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INDEX No. 97119

FILE No. 16334

MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING

The Republic of Italy

This seventh day of May two thousand nineteen

7 May 2019

in Trieste, at my office, Via San Nicolò 13.

The following persons appeared before me, **DANIELA DADO**, Notary Public in Trieste, enrolled in the Register

of Notaries Public of Trieste:

- **GIANCARLO FANCEL**, born in Portogruaro (Italy) on 26 September 1961, Chairman of the Board of Directors of "**BANCA GENERALI - Società per Azioni**", with registered office in Trieste, at Via Machiavelli 4, tax code and registration number with the Registrar of Companies of Venezia Giulia 00833240328, authorised share capital of 119,378,836.00 euros (one hundred nineteen million, three hundred seventy-eight thousand, eight hundred thirty six point zero zero), subscribed and paid-up share capital of 116,851,637.00 euros (one hundred sixteen million, eight hundred fifty one thousand, six hundred thirty-seven point zero zero) divided into 116,851,637 shares of a nominal value of 1.00 euro (one point zero zero) each, registered with the Bank Register under No. 5358, Parent Company of the Banca Generali Banking Group registered with the Banking Group Register, a bank which is a member of the Interbank Deposit Protection Fund (Fondo Interbancario di Tutela dei Depositi) and a company subject to management and coordination by Assicurazioni Generali S.p.A.;
- **DOMENICA LISTA**, born in Bari (Italy) on 24 September 1973, Manager and Secretary of the Company's Board of Directors, both with address for service at the Company's registered office.

The persons present, of whose personal identity I, the Notary Public, am certain, state that they have requested me to draw up the minutes of the Ordinary Shareholders' Meeting of the indicated Company, held on:

18 (eighteenth) April 2019 (two thousand nineteen)

started at nine and thirty minutes a.m., at the registered office of "ASSICURAZIONI GENERALI - Società per Azioni", located at Via Machiavelli 6, Trieste.

I the Notary comply with the request and, after the minutes have been drawn up, acknowledge the points set out below, stating that, merely for convenience of presentation, the present indicative tense will be used, even though the events referred to took place on 18 (eighteenth) April 2019 (two thousand nineteen).

Registered in:
TRIESTE
on 8 May 2019
No. 4016
Series 1T
€200.00

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Pursuant to Article 12 of the Articles of Association and Article 8 of the Shareholders' Meeting Rules, the Shareholders' Meeting is chaired by the CHAIRMAN OF THE BOARD OF DIRECTORS of the Company, Giancarlo Fancel, who invites me to attend the Ordinary Shareholders' Meeting, at first call, of the said Company, so as to record the proceedings thereof, as set forth below, at the aforesaid venue where, following notice of calling, the Shareholders have convened.

Therefore, he welcomes all the attendees and points out that the role played by me, the Notary, does not preclude the assistance of the Secretary whom he, pursuant to Article 12, paragraph 3, of the Articles of Association, and Article 10 of the Shareholders' Meeting Rules, appoints in the person of the Secretary of the Board of Directors, Domenica Lista, whose general data are set forth above, and whom he welcomes. The Chairman then proceeds to discharge the preliminary formalities related to the General Shareholders' Meeting held this day.

The CHAIRMAN formally points out:

that, pursuant to Article 125-bis of Legislative Decree No. 58 of 24 February 1998 and Article 9 of the Articles of Association, the notice of calling of the General Shareholders' Meeting scheduled for 18 April 2019 (ordinary session, first call) and 19 April 2019 (ordinary session, second call) was published on the corporate website www.bancagenerali.com, on the website of Borsa Italiana S.p.A. and through the authorised storage mechanism www.emarketstorage.com on 18 March 2019;

that, the calling of the General Shareholders' Meeting was also announced by publishing the notice of calling on the Company's website and, an excerpt of the notice on the Italian daily *Il Sole 24 Ore* on 18 March 2019;

that the notice of calling was also disclosed to the market through dissemination of the related press release on that same date;

that, as soon as the Secretariat terminates its activities, the number of parties entitled to attend the Shareholders' Meeting, the number of the shares registered and the percentage of share capital they represent will be announced;

that, for the intents and purposes of the structural and functional quora of this Shareholders' Meeting, the Company's current subscribed and paid-up share capital amounts to 116,851,637.00 euros (one hundred sixteen million, eight hundred fifty-one thousand, six hundred thirty-seven point zero zero) and is represented by 116,851,637 ordinary shares of a nominal value of 1.00 euro (one point zero zero) each;

that at 9 April 2019 (record date), Banca Generali holds 926,211 own shares;

that, pursuant to Article 2368, paragraph 1, of the Italian Civil Code, the Ordinary Shareholders' Meeting is deemed to be validly constituted, at first call, if at least half the Company's overall voting stock is represented at the said meeting – therefore excluding shares with no voting rights therein – and may pass resolutions by absolute majority of the voting stock represented at the meeting, without prejudice to the cases in which a different majority is required by regulatory or statutory provisions;

that the Directors' reports on the motions concerning the items placed on the Agenda, drawn up pursuant to Article 125-ter of Legislative Decree No. 58 of 24 February 1998, were made available to the public on the corporate website and filed with the Company's registered office, the operating offices in Milan, at Piazza Tre Torri 1, and Borsa Italiana S.p.A., as well as through the authorised storage mechanism (www.emarketstorage.com);

that the disclosure obligations imposed under Articles 73, 77, paragraphs 1 and 2-bis, 84, paragraphs 1 and 2, 84-bis, 84-ter and 84-quater of the Consob Regulation approved by Resolution No. 11971 of 14 May 1999, as further amended and extended, have been duly fulfilled.

The CHAIRMAN Giancarlo Fancel goes on to point out:

that the members of the Board of Directors attending, in addition to the Chairman attending, include Chief Executive Officer and General Manager Gian Maria Mossa and Directors Cristina Rustignoli, Giovanni Brugnoli, Anna Gervasoni, Massimo Lapucci, Annalisa Pescatori and Vittorio Emanuele Terzi;

that Director Azzurra Caltagirone, not present, provided justification for non-attendance;

that all the members of the Board of Statutory Auditors are present: Massimo Maria Cremona (Chairman), Mario Francesco Anaclerio and Flavia Daunia Minutillo (Acting Auditors); the Chairman therefore welcomes all the Directors and Statutory Auditors;

that the Shareholders' Meeting is also attended by Società Amministrazioni Fiduciarie – SPAFID S.p.A, appointed by the Company pursuant to Article 135-undecies of Legislative Decree No. 58/1998;

that the Shareholders' Meeting is also attended by some managerial staff of the General Management and other Bank personnel in charge of General Shareholders' Meeting proceedings, as mere observers, without rights to take the floor and vote pursuant to Article 4 of the Shareholders' Meeting Rules. Pursuant to the said Article of the Shareholders' Meeting Rules, the Representative of the Independent Auditors and several guests, including some journalists, are also allowed to attend the Meeting in a separated room connected to the Meeting venue through a CCTV;

that, pursuant to Article 6 of the Shareholders' Meeting Rules, and solely for the purpose of streamlining the task of drawing up the minutes of the Shareholders' Meeting, the related proceedings are audio recorded;

that, as per the *Shareholders' Register*, and the notices received pursuant to Article 120 of Legislative Decree No. 58 of 24 February 1998, as well as other available information, the following persons and parties hold, either directly or indirectly through intermediaries, trustees or subsidiaries, more than a 3% interest in the Company's share capital:

- **Assicurazioni Generali S.p.A.**, which indirectly holds a total of 58,626,146 shares, representing 50.1714% of share capital and 50.5723% of voting stock, of which: 38,573,769 shares are held through the subsidiary Generali Italia S.p.A., which therefore holds a 33.0109% stake in the overall share capital and 33.2746% of the voting stock; 11,110,000 shares are held through the subsidiary Generali Vie S.A., which therefore holds a 9.5078% stake in the overall share capital and 9.5837% of the voting stock; 5,629,073 shares are held through the subsidiary Genertellife S.p.A., which therefore holds a 4.8173% stake in the overall share capital and 4.8558% of the voting stock; 2,805,373 shares are held through the subsidiary Alleanza Assicurazioni S.p.A., which therefore holds a 2.4008% stake in the overall share capital and 2.4200% of the voting stock; and 507,931 shares are held through the subsidiary Genertel S.p.A, which therefore holds a 0.4347% stake in the overall share capital and 0.4382% of the voting stock;
- **Allianz Global Investors GMBH**, which holds a total of 5,835,868 shares representing 4.994% of overall share capital and 5.034% of the voting stock;

that, to the best of the Company's knowledge, no Shareholders' agreements are currently in place.

The Shareholders present are therefore invited to disclose the existence of any Shareholders' agreements within the meaning of Article 122 of Legislative Decree No. 58 of 24 February 1998, reminding them that any and all parties bearing voting rights shall not be entitled to exercise the same in the event where they have failed to disclose and deposit all the Shareholders' agreements within the meaning of Article 122, paragraph 1, of Legislative Decree No. 58 of 24 February 1998. No disclosure is made in such regard by the Shareholders present;

that, pursuant to Article 5 of the Shareholders' Meeting Rules, the Chairman, acting through his representatives, ensures that the validity of the proxies is checked as required by the applicable law; participants are therefore formally requested, regardless of the checks that shall in any event be made, to report any ineligibility to vote pursuant to the legislation. None of the attendees disclose any such ineligibil-

ity;

that, pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998, the Company has appointed Società per Amministrazioni Fiduciarie – SPAFID S.p.A. to act as the representative to whom Shareholders were entitled to forward their proxy forms. The aforementioned company points out that it has received no proxies;

that the persons who did not carry out the control procedures, make such fact known to the relevant attendees present at the General Shareholders' Meeting;

that the personal data collected at the time of admission to the Shareholders' Meeting and by means of audiovisual recording devices will be processed by the Company, both on electronic media and in hard-copy form, for the sole purpose of ensuring that the proceedings of the Shareholders' Meeting are conducted smoothly and that the minutes thereof are properly recorded. That a list of names of attendees, both in person or by proxy, complete with all the data required under current regulations, shall be attached to the minutes of the Shareholders' Meeting as an integral part thereof. He points out that the said list will be published and notified in compliance with statutory obligations, as well as made available on the Company's website (www.bancagenerali.com), together with the minutes of all Shareholders' Meetings held in recent years. He also adds that any and all persons interested in exercising the rights arising under applicable regulatory provisions, including the right to request and require any and all data pertaining to them to be updated, corrected or integrated, may do so by contacting Banca Generali's Data Protection Officer, who is placed in charge of liaising with data subjects.

Having reported to the Shareholders' Meeting that a monitoring system has been set up to check the number of attendees leaving the meeting, so that the exact number of those present may be determined at all times, the CHAIRMAN requires the attendees who do leave the meeting prior to the end of the proceedings to turn in, to officials at the exit, the pass handed to each of them at the time of admission.

Furthermore, the CHAIRMAN points out:

that any and all attendees leaving the meeting may issue a written proxy, it being understood that they are invited to report, together with such proxies, to the officials appointed by the Chair for completing the required registration formalities;

that, without prejudice to the provisions set forth in Article 6, paragraph 2, of the Shareholders' Meeting Rules, the use of cameras, video-recording devices and the like, as well as audio recording devices and/or mobile phones, is not permitted in the meeting room, without the Chairman's specific prior

consent;

that voting will take place by a show of hands in the following order: in favour, against, abstaining and not voting, with shareholders against the proposal and those abstaining required to vote at the same time using the swipe card, at the special station, unless the CHAIRMAN considers it useful or appropriate, from time to time, to use another voting system provided for by Article 25 of the Shareholders' Meeting Rules; those entitled to vote are reminded that, if necessary, assistance with using the swipe card can be provided by any of the scrutineers present in the hall;

that the exits would be closed before each vote and would remain closed until the end of voting operations.

He goes on to point out:

that, pursuant to applicable provisions, the number of shares deposited for the purposes of this Shareholders' Meeting was found to coincide with disclosures required under law;

that it was found that any and all attendees entitled to participate, both in person or by proxy, and representing more than 3% of the voting stock are entitled to vote;

that it was also found that any and all attendees representing a qualified shareholding according to the Legislative Decree No. 385/1993 are entitled to vote;

that, it being forty-two past nine a.m., 469 persons or entities entitled to participate in the Shareholders' Meeting, in person or by proxy, are present in the room, representing a total of 91,549,741 shares bearing the right to the same number of votes representing 78.35% of the share capital made up of 116,851,637 shares, it being understood that the share capital represented at the meeting by Shareholders, both in person or by proxy, shall be updated at each ballot;

that the list of names of attendees who have completed the registration formalities for admission to the Shareholders' Meeting – where votes exercised in person are distinguished from those exercised by proxy – is included in the document attached hereto as **Schedule "A"**; the document also indicates the time at which each individual Shareholder entered the room, and the time at which attendees, leaving the meeting before the end of the proceedings, exited the room, together with the names of proxy holders and their proxy granters, as well as the names of any parties voting in their capacity as pledgee, contango broker or usufructuary, in addition to the number of shares covered by the notice issued by the intermediary to the issuer within the meaning of Article 83-*sexies* of Legislative Decree No. 58/1998, and any and all data required pursuant to applicable regulations, especially Consob Regulation adopted by Resolution No. 11971 of 14 May 1999, as further amended and extended.

