

**BANCA GENERALI S.p.A.**

Registered offices at Trieste, Via Machiavelli No. of 4

Authorised share capital 119,378,836.00 euros, Subscribed and paid-up share capital  
116,851,637.00 euros

Registration number with the Office of the Registrar of Companies of Trieste and Tax Code  
No. 00833240328, VAT No. 01333550323

Registered with the Rolls of Banks under No. of 5358, Parent Company of the Banca Generali  
Banking Group registered with the Rolls of Banking Groups

Company managed and coordinated by Assicurazioni Generali S.p.A.

Website: [www.bancagenerali.com](http://www.bancagenerali.com)

Member of the Interbank Deposit Protection Fund

**NOTICE OF CALLING OF THE GENERAL SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting of Banca Generali S.p.A. is convened in Milan, at the offices of Studio Notarile Marchetti, Via Agnello 18, at 9:30a.m.

On

- 22 April 2021 (first call);
- 23 April 2021 (second call);

to discuss and pass resolutions of the following:

**Agenda**

1. Financial Statements at 31 December 2020.
  - (a) Approval of the Financial Statements at 31 December 2020. Presentation of the Consolidated Financial Statements and the Annual Integrated Report. Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report.
  - (b) Allocation of net profit for the year. Relevant and ensuing resolutions.
2. Appointment and definition of the remuneration of the Board of Directors for the three-year period 2021-2023.
  - (a) Definition of the number of members of the Board of Directors in office for the years ending 31 December 2021, 2022 and 2023. Relevant and ensuing resolutions.
  - (b) Appointment of the Board of Directors for the years ending 31 December 2021, 2022 and 2023. Relevant and ensuing resolutions.
  - (c) Definition of the remuneration of the members of the Board of Directors for the years ending 31 December 2021, 2022 and 2023. Relevant and ensuing resolutions.
3. Appointment and definition of the remuneration of the Board of Statutory Auditors and the Chairman thereof for the three-year period 2021-2023.
  - (a) Appointment of the members of the Board of Statutory Auditors and the Chairman thereof for the years ending 31 December 2021, 2022 and 2023. Relevant and ensuing resolutions.

- (b) Definition of the annual remuneration of the Statutory Auditors for the years ending 31 December 2021, 2022 and 2023. Relevant and ensuing resolutions.
4. Remuneration and incentive policies of the banking group for 2021: 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.
  5. Report on the implementation of the banking group's remuneration and incentive policies in 2020: examination of Section II prepared pursuant to Article 123-ter, paragraph 4, of TUF; resolutions pursuant to Article 123-ter, paragraph 6, of TUF.
  6. Motion to raise the ratio between the variable to fixed component of remuneration to 2:1; relevant and ensuing resolutions.
  7. Long-term incentive plan for 2021 pursuant to Article 114-bis of TUF: granting of powers; relevant and ensuing resolutions.
  8. Network loyalty plan 2021 pursuant to Article 114-bis of TUF: granting of powers; relevant and ensuing resolutions.
  9. Share-based incentive system pursuant to Article 114-bis of TUF: granting of powers; relevant and ensuing resolutions.
  10. 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 2021 network loyalty plan, 2021 long-term incentive plan and the 2021 incentive system as per the foregoing items of the Agenda; granting of powers; relevant and ensuing resolutions.
  11. Statutory auditing: consensual termination and concurrent award of a new engagement; relevant and ensuing resolutions.

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The date and/or place and/or method of participation and/or voting and/or conduct of the Shareholders' Meeting indicated in the Notice of Calling are conditional on compatibility with applicable legislation or orders issued by the competent authorities in view of the Covid-19 emergency. Prompt notice will be given of any changes through the same channels used to publish the Notice of Calling and/or the information channels provided for in applicable legislation from time to time.

In particular, in view of the ongoing Covid-19 emergency, the Company has established that – pursuant to, *inter alia*, Article 106 of Legislative Decree No. 18 of 17 March 2020, “*Measures to enhance the health service and provide economic support for families, workers and businesses in connection with the Covid-19 epidemiological emergency*”, as subsequently amended – attendance of the Shareholders' Meeting, in accordance with the legislation in effect from time to time, **will take place exclusively through the Appointed Representative**, in accordance with Article 135-undecies of Legislative Decree No. 58 of 24 February 1998 (TUF), as discussed in ample detail on the Company's website at the address <https://www.bancagenerali.com/en/governance/attending-the-agm>. The Appointed Representative could also be granted proxies or sub-proxies pursuant to Article 135-novies of TUF, in derogation from Article 135-undecies, paragraph 4, of the said Decree, in order to ensure the widest use of such remote voting system by all Shareholders, in compliance with the fundamental principle of protecting the health of the Company's Shareholders, employees, management and advisors.

