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Generali Life Assurance (Thailand) Plc.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Compliance Function

LOCAL POLICY **GIRS GTL 2023_021**

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Approved by Board of Directors of Generali Life Assurance (Thailand) Plc.	
Meeting No./Year	**No. 4/2023**
Date of Meeting	20 June 2023
Signed by	Mr. Arsh Kaumi (Chief Executive Officer)

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Document summary

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1	2023-03-22	GP_2023_004	-	Group Anti Financial Crime function

Main related internal regulatory references

- Group Code of Conduct
- Compliance Management System Policy (Compliance Policy)
- Anti-Money Laundering & Counter-Terrorism Financing Policy
- International Sanctions Policy
- Operational Risk Management Policy
- Anti-Bribery & Anti-Corruption Guideline
- Reporting Concerns and Anti-Retaliation Guideline
- Employees' Conflicts of Interest Guideline

Any substituted/abrogated internal regulations

- n/a

Main related external regulatory references

Regulatory [x] Yes [ ] No

International Regulatory
- U.S. Foreign Corrupt Practices Act, 1977;

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- Organization for Economic Cooperation and Development (OECD), "Convention on Combating Bribery of Foreign Public Officials in International Business Transactions", 1997;
- Council of Europe, "Criminal Law Convention on Corruption" and "Civil Law Convention on Corruption", 1999;
- United Nations Organization "Convention Against Corruption" adopted on 31 October 2003;
- EU Council, "Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector", 2003;
- Organization for Economic Cooperation and Development (OECD), "Recommendation of the Council for Further Combating Bribery of Foreign Public Officials in International Business Transactions", 2009;
- International Chamber of Commerce, "ICC Rules on Combating Corruption", 2011;
- Transparency International, "Business Principles for Countering Bribery, a Multi-Stakeholder Initiative led by Transparency International", 2013;
- The use of the FATF Recommendations to combat corruption, October 2013;
- The Wolfsberg Group, "Wolfsberg Anti-Bribery and Corruption (ABC) Compliance Programme Guidance", 2017;
- "OECD Issues First Update to Anti-Bribery Recommendation in Over a Decade", 8 December 2021.

Italian Regulatory

- Italian Law n. 190 of 6 November 2012;
- Italian Legislative Decree 231/2001.

Relevant for the purposes of Legislative Decree 231/2001 [X] Yes [ ] No

Annexes

- Annex I – List of Key Implementing Requirements

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EXECUTIVE SUMMARY

Generali Group is firmly committed to fight bribery and corruption and to comply with the Anti-Bribery and Anti-Corruption (ABC) international regulations and the local laws of jurisdictions in which it operates.

The Anti-Bribery and Anti-Corruption Group Policy (the “Group Policy”) sets out the framework by which the Generali Group manages its ABC risks and establishes the ABC Group Standards and requirements applicable to GTL.

