



# GROUP ACTIVE OWNERSHIP REPORT 2022



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# PREFACE

Generali Group - Group Active Ownership Report 2022 issued pursuant to Italian regulation\* implementing Shareholder Rights Directive II directive (SRD II), directive 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards to the encouragement of long-term shareholder engagement.

## Disclaimer:

This report is issued for the benefit of all Generali Group insurance undertakings and Group pension funds indistinctively, although the reporting obligation foreseen by SRD II directive is intended to apply solely to “institutional investors” defined as: (i) undertaking carrying out activities of life assurance within the meaning of points (a), (b) and (c) of Article 2(3) of Directive 2009/138/EC of the European Parliament and of the Council, and of reinsurance as defined in point (7) of Article 13 of that Directive provided that those activities cover life-insurance obligations, and which is not excluded pursuant to that Directive; (ii) institutions for occupational retirement provision falling within the scope of Directive (EU) 2016/2341 of the European Parliament and of the Council in accordance with Article 2 thereof, unless a Member State has chosen not to apply that Directive in whole or in parts to that institution in accordance with Article 5 of that Directive.

Although the reporting obligation foreseen by SRD II directive is limited to investments in companies with shares admitted to trading on regulated markets of European Union Member States, the present report refers also to shares admitted to trading on non-European Union regulated markets, participation in private companies and investments in corporate bonds. This document does not report on other asset classes (e.g. real estate, sovereign instruments) and on engagement with / selection of asset managers.

Source of data: Assicurazioni Generali S.p.A. Group own data and elaboration.

Any terms not defined in the text of the report shall have the meaning ascribed to them in the Glossary.

\* For insurance / reinsurance companies: ex art. 4 comma 3 Regolamento Ivass n. 46 del 17 novembre 2020, recante disposizioni in materia di trasparenza della politica di impegno e degli elementi di strategia di investimento azionario delle imprese di assicurazione o di riassicurazione, ai sensi dell'art. 124 novies, comma 3 lett. a del Testo Unico delle disposizioni in materia di intermediazione finanziaria. For pension funds: ex art. 4 comma 3 Delibera Covip del 2 dicembre 2020 - Regolamento in materia di trasparenza della politica di impegno e degli elementi della strategia di investimento azionario dei fondi pensione.

# FOREWORD

This report discloses Generali Group active ownership policy and its execution in the course of 2022 through corporate dialogue and exercise of voting rights towards investee companies, as well as our initiatives with policymakers, standard setters, and the public at large.

The present foreword intends to focus on climate change and gender diversity in 2022, as the two topics are strategic for Generali Group, pursuant to the three-year (2021-2024) strategy “Lifetime Partner 24: Driving Growth”, launched on December 2021.

Year 2022 has been a reality-check year for climate-change aspirations, with policy makers taking steps to mediate between long-term climate objectives and the energy security crisis.

From an investor perspective, while we have seen an increasing number of companies that in the course of 2022 have set net zero targets and have presented their climate strategy to the vote of shareholders, data show that the global energy mix remains heavily reliant on fossil fuels and forecasts are that energy transition may move at lower pace over the next decade.

The bitter lesson that climate-conscious investors are learning is that companies should not be evaluated only on their commitments, but also on credibility of their transition plans and consistency of disclosed quantitative data.

In this regard, while more companies are providing climate-related disclosure and expose to the evaluation of investors and other stakeholders, lack of common quantitative sectorial data and measurements is still continuing to undermine the efforts of institutional investors to decarbonize their investment portfolios.

In this complex scenario, together with the coalition of investors we are part of (the Net-Zero Asset Owners Alliance, “NZAOA”), we stand in acknowledging that in principle mitigation of systemic risks passes through pursuing the decarbonization targets set by Paris Agreement and in the need of continuing the managed transitioning away from dependency on fossil fuels, but it is out of doubt that the

issue of consistency and comparability in corporate climate reporting is becoming more impellent, given that investors are looking at extending portfolio decarbonization ambitions not just to listed corporate debt and equity, but to broader asset classes (e.g. private equity, sovereign debt, loans).

While 2022 has been a reappraisal year for energy transition, the year appears to have been fairly satisfactory from the perspective of gender diversity in Europe.

The most relevant progresses have been made in respect to board gender ratio across European listed companies, with directive 2022/2381 setting minimum thresholds for board gender diversity (by 2026, 40% of non-executive directors or 33% of all directors should be of the less represented gender).

The topic of gender pay gap has gained importance not only through the ongoing drafting of a specific EU directive, but also through the inclusion of it – together with the board gender ratio - among the principal adverse impact indicators that investors must monitor under Regulation (EU) 2019/2088, providing a regulatory stimulus for investors to challenge investee companies.

Lastly, although lack of specific regulation, official data show positive developments in gender diversity ratio of senior management throughout Europe.

When engaging investee companies on the matter of gender diversity, we deem poor data availability and lack of leverage as shareholders (i.e. in terms of a specific shareholders’ voting power on the topic) to be our main concerns. In this regard, we keep an optimistic view, as Corporate Sustainability Reporting Directive, published in December 2022 (CSRD Directive 2022/2464), besides climate, should improve the reporting by investee companies also on social and human rights factors. Further, the directive foresees the possibility for shareholders to request a vote at the general meeting of investee company to carry external audits on specific sustainability issues, possibly opening the path for a never-seen-before (for European companies) category of votes on social and human rights.

# ACTIVE OWNERSHIP OF GENERALI GROUP IN 2022



## ENGAGEMENT

**38**

Corporate engagements

**7**

Positive results\*



## VOTING

**1,068**

Voted meetings

**30**

Positive results\*\*

**6**

INSTITUTIONAL ACTIVITIES WITHIN OUR NETWORKS AND AFFILIATIONS

\* Corporate engagements with investee companies that led to a tangible result.

\*\* Generali votes on topics of the Group Materiality Matrix that have contributed to the passing of a shareholder resolution or to the blocking (not passing) of a management proposal.



## OVERVIEW OF ACTIVE OWNERSHIP ACTIVITIES

As a long-term liability-driven institutional investor and asset owner with a fiduciary duty, Generali Group incorporates active ownership in its investments framework, considering it a contributor to long-term risk mitigation and value creation for clients and shareholders.

### OBJECTIVE

By engaging investee companies and exercising voting rights, the Group aims at **influencing** investee companies' business **behavior** and **accountability** on Environmental, Governance and Social issues (further lever to manage sustainability risk and support achievement of Group targets).

### KEY PRINCIPLES

Active ownership is based on the following pillars:

- Engagement: dialogue with investee issuers and collaboration with institutions and national / supranational Authorities.
- Voting: exercise of voting rights and other rights attached to shares/bonds.
- Transparency: the Group commits to i) report to its stakeholders, ii) publish on the website the report on active ownership.
- Management of current and potential conflicts of interest in compliance with the Generali Group Code of Conduct.

### PROXY VOTING

- Voting principles **incorporating** ESG factors & Group expectations and commitments.
- Voting recommendations **centrally provided** to Group Insurance Companies.
- Voting exercise: cross countries **coordinated** processes with Insurance Companies, delegated asset managers, custodians and issuers.

### ENGAGEMENT WITH ISSUERS

- **Approach:** individually / collaboratively with other investors.
- **Planning:** based on several factors, among which materiality, exposure to sustainability risk, Group strategy and commitments.
- **Activity:** in execution of Group strategy and commitments / voting related / portfolio management-related.
- **Execution** directly by Group, or delegated to asset managers.

### INSTITUTIONAL ACTIVITIES

- Interaction and collaboration with investors, institutions, national and international associations.
- Engagement with Authorities in the contest of collective initiatives with other asset owners and institutional investors.

## HOW WE INCORPORATE SUSTAINABILITY FACTORS INTO ACTIVE OWNERSHIP

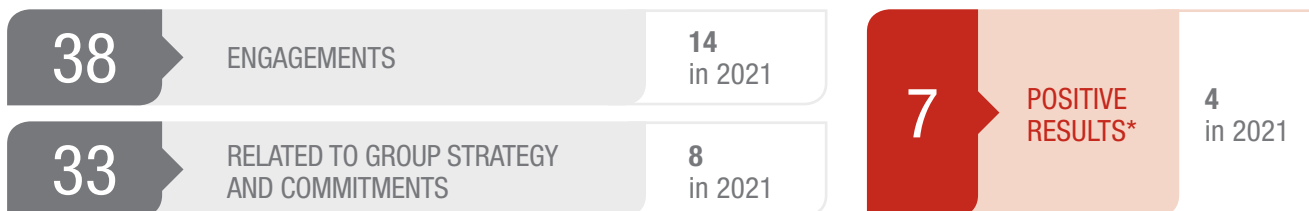
Principle 2 of the United Nations-supported Principles for Responsible Investment (PRI) states that investors should be active owners and consider Environmental, Social and Governance (ESG) issues when making investment decisions. This means that investors have a responsibility to engage with the companies they invest in and advocate for responsible business practices that consider the impact on stakeholders and the environment.

By incorporating ESG issues into ownership policies and practices, investors can contribute to a more sustainable and responsible global financial system. Pursuant to PRI Principle 2, we provide an overview herein on how Generali Group incorporates ESG issues into our ownership policies and practices.

REFERENCE FRAMEWORK	ENGAGEMENT OBJECTIVES / PRIORITIZATION	VOTING PRINCIPLES / CRITERIA
<b>GROUP GOVERNANCE AND REMUNERATION</b>	<b>GOVERNANCE:</b> being one of the pillars of Group remuneration policy, we plan to dialogue with companies on <b>alignment between company strategy and ESG targets of executive pay</b> .	<b>GOVERNANCE:</b> voting principles <b>aligned with AG governance model</b> (e.g. Board composition) and <b>remuneration criteria</b> (e.g. balance between short and long term incentive plans).
<b>GROUP STRATEGY</b>	<b>SOCIAL:</b> coherently with Group commitments and targets on women empowerment and DE&I, we dialogue on <b>female ratio of Boards, women quota in management, gender pay gap</b> .	<b>SOCIAL:</b> i) promoting 40% gender diversity at BoD level; ii) <b>against the re-election</b> of the responsible Directors in situations of reiterated <b>poor employment, work and pay practices</b> .
	We identify <b>our most significant votes and engagements according to priorities of Group Materiality Matrix* and United Nations Sustainable Development Goals (“SDGs”)</b> and publicly report on them (pursuant to SHRD2 Directive 828/2017).	
<b>VOLOUNTARY COMMITMENTS</b>	<b>ENVIRONMENT:</b> we committed within NZAOA to dialogue with <b>top 20 carbon-intensive companies</b> in our portfolios by 2025.	<b>ENVIRONMENT:</b> we expect climate strategies of companies to be coherent with <b>transitioning to net-zero</b> GHG emissions by 2050 .
	<b>ENVIRONMENT / SOCIAL:</b> we engage companies with <b>poor sustainability / severe violations</b> of environmental and social principles (Group Negative screening approach).	<b>ENVIRONMENT / SOCIAL:</b> we reserve to <b>vote against re-election</b> of individual Directors for <b>severe breaches</b> of UN Global compact principles and OECD Guidelines for Multinational Companies.
	By reporting voting/engagement insights to delegated asset managers we <b>contribute to incorporating ESG issues into investment analysis and possible decision-making</b> processes (PRI Principle #1).	
<b>REGULATORY REQUIREMENTS</b>	Voting and engagement as further “action taken” to mitigate Principle Adverse Impacts of investments (disclosure under Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector).	

\* The Group Materiality Matrix, lastly updated in November 2020, identifies macro-trends that can have a significant economic, social and environmental impact not only on Group’s activities, but also that are perceived relevant by stakeholders, and therefore are addressed through strategic initiatives across Generali Business Units and functions (for more information on the Matrix, see [here](#)).

## 2022 MAIN ENGAGEMENT FIGURES



\* Corporate engagements with investee companies that led to a tangible result.

### 2022 KEY TRENDS

- Decarbonization engagements are on track with respect to Group commitments.
- Gender diversity, equity & inclusion engagements are gaining momentum.
- New engagement framework on ESG targets in executive pay, with focus on biodiversity risk.
- Group investment process supported by tailored portfolio management engagements.





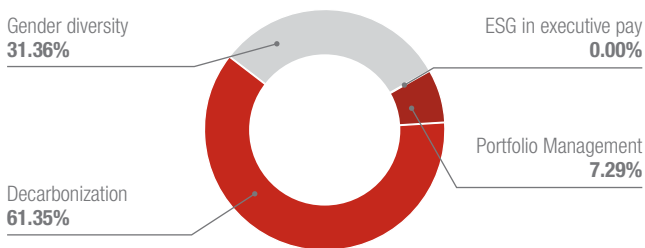
## MATERIALITY OF OUR ENGAGEMENTS

This section aims at illustrating the engagements with executives, board members or officers of the investee companies that have been conducted in 2022 at various degrees: in case of individual engagements, our approach would normally be to send a formal letter introducing our ambitions and expectations towards the target company and to try to establish a direct dialogue, whereas for collective engagements, contact with investee company may be defined through an agenda agreed with other investors.

In the course of 2022 we have had engagements at various degrees with 38 investee companies, representing EUR 14 billion (13.4 bond, 0.6 equity), covering approx. 9.8% of total corporate bonds and equity assets under management\*. In 2021 we have been interacting with 14 companies, for a total of EUR 6.3 billion (EUR 6.1 on corporate bonds and EUR 0.2 equity), covering 4.7% of total corporate bonds and equity assets under management\*\*. In the course of 2022, out of 38 engagements, for 21 investee companies we had only exposure in corporate fixed income, whereas in 17 cases we have also been shareholders (listed equity), giving us the possibility to have our say in respect to their annual voting agendas. In no case we engaged only on the basis of our equity exposure.

The following table intends to provide an overview of each engagement project, in terms of materiality in respect to Group investments. As shown below, strategic engagements are the most material, with decarbonization engagements being the highest in value (EUR 8.9 billion), followed by gender diversity equity & inclusion (EUR 4.5 billion). Portfolio management engagements performed by our asset managers have reached EUR 1 billion in 2022. A project on engaging investee companies with respect to ESG targets in executive pay is still in development phase.

