

**Banca Generali S.p.A.**  
**GENERAL SHAREHOLDERS' MEETING**  
**22 april 2021**

**Item 1a on the Agenda**

*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.*

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	90.527.655	99,31%	77,47%
Against	0	0,00%	0,00%
Abstentions	355.057	0,39%	0,30%
Not voting	270.256	0,30%	0,23%
<b>TOTAL</b>	<b>91.152.968</b>	<b>100,00%</b>	<b>78,01%</b>

**Item 1b on the Agenda**

*Financial Statements at 31 December 2020. (b) 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	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	90.843.478	99,66%	77,74%
Against	0	0,00%	0,00%
Abstentions	39.234	0,04%	0,03%
Not voting	270.256	0,30%	0,23%
<b>TOTAL</b>	<b>91.152.968</b>	<b>100,00%</b>	<b>78,01%</b>

**Item 2a on the Agenda**

*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.*

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	89.956.292	98,69%	76,98%
Against	932.859	1,02%	0,80%
Abstentions	101.903	0,11%	0,09%
Not voting	161.914	0,18%	0,14%
<b>TOTAL</b>	<b>91.152.968</b>	<b>100,00%</b>	<b>78,01%</b>

**Item 2b on the Agenda**

*Appointment and definition of the remuneration of the Board of Directors for the three-year period 2021-2023. (b) Appointment of the Board of Directors for the years ending 31 December 2021, 2022 and 2023. Relevant and ensuing resolutions.*

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
List 1	59.211.919	64,96%	50,67%
List 2	31.872.616	34,97%	27,28%
Against	0	0,00%	0,00%
Abstentions	68.433	0,08%	0,06%
Not voting	0	0,00%	0,00%
<b>TOTALE</b>	<b>91.152.968</b>	<b>100,00%</b>	<b>78,01%</b>

**Item 2c on the Agenda**

Appointment and definition of the remuneration of the Board of Directors for the three-year period 2021-2023. (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.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	90.786.279	99,60%	77,69%
Against	0	0,00%	0,00%
Abstentions	96.433	0,11%	0,08%
Not voting	270.256	0,30%	0,23%
TOTAL	91.152.968	100,00%	78,01%

**Item 3a on the Agenda**

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.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
List 1	59.300.321	65,06%	50,75%
List 2	31.717.012	34,80%	27,14%
Against	0	0,00%	0,00%
Abstentions	68.433	0,08%	0,06%
Not voting	67.202	0,07%	0,06%
TOTALE	91.152.968	100,00%	78,01%

**Item 3b on the Agenda**

Appointment and definition of the remuneration of the Board of Statutory Auditors and the Chairman thereof for the three-year period 2021-2023. (b) Definition of the annual remuneration of the Statutory Auditors for the years ending 31 December 2021, 2022 and 2023. Relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	90.894.621	99,72%	77,79%
Against	0	0,00%	0,00%
Abstentions	96.433	0,11%	0,08%
Not voting	161.914	0,18%	0,14%
TOTAL	91.152.968	100,00%	78,01%

**Item 4 on the Agenda**

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.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	88.201.401	96,76%	75,48%
Against	1.652.739	1,81%	1,41%
Abstentions	1.028.572	1,13%	0,88%
Not voting	270.256	0,30%	0,23%
TOTAL	91.152.968	100,00%	78,01%

**Item 5 on the Agenda**

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.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	84.808.225	93,04%	72,58%
Against	5.045.915	5,54%	4,32%
Abstentions	1.028.572	1,13%	0,88%
Not voting	270.256	0,30%	0,23%
TOTAL	91.152.968	100,00%	78,01%

**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	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	90.687.874	99,49%	77,61%
Against	155.604	0,17%	0,13%
Abstentions	39.234	0,04%	0,03%
Not voting	270.256	0,30%	0,23%
TOTAL	91.152.968	100,00%	78,01%

**Item 7 on the Agenda**

Long-term incentive plan for 2021 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	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	88.565.300	97,16%	75,79%
Against	1.300.074	1,43%	1,11%
Abstentions	1.017.338	1,12%	0,87%
Not voting	270.256	0,30%	0,23%
TOTAL	91.152.968	100,00%	78,01%

**Item 8 on the Agenda**

Network loyalty plan 2021 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	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	89.865.374	98,59%	76,91%
Against	0	0,00%	0,00%
Abstentions	1.017.338	1,12%	0,87%
Not voting	270.256	0,30%	0,23%
TOTAL	91.152.968	100,00%	78,01%

**Item 9 on the Agenda**

Share-based incentive system 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	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	85.655.318	93,97%	73,30%
Against	1.064.486	1,17%	0,91%
Abstentions	4.162.908	4,57%	3,56%
Not voting	270.256	0,30%	0,23%
TOTAL	91.152.968	100,00%	78,01%

**Item 10 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 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.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	90.843.478	99,66%	77,74%
Against	0	0,00%	0,00%
Abstentions	39.234	0,04%	0,03%
Not voting	270.256	0,30%	0,23%
TOTAL	91.152.968	100,00%	78,01%

**Item 11 on the Agenda**

Statutory auditing: consensual termination and concurrent award of a new engagement; relevant and ensuing resolutions.

	No. of shares	% of shares represented at the Shareholders' meeting	% of share capital
Shares represented at the Shareholders' meeting	91.152.968	100,00%	78,01%
Shares for which votes were cast	91.152.968	100,00%	78,01%
In favour	86.449.276	94,84%	73,98%
Against	4.394.202	4,82%	3,76%
Abstentions	39.234	0,04%	0,03%
Not voting	270.256	0,30%	0,23%
TOTAL	91.152.968	100,00%	78,01%