At this point, the CHAIRMAN declares the Shareholders' Meeting

validly constituted at first call, within the meaning of the Article 2368 of the Italian Civil Code and Article 8 of the Articles of Association, and empowered to pass binding resolutions on the items placed on the Agenda which he reads:

AGENDA

1. **Approval of the Financial Statements at 31 December 2018, accompanied by the Directors' Report on Operations, the Statutory Auditors' Report and the Independent Auditors' Report. Allocation of net profit for the year, presentation of the Consolidated Financial Statements and the Annual Integrated Report; relevant and ensuing resolutions.**
2. **Remuneration Report: Banking Group's Remuneration and Incentivisation Policies and Report on the Application of Remuneration Policies in 2018; relevant and ensuing resolutions.**
3. **Proposal to raise the ratio between the variable and fixed components of remuneration to 2:1; relevant and ensuing resolutions.**
4. **Approval of the 2019 long-term incentive plan pursuant to Article 114-bis of Legislative Decree No. 58/1998; assignment of powers; relevant and ensuing resolutions.**
5. **Approval of a network Loyalty Plan for 2019 pursuant to Article 114-bis of Legislative Decree No. 58/1998; assignment of powers; relevant and ensuing resolutions.**
6. **Approval of the share-based Incentivisation System pursuant to Article 114-bis of Legislative Decree No. 58/1998; assignment of powers; relevant and ensuing resolutions.**
7. **Authorisation to buy back and dispose of treasury shares in service of remuneration policies; assignment of powers; relevant and ensuing resolutions.**

Before presenting and discussing the items on the Agenda, the Chairman also informs that no shareholders exercised the right to ask questions on the items on the Agenda pursuant to Article 127-ter of TUF, with the exception of the EDIVA representative.

After having illustrated to all Shareholders the organisational procedure for the participation in the meeting, the CHAIRMAN invites, in accordance with Article 16 of the Shareholders' Meeting Rules, all persons and parties entitled to take the floor to submit written questions, with an indication of the items on the Agenda to which their statements will pertain.

In such regard, he underlines that, pursuant to Article 2375, paragraph 1, of the Italian Civil Code and Article 16 of the Shareholders' Meeting Rules, the aforesaid questions must be consistent with the items placed on the Agenda.

Moreover, in order to allow for the smooth conduct of the proceedings of the Shareholders' Meeting and to enable all those who intend to take the floor to do so, he reminds the attendees that, pursuant to Article 19 of the Shareholders' Meeting Rules, entitled persons and parties may speak for no

more than ten minutes on any given item.

The CHAIRMAN also reports that the document illustrating the internal policies regarding controls on risk assets and conflicts of interest in respect of related parties, under the New Prudential Supervisory Provisions Concerning Banks issued by the Bank of Italy, has been updated compared to previous versions and published on the Company's website (www.bancagenerali.com) and a copy is also available on the Chairman's desk.

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The Chairman then moves on to deal with the **first item** on the Agenda of this Shareholders' Meeting (Approval of the Financial Statements at 31 December 2018, accompanied by the Directors' Report on Operations, the Statutory Auditors' Report and the Independent Auditors' Report. Allocation of net profit for the year, presentation of the Consolidated Financial Statements and the Annual Integrated Report; relevant and ensuing resolutions).

In this regard, he reminds:

that the documents pertaining to the Consolidated and Separate Financial Statements, the Report on Corporate Governance and Ownership Structure, and the Consolidated Non-financial Statement pursuant to Legislative Decree No. 254/2016 (included in the Annual Integrated Report), as well as all other documents specified under Article 2429 of the Italian Civil Code and Article 154-ter of the Legislative Decree No. 58 of 1998 have been filed, as established by law, with the Company's registered office in Trieste, at Via Machiavelli 4, its operating offices in Milan, at Piazza Tre Torri 1, and Borsa Italiana S.p.A., as well as on the authorised storage mechanism at www.emarketstorage.com. The said documents have also been made available on the Company's website;

that materials distributed to attendees contain the aforesaid documents, including the Annual Integrated Report, which comprises the consolidated Report on Operations, the Separate Report on Operations of the Company and the Non-Financial Statement drawn up pursuant to Legislative Decree No 254/2016, for which the law does not require a further Shareholders' approval. This document therefore includes Banca Generali Group's Consolidated Financial Statements for 2018, approved by the Board of Directors, and the Consolidated Non-Financial Statement, for which the law does not require a further Shareholders' approval. He also reminds that Article 123-bis of TUF requires the Directors' Report on Operation of entities issuing securities listed for trading on regulated markets to contain a specific section entitled "Report on Corporate Governance and Ownership Structure". He informs that this report - drawn up in accordance with the format issued by Borsa Italiana S.p.A. and setting forth the detailed information specified in

the same Article, including, *inter alia*, information on whether or not Banca Generali has adopted the Corporate Governance Code recommended by the Corporate Governance Committee – was prepared as a separate document, approved by the Board of Directors and published together with the Financial Statements. This report is available under the section *Corporate Governance* of the Banca Generali's website (www.bancagenerali.com) to which reference is made for all detailed information.

The CHAIRMAN formally points out, as required pursuant to Consob Notice No. DAC/RM/96003558 of 18 April 1996, that the auditing firm BDO Italia S.P.A., appointed as independent auditors in charge of auditing the Consolidated and Separate Financial Statements for the year ended 31 December 2018, and the limited review of Half-Yearly Consolidated and Separate Financial Statements, as well as checking that the Company's 2018 books and accounts are properly kept and that operations are accurately reported therein, provided its services of 2,106 man-hours, including:

- 1,327 hours in respect of the Separate Financial Statements;
- 185 hours in respect of the Consolidated Financial Statements;
- 332 hours for checking that the Company's books and accounts are properly kept and that operations are accurately reported therein;
- 262 hours for the limited review of the Condensed Half-yearly Separate and Consolidated Financial Statements at 30 June 2018.

The CHAIRMAN goes on to point out:

that the amount accrued in respect of the aforesaid activities undertaken by the independent auditors, excluding VAT and expenses, totalled 155,500 euros, including: 96,000 euros in respect of the Separate Financial Statements; 13,000 euros in respect of the Consolidated Financial Statements; 22,500 euros for checking that the Company's books and accounts are properly kept and that operations are accurately reported therein; and 24,000 euros for the limited review of the Condensed Half-yearly Separate and Consolidated Financial Statements at 30 June 2018. Moreover, the amount – excluding VAT and expenses – accrued by the auditing firm BDO Italia S.P.A. in respect of other activities undertaken during the financial year includes: 14,500 euros for the limited review of the Company's Separate and Consolidated Interim Reports at 31 March 2018 and 30 September 2018 in order to determine the interim profit for the purposes of calculating the Common Equity Tier 1; 8,000 euros for auditing Banca Generali S.p.A.'s half-yearly Reporting Package at 30 June 2018, which was prepared for the purposes of consolidation by the parent company Assicurazioni Generali S.p.A.; 12,000 euros for auditing Banca Generali S.p.A.'s Reporting Package at 31 December 2018, which was pre-

pared for the purposes of consolidation by Assicurazioni Generali S.p.A.; 30,000 euros for producing the certification required by Article 26(2) of Regulation (EU) No. 575/2013 of 26 June 2013 in order to support the application to include separate and consolidated profit for the year ended 31 December 2018 in Common Equity Tier 1 capital; 30,000 euros for producing the certification of the figures reported with regard to the second series of targeted longer-term refinancing operations ("TLTRO II"); 15,000 euros for auditing the IFRS 9 and IFRS 15 statements of reconciliation at 1 January 2018, prepared for mandatory disclosure purposes in accordance with IFRS 1 - First-time Adoption of International Financial Reporting Standards; 14,000 euros for the limited review of the Consolidated Non-financial Statement; and 44,000 euros for the gap analysis on the Consolidated Non-financial Statement.

The documents pertaining to the Financial Statements, attached hereto as **Schedule "B"**, consist in a volume, entitled "2018 Annual Integrated Report", which includes the Directors' Report on Operations, the Balance Sheet and Profit and Loss Account, the Notes and Comments to the Consolidated Financial Statements, and the Balance Sheet and Profit and Loss Account, the Notes and Comments to the Separate Financial Statements at 31 December 2018, the Board of Statutory Auditors' Report, the Independent Auditors' Report and the Attestation pursuant to Article 154-bis, paragraph 5, of Legislative Decree No. 58/1998, as well as the Non-Financial Statement drawn up pursuant to Legislative Decree No. 254/2016.

Attached hereto as **Schedule "C"** is the "Report on Corporate Governance and Company Ownership for 2018".

The CHAIRMAN then moves on to discuss the results of Banca Generali and the Banking Group.

The text of the CHAIRMAN's comments is attached hereto as **Schedule "D"**.

The CHAIRMAN then invites the CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER to provide a detailed illustration of the figures contained in the financial statements for the year ended 31 December 2018.

The CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER Gian Maria Mossa takes the floor and proceeds as requested, including with the support of some slides.

The text of the CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER's illustration is attached hereto as **Schedule "E"**.

Afterwards, the CHAIRMAN once again takes the floor and reads the motions for the approval of the Financial Statements and allocation of the profit for the year, as formulated and raised by the Board of Directors.

Subsequently, the CHAIRMAN invites the Chairman of the Board of Statutory Auditors to read the conclusions set forth in the Board of Statutory Auditors' Report on the Company's Financial

Statements for the year ended 31 December 2018.

The Chairman of the Board of Statutory Auditors, Massimo Cremona, then takes the floor and provides the Shareholders' Meeting with an illustration of the highlights and conclusions of the Board of Statutory Auditors' Report on the Company's Financial Statements for the year ended 31 December 2018, set forth in the volume attached hereto as Schedule "B".

The Chairman declares therefore open the debate on the first item on the Agenda, namely the approval of the Financial Statements at 31 December 2018, accompanied by the Directors' Report on Operations, the Statutory Auditors' Report and the Independent Auditors' Report, as well as the allocation of net profit for the year, and the presentation of the Consolidated Financial Statements and the Annual Integrated Report.

THE CHAIRMAN addresses the meeting to read out the statement submitted prior to the session by the shareholder Mr **OTTORINO MASSA**, a representative of EDIVA (Etica Dignità e Valori, a non-profit association of stakeholders of credit institutions that aims to promote ethical finance and corporate social responsibility): *"During the last annual Shareholders' Meeting, we expressed our wish that as part of a leading Italian and global insurance group Banca Generali might encourage forms of savings and/or investment suited to families and, despite the marginal nature of its lending to customers, ensure its renewed support for family-owned businesses, which form the cornerstone of Italian economic development in the post-War period. In 2018, we enjoyed positive interactions with the Bank's Investor Relations Office, seeking to encourage specific initiatives though symbolic in nature and marginal in scope, out of the conviction that even small signs with strong civic value of general interest might be timely and opportune for Banca Generali and the Italian banking system more generally. We are pleased with the swift rise in trading volumes and profitability achieved by the Bank in recent years, as borne out by the 2018 annual results (total assets of 57.5 billion euros and approximately 60 billion euros on a pro-forma basis, net inflows of 5 billion euros in 2018 and recurring net profit of 128 million euros). As we mentioned last year, it is these very results that demand that the shareholders and top management do their duty to raise the value and human profile of the Bank's institutional entrepreneurial activity. The application of Legislative Decree No. 254/2016, following European Directive No. 2014/95, already represents a positive note for using the financial statements as a showcase for best practices tied to the increasingly important values of sustainability, through fundamental ESG (environmental, social and governance) indicators. We appreciate the initiative launched on 25 February 2019 relating to this very same increasingly crucial issue with the aim of highlighting ESG targets and the*

United Nations SDGs (Sustainable Development Goals), through the partnership struck with MainStreet to map out ESG investments by means of:

- the search for sustainable investments via sophisticated fund analysis;
- the product sustainability sheet, which makes it possible to perform sustainability screening on each fund and its management team;
- the custom portfolios assembled by a financial advisory team that crafts sustainable portfolios tailored to the investor's risk profile;
- the technology platform, which makes it possible to optimise a portfolio's sustainability using search engines.

This important project, which seeks to familiarise customers with sustainability goals, in order to bring managed assets in line with the relevant criteria to over 10% by 2021, is accompanied by a partnership with 26 major investment firms. We encourage the promotion of focus groups dedicated to training, with hours provided to staff on ESG and SDG issues, in the hope that Banca Generali's considerable expertise will also be brought to bear on initiatives focusing on young people and education, for the benefit of a country like Italy, which is in second-to-last place in the OECD rankings for financial education. The self-leadership programmes for women in management positions are also very apt, within a banking system in the midst of a leadership crisis, as evidenced by tumultuous recent events demonstrating a lack of vision and strategic depth, involving the resolution, liquidation and bail-out of several national banking groups. It is our hope that alongside the reassuring picture of the magnificent lion featured on the group's home page we might one day find a new image of the group's top managers, expanded to include a woman raised from the ranks of the group's executives, which include noteworthy female professionals of high standing. Also positive are the initiatives aimed at reducing GHGs and ensuring more sustainable management of mobility in environmental terms, along with the projects relating to diversity involving the Bank's boards and management. We encourage improved financial reporting through development of the specific chapter dedicated to stakeholder engagement activity, reaching out to institutional stakeholders and associations attentive to general-interest social, economic and environmental issues, with the aim of achieving ESG goals. As we mentioned in our previous addresses, we find ourselves in the offices of one of the few banking groups that are in a position to distribute to their managers the variable components of remuneration tied to the banking group's more-than-positive financial performance. The group could contribute significantly, from a value standpoint, by drafting a best-in-class variable remuneration policy for its

management that also takes account of social responsibility themes, such as the creation of new jobs, the absence of settlements of tax disputes with the tax authorities, the promotion of social finance, the inclusion of the value of customer satisfaction and, more generally, the UN Agenda 2030 indicators. We trust that the proposals mentioned in our address will be examined and reported on through the efforts of the specific Nomination, Governance and Sustainability Committee within the Board of Directors, which has been assigned specific duties relating to sustainability since the previous financial year, thereby further enriching the Banca Generali Sustainability Commitment Charter. One overarching goal should also be to follow in the footsteps of major European groups in drafting a Social Impact Banking plan that recasts the structure of the entire banking group. Thank you very much for your attention. On my own behalf and on behalf of President Gianni Vernocchi and the association's leadership, I would like to extend our warmest regards and best wishes to the shareholders, employees, customers and institutional authorities of the bank and its parent insurance group."

