

SHAREHOLDER'S GUIDE

14 April 2023



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The shareholder's guide is one of the documents available to the shareholder of the Company which provides information regarding the structure of the company and the new strategy of Assicurazioni Generali. In addition, it includes useful information on the status of shareholder and on the stock of Generali; here comes also presented the operation and the new project "A tree for a shareholder" that the Company has decided to undertake to make Generali's impact from an environmental point of view even more sustainable. Finally, the corporate events and the Company's reports are described.

CORPORATE BODIES AS AT 13 MARCH 2023

Chair Andrea Sironi

Managing Director and Group CEO Philippe Donnet

> **Directors** Marina Brogi

> > Flavio Cattaneo Alessia Falsarone Clara Furse Umberto Malesci Stefano Marsaglia Antonella Mei-Pochtler

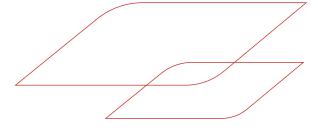
Diva Moriani Lorenzo Pellicioli Clemente Rebecchini Luisa Torchia

Board of Statutory Auditors Carolyn Dittmeier (Presidente)

> Antonia Di Bella Lorenzo Pozza

Silvia Olivotto (Supplente) Tazio Pavanel (Supplente)

Secretary to the Board of Directors Giuseppe Catalano



Assicurazioni Generali S.p.A.

A company established in Trieste in 1831

Registered office in Trieste (Italy), Piazza Duca degli Abruzzi 2 Share Capital € 1,586,833,696, fully paid up Tax code and Venezia Giulia Companies Register no. 00079760328.

VAT no. 01333550323

Company entered in the Register of Italian Insurance and Reinsurance Companies under no. 1.00003

Parent Company of the Generali Group,

entered in the Register of Italian Insurance Groups under no. 026 Certified email address: assicurazionigenerali@pec.generaligroup.com

ISIN: IT0000062072 Reuters: GASI.MI Bloomberg: G IM



OUR CORPORATE GOVERNANCE MODEL

Generali has adopted the traditional Italian administration and governance system, which consists of two bodies appointed by the General Meeting: a Board of Directors (currently 13 members), holding full powers for ordinary and extraordinary management of the Company and the Group, and a Board of Statutory Auditors, which oversees administration and compliance with the law and the Articles of Association. The statutory audit is carried out by an independent auditing firm listed in the specific Register: the 2019 General Meeting engaged KPMG S.p.A. to conduct the statutory audit for the nine-year period 2021-29, after a selection process prepared and coordinated by the Board of Statutory Auditors, as required by current laws and regulations. In line with the Recommendations of the CG Code, the Board of Directors has formed six Board Committees performing recommendatory, advisory and preparatory functions. The Surveillance Body ex Lgs.Decree 231/2001 was appointed by the Board of Directors.



^{*} Each Committee is linked to specific capital: the Risk and Control Committee to financial and intellectual capital; the Nominations and Corporate Governance Committee to human, financial and intellectual capital; the Innovation, Social and Environmental Sustainability Committee to natural, human, intellectual, social, relational and financial capital; the Investment Committee to financial, social and relational capital; the Related-Party Transactions Committee to financial, social, relational and intellectual capital; the Remuneration and Human Resources Committee to human, financial, social and intellectual capital.

OUR STRATEGY



BOOST P&C REVENUES AND MAINTAIN BEST-IN-CLASS TECHNICAL MARGINS GROW CAPITAL LIGHT BUSINESS, TECHNICAL PROFITS AND ESG PRODUCT RANGE **UNDERPIN GROWTH WITH EFFECTIVE COST** MANAGEMENT

IMPROVE LIFE BUSINESS PROFILE AND PROFITABILITY

REDEPLOY CAPITAL TO PROFITABLE GROWTH INITIATIVES

DEVELOP ASSET MANAGEMENT FRANCHISE FURTHER

INCREASE CUSTOMER VALUE THROUGH LIFETIME PARTNER ADVISORY MODEL

ACCELERATE INNOVATION AS A DATA-DRIVEN

ACHIEVE ADDITIONAL OPERATING EFFICIENCY BY SCALING AUTOMATION AND TECHNOLOGY

DELIVER STRONG FINANCIAL PERFORMANCE, BEST-IN-CLASS CUSTOMER EXPERIENCE AND AN EVEN GREATER SOCIAL AND ENVIRONMENTAL IMPACT.

POSITIVE SOCIAL, ENVIRONMENTAL AND STAKEHOLDER **IMPACT FOR A** SUSTAINABLE **TRANSFORMATION**



RESPONSIBLE INVESTOR

FULL ESG CRITERIA INTEGRATION¹⁰ BY 2024

NET-ZERO INVESTMENT PORTFOLIO BY 2050, WITH AN INTERIM GOAL OF 25%11 CARBON FOOTPRINT REDUCTION BY 2024

€ 8.5-9.5 billion

NEW GREEN AND SUSTAINABLE INVESTMENTS 2021-2025

€ 3.5 billion

INVESTMENT PLAN BY 2025 TO SUPPORT THE EU RECOVERY

RESPONSIBLE **INSURER**

+5-7%

INSURANCE SOLUTIONS WITH ESG COMPONENTS GROSS DIRECT WRITTEN PREMIUMS CAGR 2021-2024

NET-ZERO INSURANCE PORTFOLIO BY 2050

FOSTER SUSTAINABLE TRANSITION FOR SMEs THROUGH **ENTERPRIZE** PROJECT

RESPONSIBLE **EMPLOYER**

SUSTAINABILITY WITHIN ALL PEOPLE PROCESSES, ENABLED BY A PEOPLE STRATEGY FOCUSED ON CULTURE, DIVERSITY, COMPETENCE UPSKILLING AND NEW WAY OF WORKING

CHANGE MANAGEMENT PROGRAMS ON SUSTAINABILITY, TARGETING GROUP LEADERSHIP AND ALL EMPLOYEES

GOVERNANCE OF SUSTAINABILITY TO MIRROR AND MONITOR OUR AMBITION

RESPONSIBLE **CITIZEN**

THE HUMAN SAFETY NET - A SOCIAL INNOVATION HUB POWERED BY GENERALI'S SKILLS, NETWORKS AND SOLUTIONS TO CREATE SOCIAL IMPACT, SUPPORTING THE MOST VULNERABLE GROUPS IN UNLOCKING THEIR POTENTIAL

General account - Direct investments (corporate bond and equity, sovereign bond).
 General account - Listed equity and corporate bond portfolios. Carbon footprint in terms of GHG intensity per invested amount. Baseline: 2019.

LIFETIME PARTNER 24: DRIVING GROWTH

P&C NON MOTOR GWP CAGR 2021-2024

€ 2.3-2.5 billion

LIFE NEW BUSINESS VALUE AT 2024

COST SAVINGS TO COUNTERBALANCE INFLATION

IN INSURANCE EUROPE12

Up to 1.5 billion

POTENTIAL SOLVENCY II CAPITAL REQUIREMENT REDUCTION

€ 2.5-3 billion

CUMULATIVE DISCRETIONARY AVAILABLE FREE CASH FLOW

+ € 100 million

ASSET MANAGEMENT THIRD PARTY REVENUES

RELATIONSHIP NPS

MAINTAIN THE LEADERSHIP AMONG OUR EUROPEAN INTERNATIONAL PEERS

CUMULATIVE INVESTMENTS IN DIGITAL AND TECHNOLOGY

2.5-3 p.p.

COST/INCOME RATIO13 IMPROVEMENT

STRONG EARNINGS PER **SHARE GROWTH**

6-8%

EPS CAGR RANGE¹⁴ 2021-2024

INCREASED CASH GENERATION

> € 8.5 billion

CUMULATIVE NET HOLDING CASH FLOW15 2022-2024

HIGHER DIVIDEND¹⁶

€ 5.2-5.6 billion

CUMULATIVE DIVIDEND 2022-2024, WITH RATCHET POLICY ON DIVIDEND PER SHARE

THANKS TO **OUR EMPOWERED PEOPLE.**

BUILD A DIVERSE AND INCLUSIVE ENVIRONMENT ENSURING EQUAL OPPORTUNITIES

WOMEN IN STRATEGIC POSITIONS17

ENGAGED PEOPLE AS A CORE ASSET TO SUCCESSFULLY DELIVER THE NEW PLAN

SKILLS PLACING PEOPLE AT THE HEART OF OUR TRANSFORMATION

INVEST IN DIGITAL AND STRATEGIC

UPSKILLED EMPLOYEES



ENABLE AN EFFICIENT AND AGILE ORGANIZATION EMBRACING A SUSTAINABLE HYBRID WORK MODEL ROOTED ON DIGITAL

100%

ENTITIES WORKING HYBRID

ENHANCE CUSTOMER-CENTRIC, SUSTAINABLE AND MERITOCRATIC CULTURE

ENGAGEMENT RATE > **EXTERNAL MARKET** BENCHMARK¹⁸

Excluding sales-force cost.

^{13.} Income defined as the sum of general expenses, operating result and non-operating result (excluding non-operating investments result and interest on financial debt); insurance perimeter (total Group excluding A&WM and EA). Target based on current IFRS accounting standards.

14. 3 year CAGR; adjusted for impact of gains and losses related to acquisitions and disposals. Target based on current IFRS accounting standards.

