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Oggetto : Generali Shareholders' Meeting 2021

<i>Testo del comunicato</i>

Vedi allegato.

The 2021 Shareholders' Meeting approves the 2020 Financial Statements and the distribution of the dividend

Trieste - The ordinary and extraordinary Shareholders' Meeting of Assicurazioni Generali S.p.A. was held today under the chairmanship of Gabriele Galateri di Genola.

The Shareholders' Meeting approved the [2020 Financial Statements](#) as disclosed to the public, which closed with a net profit of € 2,970 million, setting forth the distribution of a dividend per share of € 1.47, split into two tranches of € 1.01 and € 0.46, respectively. The first tranche, payable as from 26 May 2021, represents the ordinary pay-out from 2020 earnings: shares will trade ex-dividend as from 24 May 2021, while shareholders will be entitled to receive the dividend on 25 May 2021.

The second tranche, instead, related to the second part of the 2019 retained dividend, will be payable as from 20 October 2021 and the shares will be traded ex-dividend as from 18 October 2021, while shareholders will be entitled to receive the dividend on 19 October 2021: such second tranche will be payable subject to the verification by the Board of Directors of the absence of impeding supervisory provisions or recommendations in force at that time. The dividend proposal represents a total pay-out of € 2,315 million.

The Shareholders' Meeting also approved at an extraordinary session the amendments to article 8 of the Articles of Association on the repeal of the explicit reference to the par value of shares, and amendment to article 9.1 concerning the shareholders' equity items of the Life and Property & Casualty businesses. In accordance with law, these amendments are subject to prior approval from IVASS (the Italian Insurance Regulator).

Subsequently, the Shareholders' Meeting approved the Report on the Remuneration Policy and expressed a non-binding positive resolution on the Report on payments.

The Shareholders' Meeting then approved the Group Long Term Incentive Plan (LTIP) 2021-2023, which provides for the assignment of a maximum 12.1 million shares. Further, it authorized the purchase of its own shares to make them available to service the remuneration and incentive plans for a maximum 12.1 million shares. The purchase authorization has a duration of 18 months from today, whilst the authorization for assignment of the shares has no time limit. The minimum purchase price of the shares cannot be lower than the nominal value of the share, and the maximum cannot be more than 5% higher than the listed share price recorded on the stock exchange trading day prior to every purchase transaction. The share purchase transactions will be executed, pursuant to Article 144-bis, paragraph 1, letters b) and c) of the Issuers' Regulation and other applicable regulatory provisions, in accordance with the operating methods established in the markets' organisation and management regulations, so as to ensure equal treatment for all shareholders.

Lastly, the Shareholders' Meeting approved the delegation of powers to the Board of Directors, for a period of 5 years from today, to increase the share capital, with free issues and also in instalments for a maximum of 12.1 million of shares to service the Group Long Term Incentive Plan (LTIP) 2021-2023 and the remuneration and/or incentive plans based on Generali shares currently in place.

Further details are available on generali.com



THE GENERALI GROUP

Generali is one of the largest global insurance and asset management providers. Established in 1831, it is present in 50 countries in the world, with a total premium income of € 70.7 billion in 2020. With more than 72,000 employees serving 65.9 million customers, the Group has a leading position in Europe and a growing presence in Asia and Latin America. Commitment to sustainability is one of the enablers of Generali's strategy, inspired by the ambition to be the Lifetime Partner to its customers, offering innovative and personalized solutions thanks to an unmatched distribution network.

Fine Comunicato n.0018-45

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