After finishing reading, the Chairman thanks the association EDIVA for the constant, productive exchanges enjoyed over recent years with Banca Generali, which have stimulated significant reflections on issues of great importance. Banca Generali's mission, the Chairman continues, is to protect customers' wealth by adopting bespoke solutions, in part through a network of competent financial advisors and best-in-class partners that make it possible to manage assets optimally, according to an integrated approach.

Banca Generali has, among its other efforts, created a new commercial product aimed at familiarising households and financial advisors with the construction of investment portfolios that take account of the various sensibilities on ESG issues by implementing the platform BG Personal Portfolio, developing a new quantitative method for concretely measuring contributions to environmental issues, questions of social support and efficient, sound governance at the companies in which Banca Generali invests. Customers may decide to invest their savings by choosing between the UN Agenda 2030 SDGs that they view as most important. This project, in which Banca Generali believes strongly, was developed together with the London-based firm MainStreet Partners. This is consistent with the expectations of the shareholders and EDIVA, which are requesting a sustainable, socially responsible approach to business through medium-/long-term strategies that take account of ESG indicators and are capable of making a positive contribution to society and the environment in which they operate. Banca Generali's strategic development and sustainability project also includes a "re-thinking" of the Bank and its overall

management approach, also covering all aspects, ranging from Wealth Management and the Financial Advisor Network to Human Resources and Governance, passing through Communications and Integrated Reporting. Some corporate governance measures have been implemented: in March 2018, the Board of Directors set up a Board committee – the Nomination, Governance and Sustainability Committee – and also allocated all Sustainability-related responsibilities to the General Counsel Area as from September 2018. In this regard, the Chairman reminds the new Charter of Sustainability Commitments, the new Policy for the Environment and Climate, and the Diversity Policy for Members of Company Bodies.

Banca Generali's strategy places huge value on its People, encouraging constant development of skills and training with a useful review procedure in the remuneration, incentive and performance systems for managers. 50% of Managers and 43% of Executives hired in 2018 were women. In 2018, 58% of career promotions of Managers and Executives regarded women, increasing compared to 2017. The Chairman goes on specifying that in 2018 the Diversity & Inclusion indicator regarding the percentage of positions held by women was 27.7% – a target that the market best practices instead set at 25%. Banca Generali shows a steady increase in the number of female managers in the top management areas, such as General Counsel, Human Resources and Investor Relations.

Moving on to another issues, the Chairman underlines that the products and services offered by Banca Generali seek to meet the threefold purpose of excellence in customer service, innovation and sustainable growth.

Banca Generali has committed to reducing its environmental impact by reducing consumption. In view of this goal, over 400 Banca Generali employees were transferred to the Zaha Hadid Tower in the CityLife development, an example of sustainable construction, with the resulting reduction of energy consumption, and in 2019 it will further commit to achieving a reduction of greenhouse gas emissions and electricity, water and paper consumption.

In conclusion of his address, the Chairman emphasises that Banca Generali promotes the policies implemented and actions taken with the aim of achieving the sustainable development goals through events and communications initiatives in the form of awareness-raising campaigns, at the level of both academe and research. It was in this framework that a partnership was struck with FAI and collaboration launched with the SDA Bocconi Sustainability Lab.

The Chairman concludes by extending his thanks, and that of the entire management team, to EDIVA for its always stimulating proposals and addresses, essential to Banca Generali's proactive growth.

CLAUDIA LOIZZZI, proxy representative of the shareholder **GERMANA LOIZZZI**, opens her address to the meeting by stressing that, despite the difficult, uncertain economic scenario, Banca Generali increased its profit by 48% to 128 million euros, demonstrating the efficiency of the numerous initiatives taken with the aim of increasing the sustainability of revenues and the Bank's operating efficiency, thus highlighting how the management "acted successfully and with foresight, although the high market volatility recorded in 2018 had a significant impact on variable revenues." She asks:

- what does Banca Generali expect in terms of market volatility in 2019 and what potential impact does it believe such volatility will have on its profits?

In his address, Mr. Mossa highlighted that the Bank had expanded its product range by designing cutting-edge new projects and creating even more competitive investment solutions. She asks:

- in 2019/2021, Banca Generali will reach additional important size and profitability milestones as a private bank.

Referring back to the Chief Executive Officer's discussion of digital transformation, internationalisation and sustainability, including through partnerships with international firms, and the formalisation of a binding offer to purchase 90.1% of Valeur Fiduciaria s.a., a private bank based in Lugano, Switzerland, she asks:

- are additional acquisitions planned in the near term?

Turning to the subject of sustainability, she asks several questions:

- how does Banca Generali interpret this term?

- how do customers react to investing in portfolios that mostly hold manufacturing and service companies that have engaged with this issue?

- what is the return on these portfolios compared to the market average?

- how is the personal financial services market expected to perform in Italy in the medium-/long-term?

The Chief Executive Officer answers the shareholder by emphasising that variable components increased in the first three months of the year compared with the previous year.

Banca Generali continues to take a very prudent attitude, above all with regard to the second half of the year. It is focused on reducing the variability of revenues through the launch of a series of initiatives, including the partnership in trading with Saxo Bank (BG Saxo), and it is confident that it will succeed in keeping its promises and confirming the pre-announced profitability levels communicated to the market.

As for the investments in Switzerland, there was believed to be a need for a company in that market that would share Banca Generali's principles. It was also fundamental to succeed in

exporting a model based on professional qualities and the brand's reputation. In Switzerland the aim was to allow Banca Generali's customers to enjoy access to the Swiss market managed from Italy; this process will also make it possible to acquire new customers. Banca Generali does not intend to expand further in Switzerland at this time.

Turning to the same shareholder's question regarding sustainability, the goal is to succeed in including the socio-economic development of the environment in which the Bank operates in its business model. It has been demonstrated that companies with a closer focus on the changing socio-economic scenario and sustainability issues are on average more successful on the markets in the medium-to-long term and thus deliver more profitable performances on average. Sustainability may be achieved through sound governance, and Banca Generali has the honour of having a Board of Directors and a Board of Statutory Auditors that are open to dialogue and attentive to all aspects that ensure future sustainability moving forward, together with a best-in-class senior and upper management team. This represents added value for Banca Generali, which can count on high-calibre people who share the company's principles and mission. These are all fundamental elements and aspects for sustainability.

In conclusion of his address, he emphasises that the Bank is currently pursuing a human resource policy that calls for senior personnel mentor their junior counterparts. In addition to yielding excellent results, this creates new jobs for young people at a time when Italy is suffering a great deal in this area, and thereby offers young people interested in getting their foot in the door in this profession strong career prospects.

Mr. Alessandro Tarquini, proxy representative of the shareholder **DEMETRIO RODINO'**, addresses the meeting, emphasising that despite the severe market volatility Banca Generali has succeeded in raising profits and gaining new customers, with an increase in total assets under administration to 57.5 billion euros, an improvement of 3%, thus remaining at the forefront of the market.

In his address, the shareholder continues, the Chief Executive Officer touched on the subject of the growth that Banca Generali will achieve, including through the two strategic partnership transactions with Saxo Bank and Valeur, and he asks for further details.

He asks a question regarding Banca Generali's objectives of becoming the number-one private bank in the near term:

- what are the strategies for achieving this outcome?

Referring back to the Chief Executive Officer's discussion of the continuity of Banca Generali's development with new challenges in the economic and technological arena, albeit in the

face of some elements of discontinuity, he asks two questions:

- what discontinuous elements are expected?
- what are the guidelines for 2019-2021 in terms of consolidating Banca Generali's reputation for excellence?

The Chairman responds briefly to the shareholder, stressing that early 2019 gives Banca Generali cause to regard the 2019-2021 plan with a certain optimism, without losing sight of all the possible unknowns that the future has in store.

He then defers to the Chief Executive Officer to allow the latter to provide the answers within his purview.

Mr. Mossa reiterates that the plan has indeed gotten off to a good start and the solidity of Banca Generali's assets makes it possible to look to the future with a certain peace of mind in a scenario that appears unclear from both an economic and financial perspective.

Banca Generali is considering all aspects with the aim of successfully diversifying all possible revenue sources by adding new growth drivers and adopting an open-banking approach to offer direct service to customers via digital channels. This is the lens through which the partnership in trading with Saxo Bank should be viewed. The partnership with BG Saxo is extraordinarily important and shows how a Danish investor believed in an Italian bank in the difficult economic scenario currently faced by Italy. This is a significant sign of confidence for Banca Generali, because Saxo is considered one of the most important providers from a technological standpoint and has committed to operating in Italy solely through the Generali Business Solutions banking channel. Banca Generali is also helping its bankers grow by using innovative digital tools that allow them to interface directly with customers. It has launched a new mobile app for smartphones that customers can use to access the Bank's services more quickly and effectively. A further increase in the budget for digital and technological innovation is also planned.

The shareholder Mr. **ROBERTO MASETTI** addresses the meeting, characterising the investment in Banca Generali as "one of the most interesting in the entire market, although in 2018 it failed to perform as in previous years," in relation to which he asks:

- would it not be appropriate to limit the distribution of dividends?

In conclusion of his address, he asks who the Bank's top ten shareholders are.

The Chairman begins his response by thanking the shareholder for the appreciation he has expressed for Banca Generali.

As for the Bank's share performance, it was certainly affected by the market crisis, with a decline of over 30%, recouped in part in the first few months of the current year.

Turning to the question regarding the amount of the dividend,

the Chairman believes that the amount of the dividend meets the need to remunerate shareholders, while also preserving and reinforcing the Bank's capital. Capital ratios are sound and the policy implemented strikes an excellent balance between shareholder return and capital solidity. Distribution of a dividend is a factor that leads investors to appreciate the Bank's shares: nonetheless, the Bank always pays close attention to maintaining its capital position, which must always be in balance with the amount of the dividend distributed.

The Chief Executive Officer responds to the question asked by the shareholder Mr. Masetti regarding the names of the top ten shareholders. The Allianz Group holds an interest of over 3% in Assicurazioni Generali, diversified across various funds. The top ten shareholders include a significant number of asset managers and other medium-to-long-term investors. By contrast, over the past year Banca Generali recorded a decrease in overseas investors, who thus showed a certain degree of reticence to invest in Italy. On the other hand, the positions of the main players based primarily in Continental Europe were reinforced.

Moving on to answer the fundamental question of the amount and distribution of the dividend, he believes that it should only be distributed if the management and Board of Directors are confident in the Bank's solidity and ability to weather and confront episodes of market turbulence successfully. The way in which assets are managed is the basis for determining whether to distribute a dividend, and if so, how much of one. Even in the event of market volatility, Banca Generali can count on a proprietary portfolio managed with extreme prudence and care.

Distributing a dividend reassures investors, above all those from Continental Europe, thereby contributing to a partial reduction in the volatility of the Bank's shares.

Having observed that all the issues raised have been addressed, and having received no further requests to take the floor, the CHAIRMAN **closes the debate on the first item** on the Agenda and reads the text of the proposed resolution, which is as follows:

"The Shareholders' Meeting of Banca Generali S.p.A., held in ordinary session, at the offices of Assicurazioni Generali S.p.A. in Trieste, at Via Machiavelli 6,

- having regard to the draft Financial Statements for the year ended 31 December 2018, prepared by the Board of Directors, on the whole and in respect of each of the items included therein, with the limits posed on reserves by the applicable laws in force and any and all provisions therein proposed;

- having acknowledged that, on this date, the authorised share capital of 119,378,836.00 euros is subscribed and paid up in the amount of 116,851,637 euros and is divided into

116,851,637 shares of a par value of 1.00 euro each, and that, as of today, treasury shares total 926,211;

- having regard to the Directors' Report on Operations, the Board Statutory Auditors' Report and the other documents attached to the draft Financial Statements;

resolves:

- 1) to approve the Financial Statements for the year ended 31 December 2018;
- 2) to allocate the net profit for 2018, amounting to 189,057,613.00 euros as follows:

Net profit for the year	189,057,613.00 euros
to legal reserve	0.00 euros
to the restricted reserve pursuant to Article 6, paragraph 1(a), of Legislative Decree No. 38/2005	2,143,423.00 euros
to retained earnings	42,007,408.00 euros

distribution of a cash dividend in the amount of 1.25 euros per each of the 115,925,426 outstanding ordinary shares, including the portion to be assigned to treasury shares, pursuant to Article 2357-ter of the Italian Civil Code, totalling 144,906,782.00 euros;
- 3) to approve the payment of the dividend, net of any legal withholdings applicable in compliance with statutory provisions, as of payment date 22 May 2019, ex coupon 13 and ex date 20 May 2019, and entitlement to dividends set on record date 21 May 2019;
- 4) to allocate to retained earnings any portion of dividends not distributed to outstanding shares subject to retention pursuant to Remuneration Policies;
- 5) to vest the Chairman of the Board of Directors and the Chief Executive Officer and General Manager, jointly and severally, including through special attorneys-in-fact, with full powers to undertake whatsoever may be necessary or useful to ensure the execution of this resolution."

The CHAIRMAN then reports to the Shareholders' Meeting that, pursuant to Borsa Italiana S.p.A.'s Rules for Issuers, the Company's ordinary shares will be traded ex dividend starting 20 May 2019.

The CHAIRMAN once again invites the attendees to disclose any ineligibility to vote and to refrain from leaving the room during voting.

At eleven twenty seven, the Chairman then invites the Meeting to vote using a show of hands and the swipe card; he then invites those in favour to vote first by a show of hands; he then invites those against to raise their hands and cast their vote using the swipe card; then those abstaining to raise their hands and cast their vote using the swipe card; lastly, he invites those who are not voting to raise their hands.

