



## ASSICURAZIONI GENERALI S.P.A.

Company founded in 1831 in Trieste.  
Registered office in Trieste. Piazza Duca degli Abruzzi 2  
Share Capital Euro 1,586,833,696.00, fully paid up.  
Tax Code and Registration with the  
Companies Register of Venezia Giulia no. 00079760328.  
Registered under number 1.00003 of the Register of Insurance and Reinsurance Companies.  
Parent company of the Generali Group, registered under no. 026 of the Register of Insurance Groups.  
Certified email address: [assicurazionegeneralis@pec.generaligroup.com](mailto:assicurazionegeneralis@pec.generaligroup.com)

# NOTICE OF CALL OF THE GENERAL MEETING

In accordance with decree law no. 18 of 17 March 2020 (the "Decree"), converted with law no. 27 of 24 April 2020 (its effects have been extended by decree law no. 198 of 29 December 2022, converted by Law no. 14 of 24 February 2023), the Company has decided to avail itself of the right, introduced by article 106 of the Decree, to convene the Annual General Meeting without the physical attendance of the shareholders and exclusively through the presence of the Designated Representative. The agenda and the procedures for the meeting are set out below.

Shareholders are called to a General Meeting at Palazzo Berlam, Trieste, piazza Duca degli Abruzzi 1 on

- **26 April 2023 at 9.00 am:** in ordinary session (first call), and, if necessary, on
- **28 April 2023 at 9.00 am:** in ordinary session (second call)

to pass resolutions on the following

## AGENDA

### 1. 2022 Financial Statements.

- a) Approval of the separate financial statements as at and for the year ended 31 December 2022, accompanied by the Directors' Report, the Statutory Auditors' Report and the External Auditor's Report. Presentation of the consolidated financial statements and of the Annual Integrated Report. Resolutions pertaining thereto and arising therefrom. Delegation of powers.
- b) Allocation of the 2022 profit and distribution of dividends. Resolutions pertaining thereto and arising therefrom. Delegation of powers.

### 2. Appointment of a member of the Board of Directors.

- a) Appointment of a member of the Board of Directors to hold office for the financial years ending on 31 December 2023 and 2024, pursuant to s. 2386 of the Italian Civil Code.

### 3. Appointment and remuneration of the Board of Statutory Auditors and its Chair for 2023-25.

- a) Appointment of the Board of Statutory Auditors and its Chair to hold office for the financial years ending on 31 December 2023, 2024 and 2025. Resolutions pertaining thereto and arising therefrom.
- b) Determination of the annual remuneration of the Statutory Auditors for the financial years ending on 31 December 2023, 2024 and 2025.

**4. Presentation of the Report on remuneration policy and payments.**

- a) Approval of the first section of the Report on remuneration policy and payments, pursuant to s. 123-*ter*, paragraph 3, of legislative decree 58/1998 (CLFI) and ss. 41 and 59 of IVASS Regulation no. 38/2018. Resolutions pertaining thereto and arising therefrom. Delegation of powers.
- b) Resolution on the second section of the Report on remuneration policy and payments, pursuant to s. 123-*ter*, paragraph 6, of the CLFI. Resolutions pertaining thereto and arising therefrom.

**5. Group Long-Term Incentive Plan (LTIP) 2023-2025.**

- a) Approval of the 2023-2025 LTIP pursuant to s. 114-*bis* of the CLFI. Resolutions pertaining thereto and arising therefrom. Delegation of powers.
- b) Approval of the authorisation to buy back own shares and to freely dispose of them for the purposes of remuneration and incentive plans. Resolutions pertaining thereto and arising therefrom. Delegation of powers.

**6. Share Plan for Generali Group employees.**

- a) Approval of the new Plan pursuant to s. 114-*bis* of the CLFI after cancelling the plan approved by the 2022 Annual General Meeting. Resolutions pertaining thereto and arising therefrom. Delegation of powers.
- b) Approval of the authorisation to buy back own shares and to freely dispose of them for the purposes of incentive plans. Resolutions pertaining thereto and arising therefrom. Delegation of powers.