Table 1: Breakdown by materiality of Generali Group engagement projects



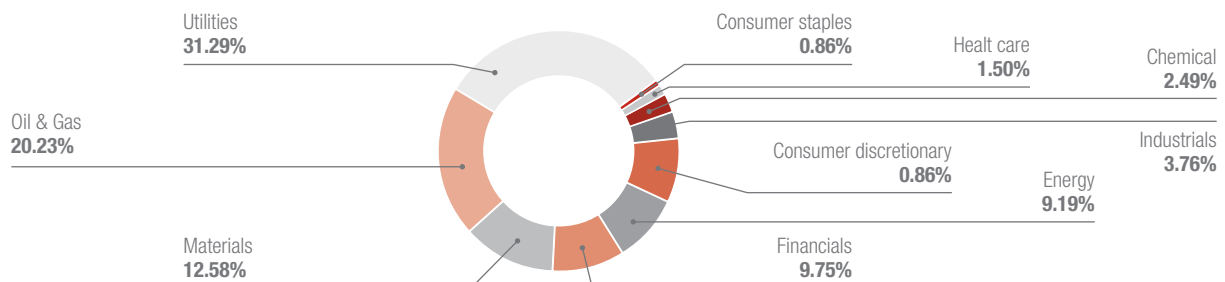
\* Baseline for calculation: Generali Group holdings as of 31.12.2021 and Generali Group Supplementary Financial Information as of 31 December 2021 ([link](#)).

\*\* Baseline for calculation: Generali Group holdings as of 31.12.2020 and Generali Group Supplementary Financial Information as of 31 December 2020 ([link](#)).

## SECTORIAL AND GEOGRAPHIC DISTRIBUTION OF OUR ENGAGEMENTS

The 38 investee companies we engaged in 2022 are representative of ten different sectors. As Table 2 below shows, coherently with [Group commitments to the environment and climate](#), mostly engaged sectors pertain to the energy-related value chain.

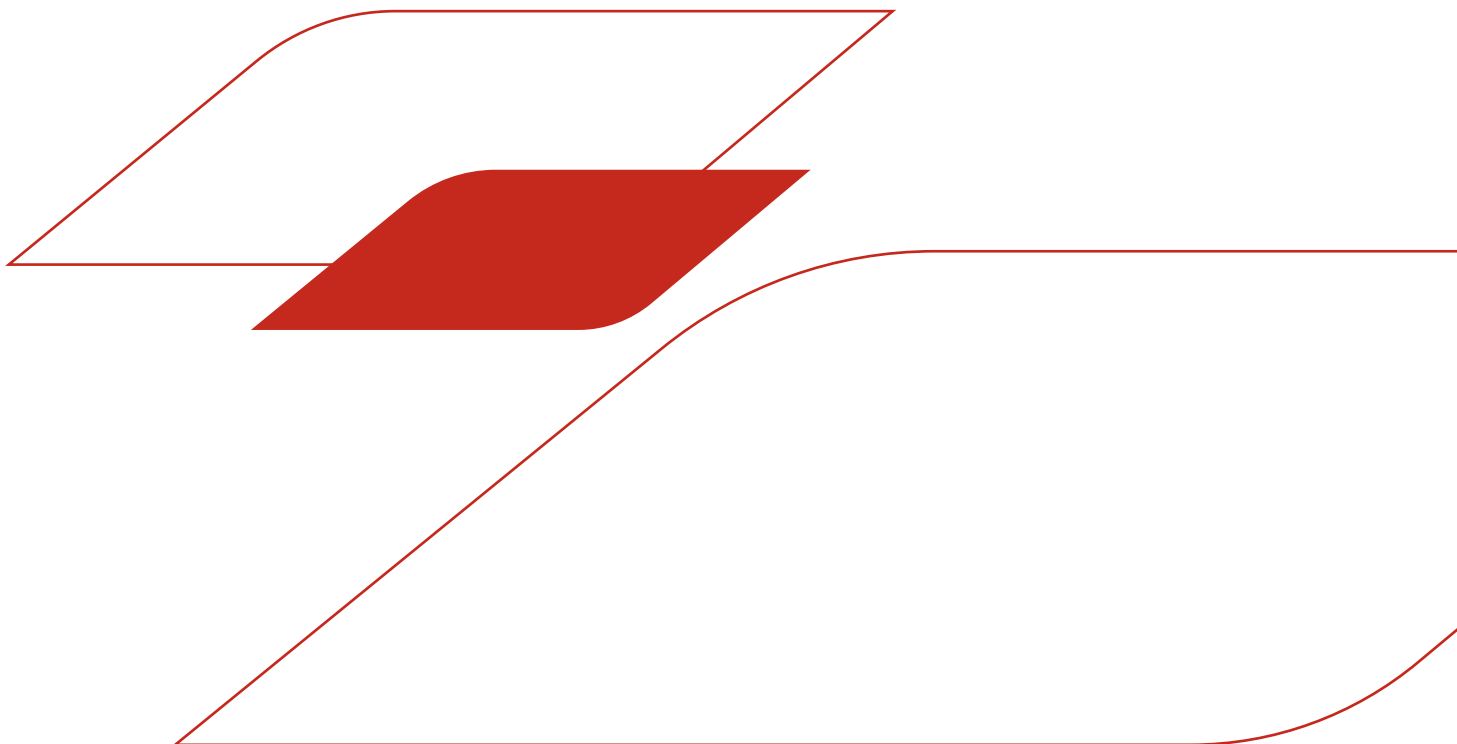
Table 2: Breakdown by materiality per sector of Generali Group engagements



As an insurance group, our investments are typically backing insurance provisions to meet our obligations towards policyholders. Table 3 below shows how our area of influence through engagements is mostly concentrated in Europe, being our main area of business.














Table 3: Breakdown of Generali Group engagements by Country of incorporation of investee companies in 2022 and 2021

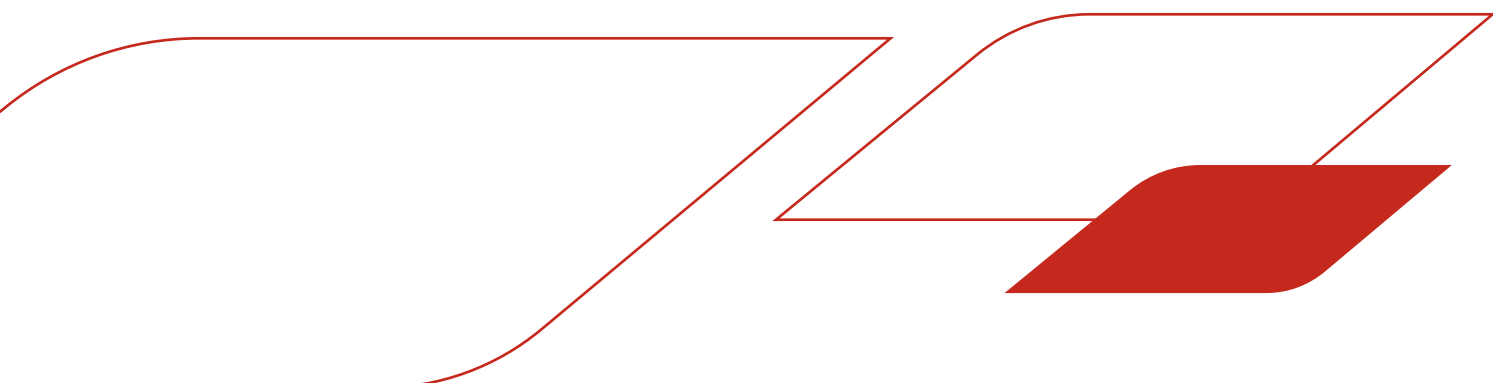
<b>Country</b>	<b>2022</b>	<b>2021</b>
Germany	8	1
Italy	5	2
Netherlands	4	0
France	4	3
Austria	3	0
United States	3	0
Spain	2	0
Hungary	1	0
Ireland	1	0
Jersey	1	1
Norway	1	0
Poland	1	1
Emirates	1	0
United Kingdom	1	1



## OVERVIEW OF OUR ENGAGEMENTS

We herein provide an overview and short description of each of our engagement projects, their link with Group Materiality Matrix and the correspondent United Nations Sustainable Development Goals.


	ENGAGEMENTS RELATED TO GROUP STRATEGY AND COMMITMENTS		PROXY VOTING RELATED ENGAGEMENTS	PORTFOLIO MANAGEMENT RELATED ENGAGEMENTS
	INVESTMENT PORTFOLIO DECARBONIZATION	GENDER DIVERSITY EQUITY & INCLUSION	ESG TARGETS IN EXECUTIVE PAY (PRIORITY TO BIODIVERSITY)	NEGATIVE SCREENING
2022 STATUS	18 engagements (12 dialogues, 4 collective)	15 engagements (5 dialogues, 0 collective)	Preparatory	5 engagements (3 requests of information, 2 dialogues, 1 collective)
OBJECTIVE	Influencing target companies to transitioning to net-zero GHG emissions by 2050 – consistent with a maximum temperature rise of 1.5°C.	Influencing target companies on the adoption of good practice of DE&I (disclosure, commitment, policies) aligned with Group commitments.	Influencing target companies to set a policy framework for the remuneration of executives more aligned with the sustainability components of company's business strategy and long-term interests.	Engagement of companies with poor sustainability performance that nevertheless show potential for a drift towards a more sustainable business conduct.
TIMEFRAME	2021-2025	2022-2025	2023-2025	3-6 months, recurring
TARGET	To comply with our commitment towards NZ AOA to engage 20 investee companies with the higher apportioned emissions in our portfolios.	To engage 15 priority investee companies on BoD female ratio, women quota in management, gender pay gap. Alignment with Group strategy.	Priority to sectors with high impact on biodiversity and ecosystems, due to relevance for insurance business and in light of COP15 outcomes.	Ongoing, pursuant to determinations by Group Responsible Investments Committee.
MATERIALITY MATRIX	Climate Change.	Women and minorities inclusion.	Biodiversity degradation, Resource scarcity and sharing economy, Climate Change.	Transparency and purpose-driven businesses.
SDGs	 	 	   	    



## DEEP DIVE ON ENGAGEMENTS RELATED TO THE GROUP STRATEGY AND COMMITMENTS

The objective is to integrate, within the sustainable investment and active ownership framework, strategic objective targets of the Group o Sustainability and related external commitments (e.g. UN Global Compact, UN Principle for Responsible Investors, UN-convened Net Zero Asset Owner Alliance), or local stewardship codes, to which the Group voluntarily adheres. These engagements are performed directly by Generali Group as asset owner, unless execution is specifically delegated to asset managers.

### PORTFOLIO DECARBONIZATION ENGAGEMENTS

Materiality Matrix Megatrend	Link with SDGs	No. of engagements	Positive results
Climate change		18 (8 individual dialogues, 4 collective dialogues)	1 public adoption of GHG emission targets 1 introduction of say on climate vote

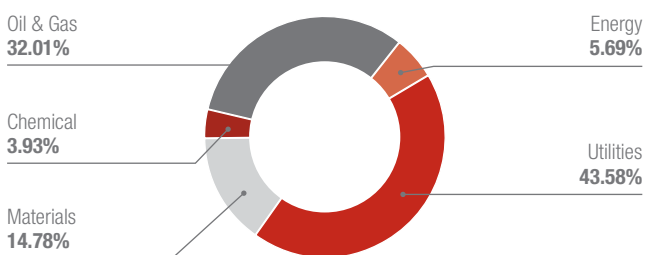
#### Overview

As member of the UN-convened Net-Zero Asset Owner Alliance, we are committed to leading the way in sustainable investing by transitioning our investment portfolios to net-zero greenhouse gas emissions by 2050. We are actively engaging with top companies in high-impact sectors to drive real change and decarbonize our portfolio.

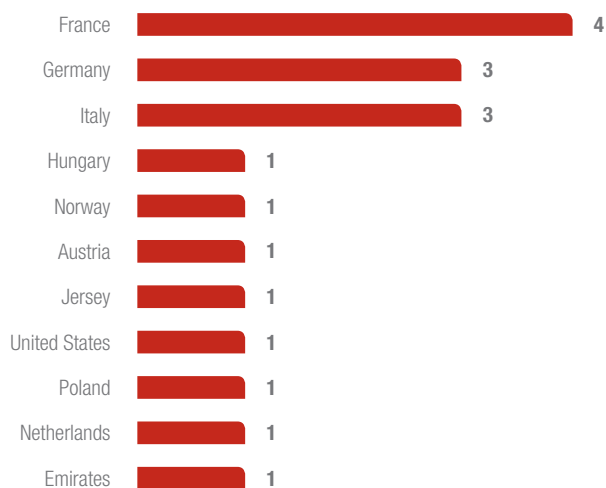
Generali Group investments in Listed Corporate Issuers (both equity and fixed income) subject to decarbonization engagement in 2022: EUR 8.9 billion, covering 66.82% of portfolio carbon footprint (in 2021: EUR 2 billion, covering 18.14%)\*

\* Source: MSCI data as of 31.12.2021

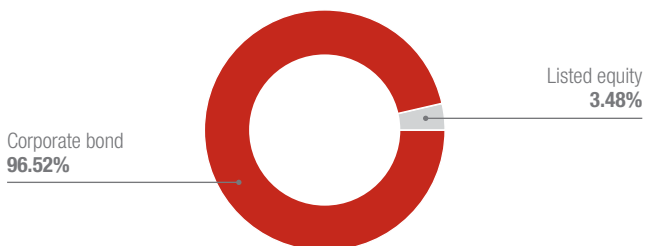
Engaged sectors, by materiality



Engaged companies, by Country of incorporation



Materiality of engagements, by financial instrument





Coherently with its [commitments to the environment and climate](#), in January 2020, Assicurazioni Generali S.p.A. joined the UN-convened Net-Zero Asset Owner Alliance (“Net-Zero Alliance”), a network of investors strongly committed to transitioning their investment portfolios to net-zero greenhouse gas emissions by 2050 consistent with a maximum temperature rise of 1.5C degrees above pre-industrial temperatures. In execution of obligations set by Net-Zero Alliance, Generali Group committed to engage with 20 carbon-intensive investees within its investment portfolio by 2025. The intent is to ease portfolio decarbonization while influencing issuers’ climate change strategy. Our aim is to ask these companies to take substantial steps to reduce greenhouse gas emissions in their organizations’ operations, supply chain and products in line with what the latest scientific recommendations ask (e.g. the 2018 IPCC Special Report on Global Warming of 1.5 °C). Our intention is to cover with investee companies the topics highlighted by the Climate Action 100+ initiative, with a particular focus on climate policy, climate-related risks, climate lobbying and just transition. Pursuant to the net-zero commitment, we have proceeded to a thorough review of our investment portfolio with the purpose of identifying issuers with the greatest carbon footprint. Companies to engage are selected among issuers of intensive sectors (utilities, energy, steel, cement, transportation) and prioritized according to their carbon footprint impact in our investments portfolio (highest to lowest, by apportioned emissions) and their level of commitment to decarbonization targets. Investment / ESG analysis and credit research functions are kept informed on the status of ongoing active ownership activities through dedicated reports.