At the end of the ballot, the CHAIRMAN announces that the afore-

said motion is passed by the Shareholders' Meeting with the majority required by law and the Articles of Association, with:

- 91,478,197 votes or 99.92% of the voting stock represented at the Shareholders' Meeting, in favour;
- 74,419 votes or 0.08% of the voting stock represented at the Shareholders' Meeting, abstaining;
- whilst there were no votes against or shareholders not voting.

The CHAIRMAN also announces that the list of the names of the Shareholders in favour, against, abstaining and not voting with an indication of the number of votes represented by each, is attached hereto as **Schedule "F"**.

The SECRETARY reports that, at the time of voting, 468 Shareholders with voting rights were present, who, in person or by proxy, represent 78.35% of share capital, including the shares for which voting rights had been suspended pursuant to Article 2357-ter of the Italian Civil Code.

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The CHAIRMAN then moves on to deal with the **second item** on the Agenda of this Shareholders' Meeting (Remuneration Report: Banking Group's Remuneration and Incentivisation Policies and Report on the Application of Remuneration Policies in 2018; relevant and ensuing resolutions).

In such regard, the CHAIRMAN points out, first and foremost:

that the Directors' Report on the matters discussed hereunder, the outcome of the assessments carried out by the Audit and Compliance functions and the opinion expressed by the Remuneration Committee were filed, as established by law, with the Company's registered office in Trieste, at Via Machiavelli 4, its operating offices in Milan at Piazza Tre Torri 1, Borsa Italiana S.p.A. and the authorised storage mechanism (www.emarketstorage.com). The said documents have also been made available on the Company's website;

that the folder distributed to all attendees contains the aforesaid documents, including the outcome of the assessments carried out by the Audit and Compliance functions and the opinion expressed by the Remuneration Committee.

He then invites the attendees to examine the document attached hereto as **Schedule "G"** included in the folder distributed to them and containing "Reports and Motions on the Items on the Agenda".

The Chairman then goes on to discuss the second item on the Agenda, underling that the provisions issued by the Bank of Italy in the 7th update to Circular No. 285/2013, and implementing the CRD IV Directive entail specific principles and criteria which banks are required to comply with in order to: (i) ensure that remuneration and incentivisation systems are properly designed and implemented; (ii) effectively manage po-

tential conflicts of interest; (iii) guarantee that the remuneration system takes due account of current and prospective risks, the degree of capitalisation, as well as liquidity levels of each intermediary; (iv) maximise transparency towards the market; reinforce oversight by regulatory authorities.

He reminds that, in accordance with previous regulation, the objective of the provisions is to promote – in the interest of all stakeholders – the implementation of remuneration and incentivisation systems that are in line with long-term corporate objectives and strategies, linked to corporate performance but appropriately corrected to reflect all risks, commensurate with the capital and liquidity levels required to cover ongoing business operations, and in any event, designed to avoid distorted incentives that could lead to regulatory violations and excessive risk-taking by individual banks and within the whole system.

He reports that the aforesaid provisions contain terms that provide for:

- for Key Personnel only, a maximum 1:1 ratio between the variable and fixed components of remuneration;
- the power for the General Shareholders' Meeting to raise the said ratio above the level established in the preceding point, provided that certain conditions are met and in any event, up to no more than 2:1;
- limits on variable remuneration where banks fail to observe specific capital requirements;
- the application of the regulatory technical standards concerning (i) the qualitative and appropriate quantitative criteria to identify categories of staff whose professional activities have a material impact on an institution's risk profile, as per Commission Delegated Regulation (EU) No. 604 of 4 March 2014; and specifying (ii) the classes of instruments that adequately reflect the credit quality of an institution as a going concern and are appropriate to be used for the purposes of variable remuneration, as per Commission Delegated Regulation (EU) No. 527 of 12 March 2014;
- the rules regarding remuneration and incentivisation policies applicable, among other persons, to Financial Advisors authorised to make off-premises offers.

The Chairman then gives an overview of the main changes introduced by the aforementioned provisions, as illustrated in the folder provided to the attendees and included in the document attached hereto as Schedule "G", and points out that the said provisions also envisage that:

- in addition to establishing the remuneration of the members of the corporate bodies it appoints, the Ordinary Shareholders' Meeting shall also approve the remuneration and incentivisation policies applicable to strategic oversight, management and control bodies and functions, as well as to all

other personnel;

- the Shareholders' Meeting itself shall be provided information on the procedures through which remuneration policies were applied and implemented.

He further reminds (i) that Consob also laid down, by Resolution dated 23 December 2011, systematic rules streamlining currently applicable instructions on disclosure transparency regarding the remuneration of managers of issuers of listed securities. Under the said rules, issuers of listed securities are required, *inter alia*, to draw up a report on remuneration, without prejudice to the remuneration-related obligations imposed under industry-specific regulations applicable by reason of the industrial sector in which the listed corporation operates, and (ii) that the above framework is further completed by the recommendations laid down by the Corporate Governance Code for listed companies, adopted by Banca Generali, which incorporates the main principles of the recommendations issued by the European authorities on the process for determining the remuneration policies and their content.

The Chairman then reports that the Remuneration Report is drawn up in compliance with Layout 7-bis of Annex 3A of the Rules for Issuers (and more generally, in accordance with the overall legal framework and the applicable regulation in force) and consists of three sections: the first and the second illustrate the remuneration and incentivisation policy of the Company and the Group; the third highlights the procedures through which the said policy was implemented in the financial year 2018, and also specifies the emoluments actually paid.

For all more detailed aspects, he draws attention to the ample illustration provided in the report of which, in light of the provisions of the cited Bank of Italy and Consob regulations, he proposes the approval of the first and second sections, which illustrate the remuneration and incentivisation policies proposed by the Company and the Group and the procedures to be used for the adoption and implementation of such policies, while emphasising that, pursuant to laws, the information contained in the third section is solely for the purposes of disclosure to the Shareholders' Meeting.

Pursuant to the aforementioned Bank of Italy's supervisory provisions, it must further be borne in mind that:

- in defining remuneration and incentivisation policies, the Compliance function is required to assess the compatibility of the said policies with the regulatory framework of reference, with specific focus, *inter alia*, on the extent to which the Company's incentivisation system is in line with objectives of compliance with regulations, the Articles of Association, as well as any and all other codes of ethics, rules of conduct, or standards that the Bank is required to comply with, above all with a view to appropriately con-

taining the legal and reputational risks associated, in particular, with customer relations;

- the internal audit function was called upon to verify, at least annually, the extent to which remuneration practices are compliant with the approved policies and the Supervisory Instructions.

In this regard, he reports that the folder provided to the attendees, as well as Schedule "G" attached hereto, include a summary of the results of the aforesaid checks which confirm (i) the compliance of the Group's remuneration and incentivisation policies for 2019 with the regulatory framework of reference, and (ii) the operating compliance of remuneration practices with regulations and remuneration policies approved by the Shareholders' Meeting on 12 April 2018.

Lastly, he reminds the attendees that, pursuant to the Bank of Italy's provisions, the Remuneration Committee is required to duly report to corporate bodies, including the Shareholders' Meeting, on the activities it has undertaken in respect of remuneration policies and that such report is also included in the folder provided to them.

At the invitation of the CHAIRMAN, Giovanni Brugnoli, Chairman of the Remuneration Committee, briefly illustrates the Committee's report, which is included in the folder attached hereto as Schedule "G".

The Chairman invites then the Chairman of the Board of Statutory Auditors to express, on behalf of the Board he chairs, the opinion of such Board on the motion submitted to the Shareholders' Meeting for approval.

The Chairman of the Board of Statutory Auditors, Massimo Cremona, accordingly takes the floor and reports to the Shareholders' Meeting of the Board of Statutory Auditors' favourable opinion regarding the motion and the information provided in relation thereto.

The CHAIRMAN, having reported to the Shareholders' Meeting that prior to the holding thereof, no questions regarding this item on the Agenda were received, accordingly declares open the debate on the second item on the Agenda and having received no requests to take the floor, he **closes the debate on the second item** on the Agenda and reads the text of the proposed resolution, which is as follows:

"The Shareholders' Meeting of Banca Generali S.p.A., held in ordinary session, at the offices of Assicurazioni Generali S.p.A. in Trieste, at Via Machiavelli 6,

- having regard to Part I, Chapter 2 "Remuneration and Incentivisation Policies and Procedures", Title IV "Corporate Governance, Internal Controls, Risk Management" of Bank of Italy's Circular No. 285 of 17 December 2013;
- having regard to Article 123-ter of Legislative Decree No. 58 of 24 February 1998;

- having regard to Article 84-*quater* of Consob Resolution No. 11971 of 14 May 1999, as amended and extended;
- having regard to Article 6 of the Corporate Governance Code for Listed Companies (in its most recent version approved in July 2018 by the Corporate Governance Committee);
- having examined the Remuneration Report prepared pursuant to Article 123-*ter* of Legislative Decree No. 58 of 24 February 1998 and Bank of Italy Circular No. 285, Part I, Title IV, Chapter 2, dated 17 December 2013;
- having acknowledged the results of the checks carried out by the internal audit and compliance functions;
- having acknowledged the activities undertaken by the Remuneration Committee in such regard;
- having heard the favourable opinion of the Board of Statutory Auditors,

acknowledges

the contents of the Third Section of the Remuneration Report on the implementation in 2018 of the remuneration policies approved by the Shareholders' Meeting on 12 April 2018 and

resolves:

- 1) to approve the First and Second Sections of the Remuneration Report, which explain the remuneration and incentivisation policy of the Company and the Group;
- 2) to place the Board of Directors in charge of implementing the remuneration and incentivisation policies, allowing the same to appoint one of its members to concretely implement such policies."

The CHAIRMAN once again invites the attendees to disclose any ineligibility to vote and to refrain from leaving the room during voting.

At eleven thirty six, the Chairman then invites the Meeting to vote using a show of hands and the swipe card; he then invites those in favour to vote first by a show of hands; he then invites those against to raise their hands and cast their vote using the swipe card; then those abstaining to raise their hands and cast their vote using the swipe card; lastly, he invites those who are not voting to raise their hands.

At the end of the ballot, the CHAIRMAN announces that the afore-said motion is passed by the Shareholders' Meeting with the majority required by law and the Articles of Association, with:

- 80,359,811 votes or 87.77% of the voting stock represented at the Shareholders' Meeting, in favour;
- 5,540,755 votes or 6.05% of the voting stock represented at the Shareholders' Meeting, against;
- 5,652,450 votes or 6.17% of the voting stock represented at the Shareholders' Meeting, abstaining;
- whilst there were no shareholders not voting.

The CHAIRMAN also announces that the list of the names of the

Shareholders in favour, against, abstaining and not voting with an indication of the number of votes represented by each, is attached hereto as **Schedule "H"**.

The SECRETARY reports that, at the time of voting, 469 Shareholders with voting rights were present, who, in person or by proxy, represent 78.35% of share capital, including the shares for which voting rights had been suspended pursuant to Article 2357-ter of the Italian Civil Code.

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The CHAIRMAN then moves on to deal with the **third item** on the agenda of the Ordinary Shareholders' Meeting (Proposal to raise the ratio between the variable and fixed components of remuneration to 2:1; relevant and ensuing resolutions).

In such regard, the CHAIRMAN points out, first and foremost:

that the Directors' Report on the matters discussed hereunder was filed, as established by law, with the Company's registered office in Trieste, at Via Machiavelli 4, its operating offices in Milan at Piazza Tre Torri 1, Borsa Italiana S.p.A. and the authorised storage mechanism (www.emarketstorage.com). The said documents have also been made available on the Company's website;

that the folder distributed to all attendees contains the Directors' Report on the matters discussed hereunder. He then invites the attendees to examine the document attached hereto as Schedule "G" included in the folder distributed to them.

He then continues by drawing attention to the illustration provided during discussion of the previous item on the Agenda concerning the Bank of Italy's provisions governing remuneration and incentivisation policies and practices and the objectives of such regulations.

He then reports that the aforementioned provisions, relevant to this proposal, relate to:

- the introduction, for Key Personnel only, of a maximum 1:1 ratio between the variable and fixed components of remuneration;
- the power granted to the General Shareholders' Meeting for raising the said ratio above the level established in the preceding point, provided that certain conditions are met and in any event, up to no more than 2:1.

The same provisions also require the Board of Directors to forward the related motion to the Bank of Italy, at least 60 days before the date established for the General Shareholders' Meeting to examine the said motion, and to subsequently file the resulting resolution, with indication of the approved ratio or ratios for each personnel category concerned, with the Bank of Italy within no more than 30 days following its passage.

He clarifies that the motion calls for the approval – solely for the corporate functions specified below – of a maximum ra-

tio of 200% (2:1 ratio) between the variable and fixed components of remuneration, as permitted by Chapter 2, Title IV, Part I of Bank of Italy's Circular No. 285 of 17 December 2013.

The motion has been raised with regard to the following corporate functions:

- 1) Members of the Top Management (Chief Executive Officer/General Manager, Deputy General Manager Wealth Management Markets and Products, Deputy General Manager Commercial Networks, Alternative Channels and Support – three members);
- 2) Heads of the Asset Management Area, Private Relationship Manager Area (hereinafter also "Private RMs"), Alternative Channels and Support Area, Wealth Management Area, COO & Innovation Area (five managers);
- 3) main network managers (one Sales Manager, nine Area Managers, and one Head of Business Development Top Wealth Advisors/Top Private Banker, one Recruiting Manager Italy and one Head of Recruiting);

The Chairman explains the reasons underlying the motion submitted for Shareholders' approval in respect of various personnel categories, which may be summarised as follows:

A) employees (Members of the Top Management, Heads of the Asset Management Area, Heads of Private Relationship Manager Area, Heads of the Alternative and Channels and Support Area, Heads of COO & Innovation Area).

