Unipol Assicurazioni S.p.A.

ORGANIZATION, MANAGEMENT AND CONTROL MODEL

(pursuant to Italian Legislative Decree 231/2001)

2nd October 2025

Disclaimer

This document is an English translation of the original Italian version titled "*Modello di Organizzazione, Gestione e Controllo*."

While every effort has been made to ensure the accuracy and conceptual alignment of the English version, discrepancies may exist. In the event of any inconsistency or uncertainty in interpretation, the Italian-language version shall prevail and serve as the official reference.

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GENERAL SECTION

1 INTRODUCTION

1.1 Definitions

Agents	Subjects, both natural and legal persons, as defined by Legislative Decree No. 209 of September 7, 2005 (Private Insurance Code) and IVASS Regulation No. 40 of August 2, 2018, as amended and supplemented.
Bank of Italy	Central Bank of the Italian Republic
Collaborators	Independent contractors who maintain business relationships with the institution in various capacities (consultants, professionals, etc.).
Consob	Commissione Nazionale per le Società e la Borsa (The Italian Companies and Stock Exchange Commission).
Decree or Legislative Decree 231/2001	Legislative Decree No.231 of 8 June 2001 “Rules on the administrative liability of legal entities, companies and associations with or without legal personality" as amended.
Decree or Legislative Decree 231/2007	Legislative Decree No. 231 of November 21, 2007, as amended by Legislative Decree No. 90/2017, concerning the prevention of the use of the financial system for the purpose of money laundering and the financing of terrorism.
Addressees	Executives and employees under their management or supervision, including business partners and suppliers.
Employees	Employees on the Company's payroll, as well as staff in the Company's workforce and seconded including personnel operating there with a temporary employment contract
Entities	Legal entities, companies and associations including those without legal personality.
Gruppo or Gruppo Unipol	Unipol Assicurazioni S.p.A. and its directly or indirectly controlled subsidiaries pursuant to Art. 2359 paragraphs 1 and 2 of the Italian Civil Code.
Brokers	Entities, both individuals and legal entities, acting as intermediaries, in accordance with the provisions of D September 7, 2005, No. 209 (Private Insurance Code) and IVASS Regulation No. 40 of August 2, 2018, as amended and supplemented.
ISVAP	Institute for the Supervision of Private Insurance and Collective Interest.
IVASS	The Italian Institute for the Supervision of Insurance, established by Law n. 135 of 7 August 2012 which, from 1 January 2013, took over all powers, functions and competences of ISVAP
ANIA Guidelines	Guidelines for the insurance industry on administrative liability issued pursuant to Article 6 paragraph 3 of Legislative Decree 231/01 by the National Association among Insurance Companies (ANIA).
Confindustria Guidelines	Guidelines for the conception of organization, management and control models pursuant to Legislative Decree 231/2001 issued by Confindustria pursuant to art. 6 paragraph 3 of the Legislative Decree 231/01.
Model or OMM	This model of organization, management and control, as provided for in Article 6, paragraph 1(a), of Legislative Decree 231/2001.

SB or Supervisory Body	This organization and management model, as envisaged in Art. 6, paragraph 1, letter a), of Legislative Decree 231/2001.
Offences	Body described in art. 6, paragraph 1, letter b) of Legislative Decree. 231/2001, assigned responsibility supervising the functioning of and compliance with the Model and ensuring its updating.
Executives	The offenses (crimes and violations) referred to in Art. 24 et seq. of Legislative Decree 231/2001 as amended.
Individuals under the management or supervision of the executives	Individuals who perform functions of representation, administration, or management of the company or of one of its organizational units with financial and functional autonomy, as well as persons who exercise, even de facto, the management and control thereof
T.U.F.	Italian Legislative Decree No. 58 of 24 February 1998, "The Consolidated Law on financial intermediation
U.I.F.	Financial Intelligence Unit set up at the Bank of Italy
Unipol Assicurazioni (also, Company or Parent Company)	Unipol Assicurazioni S.p.A.

1.2 Legislative Decree 231/2001

Italian Legislative Decree 231/2001, was issued in compliance with art. 11 of Law no. 300/2000 in order to align the Italian legislation on corporate liability to certain international conventions adopted by Italy , such as the Brussels Convention of 26 July 1995 on the protection of the European Communities' financial interests, the Convention of 26 May 1997, also signed in Brussels, on the fight against corruption involving officials of the European Community and the Member States and the OECD Convention of 17 December 1997 on combating bribery of foreign public officials in international business transactions. The Decree 231/2001 introduced into the Italian legal system " administrative liability on the part of legal entities and companies, associations or bodies which are not corporations" for specific types of offenses (referred to as "predicate offenses") committed by their executives and employees.

Legislative Decree 231/2001 can therefore be understood as a "system rule" that over the years has been implemented with the provision of new types of predicate crimes, subsequently listed in detail (Annex 2)

The legislation in question is the result of a legislative technique which, borrowing the principles of the criminal offence and the administrative offense, has introduced into the Italian legal system a punitive system against company that is added to and integrated with the pre-existing penalty systems.

A criminal court has jurisdiction to rule with respect to administrative offences and is competent to rule on the administrative liability of the Entity and to apply, in case of conviction, the established sanctions and/or penalties.

Regarding market abuse, it should be noted that, according to the provisions of art. 187 – quinquies of the T.U.F., the administrative liability of the entity is also established when the conduct of individuals working for the entity can be qualified as an administrative offense. In this context, the related sanctions are applied by Consob. Also, in terms of tax offences, the liability of the entity pursuant to Legislative Decree 231/2001 is added to that envisaged in Legislative Decree 471/1997, which entails the application of administrative penalties.

The Entity may be held liable if one of the offences specifically set forth in Legislative Decree 231/2001 is committed in its interest or for its benefit:

a) by an individual who performs representation, administration or management of the Entity (“top executives”) or of one of its organizational units with financial and functional autonomy, as well as by an individual who exercises, even de facto, the management and control thereof;
b) by individuals under the management or supervision of one of the entity’s executives.

If a top executive commits an administrative offence, the law presumes the Entity to be liable, in consideration of the fact that these persons express, represent and implement the management policy of the same (Article 5, paragraph 1, letter a) of Legislative Decree 231/2001).

When a person subject to the direction or supervision of others commits an offence, the liability of the Entity is configurable only if the offence has been made possible by its failure to comply with the obligations of direction and supervision (Article 5, paragraph 1, letter b) of Legislative Decree 231/2001): such non-compliance must be demonstrated by the Public Prosecutor.

The liability of the Entity is however excluded in the event that the perpetrator(s) of the offence acted in their own interest or that of third parties.

The Entity is also liable if the perpetrator of the offence has not been identified or cannot be charged and in the event that the offence is extinguished for a cause other than amnesty (art. 8 paragraph 1, letter. a) and b) of Legislative Decree 231/2001).

In the event of an offence committed abroad, the entities that have their headquarters in the territory of the Italian State are in any case prosecuted, provided that the State of the place where the offence-act was committed does not proceed against them (Article 4, paragraph 1, of Legislative Decree 231/2001).

At present, the administrative liability of the Entities may derive from the commission of specific types of offences provided for by the Decree, which are listed below:

- Undue receipt of funds, fraud to the detriment of the State or a public body or the European Union or for the achievement of public funds and IT fraud to the detriment of the State or a public body and procurement fraud: art. 24[1]
- Computer crimes: art. 24-bis[2]
- Organized crime: art. 24-ter
- Embezzlement, extorsions, bribery to give or promise benefits, corruption and abuse of office: art. 25[3]
- Counterfeit of currency, public credit cards, revenue stamps and identifying instruments or signs: art. 25-bis
- Crimes against industry and trade: art. 25-bis.1
- Corporate offences: art. 25-ter[4]
- Offences with the purpose of terrorism or subversion of the democratic order: art. 25-quater[5]
- Practices of mutilation of female genital organs: art. 25-quater.1
- Crimes against the individual: art. 25-quinquies
- Illicit intermediation and labor exploitation: art. 25 quinquies, paragraph 1, letter a)
- Market abuse: art. 25-sexies
- Offences of manslaughter or actual or grievous bodily harm related to violation of the occupational health and safety standard: art. 25-septies
- Receiving stolen goods, money laundering and use of money, goods or benefits of illicit origin, as well as self-laundering: art. 25-octies[6]
- Crimes related to payment means other than cash and fraudulent transfer of funds: art. 25-octies 1[7]
- Infringement of copyright: art. 25-novies
- Incitement not to testify or provide false statements to legal authorities: art. 25-decies
- Environmental offences: art. 25-undecies
- Employment of illegally staying third-country nationals: art. 25-duodecies[8]
- Racism and Xenophobia: art. 25-terdecies[9]
- Fraud in sports competitions, abusive gambling or betting and gambling by means of prohibited devices: art. 25-quaterdecies[10]
- Tax offences: art. 25-quinquiesdecies[11]
- Smuggling offences: art. 25-sexiesdecies[12]
- Offences against cultural heritage: art. 25-septiesdecies[13]
- Crimes against animals: art. 25-undevicies[14]

[1] Article amended by Legislative Decree 75/2020 and integrated by Law 137/2023
[2] Article amended by Law 90/2024
[3] Article amended by Legislative Decree 75/2020
[4] Article integrated by Law 19/2023
[5] Article integrated by Legislative Decree 48/2025
[6] Legislative Decree 195/2021 has indirect implications on Article 25-octies, although not amending it, as it makes amendments to the articles of the Criminal Code referred to in Article 25-octies itself. These changes have been considered in the relevant Special Part
[7] Article introduced by Legislative Decree 184/2021 and integrated by Law 137/2023
[8] Article amended by Law no. 161 of 2017, which extended the liability of the Body to the crimes provided for in paragraphs 3, 3-bis, 3-ter and 5 of art. 12 of Legislative Decree 286/1998 (T.U. Immigration)
[9] Article amended by Legislative Decree 21/2018: the offence referred to (ex art.3, comma 3-bis, law dated October 13th 1975, n.654) has been moved to the Criminal Code (art 604-bis)
[10] Article introduced by Law 39/2019
[11] Article introduced by Law 157/2019 and amended by Legislative Decree 75/2020
[12] Article introduced by Legislative Decree 75/2020 and amended by Legislative Decree 41/2024
[13] Article introduced by Law no. 22 of 2022
[14] Article introduced by Law 82/2025

- Recycling of cultural property and devastation and looting of cultural and landscape property: art. 25-duodevicies[15]

Liability of the Entity may also be established in relation to the cross-border offences referred to in Article 10 of Law no. 146/2006 "Ratification and execution of the United Nations Convention and Protocols against Transnational Organized Crime, adopted by the UN General Assembly on 15 November 2000 and 31 May 2001" (organized crimes, obstruction of justice, aiding illegal immigration).

If one of the offences specifically indicated is committed, the "administrative" liability of the entity is added to the criminal liability of the natural person who actually committed the offence, if and insofar as all other regularity requirements are met.

Further details on the offences provided for by Legislative Decree 231/2001 can be read in Annex 4.

For the purposes of preparing this Organization, Management and Control Model, all the types of crime present in the Decree as of the date of approval of the Model itself, have been taken into consideration and the following types of crime have been considered abstractly conceivable:

Crimes in relations with the Public Administration (articles 24 and 25 of the Decree)

- Embezzlement to the detriment of the State (art. 316-bis, Italian Criminal Code.);
- Undue receipt of State funds (art. 316-ter, Italian Criminal Code.);
- Corruption or bribery in the exercise of the office (art. 318, Italian Criminal Code.);
- Corruption or bribery for an act contrary to the duties of office (art. 319, Italian Criminal Code.);
- Corruption in judicial proceedings (art. 319-ter, Italian Criminal Code.);
- Bribery to give or promise benefits (art. 319-quarter of the Italian Criminal Code);
- Bribery of a person in charge of a public service (art. 320, Italian Criminal Code.);
- Incitement to corruption (art. 322, Italian Criminal Code)
- Trafficking in illicit influences (art. 346-bis, Italian Criminal Code);
- Disruption of judicial auctions (art.353, Italian Criminal Code)
- Disruption of the freedom to choose a contractual counterparty (art.353-bis, Italian Criminal Code)
- Fraud in public procurement (art. 356, Italian Criminal Code)
- Fraud to the detriment of the State, other public bodies or the European Union (art. 640, paragraph 2, n. 1 Italian Criminal Code.);
- Aggravated fraud to obtain public funds (art. 640-bis, Italian Criminal Code.);
- Computer fraud (art. 640-ter, Italian Criminal Code.).

