

GENERAL SHAREHOLDERS' MEETING

BANCA GENERALI S.p.A.

18-apr-19

Item 1 on the Agenda

Approval of the Financial Statements at 31 December 2018, accompanied by the Directors' Report on Operations, the Statutory Auditors' Report and the Independent Auditors' Report. Allocation of net profit for the year, presentation of the Consolidated Financial Statements and the Annual Integrated Report; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91,552,616	100%	78,349%
Shares for which votes were cast	91,552,616	100,000%	78,349%
In favour	91,478,197	99,919%	78,286%
Against	0	0,000%	0,000%
Abstentions	74,419	0,081%	0,064%
Not voting	0	0,000%	0,000%
TOTAL	91,552,616	100%	78,349%

Item 2 on the Agenda

Remuneration Report: Banking Group's Remuneration and Incentivisation Policies and Report on the Application of Remuneration Policies in 2018; relevant and ensuing resolutions

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91,553,016	100%	78,350%
Shares for which votes were cast	91,553,016	100,000%	78,350%
In favour	80,359,811	87,774%	68,771%
Against	5,540,755	6,052%	4,742%
Abstentions	5,652,450	6,174%	4,837%
Not voting	0	0,000%	0,000%
TOTAL	91,553,016	100%	78,350%

Item 3 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	91,553,016	100%	78,350%
Shares for which votes were cast	91,553,016	100,000%	78,350%
In favour	91,553,016	100,000%	78,350%
Against	0	0,000%	0,000%
Abstentions	0	0,000%	0,000%
Not voting	0	0,000%	0,000%
TOTAL	91,553,016	100%	78,350%

Item 4 on the Agenda

Approval of the 2019 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	91,550,016	100%	78,347%
Shares for which votes were cast	91,550,016	100,000%	78,347%
In favour	86,613,217	94,608%	74,122%
Against	4,936,799	5,392%	4,225%
Abstentions	0	0,000%	0,000%
Not voting	0	0,000%	0,000%
TOTAL	91,550,016	100%	78,347%

Item 5 on the Agenda

Approval of a network Loyalty Plan for 2019 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	91,550,016	100%	78,347%
Shares for which votes were cast	91,550,016	100,000%	78,347%
In favour	73,316,674	80,084%	62,743%
Against	12,580,892	13,742%	10,767%
Abstentions	5,652,450	6,174%	4,837%
Not voting	0	0,000%	0,000%
TOTAL	91,550,016	100%	78,347%

Item 6 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	91,551,016	100%	78,348%
Shares for which votes were cast	91,551,016	100,000%	78,348%
In favour	88,233,584	96,376%	75,509%
Against	3,317,432	3,624%	2,839%
Abstentions	0	0,000%	0,000%
Not voting	0	0,000%	0,000%
TOTAL	91,551,016	100%	78,348%

Item 7 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	91,551,016	100%	78,348%
Shares for which votes were cast	91,551,016	100,000%	78,348%
In favour	89,892,265	98,188%	76,929%
Against	1,658,751	1,812%	1,420%
Abstentions	0	0,000%	0,000%
Not voting	0	0,000%	0,000%
TOTAL	91,551,016	100%	78,348%