Accordingly, in light of the above, (i) members of company bodies may connect to and participate in the Shareholders' Meeting by audio-conference, whereas (ii) shareholders may attend the shareholders' meeting through a passive streaming platform that may be accessed, after

identification is provided, in the manner and according to the instructions that will be duly reported on the Company's website at the address <https://www.bancagenerali.com/en/governance/attending-the-agm>.

### **Information on the Share Capital and Voting Rights**

Banca Generali S.p.A.'s subscribed and paid-up share capital amounts to 116,851,637.00 euros, represented by a total of 116,851,637 ordinary shares having a par value of 1.00 euro each. Each share, with the exception of treasury shares, entitles its owner to one vote in ordinary and extraordinary Shareholders' Meetings. As of the date of this notice of calling (i.e. **5 March 2021**), the Company holds 1,767,676 ordinary treasury shares with no voting rights, pursuant to Article 2357-ter of the Italian Civil Code, equal to 1.5128% of the share capital; therefore, the total number of voting rights that may be exercised at the Shareholders' Meeting hereby convened is 115,083,961.

### **Attendance of the General Meeting**

Pursuant to Article 10 of the Articles of Association, entitlement to attend and exercise voting rights at Shareholders' Meetings, exclusively through the Appointed Representative, is established pursuant to a notice to be served to the Company by an authorised intermediary who keeps the accounts on which Banca Generali's shares are registered in favour of the party with voting rights, based on the latter's accounting records at the end of the record date, of the seventh trading day preceding the scheduled date of the Shareholders' Meeting at first calling (i.e. **13 April 2021**, so called "record date"). Credit and debit entries made after said deadline shall not be taken into consideration for the intents and purposes of establishing entitlement to vote at the Shareholders' Meeting, therefore persons and parties shown as the owners of shares of the Company only following such date (i.e., after **13 April 2021**) shall not be entitled to attend or vote at the Shareholders' Meeting through the Appointed Representative. The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders' Meeting at first calling (i.e. **19 April 2021**), without prejudice to entitlement to attend and/or exercise voting rights through the Appointed Representative in the event the said notice reaches the Company after said deadline but before commencement of the proceedings of the Shareholders' Meeting referred to in the individual Notice of Calling.

No provision has been made for the casting of votes by mail or using electronic means. Those entitled to vote and/or their proxy holders may cast their vote through the Appointed Representative pursuant to Articles 135-undecies and 135-novies of TUF.

### **Voting Proxies and Appointed Representative appointed by the Company**

All parties entitled to attend the Shareholders' Meeting may elect to have themselves represented through the Appointed Representative by written proxy and/or sub-proxy pursuant to applicable provisions of law, with the option of using the proxy forms available from the Company's website at the address <https://www.bancagenerali.com/en/governance/attending-the-agm>.

Further information also regarding the rules governing proxy voting are available at the Company's website <https://www.bancagenerali.com/en/>, under *governance/AGM/Attending the AGM*.

For the Shareholders' Meeting governed by this Notice of Calling, Banca Generali has appointed as the Appointed Representative, pursuant to Article 135-undecies of the TUF, Studio Legale Trevisan & Associati, with its registered office in Milan, Viale Majno 45, in the person of attorney-at-law Dario Trevisan or his alternates in the event he is unable to perform his duties, to

whom written proxy authority may be granted at no expense to the shareholder (except for any shipping fees), with voting instructions on all or some of the proposals on the Agenda, or alternatively pursuant to:

- Article 135-*undecies* of TUF, through the “*Appointed Representative Proxy Form*”, or
- Article 135-*novies* of TUF, with the power to use the “*Ordinary Proxy Form*” and/or the “*Sub-Proxy Form*”

in the manner described below.