For a brief description of the types of offences against the Public Administration and examples of the related conduct, please refer to Special Part 1 "Offences against the Public Administration".

Corporate offences (art. 25-ter of the Decree)

- False corporate disclosure (art. 2621, Italian Civil Code);
- False corporate disclosure of listed companies (art. 2622, of the Italian Civil Code);
- Obstruction of control (art. 2625, Italian Civil Code);
- Unlawful restitution of contributions (art. 2626, of the Italian Civil Code);
- Unlawful distribution of profits and reserves (art. 2627, Italian Civil Code);
- Unlawful transactions involving shares or holdings of the company or the parent company (art. 2628, of the Italian Civil Code);
- Transactions to the detriment of creditors (art. 2629, Italian Civil Code);
- Failure to disclose conflict of interest (art. 2629-bis of the Italian Civil Code);
- Fictitious formation of share capital (art. 2632, of the Italian Civil Code);
- Corruption between private parties (art. 2635 of the Italian Civil Code);
- Attempted bribery between private parties (art. 2635 bis, Italian Civil Code);
- Unlawful influence over the shareholders' meeting (art. 2636, of the Italian Civil Code);

[15] Article introduced by Law no. 22 of 2022

- Obstruction of the supervisory functions of the public authorities (art. 2638, Italian Civil Code);
- False or omitted declarations for the issuance of the preliminary certificate (art. 54, Legislative Decree 19/2023).

For a brief description of the types of corporate offences and the examples of the related conduct, please refer to Special Part 2 "Corporate Offences".

Crimes and administrative offences of insider dealing, market manipulation and rigging (articles 25-sexies and 25-ter of the Decree)

- Abuse or unlawful disclosure of inside information. Recommendation or inducement of others to the commission of insider dealing pursuant to art. 184;
- Abuse and unlawful disclosure of inside information pursuant to art. 187-bis T.U.F.;
- Market manipulation referred to in articles 185 and 187-ter T.U.F;
- Rigging pursuant to art. 2637 Italian Civil Code.

For a brief description of the cases concerning the crimes and administrative offenses of insider dealing, market manipulation and rigging and the exemplification of the related conduct, please refer to Special Part 3 "Crimes and administrative offenses of insider dealing, market manipulation and rigging".

Crimes of receiving stolen goods, money laundering, self-laundering and crimes with the purpose of terrorism or subversion of the democratic order (articles 25-octies and 25-quarter of the Decree)

- Receiving stolen goods (art. 648, Italian Criminal Code.);
- Money Laundering (art. 648-bis Italian Criminal Code.);
- Use of money, goods or benefits of illicit origin (art. 648-ter, Italian Criminal Code.);
- Self-laundering (art. 648 ter 1, Italian Criminal Code.);
- Criminal Associations with the purpose of terrorism, including international terrorism, or subversion of the democratic order (art. 270-bis, Italian Criminal Code.);
- Aiding and abetting criminal organization members (art. 270-ter, Italian Criminal Code.);
- Financing of conduct for terrorist purposes (art. 270-quinquies.1 Italian Criminal Code.); Italian Criminal Code).

For a brief description of the cases concerning the offences of receiving stolen goods and money laundering, and offences with the purpose of terrorism or subversion of the democratic order and the examples of the related conduct, please refer to Special Part 4 "Crimes of receiving stolen goods, money laundering, self-laundering and crimes with terrorist purposes or subversion of the democratic order".

Computer crimes (art. 24-bis of the Decree)

- Digital documents (art. 491-bis Italian Criminal Code);
- Unauthorized access to a computer or telematic system (art. 615-ter, Italian Criminal Code);
- Illegal possession, dissemination and abusive installation of equipment, codes and other means suitable for access to computer or telematic systems (art. 615-quarter, Italian Criminal Code);
- Illegal possession, dissemination or abusive installation of equipment, devices, or programs aimed at damaging or interrupting an IT or telematic system (art. 615-quinquies, Italian Criminal Code);
- Illegal interception, obstruction or unlawful interruption of IT or telematic communications (art. 617-quarter, Italian Criminal Code);
- Installation of equipment to intercept, prevent or interrupt computer or telematic communications (art. 617-quinquies Italian Criminal Code);
- Damage to information, data and computer programs (art. 635-bis Italian Criminal Code);
- Damage to information, data and computer programs used by the State or other public body or otherwise of public interest (art. 635-ter Italian Criminal Code);
- Damage to computer or telematic systems (art. 635-quarter Italian Criminal Code);
- Computer fraud by the entity providing digital signature certification services (art. 640- quinquies, Italian Criminal Code).

For a brief description of cases concerning computer crimes and examples of related conduct, please refer to Special Part 5 " Computer crimes".

Manslaughter or serious or very serious injuries committed in violation of the occupational health and safety standards (art. 25-septies of the Decree)

- Manslaughter (art. 589, Italian Criminal Code);
- Voluntary or involuntary personal injuries (art. 590, Italian Criminal Code).

For a brief description of the types of offences for manslaughter and injuries related to violation of occupational health and safety standards at work and examples of related conduct, please refer to Special Part 6 “Manslaughter or serious or very serious injuries committed in violation of the occupational health and safety standards”.

Crimes of counterfeiting currency (art. 25-bis of the Decree)

- Spending of forged currency received in good faith (art. 457, Italian Criminal Code).

For a brief description of the cases concerning the crimes of counterfeiting currency and the exemplification of the related conduct, please refer to Special Section 7 "Crimes of Counterfeiting Currency”.

Organized crime and cross-border offences (art. 24-ter of the Decree and Law 16 March 2006, 146)

- Criminal conspiracy (art. 416 Italian Criminal Code);
- Mafia-type associations, including foreign ones, (art. 416-bis Italian Criminal Code);
- Provisions against illegal immigration (art. 12, paragraphs 3, 3-bis, 3-ter and 5, Legislative Decree 286/1998– T.U. Immigration).

For a brief description of cases concerning organized crime and cross-border offences and examples of related conduct, please refer to Special Part 8 "Organized crime and cross-border offences ".

Environmental offences (art. 25-undecies of the Decree)

- Unauthorized waste management activities (art. 256 of Legislative Decree 152/2006);
- Violation of the obligations of disclosure, keeping of mandatory registers and forms (art. 258, paragraph 4, second sentence, Legislative Decree 152/2006);
- Environmental pollution (art. 452 bis Italian Criminal Code);
- Unintentional environmental offences (art. 452 quinquies, Italian Criminal Code).

For a brief description of cases concerning environmental crimes, and examples of related conduct, please refer to Special Part 9 "Environmental offences".

Crimes against industry and trade (art. 25-bis.1 of the Decree)

- Disruption of freedom of industry or trade (art. 513 Italian Criminal Code);
- Unlawful competition with threats or violence (art. 513-bis Italian Criminal Code).

For a brief description of the cases concerning crimes against industry and trade and examples of related conduct, see Special Part 10 "Crimes against industry and trade”.

Copyright infringement (art. 25-novies of the Decree)

- Protection of copyright and other rights related to its exercise (art. 171, 171-bis, 171-ter, 171- septies and 171-octies L. 633/ 1941).

For a brief description of cases concerning copyright infringement offences and examples of related conduct, please refer to Special Part 11 "Copyright infringement".

Crimes relating to illegal immigration (art. 25-duodecies of the Decree)

- Fixed-term and permanent employment (art. 22, comma 12-bis, Decree 286/98);
- Provisions against illegal immigration (art. 12, comma 3, 3-bis, 3-ter e 5, Decree 286/1998 – T.U. Immigrazione).

For a brief description of the case concerning crimes against illegal immigration and the exemplification of the related conduct, please refer to Special Part 12 "Crimes Concerning Illegal Immigration".

Incitement to not make statements or make false statements to the judicial authority (art. 25-decies of the Decree)

- Incitement to not make statements or make false statements to the judicial authority (art. 377-bis Italian Criminal Code).

For a brief description of cases concerning the crime of Incitement to not make statements or make false statements to the judicial authority and examples of related conduct, please refer to Special Part 13 "Incitement to not make statements or make false statements to the judicial authority".

Illegal intermediation and labor exploitation (art. 25-quinquies of the Decree)

- Illegal intermediation and labor exploitation (art. 603-bis, Italian Criminal Code).

For a brief description of cases concerning the crime of illicit brokering and labor exploitation and examples of related conduct, please refer to Special Part 14 "Illicit brokering and labor exploitation".

Fraud in sports competitions (art. 25-quaterdecies of the Decree)

- Fraud in sports competitions (art. 1, Law dated December 13th 1989, n. 401).

For a brief description of cases concerning fraud in sports competitions and examples of related conduct, please refer to Special Part 15 "Fraud in sports competitions".

Tax offences (art. 25-quinquiesdecies of the Decree)

- Fraudulent declaration through the use of invoices or other documents for non-existent operations (art. 2, Legislative Decree 74/2000);
- Fraudulent declaration through other artifices (art.3, Legislative Decree 74/2000);
- Inaccurate declaration (art.4, Legislative Decree 74/2000);
- Omitted declaration (art.5, Legislative Decree 74/2020);
- Issuance of invoices or other documents for non-existent transactions (art.8, Legislative Decree 74/2000);
- Concealment or destruction of accounting documents (art.10, Legislative Decree 74/2000);
- Undue compensation (art.10-quarter, Legislative Decree 74/2000);
- Fraudulent tax evasion (art.11, Legislative Decree 74/2000).

For a brief description of cases concerning tax offences and examples of related conduct, please refer to Special Part 16 "Tax offences".

Crimes against cultural heritage (art. 25-septiesdecies of the Decree)

- Receiving cultural property (art. 518-quarter, Italian Criminal Code);
- Violations of alienation of cultural property (art. 518-novies, Italian Criminal Code);
- Destruction, dispersion, deterioration, defacement, defacement, and illegal use of cultural and landscape goods (art. 3, Legislative Decree 74/2000).

For a brief description of the cases concerning crimes against cultural heritage and examples of related conduct, see Special Part 17 "Crimes against cultural heritage".

Fraudulent transfer of funds (art. 25-octies 1 of the Decree)

- Fraudulent transfer of funds (art. 512-bis, Italian Criminal Code).

For a brief description of the cases concerning crimes against cultural heritage and examples of related conduct, see Special Part 18 "Fraudulent transfer of funds".

1.3 Penalties borne by the entity

The penalties provided for administrative offenses resulting from crime are:

(a) Fines;

(b) Disqualification sanctions;

(c) Foreclosure;

(d) Publication of the conviction.

(a) Fines

Pecuniary administrative sanctions, governed by articles 10 and following of Legislative Decree. 231/2001, constitute the "basic" sanction of necessary application, the payment of which is borne by Entity. The latter is liable for its obligations using either its own assets or the shared fund.

The Legislator has adopted an innovative criterion for measuring this sanction, attributing to the Judge the obligation to proceed with two different and subsequent appreciation assessments, in order to better adapt the sanction to the seriousness of the fact and to the economic conditions of the Entity.

The determination of the financial penalties that may be imposed pursuant to Legislative Decree 231/2001 is based on a system of units. For each offense, in fact, the law in the abstract determines a minimum and maximum number of units, on the model of the legal frameworks that traditionally characterize the sanctioning system.

