Remuneration Policy is consistent with the risk appetite. The Risk Management Function has the task of verifying the consistency of the criteria and the relative indicators used for performance assessment with respect to the risk management strategies established by the Board of Directors. It also reports on the adoption of corrective measures to the relevant bodies.

Moreover, the **Anti-Financial Crime** Function is also involved in the internal control process in order to guard against the risk of money laundering and to avoid corporate policies and remuneration practices that conflict with the purpose of preventing the risk of money laundering pursuant to Article 7 of IVASS Regulation n. 44/2019, including countering the financing of terrorism and international sanctions.

The **Group Strategic Planning, Monitoring & Control** and other Functions headed by the Group Chief Financial Officer are involved in defining the Remuneration Policy to identify and finalise the quantitative parameters related to the strategic goals to be linked to the variable component.

After assessing the relevance of the information received by the Key Control Functions, the competent bodies are responsible for promptly informing IVASS.

10.1.7 Group HR & Organization Function

The Group HR & Organization Function prepares the support material necessary for the definition of the Remuneration Policy, providing technical support, also in terms of reporting. In particular, the Functions involved are:

- **Group Reward & Institutional HR Governance** for implementation of remuneration systems, analysis of remuneration levels and comparison with the selected markets, and for monitoring remuneration dynamics;
- **Group Organization & Workforce Planning** for the mapping and evaluation of the organisation positions' weight;
- **Group Leadership Development & Academy** to support performance management, calibration, and succession planning processes.

In addition to the above, the Group HR & Organization Function is involved in the process of defining the remuneration of the Managers and First Reporting Managers of the Key Control Functions. These salaries are first proposed by the Head of each Function and then reviewed by the Group HR & Organization Function. Finally, the Risk and Control Committee assesses the presence of balance and consistency of remuneration within the respective Function. The Group HR & Organization Function is also responsible for preparing the reports presented to the Remuneration and Human Resources Committee and the Board of Directors in order to verify the correct implementation of the Remuneration Policy defined for these parties.

10.2 Remuneration Policy for Corporate Bodies

10.2.1 Remuneration Policy for Directors Who Do Not Have Executive Powers

The Remuneration Policy related to all Directors without executive powers - with the exception of the Chairman, whose remuneration is detailed below - provides that the remuneration is composed of **three elements**: **a fixed annual fee, an attendance fee for each meeting of the Board of Directors** where they participate, as well as **reimbursement of expenses incurred** for attending the meetings.

Directors who are also members of Board Committees are paid fees that are additional to those already received as members of the Board of Directors, with the exception of those who are also executives of the Generali Group. The remuneration is established by the Board of Directors pursuant to Article 2389, paragraph 3 of the Italian Civil Code according to both the powers assigned to these Committees and the commitment required for participation in their work in terms of number of meetings and preparatory activities.

Furthermore, in line with regulatory legislation and international market best practices, no variable remuneration is paid to non-executive directors.

The Remuneration Policy for the Chairman of the Board of Directors provides for the payment of a fixed annual remuneration determined based on comparative analyses with similar national and international figures. Like all Directors

without executive powers, the Chairman does not participate in the short and medium/long-term incentive plans. For this figure, the Remuneration Policy of Assicurazioni Generali also provides for the allocation of some benefits such as, for example, insurance coverage for death and total permanent disability from injury or illness, as well as health care and the availability of a Company car with driver for both private and business use.
For the policy on D&O insurance and compensation in the event of termination (severance provisions), see the specific chapters.

10.2.2 Remuneration Policy in favour of Members of the Board of Statutory Auditors

For these parties, the Policy provides for the payment of an **annual fixed gross remuneration** for the entire duration of the mandate, with an increase of the amount for the Chair of the Board of Statutory Auditors considering the related coordination activities. The members of the Board of Statutory Auditors may be granted an attendance fee for participating in meetings of the Board of Directors and Board Committees. There are no variable remuneration components.

The remuneration levels of the members of the Control Body are defined taking into account, among other things, the reference benchmark and the size/complexity of the Company.

The members of the Body are reimbursed for expenses incurred while exercising their functions and the coverages of the D&O insurance policy as illustrated below.

10.2.3 D&O Insurance Policy (Directors' and Officers' Liability Insurance)

The current terms of **the insurance policy covering the civil liability of the Directors and Statutory Auditors of the Company** (Directors' and Officers' Liability Insurance - D&O), as well as the Manager in charge of preparing the Company's corporate accounting documents, are as follows:

- **effective date**: from 1 May 2022 and until 30 April 2023;
- **duration**: 12 months, renewable from year to year, until the authorisation is revoked by the Annual General Meeting;
- **ceiling**: € 275 million per claim, in annual aggregate and per coverage period; of these, € 100 million are reserved for the Directors and Statutory Auditors of Assicurazioni Generali S.p.A., as well as the Manager in charge of preparing the Company's corporate accounting documents, € 10 million are reserved for the Directors and Statutory Auditors of Banca Generali S.p.A., while the others refer to members of the corporate bodies and to all managers of the insurance companies of the Generali Group;
- **exclusion of insurance coverage for cases of wilful misconduct**.

D&O coverage includes all insurance and non-insurance companies, within the scope of the Group consolidated financial statements (Subsidiaries) as well as all their managers. The Group has adopted a single Policy at worldwide level which takes into account the legal and economic peculiarities of each territory. In line with the experience of the main competitors (worldwide insurance groups), the goal to achieve uniform coverage conditions for the Group's managers and overall cost reduction, thanks to central management of the policy and any claims, was therefore met.

Chapter 11

PAYMENTS IN THE EVENT OF TERMINATION

The provisions related to the payments in case of termination of the relationship were significantly reviewed in the context of the Group Remuneration Policy of the previous years, based on an even approach seeking to balance market expectations, regulatory requirements, and the essential legal requirements of each Country - especially strict and specific in the Italian framework - aimed at maximizing the corporate interest by seeking, as a priority, agreed exit agreements and therefore reducing litigation risks.

This revision - which is confirmed in this Remuneration Policy - resulted in the definition of a **new cap equal to 24 months of recurring remuneration**, including both severance and the consideration for any non-competition agreements, but also, and in particular, in the introduction of a **predefined formula for calculating the severance**, which combines predefined and objective criteria, in addition to seniority.

The Policy is confirmed as introduced in 2021, which provided a reduction of up to - 32% of the cap on potential payments in the event of termination compared to the cap of the previous Policy. Such impact, due to the double introduction of the new maximum limit and the calculation of severance through a predefined formula, determined an average reduction of the cap equal to - 16% (which can go up to - 32%) of the overall potential payments for top management positions in the event of termination.

This policy is aligned with the stringent market expectations and favours a balanced approach, in full compliance with the regulatory provisions and specific mandatory local law requirements related especially to the notice period.

In particular, regarding the payments in case of termination, different rules are provided for Directors, the Managing Director/Group CEO and the Executives belonging to the so-called "Relevant Personnel" respectively (also given the different nature and legal framework of such work relations).

11.1 Policy Applicable to Directors

With reference to **Directors** (where they do **not** have a simultaneous subordinated employment relation with the Company), the following is applicable.

In terms of **duration of any agreements and notice period**, Directors operate under the relevant three-year corporate mandate and generally do not have any contract or agreement with the Company, nor does any notice period apply to them, consistently with the nature of their work relationship.

In terms of the **criteria to determine any remuneration** for the termination of relationship:

- in case of non-renewal at the natural expiry date of the Director office, no amount will be paid;
- in case of early revocation of office before the natural expiry date without cause, an amount up to the maximum of the fixed remuneration due for the remainder of the term of office can be paid as indemnity in accordance with legal provisions and if the relevant conditions are met;
- no amount is paid in the event of resignation from office, or revocation of the office for cause, in the event that employment ends following a public tender offer as well as in case of forfeiture (for any cause, including loss of the requirements of professionalism, honour, and independence, or for situations of impediments or incompatibility) and, in any case, for any other event and/or cause beyond the Company's control;
- in the event of early termination of the office by mutual consent before the relevant expiry date, the amount to be paid to the Director will be defined based on the circumstances and grounds for termination (with specific reference to performance achieved, risks undertaken, and the actual Company Operating Results, so that, in particular, no amount may be paid in the event of gross negligence and wilful misconduct), in any case up to the maximum cap provided in the event of early termination of office without cause.

As for the **components** considered in the calculation of any remunerations paid pursuant to the above, these are calculated based on the remuneration provided for the Directors, which (for Non-executive Directors) does not include any variable component.

There are **no non-competition agreements** with Directors, and the **maintenance of benefits or consultancy agreements** after the termination of the relative office is usually not provided.

11.2 Policy Applicable to the Managing Director/Group CEO

In terms of **duration** of the contract, the Managing Director/Group CEO currently operates in favour of the Company both under the corporate office as Director (lasting three years, except for any renewals from time to time approved by the Annual General Meeting[40]) and an open-ended subordinate employment relationship as Executive (*"dirigente"*), governed by the Collective Agreement for Executives of Insurance Companies, which is therefore subject, in accordance with the law, to a **notice** period in case of termination, the length of which is set by the aforementioned collective agreement[41].

The current individual contract with the Managing Director/Group CEO - as defined following his renewal as Director (in May 2022) - provides for specific terms applying in case of termination of the relationship.

Specifically (and as already illustrated in the previous Reports), the individual contract provides - in cases of dismissal without cause or resignation for cause from the executive relationship, the latter including the cases of termination of the Director mandate (without cause), failure to renew the mandate and substantial reduction of powers (in the absence of cause) or attribution to other individuals of powers which are substantially equivalent or in any event apt to undermine his top management position - the payment, in addition to the mandatory notice period due in accordance with the law and the collective agreement[42], of a severance equal to **24 months of Recurring Remuneration** (which includes, as **components** of the calculation, the fixed remuneration and the average annual variable remuneration of the last three years, also including the remuneration received as Director), 40% of which is to be paid upon termination of the employment and the remaining 60% in deferred instalments over a period of five years (with the amount being subject to the malus and clawback clauses provided for in the Remuneration Policy).

The actual amount of the severance, being calculated based on the Recurring Remuneration - which, as illustrated, includes the average of the annual variable remuneration of the last three years - depends on the average **performance** achieved by the Managing Director/Group CEO in the period preceding the termination of employment. Moreover, as noted, severance is subject to the malus clauses provided for by the Remuneration Policy (so that the instalments not yet disbursed may be subject to reduction or zeroing also in the event of a significant deterioration in the Company's financial situation).

The contract also provides for a non-competition agreement lasting 6 months following termination, in exchange for a payment equal to the fixed remuneration provided for the corresponding reference period and liquidated damages in case of breach of the obligations under the agreement equal to double this amount.

With reference to the **effects of the termination of the employment on incentive plans**, as illustrated in the relevant chapters of this Report:
- as for the annual variable component (STI plans), the relevant payment, unless otherwise determined by the Board of Directors, is subject to the fact that the employment has not terminated before the payment date;
- as for the deferred variable component (LTI plans), based on the individual contract with the Managing Director/Group CEO, (i) in the event of termination of the office of Director as a good leaver[43] during the three-year mandate, the latter retains the rights acquired under the outstanding plans pro rata temporis while (ii) in case of termination of the office of Director as a bad leaver[44] during the three-year mandate, the latter loses all the rights connected to the outstanding plans and related to the period of such mandate.

The current contract **does not** provide for the execution of **consultancy** contracts or the **maintenance of non-monetary benefits** for a period following the termination of employment[45] (without prejudice to general provisions regarding also the remaining Relevant Personnel).

11.3 Policy Applicable to the Other Relevant Personnel

With reference to the category of the remaining **Relevant Personnel** (which also includes the **Managers with Strategic Responsibilities**), there are normally no agreements that govern ex ante the termination of employment (except as specified below with reference to non-competition agreements).

Any payments made in case of termination of employment are therefore determined, from time to time, based on the general rules illustrated below.

In terms of **duration of contracts**, executives belonging to the so-called Relevant Personnel usually operate under an open-ended executive employment contract[46], governed by the mandatory legal provisions.

40. And by nature it does not require any notice, as mentioned above for Non-executive Directors.
41. Based on the seniority of the Managing Director/Group CEO, the relevant notice period is currently 9 months.
42. Or to the payment of the indemnity in lieu thereof, calculated according to the law and collective agreement.
43. That is to say different cases than those of bad leavers pursuant to the following note.
44. This means cases of voluntary resignation from office or its revocation without cause.
45. This is with the exception of some payments - such as health care - which by virtue of the provisions of the applicable collective bargaining continue to be applied for a certain period following the termination of employment.
46. Currently at Assicurazioni Generali there are no Managers with Strategic Responsibilities hired with a fixed-term contract.

Specifically, and by way of example, as concerns executives hired by Assicurazioni Generali and for executives of Insurance Companies in Italy, according to the relevant collective agreement (CCNL) it is provided that:

- any termination of employment at the Company's initiative must necessarily be communicated[47] in compliance with a **notice**[48] period, which, according to the aforementioned CCNL, is equal to 9 or 12 months, depending on the length of service in the Company;
- in case of a so-called "unjustifiable" termination by the Company, the manager is also entitled, based on the mentioned CCNL, to the so-called "supplementary" indemnity, the amount of which is set by the CCNL within a range between a minimum and maximum (based on age and length of service).

That said, in terms of the **criteria to determine any remuneration** for the termination of employment:

- in case of dismissal, the aforementioned mandatory provisions under the law and applicable contract shall necessarily apply - until any future amendments are made to the regulatory framework;
- in case **an agreement** regarding termination is reached, in addition to the mandatory notice period (or to the payment of the indemnity in lieu thereof), the interested party may be granted a defined amount based on the circumstances and reasons for the termination of employment (with special regard, among other things, to the **performance** achieved, the risks taken and the actual operating results of the Company, so that, in particular, no amount may be paid in the presence of wilful misconduct or grossly negligent conduct), within a maximum amount and calculated based on the Predefined Formula illustrated below (the "**severance**"), without prejudice to the overall maximum cap of 24 months of Recurring Remuneration (also including the consideration for any non-competition agreements)[49].

With particular reference to severance, this is usually quantified using the following Predefined Formula:

[Base Amount] +/- [Predefined Factors]

The Base Amount is calculated in terms of months of Recurring Remuneration (which includes, as **components** of the calculation basis, the fixed remuneration and the average of the annual variable remuneration actually paid to the person in the last three years, or shorter duration of employment), based on the overall length of service of the manager concerned, according to the following diagram:

Seniority	Up to 3 years	More than 3 years and up to 6 years	More than 6 years and up to 10 years	More than 10 years and up to 15 year	More than 15 years
Number of months	6	8	10	12	15

The Base Amount, quantified as above, can then vary, decreasing or increasing, based on certain predefined factors (the "**Predefined Factors**"), which take into account objective and subjective elements such as:

- age and actual achievement of pension requirements;
- strategic nature of the role/position held;
- risk of litigation/losing in court in the event of unilateral withdrawal;
- relevant individual performance in the period prior to terminating employment;
- solvency levels;
- actual existence of compliance breach.

Following the possible application of the Predefined Factors, the Base Amount may vary downwards to zero and/or up to a maximum of + 60% (without prejudice to the maximum cap of 24 months of Recurring Remuneration, including any non-competition agreements).

The specific Predefined Factors and the percentage range of impact of each are defined annually by the Board of Directors[50].

Non-competition, non-solicitation, or confidentiality agreements for a period of time following the termination of employment can be stipulated with the members of the Relevant Personnel - both during the recruitment stage and during the employment or at its termination. The consideration for such agreements, in any event of limited duration, is determined based on the time frame and territorial range of the agreement and the prejudice that the Company and/or the Group could incur if the interested party should carry out any activities competing with those of the Company and/or the Group or disclose information that could also harm the Company and/or the Group, also considering the role and responsibilities previously held by the interested party.

47. Except for in the case of termination for "cause" pursuant to art. 2119 of the Italian Civil Code.
48. A different rule may be applied for members of the Relevant Personnel employed by foreign subsidiaries, as provided for by local legislation (which in turn may prescribe a notice period or other similar instruments or provisions).
49. In case of Relevant Personnel with a fixed-term employment relationship, it is possible to pay an amount defined, on the basis of the circumstances and the reasons underlying the termination of the contract, within a sum determined by considering the remaining months' salary until the natural expiry of the contract (in any event, within the maximum limit of 24 months' salary indicated above; without prejudice to any mandatory legal provisions, the amount thus calculated shall be considered the Base Amount for the purposes of the predefined formula, without prejudice to the possible application of any Predefined Factors which may decrease the amount).
50. Unless modified, the Predefined Factors already approved for the previous year continue to apply.

In particular, non-competition agreements are currently in place with members of the Group Management Committee (GMC) - and with the Managing Director/Group CEO - for six months following the termination of employment, against a consideration equal to the fixed remuneration for the corresponding reference period and liquidated damages in case of breach equal to twice this amount.

The total amount actually paid in case of mutual termination of employment (in addition to notice, the so-called "TFR", and other ordinary severance payments due by law[51]), including:
- the actual severance;
- the payment of any non-competition agreements;

may not under any circumstances exceed the maximum cap equal to 24 months of Recurring Remuneration (as defined above).

Any payments agreed upon mutual termination are paid in the context of agreements that provide for a general waiver of the interested party to any right in any case connected, directly and/or indirectly, to the employment with Assicurazioni Generali S.p.A. or with one of the subsidiaries and its termination, as well as to any right, claim and/or action against the other companies of the Group for any reason directly or indirectly connected with the employment relationship itself and with its final accepted termination. The waiver extends to the rights of a compensatory nature pursuant to art. 2043, 2059, 2087 and 2116 of Italian Civil Code as well as the rights of an economic nature connected to the employment relationship and its termination.

Without prejudice to the limits and conditions defined above, any severance is paid according to the provisions applicable under the IVASS Regulation n. 38/2018.

In the case of Executive Directors who are at the same time employed Executives, the Company may - instead of applying the two separate severance rules applicable to respectively directorship and subordinate employment relationships - proceed with the application solely of the severance rule illustrated above for the employment relationship, in this case by calculating - for the purposes of defining the amount that may be paid to the interested party - also the amount received by the individual as an annual fixed and annual variable remuneration (still based on the average of the last three years) for the office (and notwithstanding the right to apply to the entire severance thus determined the payment terms provided for Directors).

With reference to **the effects of the termination of employment on incentive plans**, as illustrated in the relevant chapters of this Report:
- as for the annual variable component (STI plans), the relevant payment, unless otherwise determined by the Board of Directors, is subject to the fact that the employment has not terminated before the payment date;
- in terms of the deferred variable component (LTI plans), the termination of the relationship before the end of the relevant three-year performance period entails the loss of rights under the outstanding plans (unless otherwise decided by the Board of Directors, and except for specific cases of good leaver[52] prescribed by the detailed rules of the plans, as indicated in the relevant Information Documents).