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1 Glossary and Definitions

Acronym/Term	Explanation/Definition
ABC Compliance Program	A "Compliance Program" includes all the initiatives dedicated to the mitigation of the identified risks. Specifically, ABC Compliance Program is a set of measures and requirements aiming at properly endorsing an organization with a robust ABC structure which takes into account the company's business peculiarity, its business industry, the specific interactions that its business and / or its agents have with the government officials, its sales channels, and the countries in which the organization operates.
ABC Group Standards	Minimum measures to be adopted by Group Legal Entities to ensure the consistent implementation of Generali Group-wide ABC Compliance Program and the robust and effective management of ABC risk within the Generali Group.
Administrative, Management or Supervisory Body (or AMSB)/ Board of Directors (or BODs)	AMSB/ BODs means either the administrative body or where a two-tier board system comprising of a management body and a supervisory body is provided for under national law, the management body or the supervisory body or both of those bodies as specified in the relevant national legislation or, where nothing is specified in the relevant national legislation, the management body.
AG	Assicurazioni Generali S.p.A., an Italian insurance and reinsurance undertaking, listed on the Milan Stock Exchange, and ultimate parent company of the Generali Group.
AG BoD	The Board of Directors of AG, which have the broadest management powers for the pursuit of the corporate purpose and being supported by Board Committees with advisory, proposing and investigating responsibilities.
AG Branch	A part of AG, not being a separate legal person and located outside Italy, exercising the insurance and/or reinsurance business.
Business Units (or BUs)	Geographical areas and global lines of business, which the Generali Group is organized into according to the latest internal memoranda.
Close Person	Partner and family members of an employee, his/her cohabitees and any other individuals with whom he/she has a close personal relationship that may influence his/her objectivity in judgement.
Controlled Legal Entities	Legal Entities in which the Group holds a majority stake (at least 50%+1).
Controlled Not Regulated Operative Legal Entities	Legal entities not subject to prudential supervision and characterized by the presence of operating processes
Controlled Not Regulated Residual Legal Entities	Legal entities not subject to prudential supervision and without operating processes.
Controlled Regulated Legal Entities	Legal entities subject to prudential supervision such as insurance companies, banks, pension funds and fund management companies, etc.
Counterparties	Parties outside of Generali Group with which the Group Legal Entity deals. The definition entails but is not limited to persons or entities who perform or provide services for the Group such as agents and other intermediaries, consultants, representatives, distributors, contractors and suppliers, consortia, and joint venture partners.
Date of Issuance	Date on which a Group internal regulation is approved.
Dispensation	Full exemption of an entity from the adoption of a Group internal regulation, in force of a conflict with local laws, regulatory requirements, documented requests raised by relevant supervisory authorities or collective labour agreements and/or proportionality considerations.
Due Diligence	Act of collecting and analyzing information and documents in order to know and understand the risk involved in the business relationship.
Effective Date	Date from which the Implementation of a Group internal regulation must be started.
Embezzlement	Act of misappropriation carried out by a person who, by virtue of its position, working either in the public or private sector, obtains an asset entrusted to her. It is deemed to be a criminal offence.
Employee	Persons who, for a certain period of time, perform services for and under the direction of the Generali Group, in return for which they receive remuneration. Thus, those include workers in non-standard employment relationships, including part-time workers and fixed term contract workers, as well as persons with a contract of employment or employment relationship with a temporary agency and precarious types of relationships.
Facilitation payments	Form of bribery made with a purpose of expediting or facilitating the performance of an action. Payments that are meant for example to help a counterparty being selected in a tender process.
Foreign Public Official	Individual who holds a legislative, administrative or judicial office of a foreign country, whether appointed or elected; any individual who exercises a public function for a foreign country, including for a public agency or public enterprise; and any official or agent of a public international organization.

Acronym/Term	Explanation/Definition
Generali Group (or Group)	The Generali Group whose ultimate parent Company is Assicurazioni Generali S.p.A.
Generali Life Assurance (Thailand) Plc. (or GTL)	Local entity belonging to the Group and falling within the scope of application of control requirement subject to Group Standard.
Gross Domestic Product (or GDP)	Standard measure of the value added created through the production of goods and services in a country during a certain period.
Group Legal Entity (or GLE)	Any legal entity belonging to the Group and falling within the scope of application of the Anti-Bribery and Anti-Corruption Group Policy.
Group/BU/Local Anti Financial Crime function (or Group/BU/Local AFC function)	The anti-financial crime function at Group/BU/Local level, or the relevant BU/Local function in line with the BU/Local system of governance, also in charge of the prevention and counter the Bribery and Corruption risk[1].
Group/BU/Local Senior Management	The CEO, general managers and managers responsible at high level for the decision-making process and the strategy implementation at Group/BU/Local level.
Implementation	Execution of all the actions, in terms of organization, processes, information flows, IT tools and any other features covered by the regulation itself.
Implementation Deadline	Date by which the Implementation of a Group internal regulation must be completed.
Inherent Risk	The risk that an activity would pose if no controls or other mitigating factors were in place (the gross risk or risk before controls).
International Authority	Local national or international authorities which issue, administer and/ or enforce ABC provisions; it includes, at least, the following authorities: • United Nations ("UN"); • European Union ("EU"); • The United Kingdom ("UK") for company based in UK; and • United States of America ("US"), through the FCPA "Foreign Corrupt Practices Act".
International Monetary Fund (or IMF)	Organization of 189 member countries that works to foster global monetary cooperation, secure financial stability, facilitate international trade, promote high employment and sustainable economic growth, and reduce poverty around the world.
Investment funds and vehicles	Collective investment undertakings established in the form of autonomous assets, divided in shares and operated by a management company and Investment structures created with the objective of raising capital from a plurality of entities for investment in financial instruments and/ or real estate assets.
Joint Venture	Legal Entities established on the basis of specific shareholder agreements defined with partners.
Key Functions	The actuarial, compliance, risk management and internal audit functions. The Anti-Financial Crime function, where established, is assimilated to a Key Function.
Local level (or Local)	The Group Legal Entity level.
Major Change	Any amendment to be introduced in a Group internal regulation already in force, not falling under the definition of Minor Change, e.g.: addition, deletion, replacement or substantial amendment of/to principles and/or provisions, as amendments of roles and responsibilities, alignment to different external regulatory requirements, change to the Group Accountable Function, any amendments affecting the BoD.
Minor Change	Non-substantial amendment to be introduced in a Group internal regulation already in force, namely: • alignment to the latest GIRS standard templates attached to the GIRS Group Policy; • updates to reflect formal changes in the AG organizational structure (i.e. function/structure/unit names provided that the entrusted responsibilities remain unchanged) already approved by the relevant AG corporate bodies and disclosed through internal memoranda; • updates to annexes referring to standard forms or supporting technical details, as long as they do not include additional substantial elements; • linguistic corrections (e.g. typos).
Not controlled Legal Entities	Legal Entities in which the Group does not hold a majority stakes (at least 50% + 1)
Organization for Economic Cooperation and Development (or OECD)	Convention which defines bribery in the private sector as criminal offences, when committed intentionally in the course of economic, financial or commercial activities (Article 21).

