



**Generali Real Estate SGR S.p.A.**

**ORGANIZATIONAL AND  
MANAGEMENT MODEL PURSUANT  
TO ITALIAN LEGISLATIVE DECREE  
231/01**

**GENERAL PART**

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# Definitions

<b>ABI Guidelines</b>	Guidelines for the construction of Organizational and Management Models pursuant to Italian Legislative Decree 231/2001 adopted by the Italian Banking Association and subsequent updates.
<b>Addressees</b>	Employees and Corporate Bodies of Generali Real Estate SGR S.p.A. – Asset Management Company.
<b>ASSOGESTIONI Guidelines</b>	Guidelines for constructing Organizational and Management Models pursuant to Legislative Decree 231/01, as adopted by ASSOGESTIONI, Associazione Italiana per il risparmio gestito and subsequent updates.
<b>Bank of Italy</b>	The Bank of Italy is the central bank of the Italian Republic and is part of the European System of Central Banks (ESCB) and of the Eurosystem.
<b>Bank of Italy Regulation</b>	Implementation regulation of Articles 4- <i>undecies</i> and 6, paragraph 1, letters b) and c- <i>bis</i> ), of the TUF which entered into force on 4 January 2020 as subsequently supplemented.
<b>Circular no. 285 of Bank of Italy</b>	Supervisory provisions for banks issued by the Bank of Italy with Circular no. 285 of 17 December 2013, and subsequent amendments and additions.
<b>Code of Conduct</b>	Document adopted by the Company that defines the fundamental rules of conduct to which the behavior of employees, members of the Management Body and third parties who interact with the Company must comply. The Code is supplemented by specific internal regulations that represent a set of minimum standards of conduct, in relation to specific areas (conflicts of interest, fight against corruption and extortion, work environment, diversity and inclusion, communication with certain external parties).
<b>Collaborators</b>	Independent contractors who work with the Company in various capacities (e.g. outside lawyers).
<b>Company</b>	Generali Real Estate SGR S.p.A. with registered offices in Trieste (TS), Via Machiavelli, 4.
<b>Confindustria Guidelines</b>	Guidelines for the construction of the Organizational and Management Models pursuant to Italian Legislative Decree 231/2001 issued by the Working Group on the administrative liability of the legal entities of Confindustria, and last updated in June 2021.
<b>CONSOB</b>	<i>Commissione Nazionale per le Società e la Borsa</i> (National Commission for Companies and the Stock Exchange).
<b>Consolidated Law on Health and Safety in the workplace</b>	Italian Legislative Decree no. 81 of 9 April 2008 concerning the implementation of Article 1 of Italian Law 123 of 3 August 2007 on health and safety in the workplaces, as subsequently amended and updated.
<b>Consultants</b>	Parties that act in the name and on the behalf of Generali Real Estate SGR S.p.A. – by virtue of a contractual relationship or mandate.
<b>Corporate bodies</b>	The Board of Directors and the Board of Statutory Auditors of Generali Real Estate SGR S.p.A. and their members.
<b>Corporate Governance</b>	Body of principles, institutions, and mechanisms whereby the company adopts the most important decisions that are necessary for its functioning.
<b>Data Protection Authority (DPA)</b>	The Italian Data Protection Authority is an independent administrative authority established by the so-called privacy law (Italian Law no.675 of 31 December 1996), then governed by the Italian Data Protection Code (Italian Legislative Decree no. 196

of 30 June 2003), as amended by Italian Legislative Decree no. 101 of 10 August 2018. The latter confirmed that the Italian Data Protection Authority is the supervisory authority also designated for the purpose of implementing the General Regulation on the protection of personal data (EU) 2016/679 (Article 51).

<b>Delegation</b>	Internal act of granting of functions, tasks and responsibilities. The “authorizing power”, understood as that power of approval, having an internal value and correlated to the exercise of a delegation, is closely related to the delegation.
<b>Employees</b>	Individuals with a subordinate employment relationship with Generali Real Estate SGR S.p.A., including executives.
<b>Entities</b>	Organizations with legal personality, companies and associations, including those without legal personality.
<b>Executives</b>	Individuals, who, by virtue of professional expertise and hierarchical and functional powers adequate to the nature of their jobs, implement the employer’s instructions, by organizing working activities and overseeing them.
<b>Facilitator</b>	The D. Lgs. n. 24 of 10 March 2023 defines the facilitator as "natural person who assists a reporting person in the reporting process, operating within the same working environment and whose assistance must be kept confidential.
<b>Financial Intelligence Unit (“F.I.U.”)</b>	<i>Unità di Informazione Finanziaria (U.I.F.)</i> National structure responsible for receiving from liable parties, asking to them, analyzing and submitting to the competent authorities, information on alleged money-laundering or terrorist financing cases.
<b>Generali Group or Group</b>	Assicurazioni Generali S.p.A. and the companies controlled by it pursuant to article 2359, paragraphs 1 and 2, of the Italian Civil Code.
<b>Group Head Office or GHO</b>	Assicurazioni Generali S.p.A. controlling the other companies of the Generali Group through the ownership of shareholdings.
<b>Independent Supervisory Authority</b>	Authority set up for the protection of personal data (Italian Data Protection Authority), Italian competition authority (Antitrust), authority set up for the supervision of public services, etc.
<b>Inside information</b>	Regulation (EU) no. 596/2014 defines inside information as “ <i>information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments</i> ”.
<b>Instrumental activities</b>	Activities/processes of the Company that are potentially instrumental to offenses under the Decree being committed.
<b>Legislative Decree 231/2001 or Decree</b>	Italian Legislative Decree no. 231 of 8 June 2001, “Rules governing the administrative liability of legal persons, companies and associations, even without legal personality” as subsequently amended.
<b>Legislative Decree 231/2007</b>	Legislative Decree no. 231 of 21 November 2007 concerning the prevention of the use of the financial system for anti-money laundering purposes of revenues deriving from illegal and terrorism activities, as amended by Italian Legislative Decree no. 125 of 4 October 2019.
<b>Model</b>	Organizational and Management Model pursuant to Italian Legislative Decree 231/01.
<b>Offenses</b>	Offenses (crimes and breaches) as specified in Articles 24 as amended by Italian Legislative Decree 231/01.
<b>OICR</b>	Collective Investment Undertaking of Savings

<b>Outsourcing contracts</b>	Agreement whereby one party (outsourcer or client) transfers to another party (outsourcer) some functions/activities needed to achieve the company purpose.
<b>Partner</b>	Contracting parties of Generali Real Estate SGR S.p.A., such as suppliers, distributors, either natural or legal persons, with whom the Company has any form of collaboration regulated by some contract (temporary association of companies, consortia, collaboration in general).
<b>Posting</b>	Mechanism whereby an employer, in its own interest, places one or more workers temporarily on top of another party for the execution of certain work assignments.
<b>Power of attorney</b>	Legal act with which the Company assigns to a subject specific powers of representation for individual acts or categories of acts relating to the activities for which it is responsible; this act legitimizes the addressee to act against third parties, including the Public Administration.
<b>Public Administration</b>	All State administrations, including institutions and schools of all levels and educational institutions, autonomous state companies and administrations, regions, provinces, municipalities, mountain communities and their consortiums and associations, universities, autonomous institutions, public housing institutions, chambers of commerce, industry, crafts and agriculture and their associations, all non-government bodies national, regional and local economies, administrations, companies and bodies of the national health service .
<b>Public Official</b>	A person who “exercises a public legislative, judicial or administrative function” (Article 357 of the Italian Criminal Code).
<b>Report (Whistleblowing)</b>	D. Lgs. n. 24 of 10 March 2023 defines the report as "written or oral communication of information on violations".
<b>Reporting person</b>	D. Lgs. n. 24 of 10 March 2023 defines the reporting person as "a natural person who makes the reporting or public disclosure of information on violations acquired within his working environment".
<b>Risk Assessment</b>	Method for identifying and analyzing risks.
<b>Risk Assessment Document (“V.D.R.”)</b>	Document ( <i>Documento di Valutazione dei Rischi - DVR</i> ) prepared by an employer containing a report of the risk assessment on health and safety in the workplace and the criteria for that assessment, the indication of the prevention and protection measures and the personal protection equipment resulting from that assessment, the program of the measures deemed advisable to ensure improvement of safety levels over time, the indication of the procedures for implementing the measures to be carried out, and the roles in the company organization assigned to that task, the name of the Head of the Prevention and Protection Services ( <i>Responsabile del Servizio Prevenzione e Protezione - RSPP</i> ) , of the Workers’ Safety Representative ( <i>Rappresentante dei lavoratori alla sicurezza – RSL</i> ) and the competent doctor who participated in the risk assessment, as well as a list of the work activities that expose workers to specific risks requiring a recognized professional skill, specific expertise, and adequate training.
<b>Sensitive activities</b>	Activities of the Company that entail a real or potential risk of offenses under the Decree being committed.
<b>Surveillance Body or SB</b>	Internal control body responsible for overseeing the functioning, the compliance with and the updating of the Model.
<b>Third parties</b>	Parties not belonging to Generali Real Estate SGR S.p.A., with which the company has business relationships.
<b>TUF</b>	Italian Legislative Decree no. 58 of 24 February 1998, “Consolidated Law on Financial Intermediation”, as subsequently amended and updated.

# GENERAL PART

## Foreword

### Legislative Decree 231/2001

On 8 June 2001, in compliance with the delegation contained in Italian Law no. 300 of 29 September 2000, the Italian Parliament issued Italian Legislative Decree no. 231 (hereinafter also “Decree”) containing “rules on the administrative liability of legal persons, companies and associations, even without legal personality”, by aligning the Italian laws on corporate liability to certain international conventions.

The entrance into force of the Decree introduced in the Italian legal system the “administrative liability” for legal persons resulting from the commission of specific offenses by:

- persons having representative, administrative or executive functions within one entity or one of its business unit having financial and functional autonomy, as well as by persons who *de facto* manage and control the entity (“individuals in senior positions” or “Senior Officials”);
- persons subject to the guidance or supervision of the individuals described above (so-called “persons subject to someone else’s supervision” or “Subordinates”).

In order to consider the entity liable, the Decree requires that:

- one of the “predicate offenses”, identified in the Decree, must be committed;
- the offense has been committed in the interest or for the benefit of the Entity.

A form of exemption from liability is still envisaged when the entity demonstrates that it adopted and effectively implemented “Organizational and Management Model”, namely a system of measures and control, suitable for preventing the commission of the “predicate offenses” identified by the Decree.

The criminal court has jurisdiction for administrative offenses committed by the Entity referred to in the Decree.

In principle, the jurisdiction of the Italian criminal court shall cover administrative offenses connected to “predicate offenses” which have been committed in whole or in part in Italy.

In particular, in accordance with the provisions of Article 6 of the Italian Criminal Code, “The offense shall be deemed to have been committed in the territory of the State, when the act or omission constituting the offense has been wholly or partially committed there, or when the event which is the consequence of the act or omission has occurred”.

These provisions are in fact aimed at extending the applicability of the Italian criminal law also to offenses that were not fully committed in the territory of the State, as it is sufficient to establish the jurisdiction of the Italian criminal court even if only a “fragment” of the crime (a part of the act or omission, or the event) has occurred in Italy.

Pursuant to Article 4 of the Decree, the Italian criminal court is also competent to decide - in certain cases - also in relation to administrative offenses connected to “predicate offenses” that have been committed entirely abroad, for instance by persons operating at branches of the Entity located abroad or by persons who in any event operate on behalf of the Company outside the territory of the State.