**ADDITIONS TO THE AGENDA**

Shareholders representing, individually or jointly, at least 2.5% of the share capital may request, within 10 days of the publication of **the notice of call, i.e., by 25 March 2023**, additions to the list of items on the agenda (by specifying in their application the additional items they suggest), or submit draft resolutions on the items already on the agenda. The application must be submitted in writing and delivered to the registered office for the attention of the Head of Corporate Affairs, either through the postal service or via email to the certified email address **azioni@pec.generalicom**. Proof of ownership of the shares by applicant Shareholders and of the required shareholding to request additions to the agenda must be demonstrated by a specific document produced by the authorised intermediary and sent to the certified email address **azioni@pec.generalicom**. Additions to the list of items on the agenda are not permitted for items for which the meeting is required by law to deliberate on the Directors' proposal or on the basis of projects or reports drafted by them. Any additions to the agenda or the submission of additional draft resolutions for items already on the agenda will be notified in the same manner

as that required by law for the notice of call, within the deadlines specified in applicable regulations. Shareholders requesting additions to the agenda are required to draft a report stating the reasons for the draft resolutions regarding the new items that they propose, or the reasons for the additional draft resolutions on items already on the agenda. This report must be submitted to the Board of Directors by the deadline for the submission of requests for additions. The report will be made available to the public, together with any evaluations by the Board of Directors, when the notice of additional items is published.

**INDIVIDUAL PROPOSALS FOR RESOLUTIONS**

Due to the fact that the intervention at the Annual General Meeting is to be exclusively through the Designated Representative, in accordance with art. 126-*bis*.1.iii of the CLFI, parties with voting rights may, no later than **11 April 2023**, individually submit proposals for resolutions on the items on the agenda, by sending them – given the above-mentioned need for prudence – via email to the Designated Representative's address **generali**



@pecserviziotitoli.it, and to **azioni@pec.generalitaly.com**, entering the words “General Meeting 2023 – individual proposal for resolutions” in the subject line of the email. The proposals must contain the text of the resolution and must be accompanied by information demonstrating the identity of the presenter and the percentage of share capital held on the date of submission, as well as by the references of the notice sent by the intermediary to the Company pursuant to art. 43 of the Unified Decree on Post-Trading Banca d’Italia/ Consob of 13 August 2018. Pertinent proposals that have been correctly submitted will be made available to the public by the Company on the website **www.generalitaly.com**, in the section *Governance/AGM 2023*, and with the other applicable procedures. The deadline for the submission of said proposals, set to coincide with the deadline for the publication of requests for additions and proposals for resolutions as set out in art. 126-bis.1.i of the CLFI, enables parties interested in submitting individual proposals to consider the material published by the Company in relation to the items on the agenda and, at the same time, allows the Designated Representative to adapt, where necessary, the forms for granting proxies pursuant to art. 135-undecies and art. 135-novies of the CLFI, so that parties entitled to vote may, for the purposes of issuing their voting instructions, assess, simultaneously and in time, all of the requests and proposals put forward.

## APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

With regard to the appointment of the Board of Statutory Auditors, which will take place on the basis of lists of candidates, the reader is referred to s. 37 of the Articles of Association, published in the Governance section of the Company website, and is advised of the following:

### Legitimate right to present lists

Shareholders are entitled to present lists of candidates if they represent a total of at least 0.5% of the company’s share capital, alone or jointly with others. Ownership of the minimum interest required for submission of lists is determined on the basis of the shares registered in the shareholder’s name on the date on which the lists are filed with the Company.

Shareholders with voting rights, the companies directly or indirectly owned by them, and the companies directly or indirectly owned by the same party may join forces to present and vote for one single list; if this principle is violated, their support for the lists shall not be taken into consideration.

### Relationships

Pursuant to s.144-sexies par. 4.b of the Regulation enacting CLFI, concerning governance of issuers adopted by the Consob with resolution no. 11971 of 14 May 1999 as subsequently amended (Issuers’ Regulation) and by CONSOB communication no. DEM/9017893 of 26 February 2009, it is recommended that shareholders who intend to present minority lists should file, with the list and the additional documentation required by s. 37 of the Articles of Association, a declaration attesting the absence of relationships, direct or indirect, as per s. 144-quinquies of the Issuers’ Regulation, with the shareholder owning the relative majority (Mediobanca Banca di Credito Finanziario S.p.A.). The declaration shall also specify any relationships that may exist, if significant, with the relative majority shareholder, if identifiable, and the reasons why these relationships have not been considered to determine the existence of such connections, or it shall declare the absence of any such relationships.

