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Informazione Regolamentata n. 0018-83-2022	Data/Ora Ricezione 02 Maggio 2022 07:46:02	Euronext Milan
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Societa' : ASSICURAZIONI GENERALI

Identificativo : 161357

Informazione  
Regolamentata

Nome utilizzatore : ASSGENERNO6 - AMENDOLAGINE

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 02 Maggio 2022 07:46:02

Data/Ora Inizio : 02 Maggio 2022 07:46:03

Diffusione presunta

Oggetto : AGM22: Result of the solicitation of proxies  
promoted by Assicurazioni Generali S.p.A.

*Testo del comunicato*

Vedi allegato.

## **Assicurazioni Generali S.p.A.**

### **Ordinary and extraordinary Annual General Meeting held on 29 april 2022:**

### **Result of the solicitation of proxies promoted by Assicurazioni Generali S.p.A.**

Trieste - Assicurazioni Generali S.p.A. ("Generali"), as promoter of the solicitation of proxies to vote at the ordinary and extraordinary Annual General Meeting held on 29 April 2022, pursuant to art. 137, paragraph 5 of CONSOB Regulation no. 1197/1999, informs that:

- it has received, through the entity tasked for the solicitation of proxies Morrow Sodali S.p.A., No. 101 proxies which are valid, effective and contain voting instructions for a total of No. 2,312,000 ordinary shares of Assicurazioni Generali S.p.A., equal to 0.146% of the share capital;
- it has received No. 4 proxies, representing No. 36,622 ordinary shares of Assicurazioni Generali S.p.A., equal to 0.002 % of the share capital, not admitted to vote due to the absence of the intermediary's communication requested by the applicable law;

that it has exercised, through the entity tasked Morrow Sodali S.p.A. (and, in turn, through a sub-proxy to the Designated Representative appointed by Generali pursuant to art. 135-undecies of Legislative Decree no. 58/1998), on the basis of the proxies received by the delegators and of the relevant voting instructions, the following votes on the resolution proposal on the agenda of the ordinary and extraordinary Annual General Meeting held on 29 April 2022, it being understood that Generali promoted the solicitation of proxies exclusively on the matters referred to in items 7.a) "Determination of the number of members of the Board of Directors in office for the financial years ending on 31 December 2022, 2023 and 2024" and 7.b) "Appointment of the Board of Directors for the financial years ending on 31 December 2022, 2023 and 2024"; with reference to List No. 1 of Candidates for the appointment of 13 Directors submitted by Generali's Board of Directors:

Item 1.a) on the agenda – 2021 Financial Statements: (Approval of the financial statements as at and for the year ended on 31 December 2021, accompanied by the Directors' Reports, the Statutory Auditors' Report and the External Auditor's Report. Presentation of the consolidated financial statements and of the Annual Integrated Report. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,704,844 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.107% of the share capital;
- votes against for No. 0 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.00% of the share capital;
- abstention for No. 42,617 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.003 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 564,539 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.036 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 1.b) on the agenda – 2021 Financial Statements: (Allocation of the 2021 profit and distribution of dividends. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,734,270 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.109 % of the share capital;
- votes against for No. 0 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.00% of the share capital;
- abstention for No. 39,531 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.002 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 538,199 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.034 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 2.a) on the agenda - Approval in an extraordinary session of amendments to the Articles of Association: (Amendment to art. 9.1 concerning the shareholders' equity items of the Life and the Property & Casualty businesses, pursuant to art. 5 of ISVAP Regulation no. 17 of 11 March 2008. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,374,264 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.087 % of the share capital;
- votes against for No. 0 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.00% of the share capital;
- abstention for No. 78,197 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.005 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 859,539 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.054 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 3.a) on the agenda - Share buy-back scheme for the purposes of cancelling own shares as part of the implementation of the 2022-24 strategic plan: (Approval of the authorisation to buy back own shares. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,683,256 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.106 % of the share capital;
- votes against for No. 8,400 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.001 % of the share capital;
- abstention for No. 82,145 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.005 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 538,199 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.034 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 3.b) on the agenda - Share buy-back scheme for the purposes of cancelling own shares as part of the implementation of the 2022-24 strategic plan: (Approval in an extraordinary session of the authorisation to cancel own shares without reducing the share capital. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,683,256 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.106 % of the share capital;
- votes against for No. 8,400 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.001 % of the share capital;

- abstention for No. 82,145 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.005 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 538,199 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.034 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 4.a) on the agenda - Presentation of the Report on remuneration policy and payments: (Approval of the Section I of the Report on remuneration policy and payments, pursuant to Art. 123-ter.3 of Legislative Decree 58/1998 (CLFI) and arts. 41 and 59 of IVASS Regulation no. 38/2018. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,197,838 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.075 % of the share capital;
- votes against for No. 346,750 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.022 % of the share capital;
- abstention for No. 192,967 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.012 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 574,445 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.036 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 4.b) on the agenda - Presentation of the Report on remuneration policy and payments: (Resolution on Section II of the Report on remuneration policy and payments, pursuant to art. 123-ter.6, of the CLFI. Relevant and ensuing resolutions):

