

Notice of call of the 2022 Shareholders' Meeting

Milan - The Board of Directors has convened ordinary and extraordinary sessions of the Shareholders' Meeting to be held in Trieste on 27th and 29th April.

In order to minimise travel and public gatherings, the Board has decided to avail itself of the right, introduced by article 106 of the decree law 18 of 17th March 2020, (converted into law on 24th April 2020, no. 27, recently extended by the decree law no. 228 of 30th December 2021, converted by Law no. 15 of 25th February 2022), to convene the Annual General Meeting without the physical attendance of shareholders and solely in the presence of the Designated Representative.

In the **ordinary session**, the Shareholders' Meeting will resolve on:

- Financial statements for the year 2021: approval of the financial statements, accompanied by the Report of the Board of Directors, the Statutory Auditors' Report and the External Auditor's Report. Presentation of the consolidated financial statements and of the Annual Integrated Report. Allocation of the profit for 2021 and distribution of dividend.
- Share buy-back scheme for the purposes of cancelling own shares as part of the implementation of the 2022-24 strategic plan: approval of the authorisation to buy back own shares.
- Presentation of the Report on remuneration policy and payments: 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. Resolution on the second section of the Report on remuneration policy and payments, pursuant to Art. 123-*ter*, paragraph 6, of the CLFI.
- Group Long Term Incentive Plan (LTIP) 2022-2024: approval of the plan according to article 114-*bis* of the CLFI. Approval of the authorisation to buy back own shares for the purposes of remuneration and incentive plans and to freely dispose of them.
- Share plan for Generali Group employees: approval of the Plan pursuant to art. 114-*bis* of the CLFI and of the authorisation to buy back own shares for the purposes of remuneration and incentive plans and to freely dispose of them.
- Appointment of the Board of Directors in office for the financial years ending on 31st December 2022-2024, prior determination of the number of members, and determination of the remuneration of the members of the Board of Directors.

In the **extraordinary session**, the Shareholders' Meeting will resolve on:

- Amendment to the Articles of Association, with regard 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 11th March 2008.
- Share buy-back scheme for the purposes of cancelling own shares as part of the implementation of the 2022-24 strategic plan: approval of the authorisation to cancel own shares without reducing the share capital.

Additions to the agenda:

- Shareholders representing, individually or jointly, at least 2.5% of the share capital may request, within 10 days from the publication of the notice of call, i.e., **by 26th March 2022**, 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.com.

The full text of the proposed resolutions and of the Board of Directors' reports on the items on the agenda and all the related documentation will be made available, in accordance with the timeframes and procedures established by law, at the Company's registered office, at the centralised regulated information storage system eMarket SDIR at the web address www.emarketstorage.com, and on the Company's website www.generalicom.com.

As from today, for information: <https://www.generalicom.com/governance/annual-general-meeting/AGM-2022>

Please note that the date, the venue and/or modalities of the Shareholders' Meeting stated in the notice of call could change in case of amendments to current regulations or measures issued by the competent authorities for the COVID-19 emergency, in force at the date of the Shareholders' Meeting. Any changes will be promptly notified through the same procedures used for publishing the notice of call.

THE GENERALI GROUP

Generali is one of the largest global insurance and asset management providers. Established in 1831, it is present in 50 countries in the world, with a total premium income of € 75.8 billion in 2021. With more than 75,000 employees serving 67 million customers, the Group has a leading position in Europe and a growing presence in Asia and Latin America. At the heart of Generali's strategy is its Lifetime Partner commitment to customers, achieved through innovative and personalised solutions, best-in-class customer experience and its digitalised global distribution capabilities. The Group has fully embedded sustainability into all strategic choices, with the aim to create value for all stakeholders while building a fairer and more resilient society.