

# Banca Generali S.p.A.

## ORDINARY SHAREHOLDERS' MEETING

### 19 april 2023

#### Item 1.a on the Agenda

*Financial Statements at 31 December 2022. Approval of the Financial Statements at 31 December 2022. 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	85.392.058	100,00%	73,08%
Shares for which votes were cast	85.392.058	100,00%	73,08%
In favour	85.262.142	99,85%	72,97%
Against	500	0,00%	0,00%
Abstentions	129.416	0,15%	0,11%
Not voting	0	0,00%	0,00%
TOTAL	85.392.058	100,00%	73,08%

#### Item 1.b on the Agenda

*Financial Statements at 31 December 2022. 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	85.392.058	100,00%	73,08%
Shares for which votes were cast	85.392.058	100,00%	73,08%
In favour	85.382.013	99,99%	73,07%
Against	0	0,00%	0,00%
Abstentions	10.045	0,01%	0,01%
Not voting	0	0,00%	0,00%
TOTAL	85.392.058	100,00%	73,08%

#### Item 2 on the Agenda

*Remuneration and incentive policies of the Banking Group for 2023: examination of Section I prepared pursuant to Article 123-ter, paragraph 3, of the Italian Financial Act; resolutions pursuant to Article 123-ter, paragraphs 3-bis*

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	85.392.058	100,00%	73,08%
Shares for which votes were cast	85.392.058	100,00%	73,08%
In favour	76.931.213	90,09%	65,84%
Against	601.904	0,71%	0,51%
Abstentions	7.858.941	9,20%	6,73%
Not voting	0	0,00%	0,00%
TOTAL	85.392.058	100,00%	73,08%

#### Item 3 on the Agenda

*Report on the implementation of the Banking Group's remuneration and incentive policies in 2022: examination of Section II prepared pursuant to Article 123-ter, paragraph 4, of the Italian Financial Act; resolutions pursuant to Article 123-ter, paragraph 6, of the Italian Financial Act.*

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	85.392.058	100,00%	73,08%
Shares for which votes were cast	85.392.058	100,00%	73,08%
In favour	74.015.439	86,68%	63,34%
Against	845.035	0,99%	0,73%
Abstentions	10.531.584	12,33%	9,01%
Not voting	0	0,00%	0,00%
TOTAL	85.392.058	100,00%	73,08%

**Item 4 on the Agenda**

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	85.392.058	100,00%	73,08%
Shares for which votes were cast	85.392.058	100,00%	73,08%
In favour	77.584.402	90,86%	66,40%
Against	162.100	0,19%	0,14%
Abstentions	7.645.556	8,95%	6,54%
Not voting	0	0,00%	0,00%
TOTAL	85.392.058	100,00%	73,08%

**Item 5 on the Agenda**

Long-term Incentive Plan for 2023 pursuant to Article 114-bis of the Italian Financial Act: 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	85.392.058	100,00%	73,08%
Shares for which votes were cast	85.392.058	100,00%	73,08%
In favour	77.011.446	90,19%	65,91%
Against	531.216	0,62%	0,45%
Abstentions	7.849.396	9,19%	6,72%
Not voting	0	0,00%	0,00%
TOTAL	85.392.058	100,00%	73,08%

**Item 6 on the Agenda**

Incentive system and other share-based variable remunerations pursuant to Article 114-bis of the Italian Financial Act: 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	85.392.058	100,00%	73,08%
Shares for which votes were cast	85.392.058	100,00%	73,08%
In favour	77.593.947	90,87%	66,40%
Against	162.100	0,19%	0,14%
Abstentions	7.636.011	8,94%	6,54%
Not voting	0	0,00%	0,00%
TOTAL	85.392.058	100,00%	73,08%

**Item 7 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 the Italian Financial Act and the related implementing provisions, in service of the Long-term Incentive Plan for 2023 and the incentive system and other share-based variable remunerations as per the foregoing items on 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	85.392.058	100,00%	73,08%
Shares for which votes were cast	85.392.058	100,00%	73,08%
In favour	85.382.013	99,99%	73,07%
Against	500	0,00%	0,00%
Abstentions	9.545	0,01%	0,01%
Not voting	0	0,00%	0,00%
TOTAL	85.392.058	100,00%	73,08%

**Item 8 on the Agenda**

*Motion to appoint the Directors co-opted pursuant to Article 2386, paragraph 1, of the Italian Civil Code; relevant and ensuing resolutions*

	<b>No. of shares</b>	<b>% of shares represented at the Shareholders' meeting</b>	<b>% of share capital</b>
Shares represented at the Shareholders' meeting	85.392.058	100,00%	73,08%
Shares for which votes were cast	85.392.058	100,00%	73,08%
In favour	85.137.745	99,70%	72,86%
Against	243.505	0,29%	0,21%
Abstentions	10.308	0,01%	0,01%
Not voting	500	0,00%	0,00%
TOTAL	85.392.058	100,00%	73,08%