## Status

So far, we have reached 18 investee companies with formal communications. We are dialoguing with 12 of them (8 individually – directly or through our delegated asset manager – and 4 collectively with other institutional investors and asset owners) and we are monitoring companies that have not responded to us. We provide herein some examples of these dialogues. Within the context of an ongoing CA100+ collective engagement with a Swiss multinational commodity trading and mining company, we could acknowledge some significant public commitments taken by the company in 2022, such as the adoption of mid-term greenhouse gas emission reduction targets of 50% by 2035 and a 15% reduction target by 2026. Further, on a CA100+ climate engagement with an Italian multinational energy company, we have backed company decision to submit its climate transition plan to the advisory vote at 2023 annual general meeting of shareholders. As an example of how insurance industry plays an important overall role in promoting sustainability, whether in the form of underwriter and as investor, in autumn we joined the Italian Sustainability Week of the Italian Stock Exchange, to seek collective dialogue with an Italian utility company to whom Generali Group as underwriter has generated, jointly with a business partner, a tailored civil liability insurance solution linked to sustainability objectives (on workplace health and safety).

## ENGAGEMENT ON (GENDER) DIVERSITY, EQUITY & INCLUSION

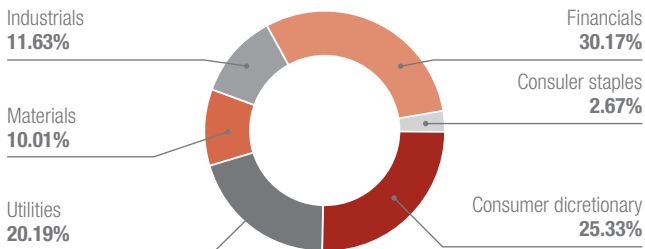
Materiality Matrix Megatrend	Link with SDGs	No. of engagements	Positive results
Women and minorities inclusion	 	15 (5 individual dialogues, 0 collective dialogues)	Ongoing

## Overview

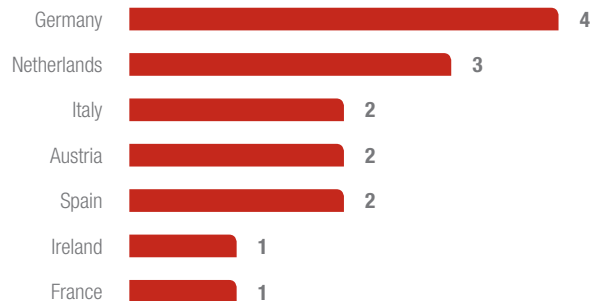
In accordance with Group strategic focus, we have proceeded to a thorough review of our investment portfolio to identify issuers that may be lagging in terms of (gender) diversity, equity and inclusion. We are engaging with these companies on the key topics of gender diversity (at board and at management level) and on gender pay gap, to understand how they intend to improve in these areas.

## Generali Group investments subject to DE&I engagement in 2022: EUR 4.5 billion (calculated as of 31.12.2021)

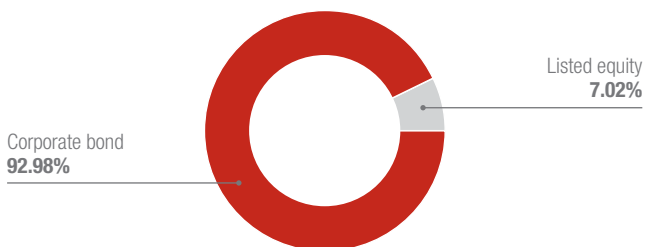
### Engaged sectors, by materiality



### Engaged companies, by Country of incorporation



### Materiality of engagements, by financial instrument



Gender diversity is a strategic topic for the Group: pursuant to the Group's new three-year (2021-2024) strategy "Lifetime Partner 24: Driving Growth" launched on December 15th, 2021 (herein the "Plan"), Generali committed to have 40% women in strategic positions by 2024 and to structurally reduce the Gender Pay Gap and to achieve an Equal Pay Gap towards zero in the 2022-2024 strategic cycle; further, quota of female directors in Generali's Board rose from 38% to 46% after board renewal at 2022 annual general meeting. Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (SFDR) has included board gender diversity and gender pay of investee companies among the principal adverse impact indicators that investors must monitor in order to mitigate the sustainability risks of their investments.

In accordance with the above, in 2022 we have proceeded to a thorough review of our investment portfolio with the purpose of identifying issuers that, according to the information available to us, could possibly improve their (gender) diversity, equity & inclusion practices. Our aim is to dialogue with companies on the key topics of gender diversity at board and management level, as well as gender pay gap across organizations, and to understand what substantial steps they intend to make on transparency, adoption and implementation of relevant policies, commitments and key targets.

## Status

So far, we have reached with formal communications 15 companies in which we are significantly invested and we have initiated individual dialogues with 5 of them, asking for better transparency (1 case), to increase CEO and board accountability (2 cases), to improve board diversity ratio while enhancing board independency (2 cases). As an example of the latter, we have requested two companies (one insurance group and a company of branded beverage industry), both with concentrated ownership, to take into consideration the opportunity to improve on board and committee independency rate and dilution of key responsibilities among directors, while possibly accelerating the transition to a more gender diverse board.

## PROXY VOTING RELATED ENGAGEMENT

The objective is to stimulate investee companies to improve their governance, as well as their sustainability practices on topics that form part of the voting agenda. Examples of dialogue may include: board composition, remuneration, say on climate, capital management, shareholder rights, other ESG topics within the voting agenda. These engagements are performed directly by Generali Group as asset owner, unless execution is specifically delegated to asset managers.

## ESG TARGETS IN EXECUTIVE PAY

Materiality Matrix Megatrend	Link with SDGs	No. of engagements	Positive results
Biodiversity and degradation		Preparatory phase	N.A.

### Overview

We plan to engage with companies to encourage them to include non-financial/ESG indicators in the deferred share component of variable remuneration for executives, particularly in sectors exposed to biodiversity risk. The project is intended to be implemented between 2023 and 2025.

Remuneration systems are a fundamental tool for aligning management’s conduct with corporate strategies. We plan to dialogue with a selection of companies, to stimulate them to introduce non-financial/ESG indicators in the deferred share component of variable remuneration of executives, with indication of specific KPIs and ambitions in line with the most important non-financial components of their strategy. We intend to prioritize the dialogue with companies in our portfolio pertaining to sectors that are mostly exposed to biodiversity risk. Two are the main reasons for this approach: firstly, we deem the topic biodiversity risk to be the logic complement to our portfolio decarbonization efforts; secondly, biodiversity loss and ecosystem misfunctioning are of high importance for both the communities and the businesses that depend on them (such as the insurance sector, e.g. for catastrophic risks). This engagement is aligned with Generali incentive system, as the main changes introduced in the 2022 to Group remuneration policy include focus on internal and measurable non-financial/ESG goals, in line with the new “Lifetime Partner 24: Driving Growth Strategy”. (See the [Generali Group remuneration policy](#)).

### Status

The engagement project is on a preliminary phase and will be implemented between 2023 and 2025.

## PORTFOLIO MANAGEMENT-RELATED ENGAGEMENTS

The objective is to engage specific companies with poor sustainability performance that nevertheless show potential for a drift towards a more sustainable business conduct. In particular, this engagement focuses on companies in which the Group has a long-term financial interest but that present material specific sustainability risk (due to involvement of very severe ESG controversies or having low ESG rating compared to the reference sectors and peers). This type of engagement is typically proposed, executed and reported by delegated asset managers, under Group steering and supervision.

## PORTFOLIO MANAGEMENT-RELATED ENGAGEMENTS

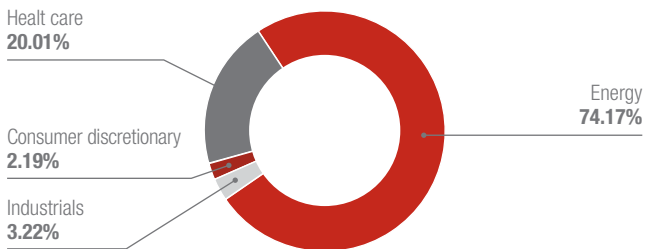
Materiality Matrix Megatrend	Link with SDGs	No. of engagements	Positive results
Transparency and purpose-driven businesses; Regulatory complexity		5 (3 requests of information, 1 individual dialogue, 1 collective dialogue)	3 satisfied requests of information 1 implemented anti-corruption measures 1 improvement of due diligence practices

### Overview

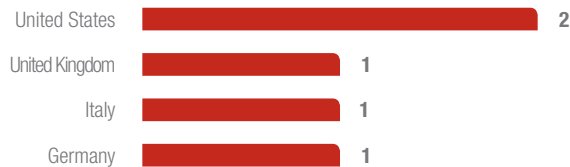
Within the context of portfolio management activities, our delegated asset managers may engage with companies with poor ESG practices to assess their investment status and encourage improvement. Engagements are subject to specific time frames and are reported to the Group Responsible Investment Committee.

## Generali Group investments subject to Portfolio management-related engagement in 2022: EUR 1 billion (calculated as of 31.12.2021)

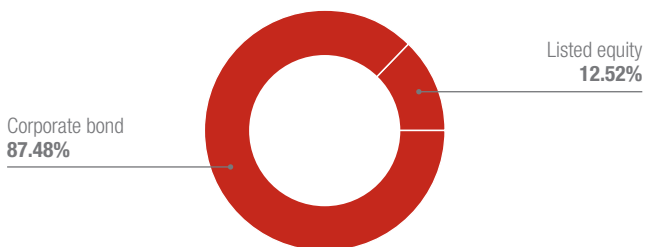
Engaged sectors, by materiality



Engaged companies, by Country of incorporation



Materiality of engagements, by financial instrument



Within the context of portfolio management activities, our delegated asset managers may engage with companies with poor ESG practices to assess their investment status and encourage improvement. A typical context of these engagements is in the execution of our Group negative screening approach, pursuant to our Responsible Investments Group Guideline.

The negative screening aims at excluding from the Group investable universe issuers, sectors or activities with poor ESG practices potentially impacting their long-term financial performance and/or exposing the Group to higher sustainability and reputational risk. Under the negative screening regime, companies involved in controversies and/or in controversial business sectors are excluded from the investment universe if not meeting Group requirements (restricted list).

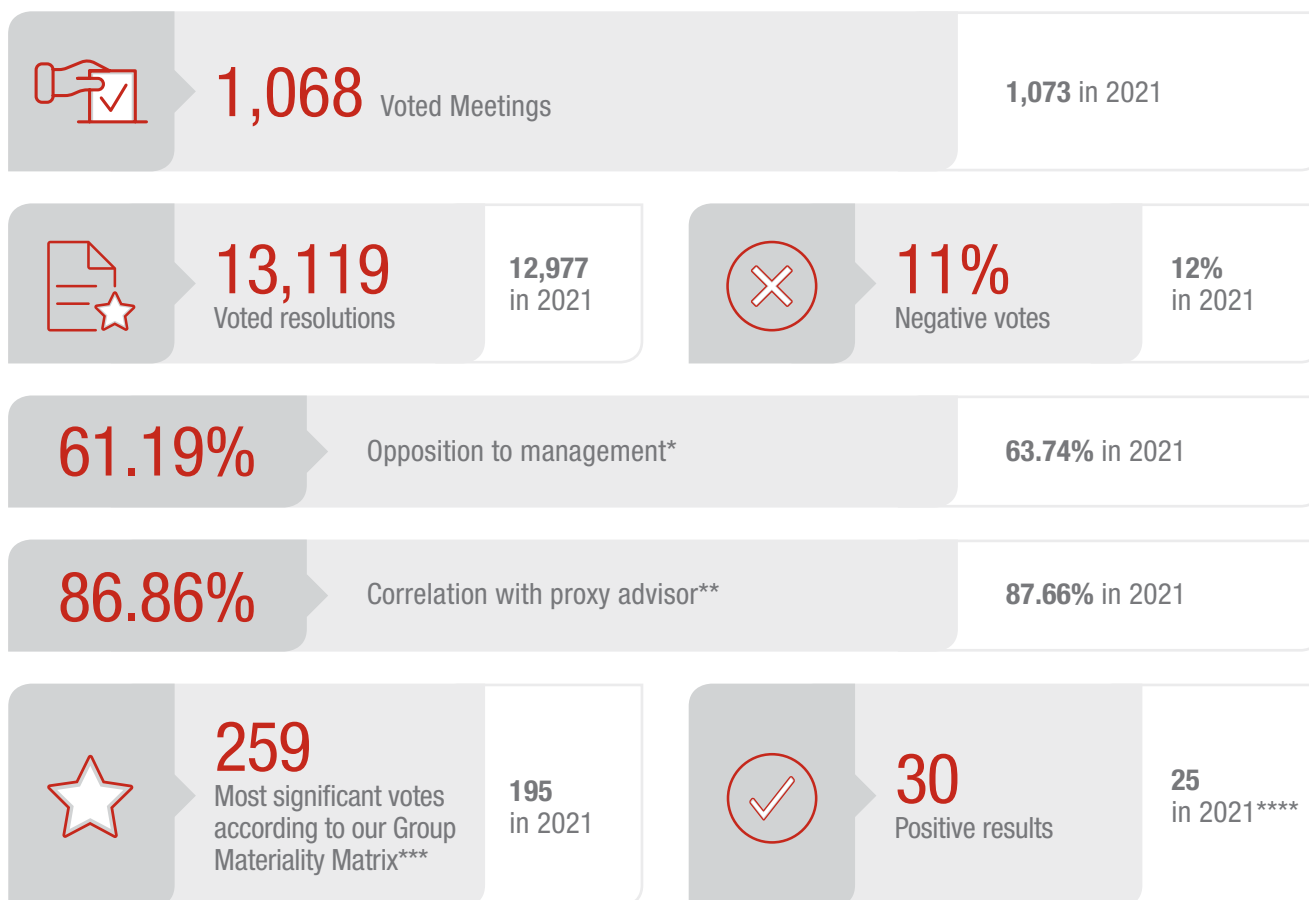
Within this approach, companies may be engaged if more information is required to better assess their status, but also to encourage them to improve their sustainability performance, should they show the potential for a drift towards a more sustainable business conduct. If engaged, during the engagement there is no obligation to sell the existing exposure, however no new investments are allowed. The engagement is subject to specific timeframe and results are submitted to the Group for its final decision.

