REVO INSURANCE S.P.A.

Remuneration Policies

Approved by the Shareholders' Meeting of 4 April 2022.

1. Introduction

This document, which contains the Remuneration Policies (hereinafter also the "Policy" or the "Policies"), approved by the Board of Directors of Elba Assicurazioni S.p.A., now renamed REVO Insurance S.p.A. ("REVO Insurance") on 29 March 2022, in the absence of a Remuneration Committee, and put to the vote at the Shareholders' Meeting called, *inter alia*, to approve the financial statements for the year ended 31 December 2021, was prepared in accordance with the provisions of IVASS Regulation 38 of 3 July 2018 ("Regulation 38"), Article 275 of EU Regulation 2015/35 relating to the remuneration policies of insurance companies and in accordance with the IVASS letter to the market dated 5 July 2018 (the "Letter to the Market") and, where and when applicable as a result of the planned listing on the Euronext Milan Market, the regulations applicable to listed companies (Article 123-*ter* of Legislative Decree 58/1998 - the Consolidated Finance Act, and Article 84-*quater* of Consob Resolution 11971 - the Issuers' Regulation).

The document was also prepared taking into account EU Regulation 2019/2088 on sustainability reporting in the financial services sector as applicable.

The Policies are valid for one year and are also defined, voluntarily, in view of the recommendations of the Corporate Governance Code for listed companies of Borsa Italiana.

In formulating the Policies, the Company availed itself of the services of PwC Services S.r.l. as an independent expert.

1.1. Definitions

For the purposes of these Policies, the following definitions are adopted (in alphabetical order):

- **Senior Management**: refers to the position of Chief Executive Officer and General Manager.
- **Corporate Governance Code**: the Code approved by the Corporate Governance Committee in January 2020 and intended for all companies with shares listed on the Euronext Milan market.
- **Deferral**: postponement, over a pre-established period, of the payment of part of the variable component of the remuneration with respect to the incentive vesting date, the disbursement of which may be subject to malus and clawback clauses.
- **Managers with strategic responsibilities**: managers with strategic duties.
- **Key Functions**: The Internal Audit, Risk Management, Compliance and Actuarial functions, pursuant to IVASS Regulation 38.
- **Gate**: a basic objective, the achievement of which activates the incentive plan.
- **Letter to the Market**: IVASS's letter to the market dated 5 July 2018 concerning "IVASS Guidelines on the application of the principle of proportionality in the corporate governance systems of insurance and reinsurance companies and groups".
- **Long Term Incentive (LTI)**: an incentive system based on results achieved with respect to long-term fixed objectives.
- **Malus**: a clause that provides for the possibility of not paying all or part of any deferred variable remuneration accrued if, after the deferral period, it is ascertained that the objectives set have not been achieved or if there has been a significant deterioration in the company's financial position or assets.
- **Management by Objectives (MBO)**: an incentive system linked to the results achieved with respect to annual fixed objectives;
- **Control Body**: the Board of Statutory Auditors.
- **Key Staff**: the group of persons defined in Article 2, paragraph 1, subparagraph m) of the Regulation.
- **Regulation 38:** IVASS Regulation 38 of 3 July 2018, laying down provisions on the corporate governance system referred to in Title III (carrying out of insurance activities) and in particular Chapter I (general provisions), articles 29-*bis*, 30, 30-*bis*,

30-*quater*, 30-*quinques*, 30-*sexies* and 30-*septies*, and referred to in Title XV (group oversight), and in particular Chapter III (group oversight instruments), Article 215-*bis* (group corporate governance system) of Legislative Decree 209 of 7 September 2005 (the Italian Private Insurance Code) as amended by Legislative Decree 74 of 12 May 2015, as a result of the national implementation of the corporate governance system guidelines issued by EIOPA.

- **Gross Annual Salary (GAS)**: the sum of the fixed annual remuneration (equal to the sum of the 14 monthly instalments pursuant to the National Collective Labour Agreement and any typical remuneration that can be considered fixed).

2. Summary of REVO Insurance's Remuneration Policies

2.1. Key principles

The business combination that involved Elba Assicurazioni and its sole shareholder, REVO S.p.A. ("REVO"), approved on 4 August 2021 by the Shareholders' Meeting of REVO and finalised on 30 November 2021 with the acquisition by REVO of an equity investment in Elba Assicurazioni equal to its entire capital, was intended for and instrumental in the creation of a major insurance operator in speciality lines and parametric risks, mainly aimed at SMEs. In this context, REVO Insurance (previously Elba Assicurazioni S.p.A.)'s Policies are based on the following key principles:

Key principles	***Fairness and competitiveness***	***Alignment with strategy***	***Prudent risk, compliance and ethics management***
Implementation methods	Remuneration levels consistent with the responsibilities, individual profile and target market	Incentive systems linked to the strategic plan, in order to favour the achievement of the key objectives, in the interest of the stakeholders	Remuneration aligned with the Company's risk appetite and consistent with its ethical and compliance principles

2.2 The remuneration structure: components and purposes

The main components of the remuneration of the Chief Executive Officer/General Manager ("CEO/GM") and the Key Staff, which will be explained in more depth later in the document, are described below.

