



INFORMATION DOCUMENT

(pursuant to Article 84-bis of Consob Regulation No. 11971 of 14 May 1999, as amended and extended)

ON THE LONG-TERM INCENTIVE PLAN "2019 LTI PLAN"

Milan, 15 March 2019

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INTRODUCTION

This Information Document (the “**Information Document**”), drawn up in accordance with Layout 7 of Annex 3A of the Rules for Issuers, is has been issued by Banca Generali S.p.A. (“**Banca Generali**” or the “**Bank**”), in compliance with the provisions of Article 114-*bis* of the Consolidation Law on Financial Intermediation (hereinafter “TUF”) and Article 84-*bis*, paragraph 1, of the Rules for Issuers, with a view to providing its shareholders and the financial community adequate information on the long-term incentive plan “LTI Plan 2019”, approved by the Board of Directors on 15 March 2019 (“**LTI Plan 2019**” or “**Plan**”) and subject to approval by the General Shareholders’ Meeting scheduled to be held at the offices of Assicurazioni Generali S.p.A., in Trieste, Via Machiavelli 6, on 18 April 2019 (first call) or, if need be, on 19 April 2019 (second call). The Plan concerns the granting of free ordinary shares of Banca Generali to the Directors and employees of the Bank and its Subsidiaries (as defined herein) as identified by the Board of Directors among those who are vested with strategic responsibilities for the achievement of corporate goals of the Banking Group, provided that their role is significant also for the Generali Group (as defined herein).

In this regard, reference is made to the Directors’ Report drawn up pursuant to Articles 125-*ter*, paragraph 1, and 114-*bis*, paragraph 1, of Legislative Decree No. 58 of 24 February 1998, as further amended (“TUF”), and Article 84-*ter* of the Regulation adopted by Consob by Resolution No. 11971 of 14 May 1999, as further amended (the “**Rules for Issuers**”), available from the Bank’s website, www.bancagenerali.com, section Corporate Governance / AGM.

The Plan aims to enhance and reflect the medium/long-term performance targets of the Banking Group, which have been defined ensuring consistency with the Generali Group targets, in the definition of the variable remuneration of the above-mentioned parties.

The characteristics of the 2019 LTI Plan are consistent with applicable provisions on remuneration, in particular Bank of Italy's Supervisory Provisions concerning remuneration and incentivisation policies and procedures (cf. Bank of Italy Circular No. 285 of 17 December 2013, Supervisory Provisions for Banks, Title IV, Chapter 2”, Remuneration and Incentivisation Policies and Procedures, most recently updated on 23 October 2018, or the “**Circular Letter**”).

In order to implement the Plan, the shares to be assigned free of charge to Beneficiaries will be acquired, either wholly or in part, from the provision of treasury shares that the Company may acquire and dispose of in application of the Shareholders’ Meeting authorisations, pursuant to Articles 2357 and 2357-*ter* of the Italian Civil Code.

This Information Document is available for public consultation at Banca Generali’s registered office in Trieste, Via Machiavelli 4, the Milan operating offices, Direzione Affari Societari e Rapporti con le Authorities, Piazza Tre Torri 1, the centralised regulatory data storage mechanism [SDIR-NIS, managed by BIt Market Services, at www.emarketstorage.com] and on the Bank’s website www.bancagenerali.com, Section Corporate Governance / AGM.

DEFINITIONS

The terms indicated below have the following meanings for the purposes of this Information Document:

<u>Directors</u>	Each executive director of Banca Generali and its subsidiaries.
<u>Chief Executive Officer</u>	Director vested with full managerial authority and ultimate responsibility for the management of Banca Generali
<u>Shareholders' Meeting</u>	General Shareholders' Meeting of Banca Generali
<u>Shares</u>	Banca Generali ordinary Shares
<u>Beneficiaries</u>	The beneficiaries of this Plan are the Chief Executive Officer and General Manager, the Deputy General Managers, the General Managers of the Subsidiaries, the Area/Direction Managers reporting to the Chief Executive Officer/General Manager and the Deputy General Managers — with the exception of the control function — who will be identified by the Board of Directors, at his sole discretion, upon launching the Plan or during the Plan's three year period (2019-2021), taking account of the role they have in the Banking Group and provided that such role is significant also for the Generali Group. In implementing the Plan, the Board of Directors will specifically identify the Beneficiaries amongst those who hold the aforementioned roles, also determining the Objectives and the number of Shares to be assigned.
<u>Circular Letter</u>	Bank of Italy Circular Letter No. 285 of 17 December 2013, "Supervisory Provisions for Banks", Title IV, Chapter 2, <i>Remuneration and Incentivisation Policies and Procedures</i> , most recently updated on 23 October 2018.
<u>Civil Code</u>	The Italian Civil Code, approved by Royal Decree No. 262 of 16 March 1942, as amended and extended.
<u>Corporate Governance Code</u>	The Corporate Governance Code of listed companies prepared by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A.
<u>Remuneration Committee</u>	The Bank's Remuneration Committee <i>pro tempore</i> .
<u>Board of Directors</u>	The Bank's Board of Directors <i>pro tempore</i> .
<u>Subsidiaries</u>	Without distinction, each of the companies directly or indirectly controlled from time to time by the Bank, within the meaning of Article 2359 of the Italian Civil Code, and which have a current Relationship with one or more Beneficiaries.
<u>Date of Approval</u>	The date of approval of this Plan by the Generali Shareholders' Meeting.
<u>Employees</u>	The executives and employees who currently work for Banca Generali