There are currently **no consultancy contracts** with members of the Relevant Personnel for a period following termination of the employment relationship, nor, as a rule, are these stipulated on termination. However, this possibility is allowed, where this meets proven needs to continue to use, in the interest of the Company, for a limited period of time after the termination of employment, the skills and contribution of the manager to perform specific and predetermined activities (with a remuneration appropriately in line with the object and purpose of the requested activity).

Nor are there any current agreements - and these are **not** normally stipulated - providing for the **assignment** or **maintenance of non-monetary benefits** for the period following the termination of employment (except for the possibility of retaining the use of assets such as cars or accommodation or specific services[53] for a limited period of time following termination, and subject to compliance with the overall maximum cap indicated above, the compliance with which is verified by also calculating the value of maintaining these benefits)[54].

51. As well as other items or payments of a similar nature or in any event provided for by (and calculated based on criteria set under) the legislation and/or collective bargaining applicable to the employment relationship.
52. Including cases of death, permanent disability, retirement, etc.
53. Such as, for example, the case of managers with an "expatriate" contract, tax assistance linked to staying abroad.
54. This is with the exception of some payments or benefits - such as health care or outplacement - which by virtue of the provisions of the applicable collective bargaining continue to be applied for a certain period following the termination of employment.

SECTION II
REPORT ON PAYMENTS

SECTION II

Introduction

REPORT ON PAYMENTS

The Remuneration Report comes at the end of an ongoing and fruitful **dialogue with institutional investors and proxy advisors** aimed at continuously aligning our Remuneration Policy and level of disclosure with the highest standards and evolving market expectations.

In this context, and in compliance with regulatory provisions, **detailed information** is provided about the following recipients of the Remuneration Policy:
- the Chair and other members of the Board of Directors;
- the Chair and other members of the Board of Statutory Auditors;
- the Managing Director/Group CEO;
- the Managers with Strategic Responsibilities[1];
- the Heads and First Reporting Managers of the Key Control Functions.

This Section of the Report is divided into two parts:
- a **first part** that provides a descriptive summary of the payments of the recipients of the Remuneration Policy;
- a **second part** which reports in the form of Tables both the remuneration payments and the shareholdings held by the parties in question, concerning the reference year.

Information is also provided on the Group's 2020-2022 **Long Term Incentive** share plan. Upon completion of the reference performance period, the Board of Directors, after having assessed the achievement of the three-year goals previously set, quantified in n. **5,549,136** the shares that may be granted, subject to apposite share capital increase, within the terms approved for the plan by the Annual General Meeting, against a maximum number of **9,500,000** shares that could potentially be granted.

As illustrated hereinafter (and especially in the First Part of this Section), the remuneration paid (and accrued as a variable) is consistent with the Remuneration Policy of the reference year (2022), also and especially in terms of consistency between accrued variable remuneration and the degree of achievement of the goals set. This is further confirmed by the ex post analyses carried out on a rolling annual basis by the Internal Audit Function (which is accounted for in Section III).

With reference to remuneration vested in 2022, no temporary derogation has been applied (pursuant to Article 123-ter, TUF) with respect to the Remuneration Policy related to the same financial year, nor has any correction mechanism ex post (malus or clawback) been applied - especially related to Directors or Managers with Strategic Responsibilities.

Key 2022 Results

Even in the current market context, characterised by rapid global changes and unprecedented challenges, the Group has continued to execute its "Lifetime Partner 24: Driving Growth" strategy, making great progress. Generali today faces an economy that has suffered the blow of the war in Ukraine without questioning the three key pillars of its strategic plan: **pursuing sustainable growth, improving its earnings profile** and **driving innovation**.

All this was made possible by our primary competitive and differentiating factor: **our people**, who demonstrate **competence, passion, motivation, leadership and empowerment** and who, together with an international management team that keeps proving equal to the market challenges ahead of us, take us closer to the achievement of our sustainable goals.

The **2022 results** confirm the **solidity and resilience of the Group**, despite a difficult market context and major discontinuity, characterised by the Russo-Ukrainian War, the persisting Covid pandemic, rising inflation rates, recession fears, governance and political instability, and the tightening of monetary policies by Central Banks.

The main highlights of the Group results are:
- a strong **Operating Result** growth, exceeding € 6 billion for the first time in the Company's history, reflecting:
  - a more **profitable Life business mix** and the benefit from rising interest rates;
  - a **solid P&C result**, supported by the strong Non Motor volumes development and by the Cattolica contribution, compensating the impact from higher inflation and frequency in the Motor business;
  - a **resilient A&WM performance**, in spite of the capital markets scenario;
- a **Cost to Income dynamic** well on track to meet the trajectory of the 2022-2024 plan;
- a remarkable **Net Profit evolution** excluding the extraordinary impact of the Russian impairments;
- a sound **progress on M&A** with integration of acquisitions fully on track;
- a **solid capital position**, where capital generation, before deduction of the foreseen dividends, was able to compensate the M&A activity and the share buyback plan;
- a **cash generation** in line with the targets;
- a disciplined focus on the "**Lifetime Partner 24: Driving Growth**" strategic plan execution with strong **acceleration on Innovation**, **Digital, Brand, Sustainability and People initiatives**.

1. In the year in question, the Managers with Strategic Responsibilities are identified in the following roles (in addition to the Managing Director/Group CEO): General Manager; Group Chief Financial Officer; Group Chief Risk Officer; Group Chief Communications & Public Affairs Officer; Group General Counsel; Group Chief HR & Organization Officer; Group Chief Marketing and Customer Officer; Group Chief Transformation Officer; Group Chief Insurance & Investment Officer; Country Manager Italy; Country Manager Italy & Global Business Lines; Austria & CEE Officer; CEO Germany, Austria and Switzerland; Country Manager Germany; Country Manager France & CEO Global Business Activities; Country Manager France & Europ Assistance; CEO International; CEO Asset & Wealth Management; Head of Corporate Affairs; Group Head of Mergers & Acquisitions; Head of Group Audit; Group Head of Actuarial Function; Group Compliance Officer; Group Head of Anti Financial Crime.

It is worth emphasising that the achievement of these results was also a function of the proactive managerial and engagement actions put in place by the management in light of the persistent difficult market and governance context (e.g. IFRS 17 implementation, Next Normal, Upskilling, DEI initiatives), while preserving people commitment, as confirmed by the **best engagement score ever**.

The results achieved are reflected in the Group's incentives system, which recognises **excellence, merit and sustainable value creation** in a targeted, selective manner.

In overall terms, the performance levels of the Group's incentives system recorded an **average increase of around 14%** in 2022 compared to 2021, considering the highly discontinuous context of last year. This is further confirmation of how effective the systems adopted for the remuneration policies are in reflecting merit and performance achieved and adapt to market variables **by clearly aligning remuneration to actual results with respect to predetermined targets** in terms of **pay for effective & sustainable performance**.

Group Normalised Adjusted Net Profit

For 2022, the **Group Normalised Adjusted Net Profit** underlying Generali's incentives system is equal to ~ € 3,032 mln, versus a Group Adjusted Net Result of ~ € 2,912 mln, as disclosed in the financial statements. The difference of ~ + € 120 mln is due to the net adjustments (both positive and negative, as the case may be) specifically approved, item by item, by the Board of Directors according to the definition of Group Normalised Adjusted Net Profit.
In particular for 2022, net adjustments have been approved with regard to the following items:

- **impairment on Ingosstrakh participation** (~ - € 83 mln): extraordinary impact deriving from the war in Ukraine;
- **extraordinary "Windfall" charge in Hungary** (~ - € 22 mln): exceptional charge imposed by the Hungarian Government on insurance companies, to finance the operational costs of households (e.g. gas, electricity, heating) and strengthen the military power of the country, as a consequence of the war in Ukraine;
- **solidarity contribution for Ukraine** (~ - € 3 mln): donation from the Generali Group to support the humanitarian initiatives in Ukraine;
- **closing of EA Russia business** (~ - € 5 mln): extraordinary impact deriving from the decision to close the EA Russia business due to the war in Ukraine;
- **one-off We SHARE costs** (~ - € 9 mln): net impact of the extraordinary costs (including employer social contributions) of the specific recognition to the employees related to the We SHARE plan;
- **net impact of some changes in the Group perimeter** (~ + € 3 mln): net impact on the results of some effects which were not included in the target perimeter, in particular for the contribution of the new company La Medicale, the new acquisitions in India and Malaysia, and the impact of the increase of Cattolica participation (compared to budget assumptions).

For methodological clarity, it is specified that: an adjustment related to an item with a positive sign implies a decrease of the Group Normalised Adjusted Net Profit by such amount, while an adjustment related to an item with a negative sign implies an increase of the Group Normalised Adjusted Net Profit by such amount.

In conclusion, the total net impact of the above-listed (positive/negative) adjustments is ~ + € 120 mln compared to the Group Adjusted Net Result disclosed in the financial statements, therefore leading to a Group Normalised Adjusted Net Profit of ~ € 3,032 mln.

Group Net Holding Cash Flow (NHCF)

For 2020-2022, the Net Holding Cash Flow underlying Generali's incentives system is equal to ~ € 8,742 mln, versus the Net Holding Cash Flow as disclosed in the Generali's Full Year Results presentation equal to ~ € 9,178 mln, calculated as sum of the last three annual exercises.

The difference of ~ - € 435 mln is due to overall negative net adjustments, specifically approved by the Board of Directors of Assicurazioni Generali S.p.A. according to the definition of "LTI Adjustments" for the Net Holding Cash Flow underlying Generali's incentives system.

In particular, for the 2020-2022 plan, "LTI Adjustments" have been approved with respect to the following items:
- **adjustment of losses and profits related to liability management operations and derivatives on the external debt**: for the Group LTI 2020-2022 plan such item consists of ~ - € 91 mln related to liability management operations not foreseen in the 2020-2022 plan and ~ - € 22 mln related to derivatives on debt;
- **deduction of specific capital operations in support of Group companies**, based on a case-by-case basis assessment by the Board of Directors of Assicurazioni Generali S.p.A.: for the 2020-2022 Group LTI plan such item is equal to ~ - € 301 mln, mainly driven by the capital support towards the Swiss subsidiary Generali Personenversicherungen AG which took place in 2020;
- **predefined cap in terms of cumulative amount of Capital Management actions**: for the 2020-2022 Group LTI plan such item is equal to ~ - € 21 mln, in excess of a total budget defined for the 2020-2022 plan of ~ € 1.6 bln.

For the sake of methodological clarity, the specific items listed above should not be interpreted as restatements or rectifications of the Net Holding Cash Flow disclosed in the Generali's Full Year Results presentation, but rather as a managerial performance view applicable only for Generali's incentives system purposes.

In conclusion, the total net impact of the adjustments listed above is ~ - € 435 mln, as approved by the Board of Directors of Assicurazioni Generali S.p.A., therefore leading to a total Net Holding Cash Flow underlying Generali's incentives system of ~ € 8,742 mln.

The credit for these results goes to the Management and to all Generali people who, in such a difficult market context, have taken significant actions to better interpret and manage the inherent opportunities and risks of the great global challenges facing us.

The adoption of new hybrid ways of working and well-being initiatives as well as the execution of upskilling and Diversity Equity & Inclusion programmes are just a few examples of how our Group people act within an inclusive work environment that follows transparent procedures and innovative paradigms and whose value they fully recognise, as evidenced by the **record score achieved in the Engagement Survey** carried out across the Group population.

During 2022, the average labour cost per capita of the Group grew by + 4% (excluding recent acquisitions and employed salesforce), driven by different actions implemented to address the new macroeconomic scenario and inflationary effects and to support the adoption of new hybrid ways of working and well-being initiatives.

In addition to contractual salary adjustments indexed to inflation, some countries adopted one-off measures, while others signed new agreements with Unions and applied full-rate benefits from 2023 onwards, covering both monetary and non-monetary components.

In particular, as part of our pledge to take care of our employees, we promote new ways of working to support colleagues in their work-life balance, by developing welfare programmes and implementing well-being initiatives. Our flexible working conditions, adapted to the needs of each Country, are inspired by 7 key Generali Next Normal Principles, which recognise personal needs and preferences and touch all the relevant dimensions of the work environment to help our employees thrive in the post-pandemic era's "Next Normal". This commitment is also part of the Joint Declaration signed with the European Works Council of Generali, to promote sustainable ways of working based on trust and empowerment as well as work-life balance.

Recognising the importance of our employee well-being, several welfare measures are in place locally, such as, for example, childcare facilities or contributions, paid parental leave for the primary/non-primary caregiver in excess of the minimum legal requirement, paid family or care leave beyond parental leave (e.g. extension of leave due to disability or illness of a family member).

Generali wants to be a sustainable Company where everyone feels valued, included, and well-equipped to face the future, while nurturing engaged talent and leaders and fostering employee commitment.

In this context, among the numerous measures implemented, a further tangible sign of our commitment towards promoting a culture of ownership and fostering engagement is represented by the extraordinary one-off monetary amount paid to employees who invested in the Group's perspective through the We SHARE Plan, in recognition of their invaluable role in reaching the 2019-2021 strategic plan's goals even in an adverse market scenario.

PART I

1.1 Remuneration of Non-executive Directors

The Annual General Meeting of 29 April 2022 determined that, for the 2022-2024 three-year period, each member of the Board of Directors is entitled to:
- an annual gross fixed remuneration of € 100,000, with an increase of 50% for the members of the Executive Committee, if established;
- an attendance fee of € 4,000 gross for each meeting of the Board of Directors and of the Executive Committee, if established;
- the reimbursement of out of pocket expenses incurred for participation in the meetings.

It should be further noted that there are no agreements in place with Non-executive Directors related to payments in the event of termination (severance provisions).

The members of the Board Committees and the Surveillance Body, in office at the drafting of this Report, are granted pursuant to art. 2389 of the Italian Civil Code the following remuneration:

Role	Annual gross compensation (EUR)	Attendance fee for each meeting (EUR)
Chair of the Remuneration and Human Resources Committee	40,000	2,000
Members of the Remuneration and Human Resources Committee	30,000	2,000
Chair of the Risk and Control Committee	60,000	2,000
Members of the Risk and Control Committee	40,000	2,000
Chair of the Related Party Transactions Committee	30,000	2,000
Members of the Related Party Transactions Committee	20,000	2,000
Chair of the the Nominations and Corporate Governance Committee	No compensation*	No compensation*
Members of the Nominations and Corporate Governance Committee	30,000	2,000
Chair of the Investment Committee	40,000	2,000
Members of the Investment Committee	30,000	2,000
Chair of the Innovation, Social and Environmental Sustainability Committee	30,000	2,000
Members of the Innovation, Social and Environmental Sustainability Committee	20,000	2,000
Chair of the Surveillance Body	35,000	0
Members of the Surveillance Body**	25,000	0

* The remuneration paid to Prof. Sironi, as Chairman of the Board of Directors, includes the compensation and attendance fees relating to his appointment as member of the Board of Directors and Board Committees.

** The remuneration of a Committee member who also holds the position of Manager within Generali is absorbed in the emoluments already envisaged in his favour on account of the aforesaid role.

With regard to the remuneration for the Chairman of the Board of Directors, the Board of Directors has resolved effective as of 2 May 2022, on the basis of the role vested by him, a gross annual remuneration of € 800,000, including the compensation and fees foreseen as member of the Board of Directors and Board Committees.

Despite evidence of market benchmarking data showing continuity or increases in the remuneration received both in Italy and at international level for similar positions in companies comparable to Assicurazioni Generali, the remuneration of the Chairman of the Board of Directors was significantly reduced (over 20%) compared to the previous Company policy.

In addition to the above, the following benefits have been approved in continuity with previous years:
- insurance coverage related to occupational accidents, illnesses, in the event of death and total and permanent disability;
- supplementary insurance coverage for health care expenses, with the same characteristics as those provided for Company managers;
- availability of the Company car with driver for both personal and business use.

There is no specific agreement in place with the Chairman in terms of payments in case of termination (severance provisions), where therefore, notwithstanding law provisions, the Remuneration Policy in force for the reference year would be applicable in case of office termination.

The details of the remuneration relating to the 2022 financial year of the Chairman and the Directors are shown in Table 1, while Table 4 shows the shares held by the parties considered.

1.2 Remuneration of the Members of the Board of Statutory Auditors

The Annual General Meeting of 30 April 2020 approved the remuneration to be paid to the Board of Statutory Auditors, deciding for the remuneration payable to the Statutory Auditors at € 130,000 gross per year, for each of the financial years 2020, 2021 and 2022 and € 180,000 gross per year for the Chair of the Board of Statutory Auditors considering the related coordination activities.

The details of the remuneration related to the 2022 financial year are shown in Table 1, while Table 4 shows the shares held by the parties considered.

1.3 Remuneration of the Managing Director/Group CEO

During 2022, the Company's Board of Directors, in line with the guidelines set forth in the 2022 Remuneration Policy, proceeded to define the **Group CEO's remuneration package for the entire 2022-2024 mandate**.

The remuneration package was designed to continuously align Group performance with the interests of its stakeholders, while ensuring competitiveness to guarantee the Group's ability to attract, retain and motivate key people.

