

**2023**  
ASSEMBLEA  
DEGLI AZIONISTI  
**SHAREHOLDERS'**  
**MEETING**



**28 April 2023**

**Shareholders'**  
**Meeting Kit**

# Assemblea degli Azionisti 2023

Shareholders' Meeting



26 and 28 April 2023

2023 ASSEMBLEA DEGLI AZIONISTI SHAREHOLDERS' MEETING

Assicurazioni Generali S.p.A., with registered office in Trieste, at Piazza Duca degli Abruzzi no.2, processes your personal data as Data Controller to manage your relationship as shareholder of the Company and send you all the related relevant communications and newsletter. Our staff and only appointed third parties process your personal data with modalities and procedures appropriate to ensure an adequate level of security. For more information on your personal data processing, their retention time, on how exercise one of your rights (access, rectification, erasure, restriction, portability, object) or lodge a complaint to the Authority please visit [Privacy - Generali Group](#).





Dear Shareholder,

we are pleased to inform you that for the days 26<sup>th</sup> and 28<sup>th</sup> April 2023 the General Assembly of the Shareholders of Assicurazioni Generali is convened in ordinary session, at the offices of Assicurazioni Generali S.p.A. located in Trieste, Piazza Luigi Amedeo Duca degli Abruzzi 1: past experience makes us believe that the Assembly will take place on 28th April.

The Company has decided to avail itself of the right to convene the Annual General Meeting without the physical attendance of the shareholders and exclusively through the presence of the Designated Representative. The Designated Representative is a third-party, independent, and free service that expresses the vote of shareholders. By conferring a proxy, complete with voting instructions, it will also be possible to access the stream of the entire General Meeting.

In the hope of it being helpful, we have prepared this Kit containing some useful documents to facilitate your participation in the shareholders' meeting:

- Notice of call and Shareholders' Meeting agenda
- Procedure on attendance and voting by proxy
- Right to submit individual proposals for resolutions
- Right to submit questions before the Shareholders' Meeting
- Request form for the certificate to attend the Shareholders' Meeting
- Procedure for access and registration to the live streaming service
- Shareholders' Meeting Extended Inclusion: streaming services
- Project "A tree for a shareholder"
- Contacts for retail shareholders

Our Company has always been attentive to relations with retail shareholders, who are a significant part of the shareholding structure. We are proud that our meetings are characterized by a large participation of shareholders, and we hope that this will grow over time, with a return to the usual methods of discussion and dialogue, even in person.

We remind you that, in order to take part in the Shareholders' Meeting, it is necessary to be a shareholder on April 17<sup>th</sup>, 2023 (record date) and to request the intermediary - with which your shares are deposited - the communication for participation in the Shareholders' Meeting provided for by art. 83-sexies of Legislative Decree 24 February 1998, n. 58 ("TUF"). Since the intermediary requires technical time for its procedures, we recommend that you take action as soon as possible and in any case by the aforementioned date. When contacting your intermediary, you can use the communication request form for participation in the Shareholders' Meeting contained in this kit.

To participate in the meeting, it will be necessary to give a proxy to the Designated Representative. It will be possible to grant the proxy online or via paper form: the details are available in the "Procedure on attendance and voting by proxy", contained in the Kit and published on the Company's website [www.generali.com](http://www.generali.com), in the *Governance / Annual*

*General Meeting 2023* section. If the shares are held through a legal person, we inform you that the proxy must be accompanied by documentation that proves the legitimacy of the signatory of the document.

As in previous years, our Company will also give the opportunity to follow the Assembly in live streaming. The methods of accessing the service are available on the “Procedure for accessing the live streaming service” contained in the Kit, or on the Company's website, in the *Governance/Annual General Meeting 2023* section.

We inform you that the financial statements for the year 2022, the reports of the Board of Directors, as well as other information, are available on the website **www.generalicom** and that our offices (telephones +39 040 671621, +39 040 671696, fax +39 041 3362876, e-mail address **shareholders@generalicom**) are at your disposal for any need connected with your status as Shareholder.