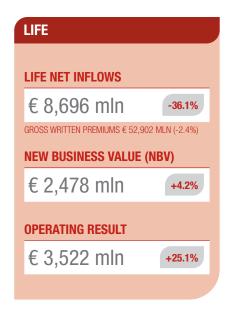
^{15.} Net holding cash flow and dividend expressed in cash view.16. Subject to regulatory recommendations.

^{17.} Group Management Committee, Generali Leadership Group and their first reporting line.
18. Willis Tower Watson Europe HQ Financial Services Norm.

GROUP'S HIGHLIGHTS¹

We are one of the largest global players in the insurance industry and asset management. With 82 thousand employees and 161 thousand agents serving 68 million customers, we have a leading position in Europe and a growing presence in Asia and Latin America.

GROSS WRITTEN PREMIUMS		OPERATING RESULT		
€ 81,538 mln	+1.5%	€ 6,509 mln	+11.2%	
NET RESULT		ADJUSTED NET RESULT ²		
€ 2,912 mln	+2.3%	€ 2,912 mln	+4.2%	
PROPOSED DIVIDEND PER SHARE		PROPOSED TOTAL DIVIDEND ³		
€ 1.16	+8.4%	€ 1,790 mln	+5.8%	
TOTAL ASSETS UNDER MANAGEMENT (AUM)		SOLVENCY RATIO		
€ 618 mld	-12.9%	221%	-6 p.p.	









Details on the financial and non-financial information in the 2022 Annual Integrated Report

- 1. All changes in this Report were calculated on 2021, unless otherwise reported. Changes in premiums, Life net inflows and new business were on equivalent terms, i.e. at constant exchange rates and consolidation scope; as a result, the contribution from the Cattolica group was neutralised in the calculation for changes on equivalent terms. Changes in operating result, general account investments and Life technical provisions excluded any assets under disposal or disposed of during the same period of comparison; as a result, they considered the contribution from the Cattolica group in percentage changes
 - The non-financial indicators in the NFS referred to consolidated line-by-line companies, unless otherwise reported in the chapters dedicated to them
- The adjusted net result defined as the net result without the impact of gains and losses related to acquisitions and disposals coincided with the result of the period at 31 December 2022 and increased by 4.2%. In 2021, it was \in 2,795 million, excluding \in 52 million relating to the acquisition of the control of the Cattolica group and to related extraordinary costs.
- The proposed total dividend takes into account all the transactions resolved by the Board of Directors up to 13 March 2023 or carried out on the share capital up to the same date, and excludes the own shares held by the Company.



^{4.} The indicator refers to the carbon footprint of direct general account investment portfolio of the Group's insurance companies in listed equities and corporate bonds, in terms of carbon intensity

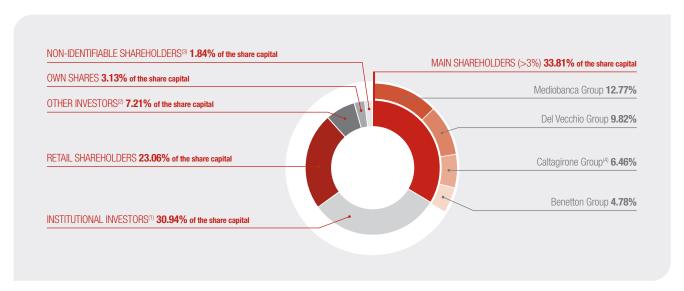
⁽EVIC

^{5.} Generali confirms its commitment to be transparent on virtuous behavior of its customers. Noted the evolution of the regulatory context on sustainability, it decided to channe the name of the indicator from premiums from sustainable insurance solutions - as previously communicated to the market - to premiums from insurance solutions with ESG components.

SHARE OWNERSHIP

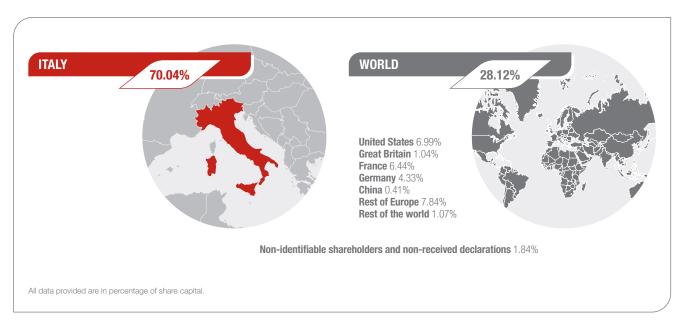
When registration in the Shareholders' Register of Shareholders entitled to the dividend paid in May 2022 closed, the number of shareholders was about 180,000. The chart below shows our shareholders as of 1 March 20236.

Our shareholders



- The category includes asset managers, sovereign funds, pension funds, life insurance companies
- The category includes corporate entities such as foundations, trust companies, religious and charitable institutes.
- (3) Data not yet transmitted by largely international intermediaries.
 (4) Source www.consob.it. On payment of the dividend on 25 May 2022, the Caltagirone Group held 9.38% of the share capital. On 12 July 2022, Fincal S.p.A., a Caltagirone Group company, notified the Company that its shareholding had been reduced from 3.99% of the share capital to 2.99%

Breakdown of shareholders by geographical area



 $For continuous updates on share ownership \ https://www.generali.com/investors/share-information-analysts/ownership-structure$

BEING A SHAREHOLDER OF GENERALI

A shareholder is a person who legally owns shares of a joint-stock company. These shares of ownership are said shares, hence the term shareholder. The shareholder can be an individual or a company. Depending on the type of shares held, the shareholder is entitled to certain rights, such as:

- the right to sell its own shares;
- the right to vote and participate in the Shareholders' meeting (Article 2370, subsection 1 of the Italian Civil Code);
- the right to dividends, if applicable (Article 2433 of the Italian Civil Code);
- the right to purchase new shares issued by the company;
- the right to the assets remaining after the liquidation of the company.

Shareholders are considered to be a part of stakeholders, that is, those who have interests in the company.



Formation of share capital in 1832

The share capital at the foundation of the company was set at two million florins, divided into two thousand shares of 1,000 florins each - a considerable amount at the time - which was sufficient to maintain 4-5 families for an entire year. The site contains a section dedicated to the evolution of the share capital since 1831, the foundation date of Assicurazioni Generali.

The "Viglietto" ticket reproduced here is the first share issued by Austro-Hungarian Assicurazioni Generali, and bears the handwritten signatures of the President, Directors, Legal Counsel and Referent Inspector at the bottom. It is the only existing copy, restored between November 2015 and March 2016 by the company Restauro San Giorgio di Pandimiglio Adriano s.a.s. with the authorization of the Archival Superintendency of

Friuli Venezia Giulia. It is preserved in the Generali Historical Archive (generali.it/chi-siamo/generali-italia/le-nostre-sedi/archivio-storico) of Generali inside the Palazzo Berlam in Trieste in its original version. The original "Viglietto" ticket was validly circulated from the year of issue until the year it was canceled and replaced with another ticket. A reproduction of the ticket was included in the celebratory volume for the first 100 years of the Company and distributed to the shareholders of the time.

SHARES IN GENERALI: PURCHASING INFORMATION

Assicurazioni Generali S.p.A. is a company listed on the Milan Stock Exchange. The share capital, which is fully subscribed and paid, amounts to EUR 1,586,833,696.00, and is divided into the same number of ordinary shares without a nominal value. Investors can buy Generali shares through an authorised intermediary, such as a bank or an asset management company. Purchase and sale orders are transmitted in real time during marketing opening hours. The minimum purchase amount is one share, and there is no limit on the maximum purchase as long as it falls within what is offered on the market.

Being a shareholder of Generali means being part of its business plan and the creation of value that the Company intends to perpetuate according to its strategic plan. In almost 200 years of history, we have built a multinational group that is present in over 50 countries, with more than 400 companies and nearly 82,000 employees.

A complex strategic redesign has taken place over the past few years; this has allowed us to be more focused on our core business and more disciplined in the management of our assets, with a more simple and transparent corporate governance. It is a turnaround that has led us to a new phase that is based on more efficient business models, innovative business strategies and a stronger international brand. We are also strongly committed in our Corporate Social Responsibility, a commitment that is based on our profession as an insurer yet goes beyond the scope of our corporate mission.

Aware that we are the focus of interest and expectations as concerns a broad range of stakeholders, we manage our business by pursuing the creation of value.

GENERALI STOCK

Assicurazioni Generali S.p.A.									
ISIN	Reuters code	Bloomberg code							
IT0000062072	GASI.MI	G IM							
Sector: Financials	Industrial group: Insurance								
GICS sector code: 40	GICS industry group code: 4030								
ICB industry code: 8000	ICB supersector code: 8500								

MAIN INDEXES TO WHICH GENERALI BELONGS

FTSE MIB

The FTSE MIB index includes the main companies traded within the equity markets on the Italian Stock Exchange.

STOXX Europe 600

With a fixed number of 600 components, the STOXX Europe 600 index represents large, mid and small capitalization companies across the European region.

STOXX Europe 600 Insurance

The index belongs to the STOXX Sector indices and as subsector of the STOXX Europe 600 index represents the main insurance companies within the European region.

SUSTAINABILITY INDEXES IN WHICH GENERALI IS INCLUDED

FTSE4Good

The FTSE4Good index evaluates, through the analysis carried out by the independent agency EIRIS, the performance of the companies that adopt universally recognised corporate social responsibility standards.

STOXX Europe Sustainability

Since September 2011 Generali has been included as a member of STOXX Europe Sustainability, STOXX Europe Sustainability ex AGTAFA. The components of STOXX Europe Sustainability indices are selected from the STOXX Europe 600 index according to the sustainability rating of Sarasin Bank, based on the environmental, social and governance analysis for each industrial sector.