With the first evaluation, the Judge determines the number of units (not less than one hundred, nor more than one thousand, without prejudice to the provisions of art. 25-septies "Manslaughter or serious or very serious culpable injuries, committed with violation of the rules on the occupational health and safety standards" which in the first paragraph in relation to the crime referred to in Article 589 of the Criminal Code. committed with violation of art. 55, paragraph 2, Legislative Decree 81/2008 provides for a penalty equal to one thousand units), considering:

– the seriousness of the act;

– the degree of liability of the Entity;

– the activity carried out to eliminate or mitigate the consequences of the act and to prevent the commission of further offenses.

During second assessment, the Judge determines, within the minimum and maximum values predetermined in relation to the offenses sanctioned, the value of each unit (from a minimum of Euro 258 to a maximum of Euro 1,549) "on the basis of the economic and financial conditions of the entity in order to ensure the effectiveness of the penalty" (Article 11, paragraph 2, D. Lgs. 231/2001).

Article 12 of Legislative Decree Regulation (EC) No 231/2001 establishes for a series of cases in which the financial penalty is reduced. They are summarised in the table below, indicating the reduction made and the conditions for the application of the reduction.

1/2 (and cannot exceed euro 103,291.38)	• the perpetrator committed the offence in his/her own interest or in the interest of third parties and the Entity did not benefit or gained benefit from it; or • the financial damage caused is negligible.
from 1/3 to 1/2	[Before the opening statement of the first instance hearing] • The entity has fully compensated the damage and has eliminated the harmful or dangerous. • Consequences of the crime or has in any case effectively worked in this regard; or • An organizational model has been implemented and made operational to prevent crimes of the kind that occurred.
from 1/2 to 2/3	[Before the opening statement of the first instance hearing] • The Entity has fully compensated the damage and has eliminated the harmful or dangerous consequences of the crime or has in any case effectively worked in this regard; and • An organizational model has been implemented and made operational to prevent crimes of the kind that occurred.

(b) Disqualification sanctions

Disqualification sanctions provided for by Legislative Decree 231/2001 are:

1. disqualification from exercising the business activity;
2. prohibition on entering into contracts with the public administration, unless done so in order to obtain a public service;
3. suspension or cancellation of authorizations, licenses or concessions serving to commit the unlawful act;
4. exclusion from benefits, loans, contributions or subsidies and possible cancellation of those already granted;
5. prohibition on publicizing goods or services.

Unlike the fine, which cannot be modified, disqualification sanctions apply only in relation to the offences for which they are expressly established and when at least one of the conditions referred to in art. 13, D. Lgs. 231/2001, indicated below is met:

– "*the entity has derived a significant profit from the offence and the offence has been committed by top executives or by persons under the management of others and, in this case, the commission of the offence has been determined or facilitated by serious organizational shortcomings*";

– "*in the event of repetition of offences" (*Article 20 specifies that there is repetition *"when the entity already convicted definitively at least once for an offence dependent on a crime, commits another within five years following the final sentence ")*.

In any case, bans are not applied when the crime was committed in the predominant interest of the author or third parties and the Entity has gained a minimum or no advantage, or the financial damage caused is particularly minor. The application of disqualification sanctions is also excluded if the Entity has carried out the remedial conduct provided for by art. 17, D. Lgs. 231/2001 and, more precisely, when the following conditions are met:

– "*the entity has compensated in full for the damage and has eliminated the harmful or dangerous consequences of the crime or has otherwise made effective efforts to do so*";

– "*the entity has eliminated the organizational shortcomings that led to the crime through the adoption and implementation of organizational models suitable for preventing crimes of the kind that occurred*";

– "*the entity has made available the profit obtained for the purpose of confiscation*".

Disqualification sanctions can last between three months to two years and the choice of the measure to be applied as well as its duration is made by the Judge on the basis of the same criteria previously indicated for the measurement of the financial penalty, " taking into account the suitability of the individual penalties to prevent offenses of the type committed" (art. 14, D. Lgs .. 231/2001). Article 25 paragraph 5 of Legislative Decree no. Legislative Decree 231/2001

provides for a significant exception, regarding certain crimes of corruption, for which a significant increase in the duration of bans is ordered:

– if the offence is committed by top management, the duration of the ban is between 4 and 7 years;

– if the offence is committed by a person “under management” the duration of the ban is between and 4 years.

The prohibition of the activity has a residual nature compared to the other disqualification sanctions.

The ban on exercising its business activity and the suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense cannot be applied as a precautionary measure, just as the commissioner pursuant to art. 15 of the Decree, to SIM, SGR, SICAV and SICAF (art. 60-bis, paragraph 4, T.U.F.), to Banks (art. 97-bis, paragraph 4, D.L.gs. 1 September 1993, n. 385, T.U. Bancario) and to Insurance and Reinsurance companies (pursuant to Article 266, paragraph 4, Legislative Decree n.209 dated September 7th 2005, Private Insurance Code).

It should also be noted that the Public Prosecutor reports the registration of the entities in the crime publication register to Consob, Bank of Italy and IVASS, as the latter are the only parties responsible for the execution of the bans.

(c) Foreclosure

Pursuant to art. 19, Legislative Decree. 231/2001 confiscation of the price or profit gained from the offence is always arranged, together with the conviction sentence, or its economic equivalent, except for the part that can be returned to the injured party and without prejudice to the rights acquired by third parties in good faith. For all intents and purposes, “price” means the money or other economic benefits given or promised to induce another subject to commit a crime, and “profit” means immediate economic utility obtained.

As evidenced by case law (Court of Cass., VI sec. pen. Sent. N. 34505 of 2012), to order the preventive confiscation, the Judge must assess the actual validity of the charge and identify serious evidence of responsibility of the Entity.

(d) Publication of the conviction

The publication in one or more newspapers of the conviction sentence in part or in full may be ordered by the Judge, together with its posting in the municipality where the Entity has its office, when a ban is imposed. The decision is published, by the clerk of court’s office, and costs are paid by the Entity.

1.4 Liability exemption

Legislative Decree 231/2001 establishes that the Entity is not liable for the offences indicated above if:

- top executives and persons under their management have acted in their own interest or in the interests of third parties;
- top executives acted fraudulently evading the Model;
- the company proves that it has adopted and effectively implemented "organization, management and control models" suitable for preventing criminal offenses of the type that occurred (Article 6, Legislative Decree 231/2001);
- the company has assigned a body within the entity, which has independent powers of initiative and control, the responsibility of overseeing the operation and compliance with the Model, as well as ensuring its updates.

The adoption of a Model specifically calibrated for the risks to which the Entity is exposed, aimed at preventing specific offenses through the establishment of rules of conduct, is a preventive measure and is the first layer of control to the risk control system. The Entity will not, therefore, be subject to penalty where it proves to have adopted and implemented organizational, managerial and control measures aimed at avoiding offences and, in any case, such that they are:

- suitable, i.e., to ensure the performance of activities in compliance with the law, as well as to promptly identify and eliminate risk situations;
- effective, i.e., proportionate to the need to ensure compliance with the law and, therefore, subject to periodic review to make any changes that may be necessary in the event of significant violations of the

requirements, or in the event of changes in organization or activity. Among other things, provision must be made for a disciplinary system capable of sanctioning non-compliance with organizational measures.

The Law also provides that the Models may be adopted based on codes of conduct drawn up by trade associations ("Guidelines"), communicated to the Ministry of Justice which, in agreement with the competent Ministries, may formulate observations within 30 days on the suitability of the models to prevent offences.

2 REFERENCES USED IN PREPARING THE MODEL

The drafting of this Model has considered, among other things, reference best practice, with particular regard to the Confindustria Guidelines, the ANIA Guidelines and the recommendations of criminal case law.

2.1 Confindustria Guidelines

Confindustria Guidelines outline the fundamental activities that each entity must carry out, preparatory to the implementation of its Model, represented by:

- the identification of potential risks: i.e., the analysis of the business context to identify in which areas or sectors of activity and according to which methods events detrimental to the objectives indicated by the Decree could occur abstractly;
- the design of the control system (so called "Protocols" for training, planning and implementation of the institution's decisions), i.e., the assessment of the existing system within the institution for the prevention of crime and its possible adaptation, in terms of its ability to effectively counteract the identified risks.

The components of the control system must be guided by the following principles:

- verifiability, documentability, coherence and consistency of each operation ("*every operation, transaction, action must be verifiable, documented, consistent and congruous*");
- application of the principle of segregation of duties ("*no one can manage an entire process independently*");
- documentability of controls ("*controls must be documented*");
- adequate sanctioning system for the violation of the rules of the Code of Ethics and the Models;
- identification of the requirements of the SB, as represented in paragraph 5 below.
- provision of methods for managing financial resources;
- reporting obligations towards the SB;
- existence of an internal system for reporting violations (so-called "whistleblowing" reporting).

It is understood that the Models adopted must be proportionate in size and commensurate to the risks faced by the Entity, and to this end may also deviate from the Guidelines which are broader by nature.

2.2 ANIA Guidelines

ANIA highlights that, Models that are truly suitable for preventing the offences considered in Legislative Decree 231/2001, carefully follow the principles identified by their Guidelines, which provide that the Entity must have:

- established standards and adopted control procedures, reasonably designed to reduce the possibility of illegal conduct within the corporate structure.
- assigned responsibility for overseeing compliance with the formalized standards and procedures adopted by the company;
- taken concrete steps to effectively communicate standards and procedures to employees, agents, corporate bodies, external consultants and suppliers;
- taken reasonable steps to achieve effective adherence to standards, using monitoring and auditing
- systems reasonably suited to uncovering any illegal conduct, introducing, to this end, a reporting system that allows employees, corporate bodies, external consultants and suppliers to report cases of violation of rules, without fear of retaliation;
- implemented the standards, through appropriate disciplinary mechanisms, providing for the imposition of penalties against those responsible;

- taken all steps reasonably necessary, making changes to the OMM where appropriate, to give an appropriate response to the violation and to prevent similar violations from occurring in the future.
- To allow the conception of Models that are sufficiently flexible, ANIA suggests paying further attention to the changes and evolutions that have occurred within the corporate structures and outlines the functional characteristics of the Model.

2.3 IVASS Regulation n. 38/2018 and any subsequent modifications and integrations (Corporate Governance System)

This Model is part of the broader Group corporate governance system, which - through an effective internal control and risk management system - allows the sound and prudent management of the Group, while considering the interests of the companies that are part of it and the ways in which these interests contribute to the Group's common objective in the long term, also in terms of safeguarding corporate assets.

IVASS Regulation no. 38 of 3 July 2018 (the "Regulation 38/2018") and for what concerns here:

- highlights the need for the control functions and bodies of the Parent Company (Board of Statutory Auditors, Supervisory Body, key functions[16], etc.) to work together with adequate information flows and for liaison mechanisms to be defined with the bodies and functions of the other Group companies;
- requires adoption of a Group code of conduct that promotes operational fairness and respect for integrity and ethical values by all personnel, as well as prevents deviant conduct;
- emphasizes the correct structuring of corporate IT systems and cyber security.

The contents of Regulation 38/2018 complement the crime prevention system represented by this Model.

2.4 IVASS Regulation n. 44/2019 and any subsequent modifications and integrations (Implementation provisions aimed at preventing the use of insurance companies and insurance intermediaries for the purposes of money laundering and terrorism financing concerning organization, internal procedures and controls, and adequate customer due diligence)

The internal control system of an insurance company must reasonably ensure the prevention of involvement of the company and insurance intermediaries in money laundering and terrorism financing activities.

Specifically, Regulation No. 44 of February 12, 2019 (referred to as "Regulation 44/2019"), is extensively referenced in Special Part No. 4.

[16] Audit, Risk Management, Compliance e Actuarial Functions.