# ADDITIONS TO THE NOTICE OF CALL OF THE 2023 SHAREHOLDERS' MEETING

(already published in the newspapers Il Sole 24 Ore and Milano Finanza on 16 March 2023)

The Board of Directors ("Board") of Assicurazioni Generali S.p.A. ("the Company")

## whereas

- on 13 March 2023, it resolved to convene the Annual General AGM of the Company's shareholders ("AGM") for 26 April 2023, at 9.00 a.m. in ordinary session on first call, and if necessary, for 28 April 2023, at 9.00 a.m. in ordinary session on second call,
- the meeting was convened without physical attendance of shareholders and exclusively through the presence of the Appointed Representative, taking advantage of the option introduced by art. 106 of Decree-Law No. 18 of 17 March 2020, converted by Law No. 27 of 24 April 2020, the effects of which were extended by Decree-Law No. 198 of 29 December 2022, converted by Law No. 14 of 24 February 2023);
- the notice of call was published on 15 March 2023 on the Company's website and disseminated to the public on the same date through the centralised regulated information storage mechanism eMarket SDIR, operated by Teleborsa S.r.l.;
- on 22 March 2023, the Board, at the proposal of the Board of Statutory Auditors, decided to supplement the agenda of the AGM by adding a seventh agenda item, also to be discussed in the ordinary session, concerning the following: *7. Fee for the statutory audit assignment. a) Revision, at the proposal of the Board of Statutory Auditors, of the amount of the fee for the statutory audit assignment for the financial years ending 31 December 2022 to 31 December 2029. Resolutions pertaining thereto and arising therefrom. Delegation of powers;*
- that the deadlines indicated in the notice of call already published for the exercise of shareholders' rights remain unaffected, the same always having effect as of 15 March 2023, the date of publication of the notice of call on the Company's website and, in particular, for supplementing the agenda, for submitting individual proposals for resolutions, for submitting nominations for the appointment of the Board of Statutory Auditors, for exercising the right to ask questions before the AGM, for entitlement to attend the AGM and for participation in the same;

## hereby notifies

- that the notice of call of the AGM is supplemented by the addition of a seventh agenda item, to be discussed always in the ordinary session, and that the notice – ***which highlights below, through text in bold, italic and underlined font, the parts supplemented and amended*** – is now as follows.

Milan, 22 March 2023



## ASSICURAZIONI GENERALI S.P.A.

Company founded in 1831 in Trieste.  
Registered office in Trieste. Piazza Duca degli Abruzzi 2  
Share Capital Euro 1,586,833,696.00, fully paid up.  
Tax Code and Registration with the  
Companies Register of Venezia Giulia no. 00079760328.  
Registered under number 1.00003 of the Register of Insurance and Reinsurance Companies.  
Parent company of the Generali Group, registered under no. 026 of the Register of Insurance Groups.  
Certified email address: [assicurazionigenerali@pec.generaligroup.com](mailto:assicurazionigenerali@pec.generaligroup.com)

# NOTICE OF CALL OF THE GENERAL MEETING

In accordance with decree law no. 18 of 17 March 2020 (the "Decree"), converted with law no. 27 of 24 April 2020 (its effects have been extended by decree law no. 198 of 29 December 2022, converted by Law no. 14 of 24 February 2023), the Company has decided to avail itself of the right, introduced by article 106 of the Decree, to convene the Annual General Meeting without the physical attendance of the shareholders and exclusively through the presence of the Designated Representative. The agenda and the procedures for the meeting are set out below.

Shareholders are called to a General Meeting at Palazzo Berlam, Trieste, piazza Duca degli Abruzzi 1 on

- **26 April 2023 at 9.00 am:** in ordinary session (first call), and, if necessary, on
- **28 April 2023 at 9.00 am:** in ordinary session (second call)

to pass resolutions on the following

### AGENDA

#### 1. 2022 Financial Statements.

- a) Approval of the separate financial statements as at and for the year ended 31 December 2022, accompanied by the Directors' Report, the Statutory Auditors' Report and the External Auditor's Report. Presentation of the consolidated financial statements and of the Annual Integrated Report. Resolutions pertaining thereto and arising therefrom. Delegation of powers.
- b) Allocation of the 2022 profit and distribution of dividends. Resolutions pertaining thereto and arising therefrom. Delegation of powers.

#### 2. Appointment of a member of the Board of Directors.

- a) Appointment of a member of the Board of Directors to hold office for the financial years ending on 31 December 2023 and 2024, pursuant to s. 2386 of the Italian Civil Code.

#### 3. Appointment and remuneration of the Board of Statutory Auditors and its Chair for 2023-25.

- a) Appointment of the Board of Statutory Auditors and its Chair to hold office for the financial years ending on 31 December 2023, 2024 and 2025. Resolutions pertaining thereto and arising therefrom.
- b) Determination of the annual remuneration of the Statutory Auditors for the financial years ending on 31 December 2023, 2024 and 2025.