In implementing its remuneration policies, Banca Generali aims at ensuring the greatest possible convergence of the long-term interests of the Banking Group's shareholders and management, especially by focusing on careful corporate risk management and commitment to long-sighted strategies. An adequate system of rewards and incentives for the Bank's directors and top management is key to boosting competitiveness and ensuring high-levels of corporate governance over time. He also recalls that the global remuneration system – especially with regard to key personnel – is a useful tool for attracting and retaining people with the talent and skills best suited to the company's needs.

The motion to apply to the representatives listed above, a higher ratio than 1:1 of the variable to fixed component of remuneration, and in particular, to raise the said ratio up to 2:1, the highest ratio contemplated by the Bank of Italy, is based on the following grounds:

- a) the vast majority of Banca Generali's operations – which are carried out through networks of financial advisors and relationship managers – are concentrated in specific sectors such as private banking and asset management. As a result of its strategic positioning, Banca Generali is called upon to face not only traditional competitors

(mainly network banks) but also major international competitors (primarily foreign private banks) that, thanks to a well-consolidated presence in Italy, have earned significant shares of the Italian market, as well as large Italian banks with international ambitions. In this competitive context and in light of the brilliant results obtained in recent years in the private banking sector which is expected to continue to grow at the same rapid pace observed in the past, it is clearly in Banca Generali's interest to offer remuneration packages that enable the Bank not only to retain key resources who are primarily responsible for the significant growth achieved so far by the Bank, but also to attract new managerial talent in a niche labour market featuring a shortage of the specialist skills required to effectively meet current and future challenges;

b) the current remuneration package (for members of the Top management, as well as for all other bank personnel) focuses on sustainability, especially through policies prioritising growth that is sustainable over time, and enhancing the potential of the Group's personnel by rewarding individual contributions to the organisation's success, including through appropriate remuneration, whilst discouraging conduct conducive to excess risk-taking. Therefore, the remuneration policies are aimed at adequately rewarding sustainable performance and are also based on the following principles:

- internal fairness, since remuneration must be commensurate with the job description in question, taking due account of the burden of responsibility, and the competence and skills with which related duties are discharged;
- competitiveness, since the assigned remuneration must be in line with remuneration levels prevailing on reference markets; towards this end, trends in remuneration levels prevailing in the industry of reference are monitored through general and industry-specific surveys on remuneration practices;

c) approval of the motion would also enable:

- *for Top Management*, not to impact the remuneration package applicable which may give rise – with respect to, *inter alia*, the assignment of Long-term Incentive schemes, entry plans/agreements, and/or stability agreements – the exceeding of the threshold for the 1:1 variable to fixed remuneration ratio, reaching values that in certain cases may be close to the 2:1 ratio threshold. It is important to underline that a very significant portion of total variable remuneration is linked primarily to the Bank's medium/long-

term objectives, using a Long-term incentive mechanism, whilst the variable short-term remuneration component is linked to the achievement of economic and financial results indicated in the budget for the year in question, applying a Management by Objectives mechanism to be paid in cash and in shares;

- for the other key personnel, the contractual agreements entered into at the time of recruitment to be respected, as well as there to be no impact on the remuneration package applicable which may include, amongst other things, the assignment of Long-term Incentive schemes, entry plans/agreements, and/or stability agreements. It should be noted that, should the aforementioned LTI plan be applied, a significant portion of the overall variable remuneration of those managers as well would be linked to the attainment of medium-to-long term objectives, and paid in form of stock grants, whereas the variable component of the short-term remuneration would be linked to the achievement of the economic and financial performance budgeted for the year of reference, through the application of the Management by Objectives mechanism and paid in cash and shares;
- d) the remuneration package is made up of both variable and fixed components of remuneration. The fixed component has been established so as to account for a sufficient proportion of overall remuneration to attract and retain executive talent and provide adequate remuneration for job responsibilities even in the absence of additional bonuses or other incentives in light of sub-standard performance, so as to discourage risk-taking in excess of the company's capabilities, with a view to meeting short and medium-to-long term targets;
- e) the competitiveness of the remuneration package of Key Personnel is constantly monitored, taking due account of trends recorded on reference markets, and through the application, for high-level executives and managers, of the methods most used on the same. Even on the basis of these outside comparisons, the fixed component of remuneration has been found reasonably competitive in light of the remuneration packages offered by the company's main competitors on the reference market. This consideration leads to the following crucial conclusions:
- a direct cut to the percentage of variable remuneration aimed solely at ensuring compliance with the recommended 1:1 ratio between the variable and fixed components of remuneration without any form of offsetting whatsoever would, at present, lead to a drastic drop in the competitiveness and therefore the attractive-

ness of the remuneration packages offered to the company's top management, giving rise to a serious risk of the exodus of persons who have ensured the Bank's indisputable success in recent years;

- in order to maintain an adequate level of retention of Key Managers, whilst also complying with the recommended 1:1 ratio between the variable and fixed components of remuneration, it would be necessary to "re-balance" the remuneration package on the overall, with a steep increase in the fixed component of remuneration. Such a course would obviously entail the risk of losing flexibility and incurring higher costs linked to the managers' remuneration packages, whilst at the time, undermining the coherent link between short, and especially, long-term corporate performance and management remuneration, in a business climate featuring steady economic and revenue growth;
- leaving current remuneration packages unaltered would not in any way compromise compliance with prudential rules, with particular regard to own funds requirements, as highlighted in the aforementioned report.

B) **main network managers** (*Sales Managers, Area Managers, Heads of Business Development Top Wealth Advisors/Top Private Bankers, Recruiting Manager Italy and Head of Recruiting*):

the remuneration of network managers listed above is entirely variable, insofar as they serve the company as self-employed outside collaborators (agency contracts). Despite its variable nature, however, the remuneration of these managers is broken down into a recurring component representing the stable and ordinary portion of remuneration, and a non-recurring component designed to serve as an incentive, and equivalent, for the most part, to the variable component of remuneration.

It must also be pointed out that even in the case of these managers, the distinction between the two components of remuneration is established in advance, taking due account of the Bank's situation in terms of assets, revenues and liquidity, together with the terms and conditions (so-called "gates") regulating entitlement to incentives and bonuses and barring access to some or all of the same, if left unmet.

The incentivisation portion is not subject to any guaranteed minimum amount, and may, in fact, be deferred and even recovered by the company (malus or claw-back systems) In addition, incentivisation mechanisms are structured so as not to give rise to conflicts with the best interests of customers, with a view to ensuring that customers are treated with the utmost correctness and propriety, and, consequently avoid any and all related legal and reputational risks for the Bank.

Therefore, they are structured both to protect the Bank's assets against capital stability risks, and to promote the pro-

priety and correctness of operations so as to better serve the customer's interests. Furthermore, the aforesaid system of incentives shall entitle the personnel specified above, in case of achievement of all objectives in appreciable terms, to a ratio in excess of 1:1 of the fixed to variable component of remuneration. This remuneration system, on the whole, is the result of the sharp growth underway in the financial advice and private banking sectors, where Banca Generali is positioned as one of the main players, with top levels of per-capita net inflows generated, including both total inflows and inflows from managed and insurance products.

It must be pointed out that these results have been achieved as a consequence of not only specific strategic and sales policies implemented by the Bank, but also of the careful selection and training of network managers which, over time, has borne fruit in the form of technically competent, highly skilled managers which have contributed heavily to the achievement of particularly satisfying results, in terms of both the coordinated networks' sales productivity and the recruitment of experienced professionals coming from other companies, whilst constantly monitoring the correctness and propriety of networks' conduct, especially with a view to ensuring that all advice provided and all the products and services placed are always in the best interests of customers.

It should also be noted that the network managers in question are now so closely knit and familiar with the company that they represent the best guarantee for the long-term sustainability of the results attained in past years. Within this context, a reduction of the non-recurring component of remuneration with a view to ensuring compliance with the 1:1 ratio of fixed to variable component would give rise to a high degree of instability, and the risk that some network managers would leave the company to join competitors ready and willing to offer better conditions in the form of much higher recurring remuneration, in a bid to cut staff selection and training costs by attracting fully trained sales staff with outstanding managing and professional skills.

Any such exodus would deprive the Bank of resources discharging crucial management, coordination and control functions in respect of the sales networks, and, consequently jeopardise the achievement of corporate objectives, considering the lack of talented network managers in this sector. Lastly, account must also be taken of the risk that, given their undisputed leadership and coordination role in respect of the sales staff under their supervision, network managers who leave the company to join a competitor may also take along with them other persons, thereby bringing to naught the results of the considerable investments the Bank made in the past to reinforce its networks (recruiting, training, office space, IT equipment,

etc.).

Faced with these obvious risks, the Bank could find itself compelled to raise the recurring component of remuneration to make up for the cut in incentivisation, thus increasing fixed costs and reducing the effectiveness of commercial efforts, with obvious impacts on P&L results and the ability to continue to invest in products, technology and training.

With regard to the impacts on the Bank's ability to continue to comply with all prudential rules, and in particular own funds requirements, we have analysed the historical trends of the main reference ratios, followed by an indication of figures for 2017, the preliminary results for 2018 and expected figures for 2019, based on budgeted data.

The preliminary figures for the year ended 31 December 2018, calculated in accordance with the phase-in Basel 3 rules, are projected as follows:

- T1R: 17.5%
- TCR: 19.0%

Whereas projections at 31 December 2019 calculated in accordance with the phase-in rules upon definition of RAF for budget approval purposes are as follows:

- T1R: 15.5% (corresponding to CET1 Ratio)
- TCR: 17.0%

All the historical data and projections exceed the regulatory requirements (i.e., 6% for T1R and 8% for TCR), even taking into account the capital conservation buffer and the binding ratio set forth in this regard in the SREP letter (i.e., T1R at 9.51% and TCR at 11.84% in 2019).

In underling, as stated in detail in the aforementioned Report, that the foregoing considerations confirm the overall sustainability of the motion, insofar as the altered limit of the ratio of the variable to fixed component of remuneration would not compromise compliance with supervisory rules, and in particular, regulations governing own funds requirements, the CHAIRMAN also recalls that the Bank of Italy's regulations mentioned above, from the standpoint of approval, require that the proposal be approved by the Shareholders' Meeting, in ordinary session, if:

- (i) the General Shareholders' Meeting is constituted with a quorum of at least one half of the share capital, and the motion is approved with the favourable vote of at least 2/3 of the share capital represented at the General Shareholders' Meeting;
- (ii) the motion is approved with the favourable vote of at least 3/4 of the share capital represented at the General Shareholders' Meeting, regardless of the amount of the latter;

and provided that persons to whom the Shareholder's resolution refers do not exercise their voting rights, if any.

After having made mention of the applicable rules and regulations, the CHAIRMAN also informs that the proposal to raise the ratio between the variable and fixed components of remuneration to 2:1 has been set out with the favourable opinion of the Remuneration Committee.

Having acknowledged this favourable opinion, the CHAIRMAN also invites the Chairman of the Board of Statutory Auditors to express, on behalf of the Board he chairs, the opinion of such Board on the motion submitted to the Shareholders' Meeting for approval. The Chairman of the Board of Statutory Auditors, Massimo Cremona, accordingly takes the floor and reports the Board of Statutory Auditors' favourable opinion regarding the motion and the information provided in relation thereto.

The CHAIRMAN, having reported to the Shareholders that prior to the holding thereof no questions regarding this item on the Agenda were received, accordingly declares open the debate on the third item on the Agenda to be considered by the Shareholders' Meeting.

None of the attendees requests to take the floor.

Having received no requests to take the floor, the CHAIRMAN **closes the debate on the third item** on the Agenda and reads the text of the proposed resolution, which is as follows:

"The Shareholders' Meeting of Banca Generali S.p.A., held in ordinary session, at the offices of Assicurazioni Generali S.p.A. In Trieste, at Via Machiavelli 6,

- having regard to Bank of Italy's Circular No. 285, Chapter 2, Title IV, Part I, of 17 December 2013, as amended on 23 October 2018, concerning "Remuneration and incentivisation policies and practices";
- having regard to the text of the motion raised by the Board of Directors with regard to increasing, in respect of specific persons, to 2:1 the ratio between the variable and fixed components of remuneration, as set forth in the Board of Directors' Report;
- having acknowledged the persons identified in the Report as mentioned in the preceding point and the grounds underlying the motion itself;
- having determined that the motion itself does not compromise compliance with supervisory rules, and in particular, regulations concerning own funds requirements;
- having considered that Article 13 of the Articles of Association makes provision for the setting of a higher ratio;
- having acknowledged the favourable opinion of the Remuneration Committee;
- having heard the favourable opinion of the Board of Statutory Auditors,

resolves:

- 1) to establish the maximum extent of the ratio between the variable and fixed components of remuneration at 2:1 for

the following corporate functions and persons:

- Members of the Top Management (Chief Executive Officer/General Manager, Deputy General Manager Wealth Management Markets and Products, Deputy General Manager Commercial Networks, Alternative and support Channels);

- Heads of Asset Management Area, Private RM Area, Alternative and Channels and Support Area, Wealth Management Area, COO & Innovation Area; main Network Managers (Sales Managers, Area Managers, Head of Business Development Top Wealth Advisor/Top Private Banker, Recruiting Managers Italy and Head of Recruiting;

- 2) to place the Board of Directors in charge of implementing the approved resolution, including with the power to delegate to any of the Board's members all concrete steps to be taken to ensure such implementation."

The CHAIRMAN once again invites the attendees to disclose any ineligibility to vote, and to refrain from leaving the room during voting.

