

Banca Generali S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

21 april 2022

Item 1.a on the Agenda - ordinary session

Financial Statements at 31 December 2021. Approval of the Financial Statements at 31 December 2021.

Presentation of the Consolidated Financial Statements and the Annual Integrated Report. Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.341.329	99,87%	73,89%
Against	0	0,00%	0,00%
Abstentions	109.844	0,13%	0,09%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.b on the Agenda - ordinary session

Financial Statements at 31 December 2021. 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	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 2 on the Agenda - ordinary session

Remuneration and incentive policies of the banking group for 2022: 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	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	85.084.794	98,42%	72,81%
Against	1.096.305	1,27%	0,94%
Abstentions	270.074	0,31%	0,23%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 3 on the Agenda - ordinary session

Report on the implementation of the banking group's remuneration and incentive policies in 2021: examination of Section II prepared pursuant to Article 123-ter, paragraph 4, of TUF; resolutions pursuant to Article 123-ter, paragraph 6, of TUF.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	82.849.779	95,83%	70,90%
Against	1.018.009	1,18%	0,87%
Abstentions	2.583.385	2,99%	2,21%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 4 on the Agenda - ordinary session

Motion to raise the ratio between the variable to fixed component 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	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.278.968	99,80%	73,84%
Against	164.204	0,19%	0,14%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 5 on the Agenda - ordinary session

Long-term incentive plan for 2022 pursuant to Article 114-bis of TUF: granting 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	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	85.728.284	99,16%	73,37%
Against	460.816	0,53%	0,39%
Abstentions	262.073	0,30%	0,22%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 6 on the Agenda - ordinary session

Incentive system and other share-based variable remunerations pursuant to Article 114-bis of TUF: granting 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	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.284.093	99,81%	73,84%
Against	167.080	0,19%	0,14%
Abstentions	0	0,00%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 7 on the Agenda - ordinary session

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 the related implementing provisions, in service of the 2022 long-term incentive plan and the incentive system and other share-based variable remunerations as per the foregoing items of the Agenda; granting 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	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.271.903	99,79%	73,83%
Against	171.269	0,20%	0,15%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.1 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.

Amendment of article 5, paragraphs 1, 5 and 6.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.2 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.

Amendment of article 9, paragraphs 1, 2 and 3.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.3 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.

Amendment of article 10, paragraphs 2, 3 and 4.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.439.401	99,99%	73,97%
Against	3.771	0,00%	0,00%
Abstentions	8.001	0,01%	0,01%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.4 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.

Amendment of article 12, paragraph 1.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.5 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.
Amendment of article 14, paragraphs 1 and 2.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.6 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.
Amendment of article 15, paragraphs 3, 6, 9, 10, 13 and 14.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.7 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.
Amendment of article 16, paragraph 1.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.8 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.
Amendment of article 17, paragraph 3.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.9 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.
Amendment of article 18, paragraphs 3, 4 and 5.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.10 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.
Amendment of article 20, paragraphs 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 and 16.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.11 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.
Amendment of article 22, paragraphs 1, 2, 3, 4, 5 and 6.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%

Item 1.12 on the Agenda - extraordinary session

Approval in an extraordinary session of amendments to the Articles of Association: relevant and ensuing resolutions.
Amendment of article 23, paragraphs 4, 5 and 6.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	86.451.173	100,00%	73,98%
Shares for which votes were cast	86.451.173	100,00%	73,98%
In favour	86.443.172	99,99%	73,98%
Against	0	0,00%	0,00%
Abstentions	8.001	0,01%	0,00%
Not voting	0	0,00%	0,00%
TOTAL	86.451.173	100,00%	73,98%