or one of its Subsidiaries, either under open-ended or fixed-term contracts, excluding all forms of independent contractors or consultants.

Information Document

This information document drawn up pursuant to and for the intents and purposes of Article 84-*bis*, paragraph 1, of the Rules for Issuers.

EPS Growth

With reference to the Generali Group, Earning Per Share Growth, the percentage change (compound average) of the EPS with reference to the net result normalised by gains/losses on disposal.

Adjusted EVA

With reference to the banking Group, the indicator that expresses the creation of value through the adjustment of Recurring Net Profit (as defined below) of the cost of capital element.

Banca Generali Banking Group's Gates

Indicators representing the Banking Group's specific access thresholds linked to Total Capital Ratio and Liquidity Coverage Ratio to be met in order to qualify for the assignment of the Shares. The parameters and characteristics are outlined in the Participation Form of each Beneficiary, without prejudice to the fact that they may be subsequently changed and amended at the discretion of the Bank's relevant corporate bodies, in accordance with applicable regulations.

Generali Group's Gate

Indicator representing a Generali Group's access threshold linked to the Regulatory Solvency Ratio to be met in order to qualify for the assignment of the Shares linked to the Generali Group's Objectives. The parameters and characteristics are outlined in the Participation Form of each Beneficiary, without prejudice to the fact that they may be subsequently changed and amended at the discretion of the Bank's relevant corporate bodies, in accordance with applicable regulations.

Generali Group

Assicurazioni Generali S.p.A. and the companies under Italian and foreign law subject, directly or indirectly, to its control, pursuant to Article 2359 of the Italian Civil Code.

Banking Group

the Banca Generali banking group, registered in the Register of Banking Groups, whose parent company is Banca Generali S.p.A., having its registered office in Trieste, Italy, Via Machiavelli 4, registered in the Register of Banks at number 5358;

Participation Form

The form given by Banca Generali to Beneficiaries *(i)* indicating the Objectives; *(ii)* indicating the Gates of the Banking Group Banca Generali and the Gates of the Generali Group; *(iii)* the subscription and return of which to Banca Generali by the Beneficiaries will constitute full and unconditional adherence to the Plan.

Net Return on Equity (ROE)

With reference to the Generali Group, the Net ROE, calculated as the ratio of IFRS-compliant net profit and equity (excluding Other Comprehensive Income)

<u>Objectives</u>	Collectively, the Objectives of the Generali Group and the Objectives of the Banking Group.
<u>Generali Group's Objectives</u>	The assignment of 20% of the total Shares that each Beneficiary may become entitled to receive pursuant to the Plan is contingent on the satisfaction of the performance indicators specified by the Board of Directors of Assicurazioni Generali S.p.A and set out in the Participation Form of each Beneficiary, provided that the Generali Group's and Banca Generali Banking Group's Gates are satisfied.
<u>Banking Group's Objectives</u>	The assignment of 80% of the total Shares that each Beneficiary may become entitled to receive pursuant to the Plan is contingent on the satisfaction of the performance indicators specified by the Board of Directors and set out in the Participation Form of each Beneficiary, provided that the Banca Generali Banking Group's Gates are satisfied.
<u>Professional Relationship</u>	The administration or employment relationship between the Beneficiary and the Bank or one of its Subsidiaries.
<u>Rules for Issuers</u>	The Rules adopted by Consob under Resolution No. 11971 of 14 May 1999, as amended and extended.
<u>Regulatory Solvency Ratio</u>	With reference to the Generali Group, the ratio of admitted own funds to the solvency capital requirement of the Group, both calculated in line with the Solvency II regulation. Admitted own funds are net of the proposed dividend.
<u>Relative TSR</u>	With reference to the Generali Group, the total return on shareholders' investment calculated as a variation in the shares' market price, including distributions or dividends reinvested in the shares, as compared to a selected list of peers.
<u>Remuneration Report</u>	The report drawn up from time to time by Banca Generali pursuant to the provisions of Italian and EU regulations of the banking industry, regulatory provisions for issuers and the Corporate Governance Code for listed companies.
<u>Recurring Net Profit</u>	<i>With reference to the Banking Group</i> , it represents Recurring Net Profit, with the exclusion of extraordinary items (Gains/losses on the Own Securities Portfolio, Performance Fees, extraordinary component of the contributions to the FITB/BRRD bank rescue funds and, for 2019 only, the income and costs related to the extraordinary transactions completed during that period).
<u>Plan Entity</u>	Banca Generali