[1] Where an Anti-Financial Crime function has not been established, the relevant function is Legal / Compliance. For companies where even Compliance / Legal function is not established, the responsibility stays under the CEO

Acronym/Term	Explanation/Definition
Overall Risk Assessment (or ORA)	The process aimed at identifying and evaluating the risks that may affect, also in a forward-looking perspective, the business planning and strategies of the Company as well as at supporting risk-informed decisions at the Senior Management level
Person acting on behalf of the Group	Person acting on behalf of the Group could include agents or brokers, intermediaries, consultants, advisors, service providers, suppliers and outsources
Politically Exposed Person (or PEP)	A natural person who is or who has been entrusted with prominent public functions and includes the following: • Heads of State, heads of government, ministers and deputy or assistant ministers; • Members of parliament or of similar legislative bodies; • Members of the governing bodies of political parties; • Members of supreme courts, of constitutional courts or of other high-level judicial bodies, the decisions of which are not subject to further appeal, except in exceptional circumstances; • Members of courts of auditors or of the boards of central banks; • Ambassadors, chargé d'affaires and high-ranking officers in the armed forces; • Members of the administrative, management or supervisory bodies of State-owned enterprises; • Directors, deputy directors and members of the board or equivalent function of an international organization. PEP measures also apply to family members or persons known to be close associates of politically exposed persons.

Public Official	Local law provides the definition of Public Official, in general the following individuals or organizations are considered Public Official:
	• National, regional, local or municipal governmental bodies (e.g., executive, legislative, judiciary);
	• State-owned companies (SOCs). Generally, an entity would be deemed state-controlled where a government body has at least one of the following attributes:
	    ○ More than 50% ownership;
	    ○ Voting control;
	    ○ Board control or;
	    ○ Other indicia of control (e.g., golden share, government demonstration of control);
	• Central banks;
	• Sovereign wealth funds;
	• International organizations, development banks and public health agencies (e.g., the United Nations, EU, World Bank or IMF), as well as mixed private-public entities;
	• Royal families;
	• Political parties, party officials, and candidates for any level of political office.

Regulatory qualification	A Group internal regulation is classified as Regulatory when: • an external law or regulation sets the obligations to implement a Policy or Guideline at Group level; • a Guideline or a Technical Measure details one or more regulatory provisions of the above Policies and/or Guidelines.
Reputational Risk	The potential losses arising from a deterioration or a negative perception of the Company's or Group's reputation in respect of its customers, counterparties, shareholders and Supervisory Authority. The potential that adverse publicity regarding a financial institution's business practices and associations, whether accurate or not, will cause a loss of confidence in the integrity of the institution. Insurance and other financial institutions are especially vulnerable to reputational risk because they can become a vehicle for, or a victim of, illegal activities perpetrated by customers.
Residual Risk	The risk that remains after controls and mitigating measures are taken into account (the net risk or risk after controls) in a risk assessment.