**4. Presentation of the Report on remuneration policy and payments.**

- a) Approval of the first section of the Report on remuneration policy and payments, pursuant to s. 123-ter, paragraph 3, of legislative decree 58/1998 (CLFI) and ss. 41 and 59 of IVASS Regulation no. 38/2018. Resolutions pertaining thereto and arising therefrom. Delegation of powers.
- b) Resolution on the second section of the Report on remuneration policy and payments, pursuant to s. 123-ter, paragraph 6, of the CLFI. Resolutions pertaining thereto and arising therefrom.

**5. Group Long-Term Incentive Plan (LTIP) 2023-2025.**

- a) Approval of the 2023-2025 LTIP pursuant to s. 114-bis of the CLFI. Resolutions pertaining thereto and arising therefrom. Delegation of powers.
- b) Approval of the authorisation to buy back own shares and to freely dispose of them for the purposes of remuneration and incentive plans. Resolutions pertaining thereto and arising therefrom. Delegation of powers.

**6. Share Plan for Generali Group employees.**

- a) Approval of the new Plan pursuant to s. 114-bis of the CLFI after cancelling the plan approved by the 2022 Annual General Meeting. Resolutions pertaining thereto and arising therefrom. Delegation of powers.
- b) Approval of the authorisation to buy back own shares and to freely dispose of them for the purposes of incentive plans. Resolutions pertaining thereto and arising therefrom. Delegation of powers.

**7. Fee for the statutory audit assignment.**

- a) **Approval of the new Plan pursuant to s. 114-bis of the CLFI after cancelling the plan approved by the 2022 Annual General Meeting. Resolutions pertaining thereto and arising therefrom. Delegation of powers.**

**ADDITIONS TO THE AGENDA**

Shareholders representing, individually or jointly, at least 2.5% of the share capital may request, within 10 days of the publication of **the notice of call, i.e., by 25 March 2023**, additions to the list of items on the agenda (by specifying in their application the additional items they suggest), or submit draft resolutions on the items already on the agenda. The application must be submitted in writing and delivered to the registered office for the attention of the Head of Corporate Affairs, either through the postal service or via email to the certified email address **azioni@pec.generalicom**. Proof of ownership of the shares by applicant Shareholders and of the required shareholding to request additions to the agenda must be demonstrated by a specific document produced by the authorised intermediary and sent to the certified email address **azioni@pec.generalicom**. Additions to the list of items

on the agenda are not permitted for items for which the meeting is required by law to deliberate on the Directors' proposal or on the basis of projects or reports drafted by them. Any additions to the agenda or the submission of additional draft resolutions for items already on the agenda will be notified in the same manner as that required by law for the notice of call, within the deadlines specified in applicable regulations. Shareholders requesting additions to the agenda are required to draft a report stating the reasons for the draft resolutions regarding the new items that they propose, or the reasons for the additional draft resolutions on items already on the agenda. This report must be submitted to the Board of Directors by the deadline for the submission of requests for additions. The report will be made available to the public, together with any evaluations by the Board of Directors, when the notice of additional items is published.



## INDIVIDUAL PROPOSALS FOR RESOLUTIONS

Due to the fact that the intervention at the Annual General Meeting is to be exclusively through the Designated Representative, in accordance with art. 126-*bis*.1.iii of the CLFI, parties with voting rights may, no later than **11 April 2023**, individually submit proposals for resolutions on the items on the agenda, by sending them – given the above-mentioned need for prudence – via email to the Designated Representative's address **general@pecserviziogenerali.it**, and to **azioni@pec.general.com**, entering the words "General Meeting 2023 – individual proposal for resolutions" in the subject line of the email. The proposals must contain the text of the resolution and must be accompanied by information demonstrating the identity of the presenter and the percentage of share capital held on the date of submission, as well as by the references of the notice sent by the intermediary to the Company pursuant to art. 43 of the Unified Decree on Post-Trading Banca d'Italia/ Consob of 13 August 2018. Pertinent proposals that have been correctly submitted will be made available to the public by the Company on the website **www.general.com**, in the section *Governance/AGM 2023*, and with the other applicable procedures. The deadline for the submission of said proposals, set to coincide with the deadline for the publication of requests for additions and proposals for resolutions as set out in art. 126-*bis*.1.i of the CLFI, enables parties interested in submitting individual proposals to consider the material published by the Company in relation to the items on the agenda and, at the same time, allows the Designated Representative to adapt, where necessary, the forms for granting proxies pursuant to art. 135-*undecies* and art. 135-*novies* of the CLFI, so that parties entitled to vote may, for the purposes of issuing their voting instructions, assess, simultaneously and in time, all of the requests and proposals put forward.

## APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

With regard to the appointment of the Board of Statutory Auditors, which will take place on the basis of lists of candidates, the reader is referred to s. 37 of the Articles of Association,

published in the Governance section of the Company website, and is advised of the following:

### Legitimate right to present lists

Shareholders are entitled to present lists of candidates if they represent a total of at least 0.5% of the company's share capital, alone or jointly with others. Ownership of the minimum interest required for submission of lists is determined on the basis of the shares registered in the shareholder's name on the date on which the lists are filed with the Company. Shareholders with voting rights, the companies directly or indirectly owned by them, and the companies directly or indirectly owned by the same party may join forces to present and vote for one single list; if this principle is violated, their support for the lists shall not be taken into consideration.

### Relationships

Pursuant to s.144-*sexies* par. 4.b of the Regulation enacting CLFI, concerning governance of issuers adopted by the Consob with resolution no. 11971 of 14 May 1999 as subsequently amended (Issuers' Regulation) and by CONSOB communication no. DEM/9017893 of 26 February 2009, it is recommended that shareholders who intend to present minority lists should file, with the list and the additional documentation required by s. 37 of the Articles of Association, a declaration attesting the absence of relationships, direct or indirect, as per s. 144-*quinquies* of the Issuers' Regulation, with the shareholder owning the relative majority (Mediobanca Banca di Credito Finanziario S.p.A.). The declaration shall also specify any relationships that may exist, if significant, with the relative majority shareholder, if identifiable, and the reasons why these relationships have not been considered to determine the existence of such connections, or it shall declare the absence of any such relationships.

### Methods and deadlines for presentation and publication of lists

The lists, signed by the entitled Shareholder(s) and including the information about the shareholders submitting them, details of the total percentage shareholding held by them, and the documentation required pursuant to s. 37 of the Articles of Association must be





filed at the Company's registered office, to the attention of the Head of the Corporate Affairs, or sent to the certified e-mail address: **azioni@pec.generalicom**, within the 25<sup>th</sup> calendar day before the date of the first call of the Shareholders Meeting, i.e. **1 April 2023, by 5.00 pm**. If on the date of expiry of the above term only a single list or lists presented by interconnected shareholders have been filed, lists may be presented up until 4 April 2023. In this case, Shareholders who alone or together with other Shareholders collectively represent at least 0.25% of the shares with voting rights at the ordinary general meeting are entitled to present lists. The lists will be made available to the public by 5 April 2023 at the company's registered office, at Borsa Italiana S.p.A. and on the company website, [www.generalicom](http://www.generalicom), under *Governance/AGM 2023*. The certificate proving ownership of the minimum shareholding required to submit lists must be evidenced by a specific communication produced by the depositary intermediary and sent to the certified e-mail address **azioni@pec.generalicom**, and may also be produced after filing, but not later than the closing date for the publication of the lists, i.e. 5 April 2023; otherwise the list will be deemed not to have been submitted. For organisational reasons, it is recommended that Shareholders send the aforementioned documentation by and no later than 1.00 pm on the final day of 5 April 2023.

## DOCUMENTATION

The full text of the draft resolutions and the Board of Directors' reports on the items on the agenda, the related annexes, the 2022 financial statements with all of their annexes and statements signed by the Director in charge of preparing the financial reports of the Company, the report on the new incentive plan for Generali Group management, the report on the share ownership plan for the employees of the Generali Group, the annual Corporate Governance and Share Ownership Report and the Remuneration Report are filed, as required by law, at the registered office of the Company, and are available upon request to anyone, with the right to obtain copies. The availability of the aforementioned documents is also guaranteed, as required by law, on the Company website, [www.generalicom](http://www.generalicom), in the section *Governance/AGM 2023*, together with the forms that Shareholders may use to

vote by proxy, as indicated below, and on the eMarket SDIR centralised regulated information storage mechanism managed by Teleborsa S.r.l., at [www.emarketstorage.com](http://www.emarketstorage.com). Information on the share capital, with details on the number and categories of shares, is also available on the website of the Company.

## RIGHT TO SUBMIT QUESTIONS

Those entitled to vote may submit questions about the items on the agenda before the General Meeting, in accordance with s.127-ter, par. 1-bis of the CLFI, no later than the record date (**17 April 2023**), which corresponds to the 7<sup>th</sup> market trading day before the date of the first call, by sending their questions to the registered office of the Company for the attention of the Head of Corporate Affairs or via the email address **azionisti@generalicom** or the certified email address **azioni@pec.generalicom** in accordance with the terms and conditions set out in the procedure published on the Company's website [www.generalicom](http://www.generalicom) in the section *Governance/AGM 2023*. Replies will be provided by the Company **by 24 April 2023 by means of publication in a specific section of the website**, in order to allow those entitled to cast their vote to take the feedback provided by the Company into consideration. Proof of the right to vote may be provided by means of the notice specified below even after the submission of requests, provided that this is no later than the third day following the registration date, i.e., **by 20 April 2023**. The Company may provide a single response to questions with the same content.