### Status

Two engagements initiated in 2019 (a German multinational pharmaceutical and biotechnology company engaged in respect to poor ESG practices in its merger & acquisition processes and an Italian multinational energy engaged on anti-corruption procedures) have been successfully closed during 2022, resulting in the full investment status of the two engaged companies. In the last half of 2022, engagements in the form of request of additional information have led to successful clarification of gray areas and confirmation of the investment status of three companies (a British multinational oil and gas company in respect to issues of environmental damage, human rights and corruption; an American multinational industrial conglomerate in regard to worker safety, health care, and consumer goods human rights; an U.S. multinational automobile manufacturer, with respect to product safety).



## 2022 MAIN VOTING FIGURES



\*Rate of meetings where we cast at least one vote in opposition to management recommendations.

\*\* Rate of correspondence between votes we cast and proxy advisor recommendations.

\*\*\* Cast votes that fall within the topics of Group Materiality Matrix are "most significant" for Generali Group, pursuant to art. 3 octies para. 1 (b) of SRD II directive.

\*\*\*\* Each time Generali Group votes have contributed to the passing of a shareholder resolution or to the blocking (not passing of) a management proposal.

## HIGHLIGHTS OF 2022 VOTING ACTIVITY

### Environment

**Our 'Say on Climate' approach:** we voted 28 climate plans submitted by the management, supporting 21 proposals. Our lack of support (7) is concentrated in companies of Oil & Gas sector.

### Social

**Our votes on Diversity Equity & Inclusion:** We supported 48 shareholder resolutions (38 on racial equity, 6 on pay equity, 4 on board diversity), reaching 7 positive results.

### Governance

#### Our 'Say on pay' votes:

- Compensation votes have been 1,558 (12,18% of total cast votes);
- Our dissent rate to management proposals has been 30.94%;
- Top voted Country: France (404 votes out of 1,558);
- Top opposition rate per Country: U.S.A. (52.51%).

## INTRODUCTION

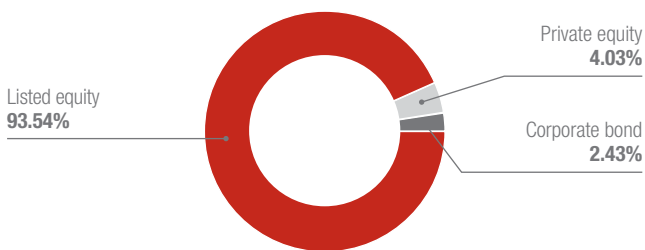
In this section, after an illustration of the geographical distribution of our votes, we will briefly explain the voting behavior of Generali Group, with a focus on our use of proxy advisors and a comparison of our votes to management recommendations. We will then focus on the votes that, being tied to the topics of our Group Materiality Matrix (such as votes on climate change, the pandemics, digital transformation, human and labor rights management, diversity equity & inclusion) are most significant for us and our stakeholders.

## MATERIALITY AND GEOGRAPHIC DISTRIBUTION OF OUR VOTES

In general, our approach is to exercise our voting rights whenever reasonably possible, without discriminations based on the subject of the vote or the size of the holdings, but with possible exclusion of meetings in which the exercise of voting rights is administratively, operationally or economically burdensome.

In the course of 2022, we have exercised our voting powers 1,068 times, covering approximately 92% of our investee companies portfolio (measured at 2022 year-end). We have exercised our voting rights mostly at shareholder meetings relate to investments in listed equity (998), but we also exercised our voting rights in private equity companies (43) and at bondholder meetings (26).

Table 4: Breakdown of meetings by financial instrument



As an insurance group, our investments are typically backing insurance provisions to meet our obligations towards policyholders. Indeed Table 5 below shows how our equity investments are mostly concentrated in Europe, being our main area of business. However - by number of meetings - our voting activity is equally distributed among Europe and rest of the world (Table 6). Table 7 provides a breakdown of our voting activity by Country.

Table 5: Generali Group equity investments as of 31.12.2021\*

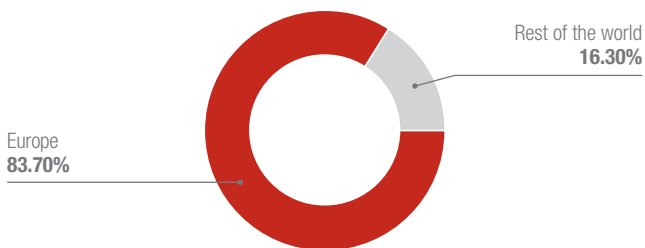
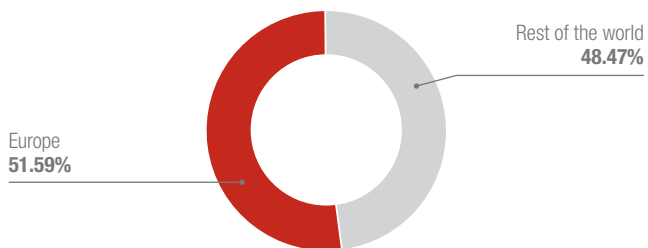
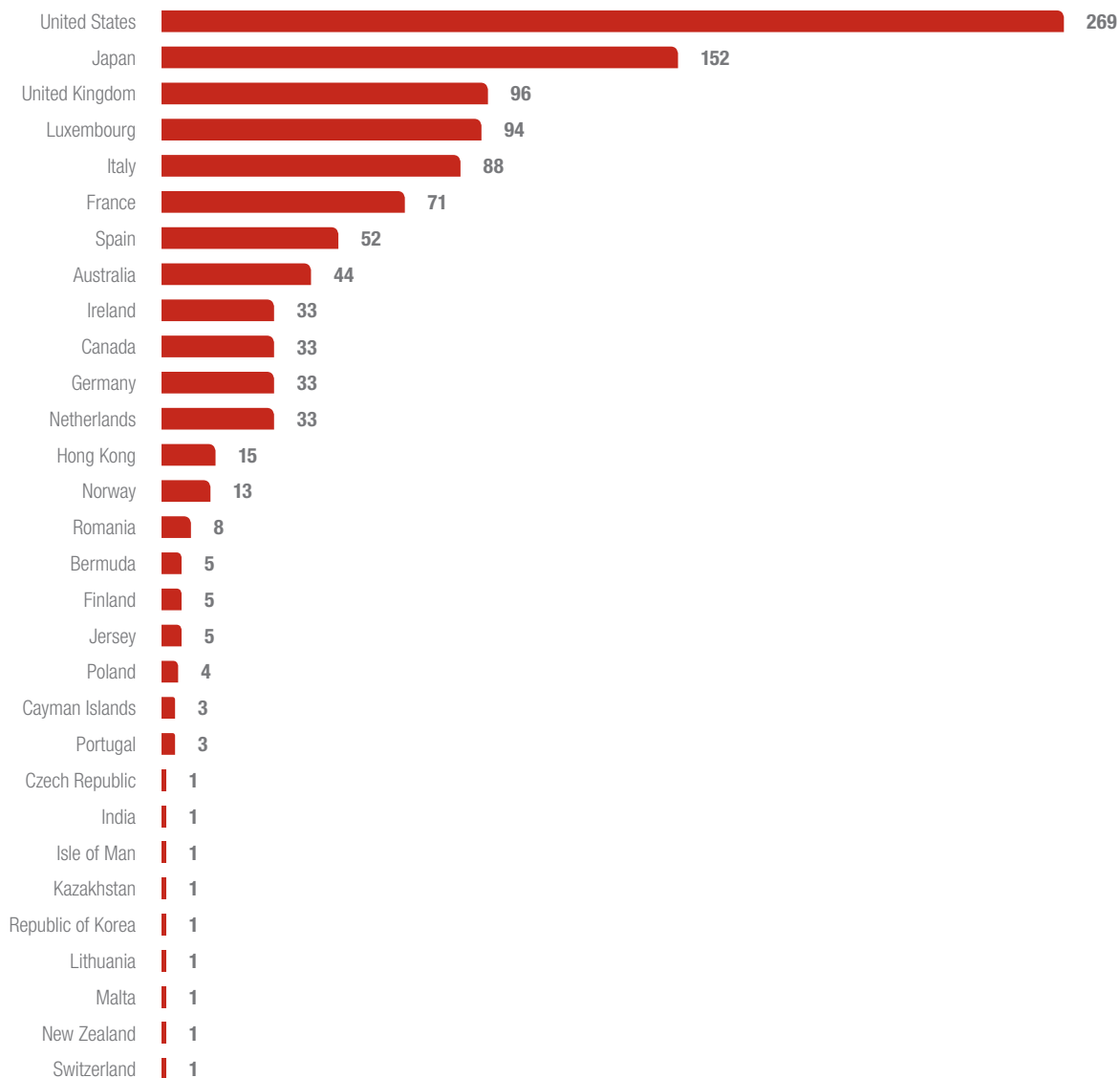


Table 6: Distribution of meetings by geographic area



\* Source: Generali Group Annual Integrated Report and Consolidated Financial Statements (2021), p. 252

Table 7: Breakdown of meetings by Country



## OUR VOTING BEHAVIOR

The Group believes that decisions taken at general meetings of investee companies are of utmost importance for the achievement of companies' long-term strategies. The Group adopts principles and criteria, including the consideration of material sustainability factors and risks, in the definition of voting decisions consistent with the interest of the Group and its clients.

Our voting principles are derived from internationally recognized best practices and include topics such as: shareholder rights, corporate bodies, remuneration policies, financial statements, disclosure of information and transparency, share transactions, environmental and social aspects, special provisions for listed companies with reduced market capitalization and unlisted companies, related party transactions, systemic and market risks relating to pandemic situations.

Effective from January 2023 onwards, we have extended our voting principles to cover general political and lobbying expenditures, we have added more granularity to environmental and social considerations (particularly on climate change mitigation and adaptation and diversity, equity & inclusion) and we have strengthened our expectations towards board oversight on ESG related matters.

A summary of our voting principles is available on the [responsible investments page](#) of Generali Group website.

## OUR APPROACH

The voting process of each local insurance company is steered and coordinated at Group level, providing support with voting recommendations, execution (when directly delegated) and reporting.

Voting decisions are taken on the basis of Generali Group voting principles, taking into account:

- preliminary analysis issued by our asset managers;
- documents made public by the issuer;
- research provided by the proxy advisors;
- information made available by proxy solicitors;
- our engagement with internal and external stakeholders;
- our engagement activities and objectives.

Investment functions are involved in voting decisions whenever opportune. For example, the most common area of interchange with investment functions is on votes in respect to capital management, merger & acquisition, proxy fights, amendment to debt conditions (in case of corporate bonds investments). Current and potential conflicts of interest are mapped and managed in compliance with the applicable regulation, the Generali Group Code of Conduct and the Conflicts of Interest Group Guideline. Table 8 below provides a breakdown by topic of all 13,119 resolutions we voted in 2022. Typically, board related matters, audit/financials and compensation represent the most voted issues, being the core of the system of governance of companies. Although resolutions on environmental and social matters are quantitatively less significant (1.8% of total resolutions), they are of growing importance for the generality of stakeholders of companies and represent the majority of our most significant votes (as we will see in the dedicated section).

Table 8: Breakdown of resolutions by topic in 2022\* and 2021

Row Labels	2022	2021
Board Related	56.00%	56.25%
Audit/Financials	13.56%	13.17%
Compensation	12.18%	12.48%
Capital Management	7.23%	7.95%
Changes to Company Statutes	4.57%	4.10%
Meeting Administration & Other	2.20%	2.42%
Social shareholder proposals	1.59%	0.74%
Governance shareholder proposals	1.46%	1.80%
Environmental shareholder proposals	0.60%	0.40%
Merger & Acquisition	0.41%	0.54%
Environmental management proposals	0.21%	0.15%
Social management proposals	0.00%	0.00%

\* During 2022 we did not encounter management proposals on social topics.

The graphs at Table 9 and Table 10 below show the distribution of “for”, “against” and “abstain” votes on 13,119 resolutions we voted. In 2022 we kept the same amount of support to resolutions as in 2021, but we abstained slightly more, while opposing slightly less.