FTSE ECPI Italia SRI

Generali is included both in the Benchmark and in the Leaders indexes of FTSE ECPI ITALIA SRI index series. FTSE and ECPI in partnership are creating Italy's first Socially Responsible Investment (SRI) index. The index inclusion criteria measure: environmental strategy and policy, environmental management, products, production process, community relations, employees and human capital, markets, corporate governance & shareholders.

CDP Global 500 Climate Performance Leadership Index (CPLI)

In September 2013, Generali was included in the CDP Global 500 Climate Performance Leadership Index (CPLI), gaining a score of 87/100 for its disclosure and the inclusion in "band A". A "band A" performance is a measure of the positive actions that the Group has undertaken during 2012 in order to mitigate the climate change, especially through the reduction of its greenhouse gas emissions.

Vigeo World 120 and Vigeo Europe 120

The Vigeo World 120 and Vigeo Europe 120 are part of a new set of indexes created by Vigeo, in collaboration with NYSE Euronext. The index selects, among the listed companies belonging to the STOXX 1800 index, those companies achieving the highest score based on a review of up to 330 indicators, assessed within 38 sustainability drivers.

ESI (Ethibel Sustainability Index) Excellence Global

The ESI (Ethibel Sustainability Index) Excellence Global Index selects the best companies with regard to corporate social responsibility performance in Europe, North America and Asia Pacific, according to the criteria established by the independent Belgian association Forum Ethibel. In addition, Generali has been confirmed as a member of the ESI Excellence Europe index, that selects the 200 highest rated companies in Europe, and of the ESI Excellence Euro index, that is a sub-section of the former with eurozone constituents. In order to select the members of these indices, Forum Ethibel avail itself of the analysis carried out by the French rating agency Vigeo.

MSCI Global Sustainability

The MSCI Global Sustainability index aim to represent best-of-class ESG (environment, social and corporate governance) performance by sector and region. Generali is a constituent of the MSCI Global Socially Responsible (SRI) Indexes that aim to represent companies with the highest ESG performance by sector and region, subject to a standard set of ESG exclusionary screens.

STOXX ESG Leaders

Since September 2012 Generali has been included for the first time in the (ESG) LEADERS indices of the STOXX Ltd company: Euro STOXX ESG Leaders 50, STOXX Europe ESG Leaders 50, STOXX Global ESG Environmental Leaders, STOXX Global ESG Governance Leaders, STOXX Global ESG Leaders. The components of ESG LEADERS indices are selected, according to best in class criteria, on the basis of the sustainability rating assigned by Sustainalytics – leader in research and socio-environmental analysis – with reference to the main performance indicators.

ECPI Global Ethical Equity

The ECPI Global Ethical Equity comprises the 300 top capitalised companies in the global market. ECPI Euro Ethical Equity and ECPI EMU Ethical Equity, comprise the 150 most capitalised companies in the European market Euro and in the Economic and Monetary Union holding, respectively. ECPI is a leading Rating and Index company dedicated to ESG Research (Environmental, Social and Governance) since 1997 which aims to integrate extra-financial information into the investment process.

Axia Global Sustainability Index and Axia Sustainability Index

Axia Global Sustainability Index and Axia Sustainability Index (ASI) select companies identified by Axia Financial Research on the basis of a model assessing how the business management aims at increasing the level of sustainability of such companies. Assicurazioni Generali obtained a Sustainability Rating A+++.

Total shareholder return

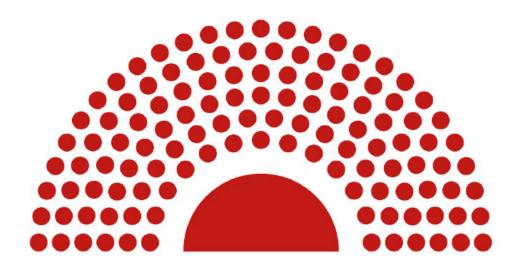


The total shareholders' return is the measure of performance which combines share price variation and dividends paid to show the total return to the shareholder expressed as an annualized percentage.

THE SHAREHOLDERS' MEETING

The Shareholders' Meeting is an event in which various subjects take part, who each have their own role. On one side are the shareholders, who are the main protagonists of the meeting, considering that the meeting is the time during which they come together to make significant corporate decisions. On the other side are the members of corporate bodies: the Board of Directors and the Board of Statutory Auditors.

The meeting is a fundamental aspect of the life of the company, one in which the shareholders have the opportunity to formally interact with the Board of Directors and the management to discuss the main issues that took place during the financial year. It is also a time of corporate communication, in which the discussion is covered in real time by news agencies and diffused to the financial community.



Decisions made in accordance with law and corporate by-laws are binding for all shareholders, including those absent or dissenting. The Meeting proceedings are governed by the Articles of Association and the Shareholders' Meeting Regulations of Assicurazioni Generali, documents which are available on the website generali.com/Governance/Annual General Meeting.

CALL OF THE MEETING

The meeting is called at least once a year by means of a notice published on our website at least 30 days before the date set for the first or only call. It states the date, time and place of the meeting, the list of items to be discussed and other information as prescribed by applicable laws. The notice is also published in abridged form in certain national newspapers, and is directly communicated to shareholders who took part in the most recent meetings. If the meeting is convened for the election of members of administrative and control bodies, the notice is published at least 40 days before the meeting, and postponed to 21 days beforehand for meetings provided for by Articles 2446 (Reduction of capital for losses), 2447 (Reduction of share capital below the legal limit) and 2487 (Appointment and dismissal of liquidators; liquidation criteria) of the Italian Civil Code.



he ordinary shareholders' meeting to approve the financial statements is called within 120 days of year-end: when the relevant legal conditions exist, this period may be extended to 180 days. As a rule, it takes place in Trieste, but can also be held in another locations throughout Italy.

Shareholders who, individually or jointly, represent at least 2.5% of the share capital may request the list of items on the agenda within 10 days of publication of the meeting notice, indicating additional topics proposed in the request, or submitting specific draft resolutions on matters already on the agenda. Any additions will be subsequently published by the Company at least 15 days before the meeting on first or single call.

MEETING ATTENDANCE

Shareholders who are entitled to vote may speak during the meeting provided that they prove their entitlement to do so in accordance with the law. To attend and vote at the meeting, a request must be made to the financial intermediary with whom Generali shares are held, in order to give notice to the Company as regards meeting participation. Such notification shall be made on the basis of the shares that are deposited at the end of the seventh trading day prior to the date set for the meeting in first or only call (Record date). All crediting and debiting entries made on accounts after this deadline are irrelevant for purposes of eligibility to exercise the right to vote at the meeting. Those who become owners of shares after the record date will not be entitled to attend and vote at the meeting. The entitlement to participate remains valid in cases where acts of disposition of shares are made (including the case of their complete disposal) at a date later than the record date.



Those who will be owners of the shares subsequent to the so-called "Record date" will not be entitled to participate and vote at the meeting. The entitlement to participate, on the other hand, does not cease to exist in the event that actions have been made to dispose of the shares (including the case of their complete sale) after the "record date". The communication must reach Assicurazioni Generali by the end of the third trading day preceding the date set for the Shareholders' Meeting on first or single call. However, it is possible to issue a proxy to the Designated Representative even if the communication is made by the authorized intermediary after the deadline, as long as it is before the start of the Meeting.

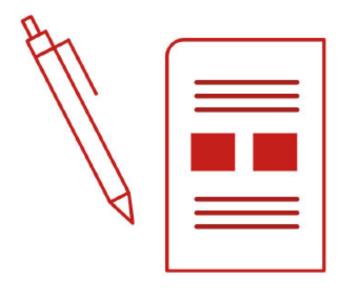


AGM DOCUMENTS

The meeting procedures and the speaking of shareholders in the discussion is governed by a special Regulation, which is available at our registered office as well as in the section of the website that contains the by-laws and information on corporate bodies, in addition to the Regulation.

The reports of the Board of Directors on the items on the agenda shall be available to the public at the registered office, on the website of the Company (www.generali.com) and at the central storage mechanism of SDIR-NIS regulated information at www. emarketstorage.com, managed by Teleborsa S.r.l., within the period of publication of the meeting's call, as scheduled on account of the matters on the agenda, or within the various terms expressly provided for by law.

After the Shareholders' Meeting, following the entry into force of Leg. Decree no. 27/2010, the **minutes of the meeting** must be made public within 30 days of the meeting date. Within 5 days of the meeting date, a **summary statement of the votes** containing the number of shares represented at the meeting and the shares for which a vote was expressed, the percentage of capital that said shares represent, and the number of votes for and against the resolutions and the number of abstentions must be made available on the website of the Company (www.generali.com).



MEETING MAJORITIES

In no event shall the Company use majorities other than those established by law for the adoption of resolutions. The majorities of the ordinary meeting are required for approval of resolutions on:

- the annual Financial Statements;
- the allocation of net profits;
- the appointment of the Board of Directors, Board of Auditors and its Chairman;
- the remuneration policies for members of the Board of Directors, Board of Auditors and the Company's staff that has relevance in accordance with applicable regulations of the sector, inclusive of the remuneration plans based on financial instruments;
- the remuneration of Directors and Auditors;
- the assignment of statutory audit assignments during the year, the auditing of financial statements, budgets and the consolidated financial statements, as well as their relative remuneration;
- any other matter prescribed by the law or submitted to the Shareholders' Meeting by the Board of Directors, in the cases provided for by law.