Cash Settlement

The cash amount that Banca Generali may, at its discretion and on the basis of a resolution of the Board of Directors, be paid to single Beneficiaries in place— in full or in part — of Shares that should be granted to them, calculated on the basis of the average official Shares price on the MTA market — as ascertained by Borsa Italiana S.p.A. — in the month prior to Shares grant, or, in case the Shares should no longer be listed, on the basis of their normal value pursuant to Article 9 of the Presidential Decree of No. 917 of 22 December 1986, as determined by an independent expert appointed by Banca Generali

tROE

With reference to the banking Group, this indicator is the ratio of net profit and average adjusted net equity, with the exclusion of intangible assets.

TUF

Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended and extended.

1. **RECIPIENTS**

1.1 **Names of the Beneficiaries who sit on the Board of Directors or on the governing body of the Issuer of the financial instruments, as well as any parent companies or direct or indirect Subsidiaries thereof.**

Currently (without prejudice to subsequent changes, and conditional upon any Board of Director's decisions), potential Beneficiaries include the Chief Executive Officer and General Manager of the Bank Gian Maria Mossa.

The names of the actual Beneficiaries identified by the Board of Directors and the other information envisaged in paragraph 1 of Layout 7 of Annex 3A to the Rules for Issuers will be provided according to the methods set out in Article 84-*bis*, paragraph 5, letter a), of the Rules for Issuers.

1.2 **Categories of employees or outside collaborators of the Issuer of the financial instruments, and/or any and all the parent companies and Subsidiaries thereof.**

The Beneficiaries of the Plan include employees or collaborators falling into the following categories: the Deputy General Managers, the General Managers of Subsidiaries, the Area/Direction Managers directly reporting to the Chief Executive Officer/General Manager and to the Deputy General Managers — with the exception of control functions — who will be carefully selected upon launching the Plan or during the three years of reference (2019-2021), in consideration of the significance of their role in the Banking Group, and provided that such role is significant also for the Generali Group.

Information requested in this regard will be provided according to the methods set out in Article 84-*bis*, paragraph 5, letter a), of the Rules for Issuers.

1.3 **Names of the Beneficiaries of the Plan belonging to the groups indicated in point 1.3, letters a), b) and c) of Annex 3A, Layout 7, of the Rules for Issuers.**

a) General Managers of the issuer of financial instruments

In detail, currently (without prejudice to subsequent changes and subject to the Board of Directors' decisions), these Beneficiaries include the Chief Executive Officer and General Manager of the Bank, Gian Maria Mossa.

The names of the actual Beneficiaries identified by the Board of Directors and the other information envisaged in paragraph 1 of Layout 7 of Annex 3A to the Rules for Issuers will be provided according to the methods set out in Article 84-*bis*, paragraph 5, letter a), of the Rules for Issuers.

b) Other key management personnel of the issuer of financial instruments that do not fall into the "small size" category within the meaning of Article 3, paragraph 1, point (f), of Regulation No. 17221 of 12 March 2010, if their overall remuneration (inclusive of both earnings in cash, and compensation based on financial instruments) during the financial year exceeds the highest overall remuneration received by the Board members, members of the governing body or the general managers of the issuer of financial instruments.

Not applicable: during the financial year, Beneficiaries did not include key management personnel who during the year received overall remuneration exceeding the highest overall

remuneration received by members of the Board of Directors

c) Individuals who control the issuer and are either employees of the latter or serve the issuer as outside collaborators.

Not applicable.

1.4 Description and numerical indication of the Beneficiaries, broken down into the categories indicated in point 1.4, letters a), b) and c) of Annex 3A, Layout 7, of the Rules for Issuers.

a) Key management personnel other than those listed in letter b) of paragraph 1.3

To date, Beneficiaries include the Deputy General Managers, in detail (without prejudice to subsequent changes), the Deputy General Manager Wealth Management, Markets and Products and the Deputy General Manager Commercial Networks, Alternative and Support Channels.