Pursuant to Article 4 of the Decree, the Entity may in fact also be held liable for offenses committed entirely abroad if the following conditions are met:

- the Entity’s registered office is located in Italy;
- the State of the place in which the “predicate offense” was committed does not take legal action against the Entity;
- the citizen or foreigner can be punished, according to Italian law, for crimes committed in a foreign territory, or when the cases and further conditions provided for by Articles 7, 8, 9 and 10 of the Italian Criminal Code are met;
- in cases where the offender is punished at the request of the Italian Ministry of Justice, such request is also made against the Entity.

# 1 The Organizational and Management Model of Generali Real Estate SGR S.p.A.

## 1.1 Company activities and organizational profiles

**Generali Real Estate Società di Gestione del Risparmio S.p.A.** (hereinafter also “Company”) is a Company of Generali Group active in the provision of the service of collective asset management and in particular of investment fund and asset management activities and responds to the need to expand the range of investment management companies in assets class named “alternatives”.

In this setting, the Company has focused its activities on the establishment and management of real estate FIA under Italian and French law, on the management, under delegation, of real estate FIA under Luxembourg and Irish law, as well as on the establishment and management, also under delegation, reserved closed-end FIA that invest in credits and debt instruments and in the promotion of third-party OICR reserved for professional investors.

The Company also plays the role of external manager of the SICAF real estate reserved multisection GRE SICAF S.p.A...

GRE SGR also carries on its activities through a branch, established in France and located in Paris, and free to provide services in Sweden, Spain, Portugal, the Netherlands, Luxembourg, Ireland, Germany, Finland, Denmark, Belgium, Austria, United Kingdom, Norway and Liechtenstein.

The Company has opted for a business model in which the services offered are part of an integrated management system that affects the overall structures of the Company (Italy and branch). The organizational structure of the Company does not foresee a clear differentiation between the activities carried out in Italy and those carried out in the foreign branch.

With regard to the internal regulatory arrangements adopted by the Company’s Board of Directors, it is specified that they are applied transversally both at the central level and in the branch (to which a dedicated regulatory set also applies).

## 1.2 The Governance Model

Given the special nature of its organizational structure and of its business activities, Generali Real Estate SGR S.p.A., adopted the so-called “traditional system”, basing its corporate governance system on few key principles such as the central role assigned to the Board of Directors, the proper management of conflicts of interest, transparency in the disclosure of company management decisions and the efficiency of its Internal Control System.

As per Company’s Articles of Association, the Company translated those principles into the activity performed by the following main Corporate Bodies:

- Shareholders’ Meeting;
- Board of Directors;
- Board of Statutory Auditors.

The **Shareholders’ Meeting** (hereinafter “Shareholders’ Meeting”), duly attended, is the corporate body whose resolutions constitute and express the shareholders’ intents, on areas within its competence.

The **Board of Directors** (hereinafter also the “Management Body”) has the broadest management powers to achieve the corporate purpose. It appoints a Chairman and may also appoint one or more Managing Directors. It determines the powers and remuneration of these corporate bodies. According to the Articles of Association, the Shareholders’ Meeting decides on the number of members of the Management Body which cannot be less than three and no more than fifteen.

The Board of Directors, for the purpose of carrying out its duties, is supported by the following **Committees**:

- **Risks Committee**: supports the assessments and decisions of the Board of Directors relating to the internal control and risk management system, as well as those relating to the approval of periodic financial reports and exercises advisory and instructive powers towards the Board of Statutory Auditors in matters of the statutory audit;

- **Appointments Committee**: exercises proposing and consultative functions;

- **Remuneration Committee**: it has advisory and proactive functions vis-à-vis the Board of Directors in matters of remuneration policies and practices and has the necessary competences and independence in order to make its own assessments;

- **Innovation and Sustainability Committee (Social and Environmental)**: it advises, proposes and instructs the Board of Directors on technological innovation and social and environmental sustainability.

The Board of Directors also:

- identifies the Company’s objectives, strategies, profile and risk levels by defining corporate policies and those of the Company’s risk management system and periodically verifies their correct implementation and consistency with the evolution of the Company’s business;
- approves the terms and conditions of the services process and periodically assesses their adequacy;

- verifies that the corporate control functions are set up and function in accordance with the principle of proportionality and with the strategic guidelines and that these functions are provided with qualitatively and quantitatively adequate resources;
- approves and periodically verifies, with a yearly frequency at least, the organizational structure and the distribution of tasks and responsibilities;
- verifies that the information flow is adequate, complete and timely;
- ensures that the retributive and incentivization structure will be in accordance to the monitoring system of risks and consistent with long-term strategies.

The Board of Directors is entrusted with the task of driving the establishment and the development of new funds and maintenance and management of the funds already owned in order to accomplish the established targets and objectives.

The **Board of Statutory Auditors** supervises compliance with the law, the Articles of Association and the principles of proper administration and the adequacy of the organizational, administrative and accounting structure and its actual functioning. It does not, however, perform the statutory audit, which is the responsibility of an auditing company, registered in the appropriate register.

The statutory audit function of the accounts is entrusted to an **Auditing Firm** included in the specific register and appointed by the Shareholders' Meeting.

It should also be emphasized that the principles of organization, management and control on which the governance structure is based are also an expression of the requirements and recommendations of the supervisory authorities to which the company is subject in its area of operations, including, but not limited to the Bank of Italy, CONSOB, Italian Data Protection Authority, the Italian Competition Authority, etc.

### 1.3 The Internal Control System

The Company must comply with a legislative and regulatory framework that defines the main principles of its governance system.

The Governance System, as well as the internal control and risk management system, must be effective and well-integrated in the organizational structure and in the decision-making processes.

The Board of Directors plays a primary role within the system, with the support of the Board of Statutory Auditors and any Committees that may be established. The system is based on the creation of "three levels of defense":

- the operating functions ("**Risk Managers**") that represent the first level of defense and have the final responsibility for the risks associated with their areas of responsibility.
- the supervisory functions such as the **Assets & Wealth Management Compliance, Risk Management & Valuation** and similar functions, such as the **Asset & Wealth Management Anti Financial Crime**, which represent the second-levels of defense;
- the **Asset & Wealth Management Internal Audit** function, which represents the third level of defense.

The minimum requirements for the establishment of the internal control system are represented by the internal control environment, by the internal control activity, by awareness and by monitoring and reporting.

The Internal Audit activity is outsourced to the relevant structure of Assicurazioni Generali S.p.A. while the Legal & Corporate Affairs, Communications, Compliance, DPO Services and Anti Financial Crime activities are outsourced to Generali Investments Holding S.p.A..

The Board of Directors is ultimately responsible for the Governance System, Internal Control and Risk Management System and relevant applicable regulations, Guidelines and Internal Control and Risk Management Policies.

The Board of Directors is ultimately responsible for ensuring compliance with the applicable laws, regulations and provisions, including those resulting in accordance with the Directives of the Supervisory Authorities.

To perform the tasks that the regulatory framework and the Group's Directives entrust to the Board regarding the internal control and risks management system, the Board is supported by the Risks Committee, the Appointments Committee and the Remuneration Committee, an advisory committee that is responsible for formulating opinions and proposals to the Board of Directors on the subject of the remuneration of relevant personnel and for supervising compliance with the correct application of the rules relating to the remuneration of the Heads of the Internal Control functions, in close collaboration with the Board of Statutory Auditors.

The CEO & GM is responsible for implementing, maintaining and monitoring the Governance System, with the Board of Directors' Directives.

The Senior Management, both individual and Group level, supports the CEO in the implementation of his/her mandate.

The CEO & GM, in managing the most significant risks, may request the support of specific Management Committees

Furthermore, for the purposes of this Model, the following qualifying aspects are particularly important:



- management control and financial flows control;
- accounting control system;
- IT systems;
- outsourcing contracts;
- control measures and general standards of behaviors in compliance with Legislative Decree 231/2001.

## 1.4 The Construction of the Model

In 2007, the Company adopted the Organizational and Management Model by resolution of the Board of Directors, pursuant to Article 6 of Italian Legislative Decree no. 231 of 8 June 2001, which was followed by various updates of the same.

With a view to continuous improvement and updating, the Company has over time updated the Organizational and Management Model as a whole, with reference to the inclusion of the new offenses introduced in the "catalogue" of Decree 231/2001 and the organizational changes that have occurred since its previous adoption.

In particular, during 2020, a further integration was carried out aimed at acknowledging the epidemiological risk in the context of the Special Part of the same, dedicated to crimes relating to Health and Safety in the Workplace (OSH).

Subsequently, in 2021, following the consolidation of the regulatory framework relating to the inclusion of tax offenses in the "catalog" of Legislative Decree 231/2001, the Model was integrated with a Section of the Special Part ("M") dedicated to tax offenses.

During 2022 the Model was the subject of an update, first in March 2022, focused in particular on the operations and control measures of the branch established by the Company, and subsequently, in October, through the incorporation of the regulatory changes that have taken place in relation to money laundering, market abuse, IT crimes, offenses relating to non-cash payment instruments and offenses against cultural heritage for which a specific Section of the Special Part ("N") was prepared.

Finally, in October 2023, the Model was updated to the provisions of D. Lgs. 24/2023 on "protection of persons who report violations of Union law and laying down provisions concerning the protection of persons who report violations of national laws" (Whistleblowing) as well as in relation to the inclusion of new crimes introduced in the "catalogue" of Decree 231/2001 by Law No. 137 of 9 October 2023 and in particular the crime of fraudulent transfer of values (art. 512 bis c.p.).

From a methodological point of view, reference was made to the Guidelines issued by the BANK OF ITALY, ASSOGESTIONI, ABI and those issued by CONFINDUSTRIA, to the best practices in the field of administrative liability of entities (corporate criminal liability) and to the main doctrinal guidelines and case law available. Account was also taken of the new types of offenses which were progressively introduced in Decree 231/2001.

The results of the Risk Self-Assessment activities carried out and the organizational changes that have occurred over time were also considered. The corporate and sectoral context in which the Company operates, the system of corporate governance in force and the internal documentation available were therefore examined: the Code of Conduct, the legislation defined within the "Internal Regulations" framework, the operating instructions and / or internal manuals.

The methodological approach adopted is based on simplicity and integration with the existing control system, aimed at making reading and understanding by addressees as much as possible, ensuring a high degree of customization with respect to the specific business of the Company.

In this context, steps were taken in relation to:

- the identification, in compliance with the Group Value Chain Asset Management of the company processes, of the sensitive activities in which it is possible to conceive that the predicate offenses indicated in the Decree may be committed. To this extent, interviews with the Heads of the Corporate Functions, the organizational charts internal, the system of division of responsibilities (so-called Roles & Mandates), as well as of the internal processes and procedures referable to such sensitive activities, were analyzed;
- the self-assessment of the risks of committing a crime (so-called Risk Self-Assessment) by the various risk owners;
- the identification and evaluation of the control measures necessary for the prevention of the offenses referred to in the Decree deemed applicable to the Company.