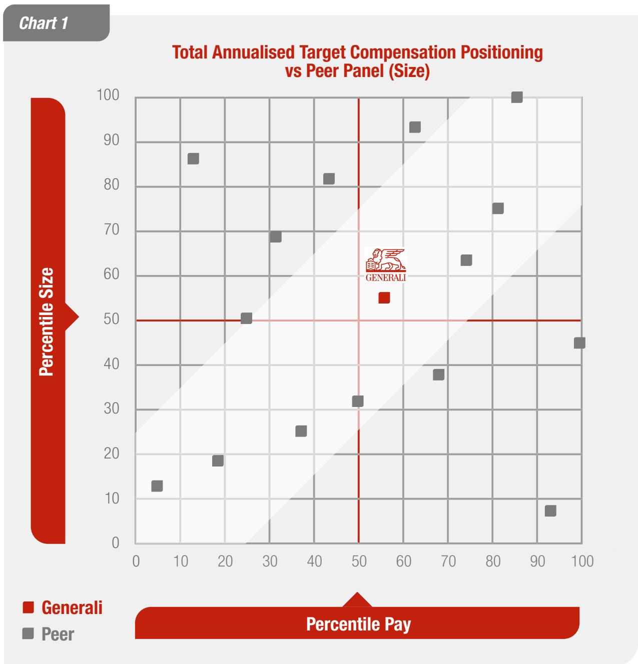
More specifically, the Group CEO's remuneration package was designed considering multiple perspectives and requirements by different stakeholders:

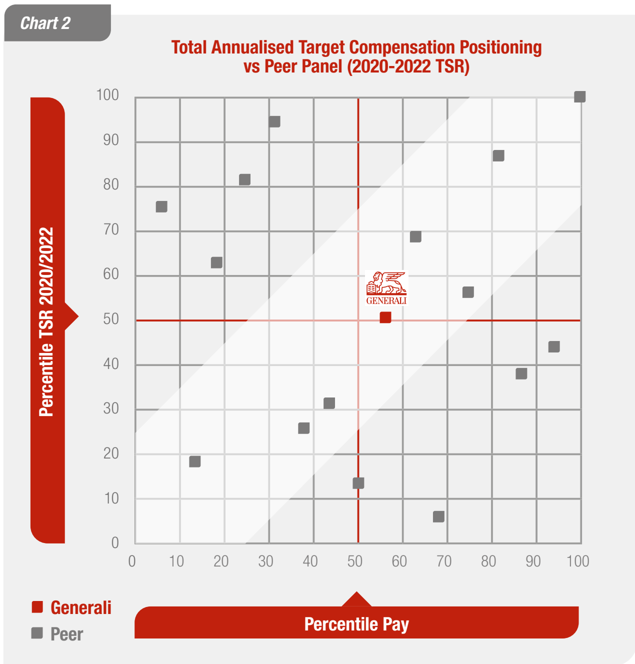
- to meet Institutional investors' and proxy advisors' expectations and incorporate their feedback, the Board resolved to **exclude the co-investment share plan**, with a significant **reduction** in the Annualised Total Compensation (- 6.3% at target level and - 13.3% at maximum level);
- to ensure the package remains stable and provides continuity throughout the term of office, the Board determined a competitive remuneration package, **aligned around market median** and suited to motivating and retaining the Managing Director/Group CEO, incentivising him towards the achievement of the highly ambitious strategic targets;
- to further enhance the strong link between the Managing Director/Group CEO's remuneration package and the strategic plan, the Board of Directors determined that the Long Term Incentive plan adopted for the Managing Director/Group CEO be a unique, **"closed" plan, limited to the 2022-2024 mandate** and fully linked to the 2022-2024 Strategic Plan's objectives and the Group's sustainable value creation, fostering the **full commitment** of the Managing Director/Group CEO.

As a consequence and in view of regulatory expectations, the Group CEO's remuneration package for the whole 2022-2024 mandate has been rebalanced, **reducing, compared to the past, the total amount and the incidence of the overall variable component** versus fixed remuneration.

Based on these principles, the Remuneration package of the Managing Director/Group CEO for the entire mandate has been set with:

- **Total Annualised Target Compensation**: it has been reduced from € 7,468,000 to **€ 7,000,000 (- 6.3%)**, in line with updated market benchmarks with **positioning around median level (+ 1.1%)** of the selected peer group, approved in the 2022 Group Remuneration Policy, and applying a **reduction in the ratio of variable to fixed compensation** in terms of multiple from 3.4 to 2.5 and maintaining the level of share-based deferral at 60% of total variable compensation in line with IVASS requirements;





Markers in the chart represent the individual companies of the peer group according to the related positioning analysis performed by Willis Towers Watson (WTW) considering:

1) **Percentile Size** represents the average positioning in relation to total asset value, revenues, market cap, number of employees;
2) **Percentile TSR 2020-2022** represents the average positioning based on the 3-year TSR ranking;
3) **Percentile Pay** represents the positioning of Total Annualised Target compensation based on benchmarking methodology to ensure comparability in market data, taking into account type of incentives, grant frequency and performance measures.

In particular:

- **Fixed Remuneration**: it has been adjusted effective as of May, 2 2022 in line with updated market benchmarks with positioning around median level (+ 4.7%) of the selected peer group approved in the 2022 Group Remuneration Policy, including:
  - gross annual remuneration as Executive of € 1,600,000;
  - gross annual remuneration as Managing Director of € 400,000, including the remuneration and attendance fees provided for the members of the Board of Directors and of those as member of internal Board Committees.

  Therefore the actual value of the total fixed remuneration received during the year 2022 is equal to € 1,910,626 gross (+ 12% vs 2021, in line with benchmarking evidence of market practices for CEOs who remain in office);

- **Short Term Incentive**: an annualised target level equal to **100% of fixed remuneration** has been **confirmed** - with a maximum cap of 200% of fixed remuneration in the event of over-performance;

- **Long Term Incentive**: an annualised target level equal to **150% of fixed remuneration** has been **confirmed**, with a maximum cap of 200% of fixed remuneration in the event of over-performance, through:
  - the allocation of a **cumulative 3-year target LTI opportunity** within a unique “closed” 2022-2024 LTI plan valid **for the entire mandate**, which summarises and concentrates in itself the potential incentives that would derive from the different plans initiated annually (“rolling”) in the same reference period, and therefore subject to overall compliance with the Annualised Pay-Mix (target and maximum) approved in the 2022 Group Remuneration Policy, **excluding** the launch of a new **co-investment** share plan.

The current remuneration of the Managing Director/Group CEO includes benefits to integrate the cash and share-based components of the remuneration, in a **Total Reward** approach, as per the Group policies:

- **supplementary pension**, as per the national collective bargaining agreement and individual contract, with a contribution paid by the Company equal to 16.5% of the fixed remuneration and an annual gross supplement by the Company equal to € 150,000;
- **supplementary health care**, guarantees in case of death and permanent, partial and total disability due to illness or professional or extra-professional injury and additional benefits defined in line with the provisions of the Remuneration Policy (e.g. Company car, housing accommodation, expenses related to national and international flights and mobility).

1.3.1 Fixed Remuneration

The fixed remuneration of the Managing Director/Group CEO includes the gross annual remuneration as Executive of € 1,600,000 and the gross annual remuneration as Managing Director of € 400,000, including the remuneration and attendance fees provided for the members of the Board of Directors and of those as member of internal Board

Committees. The overall value of the fixed remuneration actually received during 2022 was equal to **€ 1,910,626 gross (+ 12% vs 2021**).

1.3.2 Annual Cash Component of The Variable Remuneration - Short Term Incentive (STI)

The remuneration package of the Managing Director/Group CEO provides for an annual cash component of the variable remuneration (STI) linked to the achievement of annual goals, which at the target level is € 2,000,000 gross - equal to 100% of fixed remuneration - with a maximum cap of 200% of fixed remuneration in the event of over-performance. The amount of the STI for the year 2022 is **€ 3,279,022** gross, equal to ~ **163.9%** of fixed remuneration (as reference, in the previous year the amount was equal to ~ 153.9%).

Specifically, the amount for the 2022 financial year was determined based on the **degree of achievement of the goals** defined by the Board of Directors in the individual Balanced Scorecard for 2022.

	Weight	Goal		Payout Level 0%	60%	100%	150%	200%	Achievement	Result	Weighted Payout
				Measurement vs. Budget							
				< 85%	85%	100%	110%	≥ 120%			
Financial (risk-adjusted), economic and operational performance (70%)	40%	Group Normalised Adjusted Net Profit	*(mln/€)*	< 2,448	2,448	2,880	3,168	≥ 3,456	105.3%	3,032	50.5%
	15%	Group RORC	*(Group Return on Risk Capital)*	< 11.4%	11.4%	13.4%	14.7%	≥ 16.1%	111.2%	14.9%	23.4%
				Measurement vs. specific strategic KPIs							
				Not achieved	Partially achieved	Achieved	Exceeded	Far exceeded			
	15%	Innovation, Digital & Business Transformation	*Group % digital policies*			64%			66.8%	Far exceeded	30%
			Group Cost to Income ratio (insurance perimeter)			61.8%			60.9%		
Non-financial/ ESG performance (30%)	10%	Brand & Lifetime Partner	*Group % multi-holding customers*			46%			47.8%	Far exceeded	20%
	10%	Sustainability Commitment	*Group Sustainable Solutions GDWP annual growth*			6.5%			11.7%	Far exceeded	20%
	10%	**People Value** Quality & Solidity of Succession Planning; Invest in Digital Skills and Diversity: Group % upskilled employees; Group % women managers	*Group % upskilled employees*			20%			35%	Far exceeded	20%
			Group % women managers			+ 1 p.p./1.5 p.p.			2.4 p.p.		
Total	100%										163.9%

The payout[2] level of the annual cash component of the variable remuneration for the Managing Director/Group CEO reflects the 2022 performance in terms of both financial and non-financial/ESG results, thoroughly assessed by the Remuneration and Human Resources Committee and the Board of Directors in terms of the challenging expectations of the strategic plan, the actions that led to their achievement, and the global context of reference.

More in particular:

FINANCIAL (RISK-ADJUSTED), ECONOMIC, AND OPERATIONAL GOALS

Goal		Results		
		TARGET	ACTUAL RESULT	DELTA
Group Normalised Adjusted Net Profit	*(mln/€)*	2,880	3,032	+ 152
		The 2022 **financial results** marked a fundamental milestone for the Group. Even in the difficult global macroeconomic context, the results highlight **Generali's solidity and resilience** in fully achieving and exceeding the challenging 2022 targets defined in line with the Group's three-year strategic plan, particularly in terms of **Group Normalised Adjusted Net Profit**.		
		TARGET	ACTUAL RESULT	DELTA
Group RORC	*(Group Return on Risk Capital)*	13.4%	14.9%	+ 1.5 p.p.
		Also in terms of **Return on Risk Capital (RORC)**, the results confirm the Group's solid capital position underscoring the strong link between remuneration and risk.		
		TARGET	ACTUAL RESULT	DELTA
Innovation, Digital & Business Transformation	*Group % digital policies*	64%	66.8%	+ 2.8 p.p.
		The Group has strongly accelerated the **digital transformation process**, exceeding all set priorities: **% digital policies** stands at 66.8%, 2.8 p.p. higher than the 2022 ambition (64.0%), driven by the extension of the **"paperless" functionality**, also encouraged through dedicated sales campaigns, the acceleration of the Lion Power programme for the increase in electronic signature/biometric signature capacity, and the implementation of remote inspections, as well as the introduction of incentives and awards for eco-agents.		
		TARGET	ACTUAL RESULT	DELTA
	Group Cost to Income ratio (insurance perimeter)	61.8%	60.9%	- 0.9 p.p.
		The **Group's Cost to Income** target[3] was also exceeded by 0.9 p.p. (60.9%, vs. 2022 target of 61.8%), reflecting the positive evolution of Income (driven by the Group Operating Result performance), which more than compensates for the higher Expenses.		

NON-FINANCIAL/ESG GOALS

Goal		TARGET	ACTUAL RESULT	DELTA
Brand & Lifetime Partner	*Group % multi-holding customers*[4]	46%	47.8%	+ 1.8 p.p.
		With 47.8% (+ 1.8 p.p. above the 2022 ambition of 46.0%), the Group consolidated the **"multi-holding"** concept among its customers, promoted with targeted action plans including **Advisory Agents Training, Mobile & Web Hub experience** and an increase in the **impact of value-added services**.		
		TARGET	ACTUAL RESULT	DELTA
Sustainability Commitment	*Group Sustainable Solutions GDWP annual growth*	6.5%	11.7%	+ 5.2 p.p.
		The 2022 results in **Gross Direct Written Premiums (GDWP) from sustainable solutions** have recorded a significant annual increase standing at + 11.7%, 5.2 p.p. higher than the 2022 ambition (+ 6.5%) defined in line with the Group's three-year strategic plan. In particular, growth in the Life and P&C segments is due to increased sales in savings products that invest in underlying assets with ESG components and products for hybrid and electric cars, as well as the introduction into the customer journey of services such as online climate risk assessment (including fast-quote home insurance) and remote assistance to senior customers through thematic webinars.		

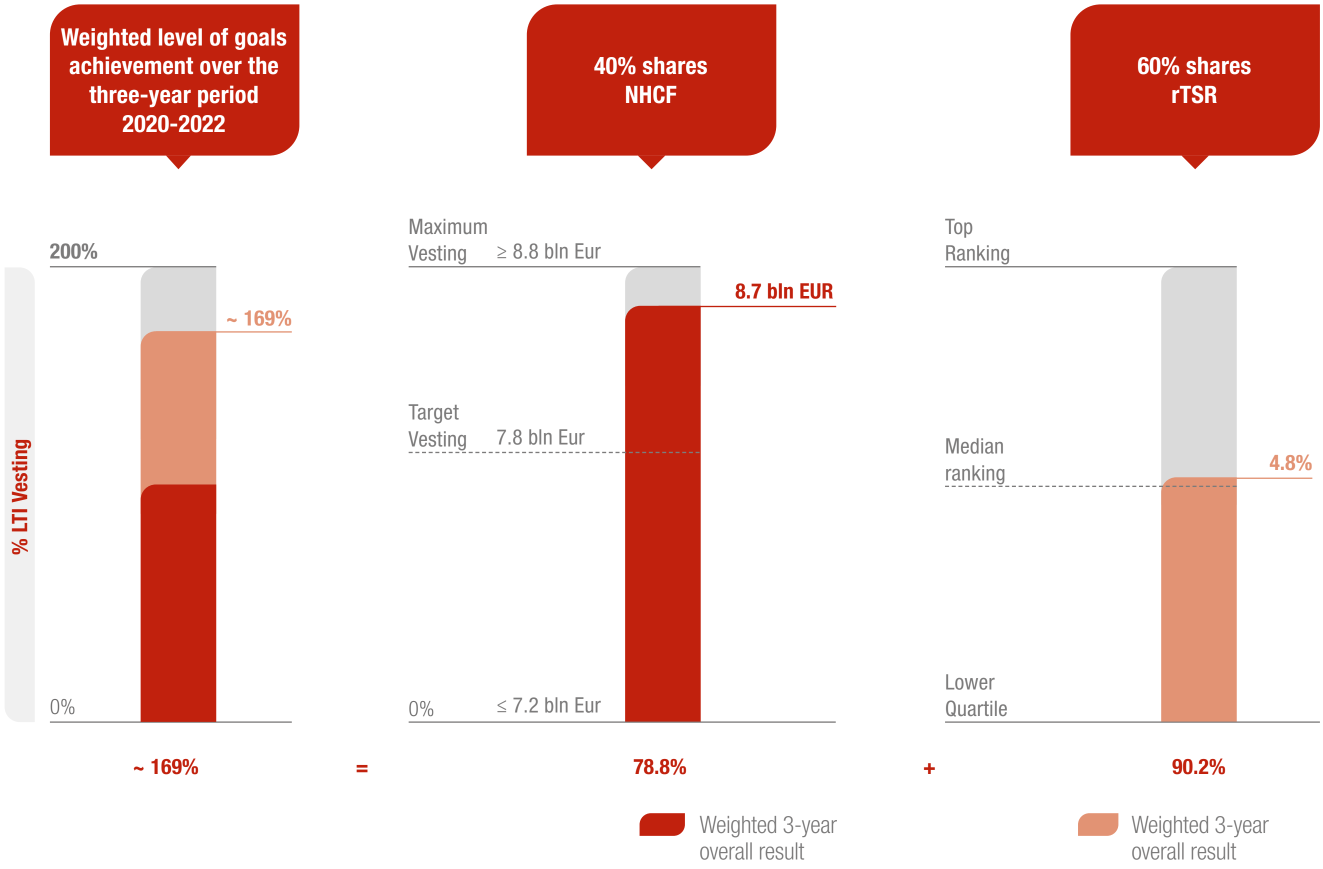
2. The table shows the reference data for calculating the annual cash component of the variable remuneration for the Managing Director/Group CEO (weight, goals, measurement vs budget or other strategic KPIs, result, weighted payout). The payout level of each goal calculated with respect to the actual result (before weighting against the assigned weight) is equal to: 126.4% for Group Normalised Adjusted Net Profit; 156.0% for Group RORC; 200% for Innovation & Digital Transformation; 200% for non-financial/ESG goals. The overall weighted payout is 163.951077%.
3. Insurance perimeter. The Income component is calculated by applying, when related to its definition, the same adjustments as those approved for the Group's Normalised Adjusted Net Profit.
4. Formerly called Group % multi product customers.

People Value	*Invest in digital skills and diversity: Group % upskilled employees*	**TARGET 20%**	**ACTUAL RESULT 35%**	**DELTA + 15 p.p.**
		The Group further consolidated the promotion of an inclusive environment and organisational culture, which values all diversity and promotes growth opportunities. The result of **% upskilled employees** is very positive with 35% of employees trained (+ 15 p.p. above the 2022 ambition of 20%), also through the launch of 2 campaigns on Strategy and Sustainability, and the promotion of digital and engagement courses to increase employee participation and satisfaction (e.g. We LEARN Week).		
	Invest in digital skills and diversity: Group % women managers	**TARGET + 1 p.p./1.5 p.p.**	**ACTUAL RESULT + 2.4 p.p.**	**DELTA + 0.9 p.p./1.4 p.p.**
		There was also a very positive result in terms of **% women managers** with an increase of 2.4 p.p. above 2022 ambition (+ 1 p.p./1.5 p.p.). Significant initiatives include the awareness campaign on this topic, the organisation of DEI Talks and the Lioness and Elevate Acceleration programmes, mentoring and tutoring activities, and the design of the first Global Women and Allies Network.		
	Quality & solidity of succession planning	The Remuneration and Human Resources Committee and the Board of Directors verified and assessed the adequate coverage of the **"Quality & Solidity of the Succession Planning"** relating to the positions of Managing Director/Group CEO and the members of the Group Management Committee (GMC), leveraging on the existing pool of leaders and talents and showing appointments highly consistent with the plans, which are continuously reinforced in terms of quality, solidity and diversity.		
	Engagement Survey	In addition to the Global Engagement Survey conducted every three years, the **Global Pulse Survey** was launched in 2022 for the first time to initiate a more frequent process of listening to Generali employees and gathering their personal perceptions of the work environment. The survey recorded a participation rate of 83% with **the best engagement rate ever** at 84% (+ 1 p.p. compared to the market benchmark).		

1.3.3 Deferred Component in Shares of the Variable Remuneration - Long Term Incentive (LTI)

The remuneration package of the Managing Director/Group CEO provides for a deferred part in shares of the variable component of the remuneration where, after the achievement of the assigned goals, he can be granted a maximum total amount equal to 200% of the fixed remuneration, for the 2020-2022 LTI plan.