The full indication of actual Beneficiaries identified by the Board of Directors and the other information envisaged in paragraph 1 of Layout 7 of Annex 3A to the Rules for Issuers will be provided according to the methods set out in Article 84-*bis*, paragraph 5, letter a), of the Rules for Issuers.

b) Full indication of all the key management personnel of the issuer falling within the “small size” category within the meaning of Article 3, paragraph 1, point (f), of Regulation No. 17221 of 12 March 2010

Not applicable.

c) Of any and all other categories of employees or collaborators for whom differentiated features of the plan are applicable (e.g., managers, executives, office personnel, etc.)

Not applicable.

2. REASONS FOR ADOPTING THE PLAN

2.1 Goals pursued through the assignments made under the Plans

The Plan, in line with the Circular Letter and applicable regulations, as well as the best practices (including the recommendations of the Corporate Governance Code), intends to pursue the objective of increasing the value of Banca Generali Shares meanwhile aligning, the economic interest of its Beneficiaries to those of the shareholders.

The Plan has the following objectives:

- to determine a connection with the component of variable remuneration linked to the medium-long term objectives and the value creation for the shareholder, taking into account the group’s sustainability and the results actually achieved;
- to develop the culture of performance in accordance with the Group’s philosophy;
- to contribute to the creation of a balanced mix between fixed and variable elements of the Beneficiaries’ remuneration;
- to obtain the management’s loyalty at Banking Group’s level.

In particular, the Plan aims to reinforce the link between the remuneration of Beneficiaries and the performance of the Bank and the Banking Group, ensuring consistency with the expected performance according to the Generali Group's strategic plan.

To achieve these objectives, it was decided to:

- pay a component of the variable remuneration in the form of Shares and only at the achievement of specific Objectives;
- link the incentive to the share value resulting from the average price of the Shares in the three months prior to approval, by the Board of Directors, of the draft financial statements and the consolidated financial statements for the previous financial year;
- define a three years' time vesting period;
- provide for specific malus and claw-back clauses.

2.2 Key variables, including performance indicators, taken into consideration in making assignments pursuant to incentive plans based on financial instruments

The Plan provides that the number of Shares actually assigned is directly linked to the achievement of the Banking Group's Objectives and the Generali Group's Objectives.

Six objectives have been identified: three Banking Group's Objectives, linked to objectively measurable parameters, such as tROE Recurring Net Profit and Adjusted EVA, which influence the determination of 80% of the number of Shares to be assigned to each Beneficiary, and three Generali Group's Objectives also corresponding to objectively measurable parameters: Relative TSR (relative Total Shareholders' Return), average Net Return on Equity (ROE), EPS Growth which influence the determination of 20% of the number of Shares to be assigned to each Beneficiary.

At the end of the Plan's three years' period (2019-2021), the Shares will be assigned to the Beneficiaries (without prejudice, in any case, to the provisions set forth in the following paragraphs 4.6 and 4.8).

2.3. Elements underlying the determination of remuneration based on financial instruments, or otherwise, criteria for determining the same.

The Beneficiaries and the number of Shares that may be assigned to each of them are determined by the Board of Directors at its sole discretion, in compliance with the Circular Letter and the applicable regulations.

Without prejudice to compliance with the Circular Letter and applicable regulations, the maximum number of Shares that can be assigned at the end of the Plan's three-year period (2019-2021) is calculated by dividing the percentage of the annual recurrent gross remuneration of Beneficiaries variable between 87.5% and 175% (based on the role held) and the value of the Share, calculated as the average of three months prior to the approval by the Board of Directors of the draft financial statements and consolidated financial statements of the year before the beginning of the Plan's three year period.

According to business practices and investors' expectations it is established that Shares will be assigned to Beneficiaries and made it available in an overall period of six years. The number of Shares may be reduced to a minimum level (which is also calculated as a percentage of the

recurring annual gross remuneration of the Beneficiaries), below which no Share shall be assigned.

The number of assigned shares is directly correlated to the level of satisfaction of the Objectives.

The assignment of the Shares is subject to the satisfaction of the gates of the Banking Group and of the Generali Group.

The Bank may not assign the Shares to Beneficiaries, in whole or in part, if there is a significant deterioration in the Bank's capital or financial position and/or that of the Banking Group, ascertained by the Board of Directors (malus clause). The Bank further reserves the right to ask Beneficiaries to return the in whole or in part, of the Shares if the results achieved prove to be non-lasting or effective as a result of a fraudulent or grossly negligent conduct attributable to the Beneficiaries (clawback clause).