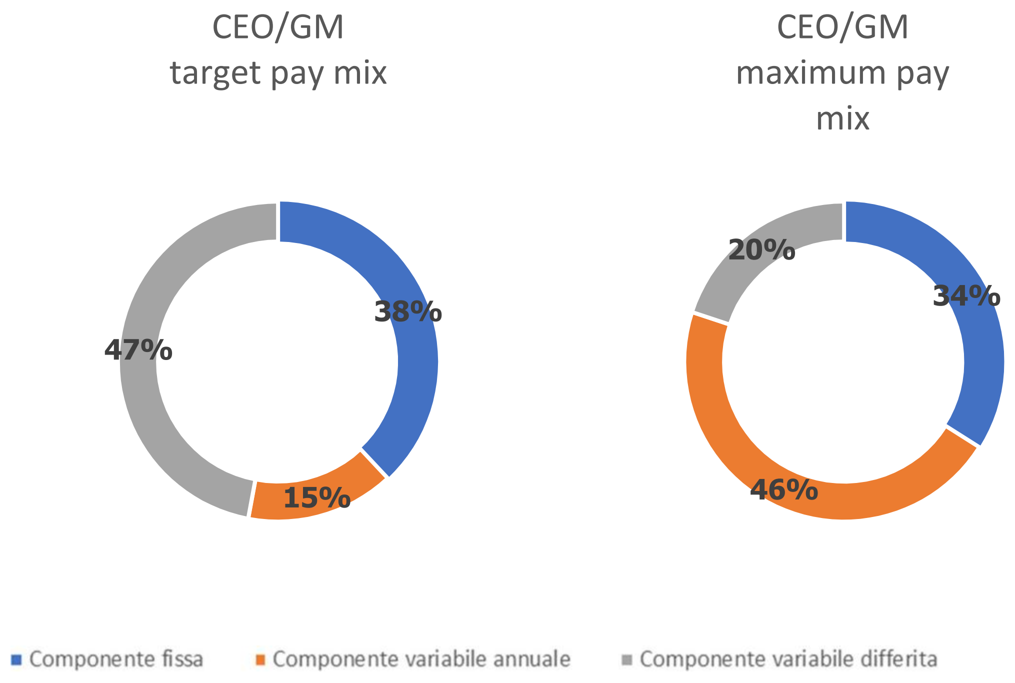
Component	Key characteristics	Criteria
Fixed component	Remunerates the role, taking actual responsibilities into account	It is defined on the basis of internal equity assessments and taking into account market benchmarks.
Annual variable component	Implemented through the MBO system, which rewards the results achieved during the reference year. The system recipients are the CEO/GM, Key Staff and other staff other than heads and higher-level staff of the Key Functions	The amount of the premium, in monetary form, is determined according to the degree of achievement of the objectives set for the company/business/function/role. Bonuses are only payable if the 2022 Solvency II Ratio Gate, equal to 130% in the accrual year, is passed through. The key aims of the Company are: Group normalised operating profit and gross premiums written, which have a total weighting of 50% in the calculation of the bonus for the CEO/GM. The maximum premium amount in % of the fixed component is equal to: - For the CEO/GM, 40% for target results; 44% in case of maximum performance - For managers with strategic responsibilities, 30% for target results; 33% for maximum performance
Deferred variable component	The performance share plan, which provides for the allotment of a number of the Company's shares based on the achievement of performance objectives measured at the end of the three-year period and subject to the fulfilment of the access conditions for the Solvency II Ratio indicator. The actual allotment of shares is subject to a total deferral period of five years for the CEO/GM and four years for Key Staff. 50% of the allotted shares will be subject to a lock-up period of one year.	The amount of the bonus is determined according to the degree of achievement of the following three-year objectives: - ROE (0%) - P/E (price-to-earnings) (35%) - ESG objective (15%) Shares are only actually allotted if the Solvency II Ratio Gate, equal to 130% in the accrual year, is passed through. This is a three-year closed plan, and the total bonus as a % of the fixed component, on an annual basis, amounts to: - For the CEO/GM, 125% for target results; 188% for maximum performance - For managers with strategic responsibilities, 59% for target results; 88% for maximum performance (average value)

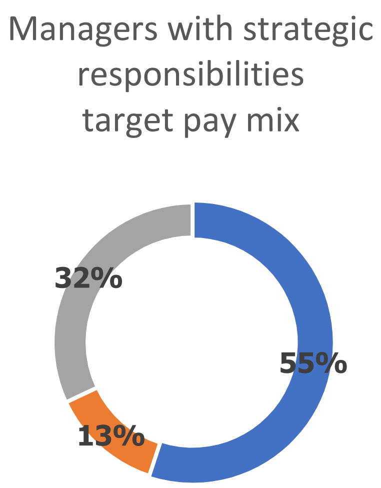
Benefits	Supplement the remuneration offer	Are defined according to their category and include pension and welfare benefits and company car.
Severance	The Company may define *ex ante* agreements in the interest of the Company. In the absence of such agreements, the contractual provisions apply.	These agreements may provide for a maximum amount equal to 24 months of annual target fixed and variable remuneration, in addition to the notice required by law.
Additional components	The Company may, in certain circumstances, provide for the use of additional remuneration elements.	These are forms of pay such as: - entry bonus - retention bonus - any one-off bonuses or additional benefits

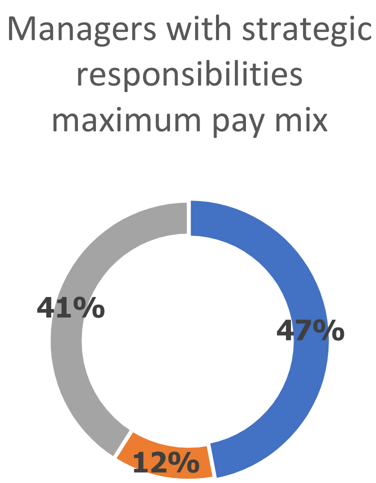
Variable remuneration is subject to malus and clawback conditions.

2.3 The pay mix

The pay mix for the results of the Chief Executive Officer/General Manager and Key Staff other than the heads of the Key Functions, in line with the target and in the case of maximum performance, is shown below:







2.4 The main changes in the 2022 Policies

The main changes introduced by these 2022 Policies are defined in line with the evolution of the business and the launch of a new three-year business plan. Specifically, the main new elements are:

- the introduction of an **annual incentive system** formalised for the CEO/GM, Key Staff and other staff that aims to strengthen involvement in the achievement of annual objectives;
- the introduction of a **new long-term incentive system (**2022-24 Performance Share Plan) for the CEO/GM, Key Staff and additional beneficiaries: the plan is intended to guide benefiting staff to achieve multi-year objectives, in the interest of all stakeholders, favouring the evolutionary process of the business; it is a closed plan, launched in line with the Company's new business plan, including in terms of timing.