A Risk Self-Assessment matrix has been developed, aimed at updating the map of sensitive activities and/or instrumental activities with respect to each business process deemed critical in accordance with 231 Decree. This matrix is divided in different Sections, which can be summarized as follows:

- 1) sensitive/instrumental activities connected with the reference Group Value Chain processes;
- 2) indication of the functions which manage each sensitive/instrumental activities, and reference to any outsourcers;
- 3) indication of the categories of predicate offenses, including examples of possible offenses, and potential unlawful conduct for each sensitive activity;

- 4) indication of the assessment of the inherent risk divided into components of the likelihood occurrence and its potential impact;
- 5) indication of the main control measures to mitigate the inherent risk, the assessment of the internal control system and the assessment of the residual risk.

The Model is one of the Company internal regulations and, as such, it is binding on the Company.

The Addressees of the Model are required to comply with the rules contained herein, even when the sensitive activities, identified in the special part, are carried out and/or outsourced to other companies of Generali Group, by virtue of specific contractual causes inserted in the outsourcing contracts.

## 1.5 The Structure of the Model

The Organizational and Management Model pursuant to Legislative Decree 231/2001 (hereafter the "Model") is composed of a General Part and a Special Part divided in different Sections.

In compliance with the provisions of the Decree, there is also a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model itself (see Chapter 4).

It should be noted that, with regard to the foreign branch, some provisions contained in this Model, in particular as regards the aspects relating to the standards of conduct and the disciplinary system, are applicable where they do not conflict with the local laws and regulations which in any case supplement the provisions of the Model itself.

### General Part

The General Part, in addition to explaining the rationale and the principles of the Decree, the Governance Model and principles of the Internal Control System of the Company, outlines the building blocks of the Model, including the role of the Surveillance Body (hereinafter, also "SB"), which supervises the functioning of the Model, the compliance with it and its updating needs.

The Model of Generali Real Estate SGR S.p.A. has to be considered together with the following components of the Internal Control System which contribute to reinforce the control system pursuant to the Decree:

- Code of Conduct and relevant internal regulations (Chapter II, paragraph 1);
- Organizational system (Chapter II, paragraph 2);
- Power of attorney system (Chapter II, paragraph 5);
- Internal System of Rules (Chapter II paragraph 6)
- Management control and financial flows control (Chapter II, paragraph 7);
- Control measures in compliance with Legislative Decree 231/01 (Chapter II, paragraph 8);
- Communication of the Model and training (Chapter II, paragraph 9).

### Special Part

The Special Part is divided into various Sections each one representing a group of offenses considered relevant for the Company. The offenses as identified by the Decree and potentially applicable to the Company were identified through a Risk Self-Assessment activity, taking also into consideration the operating sector, the Company structure and its processes.

To this end, each Section of the Special Part includes:

- the analysis of each of the offenses of the Decree from a legislative perspective;
- the identification of the sensitive activities whereby the offenses could be committed, as well as some examples of the relevant modalities regarding their commission;
- the general standards of behavior to which the Model addressees should be guided;
- the specific control measures (so-called "preventive controls"), associated with the corporate functions involved in each of the sensitive activities and possible other control measures applicable to contribute to the prevention of the commission of the identified offenses;
- the internal regulations linked to the sensitive activities.

In detail, the Special Part Sections are the following:

- Section **A**, referring to offenses against the public administration (Articles 24 and 25 of the Decree) or corruption between private parties (Articles 24 and 25 of the Decree);
- Section **B**, referring to IT criminal offenses (Article 24-*bis* of the Decree) as well as offenses against cultural heritage (Article 25-*septiesdecies*);
- Section **C**, referring to organized criminal offenses (Article 24-*ter* of the Decree) and transnational crimes (Article 10 of the Decree, no. 146 of 16 March 2006);
- Section **D**, referring to crimes regarding counterfeiting: currency, bonds, revenue stamp and instruments or

- signs of recognition (Article 25-*bis* of the Decree);
- Section **E**, referring to corporate offenses (Article 25-*ter* of the Decree);
- Section **F**, referring to market abuses (Article 25-*sexies* of the Decree);
- Section **G**, referring to the crimes of manslaughter and serious or very serious injuries committed violating the laws on the protection of health and safety in the workplace (Article 25-*septies* of the Decree);
- Section **H**, referring to crimes such as: handling stolen goods, money laundering and its use as well as self-money laundering and use of goods or benefits deriving from illegal activities (Article 25-*octies* of the Decree) and crimes of terrorism or subversion of the democratic order (Article 25-*quater* of the Decree);
- Section **I**, referring to offenses related to copyright violations (Article 25-*novies* of the Decree);
- Section **J**, referring to inducement not to issue statements or to issue false statements to judicial authorities, (Article 25-*decies* of the Decree);
- Section **K**, referring to environmental crimes (Article 25-*undecies* of the Decree);
- Section **L**, referring to crimes of employing third-country citizens with irregular work permits (Article 25-*duodecies* of the Decree), as well as crimes against individuals, included the crimes described in Article 603-bis of the Italian Criminal Code: “unlawful intermediation and exploitation of labor” (Article 25-*quinquies* of the Decree);
- Section **M**, referring to tax offenses (Article 25-*quindiesdecies* of the Decree);
- Section **N**, concerning offenses against cultural heritage (Article 25-*septiesdecies* of the Decree).

In relation to the types of criminal offenses listed above, the general control measures are applied. These measures are those described in the General Part, as well as those described in the Special Part and referred to as general standard of behavior and preventive control measures.

As concerns crime of fraud in public supplies (Art. 24 of the Decree), crimes against industry and trade (Article 25-*bis.1* of the Decree), female genital mutilation practices (Article 25-*quater 1*), racism and crimes of xenophobia (Article 25-*terdecies*) and, crimes of fraud in sports competition (Article 25-*quaterdecies*), offenses of counterfeiting works of art (Art. 25-*quaterdecies*), smuggling offenses (Article 25-*sexiesdecies*) and offenses relating to the unlawful importation of cultural goods and the unlawful removal or exportation of cultural goods (Article 25-*septesdecies* of the Decree), offenses of devastation and looting of cultural goods and landscapes (Article 25-*duodevices*) and the offenses of disturbed freedom of the enchantments (art. 353 c.p.) and disturbed freedom of the procedure of choice of the contractor (art. 353 bis c.p.), it was considered that, in the light of the company core business, its socio-economic context and its usual legal and economic relationships with third parties, there are no reasons to believe the Company could face the risk of committing these crimes in its interest or benefit. In this regard, however, steps have been taken to guard against the risks related to the aforementioned offenses by including appropriate principles of conduct in the Code of Conduct, which in any case bind the addressees to respect essential values such as solidarity, human dignity, morality, fairness and legality.

## 1.6 Addressees of the Model

The addressees of the Model (hereinafter “Addressees”), meaning those who undertake to comply with its contents, are:

- those who perform – including *de facto* – functions of representation, management, administration, executive or control of the Company or its units, (including persons operating in the foreign branch);
- Company employees and contractors at any level and with any type of contractual relationship, even if abroad or in other companies of the Generali Group (including persons operating in the foreign branch);

The Addressees are required to fully comply with all the provisions of the Model (General and Special Part) and the Code of Conduct as well as fulfilling the obligations of fairness and diligence deriving from legal relationships with the Company.

In addition, the fundamental principles of the Model or some of its parts for the aspects falling within its competence, bind Third Parties through specific contract terms (e.g. service providers, business partners, consulting firms), even if they are not part of the company but because they work on its behalf or interest.

## 1.7 Adoption of the Model in the Generali Group

Within corporate groups, the principles of the autonomy and liability of each company remain valid.

Consequently, each company belonging to the Generali Group is required to adopt its own Model and establish its own Surveillance Body. However, within the Group, uniform methods are adopted for defining, implementing and enforcing the model for the purpose of harmonization unique can be adopted, if they respect the particular characteristics of the various lines of business of each company.

In line with this strategy, Assicurazioni Generali S.p.A. and the companies controlled from it either directly or indirectly – the Generali Group companies – subject to the Decree, adopted their own Organizational and Management Model in line with the requirements of such Decree.

Each Group company, through the support of the “231 Corporate Criminal Liability” Unit of Generali Italia S.p.A., ensures the adoption and periodic updating of the Organizational and Management Model.

## 2 Components of the Organizational and Management Model

### 2.2 Code of Conduct

The Code of Conduct defines the fundamental rules of conduct to which the behavior of employees, the company's Management Body and third parties acting on behalf of the company must comply.

In particular, the Code of Conduct regulates the relations between colleagues, with customers, competitors, suppliers and with other stakeholders: it defines rules to be followed for social fairness and responsibility in business management activities, the protection of the working environment and the promotion of diversity and inclusion, the protection of corporate assets, the monitoring of conflicts of interest, the fight against corruption, the relationship with customers, the management of relationships with competitors, the selection of suppliers, financial information, the prevention of money-laundering and the financing of terrorism, as better detailed in the specific internal rules.

The provisions of the Code of Conduct complete the Model and any violation thereof must be promptly reported in accordance with the requirements of the Model (see below) and may be sanctioned with the measures described in this General part.

All addressees of the Code of Conduct are responsible for being aware and complying with it and with other internal regulations pertaining to the activity carried out.

In addition, third parties, who act on behalf of the Company (consultants, suppliers, etc.), shall also comply with the standards contained in the Code of Conduct.

Although the Model and the Code of Conduct have different functions, they are drafted according to common principles and rules, in order to create a set of consistent and effective internal rules.

### 2.3 Organizational System

The organizational system of Generali Real Estate SGR S.p.A. is characterized by a precise definitions of competences and tasks of each business area, hierarchical relationships and related liabilities.

The documentation that the Company uses to represent its organizational system and to govern its operating mechanisms, also in connection with 'sensitive' activities in accordance with the Organizational and Management Model, includes the following:

- organizational charts;
- documents describing key roles and responsibilities (Roles & Mandates, Internal Memoranda and other documents);
- outsourcing contracts with third parties, including intra-group, through which the company outsources external structures, entire or parts of its processes.

For a complete and organic overview of the Company's organizational system, please refer to the information published on the intranet of the Company.

### 2.4 System of remuneration and incentives

An important component of the Company's organizational system is the remuneration and incentive system for all the Company's employees and for those who, though not employed by it, work under a mandate from or in the interest of the Company.

The Company's system of remuneration and incentives is designed, first of all, to remunerate the role held, taking into account the responsibilities assigned and the skills and capabilities demonstrated. Secondly, the system is aimed at rewarding the results obtained consistently to the behaviors shown in order to achieve them, which must constantly comply with the applicable laws, regulations, Code of Conduct, Model and existing procedures, as well as towards an accurate risk assessment and a re-setting of the related actions based on a longer time period, in order to achieve results in the short and in the medium-long term.

In other words, the Company has adopted a system which provides for reasonable goals, enhancing the qualitative and behavioral elements of employees' performances and aimed at rewarding not only quantitative results but also the ability to express organizational skills through behaviors based on the values expressed in the Code of Conduct.

These principles are also addressed, to the extent applicable, to individuals acting on behalf or in the interest of the Company.

## 2.5 Outsourced processes

The Provision of the Bank of Italy of 5 December 2019 (hereinafter the “Bank of Italy Regulation”) containing rules for the implementation of Articles 4-*undecies* and 6, paragraph 1, letters b) and *c-bis*), of Italian Legislative Decree no. no. 58 of 24 February 1998, (“TUF”), governs the outsourcing of “essential or important” operational functions / activities and the obligations to be implemented in such cases.

More generally, the reference legislation applicable to GRE SGR, which also includes the aforementioned Regulation, specifies that in any case outsourcing does not exempt the governing bodies and Senior Management of the Company from their respective responsibilities. These responsibilities must be exercised through adequate controls.