No response is due, not even in the AGM, to questions put forward prior to the meeting, when the information requested is already available in the FAQ section of the Company's website or when the answer has been published in the legally required manner.

## ENTITLEMENT TO ATTEND THE MEETING

Entitlement to attend the Annual General Meeting and to exercise voting rights is demonstrated by a statement that must be issued to the Company by an authorised intermediary in accordance with the relevant accounting records for the person that holds voting rights. The statement is issued by the intermediary



based on the evidence as at the record date (17 April 2023), corresponding to the seventh market trading day before the date of the meeting on first call.

Debit and credit entries made after that date will not be taken into account for the purpose of establishing the right to vote; therefore, those who became shareholders after that date will not be entitled to attend or vote. Owners of shares that have not yet been computerised may only attend the Annual General Meeting if their share certificates have first been filed with a party authorised to input them into the computerised system for subsequent communication by the authorised intermediary.

Attendance by shareholders at the Annual General Meeting is governed by current law and regulations, and by the provisions of the Articles of Association and the Annual General Meeting Regulation, which are available at the registered office of the Company and on its website.

## MEETING ATTENDANCE

**In accordance with the Decree, pursuant to art. 106, entitled parties will only be permitted to attend and vote at the Annual General Meeting through the designated representative pursuant to article 135-undecies of the CLFI. Specifically, shareholders with voting rights must therefore grant the power of representation and voting instructions to Computershare S.p.A., via Nizza, 262/73, 10126 - Turin, the Representative designated for this purpose by the Company pursuant to art. 135-undecies of the CLFI, in accordance with the provisions of the applicable legislation.**

The members of the corporate bodies, the secretary, the representatives of the external auditors and the Designated Representative will be assured of the possibility to participate in the General Meeting remotely.

The power of representation is granted by signing the relevant form, available on the Company's website in the section *Governance/AGM 2023*. The proxy form must be received by Computershare S.p.A. by the end of the second market trading day before the actual date of the AGM (expected to be 28 April 2023), in accordance with the procedure specified in point 1 of the Instructions for form compilation and submission set out in the form itself. **In order to facilitate the sending of**

**the proxy and voting instructions, it will be possible to fill out and send the form online with a guided procedure until 12.00 (noon) on 27 April 2023, from section of the Assicurazioni Generali website dedicated to the AGM.**

The proxy does not cover draft resolutions for which no voting instructions have been given. The proxy and voting instructions may be revoked within the same deadline and using the same procedures as those used to grant the proxy.

The statement issued to the Company by the intermediary, certifying the right to attend the meeting and exercise voting rights, is necessary: in the absence of this statement, the proxy shall be deemed null and void. The Designated Representative may, in lieu of the original, deliver or send a copy of the proxy form to the Company, attesting under their own responsibility that the copy is a true copy of the original and that the identity of the delegating party is correct. Pursuant to applicable legislation, the Designated Representative must retain the original proxy forms and details of any voting instructions received for one year from the end of the Annual General Meeting.

The proxy may also be granted with an electronic document signed electronically pursuant to article 21.2 of Legislative Decree no. 82 of 7 March 2005, and sent to the certified email address [generali@pecserviziitolli.it](mailto:generali@pecserviziitolli.it).

**Without prejudice to the need for a proxy to be granted to the Designated Representative, the Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-novies of the CLFI, also in derogation of the provisions of art. 135-undecies.4, of the CLFI. The proxy form available on the Company website may be used to grant such proxies.**

**Proxy forms, together with voting instructions, may only be sent to the Designated Representative.**

## ARRANGEMENTS

The Company offers an ever broader and inclusive spectrum of stakeholders the opportunity to follow this key institutional communication event, through the following services:

- **Live streaming service.** It will be possible to follow the opening reports of the top man-

agement of the Company and, for shareholders entitled to attend the meeting, the full proceedings via a live video streaming service.

- **Shareholders' Meeting Extended Inclusion (SMEI) programme.** As part of the programme to limit physical, communication, and sensory barriers, it will be possible to use the live streaming service in Italian and also through a simultaneous translation in English, French, German, Spanish and Italian sign language, and also with Italian captions.