3. Principles and purposes of the Policies

REVO Insurance's Remuneration Policies reflect the long-term interests of the business and contribute to long-term value creation, protecting the interests of stakeholders. They are a key tool in the pursuit of the objectives of the strategic plan, within a logic of prudent risk management and maintaining a strong capital base

The purposes of the Policies are to:

- attract, motivate and retain key professionals, through an approach to remuneration management based on fairness and internal consistency and instrumental in the enhancement of individual contributions;
- favour alignment with the Company’s short-term strategy and, above all, its long-term strategy, in accordance with its business plan;
- implement remuneration systems consistent with the sound and prudent management of current and prospective risks, through the deferral of remuneration and an appropriate balance between the various components;
- help to create long-term value for all stakeholders;
- protect the Company’s reputation, in line with the values that characterise it, as also set out in the Code of Ethics.

The Remuneration Policies are based on the following principles:

- Fairness and consistency: remuneration is consistent with the position held, the responsibilities assigned and expertise and abilities, taking into account the relevant provisions of the applicable national agreement;
- Competitiveness and merit: the remuneration system aims to consistently reward the results achieved and the conduct adopted to achieve them, in compliance with both existing regulations and procedures and the timely assessment of risks, to ensure that results are achieved in both the short and medium term, taking into account the practices of the reference market;
- Alignment with strategy: the remuneration system facilitates alignment between management and shareholders, ensuring consistency between the performance achieved and bonus amounts. Performance for REVO Insurance is broad and includes the ESG areas;
- Prudent risk management: the remuneration system is defined in line with prudent risk management policies and without prejudicing the Company’s ability to maintain an adequate capital base;
- Compliance and ethics: the Policies are suitable to ensure compliance with the provisions of the law, regulations and Articles of Association, as well as the Code of Ethics, promoting the adoption of behaviours compliant with these.

4. Governance

REVO Insurance has a governance system that involves the corporate bodies and the corporate functions in the process of defining and implementing the Remuneration Policies. Pursuant to the Letter to the Market, the Company has adopted a "simplified" corporate governance system and has therefore not established a Remuneration Committee. Partly in view of the planned listing on Euronext Milan, which could take place in this financial year, the Company intends to establish, *inter alia*, a Remuneration Committee composed of Independent Directors, which will have powers of investigation, advice and proposal with respect to the Board of Directors, particularly in relation to the Remuneration Policies and the remuneration of Directors vested with particular duties and Key Staff, whose responsibilities will be defined in specific regulations that will be approved when the Committee is established.

Committee members must collectively have adequate professional knowledge, expertise and experience in terms of remuneration policies and practices and risk management and control activities, particularly with regard to the mechanism for aligning the remuneration structure with the risk and capital profiles. At least one member of the Committee must have adequate knowledge and experience in financial matters, as ascertained by the Board of Directors at the time of appointment.

Up to the date of establishment of the said Committee, the Board of Directors also operates in place of the Committee and performs the tasks that would have been assigned to it, taking care to prevent conflicts of interest.

The definition and implementation of the Policies and the relevant responsibilities are described below.

4.1 Shareholders' Meeting:

In line with the provisions of the Articles of Association and the applicable regulations, the Shareholders' Meeting:

- determines the fees of members of the Board of Directors and the Board of Statutory Auditors;
- duly notes information on the application of the remuneration policies, accompanied by quantitative information on the remuneration paid in the year in question to the individual members of the management and control body and to the general manager or other member of senior management who performs equivalent duties and, if the Company is listed on Euronext Milan, provides an advisory vote on the information on the fees paid in Section II of the Report pursuant to Article 23-*ter* of the TUF;

- approves the Remuneration Policies, including any share-based remuneration plans.

4.2 Board of Directors

Including in the absence of a remuneration committee, the Board of Directors performs the following tasks, taking care to prevent conflicts of interest:

- resolves on the distribution of the total fees approved by the Shareholders' Meeting for members of the Board of Directors and on the procedures relating to the reimbursement of their expenses;
- determines the fees for Directors with particular duties and for the General Manager;
- determines the fees, attendance fees and reimbursement of expenses of the members of the Supervisory Board, pursuant to Law 231/2001;
- defines the fees for the Financial Reporting Officer;
- defines and periodically reviews the Remuneration Policies to be submitted for approval by the Ordinary Shareholders' Meeting, including share-based remuneration plans, ensuring, for this purpose, the involvement of the Key functions and the Human Resource Function;
- is responsible for the correct implementation of the Remuneration Policies;
- establishes the remuneration of each Director vested with particular duties and mandates and of Key Staff;
- verifies the overall consistency of the remuneration system;
- periodically verifies the Remuneration Policies in order to ensure their adequacy, including in the event of changes in the Company's operations or its market context;
- identifies potential conflicts of interest and the steps taken to manage them;
- ascertains that the conditions for the actual allotment of variable remuneration have been met;
- annually provides the Shareholders' Meeting with an appropriate report on the application of the Remuneration Policies, accompanied by quantitative information.

  In particular, the Board of Directors provides the Shareholders' Meeting, separately for the corporate bodies and Key Staff and in a disaggregated manner for roles and duties:

    a) a description of the general guidelines, reasoning, and objectives that the Company intends to pursue through its remuneration policy;
    b) information on the decision-making process used to define pay policy, including the persons involved;

c) the criteria used to define the balance between fixed and variable components and the parameters, reasons and related deferral periods for the payment of variable components, as well as the policy on severance pay; a description of the circumstances in which the Company uses the mechanisms referred to in Articles 48, paragraph 2, subparagraphs
a) a) and b) of Regulation 38;
d) a description of the main characteristics of supplementary pensions or pre-retirement plans for those performing administrative, management and control functions and for the heads of the Key Functions;
e) information about changes made to existing approved policies.