At eleven forty eight, the Chairman then invites the Meeting to vote using a show of hands and the swipe card; he then invites those in favour to vote first by a show of hands; he then invites those against to raise their hands and cast their vote using the swipe card; then those abstaining to raise their hands and cast their vote using the swipe card; lastly, he invites those who are not voting to identify themselves.

At the end of the ballot, the CHAIRMAN declares that the aforesaid motion is passed unanimously by the Shareholders' Meeting with 91,553,016 votes in favour, equal to 100% of share capital represented and with voting rights.

The CHAIRMAN also announces that the list of the names of the Shareholders in favour, against, abstaining and not voting, with an indication of the number of votes represented by each, is attached hereto as **Schedule "I"**.

The SECRETARY reports that, at the time of voting, 469 Shareholders with voting rights were present, who, in person or by proxy, represent 78.35% of share capital, including the shares for which voting rights had been suspended pursuant to Article 2357-ter of the Italian Civil Code.

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The Chairman then moves on to deal with the **fourth item** on the Agenda of this Shareholders' Meeting (Approval of the 2019 long-term incentive plan pursuant to Article 114-bis of Legislative Decree No. 58/1998; assignment of powers; relevant and ensuing resolutions).

In such regard, the CHAIRMAN points out, first and foremost:

that the Directors' Report on the matters discussed hereunder was filed, as established by law, with the Company's registered office in Trieste, at Via Machiavelli 4, its operating offices in Milan at Piazza Tre Torri 1, Borsa Italiana S.p.A.

and the authorised storage mechanism (www.emarketstorage.com). The said documents have also been made available on the Company's website;

that the folder distributed to all attendees contains the Directors' Report on the matters discussed hereunder along with the Information Document on the 2019 Loyalty Plan regulated under the Framework Loyalty Programme, prepared in accordance with Article 114-bis of TUF. He then invites the attendees to examine the document attached hereto as Schedule "G" included in the folder distributed to them and containing "Reports and Motions on the Items on the Agenda".

He consequently goes on to state that a motion has been raised, pursuant to article 114-bis of TUF, for the adoption of a long-term incentivisation plan, called 2019 LTI Plan, approved during the Board of Directors' meeting held on 15 March 2019.

In accordance with applicable laws and regulations, and with best practices in this area (including the recommendations of the Corporate Governance Code for Listed Companies), the Plan aims to pursue the goal of increasing the value of Banca Generali's shares ("Shares"), while also aligning the economic interests of the Beneficiaries with those of shareholders. The Plan's goals are thus as follows:

- to establish a correlation between the variable component of remuneration tied to medium-to-long term objectives and the creation of value for shareholders, with an eye, in any event, to the sustainability of the group and its actual results;
- to develop a culture of performance according to a group approach;
- to contribute to the creation of a balanced mix of fixed and variable components of the Beneficiaries' remuneration;
- to retain the management at the level of the Banking Group.

In particular, the Plan aims to reinforce the relationship between the remuneration of Beneficiaries and the performance of the Bank and the Banking Group, ensuring consistency with the expected performance defined in the Generali Group's strategic plan.

To achieve these objectives, it has been decided to:

- pay a portion of the variable remuneration in the form of Shares and only at the achievement of Objectives;
- link the incentive to the share value resulting from the average Share price in the three months prior to the approval, by the Board of Directors, of the draft financial statements and consolidated financial statements for the previous financial year;
- define a three-year vesting period;
- provide for specific malus and claw-back clauses.

The Beneficiaries of this Plan are the Chief Executive Of-

ficier/General Manager, the Deputy General Managers, the General Managers of Subsidiaries, the Heads of Areas/Directions reporting to the Chief Executive Officer/General Manager and the Deputy General Managers – with the exception of the control function – who will be identified by the Board of Directors, at its sole discretion, upon launching of the Plan or during the Plan's three-year period (2019-2021), taking account of the role they have in the Banking Group and provided that such role is significant also for the Generali Group.

The Plan provides for payment of a number of Shares or, instead of Shares, a substitute sum, directly linked to the achievement of given objectives, namely the performance indicators both at Banking Group and Generali Group level, as indicated in the Letter of Participation.

Six objectives have been identified overall: three Banking Group objectives linked to objectively measurable indicators such as the tROE, the Recurring Net Profit and the Adjusted Eva, which impact on the 80% of the number of Shares to be assigned to each Beneficiary, and three Generali Group objectives, also based on objectively measurable indicators such as the Relative TSR, the Average Net Return on Equity (ROE) and the EPS Growth, which affect the determination of 20% of the number of shares to be assigned to each Beneficiary.

The number of shares to be assigned is directly linked to the level of achievement of the objectives set for each year of the Plan. In detail, at the end of each three-year period commencing on the date of the launch of the Plan, a final assessment is then conducted as to the effective achievement of the established objectives. The shares progressively vested in the course of the three years are only assigned at the end of this period.

Even if the objectives are achieved, Banca Generali will not assign the Shares to Beneficiaries if the Banca Generali Banking Group Gates are not achieved, namely specific Banking Group access thresholds connected to the Total Capital Ratio and Liquidity Coverage Ratio. In addition, Banca Generali will not assign the portion of Shares subject to the achievement of the Generali Group objectives, if the Generali Group Gates are not achieved, namely specific General Group access thresholds connected to the Regulatory Solvency Ratio.

The Plan receives no support from the Special Fund for encouraging workers to participate in enterprises, mentioned in Article 4, paragraph 112, of Law No. 350 of 24 December 2003.

The Shares granted to the Beneficiaries will be freely available under the following terms and conditions:

- 50% will be immediately available (in order to enable the beneficiaries to bear the tax charges related to the grant);
- the remaining 50% will be subject to a two-year lock-up period.

This is without prejudice to a different determination of the Board of Directors that is the most favourable for Beneficiaries and the provisions set forth in the Bank of Italy's Circular No. 285 dated 17 December 2013 ("Circular") and all applicable regulations.

The lock-up period will begin on the date on which the Shares are registered on the current account in the name of the Beneficiaries at Banca Generali.

After the expiry date of the periods in which shares are locked up, as described above, further lock-up periods may be applied to Shares (pursuant to subsequent resolutions by the Board of Directors), in compliance with the recommendations of the Corporate Governance Code.

These Shares shall not be transferred to third-parties – and therefore may not be sold, assigned, exchanged, carried forward, or otherwise be transferred to any living person – until the end of the above-mentioned time periods, unless authorised by the Board of Directors, which may also order the Shares to remain in custody.

In the event of termination of the Relationship, the Board of Directors may redefine, without prejudice to compliance with the Circular and the applicable regulations, the terms and conditions of all of the above-mentioned lock-up periods, possibly also considering the overall remuneration of the interested Beneficiary, or also by referring to Shares granted in execution of other incentive plans.

The CHAIRMAN reports that the 2019 LTI Plan has been set out with the favourable opinion of the Remuneration Committee.

The Chairman invites then the Chairman of the Board of Statutory Auditors to express, on behalf of the Board he chairs, the opinion of such Board on the motion submitted to the Shareholders' Meeting for approval.

The Chairman of the Board of Statutory Auditors, Massimo Cremona, accordingly takes the floor and reports the Board of Statutory Auditors' favourable opinion regarding the motion and the information provided in relation thereto.

The CHAIRMAN, having reported to the Shareholders' Meeting that prior to the holding thereof, no questions regarding this item on the Agenda were received, accordingly declares open the debate on the fourth item on the Agenda to be considered by the Shareholders' Meeting.

None of the attendees requests to take the floor.

Having received no requests to take the floor, the Chairman **closes the debate on the fourth item** on the Agenda and reads the text of the proposed resolution, which is as follows:

"The Shareholders' Meeting of Banca Generali S.p.A., held in ordinary session, at the offices of Assicurazioni Generali S.p.A. In Trieste, at Via Machiavelli 6,

- having regard to the Board of Directors' Report on this item

on the Agenda;

- having regard to the Long-Term Incentive Plan "2019 LTI Plan", prepared pursuant to Article 114-bis of TUF and Article 84-bis of the Rules for Issuers, to which reference is made;
- having regard to Article 114-bis of TUF and the regulatory provisions issued by Consob;
- having acknowledged the favourable opinion expressed by the Remuneration Committee,
- having heard the favourable opinion of the Board of Statutory Auditors,

resolves:

1. to approve, pursuant to and for the intents and purposes of Article 114-bis of TUF, the adoption of the plan reserved to executive directors, top managers and managers of Banca Generali S.p.A. and/or of the companies of the Banca Generali Group, subject to the terms, conditions and procedures set forth in the related Information Document attached to the Director's Report, to which reference is made;
2. to confer on the Board of Directors the broadest powers to implement the Plan, including, without limitation, authority to: (i) determine and draw up any and all related implementing provisions; (ii) identify the beneficiaries of the Plan and set performance targets; (iii) determine the number of Banca Generali S.p.A. shares available for assignment, as well as the number of Shares to be granted to each beneficiary; (iv) effect the aforesaid Share assignment or disbursements of the cash settlement; (v) discharge any and all formalities and submission, filing, disclosure and/or other obligations or requirements as may be necessary or useful to properly manage and implement the Plan and the Plan rules with the broadest powers to delegate all or some of the aforesaid powers and authority to the pro tempore Chief Executive Officer."

At eleven fifty seven, the Chairman then invites the Meeting to vote using a show of hands and the swipe card; he then invites those in favour to vote first by a show of hands; he then invites those against to raise their hands and cast their vote using the swipe card; then those abstaining to raise their hands and cast their vote using the swipe card; lastly, he invites those who are not voting to identify themselves.

At the end of the ballot, the CHAIRMAN announces that the aforesaid motion is passed by the Shareholders' Meeting with the majority required by law and the Articles of Association, with:

- 86,613,217 votes or 94.61% of the voting stock represented at the Shareholders' Meeting, in favour;
- 4,936,799 votes or 5.39% of the voting stock represented at

the Shareholders' Meeting, against;
- whilst there were no votes against or shareholders not voting.

The CHAIRMAN also announces that the list of the names of the Shareholders in favour, against, and abstaining, with an indication of the number of votes represented by each, is attached hereto as **Schedule "L"**.

The SECRETARY reports that, at the time of voting, 468 Shareholders with voting rights were present, who, in person or by proxy, represent 78.35% of share capital, including the shares for which voting rights had been suspended pursuant to Article 2357-ter of the Italian Civil Code.

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The CHAIRMAN then moves on to deal with the **fifth item** on the Agenda of this Shareholders' Meeting (Approval of a network Loyalty Plan for 2019 pursuant to Article 114-bis of Legislative Decree No. 58/1998; assignment of powers; relevant and ensuing resolutions).

In such regard, the CHAIRMAN points out, first and foremost:

that the Directors' Report on the matters discussed hereunder was filed, as established by law, with the Company's registered office in Trieste, at Via Machiavelli 4, its operating offices in Milan at Piazza Tre Torri 1, Borsa Italiana S.p.A. and the authorised storage mechanism (www.emarketstorage.com). The said documents have also been made available on the Company's website;

that the folder distributed to all attendees contains the Directors' Report on the matter discussed hereunder along with the Information Document on the 2019 Loyalty Plan regulated under the Framework Loyalty Programme, prepared in accordance with Article 114-bis of TUF and Article 84-bis of the Rules for Issuers. He then invites the attendees to examine the document attached hereto as Schedule "G" included in the folder distributed to them.

Pursuant to Article 114-bis of TUF, the General Shareholders' Meeting will be asked to approve the adoption of a Network Loyalty Plan for 2019 ("Loyalty Plan 2019") included in the Bank's Framework Loyalty Programme ("Framework Loyalty Programme"), approved by the Board of Directors on 15 March 2019 and aimed at the Bank's Financial Advisors authorised to make off-premises offers who do not serve in managerial positions, more precisely financial planners, wealth advisors, private bankers, financial planner agents, executive managers and financial planner agent managers ("Financial Advisors"), and at the Bank's relationship managers (including the so-called Heads of Team)("Relationship Managers").

For definitions and an illustration of the content and provisions of the Loyalty Plan 2019, the CHAIRMAN refers the attendees to the Information Document of the Loyalty Plan 2019

regulated under the Framework Loyalty Programme, prepared in accordance with Article 114-bis of TUF, made available to the public according to the terms and methods required under applicable legislation.

He dwells therefore on the methods and clauses for the implementation of the Plan – cited in detail in the aforementioned Report – in support of the proposal, emphasising that:

- the Loyalty Plan 2019 is aimed at Financial Advisors and Relationship Managers who had an agency or employment professional relationship with the Bank at 31 December 2016 ("Professional Relationship"), excluding those who were on notice of termination at that date, and who had at 5 five years of service within the company by 31 December 2018;
- the Framework Loyalty Programme (and thus the 2019 Loyalty Plan, like all plans that will be prepared by the Bank each year in accordance with the Loyalty Framework Programme) currently provides, and will continue to provide, for the payment to the beneficiaries of a cash bonus, unless the Board of Directors decides to submit for the approval of the Shareholders' Meeting the payment of a portion of the bonus (up to a maximum of 50%) in shares of the Bank ("Shares"). With regard to the Loyalty Plan 2019, the Board of Directors intends to exercise this option;
- accrual and payment of the bonus are conditional upon:
 - a) the satisfaction of certain performance-related conditions;
 - b) the achievement of the Banking Group's access gate and the satisfaction of any additional conditions imposed by laws and regulations or instructions from the competent supervisory authorities and, in any event, conditions resolved upon by the Shareholders' Meeting to ensure compliance with the aforementioned regulatory sources or, in any event, to ensure the Bank's stability or liquidity;
 - c) the application of the malus and claw-back mechanisms established by the remuneration policies adopted by the Bank from time to time;
- any bonus accrued must be paid on a deferred basis (in the case of the Loyalty Plan 2019, a period of 9 years) within 60 days of the approval of the 2026 Financial Statements. For the entire deferral period, interest will be recognised on the cash portion of any accrued bonus;
- beneficiaries shall retain their entitlement to receive any bonuses already accrued and subject to deferral in certain cases of severance of the Professional Relationship, but shall in any event be barred from inclusion in any Plans following the termination thereof;
- the Framework Loyalty Programme also regulates the termination of the Professional Relationship by reason of the Bene-

ficiary's retirement from professional life, envisaging the possibility to pay a special bonus (the "Non-competition Bonus"), if specific conditions are met (as detailed in the Information Document). Non-competition Bonuses shall be subject to approval, on an annual basis, by the relevant corporate bodies and shall be available solely to beneficiaries who meet all of the relevant requirements within the financial year of reference of the Plan in question. In respect of the 2019 Plan, the Board of Directors resolved to apply, during the reference year of the said Plan, the Non-competition Bonus rule, as per Article 19 of the Framework Loyalty Programme;

- the Framework Loyalty Program receives no support whatsoever from the Special Fund for encouraging workers to participate in enterprises, mentioned in Article 4, paragraph 112, of Law No. 350 of 24 December 2003;
- the Framework Loyalty Programme does not impose any retention period, with the result that, upon expiry of the deferral period, and as of the settlement date, any and all assigned Shares shall be fully and freely available, subject to any further availability constraints applicable to the "key personnel" pursuant to Remuneration Policies in force from time to time.

