

## ASSICURAZIONI GENERALI S.P.A.

Company founded in 1831 in Trieste.  
Registered office in Trieste. Piazza Duca degli Abruzzi 2  
Share Capital Euro 1,602,736,602.13, 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

Shareholders are invited to attend the General Meeting at Generali Convention Center, in Trieste, viale Miramare 24/2 on

- **23 April 2025 at 9.00 am** in ordinary and extraordinary session (first call), and, if necessary, on
  - **24 April 2025 at 9.00 am** in ordinary and extraordinary session (second call),
- to pass resolutions on the following

### AGENDA

#### 1. 2024 Financial Statements.

- a) Approval of the separate financial statements as at and for the year ended 31 December 2024, 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 2024 profit and distribution of dividends. Resolutions pertaining thereto and arising therefrom. Delegation of powers.

#### 2. Appointment and remuneration of the Board of Directors for 2025-2027.

- a) Determination of the number of members of the Board of Directors in office for the financial years ending on 31 December 2025, 2026 and 2027.
- b) Appointment of the Board of Directors for the financial years ending on 31 December 2025, 2026 and 2027.
- c) Determination of the remuneration of the members of the Board of Directors for the financial years ending on 31 December 2025, 2026 and 2027.

#### 3. Integration of the Board of Statutory Auditors.

- a) Integration of the Board of Statutory Auditors by appointment of an Alternate Auditor for the financial year ending on 31 December 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 art. 123-ter, paragraph 3, of legislative decree 58/1998 (CLFI) and articles 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 art. 123-ter, paragraph 6, of the CLFI. Resolutions pertaining thereto and arising therefrom.

**5. Group Long-Term Incentive Plan (LTIP) 2025-2027.**

- a) Approval of the 2025-2027 LTIP pursuant to art. 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 buy-back scheme for the purposes of cancelling own shares as part of the implementation of the 2025-27 strategic plan.**

- a) Approval of the authorisation to buy back own shares. Resolutions pertaining thereto and arising therefrom. Delegation of powers.
- b) Approval *in an extraordinary session* of the authorisation to cancel own shares without reducing the share capital. Resolutions pertaining thereto and arising therefrom. Delegation of powers.

**7. Approval in an extraordinary session of amendments to the Articles of Association. Resolutions pertaining thereto and arising therefrom. Delegation of powers.**

- a) Amendment to Article 9.1 concerning the shareholders' equity items of the Life and the Property & Casualty businesses, pursuant to Article 5 of ISVAP Regulation no. 17 of 11 March 2008.

**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 23 March 2025**, 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.

**APPOINTMENT OF DIRECTORS**

With regard to the appointment of the board of directors, which will take place on the basis of lists of candidates, reference should be made to article 28 of the Company's Articles of Association, published in the Governance section of the Company's website. Attention is drawn to the following:

- **Legitimate right to submit lists.** Lists may be submitted by shareholders who, alone or jointly with others, represent at least 0.5% of the share capital and by the Board of Directors. 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 subject to joint control may join forces to present and vote for one single list; if this principle is violated, their support for any of the lists will not be taken into consideration.

- **Relationships.** In accordance with Consob communication no. DEM/9017893 of 26 February 2009, shareholders who intend to submit minority lists are asked to file, along with the list and the additional documents required under art. 28 of the Company's Articles of Association, a statement attesting to the absence of any direct or indirect connections of the type identified in art. 147-ter.3 of the CLFI and art. 144-*quinquies* of the Issuers Regulation. 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.
- **Procedures and deadlines for the submission and publication of lists.** Lists submitted and signed by entitled shareholder(s), complete with information on the shareholders presenting them and identification of the total percentage of the share capital owned by them and all the documents required under article 28 of the Company's Articles of Association, shall be filed at the Company's registered office, for the attention of the Head of Corporate Affairs, or, alternatively, sent by email to the certified email address [azioni@pec.generalicom.it](mailto:azioni@pec.generalicom.it), by the 25th calendar day prior to the date set for the General Meeting on first call, that is, by 29 March 2025. The lists shall be made available to the public by 2 April 2025, at the Company's registered office, at Borsa Italiana S.p.A. and on the company website, [www.generalicom.it](http://www.generalicom.it), in the section *Governance / AGM 2025*. Certification of ownership of the minimum interest required to submit lists must appear in a specific document produced by the authorised intermediary and sent to the email address [azioni@pec.generalicom.it](mailto:azioni@pec.generalicom.it) and may also be produced after the date of filing,

provided that this is before the deadline for the publication of the lists, that is, by 2 April 2025; otherwise, the list will be considered not to have been submitted.

## INTEGRATION OF THE BOARD OF STATUTORY AUDITORS

Shareholders are invited to submit any proposals for candidates for the office of Alternate Auditor taking into account the necessary principle of minority shareholders' representation and the gender balance criteria envisaged by current law, regulation and Articles of Association, and submit them promptly and, in any case, possibly no later than twenty-five days prior to the date of the shareholders' meeting on first call (29 March 2025) in order to allow those entitled to vote to cast their preference in an informed manner also taking into account such new proposals, by transmission by certified e-mail to the address [azioni@pec.generalicom.it](mailto:azioni@pec.generalicom.it). Alternatively, proposals can be submitted by delivery to the registered office.