#### **Proxy pursuant to Article 135-*undecies* of TUF (proxy for the Appointed Representative of a listed company)**

The proxy for the Appointed Representative pursuant to Article 135-*undecies* of the TUF must be awarded by signing the specific “*Appointed Representative Proxy Form*” containing the voting instructions (and accompanied by a copy of the identity document of the shareholder, legal representative or attorney-in-fact with appropriate powers, along with documentation attesting to their qualification or powers), and be delivered, in the original, by courier or recommended letter, with return receipt, to Studio Legale Trevisan & Associati, Viale Majno 45, Milan (Ref. “*Proxy for BANCA GENERALI 2021 Shareholders’ Meeting*”) by the end of the second market business day prior to the scheduled date of first call of the Shareholders’ Meeting (*i.e.*, **by 23:59 hours on 20 April 2021** or, if the Shareholders’ Meeting is held in second call, **by 23:59 hours on 21 April 2021**). Without prejudice to the submission of the proxy, together with the voting instructions, in the original, the same may be forwarded also by e-mail at the Company’s certified e-mail [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it). Sending to the aforementioned certified email address of the proxy, signed with a digital signature in accordance with current legislation, satisfies the requirement of written form.

The “*Proxy form for the Appointed Representative*” is available at the Company’s website <https://www.bancagenerali.com/en/governance/attending-the-agm>. Proxy Forms shall not be valid with respect to proposals for which voting instructions have not been provided.

Voting proxies and instructions issued to the Appointed Representative shall remain revocable through to the same deadline (*i.e.*, **by 23:59 hours of 20 April 2021** or **by 23:59 hours of 21 April 2021**, should the Shareholders’ Meeting be held in second call) and with the same methods used for granting the proxy.

#### **Proxy pursuant to Article 135-*novies* of TUF (“ordinary proxy” and/or “sub-proxy”)**

In order to permit the broadest use of this remote voting tool for all shareholders, the Company has also established that those who do not avail themselves of proxies pursuant to Article 135-*undecies* of TUF may grant proxies and/or sub-proxies to the Appointed Representative pursuant to Article 135-*novies* of TUF, with the option of using the “*Ordinary Proxy Form*” and/or the “*Sub-Proxy Form*” available from the Company’s website at the address <https://www.bancagenerali.com/en/governance/attending-the-agm>. In this case, the proxies and related written voting instructions (accompanied by a copy of the identity document of the shareholder or the legal representative or attorney-in-fact with the appropriate powers, along with documentation attesting to their qualification or powers) must be delivered **no later than 18:00 hours on 21 April 2021** if the Shareholders’ Meeting is held in first call and **on 22 April 2021** if the Shareholders’ Meeting is held in second call, to the addresses indicated below:

- Studio Legale Trevisan e Associati, Viale Majno 45, 20122 Milan, Italy, [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it); or
- to the Company by letter addressed to Banca Generali S.p.A., *Direzione Affari Societari e Rapporti con le Authorities*, Piazza Tre Torri n. 1, 20145 Milan (*specifying on the envelope “PROXY for the Shareholders’ Meeting”*), or by e-mail to the certified e-mail address

[corporate@pec.bancagenerali.it](mailto:corporate@pec.bancagenerali.it) (specifying in the subject-line “PROXY for the Shareholders’ Meeting”), which will forward it to the Appointed Representative.

The Appointed Representative may, at its own mere discretion, accept proxies, sub-proxies and/or voting instructions even after the above cut-off time and before the commencement of the Shareholders’ Meeting.

Further information, also concerning the rules governing the Appointed Representative are available at the website <https://www.bancagenerali.com/en/>, under *Corporate governance/AGM/Attending the AGM*.

### **Right to Ask Questions Prior to the Shareholders’ Meeting**

Pursuant to the law, Shareholders with voting rights may ask questions concerning the subjects on the agenda prior to the Shareholders’ Meeting, in any case no later than at the end of the seventh trading day before the scheduled date of the first calling of the Shareholders’ Meeting, *i.e.*, **no later than 13 April 2021**, by submitting them by mail (together with the notice certifying entitlement to vote at record date) to the Company's operating offices, for the attention of *Direzione Affari Societari e Rapporti con le Authorities*, Piazza Tre Torri 1, 20145 Milan, Italy, or by using the electronic mail address [assemblea2021@bancagenerali.it](mailto:assemblea2021@bancagenerali.it), in accordance with the terms and conditions specified in the procedure published on the Company's website. Questions received by the date indicated that are found to be pertinent to the subjects on the Agenda will be answered at least two days prior to the Shareholders’ Meeting, *i.e.* by 20 April 2021, by publication in the specific section of the website, with the option of providing a single response to questions with the same content.

Questions that do not concern the items on the Shareholders’ Meeting Agenda shall not be taken into consideration.