Moreover, the Bank has the right to grant also to individual Beneficiaries in place of — full or partial — the allocation of Shares, a Cash Settlement (without prejudice to the other relevant terms and conditions applicable for the Plan), on the basis of a resolution that the Board of Directors (or the delegated body in charge) may take at its sole discretion.

The Bank will request, by means of specific agreements included in the contractual documents that govern the Plan, that Beneficiaries do not use personal or insurance coverage strategies (hedging) that may alter or affect the risk alignment effects implicit in the Plan.

This is without prejudice to the fact that even if the Objectives are met, Banca Generali shall not assign the Shares to the Beneficiaries if the Gates of the Banca Generali Banking Group are not satisfied. Furthermore, Banca Generali shall not assign the portion of Shares subject to the achievement of the Generali Group's Objectives, if the Generali Group's Gate is not reached.

2.4 Reasons for making assignments under compensation plans based on financial instruments issued by parties other than the Issuer, such as parent companies or subsidiaries of the latter, or even entities that do not belong to the same corporate group as the Issuer; in the case where the aforesaid financial instruments are not traded on regulated markets, information regarding the criteria used to determine the book value of the same

Not applicable. The Plan does not contemplate the use of the financial instruments in question.

2.5 Assessments regarding significant tax and accounting implications that informed the definition of the plan

Not applicable. The Plan is not designed in consideration of any significant tax and/or accounting implications.

2.6 Support for the Plan, if any, from the Special Fund for incentivising workers' participation in enterprises, mentioned in Article 4, paragraph 112 of Law No. 350 of 24 December 2003

Not applicable. The Plan receives no support from the Special Fund for encouraging workers to participate in enterprises, mentioned in Article 4, paragraph 112 of Law No. 350 of 24 December 2003.

3. SHARE ASSIGNMENT APPROVAL PROCEDURE AND TIMING

3.1 Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the purpose of implementing the plan

The Shareholders' Meeting is called to approve the Plan that provides for the free assignment of Shares to the Beneficiaries by the Board of Directors.

The maximum number of Shares that can be assigned under the Plan is 160,000.

The Shares pertaining to the Plan will be taken from the treasury shares' supply possibly bought back by the Company in execution of the Shareholders' authorisations pursuant to Articles 2357 and 2357-ter of the Civil Code.

For this purpose, the Shareholders' Meeting convened to approve the Plan will be invited to approve an authorisation for the purchase and disposal of treasury shares pursuant to Articles 2357 and 2357-ter of the Civil Code.

3.2 The persons and parties in charge of managing the Plan, and the functions and powers thereof

Within the limits of applicable laws and regulations, the Board of Directors may delegate its powers to the Chief Executive Officer or to another Director/other Directors, with the support of the Human Resources Department, and/or grant specific powers to perform one or more of the activities relating to the management of the Plan.

3.3 Procedures, if any, for revising the Plan, especially in light of changes in the underlying targets.

In the first year of the Plan, the Board of Directors defines and establishes the Objectives, which are constantly kept consistent with the long-term objectives and strategies adopted by the Bank, the Banking Group and the Generali Group.

It should be noted that the Board of Directors can amend and integrate the Plan, the Plan's Rules and/or the Participation Forms, autonomously and without any further approval by the Shareholders' Meeting. These amendments and integrations (including also the early allocation of Shares or the elimination or modification of any restriction) are those deemed necessary or appropriate as a consequence of factors that may affect the Shares, the Bank and/or the Banking Group and/or the Generali Group and/or the Plan and/or the Objectives (including, but not limited to, extraordinary transactions and reorganisations regarding the Banking Group and/or the Generali Group, capital transactions, regulatory changes to the remuneration policies or changes to the scope of the Group, takeover or exchange bids or change of control, compliance with specific industry regulation or foreign legislation applicable for individual Group companies, material changes in the macroeconomic conditions or worsening of the financial context), in order to maintain unchanged — on a discretionary basis, and anyway to the extent permitted by applicable law in force from time to time — the substantive and financial aspects of the Plan.

3.4 Description of the procedures for determining the availability and assignment of the financial instruments underlying the plans

In order to guarantee greater flexibility, the Shares free assignment in implementing the Plan will be obtained through treasury shares deriving from buy-backs authorised by the Shareholders' Meeting, pursuant to Articles 2357 and 2357-ter of the Civil Code.