3. MODEL IMPLEMENTATION

3.1 The Role and activities of Unipol Assicurazioni

Unipol Assicurazioni is an issuer with shares listed on the Electronic Stock Market (MTA) managed by Borsa Italiana S.p.A. and is part of the FTSE MIB index, which includes stocks with the highest capitalization.

Following the merger by incorporation of UnipolSai Assicurazioni S.p.A., Unipol Finance S.r.l., Unipol Part I S.p.A., and Unipol Investment into Unipol Gruppo S.p.A., Unipol Assicurazioni has become the insurance operating company at the head of the Unipol Group. It serves as the parent company of the Unipol Group and, as such, is identified as the "ultimate Italian controlling entity" pursuant to the provisions of the Private Insurance Code and the related implementing regulations.

The activities of the Unipol Group are organized into the following business areas:

a) insurance, through the offering of a comprehensive range of solutions on the market, covering risks related to mobility (vehicles, vessels, and travel), personal protection (particularly personal accident insurance, life insurance, and health coverage), home and condominium protection, work-related risks (products designed for businesses, retailers, professionals, and legal protection), as well as investment and pension plans;

b) bancassurance, through the partnership with BPER Banca S.p.A. and Banca Popolare di Sondrio S.p.A.;

c) real estate and other activities: the Group holds a significant real estate portfolio in Italy and is also active in the following sectors: hospitality, healthcare, agriculture, and port activities;

d) Mobility, Welfare and Property, through the offering of expertise and integrated solutions to customers within the following ecosystems :

- Mobility: acting as a 360-degree partner throughout the entire mobility lifecycle, particularly in managing vehicle and auto glass repair processes, addressing assistance requests, participating in the long-term rental market, supporting toll systems, offering mobility payment solutions, and providing anti-theft systems for vehicles;
- Welfare: leveraging a network of proprietary and affiliated healthcare facilities to maximize synergies with insurance services. Additionally, it offers digital health services, including telemedicine, prevention, nursing, physiotherapy, and social-assistance home care. The offering is further enhanced by flexible benefits platforms optimized for SMEs and large corporate enterprises;
- Property: providing services related to housing and condominiums, particularly through the development of a network of skilled craftsmen to ensure service quality and cost savings on insured services. It also relies on a franchised network of administrators to deliver services to both administrators and condominiums.

Finally, noteworthy are the activities in innovation and digital transformation, the presence of a real estate asset management company, and an electronic money institution authorized to provide payment and electronic money services in Italy. Additionally, the activities carried out by the Group's corporate foundation represent one of the most significant tools for implementing social responsibility initiatives, within the framework of the broader sustainability strategy.

3.2 Internal control and risk management system of Unipol Assicurazioni

In designing its corporate governance system, Unipol Assicurazioni has implemented the recommendations contained in the Corporate Governance Code for listed companies, in its various editions, over time[17] which represent a "best practice" model for the organization and functioning of Italian listed companies in terms of corporate governance.

Pursuant to the in-force regulation[18], the Parent Company provides the Group with a governance system that is appropriate for its structure, business model, and the nature, scope, and complexity of the risks faced by the group and its individual subsidiaries and affiliates.

The Board of Directors of the company has ultimate responsibility for the group's corporate governance system, defining its strategic directions and ensuring overall coherence. In this context, the Board of Directors – among other tasks – defines and reviews the Group's policies, determines the organizational structure of the Group, and assigns tasks and responsibilities to operational units, ensuring the appropriate separation of functions.

In accordance with Regulation IVASS No. 33/2016 of December 6, 2016, the Board of Directors annually approves a Solvency and Financial Condition Report addressed to the market and a Regular Supervisory Report addressed to the Supervisory Authority. These reports include quantitative and qualitative information about the Company, particularly regarding activities and results, governance system, risk profile, solvency assessment, and capital management.

The Board of Directors approves the strategic plan for Information and Communication Technology (ICT), including corporate cybersecurity, aimed at ensuring the existence and maintenance of a highly integrated and secure overall system architecture from both infrastructure and application perspectives, adequate to the needs of the company and based on international, national standards, and guidelines defined in the sector regulations.

The internal control and risk management system, a fundamental element of the corporate governance system, consists of a set of rules, procedures, and organizational structures aimed at ensuring the proper functioning and smooth operation of the Group and its affiliates.

The internal control and risk management system are integral parts of the Company and must permeate all its sectors and structures, involving every resource, each according to their level of competence and responsibility, with the aim of ensuring constant and effective risk oversight. All company business areas and functions have their own role in verifying the operations undertaken, according to different levels of responsibility.

The internal control and risk management system are defined in the Directives on Group Corporate Governance System, which also define the roles and responsibilities of the parties involved and are complemented by the Policies of the Fundamental Functions and the Policy for managing money laundering and terrorist financing risk.

The internal control and risk management system is set up according to the following guidelines:

- separation of tasks and responsibilities: competences and responsibilities are shared between the governance bodies and organizational units in a clear manner, in order to avoid gaps or overlaps that may affect company operations;
- formalization: the work of the administrative body and the delegated subjects must always be documented, to allow the control of management actions and decisions taken;
- integrity, completeness and fairness of the data stored: the data recording system and related reporting must ensure that adequate information is available on the elements that may affect the risk profile of the company and its solvency;
- independence of controls: the necessary independence of the control structures must be ensured in relation to the operational units.

The coordination procedures and information flows between the parties involved in the internal control and risk management system are described in the Key Function Policies, in the Policy for managing money laundering and terrorist financing risk, as well as in the Regulations of the Board Committees.

[17] The Corporate Governance Code, formerly known as the Self-Discipline Code for listed companies, was approved in March 2006 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., along with subsequent amendments. The Corporate Governance Code was last modified on January 30, 2020, and renamed "Corporate Governance Code." The new Code became applicable from the first fiscal year beginning after December 31, 2020.
[18] Reference to IVASS n.38/2018

This system is periodically assessed and reviewed, in relation to the evolution of business operations and the reference context.

In general, the corporate bodies[19] and the top management structures promote the dissemination of a control culture that makes staff aware of their role at all levels, also with reference to control activities and encourages the involvement of all company departments in the pursuit of corporate objectives.

In preparing this Model, the existing internal control and risk management system and pertaining procedures have been accounted for, as they contribute to criminal prevention measures.

In particular, Unipol Assicurazioni operates on the basis of the following tools, that help to conceptualize and implement company decisions, also in relation to the offences that need to be prevented:

- Applicable Italian and foreign laws, including regulations;
- the Articles of Association;
- Charter of Values and Code of Ethics ;
- The Corporate Governance Code
- the system of self-regulation of company discipline, as set out in paragraph 3.3 below;
- the system of delegations and executive powers in place;
- the disciplinary and sanctioning system as provided for in the National Collective Labor Agreement, applicable Supplementary Agreements, Workers' Statute, and National Agents Agreement.

The rules, procedures and principles referred to in the tools listed above are not reported in detail in this Model but are part of the broader system of organization and control that it intends to integrate.

3.3 Group's internal regulatory system

The Group parent company Unipol Assicurazioni has adopted a comprehensive system of self-regulation for corporate discipline, applicable to all companies within the Group, consisting of various types of corporate communication documents (referred to as "DCA").

The main types of DCA are classified according to content and scope.

The DCAs approved by the Board of Directors of the Parent Company and/or Group Companies and addressed exclusively to employees are:

- Group Policies and Procedures
- Policies and Procedures applicable at single company level (Group Companies)

With reference to the remaining DCAs, those that are aimed at employees working for Group Companies are:

- Ordine di Servizio (known as “ODS”) that announce organizational changes;
- Disposizione Interna (Internal Company Provisions);
- Regola Operativa (known as “ROP”)that are operational rules;
- Procedura Tecnica di Settore (known as “PTS”) that are business specific technical procedures.

The DCAs that can be addressed both to employees working for Group Companies and to Sales Networks are:

- Comunicato (known as “COM”)that are official announcements;
- Circolare (known as “CIR”)that are company administrative orders.

Unipol Assicurazioni has also defined a set of preventive checks, carried out by specific Company Functions, prior to the publication of DCAs, to ensure the adequacy of each document with respect to the matters within its competence.

[19] Corporate bodies are defined as the Board of Directors, Board Committees, the Chairman and the Board of Statutory Auditors, and the Chief Executive Officer.

All DCAs are published within the company intranet or other repository in place to allow them to be viewed by all recipients.

3.4 General Principles of control

In general, the Company's organizational system must comply with the fundamental requirements of:

- explicit formalization of rules of conduct;
- clear, formal and understandable description and identification of the activities, tasks and powers attributed to each function and to the different qualifications and professional roles;
- specific description of control activities and their traceability;
- adequate segregation of operational and control roles.

In particular, the following principles must be pursued:

Rules of conduct

- the existence of a Code of Ethics describing general rules of conduct that govern the activities carried out must be envisaged;
- the Company's reward and incentive systems must be designed to ensure consistency with the provisions of the law, with the principles contained in this Model, also providing for appropriate corrective mechanisms in the face of any deviant behaviour.

Definitions of roles and responsibilities

- internal regulations must outline the roles and responsibilities of organizational units at all levels, describing the activities of each structure;
- such regulations must be made available and known within the organization.

Internal procedures and rules

- sensitive activities must be regulated, in a coherent and appropriate manner, through corporate regulations, so that at all times it is possible to identify the operating methods used to carry out the activities, the related controls and the responsibilities of those who operated;
- a Process Owner must be identified for each business process, typically coinciding with the person in charge of the organizational structure responsible for the management of the activity itself.

Segregation of duties

- within each relevant company process, the functions or persons responsible for making decisions and its implementation must be separated from those who register it and from those who control it;
- those who take or implement decisions, those who must account for the decisions made and those who are required to perform the controls on them as established by law and by the procedures of the internal control system must all be different persons.

Authorization and signatory powers

- a system of delegated powers must be defined within which there is a clear identification and a specific assignment of powers and limits to the subjects who are allowed to commit for the Company and manifest its will;
- the organizational and signature powers (delegations, powers of attorney and related spending limits) must be consistent with the organizational responsibilities assigned;
- powers of attorney must be consistent with the internal system of delegated powers;
- mechanisms must be established for disclosing powers of attorney to Third Parties;
- the delegation system must identify, inter alia:
    - the requirements and professional skills that the delegate must possess by reason of the specific scope of operation of the delegation;

- the operational procedures for managing expenditure commitments.

- powers must be delegated according to the principles of:
  - decision-making and financial autonomy of the delegate;
  - technical-professional suitability of the delegate;
  - autonomous availability of resources appropriate to the task and continuity of services.

Operational control and traceability

- operational controls and their characteristics (responsibility, evidence, frequency) must be formalised in procedures or other internal regulations;
- the documents relevant to the performance of sensitive activities must be properly formalized and bear the date of completion, acknowledgement of the document and the recognizable signature of the author; they must be stored in suitable locations for storage, in order to protect the confidentiality of the data contained therein and to avoid damage, deterioration and loss;
- the formalisation and approval of corporate acts and deeds and the relative authorization levels, development of operations, materials and registration, with evidence of their motivation and their purpose, must be reconstructed, to guarantee the transparency of the decision making process;
- the person in charge of the activity must produce and maintain adequate reports that contain evidence of the checks carried out and any anomalies identified;
- where possible, an ICT system must be adopted to guarantee correct and truthful allocation of each transaction, or a segment thereof, to the person responsible for it and to the other parties that participate in it;
- the system must not allow (untraced) modification of the records;
- documents concerning the Company's activities, and in particular documents or computer documentation regarding sensitive activities, must be archived and kept by the competent function, in such a way as to disallow subsequent modification, except with specific evidence;
- access to archived documents must always be justified and permitted only to authorized individuals as per internal regulations. These include the Board of Statutory Auditors, Audit, Risk, Compliance, and the Supervisory Board, all within the scope of their respective authorizations;
- outsourced processes, especially if they concern sensitive activities, must be carefully monitored.