- votes in favour for No. 1,196,664 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.075 % of the share capital;
- votes against for No. 346,750 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.022 % of the share capital;
- abstention for No. 200,967 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.013 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 567,619 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.036 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 5.a) on the agenda - Group Long-Term Incentive Plan (LTIP) 2022-24: (Approval of the 2022-24 LTIP pursuant to art. 114-bis of the CLFI. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,234,524 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.078 % of the share capital;
- votes against for No. 297,400 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.019 % of the share capital;
- abstention for No. 205,631 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.013 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 574,445 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.036 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 5.b) on the agenda - Group Long-Term Incentive Plan (LTIP) 2022-24: (Approval of the authorisation to buy back own shares for the purposes of remuneration and incentive plans and to freely dispose of them. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,211,010 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.076 % of the share capital;
- votes against for No. 12,400 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.001 % of the share capital;
- abstention for No. 229,145 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.014 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 859,445 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.054 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 6.a) on the agenda - Share plan for Generali Group employees: (Approval of the Plan pursuant to art. 114-bis of the CLFI. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,485,484 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.094 % of the share capital;
- votes against for No. 7,650 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.001 % of the share capital;
- abstention for No. 270,761 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.017 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 548,105 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.035 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 6.b) on the agenda - Piano di azionariato per i dipendenti del Gruppo Generali: (Approval of the authorisation to buy back own shares for the purposes of remuneration and incentive plans and to freely dispose of them. Relevant and ensuing resolutions. Delegation of powers):

- votes in favour for No. 1,496,735 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.094 % of the share capital;
- votes against for No. 7,650 ordinary shares Assicurazioni Generali S.p.A., equivalent to 0.001% of the share capital;
- abstention for No. 259,510 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.016 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 548,105 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.035 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 7.a) on the agenda - Appointment and remuneration of the Board of Directors for 2022-24: (Determination of the number of members of the Board of Directors in office for the financial years ending on 31 December 2022, 2023 and 2024):

- votes in favour to the proposal submitted by the BOD for No. 960,889 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.124 % of the share capital;
- votes in favour of the proposal submitted by the Shareholder VM 2006 Srl for No. 288,480 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.018 % of the share capital;
- votes against all the submitted proposals for No. 39,350 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.002 % of the share capital;

- abstention with reference to all the submitted proposals for No. 31 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.001 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 23,250 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.001 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 7.b) on the agenda - Appointment and remuneration of the Board of Directors for 2022-24: (Appointment of the Board of Directors for the financial years ending on 31 December 2022, 2023 and 2024):

- votes in favour of List N. 1 for No. 1,963,339 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.124 % of the share capital;
- votes in favour of List N. 2 for No. 327,830 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.021 % of the share capital;
- votes in favour of List N. 3 for No. 0 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.00 % of the share capital;
- votes against all the presented lists for No. 0 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.00% of the share capital;
- abstention with reference to all the presented lists for No. 20,831 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.001 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 0 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.001% of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

Item 7.c) on the agenda - Appointment and remuneration of the Board of Directors for 2022-24: (Determination of the remuneration of the members of the Board of Directors for the financial years ending on 31 December 2022, 2023 and 2024):

- votes in favour to the proposal submitted by the BOD for No 1,706,041 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.108 % of the share capital;
- votes in favour of the proposal submitted by the Shareholder VM 2006 Srl for No. 314,920 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.020 % of the share capital;
- votes against all the submitted proposals for No. 5,000 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.001 % of the share capital;
- abstention with reference to all the submitted proposals for No. 216,332 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.014 % of the share capital.
- please note that a number of shareholders holding voting rights for No. 69,707 ordinary shares of Assicurazioni Generali S.p.A., equivalent to 0.004 % of the share capital, did not grant a voting proxy in relation to the proposal referred to in the above agenda item.

For further details in relation to the resolutions adopted by the Assicurazioni Generali S.p.A. Annual General Meeting please refer to the issuer's press release of 29 April 2022 available on the website of Assicurazioni Generali S.p.A. [www.generali.com](http://www.generali.com) (Section "Governance / Assemblea Azionisti / Assemblea 2022" and "Media").

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Assicurazioni Generali S.p.A.

#### 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 € 75.8 billion in 2021. With more than 75,000 employees serving 67 million customers, the Group has a leading position in Europe and a growing presence in Asia and Latin America. At the heart of Generali's strategy is its Lifetime Partner commitment to customers, achieved through innovative and personalised solutions, best-in-class customer experience and its digitalised global distribution capabilities. The Group has fully embedded sustainability into all strategic choices, with the aim to create value for all stakeholders while building a fairer and more resilient society.

Fine Comunicato n.0018-83

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