At the end of the performance period of the 2020-2022 LTI plan, in view of the plan's rules and based on the level of achievement of the targets defined for the 2020-2022 three-year period of ~ **169%** compared to a maximum of 200% (as a reference, in the previous year the performance level was 137.2% compared to a maximum of 200%), it was resolved to allocate the shares to the Managing Director/Group CEO in two tranches, in April 2023 and April 2025. Specifically, **95,047 shares** are expected to be allocated in April 2023, including the additional shares granted under the dividend equivalent mechanism, while the remaining 81,119 shares, net of the additional shares granted under the dividend equivalent mechanism, could potentially be allocated in April 2025 (subject to the plan terms). The shares granted are subject to the lock-up periods provided for in the plan.



1.3.4 Co-Investment Share Plan Related to the Mandate

In June 2022, the performance measurement period of the **co-investment Share Plan related to the 2019-2021 mandate** of the Managing Director/Group CEO, approved by the Annual General Meeting on 30 April 2020, came to an end.

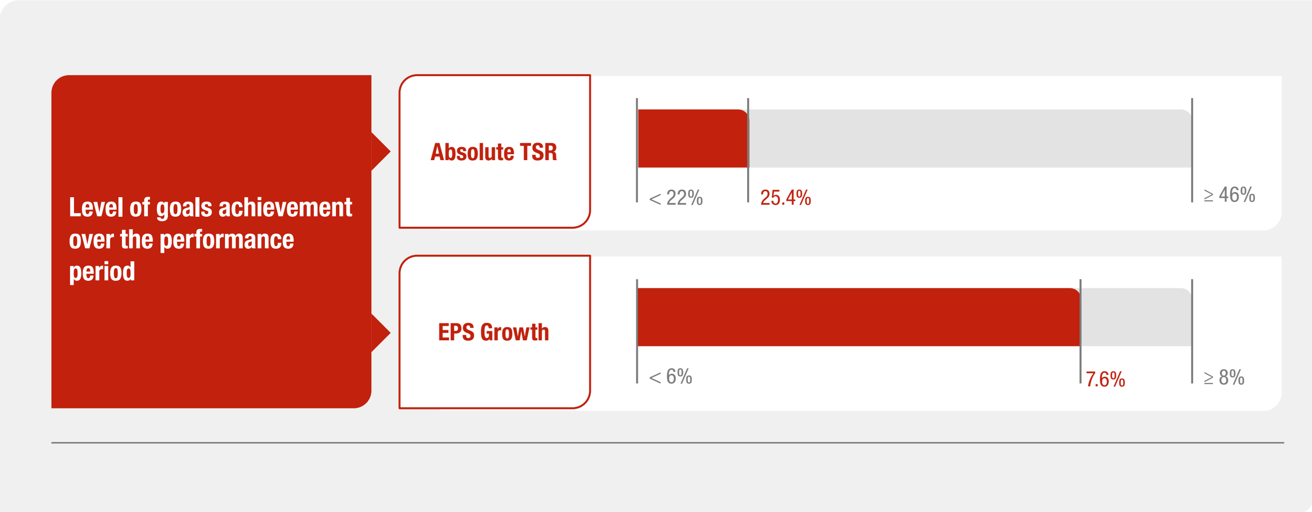
The co-investment share plan's terms were approved by the Annual General Meeting, providing for the free grant to the Managing Director/Group CEO of up to a maximum of 690,000 Assicurazioni Generali shares, subject to the conditions and in relation to the degree of achievement of Plan goals as described below (and set out in detail in the Annual General Meeting documents already published):

- **maintenance** by the Managing Director/Group CEO, of the ownership of **550,000** Assicurazioni Generali **shares** (deriving from previous share plans and/or independently purchased to be held in the portfolio as of September 2019) until the end of the 2019-2021 mandate as Director;
- achievement of 2 specific 3-year goals, independent of each other (and with a weighting of 50% each), in terms of **absolute Total Shareholders Return (TSR)** calculated over the period 20 June 2019 (included) - 20 June 2022 (included) with a maximum payout upon achievement of + 46%, and **Earning per Share Growth** (EPS Growth) calculated over the period 2019-2021 with a maximum payout upon achievement of a result of + 8% CAGR (Compound Annual Growth Rate);
- **retention of the role** of Chief Executive Officer until the end of the 2019-2021 mandate.

In execution of the **terms and conditions of the co-investment share plan** approved by the Annual General Meeting in 2020 and based on the **mathematical calculation** of the results achieved as of 31 December 2021 for EPS Growth and as of 20 June 2022 for absolute TSR, the Board of Directors on 22 June 2022 resolved to grant the Managing Director/Group CEO 50% of the shares under the plan (so-called "First Tranche") equal to **n. 239,893 shares** of the Company, including the additional shares calculated based on the amount of the total dividends distributed during the three-year performance period on the basis of the so-called "dividend equivalent" mechanism, having verified that all the additional conditions set forth under the plan are met.

After two years from the granting of the shares of the "First Tranche" and upon the assessment of the other conditions set forth in the plan rules, the remaining 50% of the shares related to the "Second Tranche" may be granted (equal to n. 202,199 shares, net of the additional shares granted under the dividend equivalent mechanism, which could potentially be allocated in June 2024 subject to the plan terms). 50% of the shares granted in each tranche will be subject to a lock-up unavailability period for a further year after allocation.

The payout level of the deferred variable share-based remuneration tranches for the Managing Director/Group CEO related to the co-investment share plan linked to the 2019-2021 mandate reflects the extremely positive performance over the three-year period of all the economic-financial targets against the challenging expectations of the strategic plan and the market scenario.



Moreover, it should be noted that since his first appointment in 2016 the Managing Director/Group CEO maintained in his portfolio all Generali shares received from the execution of Company share plans or purchased directly on the market, including those he could have sold to cover the taxes arising from the shares' allocation.

As at 31 December 2022, the **share ownership** of the Managing Director/Group CEO is **equal to 1,202% of his annual recurring fixed gross remuneration** thus confirming **his sense of belonging, commitment** to promoting the creation of sustainable value for all stakeholders and **strong alignment to shareholders' interest**.

1.3.5 Benefits

Benefits of the Managing Director/Group CEO include:

- supplementary pension: as per the national collective bargaining agreement and individual contract, with a contribution paid by the Company equal to 16.5% of the fixed remuneration and an annual gross supplement by the Company equal to € 150,000;
- supplementary health care;
- guarantees in case of death and permanent, partial and total disability due to illness or professional or extra-professional injury;
- additional benefits defined in line with the provisions of the Remuneration Policy (e.g. Company car, housing accommodation, expenses related to national and international flights and mobility).

The details of the compensation of the Managing Director/Group CEO for the year 2022 are shown in Table 1; Tables 3A and 3B refer to the incentive plans while Table 4 shows the shares held.

In terms of the detailed information related to the long-term variable component, please also refer to the Information Documents prepared pursuant to art. 114-bis of the TUF on the Company's website in the "Governance, Remuneration" section.

1.3.6 Other Provisions

The contractual provisions of the Managing Director/Group CEO also include the following:

- **Non-competition agreement**: the contract also provides for a non-competition agreement lasting 6 months following termination with a payment equal to the fixed remuneration provided for the corresponding reference period and a penalty equal to double such amount;
- **Severance**: in line with what is defined by the guidelines and the limits set by the Group Policies[5];
- **Share Ownership Guidelines**: which provide that the Managing Director/Group CEO shall hold for the entire term of office a minimum number of Generali shares of equivalent value to **300%** of the annual recurring fixed gross remuneration.

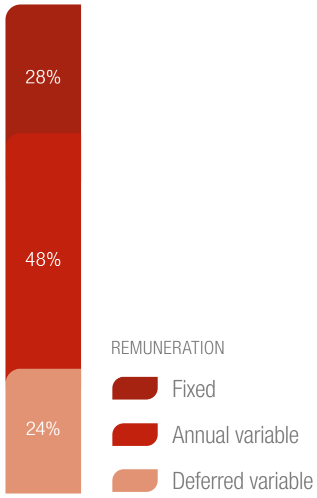
The more detailed contents of the individual agreement of the Managing Director/Group CEO in relation to severance and the non-competition agreement are illustrated in the dedicated chapter in Section I.

5. In particular, severance including the indemnity in lieu of notice as per applicable contract provisions plus 24 months of recurring remuneration (also calculated on the Director remuneration based on the criteria illustrated in Section I). The payment is due in cases of dismissal without cause or resignation for cause, the latter including the cases of termination of the office (without cause), failure to renew the office and substantial reduction of powers (without cause) or assignment to other individuals of powers which are substantially equivalent or in any event apt to undermine his or her senior position. As regards the effects of the termination on the rights assigned under the share incentive plans, the contractual agreements in place provide that, in the event of termination of the employment relationship with the Managing Director/Group CEO at the initiative of the Company (also as a result of non-renewal) without cause, he maintains the right acquired under the outstanding plans (subject to the achievement of the relative performance goals and all other terms and conditions referred to in the relative regulations). Starting from the 2019 LTI plan, the contractual arrangements with the Managing Director/Group CEO provide that, in the event of termination of the office during the three-year mandate as a good leaver, he will retain the rights acquired under the outstanding plans pro rata temporis (subject to achieving the goals and subject to the additional terms and conditions of the relative regulations). Conversely, in the so-called "bad leaver" case, he will lose all the rights deriving from outstanding plans and related to the period of such mandate. "Bad leaver" includes cases of voluntary resignation from the office during the three-year mandate or revocation of the same for cause. "Good leaver" includes all other cases of termination.

1.3.7 Actual 2022 Pay-Mix of the Managing Director/Group CEO

The Table shows the actual composition of the annual remuneration package of the Managing Director/Group CEO in the year 2022:

	EURO	%
Fixed remuneration	1,910,626	28%
Annual cash component of variable remuneration (STI 2022)	3,279,022	48%
Deferred component in shares of variable remuneration (LTI 2020-2022)	1,691,837	24%
Total	6,881,485	100%



The amount reported for the deferred share component (LTI 2020-2022) represents the value of n. 95,047 shares to be granted at the end of the plan performance period at the price per share of € 17.800 at the time of the assignment resolution by the Board of Directors on 13 March 2023.

In execution of the **terms and conditions of the co-investment share plan** approved by the Annual General Meeting in 2020, the Board of Directors acknowledged the occurrence of all plan conditions and applied the **mathematical calculation** provided for the strict performance assessment of the level of achievement of the first tranche of the plan, resolving on 22 June 2022 the allocation in favour of the Managing Director/Group CEO of **n. 239,893 shares** related to the **entire 2019-2021 mandate**, for an overall 3-year value at that date of € 3,723,139. As already reported, unlike the "rolling" incentive plans - which provide for grants on an annual basis - the co-investment share plan related to the mandate provided for a unique (closed) allocation valid for the entire 3-year period (2019-2021).

Moreover, it should be noted that since his first appointment in 2016 the Managing Director/Group CEO maintained in his portfolio all Generali shares received from the execution of Company share plans or purchased directly on the market, including those he could have sold to cover the taxes arising from the shares' allocation.

As at 31 December 2022, the **share ownership** of the Managing Director/Group CEO is **equal to 1,202% of his annual recurring fixed gross remuneration** thus confirming **his sense of belonging and commitment** to promoting the creation of sustainable value for all stakeholders and **strong alignment to shareholders' interest**.

1.3.8 Variation in the Remuneration of the Managing Director/Group CEO, Employees and Company Performance

The Table shows the variation in the total remuneration of the Managing Director/Group CEO, the average total remuneration of employees, and the main performance indicators of the Group in the last three years.

The ratio between the total remuneration of the Managing Director/Group CEO and the average total remuneration of employees is also indicated.

It has to be reminded that in 2020, at the onset of the Covid-19 pandemic, the Managing Director/Group CEO decided, on a voluntary basis, to reduce by 20% his fixed remuneration from April to the end of the year, sharing and appreciating the support of the Generali Group to specific initiatives for the benefit of the community, aimed at dealing with the emergency.

Name and Surname or Category	2019-2020 [(a)]	2020-2021 [(a)]	2021-2022
Employees	+ 1.7%	+ 0.6%	+ 10.7%
Philippe DONNET Managing Director/Group CEO	- 28.6%	+ 38.8%	+ 31.7%
Generali Performance (Group)			
Adjusted Net Profit	- 12.7%	+ 45.1%	+ 4.2%
Operating Result	+ 0.3%	+ 12.4%	+ 11.2%

Legend

The total remuneration includes the fixed and variable annual cash components and the fair value of the share-based incentive plans (for the part reported in the financial statements for the relevant year based on international accounting standards).

The perimeter of "employees" considered corresponds to the employees of the Issuer (Assicurazioni Generali S.p.A.) with the exception of the Managing Director/Group CEO and takes into account the full time equivalent remuneration including the variable remuneration pertaining to the financial year (where not available, the variable remuneration granted during the financial year).

(a) The total remuneration takes into account the **voluntary reduction of remuneration in the context of solidarity initiatives linked to the Covid-19 emergency**.

Moreover, the ratio between the total 2022 remuneration of the Managing Director/Group CEO compared to the average remuneration of employees (so-called **pay ratio**) is equal to **72:1**.

The total remuneration includes the fixed and variable annual cash component and the fair value of the share-based incentive plans (for the part reported in the financial statements for the relevant year based on international accounting standards).

The perimeter of "employees" considered corresponds to the employees of the Issuer (Assicurazioni Generali S.p.A.) with the exception of the Managing Director/Group CEO.

An **analysis of market practices involving the main peers of reference** found that the average ratio of CEO remuneration to employee remuneration stands on average at around 60:1 within a range of 28:1 to 121:1, with the Managing Director/Group CEO's positioning between median and upper quartile. Note that the calculation and analysis methods used by the various peers are not uniform in terms of employee perimeter and remuneration elements considered.

As for the variation in the remuneration of all the other people for whom the disclosure on remuneration is nominative (Directors, Auditors), the data are shown in the appropriate Chart at the bottom of Table 1 of Part II of Section II.

1.4 Remuneration of the Managers with Strategic Responsibilities (Not Belonging to the Key Control Functions)

During 2022, the managerial turnover for the financial year in question resulted in the overall presence, during the year or part thereof, of 17 people in the category of Managers with Strategic Responsibilities (not belonging to the Key Control Functions).

In line with the 2022 Remuneration Policy, the Managers with Strategic Responsibilities received the following remuneration in the reference year.

1.4.1 Fixed Remuneration

The overall fixed remuneration was **€ 9,378,394** gross. In particular, a salary adjustment for 13 persons was provided in 2022, taking into account market benchmark evidence and according to the defined governance.

1.4.2 Annual Cash Component of the Variable Remuneration - Short Term Incentive (STI)

The remuneration package for the Managers with Strategic Responsibilities provides for an annual cash component of the variable remuneration (STI) linked to the achievement of annual goals, which can reach an average maximum level of ~ 170% of the fixed remuneration in the event of over-performance (cap). The total amount of the annual part of the variable component for the year 2022 is **€ 10,875,230** gross, on average equal to **~ 122%** of the fixed remuneration of the individuals in question (as reference, in the previous year the average amount was also equal to ~ 122%).

This amount was determined based on:

- **the overall Group Funding Pool** for the Managers with Strategic Responsibilities and other staff belonging to the Global Leadership Group (GLG) - excluding Key Control Functions - equal to **126.6%** in 2022, based on the levels of Group Normalised Adjusted Net Profit and Group Operating Result (as shown below). The Funding Pool mechanism guarantees the complete alignment of the performance and individual incentives with the Group overall results (as reference, the Funding Pool in the previous year was equal to 123.8%);

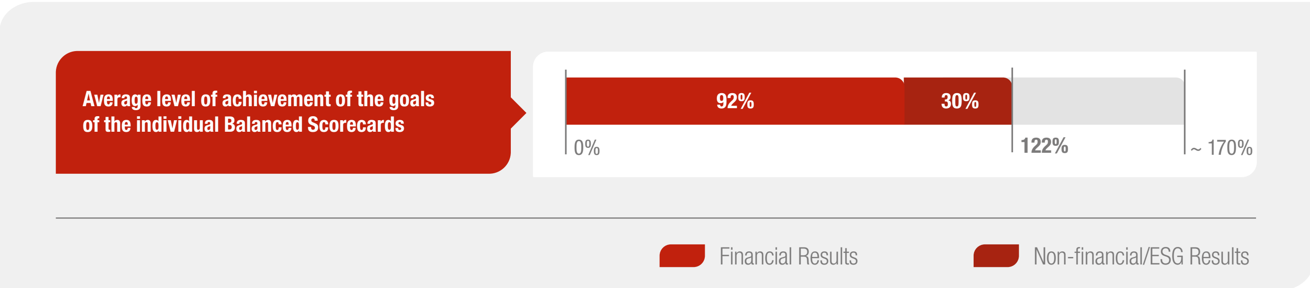
% vs. budget		Group Operating Result			
		< 85%	85%	100%	≥ 120%
	< 80%	0%	0%	0%	0%
Group Normalised Adjusted Net Profit *	80%	0%	60%	75%	90%
	100%	0%	100%	115%	130%
	≥ 120%	0%	120%	135%	150%

PAYOUT 2022

Group Operating Result	108.5%
Group Normalised Adjusted Net Profit *	105.3%
	126.6%

* Group Adjusted Net Profit reported in the financial statements, normalised by excluding any extraordinary items not predictable (due to, by way of example only: amortisation/goodwill depreciation, significant legal/regulatory/legislative changes, and significant impacts resulting from changes to tax treatment, gains/losses from M&A) and approved by the Board of Directors upon the recommendation of the Remuneration and Human Resources Committee.

- **the payout level connected to the degree of achievement of the financial and non-financial/ESG goals,** as calibrated by the Board of Directors based on the predefined individual Balanced Scorecards, on average equal to ~ 122% of the fixed remuneration in 2022 compared to a maximum average level of 170%.



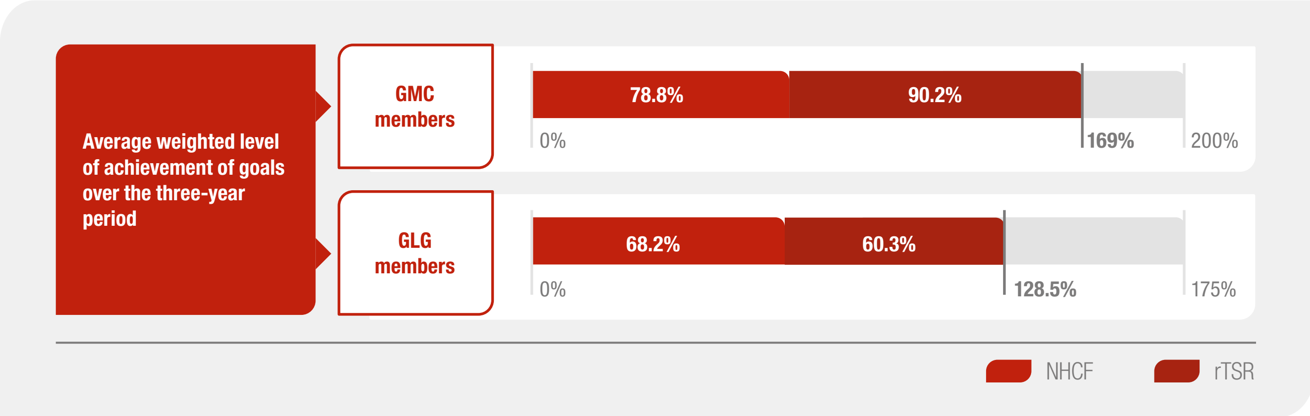
1.4.3 Deferred Component in Shares of the Variable Remuneration - Long Term Incentive (LTI)

The remuneration package for the Managers with Strategic Responsibilities provides for a deferred part in shares of the variable component of the remuneration where, after the achievement of the assigned goals, they can be granted a total amount up to 200% of the fixed remuneration for the members of the Group Management Committee and of 175% for the other Managers with Strategic Responsibilities.