3.5 Purpose and Scope of the Model

Recognizing that transparency and integrity are the pre-conditions to organizing the company's activity, Unipol Assicurazioni has adopted an organization, management, and control model suitable for preventing unlawful misconduct by all recipients.

Notwithstanding the optional choice of such a model laid out by Decree, Unipol Assicurazioni has decided to comply with its provisions by adopting a model.

The purpose of the OMM is, therefore, to provide a structured and organic system of prevention, dissuasion and control aimed at developing awareness in subjects who, directly or indirectly, operate in the field of sensitive activities. In this way they can identify, in the event of unlawful misconduct, the consequences that may lead to sanctions not only for themselves, but also for the Company.

The Model adopted by the Company identifies the activities in which the risk of committing offences could, even theoretically, be envisaged. It intends to:

- create awareness, in all those who carry out, in the name, on behalf and in the interest of the Company, activities at risk of offence, as better identified in the Special Parts of this document, the possibility that they

may incur, in the event of violation of the provisions contained in the OMM, an offense punishable by criminal and administrative sanctions, which can be imposed not only against them, but also against Unipol Assicurazioni;

- condemn any form of unlawful conduct by the Company, as it is contrary not only to the provisions of the law, but also to the ethical principles adopted by the same;
- guarantee the Company, thanks to the control of activities at risk of crime, the concrete and effective possibility of intervening promptly to prevent the commission of the offences themselves.

The Model also aims to:

- introduce, integrate, raise awareness, disseminate and circulate at all company levels the rules of conduct and protocols for planning the formation and implementation of the Company's decisions, in order to manage and, consequently, avoid the risk of committing offences;
- inform all those who work with the Company that the violation of the provisions contained in the OMM will result in the application of specific penalties or the termination of the contractual relationship, without prejudice to any request for compensation if such conduct causes concrete damage to the Company;
- identify in advance the activities at risk of offences, with reference to the activities carried out by the Company;
- provide the SB with adequate powers in order to put it in a position to effectively supervise the effective implementation, constant functioning and updating of the Model, as well as to evaluate the maintenance over time of the solidity and functionality requirements of the OMM itself;
- guarantee the correct and protocol-compliant registration of all the Company's operations in the context of activities at risk of offences to make it possible to verify ex post the decision-making processes, their authorization, and their performance within Unipol Assicurazioni. All in accordance with the principle of control expressed in the Confindustria Guidelines by virtue of which "every operation, transaction, action must be verifiable, documented, consistent and coherent";
- ensure effective compliance with the principle of separation of corporate functions, in accordance with the principle of control, according to which "no one can independently manage an entire process", so that the authorization to carry out an operation is under the responsibility of a person other than the one who accounts for it, executes it operationally or controls it;
- outline and circumscribe responsibilities in the formation and implementation of the Company's decisions;
- establish that the authorization powers are delegated in accordance with the organizational and managerial responsibilities assigned, that the delegations of power, responsibilities and tasks within Unipol Assicurazioni are disclosed and that the acts with which powers, delegations and autonomy are conferred are compatible with the principles of preventive control;
- identify the methods for managing financial resources, such as to prevent the commission of offences;
- evaluate the activity of all subjects who interact with Unipol Assicurazioni, within the areas at risk of committing offence, as well as the functioning of the Model, taking care of the necessary periodic updating in a dynamic sense, if the analyses and evaluations made it necessary to make corrections, additions, and adjustments.

Through the Model, in fact, a structured and organic system of control procedures and activities (ex-ante and ex post) is consolidated, which aims to reduce the risk of committing offences through the identification of sensitive processes and their related formal procedures.

Among the purposes of the Model there is, therefore, that of developing awareness among employees, corporate bodies, consultants in any capacity, collaborators and partners, who carry out, on behalf and in the interest of the Company, activities at risk of offence, to be able to incur, in the event of conduct that does not comply with the provisions of the Model, as well as the rules of the Code of Ethics and other company rules and procedures (as well as the law), in offences liable to criminal consequences not only for oneself, but also for the Company.

Furthermore, it is intended to effectively censure any unlawful conduct through the constant control activity of the

SB on sensitive processes and the imposition, by Unipol Assicurazioni, of disciplinary or contractual penalties.

3.6 Model and its structure

The preparation and updating of this OMM were preceded by a series of preparatory activities divided into different phases and all aimed at the construction of a risk prevention and management system, in line with the provisions of Legislative Decree 231/2001 and inspired by the rules contained therein and the principles and suggestions dictated in this regard by the ANIA and Confindustria Guidelines.

The phases in which the preparation and updating of the OMM are divided are briefly described below.

a. Preliminary Phase

In this phase, aimed at preparing the supporting documentation and planning the detection activities, punctual analyses were carried out on the existing documentation (organization charts, process surveys, risk surveys and assessments, and controls) and dialogue with the corporate functions concerned. The target was to identify the subjects, top management, and subordinates, that needed to be involved in the subsequent phase of risk assessment and to describe the control system. In addition, the areas of activity (corporate areas, organizational areas, processes and operational sub-processes) in which there is a risk of committing the offences provided for by Legislative Decree 231/2001 (process/crimes matrix - see MACROPROCESSES table) were identified and, in order to facilitate the subsequent risk assessment phase, the possible ways in which illegal conduct could materialise were identified.

b. Risk mapping and controls phase

In this phase, also considering what is suggested by the Confindustria Guidelines, an in-depth survey of the overall organization of Unipol Assicurazioni was carried out, i.e., a survey of the areas, sectors and offices, related functions and procedures, and external entities, in various ways related to the Company.

For each of these areas, detailed documentary analyses and interviews with top and subordinate figures involved in the activities examined were carried out, to identify offences that could potentially be committed, the ways in which these would materialize, the types of existing controls (e.g. those of an organizational nature related to the clear identification and segregation of responsibilities and functions; those of a procedural nature, related to the formalization of activities in internal rules; those deriving from ICT solutions through the provision of mandatory formal steps, etc.) and their effectiveness. In detail, we proceeded to:

- analyze the Company's operations with reference to the so-called "sensitive" processes in which offences may be committed pursuant to Legislative Decree 231/2001;
- describe, in the organizational context analysed, the positions and subjects involved, their responsibilities and their powers, distinguishing between "top management" or "subordinate" figures, as indicated in Legislative Decree 231/2001;
- identify and describe the offences that could be committed and the consequences they could have;
- identify and describe the possible unlawful misconduct of the activity in question, i.e., the practical ways in which offences could be committed;
- identify in a timely manner the existing controls (ex-ante and ex-post) and evaluate the alignment of the control structure with the dictates of Legislative Decree 231/2001 in terms of existence, effectiveness and efficiency of controls, existence of formalized procedures, adequacy of the system of delegations and powers of attorney, existence and adequacy of the disciplinary system.

The risk and control detection phase has allowed to identify the functions and the subjects involved in sensitive processes, their responsibility, as well as the control systems adopted for risk mitigation.

c. Risk Assessment and phase controls

In this phase, for each of the sensitive process, the degree of risk was assessed using the "Control and Risk Assessment" method:

- together with the person responsible for each process, the risk of criminal administrative offences being committed in this context, taking into account the degree of effectiveness and efficiency of the procedures and control systems existing within the process, suitable for criminal prevention measures;
- on the basis of these assessments, any critical issues, in terms of risk pursuant to Legislative Decree 231/2001, within each process have been determined;
- In relation to the risks identified and the related criticalities, the appropriate corrective actions were identified to reduce the level of criticality and improve the control system.

For this moment to represent a real opportunity for awareness and involvement, the entire evaluation process and the related evidence that emerged were shared with management.

To provide an adequate formalization of the surveys conducted, a specific information system adopted by the Group's Audit, Risk Management and Compliance functions is used. It allows to manage the risk mappings carried out pursuant to the Decree, in line with the models for surveying company processes and general assessment of operational risks, making possible:

- a single database for storing all the information collected;
- the assessment, on the basis of metrics agreed at Group level, of the actual level of risk on the individual areas subject to risks pursuant to Legislative Decree 231/2001;
- a risk assessment pursuant to Legislative Decree 231/2001;
- the management of an improvement plan resulting from the analysis conducted.

3.7 Definition of Protocols : identification and analysis of sensitive processes

Unipol Assicurazioni has identified the sensitive processes in which the conditions, opportunity, or possibilities for potentially committing a crime referred to in Legislative Decree 231/2001 could arise (see table MACROPROCESSES).

With reference to these processes, the management and control procedures in place were therefore identified and any necessary implementations were defined, where deemed appropriate, in compliance with the following principles:

- functional segregation of operational and control activities;
- documentability of risky operations and controls put in place to prevent offences from being committed;
- distribution and attribution of authorization and decision-making powers, competences and responsibilities, based on principles of transparency, clarity and verifiability and consistent with the activity actually carried out;
- access security and traceability of financial flows.

This detection process, to operate effectively, must be carried out continuously or in any case carried out with an adequate frequency and must be reviewed with particular attention in the face of corporate changes (e.g., opening of new offices, expansion of activities, acquisitions, reorganizations, changes in the organizational structure, etc.), or the introduction of new offences.

3.8 Definition of ethical principles

Unipol Assicurazioni has adopted the Charter of Values and the Code of Ethics, which constitute the value framework of Unipol Group. The following five principles drive the Charter of Values:

- Accessibility: promotes mutual availability and dialogue, thus generating greater organizational effectiveness;
- Forward-Thinking: encourages the ability to correctly interpret market signals by anticipating trends, generating continuity in results and developing profits with a view to "enhanced" sustainability. Forward-Thinking allows to combine and encourage improvement, environmental aspects, economic and social requirements that allow the company to move forward in the long term;
- Respect: encourages attention to the needs of all stakeholders, generating quality of service and mutual recognition;
- Solidarity: encourages teamwork and trust in the rules, generating management efficiency;
- Responsibility: drives professional reliability, which allows to answer for one's actions in the times and in the manner defined by the rules of the sector, the market, and its corporate ethics.

The Group Code of Ethics has the following characteristics:

- it is principles-based, i.e. it refers to principles and doesn't describe conducts;
- its structure inherits both the structure and the contents of the Charter of Values; it is inspired by an educational approach;
- it adopts special "restorative justice" devices aimed at identifying conducts capable of reinstating, in the ways deemed most appropriate, the status quo before the violations were committed.

The Ethics Officer of the Unipol Group has been appointed as a proactive reference figure to whom stakeholders can turn to obtain opinions and/or advice regarding the correct application of the Code of Ethics and as a collection and filtering center for any reports of violations.

The Code of Ethics must find ways to ensure compliance by all those who work in the orbit of the Unipol Group. A commitment to respect the values refers to all the Group's stakeholders, identified in the following six categories:

- shareholders and investors;
- employees and collaborators;
- customers;
- suppliers;
- civil community;
- future generation.

The reference principles that drive this Model are therefore integrated with those of the Charter of Values and the Code of Ethics adopted by Unipol Assicurazioni, even if the Model, implementing the provisions of Legislative Decree 231/2001, has a different scope and purpose than the Code of Ethics.

From this point of view, in fact, it is appropriate to specify that:

- the Code of Ethics has a general application, as it contains a series of principles of "corporate ethics" that Unipol Assicurazioni recognizes as its own and to which it requires observance from all those who cooperate in the pursuit of company purposes;

- this Model responds to and satisfies, in accordance with the provisions of Legislative Decree 231/2001, the need to prepare a system of internal rules aimed at preventing specific types of offences.

3.9 The procedure for adopting the model

Although the adoption of the Model is provided for by law as optional and not mandatory, the Board of Directors of the Company, in accordance with the company policies, decided to do so, adopting the Model as of March 19, 2009.

At the same time as the adoption of the Model, the SB was appointed as the body of the Entity with the task of supervising the functioning and observance of the Model, as well as taking care of its updating (see Chapter 5).

