

ASSICURAZIONI GENERALI S.p.A. – Ordinary and Extraordinary Shareholders' Meeting April 26, 28 and 29, 2021

Proxy form and Voting instructions to Computershare S.p.A. as the only subject legitimately entitled to attend the Meeting

ASSICURAZIONI GENERALI S.p.A. (the Company) has appointed Computershare S.p.A., through its employee or duly entrusted staff member, acting as **Designated Representative** pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (CLFI) and to article 106 of Law Decree on March, 17 2020 n. 18 implemented by law no. 27, April 24 2020 (and as last in force by effect of decree law no.183, December 31 2020, implemented with amendments by law no. 21, 26 February 2021), to collect proxies for the Ordinary and Extraordinary Shareholders' Meeting convened on April 26, 2021 on first call, on 28 April, 2021 on second call for the extraordinary session, and on April 29, 2021 in second call for the ordinary and third call for the extraordinary session, in accordance with the terms and conditions stated in the Notice of the Meeting published on the company's website www.generali.com on the relevant section: Governance - Annual General Meeting - AGM 2021. The proxy and voting instructions, to be conferred by the end of the second day before the actual date of the Shareholders' Meeting, may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.

Art. 135-*decies* CLFI (Conflicts of interest of representative and substitutes)

Computershare S.p.A., acting as Designated Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

* mandatory information

The undersigned (*natural person*) * Place of birth *

Date of birth * Tax code * Resident in (*town/city*) *

At (*street address*) * Telephone no. * e-mail

entitled to vote at the close of business of **April 15, 2021 (record date)** as **(2)**: registered shareholder

legal representative or agent with authority to sub-delegate pledgee taker-in beneficial interest holder official receiver manager

other (specify).....

for no.* **Shares ASSICURAZIONI GENERALI**

(3) registered in the name of (*legal person*) Place of birth *

Date of birth * Tax code/LEI code * Resident in (*town/city*) *

At (*street address*) *

Registered in the securities account **(4)** no. At Bank code (ABI) Branch code (CAB)

as resulting from communication **(5)** no. Made by (*Bank*)*

DELEGATES the above Designated Representative to attend and vote at the above mentioned meeting, with reference to the above shares, in accordance with the instructions provided and

DECLARES that he/she is aware that the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred.

DATE	Form of identification (6) (<i>type</i>)*	Issued by*	no.*	SIGNATURE
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It is not possible to grant this proxy form without the voting instructions form to be completed online from the company's website www.generali.com on the relevant section: Governance - Annual General Meeting - AGM 2021, in which there is the link to the site of Computershare S.p.A. The voting instruction form can be requested by phone at no. +39 011 0923200.

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VOTING INSTRUCTIONS

(For use of Designated Representative only – tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

The undersigned (7)

INSTRUCTS the Designated Representative to vote at the above indicated shareholders' meeting as follow (8):

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS		
	F (for), C (against), A (abstain)		
<p>1. (item 1 on the agenda) - 2020 Financial Statements. a) Approval of the financial statements as at and for the year ended 31 December 2020, which are accompanied by the Reports of the Board of Directors, the Report of the Board of Statutory Auditors and that of the External Auditors' Firm. Presentation of the consolidated financial statements and of the Annual Integrated Report. Relevant and ensuing resolutions. Delegation of powers.</p>			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
<p>2. (item 1 on the agenda) - 2020 Financial Statements. b) Allocation of the profit for 2020 and distribution of dividend. Relevant and ensuing resolutions. Delegation of powers.</p>			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
<p>3. (item 2 on the agenda) - Approval <i>in an extraordinary session</i> of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers. a) Amendment of articles 8.1, 8.4, 8.5, 8.6 and 8.7 on the repeal of the explicit reference to the par value of shares.</p>			
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

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4. (item 2 on the agenda) - Approval *in an extraordinary session* of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers.
b) Amendment to article 9.1 concerning the shareholders' equity items of the Life and Damages Insurance section, pursuant to article 5 of ISVAP Regulation No. 17 of 11 March 2008.

Section A – vote for resolution proposed by the Board of Directors (9)

F C A

5. (item 3 on the agenda) - 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 Art. 123-ter, paragraph 3, of Legislative Decree 58/1998 (CLFI) and articles 41 and 59 of IVASS Regulation no. 38/2018. Relevant and ensuing resolutions.

