

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

### Proxy form and Voting instructions to Computershare S.p.A. which is 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 **Appointed Representative** pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (CLFI) and to article 106 of Law Decree on March, 17<sup>th</sup> 2020 n. 18 implemented by law no. 27, April 24<sup>th</sup> 2020 (and its effects have been extended by of decree law no. 228, December 30<sup>th</sup> 2021, converted by Law no. 15, 25<sup>th</sup> February 2022), to collect proxies for the Ordinary and Extraordinary 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, in accordance with the terms and conditions stated in the Notice of the Meeting published on the company's website [www.generali.com](http://www.generali.com) on the relevant section: Governance - Annual General Meeting - AGM 2022. The proxy and voting instructions, to be conferred by the end of the 2nd 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 Appointed 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 \* ..... 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 14, 2022 (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 ..... Place of birth \* .....

Date of birth \* ..... Tax 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 Appointed 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) (type)\* ..... Issued by\* ..... no.\* ..... SIGNATURE .....

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](http://www.generali.com) on the relevant section: Governance – Annual General Meeting – AGM 2022, in which there is the link to the site of Computershare S.p.A.. Voting instruction form can be requested by phone at no. +39 011 0923213-224.

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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)		
1. (item 1 of agenda) – 2021 Financial Statements. 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
2. (item 1 of agenda) – 2021 Financial Statements. 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
3. (item 2 of agenda) – Approval <i>in an extraordinary session</i> of amendments to the Articles of Association. a) 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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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.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A
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.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A
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.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A
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)				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A
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.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)		F	C	A

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9. (item 5 of agenda) – Group Long-Term Incentive Plan (LTIP) 2022-24. 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)	F	C	A

10. (item 6 of agenda) – Share plan for Generali Group employees. a) Approval of the Plan pursuant to art. 114-bis of the CLFI. Relevant and ensuing resolutions. Delegation of powers.			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A

11. (item 6 of agenda) – Share plan for Generali Group employees. 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)	F	C	A

12. (item 7 of agenda) – Appointment and remuneration of the Board of Directors for 2022-24. 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)	N...	C	A

13. (item 7 of agenda) – Appointment and remuneration of the Board of Directors for 2022-24. 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)	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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## Proxy form and Voting instructions to Computershare S.p.A. which is the only subject legitimately entitled to attend the Meeting

### 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 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 [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;
  - 3) **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;
  - 4) **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;
  - 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.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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### 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 have no 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 on March 17th, 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 conferred 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](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.