Proposals for candidates for the office of Alternate Auditor must be accompanied by (i) a *curriculum vitae* containing exhaustive information on the personal and professional characteristics of the same and on the skills gained by the same in the areas indicated as noted in the Considerations of the outgoing Board of Statutory Auditors published on 15 March 2023, (ii) by the declarations with which the candidate accepts the designation and the office and certifies, also, under his/her own responsibility, the absence of causes of incompatibility, ineligibility and forfeiture, the possession of the requisites and compliance with the criteria provided for by the laws and regulations in force and by the Articles of Association and the Corporate Governance Code, as well as more generally by any further provision as applicable, to hold the office of Alternate Auditor of the Company, (iii) the indication of the identity of the shareholders who have submitted the candidacy and the certifications issued by the depositary intermediary attesting to their ownership of shares and the share capital held and (iv) any other or different declaration, information or document required by law and applicable regulatory rules.

## DOCUMENTATION

The full text of the draft resolutions and the Board of Directors' reports on the items on the agenda, the related annexes, the 2024 financial statements with all of their annexes and statements signed by the Manager in charge of preparing the financial reports of the Company, the report on the new incentive plan for Generali Group management, 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.generali.com](http://www.generali.com), in the section *Governance/AGM 2025*, 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 art.127-ter, par. 1-bis of the CLFI, no later than the record date **(10 April 2025), 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@generali.com](mailto:azionisti@generali.com)** or the certified email address **[azioni@pec.generali.com](mailto:azioni@pec.generali.com)** in accordance with the terms and conditions set out in the procedure published on the Company's website [www.generali.com](http://www.generali.com) in the section *Governance/AGM 2025*. Replies will be provided by the Company **by 21 April 2025 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. Given the public holidays in the period indicated by law, shareholders are advised to request a specific certification for exercise of this right from their intermediary, to reach the issuer within the terms indicated.

The Company may provide a single response to questions with the same content.

No response is due 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 (10 April 2025), 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 dematerialised 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 those entitled to participate in 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

Those holding voting rights may appoint a proxy to represent them at the General Meeting in the manner laid down by law. In compliance with applicable legislation, shareholders may also appoint the designated representative of the Company, Computershare S.p.A., free of charge as a proxy with voting instructions, pursuant to art. 135-*undecies* of the CLFI. The power of representation is granted by signing the relevant form, available on the Company's website in the section *Governance/AGM 2025 not later than 2 April 2025, deadline for the publication of the aforementioned lists of candidates*. 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 24 April 2025), 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 also be possible to fill out and send the form online with a guided procedure until 12.00 (noon) on 23 April 2025, from the section of the Assicurazioni Generali website dedicated to this Annual General Meeting Governance / AGM 2025.**

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 also required if the designated representative is appointed as a proxy: in the absence of this statement, the proxy shall be deemed null and void. Alternatively, shareholders may appoint a proxy by filling in the proxy form available on the website of the Company. The representative by proxy may, in lieu of the original, deliver or send a copy of the proxy form to the certified email address, [azioni@pec.generalicom](mailto:azioni@pec.generalicom), 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 [azioni@pec.generalicom](mailto:azioni@pec.generalicom).

## ARRANGEMENTS

- **Interpreting services.** Simultaneous interpreting will be available from Italian into a number of foreign languages (English, French, German and Spanish) during the General Meeting. Headphones for use of the service will be provided on request at the entrance desk of the Generali Convention Center. The meeting will also be translated into Italian sign language.
- **Live streaming service.** This year it will again be possible to view the opening remarks of the Company's top management on a live streaming basis. The service will allow an increasingly broad and inclusive audience of shareholders and stakeholders to take part in an important moment of corporate communication, even if at a distance. The live streaming service will also be available with simultaneous interpreting in the languages indicated above and with Italian subtitles. Information on access to the service is available on the website of the Company, in the *Governance/AGM 2025* section.
- **Shareholders' Meeting - Extended Inclusion.** A separate route will be organised at the entrance for physically disabled shareholders, for whom a number of special services will also be provided. Other services will be provided to overcome any physical, communication and sensory barriers: some services require advance booking, under the terms and conditions published on the website of the Company in the *Governance/AGM 2025* section.
- **Useful contacts.** Further information or clarifications about shareholder attendance at the AGM may be obtained by sending an email to [azionisti@generalicom](mailto:azionisti@generalicom) and via telephone at +39.040.671621; other persons wishing to attend the meeting may use the following contacts: for financial experts

and analysts: telephone +39.040.671402 and email [ir@generali.com](mailto:ir@generali.com); for journalists: telephone +39.02.43535014 and email [media@generali.com](mailto:media@generali.com).

vote. On 7 March 2025, as disclosed to the public on 10 March 2025, the Company and the companies it controls hold 55,757,071 Assicurazioni Generali S.p.A. Shares, equal to 3.55% of share capital.

### **INFORMATION ON SHARE CAPITAL**

The subscribed and paid-in share capital is EUR 1,602,736,602.13 represented by 1,569,420,004 ordinary shares with no par value. Each share confers the right to one

Milan, 12 March 2025

**On behalf of the Board of Directors**

The Chair  
(Andrea Sironi)