The majorities established for the extraordinary Shareholders' meeting apply for the approval of resolutions on matters concerning amendments to the by-laws, the appointment and powers of liquidators in the event of dissolution of the Company, as well as in other cases established by law.

MEETING	Quorum	1st call	2nd call	3rd call (and subsequent)	single call
	Constituting	≥ 50% of the share capital	> 0% of the share capital	N.A.	> 0% of the share capital
Ordinary	Deliberating	> 50% of the voting share capital	> 50% of the voting share capital	N.A.	> 50% of the voting share capital
	Constituting	> 50% of the share capital	> 33.33% of the share capital	> 20% of the share capital	> 20% of the share capital
Extraordinary	Deliberating	≥ 66.67% of the voting share capital			

STREAMING SERVICE IN SHAREHOLDER'S MEETING

The streaming service is a simple and immediate way to involve all those interested in the life of our Company, through the IT means that are supported by the current infrastructural network (national). Generali has always been very attentive to digital development and tries to integrate technology more and more into its business, in line with the Lifetime Partner 2024: Driving Growth strategy and it is thanks to these tools that it seeks to achieve an ever greater involvement of retail shareholders, the largest component of the shareholder base, represented by around 180,000 individuals.

The streaming service, which also places Generali in the international excellence bracket for this aspect, provides for simultaneous translation into English, German, Spanish and French. Also this year, the live streaming service will also be available in Italian sign language (LIS).



THE SHAREHOLDER'S MEETING 2023

On 13 March 2023 the Board of Directors of Assicurazioni Generali S.p.A. resolved to convene the Annual General Meeting of the Company's shareholders ("AGM") for **26 April 2023**, **at 9.00 am** in ordinary session on first call, and if necessary, **for 28 April 2023**, **at 9.00 am** in ordinary session on second call.

The meeting was convened without physical attendance of shareholders and exclusively **through the presence of the Designated Representative**, availing itself of the right introduced by art. 106 of Decree-Law No. 18 of 17 March 2020 (converted by Law No. 27 of 24 April 2020, the effects of which were extended by Decree-Law No. 198 of 29 December 2022, converted by Law No. 14 of 24 February 2023).

Shareholders are called to a General Meeting to pass resolutions on the following:

Agenda:

- 1. 2022 Financial Statements
- 2. Appointment of a member of the Board of Directors
- 3. Appointment and remuneration of the Board of Statutory Auditors and its Chair for 2023-25
- 4. Presentation of the Report on remuneration policy and payments
- 5. Group Long-Term Incentive Plan (LTIP) 2023-2025
- 6. Share plan for Generali Group employees
- 7. Fee for the statutory audit assignment

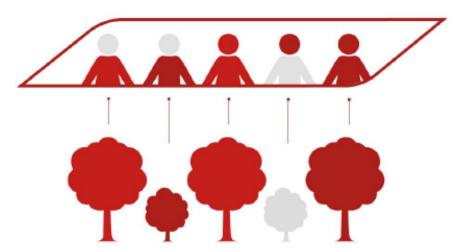
PROJECT "A TREE FOR A SHAREHOLDER"

Generali continues to support "A tree for a shareholder" initiative: a concrete and symbolic environmental gesture in the communities where the Company has always been present, the Group will plant a tree for each of the shareholders attending the Meeting.

The great success of this initiative, and its incremental and repeated intervention value over time, confirmed the importance of reproposing the project for 2023. The initiative, developed in collaboration with the specialist company CO_2 Advisor, has been launched in partnership with local authorities and agroforestry consortia, which every day commit to restoring devastated areas in order to carry out progressive and long-lasting interventions in those areas in the municipality of Levico Terme - in Trentino-Alto Adige - damaged by the Vaia storm in 2018. Through this idea, Generali contributes, as part of the "Lifetime Partner 24: Driving Growth" strategy, in which sustainability is present as the originator, to addressing today's megatrends, protecting people, their health, the planet and future generations.

Being an insurance company has always been about social sharing of risk, so that adverse events or catastrophes do not weigh disproportionally on one of us. Facing them together is what makes them bearable and Generali aims at being at the side of our stakeholders, as a life-time partner.

For this reason Generali invites its shareholders not only to participate in the General meeting to have their voice heard but also to build, together, a shared path for sustainable success.



SHAREHOLDER'S MEETING EXTENDED INCLUSION (SMEI) - LIVE STREAMING SERVICE 2023

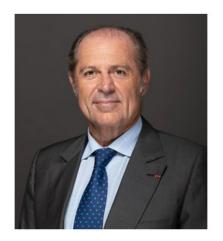
For some years, Assicurazioni Generali has offered the opportunity to **follow the proceedings of the meeting via live video streaming**. This way a significantly larger audience of shareholders will be able to easily follow this important moment of corporate communication.

The live streaming service will begin at 9.00 am on 28 April 2023. It will integrate the **Shareholders' Meeting Extended Inclusion** (SMEI) program, launched in 2016, focusing on two services: the provision of subtitles in Italian and simultaneous translation in Italian sign language (LIS), English, French, German and Spanish.

The opening speeches will be broadcast live and made accessible to the public. For shareholders who participate by granting the proxy to the Designated Representative, the entire proceedings will be available via live streaming on the Company's website.



Andrea Sironi Chairman



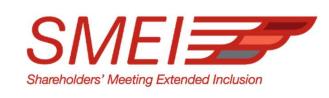
Philippe Donnet
Group CEO



Cristian BoreanGroup CFO

Further information to access the streaming service is available in the "Governance / Annual General Meeting 2023" section of the Company's website.





DIVIDENDS

The dividend is that part of the profit paid by a company to its shareholders. Along with the possibility of selling the share on the stock market, it represents one of the main reasons that pushes investors to purchase the share itself.

The decision to distribute the dividend is ratified by the ordinary meeting, but is a general decision of the directors. After having established the budget, they provide for the time frame, manner and quantity its issuance, taking into account the investment needs of the company. As already mentioned, the entire profit is not distributed, but only a part of is set aside by law as "legal reserve" as a percentage and another variable, for the extraordinary reserve for reinvestments or the corporate purposes mentioned above.

The right to collect the dividend is represented by a coupon, which is an integral part of the stock. The right is assigned to the coupon in question by the shareholders, which endorses its disbursement. Those who hold one at the record date are entitled to receive the full dividend expected, regardless of when the purchase took place.

THE SHAREHOLDER REMUNERATION POLICY

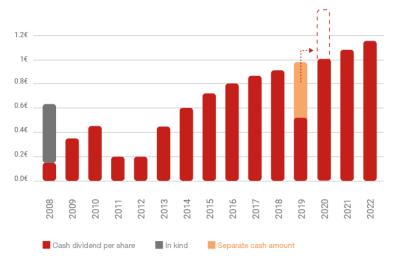
During the Investor Day that took place on 15 December 2021, Generali launched the Group's new three-year strategy 'Lifetime Partner 24: Driving Growth'. In its strategic plan, Assicurazioni Generali sets a target of predictable and growing dividend with the introduction of a ratchet policy and targeting a distribution of € 5.2 - 5.6 billion cumulative cash dividends over the 2022-2024 period (subject to regulatory recommendations), compared with € 4.5 billion distribution in the 2019-21 period.

The dividend flow announced in Investor Day 2021 has been confirmed. During the 2022 Investor Update, the Group Chief Financial Officer Cristiano Borean presented an overview on the implementation of accounting standards, confirming what was already announced during the 2021 Investor day in relation to the dividend policy to be distributed to shareholders.

DIVIDENDS IN THE HISTORY OF GENERALI

Generali has always placed great importance on rewarding its shareholders. The ex-dividends paid made over the last 15 years are shown in the graph below.

Dividends per share



	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
Dividend per share (€)	0.15	0.35	0.45	0.20	0.20	0.45	0.60	0.72	0.80	0.85	0.90	0.96**	1.01**	1.07	1.16

^{*} The dividend in kind corresponds to 1/25 of the share and is equal to the official price of 21 May 2009, date of payment of the dividend. The unit value of the dividend distributed, cash + 1/25 of a share, amounts to 0.78 euro per share.

TAXATION

Dividends

Stock dividends paid by companies domiciled in Italy to natural persons resident in Italy who hold non-qualified 11 holdings outside of the financial year of a business activity are subject to a withholding tax of 26% (tax withholding or substitute tax).

^{**} The dividend per share proposed for the 2020 financial year was € 1.47, split into two tranches of € 1.01 and € 0.46, respectively. The first tranche was payable as from 26 May 2021, represents the ordinary pay-out from 2020 earnings. The second tranche was related to the second part of the 2019 retained dividend and was payable as from 20 October 2021 following the verification by the Board of Directors of the absence of impeding supervisory provisions or recommendations in force at that time which was carried out on 1 October 2021. As a consequence the amount of € 0.46, paid out in 2021, has been shown here in the amount related to the fiscal year of 2019.

Similarly, share dividends (deliberated after 1 January 2023, irrespective of the year in which profit was generated) paid by companies domiciled in Italy to natural persons resident in Italy who have qualified holdings outside of the financial year of a business activity must be fully taxed at 26% at the source (tax withholding or substitute tax).