In the annual report (Regular Supervisory Report, or RSR) to be sent to IVASS, pursuant to Article 47-*quater* of the Insurance Code, the Company provides quantitative information on the remuneration of members of the management and control body, the General Manager, if present, or another member of the senior management with equivalent duties, the heads of the Key Functions and the Key Staff, in the manner provided for in Annex 3 of Regulation 38.

4.3 Board of Statutory Auditors

The Board of Statutory Auditors is responsible for expressing opinions on the remuneration of the Directors vested with particular duties; it also expresses its opinion on the remuneration of the head of the Internal Audit Function.

4.4 Internal Control and Risks Committee

The Internal Control and Risks Committee verifies the consistency of the remuneration system with the RAF (Risk Appetite Framework) and expresses its opinion on the remuneration of the heads of the Key Functions and its compliance with the Remuneration Policies.

4.5 Chief Executive Officer/General Manager

The Company’s Chief Executive Officer/General Manager is required to apply the Policies with the support of the Human Resource Function.

4.6 Human Resource ("HR") Function

The HR Function participates in the process of defining the Policies, ensuring that documentation and tools are prepared to support the formulation of proposals relating to the implementation of the Policies, involving other corporate areas, such as Finance, Planning and Control, as necessary, for example to define the indicators and the economic and financial targets to which the variable remuneration plans are linked.

4.7 Key Functions

The Key Compliance, Risk Management and Internal Audit Functions work together, each according to their respective competences, to define and/or subsequently verify the implementation of the Policies, reporting to the bodies responsible on the results of their checks and indicating any corrective measures; the bodies assess their significance for the purposes of prompt reporting to IVASS.

In particular, while complying with the principles of independence of these functions:

- the **Compliance** Function verifies, *ex ante*, that the Policies comply with the applicable legislation and self-regulation provisions in order to prevent and contain legal and reputational risks,

  If amendments to the current Remuneration Policies are to be proposed to the Shareholders' Meeting, the Compliance Function: (i) verifies, *ex ante*, that the proposed amendments comply with the applicable legislation, including regulations and corporate governance rules, making - where appropriate - suggestions for amendments before the Board of Directors resolves to propose them to the Shareholders' Meeting; (ii) makes specific assessments as to the suitability of the Remuneration Policies proposed in order to avoid situations of conflict of interest;
- The **Risk Management** Function helps, *inter alia*, to ensure the consistency of the Policies with the Company's risk appetite, including by identifying and verifying the performance indicators to which variable remuneration is linked.

  If it is deemed necessary to propose amendments to the current Remuneration Policies to the Shareholders' Meeting, the Risk Management Function verifies, *ex ante*, the consistency of the Policies, as amended, with the corporate risk management strategies, making - where appropriate - suggestions for amendments before the Board of Directors resolves to propose them to the Shareholders' Meeting;
- the **Internal Audit** Function verifies the correct implementation of the Policies on the basis of the guidelines defined by the Board of Directors with a view to efficiency and the safeguarding

of the Company’s assets.

The above functions report on the results of the checks carried out to the bodies competent to take any corrective measures, which assess their significance for the purposes of prompt reporting to IVASS. The results of the checks are reported to the Shareholders’ Meeting annually.

5. Persons covered by the Policies

The Remuneration Policies described herein apply to the following persons:

- Members of the Board of Directors, including the Chief Executive Officer;
- Members of the Board of Statutory Auditors;
- the General Manager;
- the heads of the Key Functions;
- Key Staff;
- In order to ensure uniform remuneration and consistency in the application of the principles, the Policies also cover the remaining staff, insurance and reinsurance brokers and outsourcers.

REVO Insurance’s Key Staff are identified according to the criteria set out in Article 2, paragraph 1, subparagraph m), of IVASS Regulation 38/2018: the General Manager, managers with strategic duties, heads of Key Functions and categories of staff whose activity may have a significant impact on the Company’s risk profile.

The Company identifies Key Staff within the categories of staff based on the following criteria:

a) staff with strategic duties and a management role in the Company;
b) the heads of the Key Functions (Internal Audit, Risk Management, Compliance and Actuarial);
c) “other management staff with strategic duties”, taking into account, *inter alia*, indicators relating to the position held, the level of responsibility, the hierarchical level, the activity performed, the powers conferred, the possibility of generating profits or affecting accounting entries for significant amounts and of underwriting risk positions.

The latter category, unlike others that automatically fall within the definition of Key Staff because they are expressly referred to by the legislation, must be identified using objective criteria. The Company therefore identifies, at least once a year, the roles and categories of persons that fall into this category in accordance with internal regulations.

The assessment process, carried out according to the above criteria, which allowed, *inter alia*, a greater focus on the Company's "strategic" roles, has resulted in the identification of the following persons as Key Staff of the Company:

Role	**Criterion**
Chief Executive Officer	Senior Management
General Manager	Senior Management
Chief Underwriting Officer (CUO)	Managers with strategic responsibilities
Chief of Parametric Insurance Solutions	Managers with strategic responsibilities
Chief Financial Officer (CFO)	Managers with strategic responsibilities
General Counsel	Managers with strategic responsibilities
Chief Operating Officer (COO)	Managers with strategic responsibilities
Head of Compliance Function	Head of Key Function
Head of Internal Audit Function	Head of Key Function
Head of Risk Management Function	Head of Key Function
Head of Actuarial Function	Head of Key Function

Pursuant to Article 59, paragraph I, subparagraph b) of Regulation 38, it is hereby declared that the process of identifying Key Staff was conducted and resolved upon by the Company's Board of Directors, taking into account, *inter alia*, indicators relating to the position held, the level of responsibility, the hierarchical level, the activity performed, the powers conferred, the possibility of generating profits or affecting accounting entries for significant amounts and of underwriting risk positions.

It should also be noted that the higher-level staff of the Key Functions (other than the heads of these functions) are not included in Key Staff, due to considerations regarding the classification and level of risk managed with respect to the Company's organisational model.

6. Remuneration and sustainability

REVO Insurance is in the process of creating an effective governance system for sustainability and its ESG strategy.