Acronym/Term	Explanation/Definition
Risk Assessment - Anti-Bribery and Corruption Risk Assessment	Process to be aware of the risks faced by the Group Legal Entity and to assess the Group Legal Entity's ABC Compliance Program in order to evaluate whether it is appropriate for the Group Legal Entity's ABC risks, taking into consideration its products, services, customers, entities, transactions, counterparty and geographic locations. The ABC Risk Assessment can be performed together with the AML/CTF and International Sanction Risk Assessments, without prejudice that the results must ascertain and score each different risk.
Risk-Based Approach	The approach whereby Group Legal Entities identify, assess and understand the bribery and corruption risks to which subjects of assessment are exposed and take ABC mitigation measures that are proportionate to those risks.
Simplified Risk Assessment (or SRA)	The process aimed at identifying and evaluating the risks that may affect, also in a forward-looking perspective, the business planning and strategies of the GLE as well as at supporting risk-informed decisions at the Senior Management level.
Solicitation and Extortion	The demanding of a bribe, whether coupled with a threat if the demand is refused.
State Owned Company (or SOC)	Business organizations with a corporate structure for which a government or an international organization (e.g., IMF, EU Commission): • Holds majority of control; • Has the power to appoint a majority of the members of administrative, managerial or supervisory body.
Trading in influence	When committed intentionally, the promising, giving or offering, directly or indirectly, of any undue advantage in order to exert an improper influence over the decision-making of any person referred to domestic public officials and/or officials of international organization in consideration thereof, whether the undue advantage is for himself or herself or for anyone else, as well as the request, receipt or the acceptance of the offer or the promise of such an advantage.
UK Bribery Act	UK laws that govern the bribery and corruption requirements in the UK. It is relevant for Generali Group considering that it has an extra-territorial jurisdiction (i.e., act of bribery committed by British nationals, companies, or residents are within scope, irrespective of the place of offence).
United Nations	The United Nations Security Council is the UN statutory body that decides and administers the UN member states are legally obliged to implement ABC provisions imposed by UN Security Council Resolutions to ensure that entities subject to their jurisdictions comply.
US Foreign Corrupt Practices Act (or FCPA)	It is a US Law act which entails that an organization or individual may be held liable for making a payment to a counterparty while knowing that all or a portion of the payment will go directly or indirectly to a foreign official. According to US Department of Justice guidance issued on the FCPA, the term "knowing" includes conscious disregard, deliberate ignorance and willful blindness. To avoid being held liable for corrupt counterparty payments, the US Department of Justice encourages companies "to exercise due diligence and to take all necessary precautions to ensure that they have formed a business relationship with reputable and qualified partners and representatives".
Waiver	Exemption from or amendment to a rule, requirement or constraint set out in a Group internal regulation, in force of a conflict with local laws, regulatory requirements, documented requests raised by relevant supervisory authorities or collective labor agreements and/or proportionality considerations.

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2 Introduction

2.1 OBJECTIVES

Generali Group is firmly committed to:

- fight bribery and corruption implementing the highest prevention and detection standards of misconducts and improper behaviors;
- comply with the ABC international regulations and the local laws of jurisdictions in which it operates.

To this extent, the Group Policy has been designed to:

- Prevent the Group Legal Entities from falling into the most common bribery and corruption practices;
- Protect the Group and its Employees against any corporate or personal liability arising under ABC laws and regulations;
- Protect the reputation and brand of Generali Group by minimizing ABC risks.

GTL must comply with the applicable ABC legal and/or regulatory requirements and with ABC Group Standards defined by the Group Policy and its implementing measures in order to achieve the above objectives.

2.2 APPROVAL AND REVIEW

The Group Policy was approved by the Board of Directors of Assicurazioni Generali S.p.A., upon proposal of the Group Head of Anti-Financial Crime. The Board of Directors of Assicurazioni Generali S.p.A. also adopts strategic decisions regarding the management of ABC risks for the entire Group.

It shall be promptly reviewed, in any case at least every three years, to include developments in legislation, market and/or best practices, Group strategy and organization.

2.3 EFFECTIVE DATE AND IMPLEMENTATION DEADLINE

The Group Policy is effective as of 14 April 2023 and shall be immediately implemented.