### **Right to Request Additions to the Agenda and Present New Proposed Resolutions**

Pursuant to the law, Shareholders, who individually or jointly account for at least one fortieth of the share capital may, within ten days of publication of the Notice of Calling (*i.e.*, **within 22 March 2021**), ask for additions to the Agenda or present new proposed resolutions for items already on the Agenda, specifying in the request the additional items or proposed resolutions.

Such applications must be submitted in writing and delivered to the operating offices in Milan, *Direzione Affari Societari e Rapporti con le Authorities*, Piazza tre Torri n. 1, or by using the certified e-mail address [corporate@pec.bancagenerali.it](mailto:corporate@pec.bancagenerali.it), along with a copy of the notice required by applicable legislation to participate in the Shareholders’ Meeting. By the above deadline and according to the same procedures, a report on the issues on which a debate is proposed, or the reasons underlying new proposed resolutions in respect of matters already on the Agenda, must be lodged by the relevant Shareholders.

Notice of any and all additional items placed on the Agenda and/or presentation of any and all new proposed resolutions on items already on the Agenda shall be announced pursuant to the same service and publication procedures applicable to this Notice of Calling, at least fifteen days prior to the scheduled date of the Shareholders’ Meeting (*i.e.*, **no later than 7 April 2021**).

New proposed resolutions in respect of matters already on the Agenda shall be made public at the time of the publication of the announcement of their tabling, in accordance with the same procedures and formalities applicable to documents pertaining to General Shareholders’ Meetings, together with the report prepared by the shareholders raising the said motions, duly accompanied by any and all observations by the Board of Directors. No additional items may be placed on the Agenda in respect of matters regarding which, under law, the Shareholders’ Meeting



may pass resolutions only at the motion of the Directors or on the basis of a project or report prepared by the latter and falling outside the scope of Article 125-ter, paragraph 1, of TUF.

### **Submission of individual draft resolutions**

Considering that it is possible to participate in the Shareholders' Meeting exclusively through the Appointed Representative, in order to enable the interested parties to exercise the right set out in Article 126-bis, paragraph 1, penultimate paragraph of TUF – albeit in a manner and with timing compatible with the Covid-19 health emergency and the essential requirement that individual draft resolutions are known to the general body of those authorised to attend the Shareholders' Meeting and exercise voting rights in time to provide voting instructions to the Appointed Representative – Shareholders may individually submit draft resolutions regarding subjects on the Agenda to the Company **by 7 April 2021**, so that the Company may then publish them. Shareholders who submit motions must prove their standing by sending the Company specific documentation issued pursuant to applicable legislation by the intermediary that keeps the accounts in which the ordinary shares are held. The draft resolutions and related documentation on standing must be submitted by mail, to the Company's operating office, for the attention of the *Direzione Affari Societari e Rapporti con le Authorities*, Piazza Tre Torri 1, 20145 Milan, Italy, or by using the certified e-mail address [corporate@pec.bancagenerali.it](mailto:corporate@pec.bancagenerali.it). It is recommended that the proposals be clearly and completely formulated and accompanied by a report that specifies their rationale.

Draft resolutions submitted in a timely manner, according to the methods indicated above, will be published on the Company's website **by 9 April 2021** so that vote-holders may view them for the purposes of granting proxies and/or sub-proxies, with the related voting instructions, to the Appointed Representative. For the purposes of the above, the Company reserves the right to verify whether the proposals are pertinent to the matters on the Agenda, complete and compliant with applicable legislation and whether those who have submitted them have standing to do so.

### **Appointment of the Board of Directors**

With respect to the appointment of the Board of Directors, which shall take place on the basis of lists of candidates, reference is made to the provisions of Article 147-ter of TUF and Article 15 of the Articles of Association. In any event, it should be noted that:

- **entitlement to submit lists**: only Shareholders who, separately or jointly with other Shareholders, represent at least 1.00% of capital with voting rights in ordinary Shareholders' Meetings are entitled to submit one list.

Each Shareholder, as well as (i) Shareholders belonging to the same group, the latter term being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of Article 2359 of the Civil Code, and each subsidiary controlled by, or under the common control of the said party, or (ii) Shareholders who have entered into the same shareholders' agreement within the meaning of Article 122 of TUF, or (iii) Shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework, may submit, either on their own or jointly with other Shareholders, directly or through third party intermediaries, or trust companies, a single list of candidates, on pain of disqualification of the list;

- **procedures for submitting the lists**: the lists contain a number of candidates no higher than the number of members to be elected, listed by progressive number with a specific indication of the candidates who fulfil the statutory requirements of independence set forth by applicable legal and regulatory provisions, as well as by the Corporate Governance Code

of listed companies adopted by Borsa Italiana S.p.A. Each list shall be drawn up in a manner that ensures the gender balance, in compliance with the applicable regulations in force. Each candidate may appear on only one list, upon penalty of ineligibility.