In line with the provisions of Regulation (EU) 2019/2088, REVO Insurance's Remuneration Policies provide for the incorporation of sustainability risks through the adoption of ESG metrics within the deferred variable component.

7. Remuneration Policy for the Chief Executive Officer/General Manager, Key Staff and remaining staff

The Remuneration Policy requires that fixed and variable components - which in turn are divided into annual and deferred variable components - be divided according to various principles and methods in line with the various types of beneficiaries.

7.1 Remuneration structure

In compliance with the applicable regulations governing employment relationships, the remuneration structure of the Chief Executive Officer/General Manager, Key Staff and the remaining staff includes the following components, differentiated according to the beneficiaries:

- fixed component;
- annual variable component;
- deferred variable component;
- benefits.

Provision is also made for the use, in specific situations, of further remuneration components, as described in the relevant paragraph.

Remuneration and pay mix levels are determined in accordance with the principles and purposes of the Policies and taking market benchmarks into account.

7.1.1 Fixed component

Fixed remuneration is defined in accordance with the role and responsibilities assigned, also taking into account expertise and experience of the duties assigned.

The weighting of the fixed component affects the total pay appropriate to remunerate the role, including in the event of non-payment of incentives, to avoid the adoption of behaviour that is inconsistent with the Company's risk appetite.

7.1.2 Variable component

The variable component motivates management to achieve pre-determined objectives, in order to ensure consistency between remuneration and performance and alignment with the Company's risk appetite. Performance is measured over annual and multi-year horizons to ensure sustainability. The variable component includes:

- an annual variable component (MBO);
- a deferred variable component (LTI).

The weighting of the variable component is defined by taking into account the role held and with the aim of ensuring an appropriate balance between the fixed and variable components. Bonuses are **capped** when the maximum performance is achieved.

The objectives to which variable remuneration is linked reflect multiple forward-looking performance perspectives and an appropriate balance of Group/function/individual, quantitative/qualitative and economic/financial/operating/market/ESG objectives, including according to role.

The allotment of variable remuneration is subject to specific access conditions defined in order to ensure alignment with the Company's risk appetite. Appropriate deferral periods are provided for beneficiaries of the LTI variable component.

Specific *ex post* corrective mechanisms are in place (malus and clawback), as described in the regulations of the variable remuneration plans, which allow:

- for non-payment of all or part of these fees if the pre-established results have not been achieved, or if there has been a significant deterioration in the Company's financial position;
- a request to be made for the return of all or part of the remuneration paid on the basis of results that proved to be non-lasting or not effective due to wilful misconduct or gross negligence, or in the event of breaches of codes of ethics applied and notified by the Company to all staff.

Furthermore, in line with applicable legislation, beneficiaries are prohibited from using personal or insurance hedging strategies that allow the effects of alignment with the risk inherent in incentive mechanisms to be altered or impaired.

Annual variable component ("MBO")

The annual variable component consists of the "MBO" system, which involves the payment of a monetary premium upon the achievement of fixed annual objectives. The following are beneficiaries of the system: the Chief Executive Officer/General Manager, managers with strategic responsibilities and other Company staff, with the exception of the heads and higher-level staff of the Key Functions, who do not receive any annual variable component due to specific features of their roles.

The accrual of the bonus is linked to:

- the passing through of the gates: a Group Solvency II Ratio of 130% in the reference year, net of capital increases;
- achievement of fixed Group/Area or Function/individual performance objectives.

Among the performance objectives, the Group's objectives have a percentage weighting of 50% for the CEO/GM and managers with strategic responsibilities and 40% for the other beneficiaries, and are represented by two indicators: Group normalised operating profit and gross premiums written. Individual objectives of a quantitative nature are also provided for. The target levels refer to the expected budgeted results.

Each objective is defined as follows:

- a threshold level of 80%, below which no bonus is paid;
- a target level, at which 100% of the bonus accrues;
- for Group objectives only, a maximum level, at which 120% of the target bonus is paid (cap).

For individual objectives, the value of the bonus does not exceed the target even in the event of

overperformance. For interim results, linear interpolation is applied.

The target bonus value as a percentage of the fixed component is equal to:

- for the CEO/GM: 40%;
- for managers with strategic responsibilities: 30%;
- for remaining staff: between 5% and 30%, also in view of the position held.

The plan includes a clawback clause that allows, during the five years following disbursement, for the reimbursement of sums paid out on the basis of data that is manifestly erroneous or falsified.

Deferred variable component (LTI)

REVO Insurance's deferred variable component consists of a performance share plan. The plan was approved by Elba Assicurazioni (now renamed REVO Insurance)'s Board of Directors on 29 March 2022 and submitted for approval to the Elba Assicurazioni's (now renamed REVO Insurance) Shareholders' Meeting on 4 April 2022. The plan became effective, with effect from the listing of REVO Insurance (previously Elba Assicurazioni)'s shares following the reverse merger with REVO.

The main aims of the plan are:

- supporting the evolution of the Company's business and aligning the interests of beneficiaries and stakeholders;
- establishing a correlation between the beneficiaries' remuneration and the Company's medium/long-term performance, having regard in any case to the sustainability of the Company and more generally of the Group and the results actually achieved;
- establishing a staff retention and attraction tool.

The plan beneficiaries are the CEO/GM, as well as the remaining Key Staff, excluding the heads of the Key Functions. Additional categories of staff, both managerial and non-managerial, appropriately identified by the Company according to particular criteria, including their classification, role, organisational position and level of responsibility, may also be included among the beneficiaries.

The plan, which is scheduled to commence in 2022, has a total deferral time horizon of 5-6 years and provides for a single initial allotment ("closed" plan), in line with the launch of the new business plan. It provides for the allotment to beneficiaries of rights to receive shares of the Company, free of charge, subject to the achievement of the targets established in the 2022-2024 Business Plan, approved by the Board of Directors, and specific activation conditions.