GTL has been transposed the Anti-Bribery and Anti-Corruption Group Policy to be the Anti-Bribery and Anti-Corruption Policy (herein after “the Policy”) which is effective as of 20 June 2023

2.4 SCOPE OF APPLICATION

The Policy applies to:

- AG S.p.A.[2] (AG Branches included);
- Controlled Regulated Legal Entities;
- Controlled Not Regulated Operative Legal Entities;
- Controlled Not Regulated Residual Legal Entities.

The Policy does not apply to:

- Investment funds and vehicles, for which the application of this Guideline is mandatory for the respective management company;
- Not controlled Legal Entities.

Moreover, for Joint Ventures the application of the Policy depends upon the specific provisions set forth within the shareholder agreement.

[2] With reference to Assicurazioni Generali S.p.A., in consideration of the activities governed by this Group Internal Regulation and its potential impacts, it is also relevant for the purposes of Legislative Decree 231/2001. Therefore, the breach of its provisions will constitute a breach of the AG Organization and Management Model and penalties may be imposed in accordance with the provisions of the Model itself. Anyone who becomes aware of a potential breach of the AG Organization and Management Model is required to promptly inform the AG Supervisory Body established pursuant to Legislative Decree 231/2001.

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2.5 WAIVERS AND DISPENSATIONS

If a conflict with local laws, regulatory requirements, documented requests raised by relevant supervisory authorities or collective labor agreements arises or a proportionality[3] consideration applies, GTL Anti-Financial Crime function, in agreement with the BU Anti-Financial Crime function, shall address a Waiver or Dispensation request to the Group Anti-Financial Crime function. To this aim, it shall fill in the *Annex I – Waiver and Dispensation Request Template of the GIRS Group Policy* and submit it through the GIRS Monitoring Tool. The Group Anti-Financial Crime function manages and tracks any Waiver/Dispensation requests and promptly provides GTL /BU Anti-Financial Crime function with the related feedback. The Group Head of Anti-Financial Crime function reports any significant Waivers and/or Dispensations to the AG BoD.

GTL Compliance function provides an evaluation of Waiver/Dispensation requests, when they result from conflicts arising from laws and regulations falling into their scope of activity.

2.6 IMPLEMENTATION, MONITORING AND INFORMATION FLOWS

The Group Anti-Financial Crime function is responsible for overseeing and supporting the implementation and monitoring of the Group Policy across the Group, with the support of the Group Senior Management and of the BU Anti-Financial Crime function.

GTL Anti-Financial Crime functions and GTL Senior Management are responsible for managing the implementation of this Policy within the perimeter of responsibility, under the coordination and with the support of the BU Anti-Financial Crime function.

GTL Anti-Financial Crime function is responsible for guaranteeing a due information flow on the approval and implementation status (please refer to *Annex I – List of Key Implementing Requirements*) of the Policy within the perimeter of responsibility.

Any organizational unit within any GTL shall promptly inform the relevant Key Functions of any facts and/or circumstances connected with this Policy which may be relevant for the performance of their duties.

[3] Regarding the size, internal organization, nature, scope and complexity of the GLE activities.

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3 ABC Framework and Bribery and Corruption Practices

The Policy sets out the framework by which the Generali Group manages its ABC risks and establishes the ABC Group principles and requirements applicable to GTL within the Group to prevent bribery and corruption practices.

All Employees are required to adhere to the Policy and observe the promulgated local laws on Anti-Bribery and Corruption to protect GTL and its reputation, cooperating with local and international authorities in order to foster the investigations and prosecutions on corrupting acts.

The individuals involved in a prohibited conduct shall be subject to penalties depending on the severity of the breach and the local applicable labour agreement.

GTL must ensure that the relevant provisions and requirements set in this Policy are duly communicated to all Employees as well as to all Persons acting on behalf of the Group and they must ensure to comply with all the relevant local provisions / legislation on the subject.

The Group adopts and requires Persons acting on behalf of the Group to adopt a zero-tolerance approach towards all forms of corrupt practices such as:

- Bribery;
- Trading in influence;
- Solicitation;
- Extortion;
- Embezzlement.

Regarding the ABC compliance in business activities, the most relevant types of bribery, from which it is required to refrain, are:

- *Active bribery*: promising, offering or giving, directly or through an intermediary, to a person who in any capacity directs or works for a private-sector entity or is a Public Official;
- *Passive bribery*: directly or through an intermediary, requesting or receiving an undue advantage of any kind, or accepting the promise of such an advantage, for oneself or for a Counterparty, while in any capacity directing or working for a private-sector entity or as a Public Official.