Subsequent substantial amendments and additions to the Model are referred to the competence of the Unipol Assicurazioni Board of Directors, also upon the proposal and in any case subject to the opinion of the Supervisory Board, since the Model is an "act of issuance of the management body" in accordance with the requirements of Article 6 of Legislative Decree 231/2001.

At the board meeting held on October 2nd 2025, the Unipol Assicurazioni Board of Directors updated this Model and expressly declared its commitment to its compliance. The Board of Statutory Auditors took note of this Model and formally committed to compliance with it.

With regard to the scope of application of the MOG, it should also be considered that the Company uses a distribution network for activities of an insurance nature and that certain activities are outsourced by Unipol Assicurazioni to companies belonging to the Unipol Group or to third parties.

The extension of this Model towards agents and outsourcers must be considered limited to the performance of sensitive processes carried out by them in the name and on behalf of Unipol Assicurazioni and will take place on the basis of contractual agreements governing relations with agents and outsourcers, providing, as far as the latter are concerned, for careful regulation of controls by the Company and the related periodic reporting activities.

In any case, while the principles of autonomy and responsibility of each company within the Group remain valid, the subsidiaries SIAT, UnipolService, UniSalute, and UnipolAssistance, to which Unipol Assicurazioni has entrusted the execution of outsourced activities, have adopted their own organizational model pursuant to the organization, management, and control regulations, in line with the provisions of Legislative Decree 231/2001, which encompasses and coordinates numerous ethical, organizational, managerial, and control measures. In this regard, Unipol Assicurazioni places further trust in the construction and implementation of its own control system in accordance with and for the purposes of Legislative Decree 231/2001.

Collaborators and suppliers are required to provide Unipol Assicurazioni with a declaration confirming their full understanding of the contents and provisions of Legislative Decree 231/2001 and their commitment to complying with it, with specific information included in the contract.

4. CORPORATE PROCESSES VULNERABLE TO THE Offenses SPECIFIED IN Legislative Decree 231/2001

Following a detailed analysis of business operations and risk mapping pursuant to Legislative Decree 231/2001, Unipol Assicurazioni has identified the relevant business processes for the purposes of Legislative Decree 231/2001, i.e. the so-called “sensitive” processes.

From the analysis carried out, the categories of crime that could potentially be committed in the context of sensitive business processes are the following:

1. Crimes in relations with the Public Administration;
2. Corporate offences;
3. Crimes and administrative offenses related to insider dealing, market manipulation and rigging;
4. Receiving stolen goods, money laundering, self-laundering and crimes with the purpose of terrorism or subversion of the democratic order;
5. Computer crimes;
6. Manslaughter or serious or very serious injuries committed in violation of the occupational health and safety standards;
7. Crimes of counterfeiting currency
8. Organized crime and cross-border offences;
9. Environmental offences;
10. Crimes against industry and trade;
11. Copyright infringement;
12. Crimes relating to illegal immigration;
13. Incitement not to make statements or to make false statements to judicial authorities;
14. Illegal intermediation and labor exploitation;
15. Fraud in sports competitions;
16. Tax offenses;
17. Crimes against cultural heritage;
18. Fraudulent transfer of funds.

Below is a table that intersects between crime categories listed above and the company sensitive processes, appropriately grouped into broader categories called "macro-processes", in which the crimes could be committed.

	Offences																	
MACROPROCESS	PA	Corporate offences	Market abuse	Receiving stolen goods, terrorism	Computer crimes	Health and safety	Counterfeiting of coins	International crimes	Environmental crimes	Industry & trade	Copyright	Immigration crimes	Inducement to refuse to make statements	Intermediation	Sport Fraud	Tax-related crimes	Cultural Heritage	Transfer of funds
Sales	✔	✔	✔	✔			✔	✔							✔			
Portfolio management	✔	✔						✔							✔	✔		
Settlement management	✔	✔	✔	✔				✔							✔	✔		
Technical reserves management		✔	✔					✔										
Passive reinsurance		✔						✔								✔		
Active reinsurance		✔	✔															
Financial management	✔	✔	✔	✔				✔								✔		✔
Treasury	✔	✔	✔	✔				✔							✔			
Purchasing and consultancy management	✔	✔		✔		✔		✔	✔			✔		✔	✔	✔	✔	
Mobile assets management	✔	✔						✔							✔		✔	
Accounting and Balance Sheet		✔	✔	✔				✔								✔		
Technical accounting	✔	✔		✔				✔								✔		
Tax management	✔	✔		✔				✔								✔		
Strategic marketing and sponsorships	✔	✔						✔			✔				✔			
Distributive network relations	✔	✔						✔		✔					✔	✔		
Information systems management	✔	✔			✔			✔			✔							
Personnel administration management	✔	✔						✔				✔	✔	✔	✔	✔		
Personnel training	✔	✔				✔		✔							✔			
Workplace safety	✔	✔				✔		✔						✔				
Real estate management	✔	✔	✔	✔		✔	✔	✔	✔			✔		✔	✔	✔	✔	✔
Legal/litigation management	✔	✔	✔					✔					✔					
Corporate governance and regulatory relations		✔	✔					✔										✔
Claims management	✔	✔						✔										
Anti-money laundering/Antiterrorism				✔				✔										
External communication and Investor Relations			✔					✔										
Risk Management		✔	✔					✔										
Group Coordination and management		✔						✔										
Audit		✔						✔										
Compliance		✔						✔										

5. THE SUPERVISORY BODY

5.1 Identification, requirements and appointment of the Supervisory Body

The Decree provides for the establishment of a Supervisory Body (SB) within the Entity with autonomous powers of initiative and control, which is assigned the duty of supervising the functioning and compliance with the Model and updating it.

a) Appointment and establishment of Supervisory Body

The Decree provides for the establishment of a Supervisory Body within the Entity with autonomous powers of initiative and control, which is assigned the duty of supervising the functioning and compliance with the Model and updating it.

In compliance with the provisions of art. 6, paragraph 1, lett. b) of Legislative Decree 231/2001, the Company identifies the SB as a collegial body, composed of a maximum of five members, identified as follows:

- all members of the Control and Risk Committee, all independent non-executive directors;
- the additional member(s) is/are one/two external professional(s) with adequate skills and professionalism or a member of the company's Top Management responsible for Audit or Compliance.

In line with the provisions of the law, this composition ensures that the requirements with respect to autonomy and independence, professionalism and operational efficiency of the SB are ensured.

The compensation attributed to the members of the SB is determined by the Board of Directors at the time of appointment and remains unchanged for the entire term of office.

In addition, the Board of Directors, annually and upon proposal of the SB, approves the forecast of expenses, including extraordinary expenses, necessary for carrying out the supervisory and control activities envisaged by the Model, as well as the final balance of any expenses incurred in the previous year.

b) Fit-and-proper eligibility requirements of the members of the Supervisory Body

The members of the SB must be in possession of fit-and-proper requirements according to the specific duties entrusted to them.

In assessing the requirements of autonomy, integrity, and independence of the members of the SB, consideration was given to the provisions of current Italian legislation applicable to corporate officers and heads of Fundamental Functions.

The requirement of professionalism demands that the members of the SB possess expertise in legal, economic, and financial matters, in order to ensure the effectiveness of the control and advisory powers entrusted to them.

The professional and personal profile of each member of the SB must also be suitable to guarantee authority, impartiality of judgment, and ethical conduct.

The members of the Body must certify that:

- they have no marriage, kinship or family relationship up to and including the 4th degree, with members of the decision-making bodies of the Entity or the Independent Auditors, or with the auditors appointed by the Independent Auditors, or among themselves;
- they are not executive members of the decision-making body of the Entity or the Independent Auditors;

- they have no actual or potential conflicts of interest with the Entity such as to jeopardise their independence;
- they have not performed administrative, management or control function activities in companies subject to bankruptcy, compulsory liquidation or equivalent procedures or in companies operating in the credit, financial, securities and insurance sectors subject to extraordinary administrative procedures;
- they have not been subjected to preventive measures ordered by the judicial authority pursuant to Legislative Decree 159/2011 and subsequent amendments, without prejudice to the effects of rehabilitation;
- they have not been convicted with a sentence, even if not final, for crimes provided for by Legislative Decree 231/2001, without prejudice to the effects of rehabilitation.

The members of the SB commit to immediately notify the Company and the Board of Directors of any event that involves the loss, even temporary, of the requirements described above.

Prior to the appointment of the person concerned as a member of the SB, and subsequently, on an annual basis or upon receipt of the communication referred to in the previous paragraph, the Board of Directors assesses the existence of the above-mentioned fit-and-proper requirements or, in any case, the suitability of the members of the Supervisory Body to hold the assigned position.

Failure to meet one or more of the requirements indicated in letter b), numbers 1, 2, 3, 5, and 6 of this article prior to taking office, or failure to meet them during the term of office, or the occurrence of causes of incompatibility, shall result in ineligibility or forfeiture of office. With reference to the requirement referred to in letter b), number 4, of this article, failure to meet this requirement prior to taking office, or failure to meet it during the term of office, or the occurrence of causes of incompatibility prior to taking office or during the term of office, shall not automatically result in the ineligibility or removal from office of the member of the SB, but shall require an assessment by the Board of Directors. The assessment shall be conducted with regard to the objectives of sound and prudent management and the safeguarding of the company and public confidence, in accordance with the parameters set out in Article 5 of Ministerial Decree No. 88 of 2 May 2022 (Regulation on the requirements and criteria for suitability to perform the duties of company representatives and those who perform key functions pursuant to Article 76 of the Insurance Code referred to in Legislative Decree No. 209 of 7 September 2005) determines the forfeiture of office. If, following the above assessment, a serious, precise and consistent picture emerges of conduct that may conflict with the above objectives, the member of the SB shall be declared ineligible or shall be removed from office. In such cases, the Board of Directors shall promptly appoint another member or replace the member who has been removed from office, in accordance with the principles set out above.

The member thus appointed shall remain in office until the end of the term of the SB in office.

c) Autonomy, Independence

The SB must be endowed, in its collegiality, with specific requirements of autonomy, independence and professionalism. The above-mentioned requirements presuppose that the Body:

- carries out its core activities with continuity of action;

- is composed of individuals whose personal circumstances and/or interests do not conflict with the assigned task or compromise the high degree of authority required to exercise their independence in judgment and assessment.

- reports on its activities exclusively to the Board of Directors and maintains contacts with the Control and Risk Committee, the Board of Statutory Auditors and the Independent Auditors.

d) Duration in office and causes of termination of the members of the Supervisory Body

The term of office of the SB is equal to that of the Board of Directors.

The Supervisory Body (SB) is appointed at the first available meeting of the Board of Directors following the Shareholders' Meeting during which the Board of Directors is appointed and serves until the Board of Directors is renewed.

The termination of the office or company role held by any appointed internal member(s) determines the termination of office of member of the SB. In this case, the Board of Directors shall promptly appoint a new member.

A member of the SB may be revoked exclusively for just cause (i.e., for gross negligence in the exercise of office), by resolution of the Board of Directors, having heard the mandatory but non-binding opinion of the Board of Statutory Auditors.

5.2 Functions and powers of the Supervisory Body

The SB is generally entrusted with the task of supervising:

- the effectiveness and adequacy of the OMM in relation to the corporate structure, the ability of the same to prevent offences referred to in Legislative Decree 231/2001, also in terms of suitability and adequacy of the contents. This activity takes the form of an assessment of the provisions of the Model in relation to the pro tempore legislation in force, best practices and jurisprudence on the liability of collective bodies;
- the observance of the Model by the recipients: employees, corporate bodies and, within the limits provided therein, collaborators and suppliers;
- the possibility of updating the Model, where there is a need to adapt it to changed company conditions and/or regulations, requesting the competent bodies to do so to this end.

The SB regulates its operational rules, formalizing them in a special regulation, approved independently.

The meetings of the SB and the meetings with the other corporate control bodies must be recorded and copies of the minutes kept by the Body itself.