Table 9: Distribution of votes (For / Against / Abstain) cast in 2022

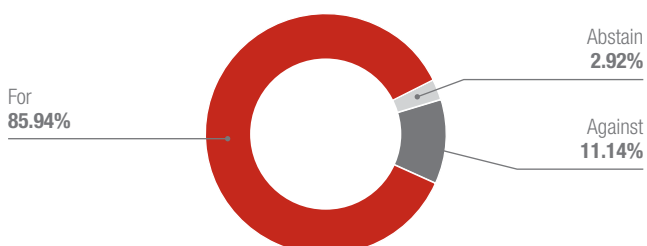
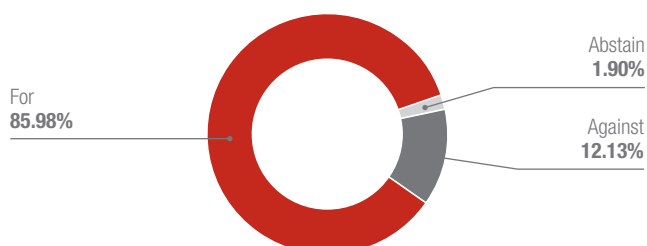


Table 10: Distribution of votes (For / Against / Abstain) cast in 2021



## OUR USE OF PROXY ADVISORS

With regard to the use of the services of proxy advisors, we avail ourselves mainly of the electronic platform and of the voting research provided by Glass Lewis. We may on occasion use other proxy advisors. Although we do not rely on voting recommendations of proxy advisors in taking our voting decisions, we acknowledge an overall level of correlation of 86.86% (in 2021: 87.66%) among our votes and recommendations issued by Glass Lewis.

As shown in Table 11 below, the level of correlation with proxy advisor recommendations varies according to the subject area. In respect to four categories (Audit/Financials, Changes to Company Statutes, Capital Management and Merger & Acquisition) we note a high level of correlation on average (98.98%), that is also consistent with our average level of correlation versus management recommendations on the same topics (91.90%), basically showing a natural alignment of voting policies and internationally recognized best practices on these topics. The correlation with our proxy advisor drops to an average of 82.31% on a second group of more divisive topics (compensation, board related), with the lowest rate being 78.15% on Compensation. Finally, we record a correlation with our proxy advisor of 66.67% on environmental resolutions proposed by management (we did not encounter social resolutions proposed by management during 2022) and 37.66% on environmental, social and governance resolutions proposed by shareholders.

We find 2022 correlation data to be consistent with 2021, except to an increased divergency on evaluation of shareholder proposals (37.66% in 2022 versus 51.08% in 2021). We deem our discrepancy with the proxy advisor on esg proposals to be consistent with the slightly increased tendency by the proxy advisor to tie more with management recommendations in 2022 (56.28% in 2022 versus 54.05% in 2021) and, conversely, our tendency to depart from them (1.05% in 2022 versus 11.89% in 2021), as better illustrated in the next section.

Table 11: Correlation by topic between Generali Group votes and Glass Lewis recommendations

Categories	2022	2021
Merger & Acquisition	100.00%	96.83%
Capital Management	99.05%	98.65%
Changes to Company Statutes	98.50%	98.22%
Audit/Financials	98.37%	99.71%
Meeting Administration & Other	90.66%	88.77%
Board Related	86.48%	86.03%
Compensation	78.15%	80.22%
Environmental management proposals	66.67%	68.42%
ESG shareholder proposals	37.66%	51.08%
Social management proposals*	NA	NA

\* During 2022 we have not encountered management proposals on social topics.

Table 12 represents the level of correlation with our proxy advisor by Country, we see as our votes at U.S. meetings are the most numerous (27.88%, right column) and have one of the lowest rates of convergency (76.92%, left column). The table is consistent with 2021 data.

Table 12: Correlation by Country between Generali Group votes and Glass Lewis recommendations

Country	2022		2021	
	Correlation with GL recommendations	Weight on total GL correlations	Correlation with GL recommendations	Weight on total GL correlations
United States	76.92%	27.88%	79.08%	28.16%
Japan	94.56%	16.48%	94.55%	12.13%
United Kingdom	93.68%	14.58%	93.34%	16.83%
France	93.54%	10.68%	91.46%	10.95%
Spain	95.21%	6.11%	96.63%	5.65%
Luxembourg	82.98%	4.45%	90.71%	3.77%
Germany	96.53%	3.18%	97.17%	3.69%
Italy	82.97%	3.04%	82.43%	3.28%

Country	2022		2021	
	Correlation with GL recommendations	Weight on total GL correlations	Correlation with GL recommendations	Weight on total GL correlations
Netherlands	76.16%	2.75%	84.11%	2.75%
Australia	86.81%	2.08%	82.63%	1.58%
Ireland	97.05%	2.02%	92.71%	3.31%
Canada	86.70%	1.54%	86.06%	4.15%
Norway	87.50%	1.47%	86.81%	0.71%
Hong Kong	86.25%	1.21%	92.55%	0.78%
Finland	91.94%	0.50%	NA	NA
Jersey	87.10%	0.47%	90.70%	0.70%
Cayman Islands	90.91%	0.26%	92.11%	0.31%
Bermuda	96.67%	0.25%	85.51%	0.53%
Romania	87.88%	0.25%	NA	NA
Poland	93.33%	0.25%	NA	NA
Isle of Man	100.00%	0.18%	NA	NA
Portugal	100.00%	0.17%	95.00%	0.17%
Belgium	83.33%	0.09%	NA	NA
New Zealand	100.00%	0.04%	NA	NA
Lithuania	60.00%	0.03%	NA	NA
Kazakhstan	50.00%	0.02%	NA	NA
Republic of Korea	100.00%	0.02%	NA	NA
Czech Republic	100.00%	0.01%	50.00%	0.02%
Switzerland	NA	NA	77.78%	0.38%
Liberia	NA	NA	75.00%	0.11%
Austria	NA	NA	87.50%	0.06%

## OUR APPROACH TO MANAGEMENT RECOMMENDATIONS

Customarily, management of the company expresses its opinion (recommendation) on how shareholders should vote on individual agenda items. We record 61,19% (in 2021: 63.74%) meetings where we cast at least one vote in opposition to management recommendations.

Overall, in 2022 we agreed with the vote recommended by the management in 82,08% (in 2021: 83.19%) of the resolutions. Convergence between management recommendations and our votes varies substantially according to subject area (Table 13) and Country of vote (Table 14).

In respect to subject area (Table 13), our votes diverge with management recommendations mostly on: i) ESG proposals by shareholders (correlation 1.05%), on compensation (correlation 66.25%) and on environmental resolutions proposed by management (correlation 74.07%).

The low level of correlation on shareholder proposals is of no surprise, as (with few exceptions), it is common that management expresses a negative outlook on proposals submitted by shareholders. Data are substantially comparable with 2021 and the augmented divergence with management in the matter of shareholder resolutions (1.05% in 2022 versus 11.89% in 2021) most probably is the joint consequence of the increase of the overall number shareholder proposals (380 in 2022 compared to 328 in 2021) and the fact that in 2022 we substantially refrained from voting against shareholder proposals, preferring rather to express lack of support through abstention.

At Table 13 below, the column to the left recaps our level of correlation with management recommendations per topic, whereas the right column shows Glass Lewis correlation with management recommendations, providing an external point of reference that allows to better evaluate our level of independence.

Table 13: Correlation by topic between Generali Group votes and management recommendations and between Glass Lewis recommendations and management recommendations in 2022 and in 2021

Categories	2022		2021	
	Generali correlation with management recommendations	Glass Lewis correlation with management recommendations	Generali correlation with management recommendations	Glass Lewis correlation with management recommendations
Capital Management	93.78%	93.67%	94.20%	94.09%
Merger & Acquisition	92.59%	92.59%	98.41%	95.24%
Audit/Financials	91.91%	90.39%	92.19%	92.14%
Meeting Administration & Other	89.97%	92.39%	85.26%	92.04%
Changes to Company Statutes	89.32%	89.32%	95.85%	94.66%
Board Related	85.96%	94.74%	84.40%	95.30%
Environmental management proposals	74.07%	77.78%	78.95%	57.89%
Compensation	66.25%	82.91%	72.92%	86.43%
ESG shareholder proposals	1.05%	56.28%	11.89%	54.05%
Social management proposals*	NA	NA	NA	NA

\* During 2022 we have not encountered management proposals on social topics.

With regard to the breakdown of the correlation of our votes with management recommendation by Country (Table 14), when analyzing the level of correlation, we note that we cast the largest amount of votes in United States (27.57%, right column), but the votes expressed have one of the lowest degrees of correlation (71.88%, left column).

Generally, we deem the differences of ratios among categories / Countries in the tables below to be affected by a combination of the following formal and substantial factors: i) local diffusion of certain voting topics (e.g. ESG shareholder proposals in U.S.A.); ii) different local practices in the presentation of agenda items (e.g. individual votes on remuneration in France, election of Directors by slates in Italy); i) cultural factors leading to different local best practices (e.g. anglosphere vs mainland Europe Countries). The data are consistent with 2021.

Table 14: Correlation by Country between Generali Group votes and management recommendations

Country	2022		2021	
	Correlation with management recommendations	Weight on total management correlations	Correlation with management recommendations	Weight on total management correlations
United States	71.88%	27.57%	74.17%	27.83%
Japan	94.01%	17.33%	92.31%	12.48%
United Kingdom	93.01%	15.32%	93.09%	17.68%
France	80.25%	9.70%	78.80%	9.94%
Spain	92.75%	6.30%	94.48%	5.82%
Luxembourg	71.52%	4.06%	85.53%	3.74%
Germany	93.60%	3.26%	86.79%	3.48%
Italy	73.86%	2.86%	77.93%	3.27%
Netherlands	69.34%	2.65%	78.36%	2.70%
Ireland	96.20%	2.12%	92.21%	3.47%
Australia	82.42%	2.09%	82.16%	1.65%
Canada	84.24%	1.59%	83.27%	4.23%
Norway	85.94%	1.53%	86.81%	0.75%
Hong Kong	75.63%	1.12%	70.21%	0.62%
Finland	90.32%	0.52%	NA	NA
Jersey	87.10%	0.50%	93.02%	0.76%
Cayman Islands	81.82%	0.25%	86.84%	0.31%
Poland	86.67%	0.24%	NA	NA
Romania	78.79%	0.24%	NA	NA
Bermuda	76.67%	0.21%	73.91%	0.48%

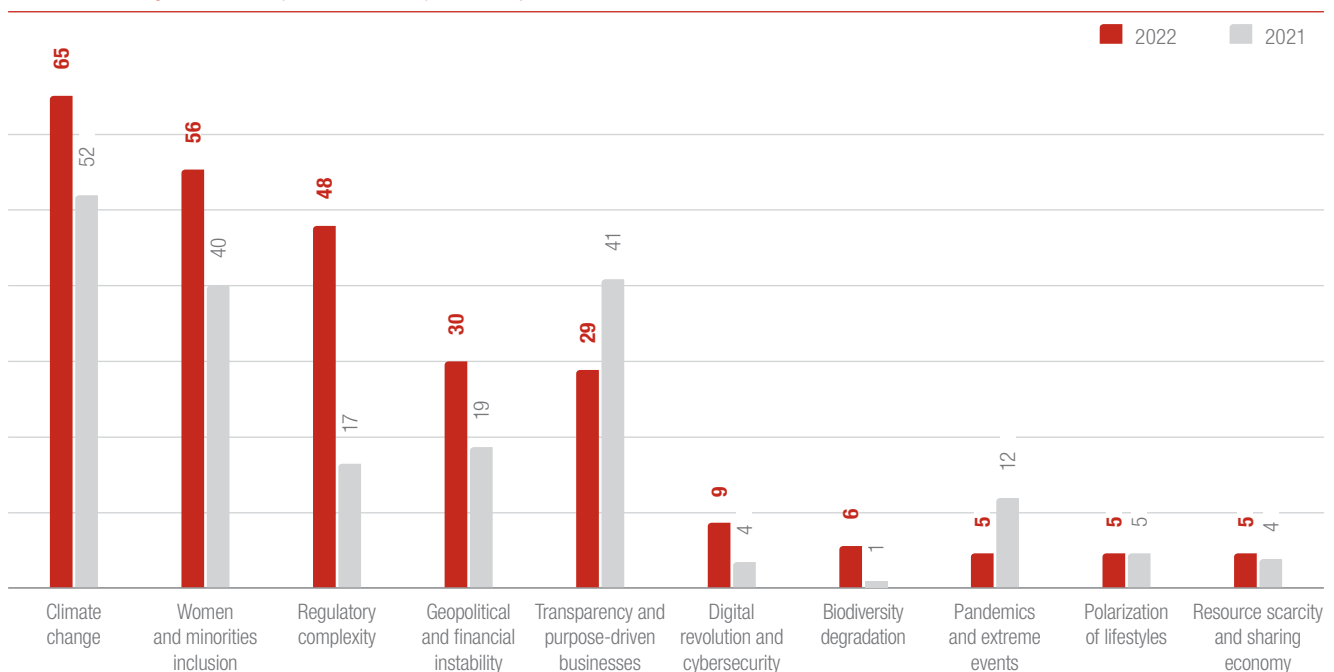
Country	2022		2021	
	Correlation with management recommendations	Weight on total management correlations	Correlation with management recommendations	Weight on total management correlations
Isle of Man	100.00%	0.19%	NA	NA
Portugal	89.47%	0.16%	90.00%	0.17%
Belgium	66.67%	0.07%	NA	NA
New Zealand	100.00%	0.04%	NA	NA
Lithuania	60.00%	0.03%	NA	NA
Kazakhstan	50.00%	0.02%	NA	NA
Republic of Korea	100.00%	0.02%	NA	NA
Czech Republic	100.00%	0.01%	100.00%	0.04%
Switzerland	NA	NA	79.63%	0.41%
Liberia	NA	NA	75.00%	0.11%
Austria	NA	NA	100.00%	0.08%

## MOST SIGNIFICANT VOTES PURSUANT TO GROUP MATERIALITY MATRIX

We deem votes on topics that fall within the megatrends of our Group Materiality Matrix (the “Matrix”) to be the most significant for Generali Group. The Matrix, lastly updated in November 2020, identifies megatrends that can have a significant economic, social and environmental impact not only on the Group’s activities, but also that are perceived relevant by stakeholders, and therefore are addressed through strategic initiatives across Generali Business Units and functions (for more information on the Matrix, see [here](#)).

During 2022, we voted on 258 resolutions falling within the megatrends of the Matrix, at shareholder meetings of 133 investee companies (in 2021 we voted 195 resolutions at the meetings of 113 companies). As shown in the graph below, the 258 resolutions we voted on have reached 10 (out of 17) megatrends of the Matrix. We note that the increase of resolutions (+63) compared to 2021 is due to the growing of proposals in the matter of, mainly, Regulatory complexity (+31), Women & minorities inclusion (+16), climate change (+13).