Beyond the mere definition of any “undue advantage” presented in the definition of bribe, the International ABC Standards identify the following common business risk cases that could result in a breach of the bribery and corruption requirements:

- *Gifts, hospitality and entertainment:* the offering or receiving of gifts and representation expenses, or forms of hospitality aimed at influencing the judgement or the activities;
- *Customary business practices:* may involve routine payments, gifts, or other benefits that are often in violation of local laws;
- *Improper / High risk Business relationships:* the relationship with a Counterparty which performs corruption or who is known to be involved in corrupt activities, may lead the Group to be equally liable, entailing a reputational damage;
- *Political Contributions and dealing with Public Officials:* any initiative to offer a political contribution in order to obtain a license or a favourable legislation is denied as well as any undue pecuniary to foreign Public Officials aimed at obtaining improper advantage in international business;
- *Charitable contributions and sponsorships*: the amount and timing of charitable donations and sponsorships must be transparent and in accordance with the applicable laws;
- *Facilitation Payments:* unofficial, improper small payments made to secure or expedite the performance of routine or necessary actions;
- *Merger and Acquisition transaction (M&A):* merger and acquisition processes are highly exposed to the risk of corruption offences;
- *Conflicts of Interest:* defined as any situation where there is a risk that a private direct or indirect interest of an Employee or other Close Persons interferes with the legitimate interests of GTL or the Group. Corruption can be a specific degeneration of the conflict of interest. For additional details, refer to the Employees’ Conflicts of Interest Group Guideline.

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4 ABC Risk-Based Approach and Risk Assessment

4.1 BRIBERY AND CORRUPTION RISK ASSESSMENT

The bribery and corruption Risk Assessment is an overall process aimed at:

- measuring a given GTL's exposure to ABC, estimating the economic impact of ABC risk occurrence;
- assessing the design and effectiveness adequacy of the controls adopted to mitigate the identified ABC inherent risk in line with the relevant legal requirements and Group ABC Standards (Vulnerability of the Internal Control System); and ultimately
- understanding the portion of ABC risk which remains uncovered also after the implementation of controls (Residual Risk) and designing, if not already done, any necessary mitigating measures.

Generali Group designed dedicated methodologies to enable GTL to assess their exposure to ABC risk, leveraging on the Overall Risk Assessment (ORA) and Simplified Risk Assessment (SRA) methodology, also adopted to assess other compliance and anti-financial crime risks and also leveraged by the risk management function to estimate the economic impact in case of ABC risk occurrence.

4.2 ABC RISK BASED APPROACH

The Generali Group is committed to enforce an effective system to counteract corruption implementing an effective corporate compliance program.

Therefore, Employees have to show the utmost diligence in complying with the ABC standard requirement, reporting to the competent Anti-Financial Crime Function any breach or misconduct that facilitates the violation of the ABC obligations.

The Competent Senior Management shall approve every high-risk business relationship and transaction, on the basis of the "red flags" and circumstances of potential corruption elements detected during the Due Diligence (see Chapter 6).

The Group Anti-Financial Crime function has developed a risk-based approach based on the ABC Compliance Program and it has adopted the ORA methodology in cooperation with Group and GTL Operational Risk Management Function, and GTL Anti-Financial Crime Functions. These verify that the internal control system is adequate to mitigate the ABC risk, also performing testing controls, and coordinate the collection of the needed information from the relevant owners during the Risk Assessment.

According to the Operational Risk Management Policy, the Controlled Regulated Group Legal Entities as GTL shall perform the Overall Risk Assessment; the Controlled Not regulated Operative Group Legal Entities shall perform a Simplified Risk Assessment (Simplified RA or SRA)

The ORA is performed annually in order to ascertain the extent of Group's risk exposure and consequently implement adequate controls. The potential risk exposure is the inherent risk derived from the implicit combination of the probability that a given risk will occur in a year and the potential impact of the risk, without considering the internal controls, except "base-line controls", that mitigate such risk.

The AG BoD adopts the strategic decisions regarding the management of ABC risks for the entire Group, also considering the results of the ABC Risk Assessment.