At the conclusion of the performance period of the 2020-2022 LTI plan, in light of the plan's rules it was resolved to grant shares based on the level of achievement of the goals defined for the 2020-2022 three-year period, equal to:

- **169%** compared to a maximum of 200% (as a reference, in the previous year the performance level was 137.2% compared to a maximum of 200%), with allocation to the **members of the Group Management Committee** in two tranches, in April 2023 and April 2025. Specifically, 50% of the shares are expected to be allocated in April 2023, including the additional shares granted under the dividend equivalent mechanism, while the remaining 50%, net of the additional shares granted under the dividend equivalent mechanism, could potentially be allocated in April 2025 (subject to the plan terms). The shares granted are subject to the lock-up periods provided for in the plan;
- **128.5%** compared to a maximum of 175% (as a reference, in the previous year the performance level was 107.5% compared to a maximum of 175%), with allocation to **other Managers with Strategic Responsibilities** in a single tranche in April 2023, including additional shares allocated according to the dividend equivalent mechanism. The shares granted are subject to the lock-up periods provided for in the plan.

The total number of shares to be granted is n. 483,430.



The payments in the event of termination for the Managers with Strategic Responsibilities in force are defined on the occasion of the termination of the relationship, in accordance with the relevant Policy for the year of reference, according to which an amount of maximum 24 months of recurring remuneration can be granted (gross annual salary increased by the average of the amounts received as a short-term remuneration in the last three years) in addition to the notice period due by law and collective agreement. There are currently no agreements with the Managers with Strategic Responsibilities that predetermine ex ante the payments due in the event of future termination of employment.

In 2022, the relationships with two Managers with Strategic Responsibilities were terminated and therefore the relevant provisions of the contract and applicable Remuneration Policy were applied.

As Managers with Strategic Responsibilities, members of the Group Management Committee, the conditions for termination were examined by the Appointments and Remuneration Committee, renamed Remuneration and Human Resources Committee, and were considered to be in line with the Group's Remuneration Policy approved by the Annual General Meeting. At the date of termination, the two Managers held 168,995 shares in Assicurazioni Generali Spa.

A total of € 1,975,514 gross was paid as severance, and € 63,773 gross as part of a non-competition agreement to be paid in several instalments throughout the duration of the agreement.

Details of the compensation of Managers with Strategic Responsibilities for the year 2022 are shown in Table 1; Tables 3A and 3B refer to the incentive plans, while Table 4 shows the shares held.

In terms of the detailed information related to the long-term variable component, please also refer to the Information Documents prepared pursuant to art. 114-bis of the TUF on the Company's website in the "Governance, Remuneration" section.

1.5 Remuneration of Higher-Level Personnel of the Key Control Functions

During 2022, the managerial turnover for the financial year in question resulted in the overall presence, during the year or part thereof, of 29 people in the category of higher-level personnel of the Key Control Functions (comprising the Heads of the Key Control Functions included among the Managers with Strategic Responsibilities).

As already stated in last year's Report on Remuneration Policy and Payments, starting from 2014, a dedicated remuneration scheme is provided for these roles, in line with specific regulatory requirements. Starting from the 2015 financial year, this system was also extended to the higher-level personnel of the Actuarial Function and Anti-financial Crime Function.

For the year in question, the Heads and First Reporting Managers of the Key Control Functions were paid the following remuneration, in line with the previous financial year.

	Remuneration (in Euro)						
	Fixed remuneration(1)	Bonus and other incentives			Other remuneration and non monetary benefits		Severance indemnity for end of office or termination of employment
		Bonus of the year		Bonus of the previous years			
		Upfront	Deferred	Deferred(2)		Total	
Heads and higher-level personnel of the Key Control Functions	5,536,843	1,825,928	1,217,285	1,440,501	282,771	10,303,328	280,000

(1) It should be noted that the remuneration packages of 12 incumbents in the category of managers of the Key Control Functions have been adjusted in light of the evidence emerging from benchmark studies carried out by external consultants and in light of specific regulatory requirements for the correct balance between fixed and variable remuneration (as described above) subject to assessment by the Risk and Control Committee.

(2) The amount includes: (i) the deferral in accordance with the provisions of the regulations subject to and proportional to the verification of the continuity and sustainability of the 2020 and 2021 performances and (ii) the monetary settlement scheduled for 2023 of the bonuses related to the 2020-2022 LTI plan, originally assigned in shares (as amended as part of the revision of the remuneration package, which took place following the transfer of some individuals to the higher-level category of Key Control Functions).

The details of the compensation of Managers with Strategic Responsibilities belonging to the Key Control Functions for the year 2022 are included in Table 1; Table 3B reports on the incentive plans.

During the 2022 financial year, no terminations of employment for the Managers with Strategic Responsibilities of the Key Control Functions were defined.

1.6 Compliance with Share Ownership Guidelines

As detailed in Section I of this Report, the Group's Remuneration Policy envisages specific guidelines on share ownership equal to 300% of the annual recurring fixed gross remuneration for the Managing Director/Group CEO and equal to 150% of the annual recurring fixed gross remuneration for Managers with Strategic Responsibilities belonging to the Group Management Committee (GMC).

By setting minimum levels of share ownership for top management to be achieved within five years of appointment and to be maintained throughout their office, the Group further aligns management's interests with those of shareholders.

As at 31 December 2022[6], the Managing Director/Group CEO's shareholding, expressed as a multiple of annual recurring fixed gross remuneration, is **12.02 (1,202%)**, while the average shareholding of the Group Management Committee members holding shares, expressed as a multiple of the annual recurring fixed gross remuneration, is **3.53 (353%)**.

Overall, the total number of Assicurazioni Generali shares associated with all outstanding equity-based plans compared to the share capital at the date of publication of this Report was about **2.4%**.

1.7 Closing of the 2019 We SHARE Plan

With the ambition to promote a meritocratic environment that fosters alignment with strategic goals and people's participation in the value creation process, in 2019 Generali developed and launched We SHARE, the first Share Plan of its kind for Group employees (excluding members of the Group Management Committee and the Global Leadership Group who cannot subscribe to the Plan), with the aim of engaging the largest number of employees worldwide to become Generali shareholders, reaching the enrolment of 21,430 colleagues, with a participation rate of 35.3%.

The Plan was launched in October 2019 for a duration of three years, offering employees the **opportunity to buy Generali Shares at favourable conditions** at the end of the Plan, receiving **additional free shares** in case of share price appreciation.

In particular, employees who joined We SHARE had the opportunity to **define the amount they wished to allocate to purchase Generali shares**, accrued by monthly payroll deductions over the duration of the Plan.

In case of **share price appreciation** (final price on the exercise date equal to or higher than the initial price defined at the launch of the Plan of € 15.88), the Plan provided for the purchase of Generali shares at the initial price and the allocation of additional free shares in proportion to the shares purchased (one matching share for every three shares purchased) and to the dividends distributed throughout the Plan. In case of **share price depreciation**, the Plan provided for the refund of the individual contribution accrued (protection mechanism).

The Plan ended on 31 October 2022 with a final average monthly price of the Generali share of € 14.43, lower than the initial price defined at the beginning of the Plan. This result

6. Considering the average price of Generali shares in December 2022, equal to €16.99.

was mainly due to the worsening of the global macroeconomic scenario which had significant impact on the entire market and also on the performance of the Generali share price, despite the fact that the Group demonstrated its solidity and resilience in terms of results, with the achievement of the 2019-2021 strategic plan objectives, which also found recognition in the top management incentives system.

Based on the provisions of the regulation and the timing of the Plan, the same ceased its effects without free assignment of shares and the participants were **returned their individual contributions**, according to the **protection mechanism** foreseen.

However, in this context, the Group deemed it important to **recognise the extraordinary commitment** of employees in achieving the objectives of the 2019-2021 strategic plan, considering they would not have received a positive return - unlike the top management, whose incentives system provided for it - due to the technical misalignment between the timeframe of the Management incentives and the Share Plan for employees.

Therefore, with the support of the Board of Directors, in December 2022, an **extraordinary one-off monetary amount** (on average of € 600 gross) was paid to employees who invested in the Group's perspective through We SHARE, continuing to contribute until the end of the Plan.

This amount was defined taking into account the results achieved by the Group in the last strategic cycle and the commitment shown by the employees in the company's perspective.

In line with the Plan's perimeter of eligibility, the recognition of this amount did not apply to either the members of the Group Management Committee (GMC) or the members of the Global Leadership Group (GLG).

Based on the high employee participation in We SHARE 2019, in April 2022 the Annual General Meeting approved a new share ownership plan. In particular, the Plan, in continuity with the previous one, provides the opportunity to purchase Assicurazioni Generali shares at favourable conditions, based on the appreciation of the share value and with the introduction of an ESG goal connected to the reduction of Group CO_2 emissions in line with the Group climate strategy.

In light of the new macroeconomic scenario impacted by geo-political events, the increase in commodities prices, and subsequent inflation, the Plan was not implemented and, subject to Shareholders' approval, a new Plan is being proposed evolving its current structure, integrating and effectively managing the lessons learned from the previous edition, in order to make it more effective with respect to the current market context, characterised by high volatility and inflation, and to have an even closer alignment with shareholder interests and the Executives' Group Long Term Incentive Plan's framework and timeframe.

PART II

2.1 Tables

Table 1 – Payments to members of the Administrative and Control Bodies, to General Managers and to other Managers with Strategic Responsibilities

Person Name and surname / Office held	Period for which office was held	Office expiry	Emoluments (in Euro)								
			Emoluments for the office held		Non-equity variable remuneration						
			Fixed emoluments	Fees for participation in committees	Bonus and other incentives	Profit sharing	Non monetary benefits	Other remuneration	Total	Fair value equity	Severance indemnity for end of office or termination of employment
Emoluments within the company that prepares the financial statement											
Gabriele GALATERI DI GENOLA		**Total**	**333,626**	**50,000**	**--**	**--**	**3,073**	**--**	**386,698**	**--**	**--**
Chair of the Board of Directors	1.1-29.4.2022	Approved f.s. 2021	281,461	36,000			3,073		**320,534**		
Member of the Board of Directors	1.1-29.4.2022	Approved f.s. 2021	32,603						**32,603**		
Chair of the Corporate Governance, Social and Environmental Sustainability Committee	1.1-29.4.2022	Approved f.s. 2021	9,781	8,000					**17,781**		
Member of Investments Committee	1.1-29.4.2022	Approved f.s. 2021	9,781	6,000					**15,781**		
Andrea SIRONI		**Total**	**552,055**	**20,000**	**--**	**--**	**2,320**	**--**	**574,375**	**--**	**--**
Chair & Member of the Board of Directors	2.5-31.12.2022	Approved f.s. 2024	534,795				2,320		**537,115**		
Member of the Board of Directors	30.4-1.5.2022	Approved f.s. 2024	548						**548**		
Member of the Board of Directors	28.2-29.4.2022	Approved f.s. 2021	16,712	20,000					**36,712**		
Chair of the the Nominations and Corporate Governance Committee	12.5-31.12.2022	Approved f.s. 2024							**--**		
Francesco Gaetano CALTAGIRONE		**Total**	**14,082**	**12,000**	**--**	**--**	**--**	**--**	**26,082**	**--**	**--**
Member of the Board of Directors	1.1-13.1.2022	Approved f.s. 2021	3,562						**3,562**		
Member of the Board of Directors	29.4-26.5.2022	Approved f.s. 2024	7,671	12,000					**19,671**		
Member of the Appointments and Remuneration Committee	1.1-13.1.2022	Approved f.s. 2021	712						**712**		
Member of the Corporate Governance, Social and Environmental Sustainability Committee	1.1-13.1.2022	Approved f.s. 2021	712						**712**		
Member of Investments Committee	1.1-13.1.2022	Approved f.s. 2021	1,068						**1,068**		
Member of the Strategic Operations Committee	1.1-13.1.2022	Approved f.s. 2021	356						**356**		
Philippe DONNET		**Total**	**1,910,626**	**--**	**3,279,022**	**--**	**320,145**	**--**	**5,509,793**	**4,449,602**	**--**
Managing Director/Group CEO (1)	1.1-31.12.2022	Approved f.s. 2024	1,910,626		3,279,022		320,145		**5,509,793**	4,449,602(*)	
Member of the Board of Directors	1.1-31.12.2022	Approved f.s. 2024									
Chair of Investments Committee	1.1-29.04.2022	Approved f.s. 2021									
Chair of the Strategic Operations Committee	1.1-29.04.2022	Approved f.s. 2021									
Lorenzo PELLICIOLI		**Total**	**159,151**	**142,000**	**--**	**--**	**--**	**--**	**301,151**	**--**	**--**
Member of the Board of Directors	1.1-31.12.2022	Approved f.s. 2024	100,000	84,000					**184,000**		
Member of the Appointments and Remuneration Committee	1.1-29.4.2022	Approved f.s. 2021	9,781	24,000					**33,781**		
Member of the Strategic Operations Committee	1.1-29.4.2022	Approved f.s. 2021	3,260	8,000					**11,260**		
Member of Investments Committee	1.1-31.12.2022	Approved f.s. 2024	26,877	14,000					**40,877**		
Member of the Remuneration and Human Resources Committee	12.5-31.12.2022	Approved f.s. 2024	19,233	12,000					**31,233**		

Person Name and surname / Office held	Period for which office was held	Office expiry	Emoluments (in Euro): Emoluments for the office held: Fixed emoluments	Fees for participation in committees	Non-equity variable remuneration: Bonus and other incentives	Profit sharing	Non monetary benefits	Other remuneration	Total	Fair value equity	Severance indemnity for end of office or termination of employment
Clemente REBECCHINI		**Total**	**175,342**	**162,000**	--	--	--	--	**337,342** [2]	--	--
Member of the Board of Directors	1.1-31.12.2022	Approved f.s. 2024	100,000	88,000					**188,000**		
Member of the Corporate Governance, Social and Environmental Sustainability Committee	1.1-29.4.2022	Approved f.s. 2021	6,521	6,000					**12,521**		
Member of the Strategic Operations Committee	1.1-29.4.2022	Approved f.s. 2021	3,260	8,000					**11,260**		
Member of Investment Committee	1.1-31.12.2022	Approved f.s. 2024	26,877	20,000					**46,877**		
Member of the Risk and Control Committee	1.1-31.12.2022	Approved f.s. 2024	38,685	40,000					**78,685**		
Alberta FIGARI		**Total**	**67,712**	**104,000**	--	--	--	--	**171,712**	--	--
Member of the Board of Directors	1.1-29.4.2022	Approved f.s. 2021	32,603	36,000					**68,603**		
Chair of the Risk and Control Committee	1.1-29.4.2022	Approved f.s. 2021	19,562	22,000					**41,562**		
Member of the Appointments and Remuneration Committee	1.1-29.4.2022	Approved f.s. 2021	9,781	40,000					**49,781**		
Chair of the Related Party Transactions Committee [3]	2.2-29.4.2022	Approved f.s. 2021	5,767	6,000					**11,767**		
Sabrina PUCCI		**Total**	**10,959**	**14,000**	--	--	--	--	**24,959**	--	--
Member of the Board of Directors	1.1-25.1.2022	Approved f.s. 2021	6,849	4,000					**10,849**		
Member of the Risk and Control Committee	1.1-25.1.2022	Approved f.s. 2021	2,740	2,000					**4,740**		
Member of the Appointments and Remuneration Committee	1.1-25.1.2022	Approved f.s. 2021	1,370	8,000					**9,370**		
Romolo BARDIN		**Total**	**7,890**	--	--	--	--	--	**7,890**	--	--
Member of the Board of Directors	1.1-16.1.2022	Approved f.s. 2021	4,384						**4,384**		
Member of the Related Party Transactions Committee	1.1-16.1.2022	Approved f.s. 2021	877						**877**		
Member of the Appointments and Remuneration Committee	1.1-16.1.2022	Approved f.s. 2021	877						**877**		
Member of Investments Committee	1.1-16.1.2022	Approved f.s. 2021	1,315						**1,315**		
Member of the Strategic Operations Committee	1.1-16.1.2022	Approved f.s. 2021	438						**438**		
Diva MORIANI		**Total**	**179,644**	**166,000**	--	--	--	--	**345,644**	--	--
Member of the Board of Directors	1.1-31.12.2022	Approved f.s. 2024	100,000	88,000					**188,000**		
Member of the Related Party Transactions Committee	1.1-31.12.2022	Approved f.s. 2024	19,342	6,000					**25,342**		
Chair of the Appointments and Remuneration Committee	1.1-29.4.2022	Approved f.s. 2021	13,041	40,000					**53,041**		
Member of the Strategic Operations Committee	2.2-29.4.2022	Approved f.s. 2021	2,384	6,000					**8,384**		
Chair of the Remuneration and Human Resources Committee	12.5-31.12.2022	Approved f.s. 2024	25,644	12,000					**37,644**		
Member of the Nominations and Corporate Governance Committee	12.5-31.12.2022	Approved f.s. 2024	19,233	14,000					**33,233**		
Paolo DI BENEDETTO		**Total**	**48,534**	**48,000**	--	--	--	--	**96,534**	--	--
Member of the Board of Directors	1.1-29.4.2022	Approved f.s. 2021	32,603	36,000					**68,603**		
Chair of the Related Party Transactions Committee	1.1-2.2.2022	Approved f.s. 2021	2,260						**2,260**		
Member of the Corporate Governance, social and environmental Sustainability Committee	1.1-29.4.2022	Approved f.s. 2021	6,521	6,000					**12,521**		
Member of Investment Committee	2.2-29.4.2022	Approved f.s. 2021	7,151	6,000					**13,151**		