Section A – vote for resolution proposed by the Board of Directors (9)

F C A

6. (item 3 on the agenda) - Presentation of the Report on remuneration policy and payments.
b) Resolution on the second section of the Report on the remuneration policy and payments, pursuant to Art. 123-ter, paragraph 6, of CLFI. Relevant and ensuing resolutions.

Section A – vote for resolution proposed by the Board of Directors (9)

F C A

7. (item 4 on the agenda) - Group Long Term Incentive Plan (LTIP) 2021-2023.
a) Approval of the 2021-2023 LTIP according to article 114-bis of the CLFI. Relevant and ensuing resolutions. Delegation of powers.

Section A – vote for resolution proposed by the Board of Directors (9)

F C A

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8. (item 4 on the agenda) - Group Long Term Incentive Plan (LTIP) 2021-2023.
b) Approval of the authorisation to buy back treasury shares and to freely dispose of them for the purposes of remuneration and incentive plans. Relevant and ensuing resolutions. Delegation of powers.

Section A – vote for resolution proposed by the Board of Directors (9)

F C A

9. (item 4 on the agenda) - Group Long Term Incentive Plan (LTIP) 2021-2023.
c) Approval, *in an extraordinary session*, of the delegation to the Board of Directors, as per article 2443 of the Italian Civil Code, for five years from the date of the resolution, of the power to increase the share capital, free of charge and in tranches, according to Art. 2439 of the Italian Civil Code, for the purposes of the 2021-2023 LTIP or other remuneration and/or incentive plans. Relevant and ensuing resolutions. Delegation of powers.

Section A – vote for resolution proposed by the Board of Directors (9)

F C A

Possible Derivative Action

Vote for derivative action in case it would be proposed by some shareholders pursuant art. 2393, subsection 2, of Italian civil code upon discussion of the annual financial statements (*If no voting instruction are indicated, the Appointed Representative will vote C – against*)

F C A

DATE

SIGNATURE

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Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Designated Representative together with the **Voting Instructions** reserved to him by the end of the 2nd day before the actual date of the Shareholders' Meeting, using one of the following methods:
 - 1) **Online**: completing the online form available on the Company's website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;
 - 2) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to general@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 3) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to general@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 4) **Common Email address Holders**: as an attachment document (PDF format) sent to general@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;
 - 5) **Via FAX**: number +39 011 0923202.

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.general.com.
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and A2.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an **alternative, complementary or additional resolution** to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the CLFI, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

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Italian Legislative Decree no. 58/98 (CLFI)

Article 135-*decies*

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-*undecies*

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.

Law-Decree nr. 18 of 17 March, 2020

Art. 106

(Rules relating to the conduct of Company Shareholders' meetings)

[...]

4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-*undecies* of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-*undecies* of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-*novies* of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-*undecies*, paragraph 4, of the same Decree.
5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

[...]

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Italian Civil Code

Art. 2393

(Derivative action)

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director's term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-*bis*.

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PRIVACY NOTICE pursuant to Art. 13 of the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Designated Representative of the issuer pursuant to art. 135-*undecies* of D.Lgs. 58/98 (CLFI), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation).

Object and modalities of the Data Processing

The personal data of the shareholder or of his representative (the "Delegating Party"), including address, fiscal code, id number, e-mail address, contact information and share possession ("Personal Data") are transmitted, also in electronic form, by the Proxy giver to Computershare through this form, used to confer the right to representation in the meeting and the right to vote on behalf of the Proxy giver, pursuant to the instructions given by the latter.

The Controller processes the Personal Data of the Delegating Party, included in this form, correctly and with the necessary measures in order to ensure confidentiality and security. The Data Processing – including collecting the Data and every other process included under Processing under art. 4 of the Regulation – is effected through manual and electronic system, with organizational processes strictly related to the purposes detailed hereunder.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Designated Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of CLFI.

The legal basis of the Processing is represented by:

- **contractual obligations:** to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- **legal obligations:** to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, retention and transferring of the Personal Data

The Personal Data will be made accessible for the purposes aforementioned before, during, and after the shareholders' meeting of the issuer, to employees or collaborators of the Controller that will be in charge of the Processing, and to the issuer itself.

The Delegating Party's Personal Data will be processed in the European Union and will be retained, also on servers located in the European Union, for at least 1 year, pursuant to the current laws and regulation. They will be communicated by Computershare to the issuer in order to comply to law provisions related to the Minutes of the Meeting and the updating of the Shareholders' Register and will be eventually also transferred to third parties pursuant to requests by Supervisory Authorities and judiciary only.

Rights of the Delegating Party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.