Instructions for access to the streaming service and the SMEI services are provided on the company website [www.generali.com](http://www.generali.com) in the section *Governance/AGM 2023*.

- **Useful contacts.** Further information or clarifications about shareholder attendance at the AGM may be obtained by sending an email to [azionisti@generali.com](mailto:azionisti@generali.com) and via telephone at +39.040.671621, +39.040.671696 or fax +39.041.3362876; other persons wishing to attend the meeting may use the following con-

tacts: for financial experts and analysts: telephone +39.040.671402, fax +39.040.671338 and email [ir@generali.com](mailto:ir@generali.com); for journalists: telephone +39.02.43535014, fax +39.040.671127 and email [media@generali.com](mailto:media@generali.com).

## INFORMATION ON SHARE CAPITAL

The subscribed and paid-in share capital is EUR 1,586,833,696.00 represented by 1,586,833,696 ordinary shares with no par value. Each share confers the right to one vote. On the date of publication of this notice, the Company and the companies it controls hold 50,161,243 Assicurazioni Generali S.p.A. Shares, equal to 3.16% of share capital.

Milan, 13 March 2023

**On behalf of the Board of Directors**  
The Chair  
(Andrea Sironi)

## Procedure on attendance and voting by proxy

The Company chose, in accordance with decree law no. 18 of 17 March 2020 (the "Decree"), converted with law no. 27 of 24 April 2020 (its effects have been extended by decree law no. 198 of 29 December 2022, converted by Law no. 14 of 24 February 2023), to avail itself of the right, introduced by article 106 of the Decree, to convene the Annual General Meeting without the physical attendance of the shareholders and exclusively through the presence of the Designated Representative.

As a consequence, all Shareholders entitled to attend the Meeting may only participate by conferring a proxy, complete with voting instructions, to Computershare S.p.A.: if voting instructions are missing on one or more of the voting points on the agenda, Computershare S.p.A. will not cast a vote and the shares represented will not be counted as present with regard to the voting quorum.

**Please note that the meeting's agenda, complete with all voting items, could be subject to amendments until 11<sup>th</sup> April 2023 as a consequence of the possible individual proposals for resolutions put forth by shareholders as set out in the notice of call. Consequently, it is recommended to wait until the 12<sup>th</sup> April 2023 in order to confer the proxy complete with voting instructions, in order to be able to express the voting instructions on all voting items already when conferring the proxy.**

The proxy to Computershare can be conferred in one of two alternative ways:

- through a proxy to the Designated Representative appointed by the Company, under art. 135-*undecies* of Legislative Decree 58/1998. The shareholder conferring the proxy will have to fill in the proxy form available in the Company's website. Proxies must be delivered to Computershare S.p.A. by 26<sup>th</sup> April, 2023 at 12.00 pm (the second market trading day before the actual date of the Shareholders' Meeting, in case it is held on 28<sup>th</sup> April 2023) as follows:

- **Registered Email holders (PEC):** as an attachment document (PDF format) sent to [generali@pecserviziotitoli.it](mailto:generali@pecserviziotitoli.it) if the Proxy giver (as Individual or as Legal Entity) is a Registered Email Holder;

- **Digital Signature holders (FEA):** as an attachment document with digital signature sent to [generali@pecserviziotitoli.it](mailto:generali@pecserviziotitoli.it) if the Proxy giver (as Individual or as Legal Entity) is a Digital Signature Holder;

- **Common Email address holders:** as an attachment document (PDF format) sent to [generali@pecserviziotitoli.it](mailto:generali@pecserviziotitoli.it). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73, 10126 Turin;

- **By fax** to +39 011 0923202;

- **Through the Company's website [www.generali.com](http://www.generali.com):** in order to facilitate the delivery of the proxy and the voting instructions, it will be possible to fill in and submit the proxy form to the Designated Representative online and in a step-by-step procedure by 12.00 am on 27<sup>th</sup> April 2023 on the dedicated section of Assicurazioni Generali Website for this Shareholders' Meeting ([generali.com/governance/AGM-2023](http://generali.com/governance/AGM-2023));

- through a written ordinary proxy under art.135-*novies* of Legislative Decree 58/1998, conferred by filling in the proxy form available on the Company's website. Said form has to be sent with the modalities set in the form itself.

The proxy does not apply to items for which voting instructions have not been provided. The proxy and voting instructions may be cancelled by the end of the second day before the actual date of the Shareholders' Meeting. If, for technical reasons, proxies are not available in electronic format, they may be sent upon request. To this end, please call +39 011 0923200.