For shareholders with holdings in the area of the company's business (subjective conditions that must be reported for the substitute tax), the relevant dividends are subject to the following tax regime:

- general partnership. Pursuant to Decree-Law 124/2019, dividends received by such entities are deemed to be received by their
 respective shareholders on the basis of transparency, with the consequent application of the corresponding tax regime. As regards
 the amount attributable to natural persons resident in Italy in relation to (Generali and non-Generali) investments not related to the
 business, dividends are subject to the tax regime indicated above. Dividends are subject to the tax regime indicated below for the
 amount attributable to shareholders who have investments relating to the business activity, as well as the amount attributable to
 shareholders subject to IRES;
- individual entrepreneurs and companies of resident persons (Snc, Sas, Sdf). For such persons, dividends received represent 58.14% of the amount for profits generated as from 1 January 2017 (49.72% for those generated from 2008 to 2016, and 40% for those generated until 31 December 2007) to the formation of the taxable base amount;
- joint-stock company (SpA, Srl, Sapa, Cooperatives) and resident commercial entities. For these persons, 95% of the amount of dividends received are excluded from IRES taxable income (i.e. they are taxed by 5% in the income tax return);
- non-commercial entities (foundations, non-profit organisations, etc.) resident in Italy: As a general rule, dividends received by such entities contribute in full to the formation of IRES taxable income (i.e. they are taxed at 100% in the income tax return).

The Budget Law 2021 has, however, introduced favourable rules for non-commercial entities operating in specific sectors. Starting from the financial year in progress as of 1 January 2021, 50% of profits received by non-commercial entities are not included in the formation of IRES taxable income, provided that they exclusively or mainly carry out activities of general interest in specific sectors (defined by art. 1, paragraph 45 of Law No. 178/2020) for the pursuit of public, charitable and socially beneficial purposes, and that the tax savings obtained are intended to finance the aforementioned activities, setting aside the amount not disbursed in an indivisible and non-distributable reserve for the entire duration of the entity itself.

In addition, no withholding tax is levied on profits from investments received in the area of asset management (such as, for example, individual portfolio management schemes, supplementary pension schemes and UCITS), since, in principle, dividends are included in the operating result of the aforementioned forms of business, which is taxed according to the rules of each of the aforementioned categories.

A withholding tax of 26% is levied on profits paid to non-residents; this is without prejudice to any application of more favourable rates provided for in international agreements against double taxation. In order to mitigate the effects of international double taxation, non-residents are entitled to a refund of up to eleven twenty-sixths of the withholding tax, if they can prove that they have definitively paid all foreign taxes on such profits by means of certification from the competent tax office in the foreign state.

Dividends paid to companies and persons resident in one of the states or territories that enable an effective exchange of information are subject to a withholding tax of 1.2%, i.e. a treatment similar to that to which Italian dividends received by IRES subjects are subject (IRES of 24% on 5% of the dividend). The lower rate shall apply on condition that the parties are subject to corporate tax in the State of residence.

11. For tax purposes, a qualified holding is considered as a share in a company whose securities are traded on regulated markets when its possession gives a percentage of more than 2% voting rights exercisable in the ordinary shareholders' meeting, or a percentage of holdings in the capital or equity of more than 5%.

Capital Gains

As regards income deriving from the realisation of investments held by natural persons resident in Italy and subject to these tax-equivalents (non-commercial entities), this may generate a gain or a loss (capital gain/loss) categorised as "other income" (pursuant to art. 67 et seq. of Presidential Decree no. 917/1986), which is consequently subject to taxation within the scope of and according to the rules of the optional 'declaration', 'administered' or 'managed' regimes provided for by Legislative Decree no. 461/1997. In general, and in different methods depending on the regime chosen, Leg. Decree n. 461/1997 provides for the taxation of capital gains at the rate of 26% and the possibility of the offset of capital losses against capital gains of the same category.

With regard to natural persons and entities that engage in commercial activities that are generally taxed according to the rules for business income, the taxation of capital gains/losses will be subject to different regimes depending on the balance sheet items in which the investments are recorded, and the period for which they are held.

The information contained herein is current as of February 2023.

2022 KEY FACTS

JAN 22

On 13 January, the director Francesco Gaetano Caltagirone, Deputy Vice-Chairman, non-independent director and member of the Appointments and Remuneration; Corporate Governance, Social and Environmental Sustainability; Investments; and Strategic Operations Committees, announced his resignation from the Board of Directors of Assicurazioni Generali.

On 16 January, the director Romolo Bardin, independent director and member of the Appointments and Remuneration; Investments; Strategic Operations; and Related Party Transactions Committees, announced his resignation from the Board.



Generali was awarded by Assosef (European Association for Sustainability and Financial Services) during the 15th edition of Green Globe Banking 2030 - Grand Prize for Sustainable Growth - Financial Services for SDGs, an annual event recognising the contribution of banks, insurers and financial institutions to achieve the goals of the United Nations' 2030 Agenda for sustainable development. The Assosef Scientific Committee awarded Generali for its "integrated approach to financial and non-financial information" and because it "has identified the material mega trends on which to focus the Group's strategic initiatives with the aim of engaging all business units and corporate functions, with particular reference to climate change, ageing population, pandemics, and extreme events." In addition, they highlighted "the commitment of Generali in promoting the objectives of enhancing the relationship with retail customers, on the one hand, with a significant increase in premiums from environmental products, and on the other, through the development of digital tools".

On 25 January, the director Sabrina Pucci, independent director and member of the Remuneration and Appointments and Risk and Control Committees, announced her resignation from the Board.

On 27 January, the companies of the Caltagirone group exercised their right of withdrawal from the Shareholders' Agreement, that was initially stipulated with Delfin S.à.r.l. and that Fondazione CRT later entered, with immediate effect and for the total shares held and previously under the Agreement. Therefore, the Agreement binds Delfin S.à.r.l. and Fondazione CRT, helding together an overall number of shares equal to 8.331% of the share capital of Assicurazioni Generali.

FEB 22

Assicurazioni Generali decided to submit a request to IVASS, the Italian insurance regulator, to establish whether the overall stake acquired by the Caltagirone Group, Fondazione CRT and Delfin S.à.r.l. (equal to 16.309% of the share capital as of the last official communication) is subject to prior authorisation, in accordance with the legislation for the insurance sector regarding coordinated purchases of qualified shareholdings that exceed 10% of shares. It also decided to submit a request to Consob, the Italian markets regulator, as to whether these purchases are subject to obligations such as the disclosure of future intentions in accordance with current legislation for shareholders and consortia holding in excess of 10% of the share capital, and if the rules regarding the disclosure of relevant information to the market have been respected.

The Board of Directors of Assicurazioni Generali approved changes to the membership of the Board Committees, also following the resignation of Paolo Di Benedetto from the Related Party Transactions Committee.

The Board of Directors of Assicurazioni Generali took note of the decision of the Chairman Gabriele Galateri di Genola to withdraw his name from consideration for the upcoming Board renewal.

The Board of Directors of Assicurazioni Generali approved the Guidance for the shareholders on the dimensions and composition of the Board of Directors for the three-year period 2022-2024.



www.generali.com/info/download-center/governance/assemblee/2022 for further details

The Board of Directors of Assicurazioni Generali announced the co-optation of Alessia Falsarone, Andrea Sironi and Luisa Torchia as members of the Board and verified the suitability of the new members with the professional, reputational and independence requirements set forth for listed insurance companies by the applicable provision of law and by the Corporate Governance Code. At 28 February, the new members held no shares in Assicurazioni Generali.

Andrea Sironi will be put forward as the Board's candidate for Chairman in the list for the upcoming renewal of the Board of Directors.

MAR 22

Since the start of the war in Ukraine, Generali has been closely monitoring the situation and implications for operations and financial markets. As a result, it announced the closing of its Moscow representative office and the wind-down of Europ Assistance business in Russia in 2022, and it resigned from positions held on the Board of the Russian insurer Ingosstrakh, in which it holds a minority investment stake of 38.5% and on whose operations it therefore has no influence. Generali's minor exposure to the Russian market in terms of investments and insurance business is also under constant evaluation and fully compliant with all applicable sanctions.

The Group also donated € 3 million to support refugee programmes, including a donation to UNHCR, which is currently at the forefront of the humanitarian response in Ukraine. An employee donation campaign was launched, with donations matched 1:1 by Generali, which was given to UNICEF in support of the work that it will carry out to help impacted families.

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The Board of Directors of Assicurazioni Generali approved the following Reports: Annual Integrated Report and Consolidated Financial Statements, the Parent Company Financial Statements Proposal and the Corporate Governance and Share Ownership Report at 31 December 2021 and the Report on Remuneration Policy and Payments. The Board also approved a capital increase of € 5,524,562 to implement the Long-Term Incentive Plan 2019-2021, having ascertained the occurrence of the conditions on which it was based. Lastly, the Board resolved to submit to the approval of the Shareholders' Meeting both the proposal of the Long-Term Incentive Plan 2022-2024, supported by a buyback program for the purposes of the plan, and the proposal of the new share plan for the Group's employees, providing the opportunity to purchase at favourable conditions Company ordinary shares arising from a buy-back program for the purposes of the plan.

The Board of Directors of Assicurazioni Generali approved the composition of its list of candidates to be submitted at the Shareholders' Meeting for the renewal of the Board, mandated to cover the period until the approval of the financial results as of 31 December 2024. The list of candidates will position Generali above the European average⁶ in terms of independence and gender balance. It will also bring the average age of Board members below the European average. A large majority of the candidates also have significant senior management experience from previous roles in international companies. The list was composed in order to balance the continuity between the expertise from previous Board mandates together with new skills and perspectives from the new candidates. In addition, a significant majority of candidates hold experience in ESG and strategy.