Table 15: Most significant votes pursuant to Group Materiality Matrix in 2022 and 2021



As per Table 16, in 2022 a large majority of resolutions falling within the megatrends of the Matrix are proposed by shareholders (217 in 2022, +71 compared to 2021) and there has been a slight decline in resolutions proposed by management (41 in 2022, -8 compared to 2021).



Table 16: Most significant votes breakdown by proponent in 2022 and 2021

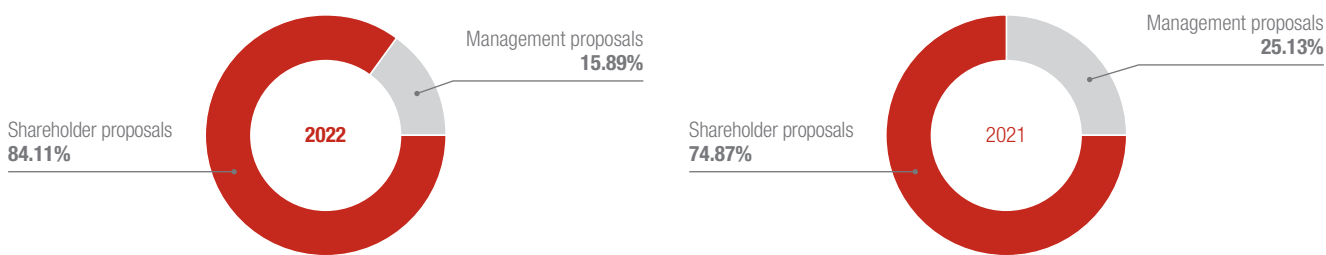


Table 17 breaks down our most significant votes during 2022 by Country: U.S.A. is the primary provenience of such votes, followed (at distance) by three anglosphere Countries (United Kingdom, Australia, Canada). This is consistent with 2021.

Table 17: Most significant votes breakdown by Country

Row Labels	2022	2021	Difference
United States	193	124	+69
United Kingdom	15	14	+1
Australia	12	5	+7
Norway	9	10	-1
Canada	8	16	-8
France	6	3	+3
Japan	4	3	+1
Spain	4	8	-4
Germany	3	2	+1
Bermuda	1	0	+1
Italy	1	5	-4
Luxembourg	1	0	+1
Portugal	1	1	0
Netherlands	0	2	-2
Ireland	0	1	-1
Jersey	0	1	-1
TOT	258	295	

Overall, we supported 81.40% (210) of the resolutions. We opposed to 6.20% (16) and abstained in 12.40% (32) of the cases (Table 18). Compared to 2021, we note that our overall support to resolutions triggering the Matrix has grown of 7.55% (from 73.85% to 81.40%), while overall convergency of our votes to management recommendations is lowering (9.30% in 2022, versus 25.13% in 2021), as well as the convergency of our votes with recommendations of our proxy advisor (43.63% in 2022, versus 52.31% in 2021).

Table 18: Most significant votes distribution of votes For / Against / Abstain in 2022

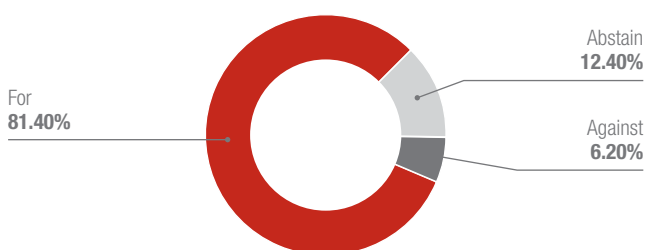


Table 19: Most significant votes distribution of votes For / Against / Abstain in 2021



## DEEP DIVE ON OUR MOST SIGNIFICANT VOTES

Below we disclose our votes per each topic of the Group Materiality Matrix, specifying the Generali entities that have cast such votes and the positive results that such votes have generated, counting a “positive result” each time Generali Group votes have contributed to the passing of a shareholder resolution or to the blocking (not passing of) a management proposal. We deem the votes reported herein to be the “most significant” of 2022 for Generali Group, pursuant to art. 3 octies para. 1(b) of SRD II directive. In respect to Generali entities not expressly mentioned herein, no “most significant” votes within the meaning of the present report have been recorded during year 2022.


Matrix Megatrend description	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
Climate change	 	65 (56/5/4)	<b>5 Passed shareholder proposals</b> (2 on climate reporting; 3 on adoption of greenhouse gas reduction targets)
Pandemics and extreme events	 	5 (4/0/1)	-
Geopolitical and financial instability		30 (22/0/8)	<b>2 Passed shareholder proposals</b> on fossil fuel financing and underwriting
Digital revolution and cybersecurity		9 (9/0/0)	-
Transparency and purpose-driven businesses		29 (14/8/7)	<b>6 not passed management proposals on past year remuneration practices</b> (advisory votes); <b>3 simplifications</b> of decision-taking practices
Resource scarcity and sharing economy		5 (5/0/0)	<b>2 Passed shareholder requests</b> of reporting on plastic packaging
Polarization of lifestyles		5 (5/0/0)	-
Women and minorities inclusion	 	56 (47/2/7)	<b>7 Passed shareholder requests</b> (4 on civil rights audit, 2 on pay equity, 1 on racial equity audit)
Regulatory complexity		48 (42/0/6)	<b>3 Passed shareholder proposals</b> (2 on impact of employment arbitration clauses impeding employee access to courts; 1 on sexual harassment and discriminatory practices)
Biodiversity degradation	   	6 (6/0/0)	<b>2 Passed shareholder proposals</b> (1 on deforestation; 1 on water risk exposure)
<b>Total</b>		<b>258</b> (210/15/33)	<b>30</b>

In the next pages, we give a detailed explanation of the most significant votes, per each megatrend of the Materiality Matrix.

The following Legend provides instructions on how to read the tables on most significant votes:

- Company: investee company
- Meeting date: date a company holds its shareholder meeting
- Resolution description: description of voted agenda item
- \*Proponent (SHA / MAN): resolution submitted by management (MAN) or by shareholders (SHA)
- \*\*Man.Rec. / GL.Rec.: voting recommendation issued by management or by proxy advisor Glass Lewis
- \*\*\*Outcome: Voted resolution approved (passed) or not approved (not passed) by majority of shareholders
- \*\*\*\* Positive results: Generali votes on topics of the Group Materiality Matrix that have contributed to the passing of a shareholder resolution or to the blocking (not passing) of a management proposal
- \*\*\*\*\*Voting entity: abbreviated name of Generali Group entities that have voted the relevant resolution (for full name, see List of voting entity abbreviations).

## CLIMATE CHANGE

Materiality Matrix Megatrend	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
Megatrend material to the Group's strategy and considering stakeholders' expectations. Global warming due to the emissions rise coming from human activities is intensifying extreme natural events. Policies and efforts required to limit global warming below 1.5°C will lead to radical changes in the production and energy systems, transforming especially carbon-intensive activities and encouraging clean technologies. In this context, some changes will be inevitable, therefore strategies to adapt and reduce vulnerability to the changing climate are necessary.	 	65 (56/5/4)	<b>5 Passed shareholder proposals</b> (2 on climate reporting; 3 on adoption of greenhouse gas reduction targets)

## Say-on-climate

During 2022, in line with the general trend, we have seen an increase of resolutions proposed by management, requesting an advisory vote on company's climate transition plan (28 in 2022 versus 22 in 2021). Generally, similarly to 2021, resolutions proposed by management were passed with broad support by shareholders, although the high consensus may not be a reflection of the parallel engagement efforts that some investors have put in challenging companies' climate strategies and targets.

With specific regard to climate change mitigation and adaptation, Generali Group exercises its voting rights in light of its commitment to transitioning its investment portfolios to net-zero GHG (greenhouse gases) emissions by 2050 consistent with a maximum temperature rise of 1.5°C above pre-industrial levels. In respect to climate resolutions proposed by management, as per below table, during 2022 out of 28 say on climate proposals, we have supported 21 say-on-climate proposals and we have rejected 7 of them.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
APA Group.	Australia	19/10/22	Approval of Climate Transition Plan	MAN	For	For	Abstain	Passed	NO	AllAssPF, GenItaPF
Repsol S.A.	Spain	05/05/22	Advisory Vote on Energy Transition Strategy	MAN	For	For	Abstain	Passed	NO	AG, AllAss, AllAssPF, GFACar, SocCat, DifAutSin, EurAssIt, EurAssFr, GenEsp, GenEspPF, GenIta, GenItaPF, Gtel, GTelLif, GenVie, TuaAss
BP PLC	United Kingdom	12/05/22	Advisory vote on Climate Transition Plan	MAN	For	For	Against	Passed	NO	AG, AllAss, AllAssPF, DifAutSin, EurAssIt, Lequi, GenEsp, GenIta, GenItaPF, Gtel, GTelLif, GenVie
Shell PLC	United Kingdom	24/05/22	Approval of the Energy Transition Strategy	MAN	For	For	Against	Passed	NO	AG, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
TotalEnergies SE	France	25/05/22	Opinion on 2022 Sustainability and Climate Progress Report	MAN	For	For	Against	Passed	NO	AG, AllAss, AllAssPF, CajaPF, CajaVid, GFACar, SocCat, DifAutSin, EurAssFr, Lequi, GenEsp, GenEspPF, Genlar, GenIta, GenItaPF, Gtel, GTelLif, GenVie (vote: abstain), TuaAss
Equinor ASA	Norway	11/05/22	Approval of Energy Transition Plan	MAN	For	Against	Against	Passed	NO	AG, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Woodside Petroleum	Australia	19/05/22	Approval of Climate Report	MAN	For	Against	Against	Passed	NO	AllAssPF, GenItaPF, GTelLif
Aena S.M.E. S.A.	Spain	31/03/22	Approval of Climate Action Plan	MAN	For	Abstain	For	Passed	NO	GenEspPF
Acciona	Spain	22/06/22	Sustainability Report	MAN	For	For	For	Passed	NO	GenEspPF

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Amundi	France	18/05/22	Advisory Vote on the Company's Climate Strategy	MAN	For	For	For	Passed	NO	AG, AllAss, AllAssPF, GFACar, DifAutSin, Lequi, GenEsp, Genlar, Genita, GenitaPF, Gtel, GTelLif, GenVie
Atlantia	Italy	29/04/22	Shareholder Approval of Climate Action Plan	MAN	For	For	For	Passed	NO	Genita
Carrefour	France	03/06/22	Opinion on the Company's Climate Report	MAN	For	Abstain	For	Passed	NO	AG, AllAss, AllAssPF, GFACar, SocCat, DifAutSin, Lequi, GenEsp, Genlar, Genita, GenitaPF, Gtel, GTelLif, GenVie, TuaAss
Aviva PLC	United Kingdom	09/05/22	Approval of the Company's Climate-Related Financial Disclosure	MAN	For	For	For	Passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Barclays PLC	United Kingdom	04/05/22	Approval of Climate Strategy, Targets and Progress 2022	MAN	For	For	For	Passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Ferrovial S.A.	Spain	06/04/22	Advisory Climate Strategy Report	MAN	For	Against	For	Passed	NO	GenEspPF, GenVie
London Stock Exchange Group	United Kingdom	27/04/22	Advisory vote on Climate Transition Plan	MAN	For	Abstain	For	Passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Canadian National Railway Co.	Canada	20/05/22	Advisory Vote on Climate Action Plan	MAN	For	For	For	Passed	NO	AllAss, AllAssPF, GenitaPF
Canadian Pacific Railway Ltd.	Canada	27/04/22	Advisory Vote on Approach to Climate Change	MAN	For	For	For	Passed	NO	AllAss, AllAssPF, GenitaPF
EDP-Energias DE Portugal S.A.	Portugal	06/04/22	Sustainability Report (Report on Non-Financial Information; 2030 Climate Change Commitment)	MAN	For	For	For	Passed	NO	EurAssFr, Lequi, GenVie
Engie	France	21/04/22	Opinion on Climate Transition Strategy	MAN	For	For	For	Passed	NO	AllAss, GenEspPF, Genlar, Genita, GTelLif, GenVie
M&G PLC	United Kingdom	25/05/22	Advisory Vote on Climate Transition Plan	MAN	For	For	For	Passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
National Grid PLC	United Kingdom	11/07/22	Approval of Climate Transition Plan	MAN	For	For	For	Passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Nexity SA	France	18/05/22	Advisory Vote on the Company's Ambition in Terms of Climate and Biodiversity degradation	MAN	For	For	For	Passed	NO	GenVie
Mercialys	France	28/04/22	Opinion on Ambition to Fight Climate Change	MAN	For	Abstain	For	Passed	NO	GenVie, Lequi
Rio Tinto PLC	United Kingdom	08/04/22	Approval of Climate Action Plan	MAN	For	For	For	Passed	NO	AG
SSE PLC	United Kingdom	21/07/22	Approval of Net Zero Transition Report	MAN	For	For	For	Passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Standard Chartered PLC	United Kingdom	04/05/22	Endorsement of Pathway to Net Zero	MAN	For	For	For	Passed	NO	AG, AllAssPF, Genita, GenitaPF, GTelLif
United Utilities Group PLC	United Kingdom	22/07/22	Approval of the Company's Climate-related Financial Disclosures	MAN	For	For	For	Passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTelLif

In regard to our lack of support to proposed climate plans of Oil & Gas companies, we provide herein the details of the merit-based evaluations we performed on the basis of criteria derived from the expectations on investee companies illustrated in the Target Setting Protocol (Second Edition) issued by the Net-Zero Asset Owner Alliance.