3.5 Role played by each director in determining the characteristics of the plans; any conflicts of interest experienced by the directors in question

The Plan Beneficiaries include (without prejudice to future changes and conditional upon any Board of Directors' decision) Chief Executive Officer and General Manager Gian Maria Mossa. The Board resolution assigning the Shares will be passed in accordance with the provisions of Article 2391 of the Civil Code and, to the extent applicable, Article 2389 of the Civil Code and Article 53, paragraph 4, of TUB.

3.6 For the intents and purposes of the requirements imposed under Article 84-bis, paragraph 1, the date of the decision adopted by the relevant corporate body to submit the plans to the Shareholders' Meeting for approval, as well as the date of the recommendations, if any, put forward by the Remuneration Committee, if appointed

On 13 March 2019, the Remuneration Committee examined the Plan, expressed a favourable opinion and resolved to submit it for the approval of the Board of Directors.

On 15 March 2019, following the favourable opinion from the Remuneration Committee, the Board of Directors resolved to approve the proposed Plan and submit it for the approval of the Shareholders' Meeting.

3.7 For the intents and purposes of the requirements imposed under Article 84-bis, paragraph 5, subparagraph (a), the date on which the relevant corporate body approved the decision regarding the assignment of the financial instruments, as well as the date of the recommendations, if any, put forward by the Remuneration Committee, if appointed.

The publication of the Notice of Calling of the Shareholders' Meeting convened to approve the Plan is scheduled on 18 March 2019.

Shares allocation is subject to Board of Directors' resolution, after having verified the level of satisfaction of the Objectives (as detailed in paragraph 2.2 above).

The information required in this respect by Article 84-*bis*, paragraph 5, letter a), of the Rules for Issuers (or otherwise in accordance with applicable laws and regulations applicable from time to time) but not currently available will be provided in accordance with applicable legislation.

3.8 The market price recorded on the aforesaid dates, in respect of the financial instruments on which the plans are based, in the event the said financial instruments are traded on regulated markets.

The price of reference of the Shares on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A. at the end of the market session on the date on the date of approval of the proposal by the Board of Directors was 22.04 euros.

3.9 In the case of plans based on financial instruments traded on regulated markets, the deadlines and procedures pursuant to which the Issuer takes account, in determining the timetable of the assignments made in implementation of the plan, the possible simultaneousness of: (i) said assignment or any decisions made in this regard by the Remuneration Committee; and (ii) the circulation of any relevant information pursuant to Article 114, paragraph 1; for example, if such information: a) has not yet been published and may positively affect market prices, or (b) has already been published and is liable to negatively affect market prices.

The proposal for the Shareholders' Meeting concerning the adoption of the Plan was approved

by the Board of Directors during the meeting of 15 March 2019.

The draft 2018 Financial Statements was approved by the Board of Directors during its meeting of 8 March 2019 and will be submitted for the approval of the ordinary General Shareholders' Meeting convened on 18 April 2019 (first call) and, if need be, on 19 April 2019 (second call), also called to approve the Plan.

The Shareholders' Meeting that approves the Plan will not be aware of the consolidated results of the first quarter of the current year, since they will not be available at the scheduled date of the meeting.

Decisions concerning the timing of assignment of the Shares will be taken by the Board of Directors with the non-binding prior opinion of the Remuneration Committee.

Shares will not be assigned immediately, but only when the performance objectives have been achieved and the assignment procedure thereof shall, in any event, comply both with the disclosure obligations to which the Company is subject, so as to provide transparent and equal information to the market, and with the procedures adopted by the Company.

The Beneficiaries of the Plan include individual subject to the obligations imposed under internal dealing regulations laid down by Regulation (EU) No. 596/2014 of 16 April 2014 (and related implementing provisions), TUF and the Rules for Issuers. Should the conditions indicated in the aforementioned regulations be met, these individuals are required to make timely disclosure to the market of any and all significant transactions effected on the Shares, pursuant to the above-mentioned regulations.

In addition to the foregoing, the Beneficiaries shall comply with the provisions governing the abuse of inside information or market manipulation laid down in Regulation (EU) No. 596/2014 and the provisions set forth in the "*Code on Inside Information*", to which reference is made.

4. FEATURES OF THE INSTRUMENTS ASSIGNED

4.1 Description of how the share-based remuneration plans are structured; specify, for instance, whether or not the plan is based on the assignment of: restricted stock; phantom stock; option grants; stock options or stock appreciation rights

The Beneficiaries of the Plan are entitled to Shares in the form of restricted stock.

4.2 Specification of the period of actual implementation of the Plan, with an indication of any other cycles that might be contemplated

The Plan is implemented at its Date of Approval.

The Plan has a three-year performance period (2019-2021) and an additional restriction period on the Shares assigned as described herein.