On 28 March the Board of Directors of Assicurazioni Generali took the decision to terminate the employment of Mr. Luciano Cirinà with immediate effect. Mr. Cirinà was previously suspended from his role as the Austria & CEE Regional Officer on 23 March.

Following the agreement signed in January 2022, Generali completed the acquisition of the entire stake (around 16%) held by Industrial Investment Trust Limited (IITL) in Future Generali India Life (FGIL) and the subscription of additional shares in FGIL, following receipt of all necessary approvals from the relevant regulatory and competition authorities. Generali now holds a stake of around 68% in FGIL, which may increase further to 71% by the end of 2022, following further subscription of shares by Generali. The deal is fully in line with the *Lifetime Partner 24: Driving Growth* strategy, strengthening Generali's position in fast-growing markets and confirms the Group's commitment to deliver profitable growth whilst creating value for customers.

APR 22

Generali opened Procuratie Vecchie on Saint Mark's Square in Venice to the public, after an extensive five-year recovery work. This building becomes the home of the initiative The Human Safety Net and will be a place for exchanging ideas and dialogue to overcome the major social challenges of today's world as well as to inspire visitors to take action to unleash the potential of people living in vulnerable conditions.



Generali also signed an ambitious multi-year agreement with the United Nations Development Programme (UNDP) to work together to accelerate the delivery of the Sustainable Development Goals, focusing on designing innovative, insurance-related solutions.

The first educational initiative of the Data Science & Artificial Intelligence Institute, created by Assicurazioni Generali and Friuli-Venezia Giulia research entities, was launched for the development of the Business Translator. It is an innovative profession that will act as a bridge between business and data science as well as being an enabler of the use of advanced analytics and artificial intelligence in order to improve business performances and results.





NFS

Generali, in line with market best practice, published on its website its first Tax Transparency Report, which provides an overview of the Group's commitment to its tax responsibilities.

Considering comprehensive tax reporting as an enabling factor in its approach to taxation, Generali has always promptly supported OECD initiatives to promote tax transparency, submitting its Country-by-Country Report to the Italian Tax Authority since the reporting year 2016.

On 14 April, the share capital of Assicurazioni Generali, fully subscribed and paid up, increased to € 1,586,593,803 in execution of the Long Term Incentive Plan 2019-2021, adopted by the Shareholders' Meeting in 2019.

The Shareholders' Meeting – in occasion of which Generali launched the initiative *Un albero per Azionista* (A tree for a Shareholder) supporting a reforestation project in Italy – approved the Parent Company Financial Statements at 31 December 2021, announcing the distribution to the shareholders of a dividend of € 1.07 per share, and the Report on remuneration policy, expressing a favourable consultative vote on the Report on remuneration payments. After setting the size of the Board at 13 members, a new Board of Directors has also been elected to hold office for three financial years, that is, until approval of the financial statements for the year 2024, and its remuneration has been determined.

The Shareholders' Meeting approved the share buyback programme for the purpose of cancelling own shares as part of the implementation of the 2022-2024 strategic plan, for a maximum total disbursement of € 500 million and for a maximum number of shares corresponding to 3% of the Company's share capital. The aim of the programme is to make use of excess liquid funds accumulated during the three years 2019-2021 and not used for the purpose of capital redeployment and to provide shareholders with remuneration in addition to the distribution of dividends.

The Shareholders' Meeting has also approved the Group's Long Term Incentive Plan (LTIP) 2022-2024, authorising the purchase and disposal of a maximum number of 10 million and 500 thousand treasury shares to serve the 2022-2024 LTIP and the Share Plan for Generali Group employees, authorising the purchase and disposal of a maximum number of 9 million of treasury shares to serve the plan.

The Shareholders' Meeting approved the proposals relating to the amendment of the Articles of Association.

MAY 22

The Board of Directors of Assicurazioni Generali resolved on the assignment of corporate offices for the three-year period 2022-2024, electing Andrea Sironi as Chair and Philippe Donnet as Managing Director and Group CEO, with the confirmation of the previous delegations of powers and the role of director in charge of the internal control and risk management system. At a future meeting, the Board will establish the Board Committees and appoint their members. The Board of Directors has also resolved on the new administrative body for The Generali Human Safety Net Foundation ONLUS.

Following the agreement signed in January 2022, Generali completed the acquisition from Future Enterprises Limited of 25% of the shares of Future Generali India Insurance (FGII), following receipt of all necessary approvals from the relevant regulatory and competition authorities, thus holding a stake of around 74% in FGII. The deal is fully in line with the *Lifetime Partner 24: Driving Growth* strategy, strengthening Generali's position in fast-growing markets and confirms the Group's commitment to deliver profitable growth whilst creating value for stakeholders. Generali is the first player among international insurers to step-up to a majority stake in both its Indian insurance joint venture companies since the new foreign ownership cap came into effect.

Moody's upgraded Generali's Insurer Financial Strength (IFS) rating to A3 from Baa1. At the same time it upgraded Generali's debt ratings by one notch: senior unsecured debt to Baa1 from Baa2; senior subordinated debt to Baa2(hyb)/Baa2 from Baa3(hyb)/Baa3; junior subordinated debt to Baa3(hyb) from Ba1(hyb), preferred stock to Baa3(hyb) from Ba1(hyb). The outlook remains stable and the upgrade reflects the Group's improved credit profile and the expectation that the Group's diversification in revenues, earnings, and assets beyond Italy enables Generali to withstand potential severe Italian sovereign stress scenarios. Moody's also said that Generali has made strong progress in improving its liability risk profile, particularly in the life book and has successfully shifted its business to less interest rate sensitive products (unit-linked and protection).

The Board of Directors of Assicurazioni Generali resolved to establish the Board Committees and appoint their members, also ascertaining their compliance with the requirements of good standing, professionalism and independence set by the Italian laws for insurance companies. The Directors Marina Brogi, Francesco Gaetano Caltagirone and Flavio Cattaneo renounced, at that time, to be part of the Board Committees, requesting the establishment of a Board Committee for the prior assessment of strategic transactions. The Board of Directors instructed the Appointments and Governance Committee to prepare a proposal in light of the request, considering the benchmark from market best practice.

The Board of Directors of Assicurazioni Generali approved the Financial Information at 31 March 2022.

Generali completed the transaction for the purchase of ordinary shares of Società Cattolica di Assicurazioni S.p.A. through a reverse accelerated book-building procedure addressed exclusively to Italian qualified investors and foreign institutional investors, becoming holder of 91.506% of Cattolica's share capital and exceeding the participation threshold of 90%. Consequently, Generali disclosed that it does not intend to proceed with the restoration of a free float sufficient to ensure the regular trading of Cattolica's ordinary shares and started the procedure for the fulfilment of the obligation to purchase on the ordinary shares of Cattolica.

The 2021 dividend payout on the shares of Assicurazioni Generali, equal to € 1.07, was distributed.

On 27 May, the non-independent director Francesco Gaetano Caltagirone announced his resignation from the Board of Directors with immediate effect.

Generali exercised the early redemption option in respect of all outstanding subordinated notes due July 2042 and related to ISIN XS0802638642 for the current outstanding principal amount equal to € 301.6 million. The early redemption was approved by Istituto per la Vigilanza sulle Assicurazioni (IVASS) and took place on 10 July 2022 in accordance with the relevant terms and conditions.

JUN 22

The Board of Directors of Assicurazioni Generali examined the proposal of the Appointments and Corporate Governance Committee to proceed with the appointment by co-optation of Roberta Neri - the first unelected candidate in the list presented by the shareholder VM 2006 S.r.l. at the Shareholders' Meeting held on 29 April - to replace Francesco Gaetano Caltagirone, in line with the Company's Articles of Association. Following a vote by the Board of Directors, the candidate declined to accept the position. As a result, the Board of Directors has instructed the aforementioned Committee to propose a new candidate following the procedure described by the Company's Articles of Association. Furthermore, the Board of Directors has redefined the Board Committees and assigned the Investment Committee the task, inter alia, to instruct investment and divestment operations, for which ultimate responsibility lies with the Board, as well as merger and acquisitions, alliances and strategic partnerships, also through the creation of joint ventures, with a minimum value of € 250 million. The directors Marina Brogi and Flavio Cattaneo, elected from the list submitted by VM 2006 S.r.l., declared their availability to be part of the Board Committees starting from the date on which the Board will co-opt its new member, also depending on the competencies of the new director.

The Board of Directors of Assicurazioni Generali approved, as proposed by the Group CEO, Philippe Donnet, the new Group organizational structure that will be effective as of 1 September 2022. This new organizational structure, which builds on the strength of the Group's pool of talent, is designed to fully support the priorities of the strategic plan *Lifetime Partner 24: Driving Growth*. Its main objectives are to reinforce the role of steering and coordination of the Group Head Office towards all the business units; enhance the levers aimed at achieving the operational efficiency targets of the plan and accelerate the digital transformation of the Group; further embed sustainability into the core business, through the implementation of the Group's ESG strategy in investments and products and enriching the culture of sustainability within the Group; redefine the organizational and geographical oversight of markets and multi-country lines of business to facilitate coordination and operating synergies.

