

# ASSICURAZIONI GENERALI S.p.A. – Ordinary and Extraordinary Shareholders' Meeting April 27 and 29, 2022

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17, 2020

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. 228 of 30 December 2021, converted by Law no. 15 of 25 February 2022), issued in response to the Covid-19 public health emergency and as stated in the notice of call, published on March 15, 2022, of Assicurazioni Generali S.p.A. Shareholders' Meeting convened on April 27, 2022 on first call for the ordinary and the extraordinary session and on April 29, 2022 in second call for the ordinary and the extraordinary session, the proxy can be conferred to Computershare S.p.A. The present proxy must be notified as an attachment in PDF format to an e-mail sent to [generalisti@pecserviziogenerali.it](mailto:generalisti@pecserviziogenerali.it). Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 0110923213-224 from 9:00 a.m. to 5:00 pm from Monday to Friday or by e-mail to [sedeto@computershare.it](mailto:sedeto@computershare.it).

## 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 \* ..... Place of birth \* .....

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

at (street address) \* ..... Telephone no. \* ..... e-mail .....

(2) entitled to vote at the close of business of **April 14, 2022 (record date)** as:  registered shareholder  legal representative

attorney/proxy holder with authority to sub-delegate  pledgee  taker-in  beneficiary interest holder  official receiver  manager

other (specify).....

for no.\* ..... of ordinary shares **ASSICURAZIONI GENERALI**

(3) registered in the name of ..... Place of birth \* .....

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

at (street / address) \* .....

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

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

**DELEGATES/SUBDELEGATES Computershare S.p.A.** with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **Assicurazioni Generali S.p.A.** Ordinary and Extraordinary Shareholders' Meeting, with reference to the above mentioned shares, in accordance with the instructions provided and

**DECLARES** that he/she is aware that:

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will not in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out;
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by **Assicurazioni Generali S.p.A.** before the start of the works of the meeting works

**STATES**, under his/her own liability, as proxy holder, the compliance of the proxy form electronically provided to the original document and the identity of the proxy grantor.

DATE ..... Form of identification (6) (type) ..... Issued by\* ..... no.\* ..... SIGNATURE .....

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## VOTING INSTRUCTIONS

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

### WARNING

The voting instructions form may require changes to include proposals submitted by shareholders by 12 April 2022. In this case, this form will be integrated and republished on the website with the new proposals, in accordance with the provisions of the notice of call of the meeting. In the event of proposals that imply the issuance of new voting instructions on items already on the agenda, the instructions already conferred will lose their effectiveness only on the topic subject to integration and will regain only after issuing voting instructions on the new proposals. Voting instructions on the other topics will remain valid and effective.

The undersigned (7)

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

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS		
	F (for), C (against), A (abstain)		
<b>1. (item 1 of agenda) – 2021 Financial Statements.</b> a) Approval of the financial statements as at and for the year ended on 31 December 2021, accompanied by the Directors' Reports, the Statutory Auditors' Report and the External Auditor's Report. Presentation of the consolidated financial statements and of the Annual Integrated Report. Relevant and ensuing resolutions. Delegation of powers.			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>2. (item 1 of agenda) – 2021 Financial Statements.</b> b) Allocation of the 2021 profit and distribution of dividends. Relevant and ensuing resolutions. Delegation of powers.			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>3. (item 2 of agenda) – Approval in an extraordinary session of amendments to the Articles of Association.</b> b) Amendment to art. 9.1 concerning the shareholders' equity items of the Life and the Property & Casualty businesses, pursuant to art. 5 of ISVAP Regulation no. 17 of 11 March 2008. Relevant and ensuing resolutions. Delegation of powers.			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A

