

Anima Holding S.p.A.

# **Engagement Policy with Shareholders and Lenders**

(Approved by the Board of Directors of Anima Holding S.p.A. on 20/12/2022)

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## Definitions

- CEO: Anima Holding's Chief Executive Officer
- Anima Holding or Company: Anima Holding S.p.A.
- Shareholders' Meeting: Anima Holding deliberative body representing the Ownership's requests, namely the Company's Shareholders'
- Shareholders: the owners of the shares issued by Anima Holding
- CFO: Anima Holding's Chief Financial Officer
- Corporate Governance Code: the Corporate Governance Code approved by the Corporate Governance Committee promoted by Borsa Italiana S.p.A., Business Associations (ABI, ANIA, Assonime, Confindustria) and by Assogestioni
- Board of Directors: the Board of Directors of the Parent Company Anima Holding
- Financial community: financial analysts, Rating Agencies and financial journalists
- Lenders: lenders that are not Shareholders, underwriting debt securities issued by the Company or issuing bank-type loans
- Group: ANIMA Group, consisting of the Parent Company Anima Holding and the companies Anima SGR S.p.A. and Anima Alternative SGR S.p.A.
- Investor Relator: Head of Anima Holding's Investor Relations function
- Stakeholder: ANIMA Group's Stakeholders, as defined in the Sustainability Report
- ESG topics: environmental, social and corporate governance topics.

## 1. Introduction and General Information

Anima Holding, Parent Company of the ANIMA Group, the largest independent asset management operator in Italy, is aware of the importance of promoting transparent, active and constructive communications towards its Shareholders, Lenders and the financial community in general, aiming at encouraging forms of Engagement that maintain a constant, reliable and continuous relationship with them and, more generally, with the main Stakeholders of the ANIMA Group. The Board of Directors of the Company has therefore approved this Engagement Policy with Shareholders and Lenders (hereinafter the "Policy").

The Policy pursues the aim of ensuring that the Engagement between Anima Holding, as listed company, and its Shareholders and Lenders takes place according to the highest standards of transparency and effectiveness, in line with the principles and recommendations of the Corporate Governance Code of the listed issuers to which the Company adheres and also taking into account the best practices on the matter and the engagement policies adopted by institutional investors.

### 1.1 General Principles

The Policy intends to facilitate transparency towards Shareholders, Lenders and the financial community through the construction, maintenance and development of Engagement. As part of the Engagement undertaken, Anima Holding is required to provide clear, complete, correct, truthful and not misleading information, allowing to develop an informed assessment about the Company and the ANIMA Group.

The Engagement encouraged by this Policy is conducted under the supervision of the CEO, by the individuals appointed by him, in compliance with the processes and information protocols envisaged by company regulations for the various areas, with specific reference to the management of relevant and privileged information.

In order to encourage the exchange of views and improve the understanding of the respective expectations, this Policy identifies the subjects and the objects of the discussion, the timing and the methods of interaction, regulating the various forms of Engagement regarding the activities ordinarily managed by the competent corporate functions, such as updating the website, organizing meetings, roadshows, conference calls and managing direct communication channels with multiple categories of Stakeholders (e.g. Shareholders, Lenders and the financial community).

Notably, this Policy intends to identify and describe the ordinary channels of direct and continuous communication between the Company, the Shareholders, the Lenders and the entire financial community, managed by the competent corporate functions.

This Policy therefore does not concern the remaining ordinary Engagement activities, such as, by way of example:

- the management of the Engagement functional to the Shareholders' Meetings and the exercise of the Shareholders' rights, within the scope of the legislation applicable to listed issuers on:
  - the availability of information on the items of the meeting agenda;
  - the submission of questions by Shareholders before and during the Shareholders' Meeting;
  - the requests for integrating the agenda of the Shareholders' Meeting and for the submission of the lists of candidates for the office of members of the corporate bodies;
- requests for Engagement with the Company from subjects other than the Shareholders, the Lenders and the financial community (such as, for example, customers, suppliers and other Stakeholders). The Engagement with these subjects will take place according to the ordinary procedures envisaged by company regulations.

The ways in which communication takes place vary according to the subjects involved, their respective characteristics and the purpose and nature of their involvement in the Company's activity.

## 1.2 Scope of application

This Policy mainly applies to the Parent Company Anima Holding, and is implemented to the applicable extent, by all companies of the ANIMA Group.