Based on the results of the KPIs achieved as of 31 December 2021 for EPS Growth and as of 20 June 2022 for TSR (Total Shareholders Return) and having verified that all the additional conditions set forth under the plan related to the 2019-2021 mandate of the Group CEO, approved by the Shareholders' Meeting on 30 April 2020, are met, the Board of Directors resolved - by way of implementation of the Plan - a capital increase for the purpose of granting Philippe Donnet 50% of the shares under the Plan, including the additional shares calculated based on the amount of the overall dividends distributed during the three-year performance period according to the so-called dividend equivalent mechanism. 50% of the shares granted will be subject to a lock up period for one year from the grant. After two years from the granting of the shares may be granted, the 50% of which will be subject to a lock up period for one year from the grant.

NFS

Generali concluded the placement of a new Euro denominated Tier 2 bond due in July 2032, amounting to € 500 million, issued in green format in accordance with its Sustainability Bond Framework. It is the third green bond of Generali. This transaction confirms Generali's commitment on sustainability matters: an amount corresponding to the net proceeds from the notes will be used to finance/refinance Eligible Green Projects. The notes attracted an order book of € 1.05 billion from 116 highly diversified international institutional investors, including a significant representation of funds with Sustainable/SRI mandates.



Generali completed the acquisition of La Médicale from Crédit Agricole Assurances, with which it had signed an agreement in February 2022 following the exclusive negotiation announced in November 2021, as well as the purchase from Predica⁷ of the death coverage portfolio marketed and managed by La Médicale following all necessary approvals from the relevant regulatory and competition authorities. This acquisition is part of Generali's strategy to strengthen its distribution through agents and to consolidate its position in the professionals market by acquiring a specific network of independent health professionals.

Generali anticipated the key findings from a survey of over 1,000 European Small and Medium Enterprises (SMEs) carried out by SDA Bocconi. The full results of the survey will be shared in October at the second edition of SME EnterPRIZE, Generali's flagship project designed to inspire SMEs to develop sustainable business models and stimulating public debate on the topic while recognising entrepreneurs that can become an inspirational model for others to follow.

With reference to the procedure for the fulfilment of the obligation to purchase on the ordinary shares of Società Cattolica di Assicurazione S.p.A. as a result of the exceeding by Assicurazioni Generali of the threshold of 90%, Consob:

- determined the consideration in € 6.75 for each share of Cattolica tendered in the procedure, with a total maximum amount equal to € 84,693,168, which will be paid by Assicurazioni Generali, in case all of the shares of Cattolica subject to the procedure are tendered;
- approved the information document drawn up and filed by Assicurazioni Generali in June. The information document was then published on the websites of Cattolica, of Assicurazioni Generali and the global information agent of the procedure.

On 14 July, the share capital of Assicurazioni Generali increased to € 1,586,833,696 in execution of the co-investment share plan related to the 2019-2021 mandate for the Managing Director and Group CEO, approved by the Shareholders' Meeting in 2020.

On 15 July, the Board of Directors of Assicurazioni Generali announced the co-optation by majority of Stefano Marsaglia as a member of the Board, following the resignation of Francesco Gaetano Caltagirone.

On 25 July, the shareholder VM 2006 S.r.l. filed before the Court of Trieste a complaint against the resolution of the ordinary Shareholders' Meeting held on 29 April relating to the appointment of the Board of Directors. The Company confirms the full validity of the appointment of the Board in office which is operating in the interest of all the stakeholders. On 19 July, the Court of Trieste had rejected the request filed by VM 2006 S.r.l. for the appointment of a special curator for the Company, having ascertained the absence of conflict of interests between the Company and its representative corporate bodies.

AUG 22

Assicurazioni Generali started a share buyback, implementing the resolution of the Shareholders' Meeting of 29 April 2022, that has authorised the purchase and disposal, for the purposes of cancellation and in one or more transactions, for a total disbursement of up to € 500 million and for a maximum number of shares representing 3% of the Company's share capital, until 29 October 2023. The buyback programme is part of the *Lifetime Partner 24: Driving Growth* strategic plan in relation to capital management policy and its aim is to make use of excess liquid funds accumulated during the three years 2019-2021 and not used for the purpose of capital redeployment as well as to provide shareholders with remuneration in addition to the distribution of dividends. The purchase and disposal of treasury shares was instrumental to the cancellation, which may be in multiple stages, of said shares without reducing the share capital.

The Assicurazioni Generali Board of Directors approved the Consolidated Half-Yearly Financial Report at 30 June 2022.

The Assicurazioni Generali Board of Directors agreed on the integration of the Board Committees.

In compliance with the request of Consob, Assicurazioni Generali disclosed its considerations on the decision taken by the Board of Directors on 15 July 2022 about the co-optation of Stefano Marsaglia.

Moody's confirmed Generali's Insurer Financial Strength (IFS) rating at A3 with a stable outlook. The rating action follows the rating agency's change in outlook on the government of Italy (Baa3) to negative from stable. The confirmation reflects the strong geographical diversification of the Group, as well as continued improvements in its financial profile. Moody's also said that the IFS rating of Generali remains above the sovereign rating, reflecting its ability to withstand severe stress on the sovereign.

Considering the achievement of the threshold of 95%, Assicurazioni Generali exercised the right to purchase the outstanding ordinary shares of Cattolica, thus holding 95.112% of the share capital of Cattolica on 12 July and 97.36% on 3 August. Assicurazioni Generali also complied with the obligation to purchase remaining outstanding ordinary shares of Cattolica (equal to 2.64%), carrying out a joint procedure agreed with Consob and Borsa Italiana.

In order to execute said procedure, Assicurazioni Generali provided the related communications on 12 August. This resulted in the transfer of ownership of the remaining shares of Cattolica to Assicurazioni Generali and in the revocation from listing shares of Cattolica, resolved by Borsa Italiana.

Generali completed the acquisition of the majority stakes in the AXA-Affin joint ventures in Malaysia, therefore becoming a top-tier P&C insurer player in the country, in line with its strategy to strengthen its leadership position in high potential markets. Generali has acquired a 70% stake in the AXA Affin Life Insurance joint venture, named Generali Life Insurance Malaysia Berhad in March 2023 (49% from AXA and 21% from Affin) and an approximate 53% stake in the AXA Affin General Insurance joint venture, named Generali Insurance Malaysia Berhad in March 2023 (49.99% from AXA and 3% from Affin). The Group has also increased its current 49% stake in MPI Generali Insurans Berhad to 100%, acquiring the shares held by its Malaysian joint venture partner, Multi-Purpose Capital Holdings Berhad (MPHB Capital). Generali plans to integrate the businesses of MPI Generali and AXA Affin Generali Insurance and on completion will hold 70% of the combined business. Affin Bank will hold 30% of both the Life and P&C insurance businesses. The acquisitions position Generali as one of the leading insurers in the Malaysian market and allow Generali to access the country's Life insurance segment. Generali has also entered into an exclusive bancassurance agreement with Affin Bank for the sale of conventional P&C and Life insurance segments.

SEP 22

In the 2022 edition of the All-Europe Executive Team annual ranking by Institutional Investor, the specialist magazine and independent research company in the field of international finance, Generali Group CEO, Philippe Donnet, was named the Best CEO in the insurance sector and Group CFO, Cristiano Borean, was awarded the first place as Best CFO.

The Investor & Rating Agency Relations team ranked first in the Best IR Team, Best IR Professionals, Best IR Program and Best IR Event categories. Generali was also awarded first position in the Best ESG and Best Company Board categories.

Fitch confirmed Generali's Insurer Financial Strength (IFS) rating at A with a positive outlook. The agency has also confirmed Generali's Long-Term Issuer Default Rating (IDR) at A-.



The best agent in 2022 from the Group's global network was elected at the Generali's fourth Global Agent Excellence Contest at Procuratie Vecchie of Venice. The agents were assessed on key criteria - digitalisation, customer contact, production and customer retention - which are at the heart of Generali's Lifetime Partner ambition. There was also recognition for agents who have promoted the activities of Generali's The Human Safety Net Foundation, including fundraising to support vulnerable families and the integration of refugees through work.

OCT 22

On 12 October, the shareholder VM 2006 S.r.l. filed before the Court of Trieste a complaint against the resolution adopted by the Board of Directors on 15 July, which approved the co-optation of Stefano Marsaglia as replacement of the resigned director Francesco Gaetano Caltagirone. The Company confirms the full validity of the appointment of the director Stefano Marsaglia, also highlighting that the challenged resolution is the result of a decision-making process in full compliance with the Law and the By-Laws.



The Italian Ministry of Foreign Affairs and International Cooperation and the United Nations Development Programme (UNDP), in partnership with Generali and The Human Safety Net Foundation, presented the 2021/2022 edition of the Human Development Report (HDR), *Uncertain Times, Unsettled Lives: Shaping our Future in a Transforming World* in Europe. The presentation of the Human Development Report, which aims to turn the new uncertainties from challenges into opportunity, with the ambition to focus on human development in order to unleash creative and cooperative capacities, was held in Venice at Generali's Procuratie Vecchie, the home of The Human Safety Net. This choice comes in the wake of the partnership between UNDP's flagship initiative, the Insurance and Risk Finance Facility, and Generali, launched in April 2022.



The second edition of Generali's SME EnterPRIZE, a flagship initiative designed to promote a culture of sustainability among European SMEs, was brought to a close in Brussels after a one yearlong search for Europe's most sustainable SMEs.

Assicurazioni Generali, with the approval of Istituto per la Vigilanza sulle Assicurazioni (IVASS), exercised the early redemption option (call date 12 December 2022) in respect of all outstanding subordinated notes due December 2042.