4.3 Term of the plan

The effective period of the Plan shall run from the Date of Approval until the end of the Plan's three-year period.

4.4 The maximum number of financial instruments, including in the form of options, assigned during each tax year, to the persons specified by name or falling within the specified categories

The maximum number of Shares that may be assigned to the Beneficiaries of the Plan is 160,000.

The number of Shares that can be assigned to each Beneficiary is determined by the Board of Directors.

The actual number of Shares to be assigned to each Beneficiary will depend on the level of achievement of the Objectives.

The Shares' assignment will take place only at the end of the Plan's third year (2019-2021).

Information on the Shares assigned during the implementation of the Plan shall be provided pursuant to Article 84-*bis*, paragraph 5(a), of the Rules for Issuers.

4.5 Implementing provisions and procedures of the Plan, indicating if the assignment of financial instruments is subject to the satisfaction of conditions precedent or the attainment of specific results, including in terms of performance; description of the said conditions precedent and results

Information on these matters is provided in paragraphs 2.2 and 2.3 above.

4.6 Indication of any retention period for options or financial instruments resulting from the exercise of options, with particular regard to the period within which subsequent transfers to the company or third parties are permitted or restricted

The Shares granted to the Beneficiaries will be freely available under the following terms and conditions:

- 50% will be immediately available (in order to enable the beneficiaries to bear the tax charges related to the share assignment);
- 50% will be subject to a two-year lock-up.

This is without prejudice to a different determination of the Board of Directors that is more favourable for Beneficiaries and the provisions set forth in the Circular Letter and applicable regulations.

The lock-up period will begin on the date on which the Shares are registered on the current account in the name of the Beneficiaries at the Plan Administrator.

After the expiry date of the periods in which shares are locked up, as described above, further lock-up periods may be applied to Shares (pursuant to subsequent resolutions by the Board of Directors), in compliance with the recommendations of the Corporate Governance Code.

These Shares shall not be transferred to third-parties – and therefore may not be sold, assigned, exchanged, carried forward, or otherwise be transferred to any living person – until the end of the above-mentioned time periods, unless authorised by the Board of Directors, which may also order the Shares to remain in custody.

In the event of termination of the Professional Relationship, the Board of Directors may redefine, without prejudice to compliance with the Circular Letter and the applicable regulations, the terms and conditions of all of the above-mentioned lock-up periods, possibly also considering the overall remuneration of the interested Beneficiary, or also by referring to Shares granted in execution of other incentive plans.

4.7 Description of any and all conditions pertaining to the assignment of the options in the event the recipients effect hedging transactions aimed at circumventing restrictions imposed on the transferability of the assigned financial instruments, including in the form of options, or of the financial instruments subject to subscription pursuant to the exercise of the said options

In the event of violation of the ban on hedging by a Beneficiary (see paragraph 2.3 above), the Board of Directors will evaluate the adoption of the measures deemed most appropriate, including forfeiture of the Beneficiary's entitlement to receive the Shares.

4.8 Description of the effects arising from termination of the work relationship

Termination of the Professional Relationship before Banca Generali has received the Participation Form from the potential Beneficiary duly signed for acceptance or before the expiry of the Plan's three-year period shall entail the Beneficiaries' forfeiture of entitlement to receive the Shares upon the occurrence of the conditions described above.

In the event that the pension requirements are fully met or in case of death or disability with the right to receive a disability pension which entails the termination of the Professional Relationship, and if such events occur after the first year of the Plan's three-year period (2019-2021), the Beneficiaries, or the respective heirs in the event of death, may retain the right to receive the Shares, under the terms and conditions described above, proportionately to the duration of the Professional Relationship with respect to the duration of the Plan's three-year period.

In all cases of termination of the Professional Relationship other than those described above, the Beneficiaries shall lose their entitlement, as well as the future chance to receive Shares upon the fulfilment of the conditions described above.

As a partial departure from the foregoing, if the Professional Relationship has a defined term and an expiry period prior to the expiry of the Plan's three-year period, the Beneficiaries for whom the expiry of the Professional Relationship occurs after the first year of the Plan's three-year period shall retain the right to receive Shares, in accordance with the terms and conditions described above, proportionately to the duration of the Professional Relationship with respect to the duration of the Plan's three-year period.

If a Banking Group's company ceases to be part thereof, the Professional Relationship shall be considered as terminated for the purposes of the Plan on the date on which such event occurs. However, Beneficiaries for whom such event occurs after the first year of the Plan's three-year period maintain the right to receive the Shares, in accordance with the terms and conditions described above, proportionately to the duration of their company's membership of the Banking Group with regard to the duration of the Plan's three-year period.