In this context, the Company’s Management Body, with a specific resolution, approved the Outsourcing Policy, which in accordance with the Outsourcing Group Policy and the applicable reference legislation, has the purpose of establishing mandatory minimum standards for outsourcing, assigning main outsourcing responsibilities within GRE SGR, ensuring that adequate governance controls and structures are established within any outsourcing initiative as well as defining a system of reference rules aimed at guaranteeing transparency in the selection, control and mitigation processes of the risks associated with the activity carried out by the outsourcers used by GRE SGR. The Outsourcing Policy also sets out the outsourcing requirements envisaged in the context of outsourcing to cloud service providers, whether it is provided directly or is part of the sub-outsourcing chain.

Furthermore, the Outsourcing Policy introduces a risk-based approach, adopting a principle of proportionality to apply the requirements according to the risk profile, the materiality of each outsourcing contract and the extent to which GRE SGR controls the service providers.

The Outsourcing Policy is applied to the outsourcing agreements which regulate relations with both third-party companies and with companies belonging to Generali Group which provide services to Generali’s subsidiaries.

For each outsourcing contract, the appointment of one or more company contacts (hereinafter referred to as “Outsourcing Business Referent” or “OBR”) is envisaged, responsible for the overall execution of the outsourcing life cycle, from risk assessment to final management of the contract and subsequent monitoring activities, with the support of the Company’s Structuring Finance & Outsourcing Control Function, responsible for providing overall supervision of outsourced activities/functions.

More specifically, the Company’s Outsourcing Policy describes the following:

- the definition of outsourcing and the criteria for identifying the activities to be outsourced, including cases of exclusion from outsourcing;
- the key Functions: Assets Wealth Management Internal Audit Function, the Assets Wealth Management Compliance Function and the Risk Management & Valuation Function;
- the criteria for qualifying the activities as “essential or important” and “critical or important”, in compliance with the provisions of the Outsourcing Group Policy and the relevant legislation;
- the definition of cloud services and cloud outsourcing;
- the general principles to be applied in the event of outsourcing;
- all stages of the outsourcing life cycle, identifying the roles, tasks and responsibilities of the individuals and organizational structures involved.

The OBR involves all relevant structures and ensures adequate formalization of all phases of the outsourcing life cycle, as deemed necessary. All stages of the outsourcing lifecycle must be applied for each new outsourcing initiative.

In case of renewal of outsourcing contracts (or with tacit renewal clauses), it is not necessary to re-execute all phases of the outsourcing lifecycle, but it is necessary to check if there have been significant changes in the circumstances that could potentially deteriorate the conditions required to perform the outsourcing contract (e.g. changes in risk profile, changes in the structure of the service provider, skills or capabilities, etc.).

With specific regard to the activities managed through outsourcing contract, the parties undertake with respect to each other to:

- strictly comply with their own Models adopted pursuant the Decree;
- refrain, in the performance of the activities covered by the contractual relations, from the behaviors and conducts that individually or jointly could lead to an offense provided for by the Decree;
- reciprocally communicate any infringements, which may occur or may be relevant to the contract and/or its performance.

## 2.6 System of powers

The Internal Control and Risk Management System of the Company is also based on a formalized structure of powers that is an integral and substantial part of this Model and, as such, is appropriately notified within the Company.

Powers are strictly connected and consistent with the organizational and management responsibilities assigned and defined by specific value limits.

Indeed, the power of attorney consists of a unilateral legal act by which the Company assigns specific powers of representation; this act legitimizes the addressee to act with respect to third parties.

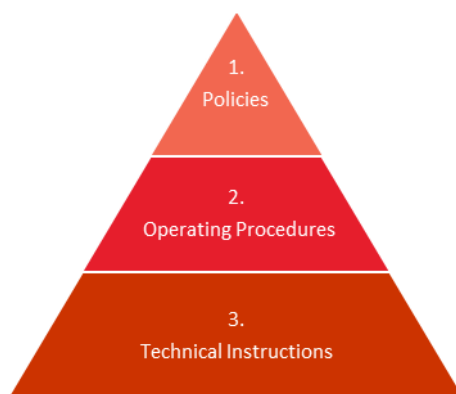
The CEO & GM of the Company is vested with specific powers and functional authority for the performance of the powers entrusted to him/her directly by the Board of Directors. Within the limits of the delegated powers, it is envisaged that the CEO & General Manager may sub-delegate to employees or even third parties one or more of the powers and responsibilities entrusted to him/her, subject to predetermined limits. Individual managers may in turn delegate to their subordinates (managers and officers).

For some regulatory areas such as: Health and Safety in the Workplace, Privacy and Anti-Money Laundering, ad hoc delegations/power of attorney are provided for people in charge of their control.

## 2.7 Internal Regulations System

The Company issued, through the issuance of the regulation “*Definizione e Aggiornamento della Normativa interna*”, the “Internal Regulations” framework which defines the hierarchy and the main characteristics of internal regulations, as well as to identifying the roles and responsibilities of those involved in their life cycle (drafting, updating, validation, approval, communication, implementation and monitoring).

This Policy applies to Generali Real Estate SGR S.p.A and is read in accordance with the framework of the Generali Group’s internal regulatory system, at the same time defining the hierarchy and the main features of the internal regulations that are substantiated in:



GRE SGR Policies - subject to the approval of the Company’s Board of Directors - describe the principles and rules that must be followed and report minimal operational details.

GRE SGR Operating Procedures, subject to the approval of the Company’s Board of Directors, describe in detail: (i) roles, duties and responsibilities of the individual functions involved in the process; (ii) the stages of the process and their chronological succession; (iii) the control systems; (iv) the information flows between the corporate functions involved and the corporate bodies.

GRE SGR Technical Instructions, subject to the approval of the Head of the Owner Function, govern in detail the operating processes and / or specific activities already described in a specific Policy / Procedure of GRE SGR.

For a complete and organic representation of the Company’s internal regulatory system, it is possible to refer to the information published on the intranet of the Company.

## 2.8 Control of management and financial flows

Financial flows are managed in compliance with the principles of traceability of transactions and of consistency with the assigned powers and responsibilities.

The management control system of the Company includes mechanisms for checking the management of resources that must ensure the verifiability and traceability of expenses with the following objectives:

- clearly, systematically and recognizably indicate the resources - financial and non-financial -available to the single functions and organizational units and the scope within which those resources may be employed by scheduling and drawing up the budget;
- detect any deviations from the planning content, analyze their causes and report the results of the assessments to

- the appropriate hierarchical levels for the required adjustments, by preparing the final balance statements;
- promptly detect, through monitoring activities, any process anomalies in order to conduct the necessary analyses and take any corrective actions.

In order to achieve these goals, the duly formalized planning process ensures:

- the participation of a number of authorized individuals in the determination of the available resources and areas of expenditure, with the objective of ensuring the constant presence of cross checks and audits for a given process/activity, as well as adequate segregation of the functions and constant monitoring of any deviations;
- the adoption of appropriate and homogeneous procedures for the economic enhancement of initiatives in order to be able to compare the economic values of various corporate organizational units;
- the adoption of plans to identify the best corrective strategies.

The activities connected with management control ensure constant verification of the consistency of revenues with actual expenses and of the commitments undertaken in the planning phase.

If the analyses and/or the requests for authorization show deviations from the budget or abnormal, unjustified expenses, the organizational unit responsible for management controls is required to inform the senior management and – if considered significant under the Decree – the Surveillance Body.

The Generali Group has put in practice an internal control system for economic and financial statement that provides for regular follow-up activities to verify the reliability and the real efficacy of the checks as defined by Italian Law 262/2005. This law aims at guaranteeing the completeness, accuracy and transparency of the information intended for the financial market.

Under the above mentioned legislation with regard to savings protection and financial market regulation, Generali Group has appointed Manager in charge of preparing the company's financial account..

The Manager in charge, by accomplishing his/her duties, contributes to the effectiveness of the overall internal control over financial reporting with the aim of reducing the financial reporting risks.

The Generali Group also established the role of Local Financial Reporting Officer (FRO), in the Group Companies which are considered significant.

Focusing on Generali Real Estate SGR S.p.A., the Local FRO is accountable for the deployment within Generali Real Estate SGR S.p.A. of the Group internal regulations on the matter.

The Local Financial Reporting Officer - who in the Company is the CFO - is appointed, subject to an agreement with the Manager in Charge for Financial Reporting, by the CEO of Generali Real Estate SGR S.p.A. and has the task of implementing the "Integrated Data Quality System Group Policy" and the consequent operating procedures in coordination with what is defined by the Manager in charge and in compliance with internal regulations.

The Company Top Management, based on the Parent Company directives, must sign a certification letter (so-called "Confirmation Letter") with the aim of ensuring the following minimum requirements:

- the Company statement of the economic and financial situation and its asset position, disclosed by Assicurazioni Generali S.p.A. at the end of every financial year, must be exhaustive, promptly, accurate, truthful and conforms with the Group accounting principles and methodologies;
- the statement must comply to its legislation and the Group audit manual issued by Assicurazioni Generali S.p.A.;
- the accounting and administrative procedures as the internal control must be adequate, regarding the financial statement related to the Manager in charge of the activities and the organizational, administrative and accounting structure.

Additional information, related with the financial resources and budget management, is available in the specific Sections of the Special Part.

## 2.9 Control measures as per Legislative Decree 231/01

The Company's objective is to implement an effective system of preventive controls that can only be circumvented intentionally, also to exempt itself from any administrative liability.

That said, this Section illustrates the criteria for selecting the control measures that can prevent the risk of crimes indicated in the Decree. There are **three levels** of measures:

- General control measures** that, irrespective of the degree of significance of the individual types of crime or the degree of risk underlying each area "at risk", form the basis of the choices to be made while designing the internal control system:
  - Segregation of activities:** there must be segregation of activities between those who execute, those who

- control, and those who authorize the transactions<sup>1</sup>;
- **Existence of formalized norms and rules:** there must exist company directives that can provide at least general reference principles for regulating activities, responsibilities and controls;
- **Existence of delegations and powers of attorney:** there must exist formalized rules for exercising delegations and powers of attorney, as provided for by paragraph 5 of this Chapter;
- **Traceability:** the individuals, functions/organizational units concerned and/or the reporting systems used must ensure the identification and reconstruction of sources, informative elements, and controls that support the formulation and implementation of Company decisions and the procedures for managing financial resources;
- **Filing/storing of the documents:** the documents regarding the Company activities must be always stored and kept by its responsible facilities to prevent subsequent amendments not specifically highlighted and to allow the access only to competent authorities according to internal norms and supervisory bodies.
- **Confidentiality:** the access to already stored documents, mentioned in the previous point, is permitted to the person in charge of the function and to its power of attorney. It is permitted to the supervisory body in charge too, such body could be the audit board, the audit firm, members of the Surveillance Body, etc.
- **General standards of behavior**, that contain special provisions governing the way decisions are taken and implemented within each of the categories of criminal offenses considered significant;
- **Specific control measures**, aimed at preventing crimes from being committed in each of the “sensitive activities” for each of the areas “at risk” mapped and indicated in the Special Part of this Model.

A final level of control is represented by the internal regulations prepared and issued for the purposes of 231 and included in the internal regulatory system.

Furthermore, in addition to these regulations, all of the Policies, Operating Procedures and Operating Circulars issued pursuant to the “Internal Regulations” framework” and expressly referred to within the Model are an integral part of the Model itself.

