

Banca Generali S.p.A.
ORDINARY SHAREHOLDERS' MEETING
18 april 2024

Item 1.1 on the Agenda

Approval of the Financial Statements at 31 December 2023. 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	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	88.952.807	98,84%	76,13%
Against	0	0,00%	0,00%
Abstentions	185.815	0,21%	0,16%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 1.2 on the Agenda

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	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	89.073.622	98,98%	76,23%
Against	0	0,00%	0,00%
Abstentions	65.000	0,07%	0,06%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 2.1 on the Agenda

Appointment and definition of the remuneration of the Board of Directors for the three-year period 2024-2026: definition of the number of members of the Board of Directors in office for the years ending 31 December 2024, 2025 and 2026. Relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	89.043.820	98,95%	76,20%
Against	29.802	0,03%	0,03%
Abstentions	65.000	0,07%	0,06%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 2.2 on the Agenda

Appointment and definition of the remuneration of the Board of Directors for the three-year period 2024-2026: appointment of the Board of Directors for the years ending 31 December 2024, 2025 and 2026. Relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
List 1	72.512.479	80,5753%	62,0552%
List 2	17.453.983	19,3947%	14,9369%
Against	26.600	0,0296%	0,0228%
Abstentions	425	0,0005%	0,0004%
Not voting	0	0,00%	0,00%
TOTALE	89.993.487	100,00%	77,02%

Item 2.3 on the Agenda

Appointment and definition of the remuneration of the Board of Directors for the three-year period 2024-2026: definition of the remuneration of the members of the Board of Directors for the years ending 31 December 2024, 2025 and 2026. Relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	80.768.162	89,75%	69,12%
Against	26.600	0,03%	0,02%
Abstentions	8.343.860	9,27%	7,15%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 3.1 on the Agenda

Appointment and definition of the remuneration of the Board of Statutory Auditors and the Chairperson thereof for the three-year period 2024-2026: appointment of the members of the Board of Statutory Auditors and the Chairperson thereof for the years ending 31 December 2024, 2025 and 2026. Relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
List 1	72.512.479	80,5753%	62,0552%
List 2	17.424.069	19,3615%	14,9113%
Against	28.091	0,0312%	0,0240%
Abstentions	0	0,00%	0,00%
Not voting	28.848	0,0321%	0,0247%
TOTALE	89.993.487	100,00%	77,02%

Item 3.2 on the Agenda

Appointment and definition of the remuneration of the Board of Statutory Auditors and the Chairperson thereof for the three-year period 2024-2026: definition of the annual remuneration of the Statutory Auditors for the years ending 31 December 2024, 2025 and 2026. Relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	89.073.622	98,98%	76,23%
Against	0	0,00%	0,00%
Abstentions	65.000	0,07%	0,06%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 4 on the Agenda

Remuneration and incentive policies of the banking group for 2024: 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	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	80.509.804	89,46%	68,90%
Against	263.514	0,29%	0,23%
Abstentions	8.365.304	9,30%	7,16%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 5 on the Agenda

Report on the application of the banking group's remuneration and incentive policies in 2023: 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	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	78.837.870	87,60%	67,47%
Against	123.342	0,14%	0,11%
Abstentions	10.177.410	11,31%	8,71%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 6 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	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	80.768.162	89,75%	69,12%
Against	26.600	0,03%	0,02%
Abstentions	8.343.860	9,27%	7,15%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 7 on the Agenda

Long-term incentive plan for 2024 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	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	80.768.162	89,75%	69,12%
Against	26.600	0,03%	0,02%
Abstentions	8.343.860	9,27%	7,15%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 8 on the Agenda

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	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	80.768.162	89,75%	69,12%
Against	26.600	0,03%	0,02%
Abstentions	8.343.860	9,27%	7,15%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%

Item 9 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 the related implementing provisions, in service of the 2024 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	89.993.487	100,00%	77,02%
Shares for which votes were cast	89.993.487	100,00%	77,02%
In favour	88.980.121	98,87%	76,15%
Against	93.501	0,10%	0,08%
Abstentions	65.000	0,08%	0,06%
Not voting	854.865	0,95%	0,73%
TOTAL	89.993.487	100,00%	77,02%