The CHAIRMAN reports that the Loyalty Plan 2019, as well as the Framework Loyalty Plan, have been set out with the favourable opinion of the Remuneration Committee.

The CHAIRMAN invites then the Chairman of the Board of Statutory Auditors to express, on behalf of the Board he chairs, the opinion of such Board on the motion submitted to the Shareholders' Meeting for approval.

The Chairman of the Board of Statutory Auditors, Massimo Cremona, accordingly takes the floor and reports the Board of Statutory Auditors' favourable opinion regarding the motion and the information provided in relation thereto.

The CHAIRMAN, having reported to the Shareholders' Meeting that prior to the holding thereof, no questions regarding this item on the Agenda were received, accordingly declares open the debate on the fifth item on the Agenda to be considered by the Shareholders' Meeting.

None of the attendees requests to take the floor.

Having received no requests to take the floor, the CHAIRMAN **closes the debate on the fifth item** on the Agenda and reads the text of the proposed resolution, which is as follows:

"The Shareholders' Meeting of Banca Generali S.p.A., held in ordinary session, at the offices of Assicurazioni Generali S.p.A. In Trieste, at Via Machiavelli 6,

- having regard to the Board of Directors' Report on this item on the Agenda;
- having regard to the Information Document concerning the

2019 Network Loyalty Plan, regulated under the Framework Loyalty Programme, prepared pursuant to Article 114-*bis* of TUF and Article 84-*bis* of the Rules for Issuers, to which reference is made;

- having regard to Article 114-*bis* of TUF and the regulatory provisions issued by Consob;
- having acknowledged the favourable opinion expressed by the Remuneration Committee,
- having heard the favourable opinion of the Board of Statutory Auditors,

resolves:

1. to approve, pursuant to Article 114-*bis* of TUF, the adoption of the 2019 Network Loyalty Plan, regulated under the Framework Loyalty Programme for Banca Generali S.p.A.'s Financial Advisors authorised to make off-premises offers and Banca Generali S.p.A.'s Relationship Managers, the terms, conditions and manners of which are described in the relevant Information Document annexed to the Board of Directors' Report, to which reference is made;
2. to delegate to the Board of Directors the task of establishing the percentage of the bonus receivable in Shares, from a minimum of 0% through to a maximum of 50% of the overall amount of the bonus in question;
3. to authorise, with express powers of substitution (including, through a person outside the Board of Directors) the Chairman of the Board of Directors and the Chief Executive Officer, severally and not jointly, to establish the procedures, timing and all the executive and other terms, with a view to ensuring the optimal implementation of this resolution, effecting for such purpose any and all related assessments and checks, and proceeding with any and all related formalities, filings and submissions, without exclusion or exception whatsoever."

The CHAIRMAN once again invites the attendees to disclose any ineligibility to vote, and to refrain from leaving the room during voting.

At twelve five, the Chairman then invites the Meeting to vote using a show of hands and the swipe card; he then invites those in favour to vote first by a show of hands; he then invites those against to raise their hands and cast their vote using the swipe card; then those abstaining to raise their hands and cast their vote using the swipe card; lastly, he invites those who are not voting to identify themselves.

At the end of the ballot, the Chairman announces that the aforesaid motion is passed by the Shareholders' Meeting with the majority required by law and the Articles of Association, with:

- 73,316,674 votes or 80.08% of the voting stock represented at the Shareholders' Meeting, in favour;

- 12,580,892 votes or 13.74% of the voting stock represented at the Shareholders' Meeting, against;
- 5,652,450 votes or 6.17% of the voting stock represented at the Shareholders' Meeting, abstaining;
- whilst there were no shareholders not voting.

The CHAIRMAN also announces that the list of the names of the Shareholders in favour, against, abstaining and not voting with an indication of the number of votes represented by each, is attached hereto as **Schedule "M"**.

The Secretary reports that, at the time of voting, 468 Shareholders with voting rights were present, who, in person or by proxy, represent 78.35% of share capital, including the shares for which voting rights had been suspended pursuant to Article 2357-ter of the Italian Civil Code.

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The CHAIRMAN then moves on to deal with the **sixth item** on the Agenda of this Shareholders' Meeting (Approval of the share-based Incentivisation System pursuant to Article 114-bis of Legislative Decree No. 58/1998; assignment of powers; relevant and ensuing resolutions).

In such regard, the CHAIRMAN points out, first and foremost:

that the Directors' Report on the matters discussed hereunder was filed, as established by law, with the Company's registered office in Trieste, at Via Machiavelli 4, its operating offices in Milan at Piazza Tre Torri 1, Borsa Italiana S.p.A. and the authorised storage mechanism (www.emarketstorage.com). The said documents have also been made available on the Company's website;

that the folder distributed to all attendees contains the Directors' Report on the matters discussed hereunder along with the Information Document on the Incentivisation System regulated under the Framework Loyalty Programme, prepared in accordance with Article 114-bis of TUF. He then invites the attendees to examine the document attached hereto as Schedule "G" included in the folder distributed to them.

He thus continues his intervention by reporting that, pursuant to Article 114-bis of TUF, it is proposed to adopt an Incentivisation System for 2019 ("Incentivisation System"), intended for the Key Personnel of the Banca Generali Group (i.e., persons whose activities have or may have an impact on the risk profile of the Bank or the Banca Generali Group).

The Incentivisation System is aimed in particular to the personnel identified by the Bank as Key Personnel pursuant to applicable regulations. In detail, the beneficiaries of the Incentivisation System are the Key Personnel of the Banca Generali Group (the "Potential Beneficiaries"). To date (without prejudice to future changes), they include Banca Generali's Chief Executive Officer and General Manager Gian Maria Mossa, Deputy General Manager Wealth Management, Markets and Products

Andrea Ragaini and the Deputy General Manager Commercial Networks, Alternative and Support Channels Marco Bernardi.

For definitions and an illustration of the content and provisions of the Incentivisation System, the Chairman refers the attendees to the already cited Information Document on the Incentivisation System, drafted in accordance with Article 114-bis of TUF and Article 84-bis of the Rules for Issuers, made available to the public according to the terms and methods required under applicable legislation.

He therefore reports that the Incentivisation System serves the following purposes:

- a) it allows the Bank to comply with the provisions of Bank of Italy Circular No. 285 of 17 December 2013 concerning remuneration and incentive policies and practices, requiring that a portion of the different components of variable remuneration constituting the remuneration package of Key Personnel be paid in financial instruments, contingent on sustainable performance conditions, as provided for in the Bank's remuneration policies;
- b) it allows better alignment of the interests of the Banca Generali Group's management and those of its shareholders through attentive management of company risks and pursuit of long-term strategies.

He dwells therefore on the methods and clauses for the implementation of the Incentivisation System – cited in detail in the aforementioned Report – in support of the proposal, emphasising that:

- the Incentivisation System provides that a part (25%) of the variable remuneration of Banca Generali Group's Key Personnel be disbursed through the free award of Shares according to the following allotment mechanism:
- for amounts in excess of the threshold set in 75,000.00 euros:
 - a) 60% of the Bonus will be disbursed within the first half of the year after the year of reference, 75% in cash and 25% in Shares;
 - b) the remaining 20% of the Bonus will be further deferred by one year as of the date of payment of the first portion: 75% in cash, and 25% in Shares;
 - c) the remaining 20% of the Bonus will be further deferred by two years as of the date of payment of the first instalment: 75% in cash, and 25% in Shares;
- if the actual Bonus accrued is below an indicated threshold, it will be paid in full up-front (75% in cash and 25% in shares) during the year after that of reference, once the Board of Directors has verified earnings results during the year of accrual and satisfaction of the access gate.

The award of the Variable Remuneration (and thus also of the Shares) is contingent on:

- a) achievement of the quantitative and qualitative performance objectives (or when further or different conditions envisaged by the Remuneration Policies are met);
- b) achievement of an access gate by the Banca Generali Group, on the basis of the final earnings results for the year;
- c) satisfaction, at the time of each assignment, of the conditions underlying the "malus" mechanism set out in the Bank's Remuneration Policies in effect from time to time;
- d) observance of the cap mechanism aimed at ensuring that the ratio of total variable remuneration to total fixed remuneration remains within the pre-determined limits.

The Incentivisation System does not receive any support from the Special Fund for encouraging workers to participate in enterprises, mentioned in Article 4, paragraph 112, of Law No. 350 of 24 December 2003.

The Shares shall be subject to a retention period of one year (the period from the end of the period of accrual for the first instalment and from each year after that date for the second and third instalments of the shares).

The CHAIRMAN reports that the Incentivisation System has been set out with the favourable opinion of the Remuneration Committee.

The CHAIRMAN invites then the Chairman of the Board of Statutory Auditors to express, on behalf of the Board he chairs, the opinion of such Board on the motion submitted to the Shareholders' Meeting for approval.

The Chairman of the Board of Statutory Auditors, Massimo Cremona, accordingly takes the floor and reports the Board of Statutory Auditors' favourable opinion regarding the motion and the information provided in relation thereto. The Chairman, having reported to the Shareholders' Meeting that prior to the holding thereof, no questions regarding this item on the Agenda were received, accordingly declares open the debate on the sixth item on the Agenda to be considered by the Shareholders' Meeting.

None of the attendees requests to take the floor.

Having received no requests to take the floor, the CHAIRMAN **closes the debate on the sixth item** on the Agenda and reads the text of the proposed resolution, which is as follows:

"The Shareholders' Meeting of Banca Generali S.p.A., held in ordinary session, at the offices of Assicurazioni Generali S.p.A. In Trieste, at Via Machiavelli 6,

- having regard to the Board of Directors' Report on this item on the Agenda;
- having regard to the Information Document on the share-based Incentivisation System, prepared pursuant to Article 114-bis of TUF and Article 84-bis of the Rules for Issuers, to which reference is made;
- having regard to Article 114-bis of TUF and the regulatory

provisions issued by Consob;

- having acknowledged the favourable opinion of the Remuneration Committee;
- having heard the favourable opinion of the Board of Statutory Auditors,

resolves:

1. to approve, pursuant to Article 114-*bis* of TUF, the adoption of the share-based Incentivisation System for Key Personnel, the terms, conditions and mechanisms of which are described in the relevant information document attached to the Board of Directors' Report, to which reference is made;
2. to grant the Chairman of the Board of Directors and the Chief Executive Officer, severally and with the express power of substitution (including, through a person outside the Board of Directors), all of the necessary and appropriate powers to effect complete and full implementation of the Incentivisation System, in accordance with the terms and conditions set out in the information document on the share-based incentivisation plan, to which reference is made. In passing all relevant resolutions, the Board of Directors will act on the basis of a non-binding opinion of the Remuneration Committee and – in the cases set out in Article 2389, paragraph 3, of the Italian Civil Code – after considering the opinion of the Board of Statutory Auditors."

The CHAIRMAN once again invites the attendees to disclose any ineligibility to vote, and to refrain from leaving the room during voting.

At twelve thirteen, the Chairman then invites the Meeting to vote using a show of hands and the swipe card; he then invites those in favour to vote first by a show of hands; he then invites those against to raise their hands and cast their vote using the swipe card; then those abstaining to raise their hands and cast their vote using the swipe card; lastly, he invites those who are not voting to identify themselves.

At the end of the ballot, the CHAIRMAN announces that the aforesaid motion is passed by the Shareholders' Meeting with the majority required by law and the Articles of Association, with:

- 88,233,584 votes or 96.38% of the voting stock represented at the Shareholders' Meeting, in favour;
- 3,317,432 votes or 3.62% of the voting stock represented at the Shareholders' Meeting, against;
- whilst there were no votes against or shareholders not voting.

The CHAIRMAN also announces that the list of the names of the Shareholders in favour, against, abstaining and not voting with an indication of the number of votes represented by each, is attached hereto as **Schedule "N"**.

The Secretary reports that, at the time of voting, 469 Shareholders with voting rights were present, who, in person or by proxy, represent 78.35% of share capital, including the shares for which voting rights had been suspended pursuant to Article 2357-ter of the Italian Civil Code.

* * * * *

The CHAIRMAN then moves on to deal with the **seventh item** on the Agenda of this Shareholders' Meeting (Authorisation to buy back and dispose of treasury shares in service of remuneration policies; assignment of powers; relevant and ensuing resolutions).