Person Name and surname Office held	Period for which office was held	Office expiry	Emoluments (in Euro) Emoluments for the office held Fixed emoluments	Fees for participation in committees	Non-equity variable remuneration Bonus and other incentives	Profit sharing	Non monetary benefits	Other remuneration	Total	Fair value equity	Severance indemnity for end of office or termination of employment
Roberto PEROTTI		**Total**	**61,945**	**102,000**	--	--	--	--	**163,945**	--	--
Member of the Board of Directors	1.1-29.4.2022	Approved f.s. 2021	32,603	36,000					**68,603**		
Member of the Appointments and Remuneration Committee	1.1-29.4.2022	Approved f.s. 2021	6,521	36,000					**42,521**		
Member of the Risk and Control Committee	1.1-29.4.2022	Approved f.s. 2021	13,041	22,000					**35,041**		
Member of Investment Committee	1.1-29.4.2022	Approved f.s. 2021	9,781	8,000					**17,781**		
Ines MAZZILLI		**Total**	**56,932**	**88,000**	--	--	--	--	**144,932**	--	--
Member of the Board of Directors	1.1-29.4.2022	Approved f.s. 2021	32,603	36,000					**68,603**		
Member of the Risk and Control Committee	1.1-29.4.2022	Approved f.s. 2021	13,041	22,000					**35,041**		
Member of the Related Party Transactions Committee	1.1-29.4.2022	Approved f.s. 2021	6,521	6,000					**12,521**		
Member of the Appointments and Remuneration Committee	2.2-29.4.2022	Approved f.s. 2021	4,767	24,000					**28,767**		
Antonella MEI-POCHTLER		**Total**	**166,110**	**120,000**	--	--	--	--	**286,110**	--	--
Member of the Board of Directors	1.1-31.12.2022	Approved f.s. 2024	100,000	84,000					**184,000**		
Member of the Strategic Operations Committee	2.2-29.4.2022	Approved f.s. 2021	2,384	6,000					**8,384**		
Member of the Corporate Governance, Social and Environmental Sustainability Committee	1.1-29.4.2022	Approved f.s. 2021	6,521	6,000					**12,521**		
Member of the Innovation, Social and Environmental Sustainability Committee	12.5-31.12.2022	Approved f.s. 2024	12,822	8,000					**20,822**		
Member of the Related Party Transactions Committee [4]	1.1-31.12.2022	Approved f.s. 2024	21,589	6,000					**27,589**		
Chair of the Investment Committee	7.6-31.12.2022	Approved f.s. 2024	22,795	10,000					**32,795**		
Clara FURSE		**Total**	**123,233**	**48,000**	--	--	--	--	**171,233**	--	--
Member of the Board of Directors	29.4-31.12.2022	Approved f.s. 2024	67,671	28,000					**95,671**		
Member of the Remuneration and Human Resources Committee	12.5-31.12.2022	Approved f.s. 2024	19,233	4,000					**23,233**		
Member of the Nominations and Corporate Governance Committee	12.5-31.12.2022	Approved f.s. 2024	19,233	10,000					**29,233**		
Member of the Investment Committee	7.6-31.12.2022	Approved f.s. 2024	17,096	6,000					**23,096**		
Umberto MALESCI		**Total**	**112,548**	**80,000**	--	--	--	--	**192,548**	--	--
Member of the Board of Directors	29.4-31.12.2022	Approved f.s. 2024	67,671	52,000					**119,671**		
Member of the Risk and Control Committee	12.5-31.12.2022	Approved f.s. 2024	25,644	20,000					**45,644**		
Member of the Innovation, Social and Environmental Sustainability Committee	12.5-31.12.2022	Approved f.s. 2024	19,233	8,000					**27,233**		
Marina BROGI		**Total**	**109,315**	**72,000**	--	--	--	--	**181,315**	--	--
Member of the Board of Directors	29.4-31.12.2022	Approved f.s. 2024	67,671	52,000					**119,671**		
Member of the Risk and Control Committee	2.8-31.12.2022	Approved f.s. 2024	16,658	8,000					**24,658**		
Member of the Remuneration and Human Resources Committee	2.8-31.12.2022	Approved f.s. 2024	12,493	6,000					**18,493**		
Member of the Nominations and Corporate Governance Committee	2.8-31.12.2022	Approved f.s. 2024	12,493	6,000					**18,493**		
Flavio CATTANEO		**Total**	**92,658**	**56,000**	--	--	--	--	**148,658**	--	--
Member of the Board of Directors	29.4-31.12.2022	Approved f.s. 2024	67,671	52,000					**119,671**		
Chair of the Related Party Transactions Committee	2.8-31.12.2022	Approved f.s. 2024	12,493						**12,493**		
Members of the Investment Committee	2.8-31.12.2022	Approved f.s. 2024	12,493	4,000					**16,493**		

Person Name and surname / Office held	Period for which office was held	Office expiry	Emoluments (in Euro): Emoluments for the office held – Fixed emoluments	Fees for participation in committees	Non-equity variable remuneration – Bonus and other incentives	Profit sharing	Non monetary benefits	Other remuneration	Total	Fair value equity	Severance indemnity for end of office or termination of employment
Luisa TORCHIA		**Total**	**154,630**	**94,000**	--	--	--	--	**248,630**	--	--
Member of the Board of Directors	28.2-31.12.2022	Approved f.s. 2024	84,110	60,000					**144,110**		
Chair of the Risk and Control Committee	12.5-31.12.2022	Approved f.s. 2024	38,466	20,000					**58,466**		
Member of the Related Party Transactions Committee	12.5-31.12.2022	Approved f.s. 2024	12,822						**12,822**		
Member of the Nominations and Corporate Governance Committee	12.5-31.12.2022	Approved f.s. 2024	19,233	14,000					**33,233**		
Alessia FALSARONE		**Total**	**133,260**	**104,000**	--	--	--	--	**237,260**	--	--
Member of the Board of Directors	28.2-31.12.2022	Approved f.s. 2024	84,110	72,000					**156,110**		
Member of the Remuneration and Human Resources Committee	12.5-31.12.2022	Approved f.s. 2024	19,233	12,000					**31,233**		
Member of the Investment Committee	7.6-31.12.2022	Approved f.s. 2024	17,096	12,000					**29,096**		
Member of the Innovation, Social and Environmental Sustainability Committee	12.5-31.12.2022	Approved f.s. 2024	12,822	8,000					**20,822**		
Stefano MARSAGLIA		**Total**	**54,904**	**30,000**	--	--	--	--	**84,904**	--	--
Member of the Board of Directors	15.7-31.12.2022	Approved f.s. 2024	46,575	24,000					**70,575**		
Member of the Innovation, Social and Environmental Sustainability Committee	2.8-31.12.2022	Approved f.s. 2024	8,329	6,000					**14,329**		
Carolyn DITTMEIER		**Total**	**180,000**	--	--	--	--	--	**180,000**	--	--
Chair of the Statutory Auditor	1.1-31.12.2022	Approved f.s. 2022	180,000						**180,000**		
Lorenzo POZZA		**Total**	**130,000**	--	--	--	--	--	**130,000**	--	--
Statutory Auditor	1.1-31.12.2022	Approved f.s. 2022	130,000						**130,000**		
Antonia DI BELLA		**Total**	**130,000**	--	--	--	--	--	**130,000**	--	--
Statutory Auditor	1.1-31.12.2022	Approved f.s. 2022	130,000						**130,000**		
Other Managers with Strategic Responsibilities (5)		**Total**	11,608,751	--	12,448,355	--	988,405	--	25,045,510	10,359,462(*)	2,739,287
Total (3)			**16,573,907**	**1,512,000**	**15,727,377**	--	**1,313,943**	--	**35,127,226**	**14,809,064**	**2,739,287**

(1) For the incidence of the components of Director and Employee, refer to what is described in Part I of Section II with reference to the remuneration of the Managing Director/Group CEO.
(2) The remuneration is paid directly to Mediobanca.
(3) From 2.2.2022 to 16.02.2022, the Director was a Member of the Related Party Transactions Committee, to then be appointed Chairwoman.
(4) The Director was for a short time, from 12.5.2022 to 2.8.2022, Chairman of the Related Party Transaction Committee.
(5) During the 2022 financial year, there were 22 Managers with Strategic Responsibilities (including the Heads of Key Control Functions). The amounts shown in the table consider the total remuneration paid to all Managers with Strategic Responsibilities (including the Heads of Key Control Functions). The data include the compensation from subsidiaries and associates.
(*) Sum of the fair value relating to the shares attributable and potentially attributable in the future (as part of the long-term Incentive plans subject to the achievement of the goals and compliance to the terms and conditions set out in the respective plans, please refer to the following Tables for further details) for the part recognized in the financial statement 2022 on an accrual basis according to international accounting standards.

The Table represents the variations over the last 3-year period to the remuneration of the parties for whom the disclosure on remuneration is nominative, to the performance of the Company, and to the remuneration of employees.

The representation takes into account also the voluntary reduction of remuneration for solidarity initiatives tied to the Covid-19 emergency.

Name and Surname or Category	2019-2020 [(a)]	2020-2021 [(a)]	2021-2022 [(b)]
Andrea SIRONI	--	--	n.a.
Philippe DONNET Managing Director/Group CEO	- 28.6%	+ 38.8%	+ 31.7%
Antonella MEI-POCHTLER	+ 58.9%	+ 8.1%	+ 19.2%
Diva MORIANI	- 8.1%	+ 33.9%	+ 18.4%
Lorenzo PELLICIOLI	- 30.0%	+ 70.0%	- 1.6%
Clemente REBECCHINI	- 2.8%	+ 23.0%	- 15.8%
Marina BROGI	--	--	n.a.
Flavio CATTANEO	--	--	n.a.
Alessia FALSARONE	--	--	n.a.
Clara FURSE	--	--	n.a.
Umberto MALESCI	--	--	n.a.
Stefano MARSAGLIA	--	--	n.a.
Luisa TORCHIA	--	--	n.a.
Gabriele GALATERI di GENOLA	- 28.6%	+ 6.4%	n.a.
Romolo BARDIN	+ 2.0%	+ 17.3%	n.a.
Francesco Gaetano CALTAGIRONE	+ 12.5%	- 2.1%	n.a.
Paolo DI BENEDETTO	+ 6.4%	+ 6.2%	n.a.
Alberta FIGARI	+ 10.8%	+ 11.5%	n.a.
Ines MAZZILLI	+ 47.5%	+ 14.6%	n.a.
Roberto PEROTTI	+7.9%	+ 9.5%	n.a.
Sabrina PUCCI	-0.3%	+ 23.4%	n.a.
Carolyn DITTMEIER	+ 13.3%	+ 5.9%	+ 0.0%
Antonia DI BELLA	+ 20.0%	+ 8.3%	+ 0.0%
Lorenzo POZZA	+ 20.0%	+ 8.3%	+ 0.0%
Employees	+ 1.7%	+ 0.6%	+ 10.7%
Performance Generali (Gruppo) Adjusted Net Profit Operating Result	 - 12.7% + 0.3%	 + 45.1% + 12.4%	 + 4.2% + 11.2%

Legend

The total remuneration includes the fixed component, including fees for participation in committee where applicable, and variable annual cash one and the fair value of the share-based incentive plans (for the part reported in the financial statements for the relevant year based on international accounting standards). The perimeter of "employees" considered corresponds to the employees of the Issuer (Assicurazioni Generali S.p.A.) with the exception of the Managing Director/Group CEO and takes into account the full time equivalent remuneration including the variable remuneration pertaining to the financial year (where not available, the variable remuneration granted during the financial year).

(a) The total remuneration takes into account the voluntary **reduction of remuneration in the context of solidarity initiatives linked to the Covid-19 emergency**.

(b) In view of the renewal of the Board of Directors in 2022, the percentage change in the remuneration of the Directors nominated or terminated during 2022 are not relevant for disclosure purposes.

Table 2 – Stock options granted to the members of the Board of Directors, General Managers and other Managers with Strategic Responsibilities

			Options held at the start of the financial year			Options assigned during the financial year					Options exercised during the financial year			Options expired during the financial year	Options held at the end of the financial year	Options related to the financial year
A	B	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15) = 2+5-11-14	(16)
Name and Surname	Office	Plan	Number of options	Exercise price	Possible exercise period	Number of options	Exercise price	Possible exercise period	Fair value at assignment date	Assignment date	Market price of the shares at the assignment of options	Number of options	Exercise price	Market price of the shares at the assignment date	Number of options	Number of options	Fair value
(I) Emoluments in the company that prepares the financial statement																	
(II) Emoluments from subsidiaries and associates																	
(III) Total																	

This table has not been completed because there are no outstanding stock option plans.

Table 3A – Incentive plans based on financial instruments, other than stock options, in favour of the members of the Board of Directors, General Managers, and other Managers with Strategic Responsibilities

			Financial instruments assigned during previous years and not vested during the year		Financial instruments assigned during the year					Financial instruments vested during the year and not assigned	Attributable financial instruments vested during the year		Financial instruments relevant to the year
A	B	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Name and surname	Office	Plan	Number and type of financial instruments	Vesting period (*)	Number and type of financial instruments	Fair value on assignment date	Vesting period (*)	Assignment date	Market price upon assignment	Number and type of financial instruments	Number and type of financial instruments	Value on maturity date	Fair value
Emoluments within the company that prepares the financial statement													
Philippe DONNET	Amministratore Delegato/ Group CEO	LTI 2019-2021 (AGM resolution May 7, 2019)	76,970 shares potentially granted [a]	2019-2023									€ 166,308
		LTI 2020-2022 (AGM resolution April 30, 2020)	81,119 shares potentially granted [b]	2020-2024						29,787 shares not granted [c]	95,047 shares to be granted [d]	€ 1,691,837	€ 339,274
		LTI 2021-2023 (AGM resolution April 29, 2021)	227,258 shares potentially granted [e]	2021-2025									€ 931,615
		LTI 2022-2024 (AGM resolution April 29, 2022)			658,870 shares potentially granted [f]	€ 11,925,547	2022-2026	29.04.2022	€ 18,100				€ 2,270,149
		Co-investment share plan linked to the mandate (AGM resolution April 30, 2020)	202,199 shares potentially granted [g]	2019-2024						145,602 shares not granted [h]	239,893 shares to be granted [i]	€ 3,723,139	€ 742,257
Altri Dirigenti con Responsabilità Strategiche (**)		LTI 2019-2021 (AGM resolution May 7, 2019)	233.172 shares potentially granted [a]	2019-2023									€ 503,815
		LTI 2020-2022 (AGM resolution April 30, 2020)	212,340 shares potentially granted [b]	2020-2024						150,511 shares not granted [c]	483,430 shares to be granted [d]	€ 8,605,054	€ 1,640,157
		LTI 2021-2023 (AGM resolution April 29, 2021)	1,060,563 shares potentially granted [e]	2021-2025									€ 4,595,892
		LTI 2022-2024 (AGM resolution April 29, 2022)			1,043,213 shares potentially granted [f]	€ 18,882,155	2022-2026	29.04.2022	€ 18,100				€ 3,619,598
Totale			**2,093,621**		**1,702,083**					**325,900**	**818,370**	**€ 14,020,030**	**€ 14,809,064**

(a) Maximum number of shares potentially granted at the end of the additional two years of deferral (in 2024) subject to compliance to the terms and conditions set out in the plan rules. Furthermore, as stated in the plan rules and as described in the 2019 Remuneration Report, beneficiaries could receive an additional number of shares based on the total amount of dividends distributed over the first three-year performance period and the additional two years of reference deferral (so-called dividend equivalent principle).
(b) Maximum number of shares potentially granted at the end of the additional two years of deferral (in 2025) subject to compliance to the terms and conditions set out in the plan rules. Furthermore, as stated in the plan rules and as described in the 2020 Remuneration Report, beneficiaries could receive an additional number of shares based on the total amount of dividends distributed over the first three-year performance period and the additional two years of reference deferral (so-called dividend equivalent principle)
(c) Total number of shares not to be granted in relation to the performance actually achieved in the first three years.
(d) Number of shares to be granted in April 2023 as per the resolution of the Board of Directors of Assicurazioni Generali at the end of the first three-year plan performance period and based on the level of achievement of the goals defined for the three-year period 2020-2022, including the number of additional shares determined on the basis of the total amount of dividends distributed over the three-year period (so-called dividend equivalent).The total share value at the vesting date was reported considering the closing price of the share on 13 March 2023, the date on which the Board of Directors of Assicurazioni Generali was held, which verified the level of achievement of the three-year goals and resolved the free capital increase.
(e) Maximum number of shares potentially granted at the end of the first three-year performance period and the additional two years of deferral (2021-2025) subject to the achievement of the defined goals and compliance to the terms and conditions set out in the plan rules. Furthermore, as stated in the plan rules and as described in the 2021 Report on Remuneration Policy and Payments, beneficiaries could receive an additional number of shares based on the total amount of dividends distributed over the first three-year performance period and the additional two years of reference deferral (so-called dividend equivalent principle).
(f) Maximum number of shares potentially granted at the end of the first three-year performance period and the additional two years of deferral (2022-2026) subject to the achievement of the defined goals and compliance to the terms and conditions set out in the plan rules. Furthermore, as stated in the plan rules and as described in the 2022 Report on Remuneration Policy and Payments, beneficiaries could receive an additional number of shares based on the total amount of dividends distributed over the first three-year performance period and the additional two years of reference deferral (so-called dividend equivalent principle)
(g) Maximum number of shares potentially granted at the end of the additional two years of deferral (in 2024) subject to compliance to the terms and conditions set out in the plan rules. Furthermore, as stated in the plan rules and as described in the 2020 Remuneration Report, the beneficiary could receive an additional number of shares based on the total amount of dividends distributed over the first three-year performance period and the additional two years of reference deferral (so-called dividend equivalent principle).
(h) Total number of shares not to be granted in relation to the performance actually achieved in the performance period.
(i) Number of shares granted in July 2022 as per the resolution of the Board of Directors of Assicurazioni Generali at the end of the performance period and based on the level of achievement of the goals defined, including the number of additional shares determined on the basis of the total amount of dividends distributed over the period 2020-2022 (so-called dividend equivalent).The total share value at the vesting date was reported considering the closing price of the share on 22 June 2022, the date on which the Board of Directors of Assicurazioni Generali was held, which verified the level of achievement of the goals defined for the period and resolved the free capital increase.
(*) Overall period including the first three years of performance and any additional two years of deferral subject to verification of additional conditions.
(**) The data includes remuneration from subsidiaries and associates.