	APA Group	BP	Shell	Equinor	Repsol	Total Energies	Woodside Petroleum
01 Net zero commitment by 2050	Partly meets the criteria	Meets the criteria	Meets the criteria	Meets the criteria	Partly meets the criteria	Meets the criteria	Partly meets the criteria
02 Progress in CA100+ Net Zero Benchmark	NA	Meets the criteria	Meets the criteria	Partly meets the criteria	Partly meets the criteria	Partly meets the criteria	Partly meets the criteria
03 Science-based GHG reduction trajectory in line with 1.5°C	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria
04 Green sales & green CAPEX growth	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria
05 Climate lobbying in line with Paris Pledge	fails to meet the criteria	Meets the criteria	Partly meets the criteria	Partly meets the criteria	Partly meets the criteria	Partly meets the criteria	fails to meet the criteria
06 Supporting CO <sub>2</sub> pricing mechanisms	Meets the criteria	Meets the criteria	Meets the criteria	Meets the criteria	Meets the criteria	Meets the criteria	Meets the criteria
07 Start reducing emissions with no delay	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria	fails to meet the criteria
08 TCFD alignment	Meets the criteria	Partly meets the criteria	Meets the criteria	Meets the criteria	Meets the criteria	Meets the criteria	Meets the criteria

Meets the criteria      Partly meets the criteria      fails to meet the criteria

## Climate Reporting

We have voted ten shareholder proposals asking companies to establish a regular vote on company climate disclosure strategy, as the requested reporting would give shareholders a basis upon which they can evaluate how the company is monitoring and managing climate-related risks and opportunities.

In the case of Equinor, we have supported the shareholder resolution even if the company did provide a say on climate vote, on the basis that the company has not made clear if / when it would have intended to place another such proposal up for a vote of shareholders or if / how it would have intended to engage with shareholders on the outcome of this vote.

We did not support the shareholder proposal at Marathon Petroleum Corp, asking the company to report on its just transition strategy, as we considered that the company is already providing more thorough reporting, compared to its peers.

Two proposals (Chevron and Exxon) requested for climate reports to be audited and to include scenario analysis and financial considerations. The proposal at Exxon has reached majority of shareholder consensus.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Marathon Petroleum Corp.</b>	United States	27/04/22	Shareholder Proposal Regarding Just Transition Reporting	SHP	Against	Against	Abstain	Not passed	NO	AllAss
<b>Alphabet Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Report on Physical Risks of Climate Change	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Berkshire Hathaway Inc.</b>	United States	30/04/22	Shareholder Proposal Regarding Climate Report	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Charter Communications Inc.</b>	United States	26/04/22	Shareholder Proposal Regarding Climate Report	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Chevron Corp.</b>	United States	25/05/22	Shareholder Proposal Regarding Audited Report on Net Zero Emissions by 2050 Scenario Analysis	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Exxon Mobil Corp.</b>	United States	25/05/22	Shareholder Proposal Regarding Audited Report on Net Zero Emissions 2050 Scenario Analysis	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>United Parcel Service Inc.</b>	United States	05/05/22	Shareholder Proposal Regarding Report on Science-Based GHG Targets and Alignment with Paris Agreement	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Equinor ASA</b>	Norway	11/05/22	Shareholder Proposal Regarding Climate Strategy	SHP	Against	Against	For	Not passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Toronto Dominion Bank</b>	Canada	14/04/22	Shareholder Proposal Regarding Say on Climate	SHP	Against	Against	For	Not passed	NO	AllAss, GenitaPF
<b>United Parcel Service Inc.</b>	United States	05/05/22	Shareholder Proposal Regarding Reporting on Balancing Climate Measures and Financial Returns	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif

## Setting net-zero greenhouse gas emissions reduction targets

Just like in 2021, in 2022 shareholder proposals calling for companies to adopt or enhance greenhouse gas (GHG) emissions reduction targets represented the most common environmental shareholder request. Out of 20 shareholder proposals we encountered, we note that four of them (at meetings of BP, Equinor, Shell, Woodside Petroleum) have been submitted by shareholders despite the management having submitted its climate policy to the vote of shareholders. While on one hand in all four cases we rejected the say on climate proposals by management, on the other hand in three cases we supported the shareholder proposals (BP, Equinor, Woodside Petroleum). We abstained to the climate shareholder proposal at Shell meeting (vote not counted, under English Law) and the overall support to such proposal has dropped to 20% in 2022, from 29% in 2021). Although we have been long-term supporter of this recurring resolution (firstly submitted in 2016), now that management is offering an advisory vote on its climate action plan, we ask ourselves whether it would be better to focus the efforts on directly challenging the company's climate plan.

As shown in the below recap, among all shareholder proposals calling for companies to adopt or enhance greenhouse gas (GHG) emissions reduction targets we voted in 2022, four of them have reached the majority of the votes.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Shell PLC</b>	United Kingdom	24/05/22	Shareholder Proposal Regarding GHG Reduction Targets	SHP	Against	Against	Abstain	Not passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>American Water Works Co. Inc.</b>	United States	11/05/22	Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	SHP	Against	Abstain	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>BP PLC</b>	United Kingdom	12/05/22	Shareholder Proposal Regarding Reporting and Reducing Greenhouse Gas Emissions	SHP	Against	Against	For	Not passed	NO	AG, AllAss, AllAssPF, DifAutSin, EurAssIt, Lequi, GenEsp, Genita, GenitaPF, Gtel, GTellLif, GenVie
<b>Equinor ASA</b>	Norway	11/05/22	Shareholder Proposal Regarding GHG Reduction Targets	SHP	Against	Against	For	Not passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Exxon Mobil Corp.</b>	United States	25/05/22	Shareholder Proposal Regarding GHG Targets and Alignment with Paris Agreement	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>JPMorgan Chase &amp; Co.</b>	United States	17/05/22	Shareholder Proposal Regarding Aligning GHG Reductions with UNEP FI Recommendations	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>KLA Corp.</b>	United States	02/11/22	Shareholder Proposal Regarding Report on Aligning GHG Reductions with Paris Agreement	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif



Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Occidental Petroleum Corp.</b>	United States	06/05/22	Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	SHP	Against	Against	For	Not passed	NO	AllAss
<b>Phillips 66</b>	United States	11/05/22	Shareholder Proposal Regarding Aligning GHG Reductions with Paris Agreement	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Berkshire Hathaway Inc.</b>	United States	30/04/22	Shareholder Proposal Regarding Aligning GHG Reductions with Paris Agreement	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Santos Ltd.</b>	Australia	03/05/22	Shareholder Proposal Regarding Disclosure of Capital Allocation Alignment With a Net Zero by 2050 Scenario	SHP	Against	Against	For	Not passed	NO	AllAssPF, GenitaPF, GTelLif
<b>Boeing Co.</b>	United States	29/04/22	Shareholder Proposal Regarding Climate Action 100+ Net Zero Indicator	SHP	For	For	For	Passed	YES	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Sumitomo Mitsui Financial Group Inc.</b>	Japan	29/06/22	Shareholder Proposal Regarding Aligning Business Strategy to the Paris Agreement	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Caterpillar Inc.</b>	United States	08/06/22	Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	SHP	For	For	For	Passed	YES	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Chevron Corp.</b>	United States	25/05/22	Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Costco Wholesale Corp.</b>	United States	20/01/22	Shareholder Proposal Regarding Adoption of Targets to Achieve Net-zero Emissions by 2050	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Monster Beverage Corp.</b>	United States	14/06/22	Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Travelers Companies Inc.</b>	United States	25/05/22	Shareholder Proposal Regarding Aligning GHG Reductions with Paris Agreement	SHP	Against	For	For	Passed	YES	AllAssPF
<b>Valero Energy Corp.</b>	United States	28/04/22	Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Woodside Petroleum</b>	Australia	19/05/22	Shareholder Proposal Regarding Disclosure of Capital Allocation Alignment With a Net Zero by 2050 Scenario	SHP	Against	Against	For	Not passed	NO	AllAssPF, GenitaPF, GTelLif

## Climate-related lobbying

In line with concerns by investors (e.g. see publication [Converging on Climate Lobbying](#), issued by PRI in 2018 and the [Global Responsible Climate Lobbying Standard](#) published on March 2022), we are in favor of resolutions aiming at requesting companies to enhance company disclosure on alignment between lobbying expenditures (including those of trade associations and political spending) and stated values, when there are reasons for concern on specific topics (such as climate change). In 2022, we have supported shareholder resolutions requesting companies to provide additional disclosure concerning how they are ensuring that their direct and indirect lobbying and political expenditures are aligned with their science-based emissions targets. We have backed 7 shareholder proposals (5 in 2021), however none of them obtained majority of the votes.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Alphabet Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Lobbying Activity Alignment with the Paris Agreement	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Fedex Corp.</b>	United States	19/09/22	Shareholder Proposal Regarding Lobbying Activity Alignment with the Paris Agreement	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Tesla Inc.</b>	United States	04/08/22	Shareholder Proposal Regarding Lobbying Activity Alignment with the Paris Agreement	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>United Parcel Service Inc.</b>	United States	05/05/22	Shareholder Proposal Regarding Lobbying Activity Alignment with the Paris Agreement	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Honeywell International Inc.</b>	United States	25/04/22	Shareholder Proposal Regarding Lobbying Activity Alignment with the Paris Agreement	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
<b>Santos Ltd.</b>	Australia	03/05/22	Shareholder Proposal Regarding Lobbying Activity Alignment with 1.5 Degree Scenarios	SHP	Against	Against	For	Not passed	NO	AllAssPF, GenitaPF, GTelLif
<b>Woodside Petroleum</b>	Australia	19/05/22	Shareholder Proposal Regarding Lobbying Activity Alignment with 1.5 Degree Scenarios	SHP	Against	Against	For	Not passed	NO	AllAssPF, GenitaPF, GTelLif

## PANDEMICS AND EXTREME EVENTS

Materiality Matrix Megatrend	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
Megatrend material to the Group's strategy and considering stakeholders' expectations. Population concentration and deficiencies in its protection are increasing the risks associated with extreme events, such as earthquakes and tsunamis, pandemics and health emergencies as well as other man-made catastrophes such as technological, radiation incidents and terrorism. A strengthening of the system to prevent, prepare for and respond to these events is required in order to increase resilience of affected territories and communities.	 	5 (4/0/1)	-

### Pandemics

In the course of 2022, we have seen a continuation of some “pandemics-driven” trends among shareholder proposals.

A first series of resolution (that appeared during 2021 and 2020 as well) has been about decision-simplification (e.g. enabling hybrid or all-virtual meetings, simplifying the means of vote remotely or by written consent); we will continue to support these resolutions to the extent that, among other requisites, they guarantee active participation of shareholders and full exercise of shareholder rights.

Apart from supporting processes simplification, we are of the opinion that traditional governance structures have proven adequate to allow the boards to define company priorities and respond to the pandemics and see no reason to create additional governance structures (such as a specialized committee). For this reason, in the meeting of Walmart, we reiterated the unsupportive vote we expressed in 2021.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Walmart Inc	United States	01/06/22	Shareholder Proposal Regarding Creation of a Pandemic Workforce Advisory Council	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif

A second group of proposals has been about commercial distribution of Covid-19 vaccines. During 2022 we supported resolutions (already proposed by shareholders in 2021) seeking transparency with regard to possible correlations between public funding of R&D and commercial distribution choices and promoting wider diffusion of vaccine in low- and middle-income countries.


Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Merck & Co. Inc.	United States	24/05/22	Shareholder Proposal Regarding Report on Access to COVID-19 Products	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Moderna Inc.	United States	28/04/22	Shareholder Proposal Regarding Intellectual Property	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Pfizer Inc.	United States	28/04/22	Shareholder Proposal Regarding Public Health Costs of Limiting COVID-19 Vaccine Technologies	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Pfizer Inc.	United States	28/04/22	Shareholder Proposal Regarding Intellectual Property	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif

### Ukraine crisis

Increased uncertainty following the Russian invasion of Ukraine has been the primary rationale for reductions made by European companies to their financial forecasts or proposed dividend payments in 2022. Most companies have been relatively transparent in explaining the impact of the war on their business and how or to what extent their operations or sales in Russia would be curtailed.

Apart from dividends, during 2022 we have not encountered management proposals making specific reference to consequences of the Ukraine crisis, however at the beginning of 2023 we are starting to see say-on-pay resolutions reporting adjustment of variable remuneration targets due to decisions to withdraw from the Russian market, suggesting that Ukraine crisis could be one of main topics affecting 2023 say-on-pay votes.

## GEOPOLITICAL AND FINANCIAL INSTABILITY

Materiality Matrix Megatrend	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
<p>Megatrend of high relevance to the Group's strategy and considering stakeholders' expectations. The weakening of multilateralism and of the traditional global governance mechanism are leading to increased tension between Countries and to the resurgence of trade protectionism and populism. Associated with the changing geopolitical balance - with complex cause and effect relationships - is the worsening of macroeconomic conditions and a scenario of a continuing lowering of interest rates. The weakening of the initiative of traditional political institutions is compensated by the emergence of coalitions and global coordination mechanisms promoted by private sector and civilian society.</p>		30 (22/0/8)	<b>2 Passed shareholder proposals</b> on fossil fuel financing and underwriting

### Refraining from fossil fuel business

Generali is a founding member of the Net-Zero Insurance Alliance, pledging to transition the insurance portfolios to net-zero greenhouse gas emissions by 2050. Member insurance companies have committed to reduce to zero the net emissions from their insurance and reinsurance underwriting portfolios by 2050, consistent with a global temperature rise of 1.5°C above pre-industrial levels.

