

Notice of call of the 2021 Shareholders' Meeting

Milan - The Board of Directors has convened ordinary and extraordinary sessions of the Shareholders' Meeting to be held in Trieste on 26, 28 and 29 April.

In order to minimise travel and public gatherings, the Board has decided to avail itself of the right, introduced by article 106 of the "Cura Italia" decree law 18 of 17 March 2020 (recently extended by the "Milleproroghe" decree law 183 of 31 December 2020, converted with modifications into law 21 of 26 February 2021), to convene the Annual General Meeting without the physical attendance of shareholders and solely in the presence of the Designated Representative.

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

- Financial statements for the year 2020: approval of the financial statements, accompanied by the Report of the Board of Directors, the Statutory Auditors' Report and the External Auditor's Report. Presentation of the consolidated financial statements and of the Annual Integrated Report. Allocation of the profit for 2020 and distribution of dividend.
- Presentation of the Report on remuneration policy and payments: approval of the first section of the Report on remuneration policy and payments, pursuant to Art. 123-*ter*, paragraph 3, of Legislative Decree 58/1998 (CLFI) and articles 41 and 59 of IVASS Regulation no. 38/2018; resolution on the second section of the Report on remuneration policy and payments, pursuant to Art. 123-*ter*, paragraph 6, of the CLFI.
- Group Long Term Incentive Plan (LTIP) 2021-2023: approval of the 2021-2023 LTIP according to article 114-*bis* of the CLFI, and of the authorisation to buy back treasury shares and to freely dispose of them to service remuneration and/or incentive plans.

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

- Group Long Term Incentive Plan (LTIP) 2021-2023: approval of the delegation to the Board of Directors, as per article 2443 of the Italian Civil Code, for five years from the date of the resolution, of the power to increase the share capital, free of charge and in tranches, according to Art. 2439 of the Italian Civil Code, for the purposes of the 2021-2023 LTIP or other remuneration and/or incentive plans.
- Amendments to the Articles of Association with regard to ss. 8.1, 8.4, 8.5, 8.6 and 8.7 on the repeal of the explicit reference to the par value of shares, and s. 9.1 concerning the shareholders' equity items of the Life and Damages Insurance section.

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



eMarket SDIR at the web address www.emarketstorage.com, and on the Company's website www.generali.com.

As from 11 March 2021 for information: www.generali.com/governance/annual-general-meeting/AGM-2021

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

THE GENERALI GROUP

Generali is one of the largest global insurance and asset management providers. Established in 1831, it is present in 50 countries in the world with total premium income of more than € 69.7 billion in 2019. With nearly 72,000 employees serving 61 million customers, the Group has a leading position in Europe and a growing presence in Asia and Latin America. Generali's ambition is to be the Lifetime Partner to its customers, offering innovative and personalized solutions thanks to an unmatched distribution network.