The actual allotment of shares is subject to:

- the passing through of the gates: 130% in terms of the Group's Solvency II Ratio, net of capital increases in the year in which the rights accrue, for the entire duration of the deferral;
- achievement of performance objectives, measured over the initial three-year vesting period, in terms of:
    1. Economic and financial performance: Adjusted operating ROE (50% weighting);
    2. Share price performance: P/E (price-to-earnings) (35% weighting);

3. ESG performance: definition of the ESG strategic plan, including the preparation of the ESG reporting system and formalisation of the mandate to obtain a rating according to the procedures and timescales defined within the ESG strategic plan. (15%).

The number of shares actually allotted is commensurate with the level of achievement of the targets at the end of the three-year vesting period. The mechanism established to calculate the number of shares payable provides as follows:

- for the adjusted operating ROE:
    - a threshold level, at which 80% of the target rights accrue; no rights accrue below this level;
    - a target level at which 100% of the rights accrue;
    - a maximum level at which 150% of the rights accrue (cap).

For interim results, linear interpolation is applied.

For the ESG indicator: provision is made for qualitative assessment by the incoming Appointments and Remuneration Committee, which will express its opinion on the level of achievement of the objective on the basis of factual elements, which will take into account the timescales and methods of implementation of the planned actions.

Summary of Performance Share Plan objectives

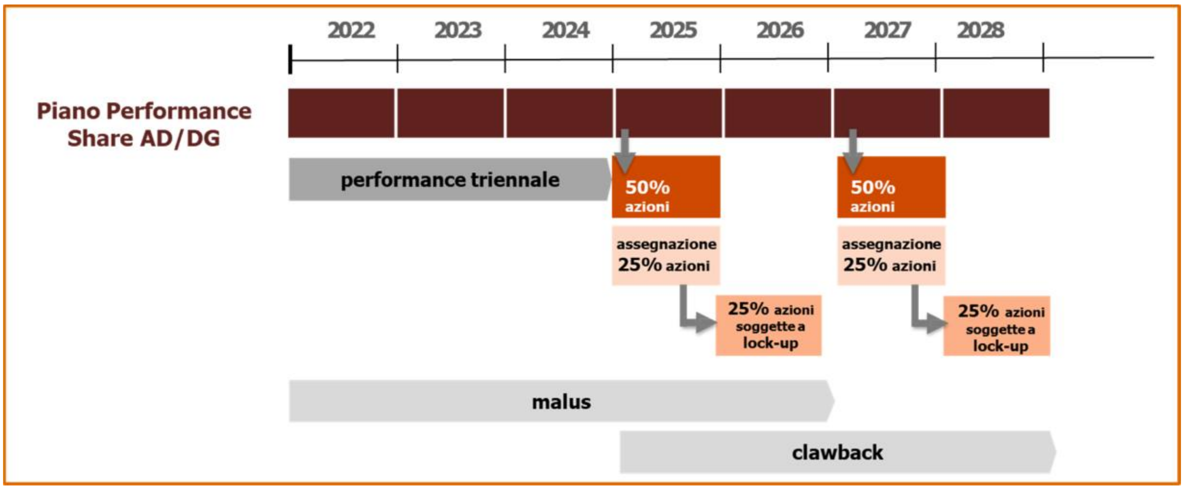
Performance area	Indicator	Description	% weighting
Economic and financial performance	Adjusted operating ROE over the three-year period	Ratio of adjusted operating profit to the average of consolidated shareholders' equity at 31 December 2023 and consolidated shareholders' equity at 31 December 2024.	50%
Share price performance	P/E (price-to-earnings)	The ratio of the arithmetic mean of the Company's market capitalisation in the period 1 October 2024 to 31 December 2024 (source: Bloomberg) to the consolidated net profit in the financial statements at 31 December 2024.	35%
ESG performance	ESG strategy	Achievement of ESG actions, including definition of the ESG strategic plan, including the preparation of the ESG reporting system and formalisation of the mandate to obtain a rating according to the procedures and timescales defined within the ESG strategic	15%

The Plan has a total deferral period of five-six years, and in particular provides for a three-year vesting period of 2022-24 and an additional deferral period. Therefore, actions accrued according to the degree of achievement of objectives will be delivered to beneficiaries, when the gates are passed through and in the absence of cases of malus, as follows:

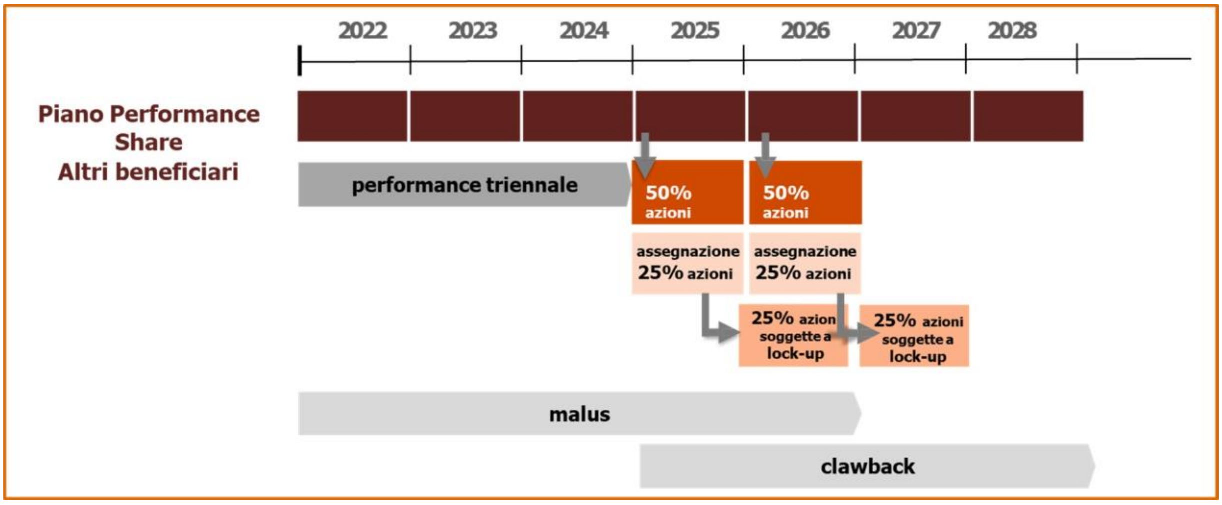
- to the Chief Executive Officer/General Manager
  - an initial tranche of Shares, equal to 50% of the allotted shares, in 2025, following the Shareholders’ Meeting called to approve the consolidated financial statements of the Company for the year ended 31 December 2024;
  - a second tranche of Shares, equal to 50% of the allotted shares, in 2027, following the Shareholders’ Meeting called to approve the consolidated financial statements of the Company for the year ended 31 December 2026;
- for the other beneficiaries:
  - an initial tranche of Shares, equal to 50% of the allotted shares, in 2025, following the Shareholders’ Meeting called to approve the consolidated financial statements of the Company for the year ended 31 December 2024;
  - a second tranche of Shares, equal to 50% of the allotted shares, in 2026, following the Shareholders’ Meeting called to approve the consolidated financial statements of the Company for the year ended 31 December 2025.