The Senior Management is in charge and responsible of the implementation of an adequate internal controls system aimed at mitigating the ABC risk in coordination with the Group Anti-Financial Crime Function that should ensure the compliance of the ABC internal rules with the legal framework, supervise the implementation of internal regulations, and define the system of second level controls in order to detect risk exposure and acts of corruption (Group Risk Monitoring and Controls).

At local level, GTL Anti-Financial Crime Function must monitor and re-assess regularly, GTL specific exposure to the ABC risks and consequently identify and implement the appropriate process in order to ascertain the compliance with the established local rules and mitigate the risks. Moreover, it ensures the execution and the update of ABC Second Level Controls on a regular basis to evaluate the vulnerability of GTL internal control.

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5 Anti-Bribery and Anti-Corruption Group Requirements

5.1 DUE DILIGENCE ON COUNTERPARTIES

The Generali Group is responsible for the ethical conduct of other parties with whom it carries out business hence, when a business relationship with a Counterparty occurs, the Group is committed to performing timely and accurate ABC Risk-based due diligence, which takes place both prior to the engagement and persists up to its termination on an ongoing basis.

The due diligence is proportional to the Counterparty's risk and is aimed at identifying "red flags" and circumstances of potentially high corruption risks.

GTL function involved in the due diligence process when it first approaches a new Counterparty shall check the following information regarding any contract with Counterparties:

- Reliability and reputation of the Counterparty, focusing on potential bribery and corruption convictions or charges;
- Connections with PEP or Public Officials, including close relation with any of the above persons;
- Level of corruption of the Counterparty's country of jurisdiction or where the Counterparty operates;
- Capabilities, experience and organization of the Counterparty;
- Any risk and concern that the Counterparty entails (e.g., request for payment to other parties; refusal of contractual clause on anti-corruption; demand for improper amount of commission), which shall be analysed. Record of such analysis shall be kept.

Should any further bribery risks be involved in the relationship, GTL shall perform an Enhanced Due Diligence ("EDD"), analyzing further documentation. A reasonable doubt can arise from: negatively publicly available information, information provided by parties involved in the transaction, whistleblower's information, etc.

In order to avoid any reputational damage, GTL shall not deal with Counterparties that are under investigation for bribery or are considered high risk parties, however a strict EDD process could be performed and reported to Group Anti-Financial Crime for guidance on the issue.

GTL must store the documentation in all steps of due diligence process and the admissible Counterparties are required to adhere to the Group's Code of Conduct and to comply with the same high standard requirements of the company.

5.2 TESTING

GTL is responsible for testing and auditing its first-level controls, ensuring that the ABC controls are working effectively.

GTL AFC Function shall conduct independent and periodical compliance testing activities so as to check that the local ABC control system is compliant with ABC Group Standards and applicable laws. The controls are carried out and documented adequately in order to report the results and the issues emerged.

These testing activities could be performed by Group Anti-Financial Crime Function on any Group Legal Entity. The Group Anti-Financial Crime Function defined the methodology for ABC testing actions to be executed in GTL.

In the occurrence of a non-compliance, GTL shall ensure it is remediated through the implementation of control improvements and corrective actions.

5.3 TRAINING

GTL Senior Management fully commit to raise awareness on ABC matters in its management and staff members through training which occurs both at the onboarding and on a periodic basis in order to ensure an effective application of the ABC regulatory requirements and Group ABC standards.

A training program is established by GTL Anti-Financial Crime Function, in cooperation with the Group Anti-Financial Crime Function, on the specific risks associated with the GTL businesses and specific training activities are addressed to the Employees working in high-risk businesses.

In particular, the training outlines laws and regulations, internal regulations and procedures, and case studies and practical examples, including potential scenarios that Employees may face. The training raises awareness also on the available channels to seek advice, and on how to report any concerns or suspicions of bribery and corruption.

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At the end of each training the trainee should be examined, and its records should be documented and stored in order to facilitate tracking and reporting.

As far as Counterparties are concerned, training is not mandatory; however, at the time of their onboarding, it is recommended to inform them on the ABC internal and external regulations, so that they can attain the same standards of Group.

5.4 INTERNAL REPORTING & RECORD KEEPING

GTL shall adopt a system of financial and accounting procedures, reasonably designed to ensure the maintenance of fair and accurate books, records, and accounts and to ensure that they cannot be used for the purpose of bribing or hiding bribery.

GTL must define and implement a workflow for decision making (e.g., case management of the screening hits) in order to manage appropriately any risks, including compliance, reputational and financial risks, and decisions related to Anti-Bribery and Corruption.