On a more operational level, the SB is entrusted with the task of:

- promuovere l'adozione delle procedure previste per l'implementazione del sistema di controllo;
- organizing the adoption of the procedures established for the implementation of the control system;
- promoting initiatives aimed at spreading awareness and understanding of the principles set out in the OMM;
- collecting, processing and storing relevant information regarding compliance with the Model;
- coordinating with the competent company functions (also through special meetings) for the appropriate monitoring of activities in sensitive areas. To this end, the SB is kept constantly informed about the evolution of activities in the above-mentioned risk areas. Management must also report to the SB any instances of company activity exposing the latter to a potential risk of offence.
- coordinating with the corporate function responsible for the control of outsourced activities (so- called Link Auditor), for the appropriate monitoring of sensitive outsourced activities. To this end, the SB is kept periodically informed about the above-mentioned activities;
- requesting, where deemed appropriate, specific comparisons or exchanges of documents with the

independent auditors;

- assessing the appropriateness of the required documentation, in accordance with the guidelines stipulated in the protocols and control system action plans. Specifically, reports to the SB must have a mutually agreed-upon format, encompassing the most noteworthy activities undertaken, including any prepared action plans. Moreover, documentation updates must be accessible to facilitate subsequent inspections.
- conducting internal investigations, in agreement with the competent company departments, to assess alleged violations of the requirements of the OMM;
- coordinating with the various Function Managers for the various aspects related to the implementation of the Model (staff training, needs for interpretation of the relevant legislation);
- assigning to third parties, in possession of the specific competence necessary for the best execution of the assignment, any tasks of a technical nature;
- arranging special meetings with the company departments concerned to assess the need to update the OMM.

Considering the responsibilities assigned and the specific professional content required, the SB:

- in carrying out its tasks, relies on Audit and Compliance, from which it can also request specific insights and/or analysis;
- is informed by Audit and Compliance of the results of the control activities carried out that have a relevance for purposes related to Legislative Decree. 231/2001;
- may require the support of other company functions, as well as external consultants.

To fully implement the tasks entrusted to it and to ascertain any violations of the Model, the SB is granted specific powers of initiative and control that can be exercised in all sectors of the Entity, including the decision-making body and its members, as well as towards collaborators, suppliers and consultants of the same.

For the above-mentioned purposes, the SB may carry out checks, request information, carry out inspections, access both premises and data, archives and documentation, in coordination with the defined company units.

By way of example, the SB has the right to carry out targeted inspections, even without prior notice, on certain operations or specific acts carried out by Unipol Assicurazioni, especially in the context of sensitive activities. The conclusions of such inspections must be summarized in a report to the competent corporate bodies.

At the end of the above-mentioned verification activities, the SB is given the task of monitoring the correct implementation of the procedural requirements necessary to issue disciplinary measures against those responsible for violations of the Model.

The exercise of the above-mentioned powers must take place within the limit strictly functional to the performance of the tasks of the SB, which does not in any way have management powers.

The activity carried out is summarized in the annual report to the Board of Directors which also highlights any critical issues encountered and improvements to be implemented.

5.3 Reporting of the Supervisory Body to Top Management

As the SB may be called upon at any time, well in advance, by the Board of Directors to report on the functioning of the Model or on specific situations.

Furthermore, at least on an annual basis and in full compliance with the provisions of Legislative Decree 231/2001,

as well as prevailing doctrine, the Supervisory Body (OdV) submits a written report to the Board of Directors regarding the activities carried out and the planned activities for the following year. The subject of this report includes:

1. the activity carried out by the SB;
2. any critical issues that have emerged, both in terms of conduct or events within the Institution, and in terms of the effectiveness of the OMM;
3. any suggestions for improvement.

Upon occurrence of situations that the SB considers extraordinary, or of reports of an urgent nature pursuant to the regulations referred to in Legislative Decree 231/2001, the SB prepares an immediate communication to the decision-making body.

5.4 Reporting to Supervisory Body: general and mandatory information

Among the requirements that the Model must meet to be considered suitable for preventing offences included among the cases referred to in Legislative Decree. 231/2001, Article 6 provides for the establishment of "reporting obligations towards the body responsible for supervising the functioning and compliance with the models". Reporting is the tool that enables the monitoring of the effectiveness of the Model and ascertains ex-post the causes that made possible the occurrence of any crime.

To meet these needs, there are two types of reporting flows:

- periodic;
- ad hoc.

The periodic reporting varies depending on the company's activities, enabling the monitoring of the progress of the analyzed activity and the effectiveness of the associated control measures, highlighting:

- critical issues:
  - the most significant events, also identified on the basis of qualitative and quantitative thresholds, in terms of potential risk of committing crimes and any anomaly indicators;
  - the reports prepared by the heads of Audit, Compliance, as well as by the Financial Reporting Officer, who, as part of his verification activity, identifies any omissions or critical profiles pursuant to Legislative Decree 231/2001;
  - periodic disclosure concerning the use of training courses on Legislative Decree 231/2001 by employees and top management;
  - periodic disclosure concerning organizational interventions aimed at the effective implementation, at all company levels, of the Model;
  - disclosure relating to any (i) organizational changes (by way of example introduction or removal of business lines), (ii) regulatory developments relating to Legislative Decree 231/2001 that may lead to deficiencies and the need to make changes to the OMM;
- periodic disclosure from the areas executing the most significant so-called "sensitive" processes, even in the absence of specific problems;
- the design aspect:
  - disclosure containing any problems that have arisen with reference to the application of prevention protocols (internal rules) provided for by the Model;

- disclosure relating to any facts, anomalies, violation that have emerged in relation to the management of company information systems;
- the SB also acquires the outcome of the verification activities carried out by Audit and Compliance with reference to the processes wholly or partly outsourced to companies belonging to the Group.

Ad hoc reporting includes anomalies or atypicality found in the context of the available information, i.e. consisting of investigations focused on individual facts that may have given rise to offences or in any case indicative of anomalies; these may consist of:

- disclosure on the possible initiation of legal proceedings relating to suspected offences included in the cases referred to in Legislative Decree 231/2001;
- disclosure containing information on inspections by Supervisory Authorities (Consob, Italian Competition Authority, etc.) or by Public Officials with control functions (Guardia di Finanza, etc.);
- reports containing information on any inspections and / or facts / anomalies / violations that have emerged in the field of occupational health and safety pursuant to Legislative Decree 81/2008;
- reports of violations of the Model committed by employees or top management;
- reports of violations of the Model committed by non-employees.

The SB endeavors, in agreement with the company functions, to identify the information necessary for its appropriate performance of the supervisory role it has over the functioning and observance of the Model, and which must be sent to it (including the relative periodicity).

All the information, notification and reports provided for in this Model are kept by the SB for a period of 10 years.

Periodic exchanges of information are planned between the SB and the Board of Statutory Auditors of the Company, as well as with the Independent Auditors and the Control and Risk Committee.

5.5 Communications by the Supervisory Bodies of Group Companies

To ensure effective and efficient coordination of supervisory activities, and to ensure they are carried out in full compliance with the principles of autonomy and independence as previously declined, the SB communicates annually with the Group Supervisory Bodies.

In the case of activities wholly or partially outsourced within the Group, the Body may activate specific forms of cooperation with similar Bodies operating within the Unipol Group aimed at increasing the effectiveness of the supervisory activities of each Body on transversal processes or activities

5.6 Confidentiality obligations of the Supervisory Body

The members of the SB must ensure that the information collected while holding their positions should be treated with the highest degree of confidentiality and refrain from using such information for purposes other than those relating to the discipline referred to in Legislative Decree 231/2001. Any information in their possession is treated in accordance with the pro tempore legislation in force.

5.7 Reporting of the offences or violation of the Model

In accordance with Article 6, paragraph 2-bis[20], of Legislative Decree 231/2001, the Model provides for an internal system for reporting violations (i.e. whistleblowing) that allows:

- shareholders;
- persons with administrative, management, control, supervisory or representative functions, even if these functions are exercised merely by way of fact;
- employees of the Company, including any employees posted by other companies, temporary workers and apprentices;
- self-employed workers, including occasional workers, freelancers, consultants, volunteers and trainees (paid and unpaid), who work at the Company;
- workers and collaborators who carry out their work with suppliers of goods or services, contractors or subcontractors used by the Companies in perimeter;

to communicate information, including well-founded suspicions, concerning, inter alia, significant illegal conduct pursuant to Legislative Decree 231/2001 or violations of the OMM of which they have become aware in the context of their work, as well as elements concerning conduct aimed at concealing such violations. This is to protect the public interest and the integrity of the entity.

The internal system for reporting violations is formalized in a specific Group procedure (the "Procedure")[21], approved by the Company's Board of Directors.

The Procedure identifies (i) the person or the autonomous function with specifically trained personnel responsible for receiving, examining and assessing whistleblowing reports (the "Principal/ Alternative Designated Structure[22]") and (ii) the means through which they can be transmitted, in writing, orally or by an in-person meeting.

The reporting channels and means referred to above shall ensure the confidentiality of the identity of the whistleblower, the person involved or mentioned, as well as the content of the report and related documentation in the reporting management activities.

Reports relating to significant unlawful conduct pursuant to Legislative Decree 231/2001 or violations of the Model are brought to the attention of the governance bodies by the Responsible Function, according to the rules set out in the Procedure. This also serves to collect any information from the former. The Responsible Function shall keep the SB constantly updated on the progress of the report.

Unipol Assicurazioni commits to protecting whistleblowers-with the exclusion of unfounded reports made with malice or gross negligence [23]- from any conduct, act or omission, even attempted or threatened, carried out as a result of the report and which causes or may cause unfair damage to the whistleblowers, directly or indirectly.

In this regard, reference should be made to paragraph 6.9 that states the penalties applicable to those who violate the protections set for the whistleblower.

The whistleblower who believes he has suffered retaliation or discrimination can act in the manner and form provided for in Article 19, paragraph 1 of the Whistleblowing Decree.

[20] Paragraph amended by Legislative Decree No. 24 of March 10, 2023, Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019, on the protection of persons who report breaches of Union law and laying down provisions regarding the protection of persons who report breaches of national laws (the " Whistleblowing Decree ").
[21] Whistleblowing Procedure
[22] The report may be addressed to the Company's Alternative Prepared Structure if the members of the Principal Prepared Structure are hierarchically or functionally subordinate to the reported person, if any, or are themselves the alleged perpetrators of the violation or have a potential interest related to the report, such that their impartiality and independence of judgment may be compromised.
[23] Pursuant to Article 20 paragraph 3 of the Whistleblowing Decree, "(...) when it is ascertained, even by a judgment of first instance, that the reporting person is criminally liable for offenses of defamation or slander or otherwise for the same offenses committed with the complaint to the judicial or accounting authority or his civil liability, for the same title, in cases of malice or gross negligence, the protections provided for in this chapter are not guaranteed and a disciplinary sanction shall be imposed on the reporting or whistleblowing person."

Pursuant to art. 19, paragraph 3 of the Whistleblowing Decree, termination and any other retaliatory measure or discrimination adopted against the whistleblower are null and void. It is the employer's responsibility, in the event of legal or administrative proceedings or in any case of out-of-court disputes concerning the ascertainment of the conducts, acts or omissions prohibited by art. 17 of the Whistleblowing Decree, to demonstrate that these measures are based on reasons unrelated to the report itself.

Please refer to the Procedure, published in the dedicated section of the Company's website[24], for further details.

[24] https://www.unipol.it

6. DISCIPLINARY MEASURES AND PENALTIES

6.1 General Principles

Pursuant to art. 6, paragraph 2, letter e) and 7, paragraph 4, letter b) of Legislative Decree 231/2001 an adequate sanctioning system must be set up in case of violation of the provisions of the OMM.

Failure to comply with the provisions of the Model and the Code of Ethics, damaging the relationship between Unipol Assicurazioni and its "stakeholders", entails, as a consequence, the application of disciplinary sanctions against the interested parties, regardless of the possible exercise of criminal prosecution by the judicial authority.