Shares delivered under the plan will be unavailable and subject, at a rate of 50%, to a lock-up period of one year.

Performance share plan - operating summary - CEO/GM



Performance share plan - operating summary - other beneficiaries



The nominal value of the overall target allotment as a percentage of the fixed component is equal to:

- for the CEO/GM: 375%, equal to 125% on an annual basis[1];
- for Senior Management: 200% (average value), equal to approximately 70% on an annual basis[1];
- for the remaining staff: 100% (average value), equal to 33% on an annual basis[1].

<u>*Termination of employment:*</u>

If the relationship is terminated, unless the Board of Directors makes a more favourable decision for beneficiaries, having consulted the Appointments and Remuneration Committee and the Board of Statutory Auditors where necessary, the plan provides as follows:

- if the relationship is terminated in a bad leaver scenario[2] during the deferral period, the beneficiary will definitively and fully lose the rights;
- if the relationship is terminated in a good leaver scenario[3] during the deferral

[1] Taking the three-year vesting period into account.
[2] "Bad leaver" scenarios refer to termination of the relationship in circumstances other than "good leaver" scenarios
[3] "Good leaver" scenarios:
- death or permanent disability of the beneficiary such as to prevent - definitively and irremediably - the continuation of the relationship;
- access to a pension;
- termination of the contract for dismissal not for just cause or justifiable grounds from the 60th day following the date of approval of the plan;

period, the beneficiary may maintain the rights at a certain number *pro rata temporis* and retain the right to the allotment of shares, subject to achievement of the performance objectives at the end of the vesting period according to the timescales and methods established in the plan.

Change of control

If a change of control occurs during the vesting period or the deferral period, a public purchase offer and/or a partial or total exchange offer on the shares is launched, or in the event of delisting, the Board of Directors will be entitled to grant the beneficiaries, having consulted the Appointments and Remuneration Committee, all or part of the shares corresponding to the rights to which they are entitled, in advance of the time limits provided for in the plan, also in consideration of the achievement of performance objectives and in any case subject to verification of the fulfilment of the activation conditions. In the event that a public purchase offer and/or a partial or total exchange offer on the shares is launched, for beneficiaries that notify their irrevocable intention to participate in the public offer, in the event of delisting, the lock-up obligations are automatically not applied or cancelled.

Extraordinary transactions

In case of events such as:

- extraordinary transactions on the Company's capital, including but not limited to, capital reductions due to losses through cancellation of shares, increases in the capital of the Company, free of charge or for payment, offered optionally to shareholders or without option rights, possibly also to be paid up by contributions in kind and share grouping or splitting, that could affect the shares;
- mergers or demergers, the purchase or sale of equity investments, businesses or business divisions; or
- changes in law or regulations or other events likely to affect the rights, shares or Company,

the Board of Directors may make any amendments and additions to the plan and regulations that are deemed necessary, having consulted the Appointments and Remuneration Committee, or

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- resignation of the beneficiary for just cause, provided that this just cause is not contested by the Company within the following 90 days;
- non-renewal of the position of Director on expiry of the mandate for beneficiaries who are members of the Board of Directors on the Shareholders' Meeting approval date.

appropriate in order to keep the substantive and economic contents of the plan unchanged, within the limits permitted by the regulations applicable from time to time.

Clawback

The Company reserves the unilateral right, for a period of 5 (five) years starting from the date of delivery of the shares, to obtain the return of all or part of the shares received by the beneficiaries (or the relevant countervalue on the date of delivery of the shares), if the Board of Directors, on the basis of objective circumstances, ascertains that:

- the allotment of the shares is in breach of laws or regulations, or to persons responsible for wilful misconduct or gross negligence in order to alter the data used to verify the activation conditions and achievement of performance objectives; or
- verification of the activation conditions and the achievement of performance objectives and/or the allotment of shares were determined on the basis of data which was subsequently found to be manifestly erroneous;
- the beneficiary has been responsible for fraudulent conduct and/or wilful misconduct or gross negligence related to the performance of his or her duties, resulting in a deterioration in the risk profiles and/or results of the Group and/or the Company;
- the beneficiary has been responsible, through wilful misconduct or gross negligence, for breaches of laws and/or regulations, the Code of Conduct and the Code of Ethics or company rules that relate to or involve a consequence in the context of the relationship, affecting the relevant assumption of trust, even if this conduct has not had a direct impact on the verification of the activation conditions or the achievement of performance targets and the allotment of shares.

It is understood that if the cases indicated occur before the assignment of rights and/or the allotment of shares and/or the delivery of shares, the Board of Directors shall be entitled to declare the beneficiary to have forfeited the rights and/or the right to the delivery of shares pursuant to the plan.

7.1.3 Benefits

Certain benefits are provided to complement the pay package, including a company car, welfare, health insurance policies, life, sickness and accident cover, as well as a supplementary pension scheme as provided for by the current National Collective Labour Agreement for insurance executives and by company policies.