### Methods and deadlines for presentation and publication of lists

The lists, signed by the entitled Shareholder(s) and including the information about the shareholders submitting them, details of the total percentage shareholding held by them, and the documentation required pursuant to s. 37 of the Articles of Association must be filed at the Company’s registered office, to the attention of the Head of the Corporate Affairs, or sent to the certified e-mail address: **azioni@pec.generalitaly.com**, within the 25<sup>th</sup> calendar day before the date of the first call of the Shareholders Meeting, i.e. **1 April 2023, by 5.00 pm**. If on the date of expiry of the above term only a single list or lists presented by interconnected shareholders have been filed, lists may be presented up until 4 April 2023. In this case, Shareholders who alone or together with other Shareholders collectively represent at least 0.25% of the shares with voting rights



at the ordinary general meeting are entitled to present lists. The lists will be made available to the public by 5 April 2023 at the company's registered office, at Borsa Italiana S.p.A. and on the company website, [www.generali.com](http://www.generali.com), under *Governance/AGM 2023*. The certificate proving ownership of the minimum shareholding required to submit lists must be evidenced by a specific communication produced by the depositary intermediary and sent to the certified e-mail address [azioni@pec.generali.com](mailto:azioni@pec.generali.com), and may also be produced after filing, but not later than the closing date for the publication of the lists, i.e. 5 April 2023; otherwise the list will be deemed not to have been submitted. For organisational reasons, it is recommended that Shareholders send the aforementioned documentation by and no later than 1.00 pm on the final day of 5 April 2023.

## DOCUMENTATION

The full text of the draft resolutions and the Board of Directors' reports on the items on the agenda, the related annexes, the 2022 financial statements with all of their annexes and statements signed by the Director in charge of preparing the financial reports of the Company, the report on the new incentive plan for Generali Group management, the report on the share ownership plan for the employees of the Generali Group, the annual Corporate Governance and Share Ownership Report and the Remuneration Report are filed, as required by law, at the registered office of the Company, and are available upon request to anyone, with the right to obtain copies. The availability of the aforementioned documents is also guaranteed, as required by law, on the Company website, [www.generali.com](http://www.generali.com), in the section *Governance/AGM 2023*, together with the forms that Shareholders may use to vote by proxy, as indicated below, and on the eMarket SDIR centralised regulated information storage mechanism managed by Teleborsa S.r.l., at [www.emarketstorage.com](http://www.emarketstorage.com). Information on the share capital, with details on the number and categories of shares, is also available on the website of the Company.

## RIGHT TO SUBMIT QUESTIONS

Those entitled to vote may submit questions about the items on the agenda before the

General Meeting, in accordance with s.127-ter, par. 1-bis of the CLFI, no later than the record date (**17 April 2023**), which corresponds to the 7<sup>th</sup> market trading day before the date of the first call, by sending their questions to the registered office of the Company for the attention of the Head of Corporate Affairs or via the email address [azionisti@generali.com](mailto:azionisti@generali.com) or the certified email address [azioni@pec.generali.com](mailto:azioni@pec.generali.com) in accordance with the terms and conditions set out in the procedure published on the Company's website [www.generali.com](http://www.generali.com) in the section *Governance/AGM 2023*. Replies will be provided by the Company **by 24 April 2023 by means of publication in a specific section of the website**, in order to allow those entitled to cast their vote to take the feedback provided by the Company into consideration. Proof of the right to vote may be provided by means of the notice specified below even after the submission of requests, provided that this is no later than the third day following the registration date, i.e., **by 20 April 2023**. The Company may provide a single response to questions with the same content.

No response is due, not even in the AGM, to questions put forward prior to the meeting, when the information requested is already available in the FAQ section of the Company's website or when the answer has been published in the legally required manner.

## ENTITLEMENT TO ATTEND THE MEETING

Entitlement to attend the Annual General Meeting and to exercise voting rights is demonstrated by a statement that must be issued to the Company by an authorised intermediary in accordance with the relevant accounting records for the person that holds voting rights. The statement is issued by the intermediary based on the evidence as at the record date (17 April 2023), corresponding to the seventh market trading day before the date of the meeting on first call.

Debit and credit entries made after that date will not be taken into account for the purpose of establishing the right to vote; therefore, those who became shareholders after that date will not be entitled to attend or vote. Owners of shares that have not yet been computerised may only attend the Annual General Meeting if their share certificates have first been filed with a party authorised to input them into the



computerised system for subsequent communication by the authorised intermediary.