The infringement of the instructions, included in the regulations as referred by the Model, may be sanctioned pursuant to the provisions set out in Chapter 4 (Disciplinary System) below.

## 2.10 Communication of the Model and training

In order to effectively implement its Model, Generali Real Estate SGR S.p.A. ensures proper dissemination of its content and principles within and outside its organization.

In particular, the Company’s goal is to extend the dissemination of the contents and principles of the Model not only to its employees but also to individuals who, although not having the formal qualification of employee, work, even occasionally, to achieve the objectives of the Company by virtue of contracts and over whom the Company can exercise its guidance and supervision.

The Model is formally provided:

- to the Directors and Statutory Auditors by making it available to them also during the meetings held to approve the Model itself;
- to the Company’s personnel through its publication on the corporate Intranet;
- to third parties, following a case-by-case modality according to the type of counterparty.

In particular, it is the duty of the Surveillance Body to promote the dissemination of the Model and monitor all the information activities of the Addressees, including through the promotion of specific initiatives and specific information plans aimed at encouraging adequate knowledge and awareness of the Model and procedures connected to it.

In addition to activities related to the information of the Addressees, the Surveillance Body has the task of defining and promoting the periodic and constant training of personnel, monitoring the implementation of the proposed initiatives. The same has the right to request periodic checks on the level of knowledge of Employees in relation to the Model.

The principles of the Model, in particular those of the Code of Conduct, should be illustrated to the corporate personnel through specific training activities, where participation is mandatory and whose structure is planned by the Surveillance Body through the preparation of specific plans, which are implemented by the Company.

Furthermore, in order to facilitate the understanding of the Model, the Company organizes various training paths based on the analysis of skills and training needs, also dedicated to specific categories of recipients: to employees in general, to employees who work in specific sensitive activities, to the Surveillance Body, to the directors, etc. The training activities can be provided through e-learning courses and / or courses to be held in the classroom/webinar. To complete the training activities, it will be necessary to complete questionnaires to verify their understanding. Classroom/webinar training is provided by experts in the subjects covered by the Decree.

Training for the implementation of the Model is mandatory for all addressees as identified in Chapter 1, para. 5 Addressees

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<sup>1</sup> The following qualification is attributed to the principle: segregation exists in the presence of codified, complex and structured systems where the individual phases are coherently identified and regulated in the management, thereby limiting discretionary application, as well as traced in the decisions taken.



of the Model.

## 3 Surveillance Body

### 3.1 The Surveillance Body of Generali Real Estate SGR S.p.A.

#### Appointment and Composition

Legislative Decree 231/01 provides for the establishment of a Surveillance Body within the Entity (hereinafter also the "SB"), vested with autonomous investigation and control powers, which is specifically assigned the task of supervising the functioning of and compliance with the Organizational and Management Model and ensuring that it is updated.

In compliance with the provisions of Article 6, para. 1 b) of the Decree and of the sector-specific guidelines (e.g. ASSOGESTIONI, ABI, CONFINDUSTRIA), the Company identifies the Surveillance Body as a joint body appointed by virtue of Board of Directors resolutions, and composed of the following 3 (three) members, precisely:

- the Head or one internal member of Assets & Wealth Management Internal Audit Function;
- the Head or one internal member of Assets & Wealth Management Compliance Function;
- one external member with suitable competence and proven experience in matters pertaining to the tasks assigned to the SB, who shall be appointed as Chairman of the SB.

The above composition is also deemed suitable by the Company because it satisfies the following requirements:

- autonomy and independence, because:
  - the members of the SB are not directly or indirectly involved in the taking and implementation of the Company's decisions;
  - the activities performed by the SB are not subject to any form of interference involved in the management activities;
  - the external member is chosen from among authoritative professionals of proven experience, with no operational duties and interests that might conflict with their office, by influencing their independence of opinion and evaluation;
- professionalism, because:
  - the internal representatives of the Company were selected for their specific expertise regarding the internal control system and compliance, as well as for their familiarity with the Company's organization and operations;
  - the external member was selected because of his/her specific professional skills in the fields of law, economics and finance;
- continuity of action, ensured by the inclusion within the SB of internal members of the Company's organization which, operating on a permanent basis at the same and by meeting together in accordance with the Regulation, is able to ensure due continuity in supervisory activities.

Moreover, the same modalities and timeframes for the performance of duties set out in the aforementioned Regulation are based on the requirement of continuity of action.

In order to guarantee absolute independence and autonomy in the performance of its duties, the SB is also provided with adequate financial resources necessary for the proper performance of its activities and is vested with its own internal rules of procedure (hereinafter also the "Regulation") aimed at regulating the aspects and modalities of the performance of the tasks assigned to it.

It is also provided that the opinions expressed in good faith by the members of the Surveillance Body in the performance of its duties are indisputable and that its members may in no way be subjected either to negative consequences of any kind or to disciplinary sanctions in relation thereto.

In the performance of its duties, the Surveillance Board decides by majority vote, subject to the provisions of its rules of procedure, and is validly constituted in accordance with its rules of procedure.

The SB is appointed by the Company Board of Directors, which preliminary evaluates and attests:

- the requisites of independence, autonomy and continuity of action, which must characterize the work for the Body;
- the existence of subjective eligibility requirements for each member.

All the members of the SB, whether internal or external to the Company, receive notification concerning the resolution for the appointment and the determination of their remuneration.

The SB acts autonomously and independently with respect to the Board of Directors and to the others Surveillance Body of the Group Companies (including Parent Company and/or principal company for outsourcing services). It promotes cooperation forms and takes part to the meetings, always respecting the limits listed in the following paragraphs. It must also maintain an equal relationship to exclude any interference form with their respective activities and competences.

## Subjective eligibility requirements of the members of the Surveillance Body:

The reasons for the ineligibility and/or incompatibility of SB members are as follows:

- being or becoming a member of the Board of Directors;
- being owner, whether or not directly, of company shares that will allow their owner to exercise a high control or influence, resulting in a threat to independence;
- working or having worked over the last three years for the statutory auditing firm of the Company or of another company of the Group taking part, as a statutory auditor or with management and supervisory functions, in the audit of the financial statements of the Company or of other Group companies;
- existence of relations of consanguinity, marriage or kinship within the fourth degree with members of the Board of Directors or the Board of Statutory Auditors of the Company, as well as with the same members of the parent companies and/or subsidiaries;
- engaging in direct or indirect economic relations, excluding permanent employment, economic and/or contractual relationships, with or without remuneration, with the Company, its subsidiaries and/or with their respective directors of such significance as may undermine their independence;
- having of conflicts of interest, even potential ones, with the Company, after stating them specifically upon his/her appointment;
- having performed, at least in the three years preceding the appointment, administrative, management or control functions in companies under bankruptcy, administrative compulsory liquidation or equivalent procedures or in companies operating in the credit, financial, securities or insurance sectors under extraordinary administration;
- having been indicted for one of the underlying crimes mentioned in the Decree or, however, of the same nature;
- having been sentenced, including with a non-irrevocable sentence, for crimes other than those set forth in the Decree, except for rehabilitation purposes or in the event of extinguishment of the offense;
- being legally incapacitated, under care, bankrupt or sentenced to a punishment equivalent to disqualification, even temporary, from holding public offices or incapacity to hold managerial offices;
- hold offices in management, surveillance, control and executive bodies of rival companies or groups;
- being temporarily banned or suspended from legal persons or entities executive offices;
- having an unelectable or rescinding condition as per Article 2382 of the Italian Civil Code;
- having been subject to preventive measures as per the Italian Law no.1423 of 27 December 1956 or Italian Law no.575 of 31 May 1965 and their subsequent amendments and supplements, with the exception of rehabilitation;
- having been convicted or plea bargaining even if without a final judgement or with the sentence conditionally suspended. The exceptions, due to the rehabilitation or resolution of the offense, are listed below:
  - for one of the crimes expected by Italian Royal Decree no.267 of 16 March 1942 (insolvency law);
  - for one of the crimes listed on the Title XI of the Italian Civil Code (companies and consortia);
  - for one of the crimes against: the public authority, the heritage, the public economy or for tax offenses (Tax Act);
  - for one of the crimes envisaged by the norms applicable to the following sectors: bank, finance, insurance and securities market and payment tools;
  - for any other voluntary crime for a time period shorter than a year.

If while holding the role, a cause for revocation occurs to a member of the SB, he/she must immediately inform the other SB members and the Board of Directors.

## Term of office and causes for termination

The term in office for members of the Surveillance Body is three years and is renewable, with a limit, only applicable to the external professionals of three mandates.

Once the term of office has expired and pending the appointment of new members of the Surveillance Body, the outgoing members must fulfill their mandate for a further three months, after which the Board of Directors shall appoint the new Surveillance Body without delay.

Regarding to the causes of termination from office, there are differences between those regarding the entire SB and those regarding its individual members.

In particular, the entire SB may be removed from office for one of the following causes:

- expired term of office;
- withdrawal of all members, as notified with a written communication sent to the Board of Directors;
- revocation of the SB by the Board of Directors for just cause.

In order to ensure the absolute independence of the SB, the revocation can be done if the Management Body find:

- a serious negligence in the performance of duties, including violation of the obligation of confidentiality obligations;

- the possible involvement of the Company in a criminal or civil legal action, related to an omitted or inadequate supervisory activity, even if unintentionally committed;
- the Board of Directors order the resolution for just cause of SB, after consulting the Board of Statutory Auditors.

In the event of any expired term, revocation or withdrawal, the Board of Directors must appoint a new SB without delay.

On the other hand, single members may be removed from office and his/her replacement may only occur for reasons of just cause and may take place:

- due to their termination from office or from the positions held within the Company (for the internal member);
- following their withdrawal, as notified by a written communication sent to the Board of Directors;
- in the case of the occurrence of forfeiture and/or incompatibility causes, specified in the above paragraph "Subjective eligibility requirements of the members of the Surveillance Body";
- following their revocation for just cause by the Board of Directors.

The revocation of the SB or of one of its members for just cause, may have one of the following causes:

- serving as director in a Group company;
- becoming a non-independent director of the Company's Board of Directors;
- holding, either directly or indirectly, of company's shares through which the control or a considerable influence is wielded or which undermine his/her independence;
- unjustified absence from two consecutive SB meetings within the corporate year;
- in relation to the external member, the duty of functions and operational responsibilities, present internally in the Company that does not match with the autonomy, independence and continuity of action requisites of the SB.

Again, the revocation is ordered through a Board of Directors' resolution, after consulting with the Board of Statutory Auditors.

In the event of resignation, revocation, lapse of office or incompatibility of one of the Heads of the Internal Audit and Compliance functions, without the simultaneous cessation from holding the role or office, the Board of Directors shall again decide on the composition of the Surveillance Body in order to allow for a new member to be appointed.

In case of a member of the Surveillance Body ceases to hold office, he/she shall remain in office until he/she is replaced, to which the Board of Directors proceeds without delay.

The new nominated member expires together with the other members of the SB.

## **The resources of the Surveillance Body**

Every year the Board of Directors, upon the Surveillance Body's proposal, resolves on the assignment of the economic and financial resources considered necessary to perform its assigned duties (budget).

The SB may ask the Chairman of the Board of Directors, through a written reasoned statement, to allocate additional resources, should the need arise in the course of its activities.

The Surveillance Body, while performing its assigned supervisory duties, mainly collaborates with Asset & Wealth Management Internal Audit and Assets & Wealth Management Compliance functions, by availing itself of their expertise and professionalism. By doing so, the SB guarantees a high level of professionalism and continuity of action.

