

The 2023 Annual General Meeting approves the 2022 Financial Statements and the distribution of the dividend, and appoints the new Board of Statutory Auditors

Trieste – The ordinary Annual General Meeting of Assicurazioni Generali S.p.A. was held today under the chairmanship of Andrea Sironi.

The Annual General Meeting approved the **2022 Financial Statements** as disclosed to the public, which closed with a net profit of € 2,821 million, setting forth the distribution of a **dividend** of € 1.16 per share to shareholders, to be paid as from 24 May 2023. Shares will trade ex-dividend as from 22 May 2023.

The Annual General Meeting also approved the appointment of Stefano Marsaglia as a member of the Board of Directors to hold office for the financial years ending on 31 December 2023 and 2024, to replace the outgoing Francesco Gaetano Caltagirone.

The **Board of Statutory Auditors** was appointed for the three-year period 2023-2025. The following individuals were appointed as Permanent Auditors: Carlo Schiavone (Chair), Paolo Ratti and Sara Landini. The members of the Board of Statutory Auditors declared that they meet the prerequisites and the criteria established by the law and regulation in force – including the new provisions of the Ministerial Decree 2 May 2022, no. 88 – and the Articles of Association, and meet the independence requirements set forth in art. 148, c.3 of the TUF and the Corporate Governance Code, as implemented by the Company's internal regulations. The Board of Directors, as well as the Board of Statutory Auditors, will carry out the assessments of their respective competencies in compliance with the terms of the law and regulation. The Annual General Meeting also established the annual remuneration for the Chair of the Board of Statutory Auditors at € 180,000.00 gross per annum and for the Permanent Auditors at € 130,000.00 gross per annum, and an attendance fee of € 500.00 gross, for attending each meeting of the Board of Directors and the Board Committees, in addition to the reimbursement of expenses, as cited within scope of performing their duties, and D&O insurance coverage, in alignment with the Company's policies.

The lists from which the members of the new Board of Statutory Auditors were drawn and, the biographies of each elected member, are available on Generali's website (www.generali.com).

The list presented by several UCIs under the aegis of Assogestioni obtained 88.78% of the votes, and the list presented by VM 2006 obtained 5.06%.

The Annual General Meeting also approved the **Report on the Remuneration Policy** and expressed a non-binding positive resolution on the **Report on payments**.

The Annual General Meeting went on to approve the Group **Long Term Incentive Plan (LTIP) 2023-2025**, which provides for the assignment of a maximum 11 million and 300 thousand shares. In light of this, it authorised the purchase of its own shares to make them available to service the remuneration and incentive plans for a maximum 11 million and 300 thousand shares. The purchase authorisation has a duration of 18 months from today, whilst the authorisation for assignment of the shares has no time limit. The purchases of



treasury shares will be carried out in compliance with the conditions relating to trading established in article 3 of Delegated Regulation (EU) 2016/1052, dictated in implementation of the current provisions contained in Regulation (EU) no. 596/2014 and of the Civil Code and, therefore, the minimum purchase price of the shares cannot be lower than the nominal value of the share, in force at the time, and the maximum cannot be more than 5% higher than the reference price recorded on the stock exchange trading day prior to every purchase transaction. The share purchase transactions will be executed, pursuant to Article 144-*bis*, paragraph 1, letters b) and c) of the Issuers' Regulation and other applicable regulatory provisions, in accordance with the operating methods established in the markets' organisation and management regulations, so as to ensure equal treatment for all shareholders.

The Annual General Meeting also approved the **Share Plan for Generali Group employees** (with the exception of the members of the Group Management Committee and the Global Leadership Group), with the aim of promoting the achievement of strategic objectives, a culture of ownership and empowerment and the participation of employees to the Group's sustainable value creation.

To enable the plan, the Annual General Meeting also authorised the purchase and disposal of a maximum of 9 million of treasury shares, for a period of 18 months. Also in this case, the purchases of treasury shares will be carried out in compliance with the same conditions detailed above.

Finally, the Annual General Meeting approved the modification of fees for the statutory audit assignment in favour of the auditing firm KPMG S.p.A. specifically for the statutory audit of Generali's accounts for each of the financial years ending on, and between, 31 December 2022 and 31 December 2029.

Please note that Generali and its subsidiaries currently own 17,059,872 treasury shares, equal to 1.09% of the Company's share capital.

GENERALI GROUP

Generali is one of the largest global insurance and asset management providers. Established in 1831, it is present in over 50 countries in the world, with a total premium income of € 81.5 billion in 2022. With 82,000 employees serving 68 million customers, the Group has a leading position in Europe and a growing presence in Asia and Latin America. At the heart of Generali's strategy is its Lifetime Partner commitment to customers, achieved through innovative and personalised solutions, best-in-class customer experience and its digitalised global distribution capabilities. The Group has fully embedded sustainability into all strategic choices, with the aim to create value for all stakeholders while building a fairer and more resilient society.