The rules of conduct imposed by this MOG are adopted by Unipol Assicurazioni in full autonomy and regardless of the type of offense that violations of the Model itself may determine.

6.2 General criteria for the imposition of penalties

The type and extent of the penalties applied in each case of violation detected will be proportionate to the seriousness of the violations and, in any case, defined based on the following general criteria:

- subjective evaluation of conduct according to the type of offense;
- seriousness of the obligations violated;
- level of hierarchical and/or technical responsibility of the person involved;
- possible sharing of liability with other parties who have contributed to causing the crime;
- presence of aggravating or mitigating circumstances with particular regard to professionalism, previous work performance, disciplinary measures, circumstances in which the act was committed.

Any disciplinary sanctions, regardless of the existence and / or the outcome of criminal proceedings, must be inspired by the principles of timeliness, immediacy, and fairness.

6.3 Scope

Pursuant to the combined provisions of Articles. 5, lett. b) and 7 of Legislative Decree 231/2001, the penalties provided for by the National and Supplementary Collective Labour Agreements, as well as by law, may be applied against Unipol Assicurazioni personnel who engage in disciplinary offenses, depending on the severity, deriving from:

- failure to comply with the provisions of the Model;
- lack or untruthful recording of the activity carried out in relation to the documentation, conservation and control of the acts required by company procedures and regulations and protocols;
- failure of hierarchical superiors to supervise the behavior of their subordinates;
- violation of the reporting obligations towards the SB;
- violation and/or circumvention of the control system, put in place by subtracting, destroying or altering the documentation required by the procedures, or preventing the control or access to information and documentation to the person in charge, including the SB.

For the purposes of applying penalties, the seriousness of disciplinary offences will be assessed by the Human Resources and Organization Area from time to time based on the principles contained in the previous paragraph.

6.4 Measures applicable to employees

The violation of the provisions of the Model may constitute a breach of contractual obligations, with all legal consequences, also with regard to any compensation for damages, in compliance, in particular, with articles 2104, 2106and 2118 of the Civil Code, art. 7 of Law no. 300/1970 ("Workers' Charter"), of Law n°. 604/1966 and subsequent amendments on individual dismissals, as well as collective labor agreements, and even art. 2119 of the Italian Civil Code, which provides for the possibility of dismissal for just cause.

The penalties provided for by the National Collective Labor Agreement (CCNL) of the sector will be applied. Their adoption must take place in compliance with the procedures provided for by the Workers' Charter, as well as by the above-mentioned CCNL.

The detection of the above-mentioned violations, disciplinary proceedings and the application of penalties are the responsibility of the Human Resources and Organization Area.

6.5 Measures applicable to dirigenti (apical subjects)

The violation of the provisions of the Model may constitute a breach of contractual obligations, with all legal consequences, also with regard to any compensation for damages, in compliance, in particular, with articles 2104, 2106and 2118 of the Civil Code, art. 7 of Law no. 300/1970 ("Workers' Charter"), of Law n°. 604/1966 and subsequent amendments on individual dismissals, as well as collective labor agreements, and even art. 2119 of the Italian Civil Code, which provides for the possibility of dismissal for just cause.

The penalties provided for by the National Collective Labor Agreement (CCNL) of the sector will be applied. Their adoption must take place in compliance with the procedures provided for by the Workers' Charter, as well as by the above-mentioned CCNL.

The detection of the above-mentioned violations, disciplinary proceedings and the application of penalties are the responsibility of the Human Resources and Organization Area.

6.6 Measures applicable to tied agents

Sanctioning measures are neither provided for in the agency contract (Letter of Appointment) nor in the National Agreement between agents and insurance companies. Only ANIA limits itself to foreseeing, in articles 12, paragraph 1, letter e) and 18, among the reasons for termination of the agency relationship, termination for just cause by the principal without reference to any specific cases or particular procedural rules.

Therefore, concerning the Agent who is found responsible for violations of the provisions of the Model, the following measures will be adopted, depending on the seriousness of the behavior:

- the measure of written reprimand, with reference to the strict compliance with the provisions of the Model;
- termination of the agency contract for justified reason or for just cause, depending on the level of severity of the breach of the provisions issued by the Company.

In particular, and by way of example, the following are considered sanctionable behaviors of the Agent, with increasing severity:

- violations of internal procedures provided by the MOG or adoption of behaviors not compliant with the Model in carrying out sensitive activities;
- violations of the same type as those in the previous point that expose the Company to an objective situation of imminent risk of commission of one or more Offenses;

- the adoption, in the performance of sensitive activities, of behaviors not compliant with the provisions of the MOG and unequivocally aimed at the commission of one or more Offenses, or behaviors in blatant violation of the Model that result in the concrete application of sanctions against the Company provided for by Legislative Decree 231/2001.

Sanctions will be proportionate to the level of negotiating and operational autonomy assigned to the Agent, the intentionality of their behavior, as well as the possible existence of previous violations of the Model committed by the same Agent.

Regarding the detection of violations and the imposition of sanctions, competence is reserved for the Commercial Area and the Function of Network Relations and Distributive Models Management. The Function of Network Relations and Distributive Models Management also has the responsibility for the general observation and detection of the behavior of the agency network in the specific perspective of compliance with the Model.

6.7 Measures applicable to Directors

In the event of violation of the provisions by a Board member, the SB informs the Board of Statutory Auditors and the entire Board of Directors, which will take the appropriate initiatives provided for by current legislation (liability action).

6.8 Measures applicable to Statutory Auditors

The SB informs the Board of Statutory Auditors and the Board of Directors if a violation of the Model has been committed by a Statutory Auditor. The Board of Statutory Auditors, with the abstention of the person involved, proceeds with the necessary investigations and, after consulting the Board of Directors, takes appropriate measures. If the violation is attributable to more than one Statutory Auditor, it is communicated only to the Board of Directors for the adoption of appropriate measures.

6.9 Measures applicable to collaborators and suppliers

Regarding all those who operate as collaborators and suppliers of Unipol Assicurazioni, the following provisions apply: any behavior carried out by collaborators and suppliers in contrast with the guidelines outlined by the Model and the Code of Ethics may lead, according to the specific contractual clauses inserted in the letters of appointment or contractual agreements, to the termination of the contractual relationship, without prejudice to any request for compensation if such behavior results in concrete damages to the Company.

6.10 Protection measures for whistleblowers

Pursuant to art. 21 paragraph 2 of the Whistleblowing Decree and in compliance with the provisions of paragraph 2-bis[25] of Article 6 of Legislative Decree. 231/2001, the following conducts are considered equivalent to failure to comply with the provisions of this Model and therefore subject to the same penalties:

- violation of the protection measures of whistleblowers set forth in chapter 5.6 of the Model governed by the Whistleblowing Procedure
- commission of other offenses as referred to in Article 21, paragraph 1[26] of the Whistleblowing Decree.

[25] Paragraph amended by the Whistleblowing Decree.

[26] "Without prejudice to other liability profiles, ANAC shall apply the following administrative pecuniary sanctions to the person in charge: a) from 10,000 to 50,000 euros when it ascertains that retaliation has been committed or when it ascertains that the report has been hindered or that an attempt has been made to hinder it or that the obligation of confidentiality referred to in Article 12 has been violated; b) from 10,000 to 50. 000 euro when it establishes that reporting channels have not been established, that procedures for making and handling reports have not been adopted or that the adoption of such procedures does not comply with those referred to in Articles 4 and 5, as well as when it establishes that the activity of verification and analysis of the reports received has not been carried out; c) from 500 to 2. 500 euros, in the case referred to in Article 16, paragraph 3, unless the reporting person has been convicted, even at first instance, for the crimes of defamation or slander or otherwise for the same crimes committed with the report to the judicial or accounting authority."

7. THE DISSEMINATION OF THE MODEL AMONG THE RECEPIENTS

To ensure the effectiveness with this Model, it is necessary to ensure correct knowledge and disclosure of the rules of conduct contained therein to both employees and top management. This objective concerns all company resources, whether they are resources already present in the company or those to be added. The level of training and information is implemented with a different degree of depth in relation to the level of involvement of the resources themselves in sensitive activities.

The SB, as far as it is competent, supervises and integrates the information and training system in collaboration with the Human Resources and Organization Area.

7.1 Information and training for employees and Top managers

The distribution of the Model is carried out through publication on the company intranet website, accompanied by general information relating to Legislative Decree 231/2001.

The adoption of the Model and its updates are communicated to employees at the time of adoption itself or updating by company communication notified by e-mail (or similar electronic tool) to all employees in the workforce by the competent structure.

New hires are given an information kit, which provides them with the knowledge considered of primary importance. This information kit contains, in addition to the documents usually delivered to the newly hired, the Code of Ethics, the Charter of Values, the Model and Legislative Decree 231/2001.

In addition to the awareness-raising activities already carried out by the Group and directed towards all employees including top management, additional training and information sessions are carried out aimed at spreading knowledge on Legislative Decree 231/2001. These sessions are customized in their content and delivery methods (i.e. online or in-person), depending on the skills and needs of the trainees:

- classroom training is provided to front lines and operational managers, with a presentation for the benefit of the above-mentioned subjects during which:
  - they are informed about the provisions of Legislative Decree 231/2001;
  - they are made aware of the importance for the Company to adopt a governance and risk control system;
  - the structure and main contents of the Model adopted are described, as well as the methodological approach followed for its implementation and updating;
  - the conduct to be followed in terms of communication and training of their subordinates is described, in particular of the personnel operating in the company areas considered sensitive;
  - the conduct to have with the SB is illustrated, regarding communication, reporting and collaboration when carrying out their supervisory and monitoring activities of the OMM.
- information is provided to employees operating in procedures sensitive to the crimes covered by Legislative Decree 231/2001 to foster awareness on behalf of department managers to the potential crimes their subordinates could commit. The appropriate conduct to be observed, the consequences deriving from failure to comply with them and, in general, with the Model adopted by the Company is provided;
- online training allows to reach all employees indiscriminately on the company intranet site, with the aim of spreading knowledge of Legislative Decree 231/2001 and the MOG.

Participation in the training programs described above is mandatory. At the end of the training courses, specific learning tests and a final certificate is issued.

Failure to participate in training programs in the absence of justified reason is liable to be assessed from a disciplinary point of view.

Verification of actual use is entrusted to the Academy Unipol – Employee and third party training function, which reports to the SB.

7.2 Information and training for Agents and Intermediators

The adoption of the Model is communicated to the Agencies at the time of its adoption itself through corporate communication notified via email (or similar electronic means) to all Agencies by the company's structure.

For those entering into an agency contract with the Company for the first time, an informational kit is provided to ensure that they have the necessary knowledge deemed of primary importance. This informational kit includes, in addition to the standard documents provided to the new agent, the Code of Ethics, the Value Charter, the Model, and Legislative Decree 231/2001.

In addition to the awareness-raising initiatives already conducted by the Company, training activities aimed at spreading knowledge of the legislation under Legislative Decree 231/2001 are planned. In particular, computer-based training courses are provided to the Agencies, available on the agency portal, with the aim of disseminating knowledge of Legislative Decree 231/2001, the Model, and anti-money laundering regulations.

Regarding Intermediaries as well, the Company offers computer-based training courses aimed at spreading knowledge of Legislative Decree 231/2001 and anti-money laundering regulations.

7.3 Information for collaborators and suppliers

Employees and suppliers are informed of the contents of the Model, also by reference to its publication on the Company's website, and of Unipol Assicurazioni's requirement that their behavior conforms to the provisions of Legislative Decree 231/2001.

Employees and suppliers are required to provide Unipol Assicurazioni with a declaration attesting to their full knowledge of the contents and prescriptions contained in Legislative Decree 231/2001 and their commitment to compliance with it, with specific information provided within the scope of the contract.

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