In such regard, the CHAIRMAN points out, first and foremost:

that the Directors' Report on the matter discussed hereunder was filed, as established by law, with the Company's registered office in Trieste, at Via Machiavelli 4, its operating offices in Milan at Piazza Tre Torri 1, Borsa Italiana S.p.A. and the authorised storage mechanism (www.emarketstorage.com). The said documents have also been made available on the Company's website;

that the folder distributed to all attendees contains the aforesaid documents.

He then invites the attendees to examine the document attached hereto as Schedule "G" included in the folder distributed to them.

He then proposes the Shareholders' Meeting to resolve upon the authorisation, within the meaning of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree No. 58/1998, as further amended, to acquire no more than 667,419 ordinary shares in Banca Generali S.p.A., and to subsequently dispose of the same, in one or more tranches. He points out that the aforesaid shares currently represent 0.571% of the Company's share capital.

He reminds in particular that the Shareholders' Resolution of 12 April 2018 authorising the buy-back and disposal of treasury shares for a period of 18 months following the date of the resolution itself must first be revoked.

The previous authorisation called for, *inter alia*, the disposal of the treasury shares for the share-based payment of a portion of Key Personnel's variable remuneration, and the allotment to the beneficiaries of Banca Generali's Network Loyalty Plan of a bonus upon the achievement of pre-set objectives, to be paid in shares for a portion not exceeding 50%.

He reports that the aforementioned authorisation has been fully executed by buying back the maximum amount of 577,644 shares throughout 2018.

In light of the shares needed to implement the Bank's remuneration policies and incentivisation plans in 2019, the Chairman informs that the Board of Directors deems it appropriate to propose that the Shareholders' Meeting issue a new authorisa-

tion, for a similar period of 18 months, commencing on the date of the relevant resolution.

He explains the reasons for the proposed resolution, briefly reminding that the requested authorisation is aimed solely at endowing the Company with the resources necessary to implement the aforesaid short- and long-term incentivisation plans and loyalty systems, as well as the payment, in compliance with the applicable legislation, of the remuneration agreed upon in view or in the event of early termination of the professional relationship.

More specifically:

- with reference to the incentivisation system based on financial instruments, falling within the scope of the Banking Group's remuneration and incentivisation policies, it is required that the remuneration package for Key Personnel be made of fixed and variable components and that, in accordance with applicable regulatory provisions and the principle of proportionality, 25% of the accrued variable remuneration be paid by assigning Banca Generali's ordinary shares.

This provision also applies to subjects, other than those mentioned above, who are identified as Key Personnel by subsidiaries that are required to adopt specific remuneration policies in compliance with local and/or industry regulations;

- with reference to early severance package, when implementing remuneration policies, early severance packages can be defined in case of early termination of the professional relationship or the position held. With regard to Key Personnel, the Bank of Italy's Circular No. 285 of 2013 mainly subjects these mechanisms to the regulatory provisions governing the variable component of remuneration and envisages, *inter alia*, that a portion of the consideration to be granted in view or in the event of early termination of the professional relationship or the position held be paid by assigning financial instruments.

Banca Generali S.p.A. has opted to implement this provision through assignment of its ordinary shares;

- with regard to the Long-term incentivisation plan called "2019 LTI Plan" implementing the remuneration policies, submitted to the Shareholders' Meeting held this day, it provides for the assignment to the beneficiaries of a number of Banca Generali shares upon the achievement of certain objectives;
- with reference to the 2019 Network Loyalty Plan, regulated under the Framework Loyalty Programme for Financial Advisors and Relationship Managers, approved by the Shareholders' Meeting on 20 April 2017, which governs the 2019 Network Loyalty Plan also submitted to the Shareholders' Meet-

ing held today, it is provided that a part of the accrued bonus, not exceeding 50%, be settled in Banca Generali shares.

In consideration of all of the above, the CHAIRMAN reminds the General Shareholders' Meeting that the aforesaid provisions are to be implemented through the assignment of ordinary shares in Banca Generali S.p.A. and stresses that a Shareholders' authorisation is sought solely to enable the Company to buy back the shares necessary to implement the aforesaid incentivisation and loyalty plans (including compensation, as provided for by law, agreed upon in view or in the event of early termination of the professional relationship).

He reports that the buy-back can be performed in one or more tranches, and in light of the maximum number of shares that could potentially be allotted within the above-mentioned Plans (equal to 930,000 shares), and considering the number of shares already held by the Company and purchased in previous years (926,211 treasury shares, of which 663,630 currently restricted for use for prior years' remuneration policies and loyalty plan, and 262,581 currently available), the maximum number of ordinary shares in respect of which the Board of Directors requests the said authorisation stands at 667,419 shares of a par value of 1.00 euro each.

The buy-back will be carried out within the limits of distributable profits and unrestricted reserves, as per the latest duly approved financial statements;

Pursuant to Article 2357-ter of the Italian Civil Code, as per Legislative Decree No. 139/2015, and to Bank of Italy Circular No. 262/2015, the value of the treasury shares purchased will be recognised in the 2019 Financial Statements and deducted from net equity in the Balance Sheet, Item 170 - Liabilities.

He reminds that at 31 December 2018, Banca Generali held 929,090 treasury shares, or 0.795% of the Company's share capital, and that Banca Generali's subsidiaries hold no shares whatsoever in their Parent Company. As a result, even if the authorisation is availed of to the fullest extent, the number of treasury shares held by the Company would, in any event, fall well within the limit imposed under Article 2357, paragraph 3, of the Italian Civil Code.

He further points out:

that the buy-back, which may be effected in one or more tranches, refers to the Company's ordinary shares, with a par value of 1.00 euro each;

that the authorisation to acquire treasury shares is sought for a period of eighteen months following the date on which the related resolution is approved by the General Shareholders' Meeting;

that the minimum purchase price of the ordinary shares shall not be lower than the par value of the share, i.e., 1.00 euro,

whereas the maximum purchase price shall not exceed by 5% the reference price of the stock on the trading day preceding the day on which each purchase is made. However, in order to assess the maximum impact of the buy-back of treasury shares on Own Funds, the Company will, in any event, purchase the aforementioned shares at a price not exceeding 33.24 euros per share, corresponding to the closing price of Banca Generali S.p.A.'s stock on 14 March 2019, prudentially increased by 50%.

With regard to the grounds underlying the motion for authorisation, the Shareholders' Meeting is also required to authorise the assignment of treasury shares, free of charge, to Key Personnel of Banca Generali and its subsidiaries as payment – provided that all regulatory requirements and conditions have been met – of the variable component of remuneration, and as settlement, pursuant to applicable legislation, of the compensation agreed upon in view or in the event of early termination of the professional relationship or the position held, and to the beneficiaries of the 2019 LTI Plan and the beneficiaries of the 2019 Network Loyalty Plan, provided, obviously, that any and all conditions, whether regulatory or imposed under the plans, have been met, it being further understood that the same terms and conditions shall also apply to the treasury shares already held by the Company.

The Chairman specifies that further details are given in the Report included in the folder provided to all attendees and in the document attached hereto as Schedule "G".

The Chairman reports to the General Shareholders' Meeting that this item was placed on the Agenda with the favourable opinion of the Remuneration Committee, taking due account of the number of treasury shares covered by the related motion.

The Chairman then invites the Chairman of the Board of Statutory Auditors to express, on behalf of the Board he chairs, the opinion of such Board on the above-mentioned motion.

Massimo Cremona, on behalf of the Board of Statutory Auditors, expresses the Board of Statutory Auditors' favourable opinion on the motion submitted.

The CHAIRMAN, having reported to the Shareholders' Meeting that prior to the holding thereof, no questions regarding this item on the Agenda were received, accordingly declares open the debate on the seventh item on the Agenda to be considered by the Shareholders' Meeting.

None of the attendees requests to take the floor.

Having received no requests to take the floor, the Chairman **closes the debate on the seventh item** on the Agenda and reads the text of the proposed resolution, which is as follows:

"The Shareholders' Meeting of Banca Generali S.p.A., held in ordinary session, at the offices of Assicurazioni Generali S.p.A. In Trieste, at Via Machiavelli 6,

- having regard to Articles 114-bis and 132 of Legislative Decree No. 58 of 24 February 1998, as further extended and amended;
- having regard to Articles 2357 and 2357-ter of the Italian Civil Code;
- having acknowledged that the number of shares in Banca Generali currently held by the Company and its subsidiaries fall well within the limit imposed under Article 2357, paragraph 3, of the Italian Civil Code;
- having regard to the Board of Directors' Report on this item on the Agenda;
- having regard to the Financial Statements for the year ended 31 December 2018, that have just received Shareholder approval;
- having acknowledged the favourable opinion of the Remuneration Committee, with reference to the number of treasury shares covered by the related motion;
- having heard the favourable opinion of the Board of Statutory Auditors,

resolves:

- 1) to revoke, to the necessary extent, the previous authorisation of 12 April 2018 as it was fully executed, and to authorise, within the meaning of Articles 2357 and 2357-ter of the Italian Civil Code, the buy-back of no more than 667,419 ordinary shares issued by Banca Generali S.p.A., of a par value of 1.00 euro each, as well as the disposal, in one or more tranches, of the treasury shares, including those purchased upon implementation of this resolution, subject to the following terms and conditions:
 - a) the authorisation is limited to acquisitions to be effected for the purposes specified;
 - b) the minimum purchase price of ordinary shares cannot be lower than the par value of the share, equal to 1.00 euro. The maximum purchase price cannot exceed 5% of the reference price of the stock on the trading day preceding the day on which each buy-back is made; in any event, the Company shall purchase the aforementioned shares at a price not exceeding 33.24 euros per share, corresponding to the closing price of Banca Generali S.p.A.'s stock on 14 March 2019, prudentially increased by 50%;
 - c) authorisation for buy-back is granted for eighteen months as of the date of approval of this resolution, whilst authorisation for disposal is granted without any time limit whatsoever, and can be exercised in one or more tranches, in order to enable the achievement of the specified objectives;
 - d) the buy-back will be carried out within the limits of distributable profits and unrestricted reserves, as per

the latest duly approved Financial Statements;

- e) treasury share buy-back will be made, pursuant to Article 144-bis, paragraph 1(b), of the Rules for Issuers, in accordance with the operating procedures set forth in the organisational and operating rules of the markets themselves, so as to ensure equal treatment for all Shareholders. Accordingly, the buy-back shall be made exclusively, including in several tranches, on regulated markets organised and managed by Borsa Italiana S.p.A., pursuant to operating procedures established by the latter which do not allow for the direct matching of buy orders with predetermined sell orders;
- 2) to determine that Banca Generali S.p.A.'s treasury shares and the shares purchased as per resolution in point 1 above may be granted, in whole or in part, without any time limit whatsoever and free of charge, to the personnel identified by Banca Generali S.p.A. as falling within the category of Key Personnel pursuant to the applicable laws and regulations and those identified as Key Personnel by subsidiaries that are required to adopt specific remuneration policies in compliance with local and/or industry regulations, the beneficiaries of the 2019 Network Loyalty Plan and the beneficiaries of the long-term incentivisation plan called 2019 LTI Plan – provided that any and all regulatory requirements and conditions have been duly met –, as well as for the purposes of the payment of the variable component of remuneration – provided that any and all regulatory requirements and conditions have been duly met – and the consideration agreed upon, in compliance with applicable legislation, in view or in the event of early termination of the professional relationship or the position held;
- 3) to authorise the Chief Executive Officer, with powers of sub-delegation to:
- proceed with the execution of this resolution, also by, *inter alia*, identifying the reserve funds to compose the negative item in equity, as contemplated under Article 2357-ter of the Italian Civil Code, in accordance with legal provisions, as well as to also use treasury shares that, at present, are already held by the Company, for the purposes specified herein;
 - establish the procedures, timetable and all the executive and other terms, with a view to ensuring the optimal execution of this resolution, effecting for such purpose any and all related assessments and checks, and proceeding with any and all related formalities, filings and submissions, without exclusion or exception whatsoever."

The CHAIRMAN once again invites the attendees to disclose any ineligibility to vote, and to refrain from leaving the room

during voting.

At twelve twenty one, the Chairman then invites the Meeting to vote using a show of hands and the swipe card; he then invites those in favour to vote first by a show of hands; he then invites those against to raise their hands and cast their vote using the swipe card; then those abstaining to raise their hands and cast their vote using the swipe card; lastly, he invites those who are not voting to identify themselves.

At the end of the ballot, the CHAIRMAN announces that the aforesaid motion is passed by the Shareholders' Meeting with the majority required by law and the Articles of Association, with:

- 89,892,265 votes or 98.19% of the voting stock represented at the Shareholders' Meeting, in favour;
- 1,658,751 votes or 1.81% of the voting stock represented at the Shareholders' Meeting, against;
- whilst there were no votes against or shareholders not voting.

The CHAIRMAN also announces that the list of the names of the Shareholders in favour, against, abstaining and not voting with an indication of the number of votes represented by each, is attached hereto as **Schedule "O"**.

The SECRETARY reports that, at the time of voting, 469 Shareholders with voting rights were present, who, in person or by proxy, represent 78.35% of share capital, including the shares for which voting rights had been suspended pursuant to Article 2357-ter of the Italian Civil Code.

Having disposed to all the items placed on the Agenda of the General Shareholders' Meeting held this day, the CHAIRMAN declares the same adjourned at twelve twenty three.

All the expenses arising in connection herewith shall be borne by the Company.

The attendees, by mutual agreement between them, dispense me, the Notary Public, from giving reading to all the schedules.

Upon request, I, the Notary, have drawn up this deed, which I have read to the persons present who, upon my questioning, declare that they approve the same and then sign the same with me, the Notary.

Type-written in part by a person enjoying my trust and hand-written by me to a small extent, this deed is made up of fourteen sheets of which it covers fifty-two full faces, and this face up to this point.

SIGNED: Giancarlo FANCEL

SIGNED: Domenica LISTA

(Read and underwritten) SIGNED: DANIELA DADO, NOTARY PUBLIC