The SB also makes use of "231 Corporate Criminal Liability" Unit of Generali Italia for the updating of the Model, for supervising its implementation, as well as for the technical activities. This Unit facilitates coordination between the various corporate functions and the Surveillance Body, also in relation to the monitoring of periodic flows.

The SB may also seek the collaboration of other organizational units of the Company or of the Group for supervisory activities requiring specific professional expertise.

While performing the activities required by the SB, all the human resources involved, although continuing to report to their hierarchical superiors, will report functionally to the SB and will respond to it for their activities assigned to them.

In addition to the resources specified above, the SB, under its direct oversight and responsibility, may use the services of external consultants and professionals, whose remuneration will be paid using the financial resources allocated in the budget.

## **The internal Regulation of the Surveillance Body**

The SB has its own internal regulation that governs the main aspects and procedures for performing its duties. More specifically, this internal regulation governs the following aspects:

- the functioning and internal organization of the SB;
- the supervisory activities of the SB;
- the management of reports and violations;
- the allocation of financial resources to the SB.

As regards specifically the scheduling of meetings, the Regulation provides that the SB should meet indicatively at least every three months, and, however, whenever it is deemed appropriate by the SB's Chairman and/or whenever the actual needs of its activities require for it to do so.

### 3.2 Duties and Powers of the Surveillance Body

In the pursuit of the objectives set forth in the Decree, the following tasks have been assigned to the Surveillance Body:

- overseeing the functioning of and compliance with the Model by all the Addressees (including Branch personnel);
- checking whether the Model is actually suitable for preventing the criminal offenses specified in the Decree with reference to the activities performed by the Company (including the Branches);
- confirming that the solidity and functionality required of the Model persist over time;
- promoting constant updates of the Model and of the system overseeing its implementation, in collaboration with the organizational units involved, suggesting to the Board of Directors any necessary corrections and adjustments;
- constantly be in touch with the statutory auditing firm;
- maintain relations with and ensures information flows to the Board of Directors, the Committees, and the Board of Statutory Auditors;
- provide information to the Board of Directors and to the Board of Statutory Auditors on issues of common concern, even in a formal hearing, if so required;
- ensure that the individuals concerned duly perform all the reporting activities prescribed in the Model;
- oversee the constant updating of the system for the identification, mapping and classification of the areas "at risk" for the purposes of the SB's supervisory activities;
- develop a supervisory program which is consistent with the principles contained in the Model in the various sectors areas of activity;
- ensure the implementation of the supervisory program, also by scheduling the activities and by conducting unplanned, non-programmable interventions;
- ensure the preparation of reports on the results of the interventions undertaken
- where considered appropriate and with reference to Generali Group companies wholly or partially outsourced processes, encourage the examination of the whole sensitive process:
  - communicating in advance to the outsourcer's SB the examination activities to be carried out to reach a common planning for the surveillance activities;
  - acknowledging the results of the verification activities conducted by the outsourcer's Surveillance Body;
- as required by Chapter 2, it must be defined and undertook initiatives aimed at promoting the dissemination and understanding of the Model, as well as training all of the personnel (including the Branches' personnel) and raising their awareness about the compliance with the principles contained with the support of the right company's structures;
- provide explanations on the meaning and application of the provisions of the Model, with the support of the relevant functions;
- ensure an effective implementation of the internal communication system to allow reports for the purposes of the Decree to be transmitted and collected, guaranteeing the protection and privacy of their authors;
- examine and evaluate the information and/or reports received concerning the effectiveness of and related to the compliance with the Model, the internal rules, as well as in relation to any potential unlawful conduct;
- ensure - where necessary and giving impetus thereto - the initiation of investigation activities, also with the support of the competent internal structures, aimed at ascertaining possible violations of the Model and of the internal rules, in the light of any reports received and whenever it deems it necessary on the basis of the information acquired in the course of its surveillance activities;
- ensure that, upon the outcome of such investigation activities, the internal structures and/or competent bodies initiate the consequent measures against the persons deemed responsible for the violations ascertained, in accordance with the provisions of the Model's disciplinary system;
- verify the suitability and proper implementation of the disciplinary and penalty system adopted by the Company with this Model (para 4 below);
- provide the necessary information support to the inspection bodies or to the authorities requiring them

In order to fulfil its duties, the SB shall have all the powers needed to oversee accurately and effectively the functioning of and compliance with the Model.

In performing its assigned duties, the SB may without any notice or prior authorization, for example:

- conduct audits and inspections, in order to discover any violations of the Model or such as are deemed advisable for the proper performance of its duties;
- monitor corporate conducts, also through random checks of deeds and operating processes;
- hear the human resources, where necessary, so that they can provide useful indications or information regarding the corporate activity or any malfunctions or violations of the Model;
- acquire information and access documentation of any type to and from any level and sector of the Company and require of any employee, Director or Statutory Auditor of the Company to promptly provide information, data or intelligence to identify aspects of the various corporate activities that may be significant for the Model and to verify its actual implementation by the Company's organizational structures;

- have access to the financial resources necessary to accurately perform its tasks.

In compliance with Confindustria Guidelines, the various Generali Group's SBs, fully respecting their own autonomy and independence could activate some collaboration forms connected to the following aspects:

- cross processes between companies of the Group outsourcing- intra-group;
- specific requests in relation to the surveillance activity;
- annual meeting between the various Surveillance Bodies of companies belonging to the Generali Group.

In the case of outsourced activities within the Group, the companies' SBs could activate some cooperation forms to increase the efficacy of the surveillance activities of each body on the processes or transversal activities.

In detail, the SBs of the principal companies can inform the SBs of the outsourcer companies of the Group, regarding the necessity to intervene on potential processes/activities partially managed by the outsourcer company. The outsourcer companies' SBs autonomously evaluate the possibility to answer to these requests intervening with specific verification activities on the process phases directly managed.

The collected information, after the previously mentioned verifications, could be transmitted following confidentiality and secrecy principles to the SBs of the principal companies requesting it.

In addition to what was previously mentioned, each SB of a Group could under certain circumstances request to another SB of the Group to conduct precise activities, among its competence sphere, important for principal and to be informed about the results or in case of important events.

In the end, to guarantee an efficient coordination between the SBs of Generali Group, it was instituted a meeting that at least once a year would allow to share:

- “common interest Marco-thematic” regarding the Organizational and Management Models elaboration (e.g. Risk assessment execution modality, definition of common settings, regarding operational approaches, best practice sharing, modality and definition of training plans);
- models update following legislative updates and jurisprudence;
- the methodology for the execution of the verification activities;
- general issues, derived from surveillance activities that suggest the need to reinforce the safeguards on sensitive activities of common interest.

## Information flows from and to the Surveillance Body

Article 6 of Legislative Decree 231/2001 provides for the obligation to send specific information flows to the Surveillance Body as a prerequisite for an effective and constant supervisory activity in relation to the adequacy of and compliance with the provisions contained in the Organizational and Management Model.

The SB shall be appropriately informed by all corporate officials, as well as by third parties required to comply with the, Model, about any news that may concern its supervision of the effectiveness, efficiency and updating of the Model, including any information regarding the existence of possible violations thereof.

The information flows to the SB are disciplined through the Operating Procedure “Management of information flows to the Surveillance Body”, that summarizes all the information flows to the Surveillance Body and describes the related transmission processes.

In particular, the information flows to the SB are organized in:

- information flows defined by the Model; divided in:
  - event-driven information flows consisting of particularly relevant and significant information with respect to the Organization and Management Model, which, precisely because of their nature, must be sent promptly to the SB;
  - periodic information flows, relating to sensitive activities and the processes referable to them, which must be sent to the SB by the corporate functions in accordance with the terms established by the latter;
- information flows upon request of the Surveillance Body, or, any information specifically requested from the SB, because it is deemed relevant for the purposes of its supervision of its efficiency, effectiveness and updating of the Company's Model.

The Heads of the Corporate Functions are then required to periodically fill in an “Evidence Card”, to be sent to the Surveillance Body, containing the periodic declaration of compliance with the Model for the reference area as well as further specific information in relation to the activities risk managed by the Function. The information flows are then also fed through the direct hearing of the Managers.

The “231 Corporate Criminal Liability” Unit supports the Surveillance Body and the Functions involved in the management and collection of the information flows provided.

## Reporting system – Whistleblowing

In addition to the reporting obligations described above, all the Addressees of the Model must promptly report to the Surveillance Body the following events of which they become directly or indirectly aware:

- the commission, alleged commission or reasonable danger of commission of criminal offenses or offenses provided for by Legislative Decree 231/01;
- violations or alleged violations of the provisions of the Model or of the Code of Conduct insofar as they are relevant for the purposes of the Model;
- any fact/behavior/situation with critical profiles that could expose the Company to the penalties set forth in Legislative Decree 231/01.

In this respect, it should be noted that:

- the persons intending to file a report can choose whether to do so anonymously or by disclosing their identities, although the latter option would facilitate the enquiry into the report;
- the “Report” must adequately detail the circumstances relating to the violation or the alleged violation of the Model, and must be based on precise and concordant factual elements so as to allow for a complete assessment of the same.

As regards the methods of transmission, it should be noted that addressees and third parties may send their “Report” directly to the Surveillance Body or, alternatively, through the appropriate channels made available by the Company.

a) Reports sent directly to the Surveillance Body

Reports can be sent directly to the Surveillance Body through the following channels of communication:

- a dedicated e-mail box: [odv231\\_gresgr@generali.com](mailto:odv231_gresgr@generali.com);
- an address to which a written report can be sent: Via Machiavelli, 4, 34132 Trieste (TS), for the attention of the Chairman of the Surveillance Body.

b) Other channels made available by the Company

The Company, also in light of the regulations introduced by Italian Law 179/2017 “Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship” (so-called Whistleblowing), has adopted for the sending of the Reports as an additional dedicated channel, the Generali Group Compliance Helpline, which guarantees the confidentiality of the identity of the Whistleblower.

In order to send a report through the aforementioned channel the Reporting Party may use:

- internet: by filling in the webform provided by the NAVEX application available at [www.generalihelpline.ethicspoint.com](http://www.generalihelpline.ethicspoint.com);
- e-mail: [concerns.co@generali.com](mailto:concerns.co@generali.com);
- registered mail: Group Compliance - Via Machiavelli 3, 34132 Trieste (TS), Italy.

The Generali Group Compliance Helpline channel used by the Generali Group is managed by the Compliance Officer (as Reporting Officer) and guarantees the impossibility of access to the report and to the identity of the Reporting party itself by the Reported party and by third parties who have not been identified by the organization as recipients of the reports or as persons appointed to the subsequent investigation into the reported facts.

Any reports of unlawful conduct or violations or suspected violations of the Organizational and Management Model or of the Company’s Code of Conduct received through the channels described above must be promptly forwarded to the Surveillance Body, so that it can adequately assess them, with the operational support of internal structures of the Generali Group companies, in accordance with the provisions of the internal regulations.

In particular, the procedures for access and the procedural flow of the above-mentioned channel are regulated and described in the “Whistleblowing Policy” adopted by the Company.

The Surveillance Body is required to evaluate the reports received, giving rise, where necessary, to the necessary investigations in relation to the phenomena represented and to assess the veracity and relevance of what is reported in the report, with the operational support of internal structures of the Generali Group companies.