Table 3B – Cash incentive plans in favour of members of the Board of Directors, General Managers, and other Managers with Strategic Responsibilities

A	B	(1)	(2)			(3)			(4)
			Bonus of the year			Bonus of the previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
Name and surname	Office	Plan	Payable/ Paid	Deferred	Deferment period	No longer payable	Payable/ Paid	Still deferred	
Emoluments in the company that prepares the financial statement (€)									
Philippe DONNET	Managing Director/ Group CEO	STI 2022 (Board of Directors resolution March 14, 2022)	3,279,022						
Other Managers with Strategic Responsibilities [(a)]		STI 2022 (Board of Directors resolution March 14, 2022)	11,127,905	1,320,450	2027				
		STI 2021 [(b)] (Board of Directors resolution March 10, 2021)					524,400	580,700	
		STI 2020 [(c)] (Board of Directors resolution March 12, 2020)					202,335	117,315	
		STI 2019 [(d)] (Board of Directors resolution March 13, 2019)					98,000		
		LTI 2020-2022 [(e)] (AGM resolution April 30, 2020)					450,000		
		Other bonuses							-
Total			**14,406,927**	**1,320,450**			**1,274,735**	**698,015**	**0**

(a) During the 2022 financial year, there were 22 Managers with Strategic Responsibilities (including the Heads of Key Functions). The amounts shown in the table consider the total remuneration paid to all Managers with Strategic Responsibilities (including the Heads of Key Functions). The data includes remuneration from subsidiaries and associates.
(b) The amount relates to the deferred 2021 bonuses provided by the incentive scheme for Key Functions and other Group Functions with payments in cash and partly linked to the trend in the value of fund shares.
(c) The amount relates to the deferred 2020 bonuses provided by the incentive scheme for Key Control Functions and other Group Functions with payments in cash and partly linked to the trend in the value of fund shares.
(d) The amount refers to the deferred 2019 bonuses provided by the incentive scheme for Key Functions and other Group Functions with payments in cash and partly linked to the trend in the value of fund shares.
(e) The amount relates to the monetary settlement scheduled for 2023 of the bonus related to the 2020-2022 LTI plan originally assigned in shares (as amended as part of the revision of the remuneration package, which took place following the transfer of some individuals to the higher-level category of Key Functions).

Table 4 – Shareholdings of members of the Administrative and Control Bodies, of General Managers and other Managers with Strategic Responsibilities

Name and surname	Investee Company	Number of shares held at the end of the previous year	Number of shares acquired	Number of shares sold	Number of shares held at the year-end
Gabriele GALATERI DI GENOLA *Chairman of the Board of Directors until April 29, 2022*	Assicurazioni Generali	34,700			34,700 (1)
Francesco Gaetano CALTAGIRONE *Vice-Chairman of the Board of Directors until January 13, 2022* *Member of the Board of Directors from April 29, 2022 until May 26, 2022*	Assicurazioni Generali	127,130,000 (2) 148,848,808 (2) (4)			127,130,000 (2) (3) 148,848,808 (2) (5)
Philippe DONNET *Managing Director/Group CEO*	Assicurazioni Generali	1,084,147	331,439 (6)		1,415,586
Romolo BARDIN *Member of the Board of Directors until January 16, 2022*	Assicurazioni Generali	3,000			3,000 (7)
Marina BROGI *Member of the Board of Directors from April 29, 2022*	Assicurazioni Generali	3,330 (4)			3,330
Paolo DI BENEDETTO *Member of the Board of Directors until April 29, 2022*	Assicurazioni Generali	100,000 (8)		100,000 (8)	0 (1)
Other Managers with Strategic Responsibilities (9)	Assicurazioni Generali	1,786,260	403,320 (10)	91,797	2,097,783

(1) At the expiry date of the office on 29 April 2022.
(2) Through an intermediary legal person, including 1,000,000 shares held by an associated company.
(3) Upon termination of the office on 13 January 2022
(4) Upon nomination on 29 April 2022
(5) Upon termination of the office on 26 May 2022
(6) Shares granted under the 2019-2021 LTI plan and the co-investment share plan related to the 2019-2021 mandate of the Managing Director/Group CEO
(7) Upon termination of the office on 16 January 2022
(8) Through the company of which he is the sole director.
(9) During the 2022 financial year, the number of Managers with Strategic Responsibilities was equal to 22 (including the Heads of Key Control Functions), 19 of whom were holders of Generali shares as at 31 December 2022.
(10) Included shares granted under the 2019-2021 LTI plan.

As at 31 December 2022[7], the Managing Director/Group CEO's shareholding, expressed as a multiple of annual recurring fixed gross remuneration, is 12.02 (1,202%), while the average shareholding of the Group Management Committee members holding shares, expressed as a multiple of the annual recurring fixed gross remuneration, is 3.53 (353%).

7. Considering the average price of Generali shares in December 2022, equal to €16,99.

SECTION III
KEY FUNCTIONS VERIFICATIONS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SECTION III

Chapter 1

KEY CONTROL FUNCTIONS VERIFICATIONS

1.1 Verification of the Compliance and Risk Management Functions

1.1.1 Introduction

The IVASS Regulation n. 38/2018 provides that the definition and implementation of the remuneration policies adopted by the Company are subject, at least annually, to a review by the Key Control Functions, according to their respective areas of competence.

The Compliance Function, in particular, pursuant to art. 58 of the aforementioned IVASS Regulation n. 38/2018, has the task of verifying that the aforementioned policies comply with the rules on the remuneration and incentive policy referred to in Part II, Chapter VII of IVASS Regulation n. 38/2018, the Articles of Association, any codes of ethics or other standards of conduct, as well as indications provided by the Italian and European Supervisory Bodies applicable to the Company, in order to prevent and contain legal and reputation risks.

The Risk Management Function, on the other hand, has the task of contributing to ensuring the consistency of the remuneration policies with the risk appetite, also by defining risk indicators and verifying their correct use.

1.1.2 Verification of the Remuneration Policy

With specific reference to the Remuneration Policy, the Compliance Function and the Risk Management Function have examined ex ante, for the aspects of their respective competence, the text that will be submitted, after review by the Board of Directors, for approval by the next Annual Shareholders' Meeting.

In particular, the following aspects were assessed:

- the alignment of the recipients of the Policy with the organisational changes occurred as well as the identification of the staff in the scope of Group's remuneration policies;
- the use - in terms of size characteristics, geographical presence and business model - of the reference peer panel for the 2023 remuneration benchmarking, to confirm the consistency of ratio between fixed and variable remuneration applied by the Generali Group towards the reference insurance market;
- the link between remuneration and risk, with the confirmation of the Regulatory Solvency Ratio and the Return on Risk Capital (RORC) as key indicators of the Group's incentives system. In addition, the definition of the structure of the incentive plans with the provision of access thresholds related to the Company's financial situation and risk management, as well as risk indicators, malus and clawback mechanisms and hedging prohibition;
- the balance between fixed and variable remuneration as well as the provision of maximum limits for variable remuneration. Especially:
  - the fixed remuneration is determined and adjusted over time considering the responsibilities assigned and the roles held, taking into account the experience and skills of each recipient. The weight of the fixed remuneration is such as to remunerate adequately to attract and retain resources and sufficient to remunerate the role correctly, even if the variable remuneration is not paid following the failure to achieve the individual, Company or Group goals so as to reduce the chance of behaviours that are not proportionate to the Company's degree of risk appetite;
  - the variable remuneration consists of an annual cash component (STI) and a deferred component in shares (LTI). The annual cash component is paid upon achievement of financial (risk-adjusted), economic and operational and non-financial/internal ESG goals defined in the individual Balanced Scorecards and set in terms of sustainable value creation, risk-adjusted profitability and implementation of Business Development & Transformation and ESG objectives (Sustainability Commitment and People Value), while the goals of the deferred component in shares are linked to the strategy and business priorities of the Group;
  - there is a limit to the amount of individual bonuses. In particular:
    - with reference to the annual cash component of the variable remuneration, the bonus linked to the achievement of the annual goals can reach up to 200% of the fixed remuneration for the Managing Director/Group CEO and on average about 160% of the fixed remuneration for the Managers with Strategic Responsibilities, excluding those belonging to Key Control Functions, who participate in the specific plan dedicated to them, with a maximum cap with respect to fixed remuneration of 75%;
    - with reference to the deferred component in shares of the variable remuneration, the maximum potential bonus to be paid in shares corresponds to 200% for the Managing Director/Group CEO and for members of the Group Management Committee, 175% for the other Managers with Strategic Responsibilities, the remaining relevant staff, and GLG members;
- the composition and deferral period of the variable remuneration of the remuneration packages. In detail:
  - with reference to the annual cash component of the variable remuneration **(STI)**:

- its composition consists of cash bonuses;
- payment is expected at the end of an assessment process of the achievement of financial (risk-adjusted), economic, operational and non-financial/internal ESG goals;
- with reference to the deferred component in shares of the variable remuneration **(LTI)**:
  - □ its composition consists of shares;
  - □ the deferral period is differentiated in terms of overall duration for two different categories of beneficiaries:
    a. for the Managing Director/Group CEO and members of the Group Management Committee (GMC), a payout structure is provided through an overall time frame of 7 calendar years;
    b. for the other Managers with Strategic Responsibilities, the remaining relevant staff, the other members of the GLG, the talents and other Group key roles, a payout structure is provided through an overall time frame of 6 calendar years;
- the definition of the results to be achieved in order to obtain recognition of the variable component. In detail:
  - with reference to the annual cash component of the variable remuneration **(STI)**:
    - □ there is a reference threshold, to which the Funding Pool of the STI plan is subordinated, identified in a specific minimum level of Regulatory Solvency Ratio (RSR) equal to 130% - the limit set considering the “hard limit” defined in the Group Risk Appetite Framework. Furthermore, the Board of Directors may also reduce the incentives if the Regulatory Solvency Ratio is lower than the “soft limit” level provided in the Risk Appetite framework, equal to 150% - but nevertheless higher than the aforementioned “hard limit”;
    - □ a process is provided to define the conditions and assign the annual cash component of the variable remuneration, with a detailed description of the various steps involved in the process (Funding Pool, individual performance, calibration, and payout);
    - □ the minimum and maximum values of the Funding Pool are determined in relation to the degree of achievement of the Group’s performance levels;
    - □ the maximum number of goals of the Balanced Scorecard is based on 3 perspectives:
      a. the first is based on risk-adjusted financial, economic and operational performance, weighs for 60/70%, and refers to KPIs relating to the Normalised Adjusted Net Profit, the RORC, and strategic business performance;
      b. the second, based on Business Development & Transformation, weighs for 10/20%;
      c. the third concerns ESG performance with KPIs referred to Sustainability Commitment and People Value and has a weight of 20%;
  - with reference to the annual cash component of the variable remuneration for the Managing Director/Group CEO, the individual Balanced Scorecard includes risk-adjusted financial performance goals and non-financial/ESG performance indicators defined by the Board of Directors and provides for financial (risk-adjusted), economic and operational goals and non-financial/ESG goals based on specific KPIs;
  - with reference to the deferred component in shares of the variable remuneration **(LTI)**:
    - □ it is envisaged that in each year of the plan and at the end of the three-year performance period, the Board of Directors will carry out an assessment on the level of achievement of the access threshold, defined in terms of Regulatory Solvency Ratio equal to 130% - a limit set considering the level of “hard limit” defined in the Group’s Risk Appetite Framework (RAF) - or the different percentage set by the Board of Directors from time to time. Furthermore, the Board of Directors may also reduce the number of shares if the Regulatory Solvency Ratio is lower than the “soft limit” level provided in the Risk Appetite framework, equal to 150% - but nevertheless higher than the aforementioned “hard limit”;
    - □ the three-year access threshold was confirmed;
    - □ clusters of potential beneficiaries were confirmed;
    - □ the following performance indicators have been defined:
      a. the three-year relative Total Shareholder Return (rTSR), as key indicator of shareholder return (with a weight of 55%);
      b. the cumulative three-year Net Holding Cash Flow (NHCF), as driver of the cash generation (with a weight of 25%);
      c. internal and measurable ESG goals linked to the Generali 2022-2024 strategy (with a weight of 20%) relating to issues of climate change and diversity (CO_2 emissions reduction target from Group operations and % women managers);
    - □ the maximum number of shares that can be granted to the recipients was defined as 11,300,000, equal to 0.71% of the share capital currently subscribed;
- the policy contains information on how it takes sustainability risks into account in the risk management system, also in relation to intermediaries and service providers. In addition, the policy provides for specific ESG indicators in the annual cash and deferred share components of variable remuneration;
- the suitability of the remuneration systems to ensure compliance with legal, regulatory and statutory provisions, obtained through:
  - the consistency of the variable remuneration with the objective to reach full compliance with the internal and external regulatory provisions of the Group;
  - specific ex ante (malus) and ex post (clawback) adjustment mechanisms that allow to reduce/set to zero or request the return of all or part of the variable remuneration in the event of (i) failure to achieve the results (ii) significant deterioration of the patrimonial or financial situation of the Company (iii) results that have proved to be non-lasting or effective as a result of wilful or grossly negligent conduct or in the event of violation of the Code of Conduct and in the event of non-compliance with the internal and external regulatory provisions applicable to the scope of the activities managed, in particular those for the protection of policyholders, for the processing of personal data, and in the field of

anti-money laundering and countering the financing of terrorism, and of international sanctions;
- the provision of special agreements - included in the contractual documents governing the incentive plans - aimed at prohibiting the use of personal or insurance hedging strategies (so-called hedging) that could alter or invalidate the risk alignment effects part of the variable remuneration mechanisms;
- the composition of the remuneration of directors without executive powers and of the control bodies. In both cases, the assignment of variable components is not provided;
- the structure of the remuneration for the relevant personnel of Key Control Functions, which provides for remuneration payment mechanisms in line with the assigned duties, independent of the results achieved by the operating units subject to control and linked to the achievement of goals related to the effectiveness and quality of the control activity. The variable remuneration is also structured in such a way as to provide for a deferred cash payment over three years;
- the presence of conditions and procedures where it is possible to temporarily derogate from specific elements of the Policy in the event of the exceptional circumstances referred to in art. 123-ter of the Consolidated Law on Finance (TUF);
- the presence of conditions and caps for the definition of the remuneration in the event of termination, with specific provisions aimed at defining the related economic terms based on the circumstances and reasons for the termination, with particular reference to the performance achieved, the risks taken, and the actual operating results of the Company;
- the consistent application within the Group of the principles of the Policy through the preparation of a Group Remuneration Internal Policy as a tool to ensure the overall consistency and application of the remuneration policies by all Group companies, in conformity with the characteristics of each Company and in compliance with the limits set by the local and/or sector regulatory framework.

Within this context, the Risk Management Function verified the consistency of the identified criteria and the relative indicators used for performance assessment with respect to the risk management strategies established by the Board of Directors, with special reference to the Risk Appetite Framework and the Recovery Plan.

1.1.3 Conclusions

Following the evaluations:
- the Compliance Function believes that the remuneration system described in the Remuneration Policy complies with the provisions of the Delegated Acts issued to implement the Solvency II Directive, the IVASS Regulation n. 38/2018, the Consolidated Finance Act regarding the Report on the Remuneration Policy and Payments, the EU Regulation 2088/2019 related to the disclosure on sustainability in the financial services sector, the Articles of Association, the Corporate Governance Code of listed companies, and the Group Code of Conduct, as well as the indications provided by the Italian and European Supervisory Authorities. The remuneration system provided by the Policy is therefore consistent with sound and prudent management and in line with the strategic goals, profitability and balance of the Company in the long term;
- the Risk Management Function, with special reference to the criteria and parameters adopted for determining the variable remuneration, believes that the new remuneration system is consistent with the Group's risk management strategies.

1.2 Ex Post Verifications of the Internal Audit Function

Pursuant to art. 58 and art. 93 of IVASS Regulation n. 38/2018, the Internal Audit Function verified the correct application of the Remuneration Policies based on the guidelines established by the Board of Directors to ensure efficiency and safeguard the company and Group assets. The review activities complete the assessments previously carried out by the other Control Functions (Compliance and Risk Management).

The function verified that the fixed and variable components attributed in accordance with the 2021 Policy were correctly settled and paid in 2022 to the recipients of the Remuneration Policies, and that the 2022 Policy was correctly applied. Both checks were conducted after and as a consequence of the resolutions on the subject carried by the Shareholders' Meeting on 29 April 2022.

The checks, based on data analyses and sample tests, did not find any notable exceptions to be mentioned in this report.

INFORMATION NOTE PURSUANT TO ARTICLE 84-BIS, PARAGRAPH 5, OF THE CONSOB REGULATION

Remuneration plans based on financial instruments - assignment of shares/rights under the 2022-2024 and previous Long Term Incentive plans

With reference to the 2020-2022 Long Term Incentive Plan approved by the Annual General Meeting on 30 April 2020, the Board of Directors of Assicurazioni Generali S.p.A, on 13 March 2023, upon the proposal of the Remuneration and Human Resources Committee, having verified that the performance conditions provided for in the plan had been met, quantified in 5,549,136 the number of Generali shares to be granted to a total of 473 beneficiaries (already including the number of additional shares determined based on the total amount of dividends distributed over the three-year reference period, the so-called dividend equivalent).

With reference to the co-investment Share Plan linked to the 2019-2021 mandate of the Managing Director/Group CEO, approved by the Annual General Meeting on 30 April 2020, the Board of Directors of Assicurazioni Generali S.p.A, on 22 June 2022, upon the proposal of the Remuneration and Human Resources Committee, having verified that the conditions provided for in the plan had been met, resolved to grant the Managing Director/Group CEO 50% of the shares envisaged by the Plan (so-called "First Tranche"), equal to 239,893 shares of the Company, including the additional shares determined on the basis of the total amount of dividends distributed during the three-year performance period, based on the so-called "dividend equivalent" mechanism.

With reference to the 2022-2024 Long Term Incentive Plan approved by the Annual General Meeting on 29 April 2022, on 1 August 2022, the Board of Directors of Assicurazioni Generali S.p.A., upon the proposal of the Remuneration and Human Resources Committee, resolved to implement this plan. Approximately 600 beneficiaries were therefore identified and assigned, with effect from 2022, the right to receive a total of up to 10,500,000 Generali shares, which may be granted at the end of the three-year performance period according to percentages and deferral periods varying by cluster of beneficiaries, subject to the conditions set out in the plan being fulfilled.

Moreover, as provided for in the plan regulation and stated in last year's Report, the beneficiaries may be paid a number of additional shares determined based on the total amount of dividends distributed over the performance reference period (the so-called dividend equivalent).

For more details on the 2020-2022 Long Term Incentive Plan and the other Long Term Incentive plans, please refer to the information documents available on the issuer's website www.generali.com.