# Right to submit individual proposals for resolutions

Due to the fact that the Annual General Meeting is to be held exclusively through the Designated Representative, shareholders with voting rights may, no later than 11<sup>th</sup> April 2023, individually submit proposals for resolutions on the items on the agenda, by sending them via e-mail to the Designated Representative's address **generali@pecserviziotitoli.it**, and to **azioni@pec.generali.com**, entering the words "General Meeting 2023 – individual proposals for resolutions" in the subject line of the email.

The proposals must contain the text of the ruling and be accompanied by information

demonstrating the identity of the proposer and the percentage of the share capital held on the date of submission, as well as references of the notice sent by the intermediary to the Company pursuant to article 43 of the Unified Decree on Post-Trading Banca d'Italia/Consob of 13 August 2018.

Validly submitted relevant proposals will be made available to the public by the Company on the website **www.generali.com**, in the section *Governance/Annual General Meeting 2023*, and in other applicable ways.

## Right to submit questions before the Shareholders' Meeting

Shareholders entitled to vote may ask questions about the items on the agenda also before the Shareholders' Meeting **up to 12.00 pm, 17<sup>th</sup> of April, 2023** (the 7<sup>th</sup> market trading day before the date of the first call of the General Meeting).

Questions are submitted by e-mailing them to **azionisti@generali.com**, or to the certified e-mail address **azioni@pec.generali.com**, or by delivering them to the Company's registered office, in Trieste, Piazza Duca degli Abruzzi 2, to the attention of the Head of *Corporate Affairs*.

Questions must be accompanied by the shareholders' personal data.

Legitimation to submit questions is certified by a communication issued by the custodian intermediary, that certifies that as sharehold-

er you are entitled to do so. This can also be shared up to three days after the sending of questions but has to happen in any case before 20<sup>th</sup> April 2023 (the third day after the record date).

Questions received by said time limit, after having verified their relevance and the right for the applicant, will be answered by 24<sup>th</sup> April 2023 through publication in a dedicated section of the Company's institutional website, **www.generali.com**.

The Company may provide a single answer to all questions on the same topics. No reply is due to questions raised prior to the Shareholders' Meeting, where the information required is already available in the "FAQ" section of the Company's website or when the answer has been published in accordance with current law.

# Request form for the certificate to attend the Shareholders' Meeting

Please write the name of your depositary bank, which is the **only one** you must send this letter to

To Mr./Ms

.....

.....

.....

.....

.....

**Request for the certificate to attend the Shareholders' Meeting  
(under Article 83-sexies of Italian Legislative Decree No. 58 of 24 February 1998)**

**Ordinary Shareholders' Meeting of Assicurazioni Generali  
on 26<sup>th</sup> and 28<sup>th</sup> April 2023**

I, the undersigned,

.....  
(*surname or company name*) (name)

tax identification no. ....

with reference to the Shareholders' Meeting above, kindly ask you to issue the certificate under Article 83-sexies of Italian Legislative Decree no. 58 of 24 February 1998 for all Assicurazioni Generali shares registered in my name and deposited at your bank.

Please send me a copy of the certificate if so provided by your policies or give me the details thereof, unless otherwise provided.

Thank you in advance for your cooperation. Best regards,

Date, .....

Signed by .....



## Procedure for access and registration to the live streaming service

Again in 2023, during the Annual General Meeting of 28<sup>th</sup> April, Assicurazioni Generali will offer the **opportunity to follow the Meeting proceedings in live video streaming**. This way, an increasingly larger audience of stakeholders will be able to easily witness this important moment of corporate communication.

The live streaming will begin at 9.00 am on 28<sup>th</sup> April 2023.

The service will be available in different languages: besides the Italian version, it will also be simultaneously translated in English, French, German, Spanish and in the Italian sign language (LIS) with the addition of Italian subtitles.

It is kindly recommended to register as soon as possible following the procedure that will be available from 17<sup>th</sup> April 2023 on our Company's website **www.generali.com** in the *Governance/Annual General Meeting 2023* section.

In compliance with the status of private event of the Shareholders' General Meeting, **only for certified shareholders (those who request-**

**ed the communication for participation in the Meeting from their custodian** under art. 83-*sexies* of the CLFI, thus resulting a Generali shareholder at the record date, April 17<sup>th</sup>, 2023) **that have given the proxy to the Designated Representative, the entire Meeting proceedings will be available in live streaming**. The service will be available directly through the portal of the Designated Representative, after signing in. The access credentials will be the same used in case of conferral of a proxy. In order to sign in, some identity information will be required, including a valid e-mail address and information on the communication for participation requested from the custodian.

