

GENERAL SHAREHOLDERS' MEETING

BANCA GENERALI S.p.A.

Item 1 on the Agenda

Financial Statements at 31 December 2017 of the merged company BG Fiduciaria SIM S.p.A.; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,245	100%	68.332%
Shares for which votes were cast	79,827,245	99.975%	68.315%
In favour	79,797,245	99.937%	68.289%
Against	0	0.000%	0.000%
Abstentions	30,000	0.038%	0.026%
Not voting	20,000	0.025%	0.017%
TOTAL	79,847,245	100%	68.332%

Item 2 on the Agenda

Financial Statements at 31 December 2017, allocation of net profit for the year, presentation of the Consolidated Financial Statements at 31 December 2017 and information regarding the consolidated non-financial statement pursuant to Legislative Decree No. 254/2016 (2017 Sustainability Report); relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,645	100%	68.333%
Shares for which votes were cast	79,827,645	99.975%	68.315%
In favour	79,797,645	99.937%	68.290%
Against	0	0.000%	0.000%
Abstentions	30,000	0.038%	0.026%
Not voting	20,000	0.025%	0.017%
TOTAL	79,847,645	100%	68.333%

Item 3 on the Agenda

Remuneration Report: Banking Group's Remuneration Policies and Report on the Application of Remuneration Policies in 2017; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,645	100%	68.333%
Shares for which votes were cast	79,808,167	99.951%	68.299%
In favour	72,274,850	90.516%	61.852%
Against	7,503,317	9.397%	6.421%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,645	100%	68.333%

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	79,847,645	100%	68.333%
Shares for which votes were cast	79,808,167	99.951%	68.299%
In favour	79,767,558	99.900%	68.264%
Against	10,609	0.013%	0.009%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,645	100%	68.333%

Item 5.1 on the Agenda

Appointment of the Board of Directors, following definition of composition, term of office and remuneration of Board members; relevant and ensuing resolutions.

Definition of the composition.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,645	100%	68.333%
Shares for which votes were cast	79,808,167	99.951%	68.299%
In favour	79,778,167	99.913%	68.273%
Against	0	0.000%	0.000%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,645	100%	68.333%

Item 5.2 on the Agenda

Appointment of the Board of Directors, following definition of composition, term of office and remuneration of Board members; relevant and ensuing resolutions. Definition of the term of office.

Definition of the term of office.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,645	100%	68.333%
Shares for which votes were cast	79,808,167	99.951%	68.299%
In favour	79,702,259	99.818%	68.208%
Against	75,908	0.095%	0.065%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,645	100%	68.333%

Item 5.3 on the Agenda

Appointment of the Board of Directors, following definition of composition, term of office and remuneration of Board members; relevant and ensuing resolutions.

Appointment of Directors.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,645	100%	68.333%
Shares for which votes were cast	79,751,895	99.880%	68.251%
List 1	59,562,061	74.595%	50.972%
List 2	20,112,585	25.189%	17.212%
Against	77,249	0.097%	0.066%
Abstentions	0	0.000%	0.000%
Not voting	95,750	0.120%	0.082%
TOTAL	79,847,645	100%	68.333%

Item 5.4 on the Agenda

Appointment of the Board of Directors, following definition of composition, term of office and remuneration of Board members; relevant and ensuing resolutions. Definition of remuneration.

Definition of remuneration of Board members.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,645	100%	68.333%
Shares for which votes were cast	79,808,167	99.951%	68.299%
In favour	79,778,167	99.913%	68.273%
Against	0	0.000%	0.000%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,645	100%	68.333%

Item 6.1 on the Agenda

Appointment of the Board of Statutory Auditors and its Chairperson and definition of remuneration; relevant and ensuing resolutions. Appointment of three Regular Auditors and two Alternate Auditors.

Appointment of the Board of Statutory Auditors and its Chairperson.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,645	100%	68.333%
Shares for which votes were cast	79,533,275	99.606%	68.063%
List 1	59,521,948	74.544%	50.938%
List 2	19,936,543	24.968%	17.061%
Against	74,784	0.094%	0.064%
Abstentions	0	0.000%	0.000%
Not voting	314,370	0.394%	0.269%
TOTAL	79,847,645	100%	68.333%

Item 6.2 on the Agenda

Appointment of the Board of Statutory Auditors and its Chairperson and definition of remuneration; relevant and ensuing resolutions. Definition of remuneration.

Definition of remuneration.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,645	100%	68.333%
Shares for which votes were cast	79,808,167	99.951%	68.299%
In favour	79,778,167	99.913%	68.273%
Against	0	0.000%	0.000%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,645	100%	68.333%

Item 7 on the Agenda

Approval of the 2018 long-term incentive plan pursuant to Article 114- bis of Legislative Decree No. 58/1998; 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	79,847,645	100%	68.333%
Shares for which votes were cast	79,808,167	99.951%	68.299%
In favour	65,627,435	82.191%	56.163%
Against	14,150,732	17.722%	12.110%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,645	100%	68.333%

Item 8 on the Agenda

Approval of a network Loyalty Plan for 2018 pursuant to Article 114- bis of Legislative Decree No. 58/1998; 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	79,847,595	100%	68.332%
Shares for which votes were cast	79,808,117	99.951%	68.299%
In favour	65,493,379	82.023%	56.048%
Against	14,284,738	17.890%	12.225%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,595	100%	68.332%

Item 9 on the Agenda

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.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	79,847,595	100%	68.332%
Shares for which votes were cast	79,808,117	99.951%	68.299%
In favour	79,460,935	99.516%	68.002%
Against	317,182	0.397%	0.271%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,595	100%	68.332%

Item 10 on the Agenda

Authorisation to buy back and dispose of treasury shares in service of remuneration policies; 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	79,847,595	100%	68.332%
Shares for which votes were cast	79,808,117	99.951%	68.299%
In favour	65,634,475	82.200%	56.169%
Against	14,143,642	17.713%	12.104%
Abstentions	30,000	0.038%	0.026%
Not voting	39,478	0.049%	0.034%
TOTAL	79,847,595	100%	68.332%