The Company undertakes to adopt suitable measures, including disciplinary sanctions, to guarantee the confidentiality of the identity of the reporting party during the various phases of the management of the report.

The duty to report is part of the employee’s broader duty of diligence and loyalty; the proper fulfilment of this duty by the employee may not give rise to the imposition of disciplinary sanctions, except where the person making the report makes reports that turn out to be unfounded with willful misconduct or gross negligence.

In particular, the Company also undertakes to guarantee the protection of the reporting party from the application - for reasons connected to the reporting - of discriminatory or retaliation measures (e.g. sanctions, demotion, dismissal, transfer or other organizational measures that have a negative effect on the working conditions).

## Reporting activity of the Surveillance Body

The Surveillance Body must provide adequate reports, either periodic or ad hoc, to the Board of Directors or the Board of Statutory Auditors.

With particular regard to the periodic information flows, the Surveillance Body is required to:

- prepare, at least biannually, a written report to the Board of Directors and the Board of Statutory Auditors, regarding any reports received, any proposals for adjustments or updates to the Model, any established violations of the Model and proposals for sanctions, the verification plan for the following year and the status of implementation of the Model, with reference to the results of the verification activity carried out;
- meet, at least once a year, of the Board of Statutory Auditors for the discussion of the issues of common interest of the two bodies;
- meet, when the bodies involved request it, the Board of Statutory Auditors and the auditing firm for the discussion of specific matters that are relevant for compliance with the Model.

Finally, the Chairman of the Surveillance Board meets, at least annually, the top management of the Company to report on matters of importance that have emerged in the performance of the activities assigned to the Body.

By implementing and activating the so-called ad hoc information flows, the Surveillance Body, independently from the periodic flows, is required to immediately submit to the Board of Directors a communication regarding the occurrence of extraordinary situations or requiring urgent action (for example violations of significant aspects of the Model, etc.) or to request to be heard by the Board of Directors or the Board of Statutory Auditors.

Any information, warning, report and relation provided for in the Model is kept by the Surveillance Board in a special archive, whether paper and / or computerized, with restricted access.

## 4 Disciplinary System

### 4.2 Functions of the Disciplinary System

Article 6, para. 2 e) and Article 7, para. 4 b) of the Decree require, as a condition for effectively implementing the Organizational and Management Model, the introduction of a disciplinary system that will sanction any breaches of the measures indicated in the Model. Therefore, the creation of an effective disciplinary system is an essential prerequisite of the discriminating value of the Model with reference to the administrative liability of entities.

The sanctions contained in the disciplinary system will be applied to any violation of the Model, regardless of the course or of the outcome of the criminal proceeding that the judicial authority may have initiated as long as the conduct to be reprimanded constitutes a type of crime which is relevant for the purposes of the Decree.

The disciplinary system must be based on the principle of proportionality between violation and sanction, according to a criterion of graduated nature of the sanction in relation to the different level of dangerousness that the conduct may present with respect to the commission of offenses.

The functioning and effectiveness of the sanctioning system is monitored by the Surveillance Body, which in this context supervises the activities relating to the ascertainment of infringements, disciplinary proceedings and the imposition of sanctions.

### 4.3 Disciplinary offenses and sanctions

#### Measures against Non-executive employees

By complying with the provisions and rules of conduct set forth in the Model, the employees of Generali Real Estate SGR S.p.A. meet their obligations pursuant to Article 2104, para. 2 of the Italian Civil Code; the contents of the Model are a substantial and integral part of those obligations.

Any violation of the individual provisions and rules of conduct set forth in the Model and in the “Disciplinary Rules” by Company employees who are subject to the following National Collective Bargaining Agreement or credit, financial and instrumental companies, shall always constitute a disciplinary offence..

The procedures explicitly described in the Model, whose non-compliance ought to be sanctioned, are made available to all employees through the dissemination and training instruments described in Chapter II paragraph 9 and are binding for all Company employees, as is the Model itself.

Each report of a violation of the Model written by the Surveillance Body may trigger a disciplinary action designed to determine any liability for the violation.

In particular, in the enquiry stage, the employee is previously charged with the offense and is given sufficient time to present

his/her defense and justification for the claim. Once the liability has been confirmed, a disciplinary sanction is imposed upon the offender, which is proportional to the seriousness of the violation committed.

The sanctions that can be imposed on Company employees, pursuant to Article 7 of Italian Law 300 of 30 May 1970 (the so-called "Workers' Statute") and any applicable special laws, are those prescribed by law as well as by the sanction mechanism of Employment Contracts, and more specifically for aspects that are also significant for the purposes of the Decree:

- verbal reprimand: occurs when the workers who violate one of the internal procedures set forth in the Model<sup>2</sup> or that, in performing their duties within sensitive areas, engage in a conduct that is not compliant with the Model's requirements. Those conducts constitute failures to comply with the Company's instructions;
- written reprimand: occurs when the workers that repeatedly violate the procedures set forth in the Model or that, in performing their duties within sensitive areas, engage in a conduct that is not compliant with the Model's requirements. Those conducts constitute a repeated failure to comply with the Company's instructions;
- suspension from service and retribution (for a period not exceeding 10 (ten) days): occurs when the workers who, while violating the internal procedures set forth in the Model, or through their non-compliant conducts, while working within sensitive areas, cause damages or create situations of potential hazard to the Company, or workers who repeatedly violate the procedures set forth in the Model or who, within sensitive areas, engage in conducts that do not comply with the Model's requirements. Those conducts, which result from their failure to comply with the instructions issued by the Company, cause a damage, albeit potential, to the assets of the Company and/or constitute acts contrary to the interests of the Company or expose it to potential administrative or interdictory sanctions;
- termination of employment for justified subjective reasons: occurs when workers who, in performing their duties within sensitive areas, engage in conducts that do not comply with the Model's requirements and constitute a significant breach thereof, aimed unequivocally at perpetrating a crime sanctioned by the Decree or that determine the actual application of the relevant measures against the Company. Those conducts constitute cases of significant non-observance of the instructions issued by the Company and/or serious violations of the workers' obligation to cooperate for the prosperity of the Company;
- termination of employment for just cause: occurs when the workers who, in performing their duties within sensitive areas, engage in conducts that do not comply with Model requirements and constitute significant breaches thereof, aimed unequivocally at committing a crime sanctioned by the Decree or that determine the actual application of the relevant measures against the Company, or who repeatedly violated the internal procedures described in the Model or who, while performing their duties within sensitive areas, engage in conducts that do not comply with the Model's requirements, cause damages or create situations of potential hazard for the Company, shall be punished with the "termination of employment for just cause". Those conducts dramatically undermine the Company's trust in those workers, by severely and adversely affecting it.

Obviously, all the instructions and guarantees provided for by the law and by the employment contracts have been fulfilled with regard to disciplinary actions, specifically:

- the obligation - in relations to the application of any disciplinary measure – to prior notify the charge to the employee and to hear his/her defense;
- the obligation - except for verbal reprimands – to make a written notification and to issue the provision not until the proper amount of days for each sanction, specified in the employment contract, have been elapsed starting from the moment of the notification of the charge.

As regards the inspection of the violations, the disciplinary measures and the sanctions allocation, it is established that the already conferred powers to the Company management remain valid within the limits of the corresponding mandates and responsibilities.

The type and extent of each of the above sanctions shall be applied also considering:

- the intentional nature of the behavior or the degree of negligence, recklessness or unskillfulness, also with regard to the predictability of the event;
- the overall conduct of the worker in question, with particular regard to the existence of disciplinary antecedents, within the limits permitted by the law;
- the worker's tasks;
- the functional position and level of responsibility and autonomy of those involved in the facts constituting the breach;
- other special circumstances surrounding the disciplinary offense;

It is also envisaged that any retaliation or discriminatory measure adopted against the reporting party will be proportionally sanctioned. The penalties are also applied in the case of violation of measures to protect the privacy of the reporting party.

It is also sanctioned those who carry out with willful misconduct or gross negligence reports that prove to be unfounded.

Nonetheless, the task of verifying and assessing the suitability of the disciplinary system pursuant to and by virtue of the Decree is assigned to the Surveillance Body, in collaboration with the Head of the relevant organizational unit.

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<sup>2</sup> For example, if it doesn't comply with company procedures, fails to provide the Surveillance Body with the required information, fails to carry out checks, etc.



## Measures against Senior Officials

If Senior Officials of Generali Real Estate SGR S.p.A. violate the rules contained in the Model and/or in the procedures referred to therein, the most suitable measures shall be applied against them according to the provisions of the National Collective Bargaining Agreement (C.C.N.L.) for the executives and managers of the related sector

In the case in which the senior official violates the Model and/or the company's internal set of regulations till the point to invalidating its mutual trust, the maximum sanctions for him/her could be "dismissal with just cause".

It is also envisaged that any retaliation or discriminatory measure adopted against the reporting party will be proportionally sanctioned. The penalties are also applied in the case of violation of measures to protect the privacy of the reporting party and in the event of a report made with willful misconduct or gross negligence, as well as in the event of ascertained criminal liability of the Whistleblower.

Those who carry out with willful misconduct or gross negligence reports that prove to be unfounded are also sanctioned.

## Measures against Directors

Upon notification of the violation of the provisions and rules of conduct of the Model by members of the Board of Directors, the Surveillance Body must promptly inform the entire Board of Directors and the Board of Statutory Auditors of the incident.

As set forth in the Articles of Association, the recipients of the information of the Surveillance Body may take appropriate measures including, for example, the convening of the Shareholders' Meeting, in order to adopt the most suitable measures provided for by law and / o the revocation of any powers conferred and / or the revocation of the office or positions held by them.

## Measures against Auditors

After being informed of any violation of the provisions and rules of conduct of the Model by members of the Board of Directors, the Surveillance Body must promptly inform the entire Board of Directors and the Board of Statutory Auditors.

As set forth in the Articles of Association, the recipients of the Surveillance Body reports may take the appropriate measures, including, for instance, convening a Shareholders' Meeting in order to adopt the most suitable measures pursuant to the law and/or revoking any delegations and/or the offices or positions held by them.

## Measures against other Addressees

Every violation by the third parties with whom the Company has contract relationships (such as suppliers, consultants / contractors, trade partners, intermediaries, etc.) of the provisions and rules of behavior contained in the Model and applicable to them, or the possible perpetration of the crimes covered by the Decree by them, is sanctioned, as far as possible, according to the relevant contract clauses. Those clauses may include, for example, the right to terminate the contract and/or impose the payment of penalties. The imposition of sanctions may also imply a prohibition of new contract relationships with those concerned.

## Measures against the personnel of the branch

The violation of the provisions contained in the Model and/or in the procedures referred to by it by personnel working at foreign branch of the Company is punishable according to local laws and to internal regulations, as specified hereunder:

- French Branch: any violations of the provisions contained in the Model and / or in the procedures related to the personnel working in the French branch of the Company, are punishable according to local laws and internal regulations such as the "*Règlement intérieur*".

# 5 Model update and adaptation

It is the responsibility of the Board of Directors to oversee the updating and adaptation of the Model, if the circumstances make it necessary and, in any case, whenever there are requests from the Surveillance Body in this regard.

The same Boards entrusts the "231 Corporate Criminal Liability" Unit of Generali Italia S.p.A.. with the responsibility of overseeing, in liaison with the other competent structures, the updating of the Model and of preparing and updating of the relevant legislation.