Reports should include relevant data, action items, and deliverables collected from GTL, as well as the following:

- Status updates on ABC Compliance Program implementation and operation including key performance indicators and metrics;
- Employees' significant deviations from internal regulations;
- Relevant legal and regulatory developments;
- Updates on any internal reviews of the ABC Compliance Program;
- Any other significant issue, such as regulatory reporting or filings in relation to bribery and corruption committed by Public Officers, Employees or Counterparties.

The Group Anti-Financial Crime Function updates periodically a consolidated report on ABC Compliance Program implementation, including any significant issue and provides it to the AG BoD at least on an annual basis.

Employees who become aware or have any concern of any violation of ABC standards must immediately report it through the whistleblowing system, as required by the Reporting Concerns and Anti-Retaliation Guideline.

In this respect, the Group ensures, through the adoption of appropriate measures, to protect whistle-blowers who act in good faith from the fear of retaliation and guarantees to promptly take charge of the reports received.

Moreover, GTL must implement and maintain record keeping processes and procedures to ensure the storage of data with the relevant documentation and the decision taken after the due diligence (approval/rejection and rationale), in a format (e.g., paper, electronic, digital) that guarantees the data protection and retrievability.

The retention period is 5 years as a minimum requirement for the storage of documentation from the termination of any Business Relationship.

The accessibility to data and documentation is allowed to GTL and relevant authorities, if requested.

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6 Roles and Responsibilities

Role	Responsibility
Senior Management	• Raises Employees' awareness on ABC matters and their management; • Ensures that Employees are trained on ABC matters; • Implements an effective internal control system for the mitigation of the BC risks ensuring that adequate resources are dedicated to manage bribery and corruption risks; • Approves high-risk business relationships and transactions.
Group Anti Financial Crime function	• Leads the ABC Compliance Program with expertise and authority; • Ensures the compliance of the ABC internal rules with the legal framework; • Supervises the implementation if the internal regulations; • Provides advice and monitors the effective implementation of the ABC Policy throughout the Group; • Coordinates the implementation of the Overall Risk Assessment in cooperation with GTL Anti-Financial Crime Function; • Defines the system of second level controls, and performs the second level controls on the implementation of the CKCs; • Cooperates with GTL Anti-Financial Crime Function for the deployment of a training program and for preparing information flows between local function and senior management. • Updates periodically a consolidated report and provides it to the AG BoD on an annual basis.
GTL Anti Financial Crime function	• Provides advice and training to local business units; • Acts as expert advisor in the enhanced due diligence activities and assesses the Inherent Risk exposure of the relevant process; • Identifies and implements the appropriate process in order to ascertain the compliance with the established local rules and mitigate the risks • Ensures the execution and the update of ABC Second Level Controls on a regular basis to evaluate the vulnerability of the Local internal control system • Verifies that the internal control system is adequate at all times to mitigate the ABC risks, also performing testing controls, and coordinates the collection of the needed information from the relevant owners during the Risk Assessment
Employees	• Adhere to this Policy and observe the promulgated local laws on Anti-Bribery and Corruption • Have to show the utmost diligence in complying with the ABC standard requirement • Perform their activities in accordance with ABC requirements established by local laws and internal regulations; • Report to the competent GTL Anti-Financial Crime function any breach or misconduct that facilitates the violation of the ABC obligations.
Group ORM function	• Steers the ORA and SRA processes, jointly with Group Anti Financial Crime Function, together with GTL RM function and GTL Anti-Financial Crime/Compliance function • Ensures adequate monitoring on Local activities of operational risk identification and evaluation • Coordinate, with the support of the Group Anti Financial Crime Function, training sessions and meetings addressed to GTL RM and GTL Anti-Financial Crime/Compliance members • Produces Operational Risk reporting at Group level
GTL RM function	• Steers operational risks evaluation (ORA and SRA processes) together with GTL Anti-Financial Crime/Compliance function • Is responsible, together with GTL Anti-Financial Crime/Compliance function, for the pre-assessment phase of ORA process • Ensures that proper controls are in place and management actions are properly addressed • Is involved by Risk Owners for critical transformation process (extraordinary initiatives) to review Risk Evaluation and related mitigation process defined by Risk Owners • Produces Operational Risk reporting for GTL

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