**For those who did not request the communication for participation in the Meeting and did not give the proxy to the Designated Representative, including non-shareholders, only the public part of the Meeting, including the opening speeches by the Company's top management, will be available in live video streaming**. The link to access the streaming service will be available on the Company's website. In order to sign in, limited identity information will be required, including a valid e-mail address.



# Shareholders' Meeting Extended Inclusion: streaming services

In order to mitigate the impact of possible physical, communicative, and sensory barriers to participation in the AGM23, Assicurazioni Generali launched the **SMEI - Shareholders' Meeting Extended Inclusion** program in 2016. The health and regulatory context of General Meetings held exclusively through the Designated Representative, unfortunately, caused to suspend the activities of the program in 2020.

In 2021 and 2022, however, Generali's attention to the needs of all its shareholders led to the launch of a new service, which was provided thanks to the introduction of video streaming of the AGM proceedings. The video livestream, devised to improve

the inclusiveness of the event, was further complemented by the possibility of following the proceedings through the simultaneous translation in English, French, German, Spanish, **Italian sign language (LIS) and with Italian subtitles.**

Also during the Annual General Meeting of 2023, the streaming service will be guaranteed.

For further information or clarifications, the e-mail address **smei@generali.com** and the telephone numbers +39 040 6799110, +39 040 6791634 are available. The information service will be active from 9.00 am to 4.00 pm, from Monday to Friday, until the 27<sup>th</sup> April 2023.



## Project “A tree for a shareholder”

On the occasion of the Shareholders' Meeting held on 29<sup>th</sup> April 2022, Generali launched the “**Un Albero per Azionista**” (**A tree for a Shareholder**) initiative, coupling the participation of each shareholder in the Meeting – that for us represents a sign of trust and an important occasion for the voice of each investor to be heard – with a concrete action within the communities where Generali has always been present.

The Company, following the huge success of the initiative and its value as a continued and incremental intervention, will pursue in 2023 with the project “A tree for a shareholder”; **planting a tree for each of the shareholders participating in the next Meeting of April 28<sup>th</sup>.**

The initiative – which combines the participation of the Generali shareholders with the commitment of the Group to restore a damaged ecosystem and to mend the relationship between land and community - will build on the **3.500 trees planted** last year in North-Eastern Italy, intervening once again in the areas damaged by the Vaia storm in 2018, one of the increasingly frequent extreme events caused by climate change that has caused millions of trees to fall across North East Italy.

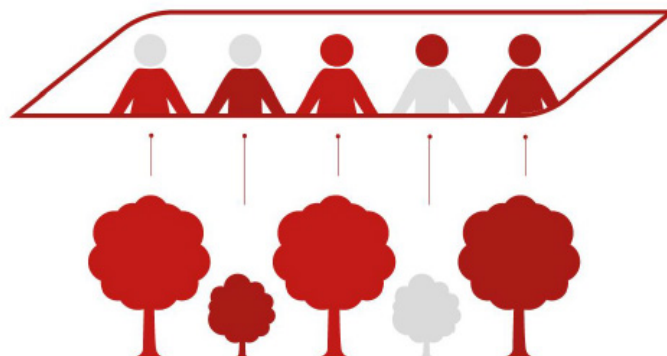
Generali intends to double the 3.500 trees planted last year thanks to the reforestation project, in the municipality of Levico - in Trentino-Alto Adige - in collaboration with the specialist company CO2 Advisor, local authorities and agroforestry consortia, that every day commit to restore devastated areas in order to carry

out progressive and long-lasting interventions. Through the planting and maintenance of firs, larches, beeches, maples and many other tree species, the aim is to increase **biodiversity**, promote **CO2 absorption** and accelerate the recovery process of the forest, making it **more resilient to extreme weather events** and able to contain landslides and avalanches, as well as providing communities with important landscape resources.

**Sustainability is an originator in the Lifetime Partner 24: Driving Growth Group strategy.** Over the course of the current strategic cycle, our goal is to achieve a positive and relevant social and environmental impact on all stakeholders by increasingly integrating sustainability into processes and business decisions, and by **maintaining a strong commitment to the local community as an integral part of our overall strategic positioning.**

The essence of insurance is the social sharing of risk, so that adverse or catastrophic events, such as those generated by climate change, do not weigh too heavily on individuals. Tackling uncertainties together is what makes them sustainable, and Generali aims to stand by its stakeholders, by facing the challenges of our present times, by protecting people, their health, the planet and the future generations.

For this reason, Generali invites its shareholders not only to participate in the General meeting to have their voice heard but also to build, together, a shared path for sustainable success.



## Contacts for retail shareholders



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