NOV 22

Generali reached a long-term agreement in Portugal, with renewable five-year exclusivity periods, for the distribution of Life and P&C policies. The partnership is reinforced by the acquisition of a stake in Banco CTT by Generali, through a € 25 million reserved capital increase. Generali will become a shareholder of the institution with an approximate 8.71% stake. This transaction will be completed after approval by the relevant regulators.

The Board of Directors of Assicurazioni Generali approved the Financial Information at 30 September 2022.

DEC 22

The share buyback for the purposes of cancelling own shares, started in August in implementation of the resolution of the Shareholders' Meeting of 29 April 2022, has been completed. Overall treasury shares equal to 2.5% of the share capital of Assicurazioni Generali have been purchased.

MSCI upgraded the ESG rating of Assicurazioni Generali from AA to AAA. The assessment found that the Group adopts industry best practices to mitigate climate related risks in underwriting, modelling, and products related to climate change adaption and mitigation. MSCI also cited Generali's leadership among its sector on social issues, including privacy and data security, human capital management, and responsible investment. It moreover recognised Generali's leadership in corporate governance among peers, underlining its majority independent board, independent chair, split roles between chair and CEO, and gender balance in the Board of Directors as an aid to strong management oversight and alignment with investor interests.

Generali Group updated the financial community on the implementation and expected impact of the new IFRS 17 and IFRS 9 accounting standards. The Group also provided an update on the integration of Cattolica, showing higher synergies than originally expected at the launch of the public tender offer.

The new accounting standards will significantly improve the visibility and predictability of profits in Generali's Life business, while having no impact on cash and capital generation, net holding cash flow, dividends or Solvency. Generali expects its shareholders equity to be broadly stable compared to the level at year end 2021. The Contractual Service Margin (CSM) - the insurance liability representing the present value of future profits - is expected to be around € 33 billion at transition, reflecting the profitability of the Life in-force book. Finally, Generali expects its Group operating result to remain broadly stable.

AM Best confirmed Generali's Financial Strength Rating (FSR) of A and the Long-Term Issuer Credit Rating (Long-Term ICR) of A+. Additionally, AM Best has confirmed the long-term issue credit ratings (Long-Term IRs) of debt instruments issued or guaranteed by Generali. The outlook is stable. The ratings reflect Generali's balance sheet strength as well as its strong operating performance, very favourable business profile and appropriate enterprise risk management.

SIGNIFICANT EVENTS AFTER 31 DECEMBER 2022 AND 2023 CORPORATE EVENT CALENDAR

JAN 23

Assicurazioni Generali started a share buyback for the purposes of the Group Long Term Incentive Plan (LTI Plan 2022-2024) approved by the Shareholders' Meeting of 29 April 2022 as well as of all remuneration and incentive plans approved by the Shareholders' Meeting and still under execution. The buyback transaction has as its object the purchase of a maximum number of treasury shares equal to 10 million and 500 thousand and the disposition of the same - jointly with those previously repurchased - within the framework of the aforementioned plans. The authorisation has a term of 18 months from the date of the Shareholders' Meeting, while the authorisation to dispose of treasury shares under the Plans was granted without any time limits. The repurchase started on 20 January 2023 and will end by March 2023. The minimum purchase price of the shares may not be lower than the implicit par value of the share, currently equal to € 1, while the maximum purchase price may not exceed 5% of the reference price recorded by the share during the stock exchange session on the day prior to the completion of each individual purchase transaction, and in any case for a total maximum countervalue of no more than € 210 million.

FEB 23



Generali is searching for the most innovative insurtech start-ups through an international contest at the upcoming Insurtech Insights, the conference that every year brings together industry executives, entrepreneurs, and investors to debate around technology trends impacting the insurance sector, as well as connect industry leaders and decision makers with innovative start-ups to create mutual business opportunities and accelerate growth. Winners of the competition will have the chance to develop a pilot with Generali.

Generali is also among the nominees for the Ambitious Insurer Awards, which recognise the most ambitious and innovative projects in the sector, with two projects: *bAlby: The Al-based Baby Cry Translator*, using Artificial Intelligence to translate the cries of infants between 0-6 months in order to provide indications to parents on the five basic needs of their children, and *Innovation Champions*, the programme to build a global network of innovation experts promoting learning opportunities, knowledge sharing, and the scaling-up of ideas, in order to steer and deliver innovation across the Group.

MAR 23



The Foreign Policy Association presented Generali Group CEO Philippe Donnet with the *Corporate Social Responsibility Award*, celebrating his commitment to sustainability, which is at the heart of the Group's strategy. This award is presented to individuals and companies who are committed to good corporate citizenship in the communities they serve.

Generali completed the share buyback for the purposes of the Group Long Term Incentive Plan (LTI Plan 2022-2024) as well as the Group's incentive and remuneration plans under execution. The weighted average purchase price of the shares, equal to 10 million and 500 thousand, was € 18.16. At 10 March 2023, Generali and its subsidiaries then held 50,161,243 treasury shares, representing 3.16% of the share capital.

13 March 2023. Board of Directors: approval of the Annual Integrated Report and Consolidated Financial Statements, the Parent Company Financial Statements Proposal and the Corporate Governance and Share Ownership Report at 31 December 2022 and the Report on Remuneration Policy and Payments

14 March 2023. Release of the results at 31 December 2022

APR 23

28 April 2023. Shareholders' Meeting: approval of the Parent Company Financial Statements at 31 December 2022

MAY 23

24 May 2023. Dividend payout on the share of Assicurazioni Generali

24 May 2023. Board of Directors: approval of the Financial Information at 31 March 2023

25 May 2023. Release of the results at 31 March 2023

AUG 23

- 9 August 2023. Board of Directors: approval of the Consolidated Half-Yearly Financial Report at 30 June 2023
- 9 August 2023. Release of the results at 30 June 2023

NOV 23

- **16 November 2023.** Board of Directors: approval of the Financial Information at 30 September 2023
- **17 November 2023.** Release of the results at 30 September 2023



THE INTEGRATED OVERVIEW OF OUR REPORT

Our story of creating sustainable value continues to be based on the evolutionary adoption of integrated thinking, allowing us to live according to our values and to implement practices and processes aligned with our purpose.

We tell our story adopting a Core & More¹ approach.



The Group's Core report is represented by the Annual Integrated Report, which illustrates, for the benefit of all stakeholders, the business model and the value creation process in a holistic way, integrating financial and non-financial information identified as material.



GROUP ANNUAL INTEGRATED REPORT

It provides a concise and integrated view of the Group's financial and non-financial performance, also pursuant to legislative decree (leg. decree) 254/2016 and Regulation EU 2020/852.

The More reporting includes other Group's reports and communication channels with the aim of providing detailed information intended for a specialized audience or for actors who intend to deepen some specific issues.



ANNUAL INTEGRATED REPORT AND CONSOLIDATED **FINANCIAL STATEMENTS**

It expands the content of the Group Annual Integrated Report, providing details of its financial performance in compliance with national and international regulations.

CORPORATE GOVERNANCE AND SHARE OWNERSHIP REPORT

It outlines the corporate governance system of Assicurazioni Generali and its ownership structure.

REPORT ON REMUNERATION POLICY AND PAYMENTS

It provides specific information on the remuneration policy adopted by the Group and its implementation.

MANAGEMENT REPORT AND PARENT COMPANY FINANCIAL **STATEMENTS**

It provides information on the performance of Assicurazioni Generali, in accordance with currently effective regulations.

GROUP ACTIVE OWNERSHIP REPORT

It reports how the Group implements its engagement policy, including a description of dialogue with investee companies, exercise of voting rights and cooperation with other investors.

CLIMATE-RELATED FINANCIAL DISCLOSURE

It provides investors and other stakeholders with relevant information to assess the adequacy of the Group's approach to climate change and its ability to manage the risks and opportunities it brings.

GREEN BOND REPORT

It outlines the use of proceeds collected from the Generali's green bond issuance and the related impacts in terms of lower GHG emissions.

SUSTAINABILITY BOND REPORT

It outlines the use of proceeds collected from the Generali's sustainability bond issuance as well as the related impacts in terms of lower GHG emissions and the expenses for the social initiatives undertaken..

GREEN INSURANCE-LINKED SECURITIES REPORT

It describes how the freed-up capital coming from the green ILS is allocated and the related impacts in terms of lower GHG emissions.

TAX TRANSPARENCY REPORT

It describes the pillars of Generali sustainable tax outcomes and details the Group Total Tax Contribution, that is the contribution of our companies to the jurisdictions in which they operate in terms of taxes borne and collected.

generali.com

for further information on the Group and the Core and More reporting









^{1.} The Core & More approach was developed by Accountancy Europe, which unites 50 professional organisations from 35 countries that represent one million qualified accountants, auditors and advisors. www.accountancyeurope.eu/ for further information.

CONTACTS

Generali has always seen the establishment of a communicative relationship with its shareholders as fundamentally important. Two specific units have been structured for shareholders relations, based on their fundamental characteristics. The Investor & Rating Agency Relations manages relationships with institutional investors, analysts and rating agencies.

The Shareholders Unit, under the Governance department, as well as being the office dedicated to coordinating shareholder activities for all shareholders, is dedicated to the relationship with retail shareholders. Generali is one of the few companies in Italy that offers a service of this type to support continuous, rigorous and fruitful discussion, in seeking to meet the different needs of a variety of entities to which specific attention is paid in respect to the complexity of the shareholder structure that it represents.

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