7.1.4 Additional remuneration components

Depending on the powers granted and the type of beneficiary, the Board of Directors or the CEO/GM may define one-off fees during the recruitment phase (e.g. entry bonus, retention bonus, additional benefits, other remuneration components) to facilitate onboarding, attract new talent and acquire professionalism from the market.

It is also possible to grant further benefits and enhancements to the individual remuneration structure in favour of certain types of staff, even if they are not Key Staff. Such compensation is granted on the basis of specific criteria and assessments relating, for example, to particular organisational positions, the achievement of the level of performance of the objectives assigned, participation in development projects or growth pathways, retention measures, the level of experience and expertise gained, the ability to use and develop other management levers, participation in specific corporate projects and other extraordinary reasons. Such compensation may include, for example, the conclusion of a non-competition or stability agreement and/or one-off bonuses.

7.2 Compensation in the event of early termination of employment

In the event of termination of the employment relationship and in order to prevent a dispute and/or to end it if already raised, the Company may enter into settlement agreements, in addition to the notice required by law or contractually, where due, involving the payment of a pre-determined amount in return for the waiver of the right to challenge the termination of the relationship and any other claim relating to the employment relationship. It is also possible to establish a non-compete clause and/or a ban on the transfer of employees, together with any additional non-monetary sums or benefits. Amounts paid in settlement and accepted by the interested party include and fully replace any supplementary allowance provided for in the Collective Agreement applied; the relevant economic amount is identified bearing in mind the reasons for termination of the relationship and the general legal context of reference, taking into account, in particular, the content of the provisions of the industry regulations. In the event of termination of the relationship with the General Manager and other Key Staff other than the heads of the Key Functions, as identified from time to time in compliance with the provisions of Article 2, paragraph 1, subparagraph m), of IVASS Regulation 38/2018, the total amount of the sums subject to the agreement will be equal to 24 months of remuneration, including notice. For the purposes of calculating the above amount relating to the settlement agreement, remuneration means gross annual salary as provided for in Article 2121 of the Italian Civil Code, increased by the target value recognised for components of short-term variable remuneration (MBO at the theoretical target value). The amounts referred to in this article will be paid in accordance with the rules and provisions, including internal provisions, applicable on the termination date.

7.3 Remuneration Policy for the Chief Executive Officer

In addition to the fixed remuneration for non-executive members of REVO Insurance's Board of Directors, the Chief Executive Officer's remuneration policy provides for a pay package determined by the Board of Directors commensurate with the role, composed of fixed, annual and deferred components, in accordance with the procedures described in the relevant paragraph.

These components, considering the target values on an annual basis, correspond respectively to 40% and 125% of the fixed remuneration (maximum value 60%, 188%).

The annual variable component of the CEO/GM includes the following objectives:

- Group normalised operating profit (25%);
- Gross premiums written (25%);
- Other individual objectives such as quantitative objectives determined by the Board of Directors.

7.4. Remuneration Policy for Key Staff not belonging to the Key Functions

The Remuneration Policy for Key Staff not belonging to the Key Functions includes a fixed component, an annual variable component and a deferred component, according to the procedures described in the relevant paragraph.

These components, considering the target values on an annual basis, correspond respectively to 30% and 68% of the fixed remuneration (maximum value 45%, 100%).

7.5 Remuneration Policy for heads and higher-level staff of the Key Functions

The Remuneration Policy for the heads and higher-level staff of the Key Functions does not include a variable component.

No particular severance indemnities are provided for; in the case of employment relationships, the provisions of the respective National Collective Labour Agreements apply exclusively.

7.6. Remuneration Policy for staff not included in the category of Key Staff

The Remuneration Policy for non-Key Staff includes a fixed component. A formalised annual variable component is also provided for. Some persons are also included among the beneficiaries of the deferred variable component, according to the procedures described in the relevant paragraph.

No particular severance indemnities are provided for; in the case of employment relationships, the provisions of the respective National Collective Labour Agreements apply exclusively.

7.7. Remuneration Policy for insurance and reinsurance brokers and outsourcers of essential or important activities or functions or key functions

The Remuneration Policies of insurance and reinsurance brokers and outsourcers of key functions or essential activities are consistent with the purposes and principles described in these Policies.

As a rule, no remuneration is awarded based solely or predominantly on short-term results, which would encourage excessive risk exposure.

With regard to insurance and reinsurance brokers, remuneration and links to sales objectives must not constitute an incentive for the distributor to behave in a manner contrary to its duty to act in the best interests of policyholders, in accordance with the provisions of Article 119-*bis*, paragraphs 4 and 5, of the Code.

8. Remuneration Policy for the corporate bodies

8.1 Remuneration Policy for non-executive members of the Board of Directors

The Remuneration Policy for non-executive members of the Board of Directors provides for the payment of a fixed annual fee, established by the Shareholders' Meeting. Members of internal Board Committees are also paid an additional fee as a member or chairman, defined by the Board of Directors. A policy is taken out for civil liability insurance cover (D&O, or directors' and officers' liability policy).

No additional forms of variable remuneration or any share-based remuneration are provided for non-executive members of the Board of Directors.

8.2 Remuneration Policy for members of the Board of Statutory Auditors

The Remuneration Policy for members of the Board of Statutory Auditors provides for the payment of a fixed annual fee, established by the Shareholders' Meeting pursuant to Decree 169 of 2/9/10. Provision is made for a D&O policy. No additional forms of variable pay or any share-based remuneration are provided for.

9. Periodic assessment

The HR Function assesses this policy on an annual basis in terms of whether it is correct and up to date, taking care to involve the Key Functions, and formulates, where appropriate, proposals for amendments, to be submitted to the Board of Directors for approval, to draft Remuneration Policies to be submitted to the Shareholders' Meeting.

10. Disclosure obligations

The persons covered by this policy are required to disclose to the Risk Management, Compliance and Internal Audit Functions, for matters within their respective competence, any significant fact that may compromise compliance with the obligations provided for.