Attendance by shareholders at the Annual General Meeting is governed by current law and regulations, and by the provisions of the Articles of Association and the Annual General Meeting Regulation, which are available at the registered office of the Company and on its website.

## MEETING ATTENDANCE

In accordance with the Decree, pursuant to art. 106, entitled parties will only be permitted to attend and vote at the Annual General Meeting through the designated representative pursuant to article 135-*undecies* of the CLFI. Specifically, shareholders with voting rights must therefore grant the power of representation and voting instructions to Computershare S.p.A., via Nizza, 262/73, 10126 - Turin, the Representative designated for this purpose by the Company pursuant to art. 135-*undecies* of the CLFI, in accordance with the provisions of the applicable legislation.

The members of the corporate bodies, the secretary, the representatives of the external auditors and the Designated Representative will be assured of the possibility to participate in the General Meeting remotely.

The power of representation is granted by signing the relevant form, available on the Company's website in the section *Governance/AGM 2023*. The proxy form must be received by Computershare S.p.A. by the end of the second market trading day before the actual date of the AGM (expected to be 28 April 2023), in accordance with the procedure specified in point 1 of the Instructions for form compilation and submission set out in the form itself. **In order to facilitate the sending of the proxy and voting instructions, it will be possible to fill out and send the form online with a guided procedure until 12.00 (noon) on 27 April 2023, from section of the Assicurazioni Generali website dedicated to the AGM.**

The proxy does not cover draft resolutions for which no voting instructions have been given. The proxy and voting instructions may be revoked within the same deadline and using the same procedures as those used to grant the proxy.

The statement issued to the Company by

the intermediary, certifying the right to attend the meeting and exercise voting rights, is necessary: in the absence of this statement, the proxy shall be deemed null and void. The Designated Representative may, in lieu of the original, deliver or send a copy of the proxy form to the Company, attesting under their own responsibility that the copy is a true copy of the original and that the identity of the delegating party is correct. Pursuant to applicable legislation, the Designated Representative must retain the original proxy forms and details of any voting instructions received for one year from the end of the Annual General Meeting.

The proxy may also be granted with an electronic document signed electronically pursuant to article 21.2 of Legislative Decree no. 82 of 7 March 2005, and sent to the certified email address [general@pecserviziotitoli.it](mailto:general@pecserviziotitoli.it).

Without prejudice to the need for a proxy to be granted to the Designated Representative, the Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-*novies* of the CLFI, also in derogation of the provisions of art. 135-*undecies*.4, of the CLFI. The proxy form available on the Company website may be used to grant such proxies.

Proxy forms, together with voting instructions, may only be sent to the Designated Representative.

## ARRANGEMENTS

The Company offers an ever broader and inclusive spectrum of stakeholders the opportunity to follow this key institutional communication event, through the following services:

- **Live streaming service.** It will be possible to follow the opening reports of the top management of the Company and, for shareholders entitled to attend the meeting, the full proceedings via a live video streaming service.
- **Shareholders' Meeting Extended Inclusion (SMEI) programme.** As part of the programme to limit physical, communication, and sensory barriers, it will be possible to use the live streaming service in Italian and also through a simultaneous translation in English, French, German, Spanish and Italian sign language, and also with Italian captions.



Instructions for access to the streaming service and the SMEI services are provided on the company website [www.generalicom](http://www.generalicom) in the section *Governance/AGM 2023*.

- **Useful contacts.** Further information or clarifications about shareholder attendance at the AGM may be obtained by sending an email to [azionisti@generalicom](mailto:azionisti@generalicom) and via telephone at +39.040.671621, +39.040.671696 or fax +39.041.3362876; other persons wishing to attend the meeting may use the following contacts: for financial experts and analysts: telephone +39.040.671402, fax +39.040.671338 and email [ir@generalicom](mailto:ir@generalicom); for journalists: telephone +39.02.43535014, fax +39.040.671127 and email [media@generalicom](mailto:media@generalicom).

## INFORMATION ON SHARE CAPITAL

The subscribed and paid-in share capital is EUR 1,586,833,696.00 represented by 1,586,833,696 ordinary shares with no par value. Each share confers the right to one vote. On the date of publication of this notice, the Company and the companies it controls hold 50,161,243 Assicurazioni Generali S.p.A. Shares, equal to 3.16% of share capital.

Milan, 13 March 2023

**On behalf of the Board of Directors**

The Chair  
(Andrea Sironi)