## 2. Engagement contents

The topics discussed in the Engagement between the Company and its Shareholders, Lenders and the financial community usually relate to:

- the capital structure and the performance of the securities issued by the Company;
- the economic-financial performance of the Group;
- transactions of the Company and its subsidiaries that have a relevant strategic, economic, equity or financial significance as well as any transactions with related parties;
- the business strategy (industrial plan);
- the environmental, social and governance (ESG) performance and strategy;
- the corporate governance (e.g. aspects relating to the appointment and composition of the Board of Directors, also in terms of size, professional skills, integrity, independence and diversity, duties and functions of the committees, etc.);
- the policies on the remuneration of directors and executives with strategic responsibilities and their implementation;

- the internal control and risk management system.

### 3. Engagement methods

The Engagement covered by this Policy, initiated at the request of the Shareholders, Lenders and the financial community, can take place throughout the year; however, during the so-called "black-out period", meaning the 30 calendar days before the disclosure of the quarterly results, the only Engagement initiatives permitted are those that do not include requests for information or comments on the trend of the financial results subject to forthcoming approval.

In the case of Shareholders, specifically, the Engagement activated under this Policy is complementary to their participation in the Shareholders' Meeting.

The Head of Investor Relations is the person in charge of receiving and collecting the requests made by Shareholders, Lenders and the financial community, also through the contact details indicated on the institutional website ([www.animasgr.it](http://www.animasgr.it) - "Anima Holding / Investor Relations" section). The Head of Investor Relations also ensures, together with the Chief Executive Officer, the coordination of the activities and contents of the Engagement with the respective interlocutors. These Engagement activities are carried out through:

- the organization of meetings with Shareholders, Lenders and the financial community (conference calls and physical meetings), during which the Company can also accept possible requests from the market and in which other functions can participate, in addition to the Investor Relations Function, including the Chairman, the CEO, the Joint General Manager, the CFO and/or other Group employees whose presence is, from time to time, deemed appropriate by the CEO;
- the organization of conference calls with Institutional Investors, portfolio managers and other market operators during the presentation of the economic-financial results for the period communicated to the market or the announcement to the market of strategic operations;
- the constant and timely update of the institutional website ([www.animasgr.it](http://www.animasgr.it) - "Anima Holding / Investor Relations" section) where Stakeholders can find information, currently divided into the following sections:
  - "Group": information regarding the identity of ANIMA Group, its management and the awards and recognitions received for its activity;
  - "Corporate Governance": information relating to the corporate bodies, the shareholding structure and current internal regulations, as well as reports on corporate governance and remuneration and other corporate documents;
  - "Investors": financial statements and reports of economic-financial nature, information relating to the performance of the share on the stock exchange, presentations, press releases and notices to the financial community, estimates by analysts;
  - "Products": information regarding ANIMA product offering, prices and economic performance and legal information;
  - "Sustainability": information relating to the Group's ESG identity, sustainability reporting, responsible investments, ESG ratings, certifications, external initiatives to which the Company adheres, internal ESG regulations and the sustainability strategy.

Interaction can also take place on the initiative of the Company, through the request for meetings with Shareholders, Lenders and the financial community which may be attended by the Head of Investor Relations, the CEO and, upon indication of the latter, any other corporate functions.

In consideration of the specific topic under discussion, of the reasons for the request for Engagement, of the characteristics of the possible participants and of the interest of the Company, the CEO may consider carrying out the Engagement in the following ways:

- one-to-one: with the participation of only one Shareholder, Debt Provider or representative of the financial community;
- group meeting: contemplating the simultaneous participation of several Shareholders, Lenders and representatives of the financial community.

The Investor Relations Function, with the consent of the CEO, evaluates and examines the aforementioned requests, defining:

- the ways in which the Engagement is to be conducted (one-to-one or group meeting);
- the indicative timing of the Engagement;
- any other individuals, internal or external to the Company, who may be called to participate or attend the meeting, following an invitation from the CEO.

#### **4. Disclosure and update**

This Policy is communicated and made available to the Shareholders and to all the Company's Stakeholders on the institutional website (section "Anima Holding / Investor Relations"). A reference to this Policy will also be included in the annual "Report on Corporate Governance and Ownership Structures" prepared by the Company pursuant to article 123-bis of the TUF and in compliance with the provisions of the Corporate Governance Code of listed companies, as well as considering the recommendations formulated by the Corporate Governance Committee.

Finally, the Policy will be evaluated for updates in the light of any evidence emerging from the management and monitoring activities, any changes in company strategies or activities and the evolution of national and international trends and regulations on the matter. The amendments and additions to the Policy are approved by the Board of Directors. The Chairman and the Chief Executive Officer may separately approve changes and additions of a purely formal nature (for example, for adjustments to legal and/or regulatory provisions, internal company regulations, the organizational structure of the Company or Group companies, or the ownership structure of the Group).