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<p>4. (item 3 of agenda) – Share buy-back scheme for the purposes of cancelling own shares as part of the implementation of the 2022-24 strategic plan. a) Approval of the authorisation to buy back own shares. Relevant and ensuing resolutions. Delegation of powers.</p>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
<p>5. (item 3 of agenda) – Share buy-back scheme for the purposes of cancelling own shares as part of the implementation of the 2022-24 strategic plan. b) Approval <i>in an extraordinary session</i> of the authorisation to cancel own shares without reducing the share capital. Relevant and ensuing resolutions. Delegation of powers.</p>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
<p>6. (item 4 of agenda) – Presentation of the Report on remuneration policy and payments. a) Approval of the Section I of the Report on remuneration policy and payments, pursuant to Art. 123-ter.3 of Legislative Decree 58/1998 (CLFI) and arts. 41 and 59 of IVASS Regulation no. 38/2018. Relevant and ensuing resolutions. Delegation of powers.</p>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
<p>7. (item 4 of agenda) – Presentation of the Report on remuneration policy and payments. b) Resolution on Section II of the Report on remuneration policy and payments, pursuant to art. 123-ter.6, of the CLFI. Relevant and ensuing resolutions. (11)</p>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
<p>8. (item 5 of agenda) – Group Long-Term Incentive Plan (LTIP) 2022-24. a) Approval of the 2022-24 LTIP pursuant to art. 114-bis of the CLFI. Relevant and ensuing resolutions. Delegation of powers.</p>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		

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<b>9. (item 5 of agenda) – Group Long-Term Incentive Plan (LTIP) 2022-24.</b> b) Approval of the authorisation to buy back own shares for the purposes of remuneration and incentive plans and to freely dispose of them. Relevant and ensuing resolutions. Delegation of powers.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		

<b>10. (item 6 of agenda) – Share plan for Generali Group employees.</b> a) Approval of the Plan pursuant to art. 114- <i>bis</i> of the CLFI. Relevant and ensuing resolutions. Delegation of powers.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		

<b>11. (item 6 of agenda) – Share plan for Generali Group employees.</b> b) Approval of the authorisation to buy back own shares for the purposes of remuneration and incentive plans and to freely dispose of them. Relevant and ensuing resolutions. Delegation of powers.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		

<b>12. (item 7 of agenda) – Appointment and remuneration of the Board of Directors for 2022-24.</b> a) Determination of the number of members of the Board of Directors in office for the financial years ending on 31 December 2022, 2023 and 2024.				
<b>Section A</b> – vote for the proposal with the number to be filled in the box on the side or vote Contrary/Abstained to all proposals shown in note (10)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">N...</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	N...	C	A
N...	C	A		

<b>13. (item 7 of agenda) – Appointment and remuneration of the Board of Directors for 2022-24.</b> b) Appointment of the Board of Directors for the financial years ending on 31 December 2022, 2023 and 2024.				
<b>Section A</b> – vote for the list with the number to be filled in the box on the side or vote Contrary/Abstained to all lists shown in note (10)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">N...</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	N...	C	A
N...	C	A		

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14. (item 7 of agenda) – Appointment and remuneration of the Board of Directors for 2022-24.

c) Determination of the remuneration of the members of the Board of Directors for the financial years ending on 31 December 2022, 2023 and 2024.

**Section A** – vote for the proposal with the number to be filled in the box on the side or vote Contrary/Abstained to all proposals shown in note (10)

N...

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 Appointed Representative together with the **Voting Instructions** reserved to him within **12:00 noon of the day before the actual date of the Shareholders' meeting**, using one of the following methods:
  - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [generali@pecserviziotitoli.it](mailto:generali@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [generali@pecserviziotitoli.it](mailto:generali@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 3) **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;
  - 4) **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. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
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.generali.com](http://www.generali.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. Fill in with the number (\*) of the list or proposal, as stated on the company's website, that you want to vote for or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists.
11. It should be noted here, according to the Article 123-ter, paragraph 6, of Legislative Decree no. 58/98, that the resolution on this item is not binding.

- (\*) Please note that the company has identified the proposals submitted and published on its website with the following numbers:
- no. 1 list and proposals by the Board of Directors
  - no. 2 list and proposals submitted by shareholder VM 2006
  - no. 3 list presented by several UCIs under the aegis of Assogestioni

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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](mailto: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.