Table 1, Section 1 - Instruments relating to currently Valid Plans approved based on previous Board Decision

A	B	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Name and surname or category	Office	Date of meeting resolution	Type of financial instrument	Number of financial instruments	Assignment date	Instrument purchase price (if applicable)	Market price upon assignment	Vesting period (*)
Philippe DONNET	Managing Director/ Group CEO	LTI 2019-2021 (AGM resolution May 7, 2019) (a)	Assicurazioni Generali ordinary shares	76,970 shares potentially granted	07.05.2019		€ 17.13	2019-2023
		LTI 2020-2022 (AGM resolution April 30, 2020) (b)	Assicurazioni Generali ordinary shares	95,047 shares to be granted	30.04.2020		€ 13.02	2020-2024
		LTI 2021-2023 (AGM resolution April 29, 2021) (c)	Assicurazioni Generali ordinary shares	227,258 shares potentially granted	29.04.2021		€ 16.78	2021-2025
		Co-investment share plan linked to the mandate (AGM resolution April 30, 2020) (d) (e)	Assicurazioni Generali ordinary shares	239,893 shares to be granted	30.04.2020	€ 16.56	€ 13.02	2019-2024
Other Managers with Strategic Resposibilities (**)		LTI 2019-2021 (AGM resolution May 7, 2019) (a)	Assicurazioni Generali ordinary shares	233,172 shares potentially granted	07.05.2019		€ 17.13	2019-2023
		LTI 2020-2022 (AGM resolution April 30, 2020) (b)	Assicurazioni Generali ordinary shares	483,430 shares to be granted	30.04.2020		€ 13.02	2020-2024
		LTI 2021-2023 (AGM resolution April 29, 2021) (c)	Assicurazioni Generali ordinary shares	1,060,563 shares potentially granted	29.04.2021		€ 16.78	2021-2025
Altri manager (**)		LTI 2020-2022 (AGM resolution April 30, 2020) (b)	Assicurazioni Generali ordinary shares	4,970,659 shares to be granted	30.04.2020		€ 13.02	2020-2022
		LTI 2021-2023 (AGM resolution April 29, 2021) (c)	Assicurazioni Generali ordinary shares	7,256,451 shares potentially granted	29.04.2021		€ 16.78	2021-2023

(a) Maximum number of shares potentially granted at the end of the additional two years of deferral (in 2024) subject to compliance to the terms and conditions set out in the plan rules. Furthermore, as stated in the plan rules and as described in the 2019 Remuneration Report, beneficiaries could receive an additional number of shares based on the total amount of dividends distributed over the first three-year performance period and the additional two years of reference deferral (so-called dividend equivalent principle).

(b) Number of shares to be granted in April 2023 as per the resolution of the Board of Directors of Assicurazioni Generali at the end of the first three-year plan performance period and based on the level of achievement of the goals defined for the three-year period 2020-2022, including the number of additional shares determined on the basis of the total amount of dividends distributed over the three-year period (so-called dividend equivalent).

(c) Maximum number of shares potentially granted at the end of the first three-year performance period and the additional two years of deferral (2021-2025) subject to the achievement of the defined goals and compliance to the terms and conditions set out in the plan rules. Furthermore, as stated in the plan rules and as described in the 2021 Report on Remuneration Policy and Payments, beneficiaries could receive an additional number of shares based on the total amount of dividends distributed over the first three-year performance period and the additional two years of reference deferral (so-called dividend equivalent principle).

(d) Number of shares granted in July 2022 as per the resolution of the Board of Directors of Assicurazioni Generali at the end of the performance period and based on the level of achievement of the goals defined, including the number of additional shares determined on the basis of the total amount of dividends distributed over the period 2020-2022 (so-called dividend equivalent).

(e) Reference price (i.e. average price of the three months preceding the approval of the Plan by the Board of Directors) of the 550,000 shares already held by the Managing Director/ Group CEO at the beginning of the Plan (due to purchases and previous assignments) and which he undertook to maintain for the entire duration of the Plan.

(*) Overall period including the first three years of performance and any additional two years of deferral subject to verification of additional conditions.

(**) The data includes remuneration from subsidiaries and associates.

Table 1, Section 2 - New Allocation Instruments, based on the Decision:

- of the Board of Directors proposal for the Meeting
- of the competent body to implement the decisions of the Board

A	B	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Name and surname or category	Office	Date of meeting resolution	Type of financial instrument	Number of financial instruments	Assignment date	Instrument purchase price (if applicable)	Market price upon assignment	Vesting period (*)
Philippe DONNET	Managing Director/ Group CEO	LTI 2022-2024 (AGM resolution April 29, 2022) [(a)]	Assicurazioni Generali ordinary shares	658,870 shares potentially granted	29.04.2022		€ 18.10	2022-2026
Other Managers with Strategic Responsibilities (**)		LTI 2022-2024 (AGM resolution April 29, 2022) [(a)]	Assicurazioni Generali ordinary shares	1,043,213 shares potentially granted	29.04.2022		€ 18.10	2022-2026
Others Managers (**)		LTI 2022-2024 (AGM resolution April 29, 2022) [(a)]	Assicurazioni Generali ordinary shares	6,448,264 shares potentially granted	29.04.2022		€ 18.10	2022-2024

(a) Maximum number of shares potentially granted at the end of the first three-year performance period and the further two years of deferral subject to the achievement of the defined goals and compliance to the terms and conditions set out in the plan rules. Furthermore, as stated in the plan rules, a number of additional shares may be paid, determined on the basis of the total amount of dividends distributed over the first three-year performance period and the further two years of deferral (so-called dividend equivalent principle).
(*) Overall period including the first three years of performance and any additional two years of deferral subject to verification of additional conditions.
(**) The data includes remuneration from subsidiaries and associates.

GLOSSARY

% Digital Policies
% of policies that are fully digital, never get printed on paper, digitally signed by the clients, and electronically archived. If in any part of the policy life cycle printing is explicitly required by the local regulator, a policy can be counted if all the other steps of the process can be reckoned as fully digital.

% GDWP Insurance Solutions with ESG components on Total GDWP
% of Gross Direct Written Premiums of the insurance solutions with ESG component (previously known as sustainable insurance solutions) on Group total Gross Direct Written Premiums. Insurance solutions with ESG components is an internal classification of Assicurazioni Generali including P&C and L&H products encouraging virtuous behaviors towards people and planet dimensions.

% Multi-Holding Customers
% of customers with two or more needs covered by Generali. The needs might be covered by more than one policy/riders or by one policy covering two or more insurance needs.

% Upskilled Employees
% of upskilled employees, calculated as % of employees who have completed a number of relevant learning initiatives for the Group, belonging to two categories (Strategic training campaigns, New Skills).

% Women in Strategic Positions
% of women in Group Management Committee positions, Global Leadership Group positions and their first reporting line.

% Women Managers
% of women in managerial positions out of total managerial positions, defined as employees with at least one direct report and not included in strategic positions (Group Management Committee, Global Leadership Group and their first reporting line); salesforce and fixed-term contracts are not in scope.

Accessibility Gap to Variable Remuneration between Females and Males
Difference in percentage between males' and females' accessibility rate to variable remuneration across the entire organisation.

Adjusted Net Profit
It is the result of the period adjusted for the impact of gains and losses from acquisitions and disposals, according to IFRS4 principles.

Annual General Meeting
The Meeting of the Company's Shareholders.

Articles of Association
The Company's Articles of Association.

Board Committees
From May 12, 2022, Board Committees are Remuneration and Human Resources Committee; Risk and Control Committee; Related Party Transactions Committee; Nominations and Corporate Governance Committee; Investment Committee; Innovation, Social and Environmental Sustainability Committee.

Board or Board of Directors
Company Board of Directors.

Board of Statutory Auditors
Company Board of Statutory Auditors.

Business Unit
The Business Unit is part of the Group's organisational structure. Business Units promote entrepreneurship and local autonomies and provide international control through the geographical areas and global lines. The 5 Business Units are: Italy; France, Europ Assistance & Global Business Lines; Germany, Austria and Switzerland; International; Asset & Wealth Management.

Chair
The person who holds the office of Chairperson of the Board of Directors of the Company.

CO_2 Emissions Reduction Target for Group Operations
It refers to the percentage of reduction of the CO_2 equivalent emissions generated by Group operations measured comparing the year 2025 against the baseline 2019. This category of emissions includes those generated by our buildings, data centres, mobility, paper and they are calculated within the Group Environmental Management System (EMS). CO_2 equivalent emissions related to investment and insurance portfolio are not included.

Corporate Governance Code (CG Code)
The Corporate Governance Code approved in December 2019 by the Corporate Governance Committee, promoted by Borsa Italiana S.p.A., ABI, ANIA, Assogestioni, Assonime and Confindustria, and published on the www.borsaitaliana.it website on 31 January 2020, whose principles and recommendations the Company adopted in full as of 1 January 2021.

Company (also Assicurazioni Generali, Generali, and Company)
Assicurazioni Generali S.p.A.

CONSOB
"Commissione Nazionale per le Società e la Borsa", National Committee for Italian Companies and the Stock Exchange.

Consolidated Law on Finance (TUF - Testo Unico Finanza)
The Legislative Decree n. 58 of February 24, 1998, "Consolidated Law of the provisions on financial intermediation, pursuant to articles 8 and 21 of Law n. 52 of February 6, 1996", in the formulation in force at the date of this Report.

Cost to Income Ratio
The Cost to Income target is calculated as the ratio between Total General Expenses (OpEx, Non-OpEx & CTAS, including IFRS costs) and the sum of Total General Expenses, Operating

Result, and Non Operating Result, excluding some specific components strictly dependent from the financial markets (such as the Non Operating Investment Result).

Director (or Directors)
Members of the Company's Board of Directors.

Employees
All the Group direct people at the end of the period, including managers, employees, sales attendants on payroll and auxiliary staff.

Earnings per Share
It is equal to the ratio of the Group Net Profit and to the weighted average number of ordinary shares outstanding.

ESG
Acronym for Environmental, Social and Governance, which qualifies aspects related to the environment, social and corporate governance and refers to the three central criteria in the evaluation of sustainability.

Equal Pay Gap
Difference between males' and females' base salary for the same work or work of equal value, calculated applying a specific statistical model based on multiple regression. If the result is positive, the gap shows that the gender male is the most compensated; vice-versa, if the result is negative, the gap shows that the gender female is the most compensated.

Gender Pay Gap
Difference between males' and females' median base salary across the entire organisation regardless of the roles. It is calculated as a percentage of the difference between males' salary minus females' salary, divided by the males' salary. If the result is positive, the gap shows that the gender male is the most compensated; vice-versa, if the result is negative, the gap shows that the gender female is the most compensated.

Generali (also Company or Parent Company)
Assicurazioni Generali S.p.A.

Global Leadership Group (GLG)
The team of Company and Group Top Managers who cover the roles with the highest organisational weight and impact on results and on the process of declining, cascading, implementing and guiding the strategy and transformation of the business, such as the CEOs of greater subsidiaries, the main Branch Managers, strategic positions within countries, business lines, and Group Head Office positions with a global impact on the Group's results.

Green and Sustainable Bond Investments
Net new investment in green, social, sustainable and sustainability-linked bonds issued by sovereigns and corporates, whose selection is based on market standard labels plus internal screening, within Strategic Asset Allocation yield targets and risk parameters.

Group
The Company and the subsidiaries under Italian and foreign law subject to its control, pursuant to Article 93 of the Consolidated Law on Finance.

Group Management Committee (GMC)
The team of Company and Group Top Managers supporting the Managing Director/Group CEO, who meet to discuss essential decisions for the Group, verify key proposals to be submitted to the Board, whose adopted decisions and guidelines are conveyed within the Group.

Independent Director (or Directors)
The Company Directors complying with the independence criteria, as verified by the Board of Directors, pursuant to the CG Code.

Innovation, Social and Environmental Sustainability Committee
The Company's Innovation, Social and Environmental Sustainability Committee.

Investment Committee
The Company's Investment Committee.

Italian Civil Code /c.c.
The Italian Civil Code.

IVASS
The Italian Institute for Insurance Surveillance. Body that supervises the Italian insurance market, to guarantee its stability and adequate protection of insured consumers.

IVASS Regulation n. 38/2018
IVASS Regulation n. 38 of 3 July 2018 concerning corporate governance systems pursuant to ss. 29-bis, 30, 30-bis, 30-quater, 30-sexies, 30-septies, 215-bis, of legislative decree n. 209 of 7 September 2005 - Private insurance code.

Key Control Functions or Key Functions
The Internal Audit, Compliance, Risk Management, Actuarial and Anti Financial Crime functions.

Lock-up
It imposes the unavailability of the shares assigned with respect to some incentive plans (or a specific share) for a specific time horizon as defined by any individual plan.

LTI Plan
The share-based Long Term Incentive plan, part of the Company and Group Remuneration Policy, through which the beneficiaries are assigned a deferred variable remuneration conditional upon the attainment of pre-set goals set out in the Remuneration Report.

Manager in charge of Accounting Reporting
The Manager in charge of accounting reporting of the Company, pursuant to s. 154-bis of the Consolidated Law on Finance (TUF).

Managing Director/Group CEO
The main person in charge of the management of the Company and the Group, to whom specific powers have been delegated by the Board of Directors pursuant to s. 2381 Italian Civil Code.

Net Holding Cash Flow (NHCF)
Net cash flows available at the Parent Company level over a given

period, after holding expenses and interest costs. Its main components, considered from a cash point of view, are: remittances from subsidiaries; the result of centralised (re)insurance; interest on financial debt, expenses and taxes paid or reimbursed at the Parent Company level.

Nomination and Corporate Governance Committee
The Company's Nomination and Corporate Governance Committee.

Normalised Adjusted Net Profit
Group Adjusted Net Profit reported in the financial statements (according to IFRS17-9 principles starting from 2023), normalised by excluding any extraordinary items not predictable (due to, by way of example only: amortisation/goodwill depreciation, significant legal/regulatory/legislative changes, and significant impacts resulting from changes to tax treatment, gains/losses from M&A) and approved by the Board of Directors upon the recommendation of the Remuneration and Human Resources Committee.

Operating Result
The Operating Result corresponds to the profit for the period before tax, gross of interest expense related to financial debt, some net financial income and non-recurring costs and revenues. Starting from 2023 the Operating Result will follow IFRS17-9 principles.

Parent Company
Assicurazioni Generali S.p.A. as Holding Company.

Pay-Mix or Annualised Pay-Mix
It is the composition of the remuneration package in terms of percentage ratio of each component of the remuneration (fixed, annual variable cash and deferred variable in shares) versus the total target and maximum remuneration calculated ex ante, on an accrual and annual basis, including, with regard to the annual variable cash remuneration, the incentive potentially awardable within the STI plan launched in the reference year and, with regard to the deferred variable in shares remuneration, the entire incentive that could potentially be awarded under the three-year LTI plan launched in the reference year, in case of so-called rolling LTI plans, or a third of such incentive, in case of participation in a unique LTI plan for the entire three-year reference period.

Regulatory Solvency Ratio
Ratio between Eligible Own Funds and the related Group Solvency Capital requirement, both calculated according to the definitions of the Solvency II regime. Eligible own funds are determined net of proposed dividend. The indicator is to be considered preliminary as the Regulatory Solvency Ratio will be communicated to the Surveillance Body according to the deadlines set by the Solvency II regulations on official reporting.

Relative Total Shareholder Return (rTSR)
Total return on investment to the shareholder calculated as a change in the market price of the shares, including distributions or dividends reinvested in shares against a selected list of peers.

Relevant Personnel
The General Managers, Managers with Strategic Responsibilities, and higher-level personnel of the Key Control Functions and the other categories of personnel whose activities may have a significant impact on the Company's risk profile as provided by IVASS Regulation n. 38/2018, art. 2, paragraph 1, letter m.

Remuneration and Human Resources Committee
Company Remuneration and Human Resources Committee, set up in line with the CG Code (article 5).

Remuneration Policy (also Policy)
The provisions on the Company's remuneration policy included in Section I of this Report.

Report
This "Report on the Remuneration Policy and Payments" adopted by the Board of Directors on March 14, 2022, drafted in compliance with the provisions of art. 123-ter of the Consolidated Law on Finance (TUF), and with art. 41 of IVASS Regulation n. 38/2018.

Return on Risk Capital (RORC)
Return on Risk Capital (RORC) is a risk-adjusted performance indicator that is the ratio between business profitability and the risk generated. RORC is calculated as the ratio between the Group Normalised Adjusted Net Profit and average Solvency Capital Requirement (SCR).

Risk and Control Committee
Company Risk and Control Committee, set up in compliance with the CG Code (Article 6).

Shares
The shares issued by the Company.

Shareholders
The Company Shareholders.

Solvency II
The set of legislative and regulatory provisions introduced following the issue of Directive n° 2009/138/EC of the European Parliament and of the Council of 25 November 2009, on the taking-up and pursuit of insurance and reinsurance activities, published in the Official Journal of the European Union of 17 December 2009.

Stakeholders
Individuals or groups with rights or interests in a company and its operations, present and future.
The concept embraces a variety of categories with relations with the Company and the Group, subdivided into "internal stakeholders" (e.g., the employees, shareholders and managers) and "external stakeholders" (e.g., institutions, governments, suppliers, clients, industrialist associations, trade unions and other social groups active in the community in which the organisation operates).

Statutory Auditor/s
Either statutory or alternate auditor/s of the Board of Statutory Auditors of the Company.

Subsidiary (or Subsidiaries)
The company/companies controlled directly or indirectly by Assicurazioni Generali S.p.A., as defined by the applicable legislation. In this context, the term strategic subsidiary identifies the companies for the appointment of the Group top managers. For these purposes the following companies are classed as strategic: Generali Italia S.p.A., Generali Vie S.A., Generali Deutschland Holding A.G., Generali CEE B.V., Generali China Life Insurance Co. Ltd., Generali España, S.A. de Seguros y Re, Generali Insurance Asset Management SGR S.p.A., Banca Generali S.p.A., Generali Real Estate S.p.A., Generali (Schweiz) Holding AG and Generali Versicherung AG (Austria).

Surveillance Body (SB)
Company's Surveillance Body, pursuant to the Decree 231/01.

Sustainable Development Goal (SDG)
17 objectives contained in the 2030 Agenda for sustainable development, launched by the United Nations.

Total Remittance
Dividends and dividend-equivalent permanent or long-term transactions towards the Parent Company (capital reductions, permanent debt repayments, loans to the parent company which, in a look-through perspective, originate from retained earnings or equivalent) measured on a cash basis and approved by the Group Head Office and/or the relevant corporate bodies in accordance with the Group's internal regulations.

Website
The Company's institutional website www.generali.com.

We SHARE Plan
The "Share Plan for Generali Group employees", known as We SHARE.

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