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Societa' : ASSICURAZIONI GENERALI

Utenza - referente : ASSGENERNO6 - CATALANO Giuseppe

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Oggetto : The 2026 Annual General Meeting approves the 2025 financial statements and appoints the Board of Statutory Auditors

Testo del comunicato

Vedi allegato

The 2026 Annual General Meeting approves the 2025 financial statements and appoints the Board of Statutory Auditors

Trieste - The ordinary and extraordinary Annual General Meeting (“AGM”) of Assicurazioni Generali S.p.A. was held today under the chairmanship of Andrea Sironi.

The Annual General Meeting has approved the **financial statements for the year 2025**, as disclosed to the public, which closed with a net result of € 3.515 million, and announced the distribution to the shareholders of a dividend of € 1.64 per share, to be paid as from 20 May 2026. Shares will trade ex-dividend as from 18 May 2026.

The **Board of Statutory Auditors** was appointed for the three-year period 2026-2028. The following individuals were appointed as Permanent Auditors: Carlo Schiavone (Chair), Paolo Ratti and Sara Landini. The Alternate statutory auditors are Silvia Muzi and Mario Civetta. The members of the Board of Statutory Auditors declared that they meet the requirements and criteria set forth in the current legislation applicable to them and in the Articles of Association, as well as the independence requirements set forth in Article 148, par. 3 of the CLFI and in the Corporate Governance Code, as implemented by the Company. The lists from which the members of the new Board of Statutory Auditors were drawn and, the biographies of each elected member, are available on Generali’s website (www.generali.com). The list presented by several UCIs under the aegis of Assogestioni obtained 72.42% of the votes, and the list presented by VM 2006 obtained 11.56%.

The AGM also went on to approve the **Report on the Remuneration Policy** and voted in favour of the non-binding resolution on the **Report on payments**.

The AGM therefore approved the **Group’s Long Term Incentive Plan (LTIP) 2026–2028**, authorising the purchase and disposal of a maximum number of 5,855,000 shares to be allocated to the Plan.

The AGM also approved the new **employee share ownership plan for the Generali Group (We SHARE 3)**, authorising the purchase and disposal of a maximum number of 10,500,000 shares to be allocated to the Plan.

In addition, the AGM approved the **Share Buy-Back Programme for the purpose of cancelling the shares under the implementation of the 2025–2027 strategic plan**, for a maximum overall consideration of Euro 500,000,000.00; in any event, the number of shares subject to such purchases may not exceed 2% of the Company’s share capital. The purpose of this share buy-back programme is to provide shareholders with additional remuneration compared to dividend distributions, through the use of part of the Company’s available cash resources. The AGM also approved the amendments to the Articles of Association connected with the cancellation of the shares purchased.

All the above-mentioned authorisations to purchase treasury shares have a duration of 18 months from the date of the AGM, and the related purchase transactions shall be carried out — pursuant to Article 144-bis, paragraph 1, letters (b) and (c), of the Issuers’ Regulation and applicable laws and regulations — according to operating procedures established in the rules governing the organisation and management of the relevant



markets, so as to ensure equal treatment among shareholders. Furthermore, the minimum purchase price of the shares may not be lower than the implicit nominal value of the shares at the time in force, while the maximum price may not exceed by 5% the reference price that the shares will have recorded in the stock exchange session of the day before the completion of each individual purchase transaction.

It is noted that, as of today, the Company and its subsidiaries hold a total of 46,244,941 Generali shares in their portfolios, representing 2.98% of the Company's share capital.

Finally, the AGM approved the proposals concerning the amendment of Articles 28.4, 28.6 and 28.10 of the **Articles of Association** relating to the appointment of the Board of Directors, with specific reference to the discipline of the slate submitted by the outgoing Board of Directors, as well as the proposals concerning the amendment of Article 9.1 of the **Articles of Association** relating to the components of equity of the Life and Non-Life Management, pursuant to Article 5 of ISVAP Regulation No. 17 of 11 March 2008. Such amendments, as well as those connected with the cancellation of treasury shares, are subject to prior approval by IVASS.

THE GENERALI GROUP

Generali is one of the largest integrated insurance and asset management groups worldwide, with a total premium income of € 98.1 billion and € 900 billion AUM in 2025. Established in 1831, with over 88,000 employees and 163,000 advisors serving 75 million customers, the Group has a leading position in Europe and a growing presence in Asia and 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.

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