Lists must be submitted with information concerning the shareholders submitting them, along with an indication of the overall percentage of share capital held by said shareholders, and accompanied by the documents set forth in Article 15 of the Articles of Association.

The Company is subject to management and coordination by Assicurazioni Generali S.p.A. In this regard, it should be noted that the Boards of Directors of companies subject to management and coordination by another Italian or foreign company whose shares are listed in regulated markets must consist of a majority of independent directors, pursuant to the provisions of Article 16, paragraphs 1(d) and 2 of the Regulation adopted by Consob with Resolution No. 20249 of 28 December 2017.

Lists for the appointment of the Board of Directors may be filed by delivering them to the Company's registered office in Trieste at Via Machiavelli 4, for the attention of the Head of General Counsel Department, or, alternatively, to the certified electronic mail address [corporate@pec.bancagenerali.it](mailto:corporate@pec.bancagenerali.it);

- **deadlines for submitting lists**: the lists, signed by the shareholders with standing, accompanied by the documentation required by the Articles of Association, must be filed by the 25th day prior to the scheduled date of the Shareholders' Meeting in first call; however, in light of the fact that the above deadline for filing lists of candidates for the office of member of the Board of Directors falls on a holiday, the deadline has been extended to the next business day (*i.e.*, **29 March 2021**) for the benefit of the Shareholders. Certifications from authorised brokers attesting to the collective ownership interest held as at the date of filing of the list may be delivered to the Company **by 1 April 2021**.

Shareholders who intend to submit lists for the appointment of the Board of Directors are required to comply with the recommendations made by Consob in its Communication No. DEM/9017893 of 26 February 2009, to which the reader is referred. In this regard, it should be noted that lists submitted by shareholders who, separately or collectively, do not hold a controlling or majority interest must be accompanied by a declaration that there are no associative relationships in respect of such shareholders pursuant to Article 147-ter, paragraph 3, of TUF and Article 144-quinquies of Consob Regulation No. 11971/1999, also considering the cases specified in the above Consob Communication No. DEM/9017893.

In presenting lists, Shareholders are invited to duly take account of the indications provided in the document "*Report on the Qualitative and Quantitative Composition of the Board of Directors*", which contains the result of the analysis conducted by Banca Generali's Board of Directors of its own optimal qualitative and quantitative composition. This document, approved by the Board of Directors on 23 February 2021, has been published on the Company's website at the address <https://www.bancagenerali.com/en/governance/agm>.

For further information regarding the submission, filing, publication and voting of lists, as well as the requirements for the composition of the Board of Directors, reference is made to Article 15 of the Articles of Association and the Report by the Board of Directors on this point on the Agenda, available from the Company's website at <https://www.bancagenerali.com/en/governance/agm> in accordance with the terms and conditions specified in applicable legislation.

### **Appointment of the Board of Statutory Auditors**

With respect to the appointment of the Board of Statutory Auditors, which shall take place on the basis of lists submitted by the shareholders, reference is made to the provisions of Article 148 of TUF and Article 20 of the Articles of Association. In any event, it should be noted that:

- **entitlement to submit lists**: only Shareholders who, separately or jointly with other Shareholders, represent at least 1.00% of capital with voting rights in ordinary Shareholders' Meetings are entitled to submit one list.

Each Shareholder, as well as (i) Shareholders belonging to the same group, the latter term being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of Article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of, the said party, or (ii) Shareholders who have entered into the same shareholders' agreement within the meaning of Article 122 of TUF, or (iii) Shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework, may submit, either on their own or jointly with other Shareholders, directly or through third party intermediaries, or trust companies, a single list of candidates, on pain of disqualification of the list;

- **procedures for submitting the lists**: the lists are made up of two sections, one for the appointment of the Acting Auditors and the other for the appointment of the Alternate Auditors. The lists contain a number of candidates no higher than the number of members to be elected, listed by progressive number. Each list shall be drawn up in a manner that ensures the gender balance, in compliance with the applicable regulations in force. Each candidate may appear on only one list, upon penalty of ineligibility.