In order to keep the Model effective and efficient over time, it needs to be updated and revised "substantially", should one or more of the following events occur:

- legislative amendments with reference to the laws on the liability of entities for administrative torts connected with crimes;
- any interpretation of new case law and of the relevant prevailing legal doctrine;
- confirmed shortcomings and/or gaps and/or significant violations of the Model emerging from assessments of its effectiveness;
- significant changes in the organizational structure or in the lines of business of the Company;
- considerations resulting from the application of the Model, including experiences gained in the criminal litigations in which the Company has been involved.

Substantial amendments or additions to this Model shall be the responsibility of the Board of Directors of Generali Real Estate SGR S.p.A., also at the direction of the Surveillance Body, which, therefore, retains the duties and powers detailed in paragraph 2 of Chapter 3 concerning the promotion and monitoring of the constant updating of the Model.

On the other hand, as regards the modifications or additions to the Model, of a non-substantial nature (e.g. amendment of the existing internal regulations when the same does not involve significant changes in the control system, formal changes to the organizational / functional structure) they are delegated to the “231 Corporate Criminal Liability” Unit of Generali Italia S.p.A. which is required to inform the Board of Directors.

The relevant internal Regulations and other internal procedures (e.g. operating instructions, internal manuals), which contain the control measures that constitute the prevention system adopted by the Company for the purposes referred to in Legislative Decree 231/01, are an integral part of the Company’s Organizational and Management Model.

For an exhaustive and constantly updated list of relevant internal regulations and other applicable internal procedures, reference should be made to the Company’s intranet.

# SPECIAL PART

## Foreword

The Special Part is an integral part of the Model which Generali Real Estate SGR S.p.A. has adopted in order to meet the preventive requirements of Legislative Decree 231/01 (hereinafter also referred to as the "Decree").

Pursuant to the provisions of Article 6, paragraph 1, letter a) of the Decree, the Company, through a process of risk mapping, assessment of activities, existing controls and the business context in which it operates (so-called Risk Self-Assessment), has identified the sensitive activities, within which potential crimes may potentially be committed among those provided for by the Decree.

In order to prevent or mitigate the risk of committing such crimes, the Company has therefore formulated some general standards of behavior and specific control measures applicable to all "sensitive" activities and additional control measures for each of the identified activities at risk.

This Special Section is intended to regulate the conduct of the Addressees of this Model as indicated in the General Section of the same and, specifically, it aims to

- highlight the control measures that are essential for the prevention or mitigation of offenses, implemented in the Company's operating procedures and practices, so as to make them suitable for preventing the commission of the crimes set forth in the Decree;
- provide the Surveillance Body and the managers of the other corporate functions that cooperate with it with operational tools to carry out control, monitoring and verification activities.

## Reading guide for Special Part

The Special Part is divided into different Sections for each type of offenses considered relevant for the Company. The crimes envisaged by the Decree and considered potentially relevant for the Company have been identified on the basis of the Risk Self-Assessment activity, also taking into consideration the sector of operations, the company organization and the processes that characterize the Company.

To this end, each Section of the Special Part contains

- the regulatory analysis of the individual crimes referred to in the Decree
- identification of the sensitive activities within the scope of which the crimes covered in the Section could be committed, as well as some examples of the relative ways in which they could be committed
- the general standards of behavior to which the Addressees of the Model must be guided;
- the specific control measures (so-called "preventive controls") associated with the corporate functions involved for each of the sensitive activities and any additional control measures applicable in order to help prevent the commission of the offenses identified.

In detail, the Sections of the Special Part are:

- Section **A**, relating to crimes against the Public Administration corruption between private parties (Article 24, 25 and 25-*ter* of the Decree);
- Section **B**, concerning IT crimes (Article 24-bis of the Decree) and offenses relating to non-monetary forms of payment instruments (Article 25-*octies 1* of the Decree);
- Section **C**, relating to organized criminal offenses (Article 24-*ter* of the Decree) and to transnational crimes (Article 10 of Italian Law no. 146 of 16 March 2006);
- Section **D**, relating to the crimes of counterfeiting in coins, public credit cards, stamps and instruments or signs of recognition (Article 25-*bis* of the Decree);
- Section **E**, relating to corporate crimes (Article 25-*ter* of the Decree);
- Section **F**, relating to market abuse (Article 25-*sexies* of the Decree);
- Section **G**, relating to the crimes of manslaughter or serious or very serious injuries committed in violation of the rules on the protection of health and safety at work (Article 25-*septies* of the Decree);
- Section **H**, relating to the crimes of receiving stolen goods, laundering and use of money, assets or benefits of illegal origin, as well as self-laundering (Article 25-*octies* of the Decree) and crimes with purpose of terrorism and subversion of the democratic order (Article 25-*quater* of the Decree);
- Section **I**, concerning crimes related to copyright infringement (Article 25-*novies* of the Decree);
- Section **J**, relating to the crimes of induction not to make statements or to make false statements to the judicial authority (Article 25-*decies* of the Decree);
- Section **K**, relating to environmental crimes (Article 25-*undecies* of the Decree);

- Section **L**, concerning the employment of third-country citizens whose stay is irregular (art. 25-duodecies of the Decree), as well as crimes against the individual, including the offense referred to by Article 603-bis of the Italian Criminal Code: “Illegal intermediation and exploitation of labor” (Article 25-quinquies of the Decree);
- Section **M**, concerning tax criminal offenses (Article 25-quinquiesdecies of the Decree);
- Section **N**, concerning offenses against cultural heritage (Article 25-septiesdecies of the Decree).

The Sections have a homogeneous structure, which is divided into 5 paragraphs that alternate descriptive parts and summary tables:


- I. Relevant offenses for the Company;
- II. Identification of sensitive activities;
- III. General standards of behavior;
- IV. Specific control measures;
- V. Further control measures.

Paragraph **I. Relevant offenses for the Company** reports and describes the criminal offenses considered applicable to the Company on the basis of the results of the Risk Self-Assessment activity, with reference to the various categories of predicate offense indicated by the Decree.

Paragraph **II. Identification of sensitive activities** analyzes the sensitive activities which, following the Risk Self-Assessment activity carried out, have been considered potentially at risk of committing the offenses referred to in paragraph I. In particular, the areas, company processes and structures are indicated companies considered “at risk” in relation to the offenses in question. The reader will then be able to consult a table containing some fundamental information with reference to the aforementioned activities. Here are some indications to better read and interpret the above table:

Below are some guidelines for reading and interpreting the aforementioned table:

ID	Sensitive activity description	Corporate functions involved	Relevant offenses	Examples of potential illegal behavior - RECEIVING, MONEY LAUNDERING AND USE OF MONEY, GOODS OR UTILITIES OF UNLAWFUL ORIGIN, SELF-MONEY LAUNDERING
132	Administrative management of expense reports, transfers and entertainment expenses	HR & Organization	1) Art. 648-ter of the Italian Criminal Code Use of money, goods or benefits of illegal origin	1) Use of non-accounting funds or money of illicit origin, for the payment to employees of reimbursements for fictitious expenses or for an amount other than that of the expenses actually incurred



Description of the sensitive activity

Corporate functions involved in carrying out the sensitive activity. The reader can use it to identify the activities of his corporate function present in the section he is consulting

This column shows the crimes whose commission was hypothetically assessed as possible in carrying out the sensitive activity

In this column some examples of potential unlawful behaviors – with reference to relevant offences – are reported.

Identification number of the sensitive activity (valid within the whole documents)

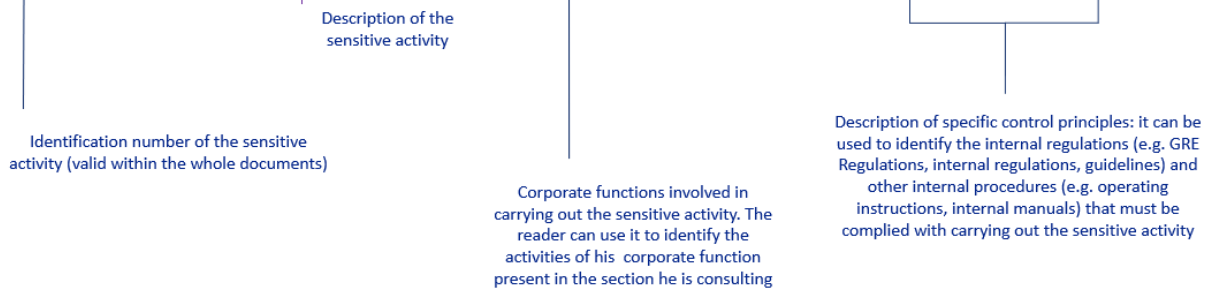
Paragraph **III. General standards of behavior** is aimed at illustrating the obligations and prohibitions that - in general and without prejudice to what is indicated in the Group’s Code of Conduct and in the operating procedures - the Addressees of the Model are required to comply with the sensitive activities of the Special Part under consultation.

Paragraph **IV. Specific control measures** Addressees can consult a further table, which lists the specific control measures (e.g. internal rules, other internal procedures) for each of the aforementioned activities. Sensitive activities that are entirely outsourced are not shown in this table, as each outsourcer has internally defined its own relevant internal regulations and other procedures.

With reference to the internal regulatory safeguards, it should be noted that - in light of the organizational structure of the Company - the regulations approved under the “Internal Regulations” framework” are also applied to the French branch. Any exceptions, granted only in the event of non-compliance with local legislation, are reported in the Model in specific paragraphs.

ID	Sensitive activity description	Corporate functions involved	Specific control principles	
			Relevant internal regulation	Other internal procedure
132	Administrative management of expense reports, transfers and entertainment expenses	HR & Organization	- Policy L - Travel Policy  - Procedure 4.10 - Gestione delle risorse umane	-

**EXAMPLE**



Paragraph V. **Further control measures** illustrates further control measures that the addressees of the Model must comply with in carrying out sensitive activities (e.g. operating practices not formalized in documents, system blocks, reports of the Internal Audit function).

It should be noted that, as anticipated in paragraph 1.1, the Company has established a branch in Europe, without prejudice to the adoption of a homogeneous business model between the central structures and the Branch itself.

In consideration of the foregoing, sensitive activities, predicate offenses and internal regulatory safeguards (adopted within the “Internal Regulations” framework) are applicable to the organization of GRE SGR as a whole, including the branch.

Any exceptions are adequately indicated in the text and / or in the notes.

Finally, it should be noted that in some Sections the Addressees may meet paragraphs, further than those listed above, related to the specificities of the individual families of crimes. For example, Section A (crimes against the Public Administration and private-to-private corruption) is introduced by a brief illustration of some key concepts regarding the Public Administration (definition of public service, public official etc.), while Section H (crimes of receiving stolen goods, laundering and use of money, goods or benefits of illegal origin, self-laundering and crimes with purpose of terrorism and subversion of the democratic order) reports, at the end, the paragraph “The obligations for Generali Real Estate SGR S.p.A. within the meaning of the Anti-Money Laundering Decree”, which describes the impact of anti-money laundering regulation on the Company’s business operations.

Section G (crimes of manslaughter or serious or very serious injuries committed in violation of the rules on the protection of health and safety at work) shows a different approach from that used to regulate the other forms of crime risk: this diversity is imposed by the fact that the sector in question is characterized by the presence of a dense network of regulatory provisions, which encompass both the mechanisms for identifying guarantee positions and the type and contents of the precautionary measures.

The special nature of the regulatory context has made the construction of a specific structure necessary, which will not be the subject of this guide.