Finally, if the Professional Relationship with Banca Generali or a Banking Group's company is transferred to another company of the Banking Group or Generali Group and/or in the case of termination of the Professional Relationship and concurrent creation of a new Professional Relationship within the Banking Group, the Beneficiary will retain, *mutatis mutandis*, any and all rights possessed under the Plan and in accordance with the Participation Form.

With particular regard to the Chief Executive Officer, in the event of termination of his Professional Relationship (sub-ordinate and/or administrative) by the Bank (even for non-renewal) without just cause, the Chief Executive Officer retains the right to receive the Shares

(conditional upon achievement of the related performance objectives and all of the other terms and conditions laid down in the applicable regulations).

The Board of Directors may amend the aforementioned terms, without prejudice to compliance with the Circular Letter and the applicable regulations and in a way that is more favourable for the Beneficiaries, possibly also considering the overall remuneration of the Beneficiary concerned or also with reference to Shares granted in execution of other incentive plans.

4.9 Other possible reasons for which the plan may be cancelled

No other reasons for which the Plan may be cancelled are envisaged.

4.10 The reasons for the inclusion of provisions, if any, allowing the company to “redeem” the financial instruments covered under the plans, pursuant to Article 2357 et seqq. of the Civil Code; the beneficiaries of the redemption, indicating if the same applies only to specific categories of employees; the repercussions of the termination of the Professional Relationship on the said redemption.

Not applicable. The Bank does not envisage the redemption of any of the Shares covering the Plan.

4.11 Any and all loans and other facilities made available for buying-back the shares, within the meaning of Article 2358 of the Civil Code.

Not applicable. No loans or other facilities have been made available for the buy-back of the Shares within the meaning of Article 2358 of the Civil Code.

4.12 The company’s expected liability exposure as at the date of the assignment in question, as estimated in light of the already established terms and conditions, providing a breakdown of the overall liability exposure in question by type of security covered under the Plan

The Plan expense is equal to the sum of the real cost of each of the Plan’s three-year period (2019-2021), calculated as the fair value of the entitlement to receive Shares (calculated as at the grant date) multiplied by the estimated number of rights to be granted at the end of the Plan’s three-year period.

The cost will be distributed on a pro-rated basis over the three years’ vesting period and re-estimated/adjusted at the end of each year during the vesting period as a cross-entry to the appropriate equity reserve.

4.13 Description of any dilutive impact the compensation plans may exert on the Share capital

Not applicable

4.14 Restrictions, if any, imposed on dividend entitlements and the exercise of voting rights

Not applicable.

4.15 If the shares are not traded on regulated markets, any and all information useful for a full assessment of their value

Not applicable.

4.16 Number of financial instruments underlying each option

Not applicable.

4.17 Expiry of the options

Not applicable.

4.18 Procedures (American/European), deadlines (for instance, exercise periods), and exercise clauses (such as knock-in and knock-out clauses)

Not applicable.

4.19 Strike price of the option or methods and criteria for determining the strike price, with particular regard to: a) the formula for calculating the strike price on the basis of a given market price (fair market value); and b) the methods for determining the market price of reference for determining the strike price

Not applicable.

4.20 If the strike price departs from the fair market value determined pursuant to the procedures set forth in point 4.19.b above (fair market value), the reasons for such departure

Not applicable.

4.21 Grounds for applying different strike prices to various Beneficiaries or categories of Beneficiaries

Not applicable.

4.22 If the financial instruments underlying the options cannot be traded on regulated markets, indication of the value attributable to the underlying financial instruments or of the criteria for determining the same

Not applicable.

4.23 Criteria for carrying out the adjustments required in light of extraordinary capital and other transactions entailing changes in the number of the underlying securities (capital increases, extraordinary dividend distributions, splits and reverse-splits of the underlying Shares, mergers and de-mergers, transactions entailing changes in the Share category of the underlying Shares, etc.)

See paragraph 3.3 above.

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The disclosures required under Section 1 of Frame 1 of Table 1 of Layout 7 of Annex 3A to the Rules for Issuers, as well as under Article 84-bis, paragraph 5, of the Rules for Issuers, with regard to incentive plans under way, are available for consultation on the Bank's website at www.bancagenerali.com.

The disclosures required under Section 2 of Frame 1 of Table 1 of Layout 7 of Annex 3A to the Rules for Issuers, as well as under Article 84-bis, paragraph 5, of the Rules for Issuers, shall be made available by the deadlines and in the manner and form specified in the aforesaid Article 84-bis, paragraph 5, of the Rules for Issuers.