Lists must be submitted with information concerning the shareholders submitting them, along with an indication of the overall percentage of share capital held by said shareholders, and accompanied by the documents set forth in Article 20 of the Articles of Association. Lists for the appointment of the Board of Statutory Auditors may be filed by delivering them to the Company's registered office in Trieste at Via Machiavelli 4, for the attention of the Head of General Counsel Department, or, alternatively, to the certified electronic mail address [corporate@pec.bancagenerali.it](mailto:corporate@pec.bancagenerali.it);

- **deadlines for filing lists**: lists, signed by the shareholders with standing, accompanied by the documentation required by the Articles of Association, must be filed within the 25th day prior to that of the scheduled date of the shareholders' meeting in first call, *i.e.* **by 28 March 2021**: in this case, since the deadline for filing lists of candidates for the office of member of the Board of Statutory Auditor falls on a holiday, this deadline is not postponed until the next business day in order to avoid reducing the possible additional period in the eventuality discussed below pursuant to Article 144-*sexies*, paragraph 5, of Consob Regulation No. 11971/1999. Certifications from authorised brokers attesting to the collective ownership interest held as at the date of filing of the list may be delivered to the Company **by 1 April 2021**.

If at the above deadline no list has been filed, or only a single list has been filed or lists have only been filed by shareholders related to one another pursuant to Article 144-*quinquies* of Consob Regulation No. 11971/1999, the deadline for submitting lists shall be extended by an additional three days, and lists may therefore be submitted **by 31 March 2021**. In this case, the percentage interest required to submit a list shall be reduced by half to 0.50% of capital with voting rights in ordinary Shareholders' Meetings. For organisational purposes, Shareholders are required to submit their lists of candidates **within and no later than 18:00 hours of the deadline of 31 March 2021**.

Shareholders who intend to submit lists for the appointment of the Board of Statutory Auditors are required to comply with the recommendations made by Consob in its Communication No.



DEM/9017893 of 26 February 2009, to which the reader is referred. In this regard, it should be noted that lists submitted by shareholders who, separately or collectively, do not hold a controlling or majority interest must be accompanied by a declaration that there are no relationships of association in respect of such shareholders pursuant to Article 147-ter, paragraph 3, of TUF and Article 144-quinquies of Consob Regulation No. 11971/1999, also considering the cases specified in the above Consob Communication No. DEM/9017893.

In presenting lists, Shareholders are invited to duly take account of the indications provided in the document “*Report on the Qualitative and Quantitative Composition of the Board of Statutory Auditors*”, which contains the result of the analysis conducted by Banca Generali’s Board of Statutory Auditors of its own optimal qualitative and quantitative composition. This document, approved by the Board of Statutory Auditors on 23 February 2021, has been published on the Company’s website at the address <https://www.bancagenerali.com/en/governance/agm>.

For further information regarding the submission, filing, publication and voting of lists, as well as the requirements for the composition of the Board of Statutory Auditors, reference is made to Article 20 of the Articles of Association and to the Directors’ Report on this item on the Agenda, available from the Company’s website <https://www.bancagenerali.com/en/governance/agm>, in accordance with the terms and conditions specified in applicable legislation.

### **Documentation**

The Board of Directors’ Reports, including draft resolutions, and additional documentation regarding the entire Agenda, shall be filed by the legal deadline at the Company’s registered office in Trieste at Via Machiavelli 4, and its operating offices in Milan, *Direzione Affari Societari e Rapporti con le Authorities*, Piazza Tre Torri n. 1, and made available to any persons who so request, with the option to obtain copies thereof. The aforementioned documents will also be available on the Company’s website at the address <https://www.bancagenerali.com/en/governance/agm>, from Borsa Italiana S.p.A. and on the authorised storage facility [www.emarketstorage.com](http://www.emarketstorage.com).

Based on the current shareholding structure of the Company, it is currently expected that the General Shareholders’ Meeting will take place at **Studio Notarile Marchetti, in Via Agnello 18, on 22 April 2021 (first call)** to validly discuss and pass resolutions.

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Finally, it should be noted that the Corporate Affairs and Relations with Authorities Department, located in Milan at Piazza Tre Torri n.1 (tel. 02 40826428) and Spafid S.p.A. (02 80687319 – 02 80687335 – open on business days, from 9:00 to 17:00 hours – or by e-mail at the address [confidential@Spafid.it](mailto:confidential@Spafid.it)) may be contacted for additional clarification.

On behalf of the Board of Directors

The Chairman

(Giancarlo Fancel)