

Banca Generali S.p.A.
GENERAL SHAREHOLDERS' MEETING
23 april 2020

Item 1 on the Agenda

Financial Statements at 31 December 2019. Presentation of the Consolidated Financial Statements and the Annual Integrated Report. Directors' Reports on Operations, Statutory Auditors' Report and Independent Auditors' Report. Allocation of net profit for the year: relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	92.502.784	100%	79,1626%
Shares for which votes were cast	92.502.784	100,000%	79,1626%
In favour	92.357.656	99,8431%	79,0384%
Against	0	0,000%	0,000%
Abstentions	145.128	0,1569%	0,1242%
Not voting	0	0,000%	0,000%
TOTAL	92.502.784	100%	79,1626%

Item 2 on the Agenda

Remuneration and incentivisation policies of the banking group for 2020; examination of Section I prepared pursuant to Article 123-ter, paragraph 3, of TUF; resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of TUF.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	92.502.784	100%	79,1626%
Shares for which votes were cast	92.502.784	100,000%	79,1626%
In favour	83.357.687	90,1137%	71,3363%
Against	9.145.097	9,8863%	7,8262%
Abstentions	0	0,0000%	0,0000%
Not voting	0	0,0000%	0,0000%
TOTAL	92.502.784	100%	79,1626%

Item 3 on the Agenda

Report on the implementation of the banking group's remuneration and incentivisation policies in 2019: examination of Section II prepared pursuant to Article 123-ter, paragraph 4, of TUF; resolutions pursuant to Article 123-ter, paragraphs 6, of TUF.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	92.502.784	100%	79,1626%
Shares for which votes were cast	92.502.784	100,000%	79,1626%
In favour	85.447.456	92,3728%	73,1247%
Against	7.055.328	7,6272%	6,0379%
Abstentions	0	0,0000%	0,0000%
Not voting	0	0,0000%	0,0000%
TOTAL	92.502.784	100%	79,1626%

Item 4 on the Agenda

Proposal to raise the ratio between the variable and fixed components of remuneration to 2:1; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	92.502.784	100%	79,1626%
Shares for which votes were cast	92.502.784	100,000%	79,1626%
In favour	92.502.784	100,0000%	79,1626%
Against	0	0,0000%	0,0000%
Abstentions	0	0,0000%	0,0000%
Not voting	0	0,0000%	0,0000%
TOTAL	92.502.784	100,0000%	79,1626%

Item 5 on the Agenda

Long-term incentive plan for 2020 pursuant to Article 114-bis of TUF: assignment of powers; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	92.502.784	100%	79,1626%
Shares for which votes were cast	92.502.784	100,000%	79,1626%
In favour	86.795.581	93,8302%	74,2784%
Against	5.707.203	6,1698%	4,8841%
Abstentions	0	0,0000%	0,0000%
Not voting	0	0,0000%	0,0000%
TOTAL	92.502.784	100,0000%	79,1626%

Item 6 on the Agenda

Network loyalty plan for 2020 pursuant to Article 114-bis of TUF: assignment of powers; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	92.502.784	100%	79,1626%
Shares for which votes were cast	92.502.784	100,000%	79,1626%
In favour	90.781.952	98,1397%	77,6899%
Against	0	0,0000%	0,0000%
Abstentions	1.720.832	1,8603%	1,4727%
Not voting	0	0,0000%	0,0000%
TOTAL	92.502.784	100,0000%	79,1626%

Item 7 on the Agenda

Share-based incentivisation system pursuant to Article 114-bis of TUF: assignment of powers; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	92.502.784	100%	79,1626%
Shares for which votes were cast	92.502.784	100,000%	79,1626%
In favour	87.780.401	94,8949%	75,1212%
Against	0	0,0000%	0,0000%
Abstentions	4.722.383	5,1051%	4,0413%
Not voting	0	0,0000%	0,0000%
TOTAL	92.502.784	100,0000%	79,1626%

Item 8 on the Agenda

Authorisation to buy back and dispose of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of TUF and relevant implementing provisions, in service of the 2020 network loyalty plan, the 2020 long term incentive plan and the 2020 incentivisation system mentioned in the previous items of this Agenda; assignment of powers; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	92.502.784	100%	79,1626%
Shares for which votes were cast	92.502.784	100,000%	79,1626%
In favour	92.449.496	99,9424%	79,1170%
Against	53.288	0,0576%	0,0456%
Abstentions	0	0,0000%	0,0000%
Not voting	0	0,0000%	0,0000%
TOTAL	92.502.784	100,0000%	79,1626%

Item 9 on the Agenda

Statutory auditing assignment: supplementation of the activity covered by the assignment and increase of fees; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	92.502.784	100%	79,1626%
Shares for which votes were cast	92.502.784	100,000%	79,1626%
In favour	92.421.132	99,9117%	79,0927%
Against	81.652	0,0883%	0,0699%
Abstentions	0	0,0000%	0,0000%
Not voting	0	0,0000%	0,0000%
TOTAL	92.502.784	100,0000%	79,1626%