Coherently, we supported shareholder proposals targeting banks and underwriters and asking them to honor their commitments to align lending with the Paris Agreement and stop financing expansionary fossil fuel projects. Out of 14 proposals, we did not support the resolution at National Australia Bank, as we evaluated positively its quantitative commitments in respect to limiting oil & gas sector financing; we have not supported shareholder proposal at Toronto Dominion bank, given its already fairly robust disclosures.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
National Australia Bank Ltd.	Australia	16/12/22	Shareholder Proposal Regarding Report on Fossil Fuel Exposure	SHP	Against	Against	Abstain	Not passed	NO	AllAssPF, GenItaPF, GTelLif
Toronto Dominion Bank	Canada	14/04/22	Shareholder Proposal Regarding Fossil Fuel Exposure	SHP	Against	Against	Abstain	Not passed	NO	AllAss, GenItaPF
Australia & New Zealand Banking Group Ltd.	Australia	15/12/22	Shareholder Proposal Regarding Report on Fossil Fuel Exposure	SHP	Against	Against	For	Not passed	NO	AllAssPF, GenItaPF, GTelLif
Bank Of America Corp.	United States	26/04/22	Shareholder Proposal Regarding Fossil Fuel Financing Policy	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Citigroup Inc.	United States	26/04/22	Shareholder Proposal Regarding Fossil Fuel Financing Policy	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Commonwealth Bank of Australia	Australia	12/10/22	Shareholder Proposal Regarding Report on Fossil Fuel Exposure	SHP	Against	Against	For	Not passed	NO	AllAssPF, GenItaPF, GTelLif
Goldman Sachs Group Inc.	United States	28/04/22	Shareholder Proposal Regarding Fossil Fuel Financing Policy	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
JPMorgan Chase & Co.	United States	17/05/22	Shareholder Proposal Regarding Fossil Fuel Financing Policy	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Morgan Stanley	United States	26/05/22	Shareholder Proposal Regarding Fossil Fuel Underwriting Policy	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
QBE Insurance Group	Australia	05/05/22	Shareholder Proposal Regarding Disclosure Concerning Reducing Investments and Underwriting Exposure to Fossil Fuel Assets	SHP	Against	Against	For	Not passed	NO	GenItaPF, GTelLif
Standard Chartered PLC	United Kingdom	04/05/22	Shareholder Proposal Regarding Fossil Fuel Financing	SHP	Against	Against	For	Passed	YES	AG, AllAssPF, GenIta, GenItaPF, GTelLif
Sumitomo Mitsui Financial Group Inc	Japan	29/06/22	Shareholder Proposal Regarding Fossil Fuel Financing	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Travelers Companies Inc.	United States	25/05/22	Shareholder Proposal Regarding Fossil Fuel Underwriting Policy	SHP	Against	Against	For	Passed	YES	AllAssPF
Wells Fargo & Co.	United States	26/04/22	Shareholder Proposal Regarding Fossil Fuel Financing Policy	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

We have encountered some shareholder proposals directly addressed at business operations of investee companies, on the need to transition operations from fossil fuels and to identify the steps that can be taken to do so. We have expressed favorable votes in all meetings. At Equinor, as we did in 2021, we supported only what we considered to be the most iconic resolution, while lacking support of other related resolutions (that on average received approximately 0.6% support).



Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Equinor ASA	Norway	11/05/22	Shareholder Proposal Regarding Barents Sea Exploration	SHP	Against	Against	Abstain	Not passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Equinor ASA	Norway	11/05/22	Shareholder Proposal Regarding Cessation of All Exploration Activity	SHP	Against	Against	Abstain	Not passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Equinor ASA	Norway	11/05/22	Shareholder Proposal Regarding Gradually Divesting from All International Operations	SHP	Against	Against	Abstain	Not passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Equinor ASA	Norway	11/05/22	Shareholder Proposal Regarding Making the Barents Sea a Voluntary Exclusion Zone	SHP	Against	Against	Abstain	Not passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Chevron Corp.	United States	25/05/22	Shareholder Proposal Regarding Methane Emission Disclosures	SHP	For	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Equinor ASA	Norway	11/05/22	Shareholder Proposal Regarding Move From Fossil Fuels to Renewable Energy	SHP	Against	Against	For	Not passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Exxon Mobil Corp.	United States	25/05/22	Shareholder Proposal Regarding Report on Business Model Changes	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Santos Ltd.	Australia	03/05/22	Shareholder Proposal Regarding Decommissioning Oil and Gas Infrastructure	SHP	Against	Against	For	Not passed	NO	AllAssPF, GenitaPF, GTellLif
Woodside Petroleum	Australia	19/05/22	Shareholder Proposal Regarding Decommissioning Oil and Gas Infrastructure	SHP	Against	Against	For	Not passed	NO	AllAssPF, GenitaPF, GTellLif

## Controversial business sectors

As a signatory of the United Nations Global Compact in 2007 and of the UNEP FI Principles for Sustainable Insurance (PSI Initiative) in 2014 the Group, through its [Responsible Underwriting Group Guideline](#), avoids / minimizes the insurance exposure to sensitive business (controversies and controversial business sectors) and therefore to potential reputational risks. Examples of involvement in controversies are: production of weapons that violate fundamental humanitarian principles through their normal use, human rights violations, severe environmental damages, gross corruption. Examples of controversial business sectors are: upstream oil and gas, thermal coal, tobacco manufacturing.

In line with our commitment as underwriter to minimize the underwriting of companies in tobacco industry, at the meeting of Philip Morris International Inc we supported a shareholder resolution requesting to phase out all production of its health-hazardous and addictive products by 2025, in line with its 2016 commitment to “deliver a smoke-free future”.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Philip Morris International Inc.	United States	04/05/22	Shareholder Proposal Regarding Phasing Out Health-Hazardous and Addictive Products	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif


With respect to weapons, coherently with our behavior as underwriter, at the meeting of Mastercard, we supported a shareholder proposal to halting payments for online purchases of ghost gun assembly kits; at the meeting of PNC Financial services we have supported shareholder proposal to reduce or eliminate company's potential exposure to risks of nuclear weapons financing.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Mastercard Incorporated	United States	21/06/22	Shareholder Proposal Regarding Report on Untraceable Firearms	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
PNC Financial Services Group	United States	27/04/22	Shareholder Proposal Regarding Report on Risks Associated with Nuclear Weapons Financing	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif

At the meetings of Microsoft and Alphabet, we have supported shareholder resolutions asking companies to report on reputational and human-capital-related risks of recent defense contract works. At the meeting of Travelers, we have not supported a shareholder request for the company to decline its insurance offerings to police, as we judged the proposal to be based on the questionable assumption that the public force acts in violation of basic freedoms and human rights.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Travelers Companies Inc.	United States	25/05/22	Shareholder Proposal Regarding Insuring Law Enforcement	SHP	Against	Against	Abstain	Not passed	NO	AllAssPF
Alphabet Inc.	United States	01/06/22	Shareholder Proposal Regarding Report on Military Policing Agencies	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Microsoft Corporation	United States	13/12/22	Shareholder Proposal Regarding Risks of Developing Military Weapons	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Microsoft Corporation	United States	13/12/22	Shareholder Proposal Regarding Report on Government Use of Technology	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif

## DIGITAL REVOLUTION AND CYBERSECURITY

Materiality Matrix Megatrend	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
Megatrend of high relevance to the Group's strategy and considering stakeholders' expectations. Technological innovations introduced by the 4th industrial revolution such as big data, artificial intelligence, Internet of Things, automation and block chain are transforming the real economy and social habits spreading high customized and accessible services. The digital transformation requires new know-how and skills, resulting in a radical change of traditional jobs and in new market players. The growth in complexity, interdependence and speed of innovation of new digital technologies pose challenges associated with the security of IT systems and infrastructures.		9 (9/0/0)	-

### False and divisive Information

Social media platforms and the complexity of the digital landscape expose citizens of all ages both to inadvertent sharing of false information (misinformation), as well as deliberate creation and sharing of information known to be false (disinformation). The rapid spread of misinformation and disinformation online has emerged as a pressing public issue of the 21st century that affects all those accessing online networks, as well as those offline. Without taking a position on current debate whether social media platforms are not doing enough or are doing too much, at the 2022 annual meeting of Meta, as in 2021, we supported the shareholder requests for more transparency and coordination.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Meta Platforms Inc	United States	25/05/22	Shareholder Proposal Regarding a Report on the Efficacy of Enforcement of Content Policies	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif

### Online child exploitation

Sexual exploitation is a growing risk to children that is being exacerbated by online services and mobile technologies. While the full scale of online child sexual abuse and exploitation remains unknown, existing evidence suggests considerable cause for concern, according to statistics provided by the United Nations Office on Drugs and Crime (UNODC). At 2022 annual meeting of Meta, as we did in 2021, we supported a shareholder request to assess whether the company's oversight, policies and practices are adequate.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Meta Platforms Inc.	United States	25/05/22	Shareholder Proposal Regarding Report on Online Child Exploitation	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif

### Human rights impact of technology

During 2022, tech companies have come under scrutiny on account of a lack of transparency into the algorithms that drive their platforms, on human rights impacts as well as reputational and legal risks related to data protection and privacy. We have supported all proposals.


Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Amazon.com Inc.	United States	25/05/22	Shareholder Proposal Regarding the Human Rights Impacts of Facial Recognition Technology	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Alphabet Inc.	United States	01/06/22	Shareholder Proposal Regarding Algorithm Disclosures	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Alphabet Inc.	United States	01/06/22	Shareholder Proposal Regarding Report on Data Collection, Privacy, and Security	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Amazon.com Inc.	United States	25/05/22	Shareholder Proposal Regarding Report on Customer Due Diligence	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
Meta Platforms Inc	United States	25/05/22	Shareholder Proposal Regarding Report and Advisory Vote on Metaverse Project	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif

### Freedom of expression and access to information

Every year, governments around the world ask tech companies to remove content from their platforms on the web. The reasons are many, ranging from national security to defamation to copyright to fraud. Risks connected with companies' management of such requests may include those related to human capital management, limit freedom of expression or access to information. We have supported shareholder resolutions at Alphabet and Apple with a focus on monitoring reputational and legal risks of these practices.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Alphabet Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Report on Government Takedown Requests	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Apple Inc.</b>	United States	04/03/22	Shareholder Proposal Regarding App Removals	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif

## TRANSPARENCY AND PURPOSE-DRIVEN BUSINESSES

Materiality Matrix Megatrend	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
<p>Megatrend of high relevance to the Group's strategy and considering stakeholders' expectations. Key stakeholders of companies - such as investors, consumers and employees, especially in Europe and with particular reference to the Millennial - are more attentive and demanding on the purpose and the sustainability practices of companies. In this context, the regulatory requirements in terms of reporting and transparency are increasing. A company must demonstrate its ability to create value for all of its stakeholders, going beyond the shareholders. The growing number of benefit companies, cooperatives and social enterprises stands as proof of this trend.</p>		29 (14/8/7)	<p><b>6 not passed management proposals on past year remuneration practices</b> (advisory votes);  <b>3 simplifications</b> of decision-taking practices</p>

### Corporate purpose

During 2022, we have encountered few resolutions (3 in 2022, compared to 14 in 2021) proposing to transform the form of some companies from “regular” to “benefit corporations”, the latter being a kind of for-profit corporate entity that includes positive impact on society. On average, such shareholder resolutions have received a shareholder support below 3% in 2022 (in line with 2021). We did not provide our support, as our view is that companies of any stripe should seek to promote responsible, sustainable corporate decision-making. In this regard, in August 2019, Generali Group CEO among other 181 CEOs of primary listed companies, signed the Statement on the Purpose of a Corporation issued by the Business Roundtable's association (“BRT”), duly amended to reflect an enhanced focus on all stakeholder interests of a company, rather than focusing only on profit.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Apple Inc.</b>	United States	04/03/22	Shareholder Proposal Regarding Becoming a Public Benefit Corporation	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>JPMorgan Chase &amp; Co.</b>	United States	17/05/22	Shareholder Proposal Regarding Becoming a Public Benefit Corporation	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Toronto Dominion Bank</b>	Canada	14/04/22	Shareholder Proposal Regarding Becoming a Benefit Company	SHP	Against	Against	Abstain	Not passed	NO	AllAss, GenitaPF

### Compensation

Overall, in 2022, our dissent rate in respect to resolutions on compensation has been 30.94%. The following tables provide a breakdown of compensation resolutions by Country and our rate of dissent (excluding abstentions).

Table 20: Breakdown of compensation resolutions and dissent rate by Country

Country	Say on pay votes	Opposition votes	Opposition rate
<b>France</b>	404	78	19.31%
<b>United States</b>	358	188	52.51%
<b>Italy</b>	153	39	25.49%
<b>United Kingdom</b>	134	55	41.04%
<b>Australia</b>	108	14	12.96%
<b>Japan</b>	89	4	4.49%
<b>Spain</b>	86	27	31.40%
<b>Netherlands</b>	50	26	52.00%
<b>Germany</b>	42	12	28.57%

Norway	29	9	31.03%
Luxembourg	25	2	8.00%
Canada	23	9	39.13%
Ireland	14	5	35.71%
Hong Kong	11	3	27.27%
Finland	10	4	40.00%
Jersey	5	1	20.00%
Poland	4	1	25.00%
Isle of Man	3	0	0.00%
Belgium	2	2	100.00%
Romania	2	2	100.00%
Lithuania	2	1	50.00%
Bermuda	2	0	0.00%
Cayman Islands	1	0	0.00%
Portugal	1	0	0.00%
<b>TOTAL</b>	<b>1558</b>	<b>482</b>	

We have conducted a global analysis of the criticalities that, during 2022, have taken us to deny our support to remuneration proposals. Overall, the main issues that we have found have been the following: poor/undisclosed targets and metrics (30.40%), unbalanced payout opportunity of short and long incentive plan (26.43%), discretionary adjustments/awards (25.88%), unjustified increase of pay opportunity (10.24%), lack of information/other (4.74%), excessive severance bonus (2.41%). Table 21 provides a breakdown of the criticalities per Country.

Table 21: Main causes of dissent to compensation resolutions by Country

Country	Poor/undisclosed targets and metrics	Discretionary adjustments	Unbalanced STIP/LTIP	Pay opportunity increase	Lack of info / other	Excessive severance
United States	37.38%	27.57%	25.47%	5.30%	3.00%	1.17%
France	28.47%	26.23%	26.23%	12.57%	6.56%	0.00%
Italy	12.50%	31.94%	25.00%	8.33%	13.89%	8.33%
Spain	23.88%	22.39%	23.88%	19.40%	1.49%	8.96%
United Kingdom	7.58%	12.12%	60.61%	16.67%	3.03%	0.00%
Netherlands	34.55%	30.91%	7.27%	16.36%	9.09%	1.82%
Germany	40.54%	16.22%	13.52%	21.62%	0.00%	8.11%

We note that our 2022 overall dissent to remuneration has been superior to the rate of 25.08% in 2021. We are of the opinion that the two ratios are not easily comparable, as compensation proposals during 2021 have been affected by Covid-19 crisis. In 2022 we found some relatively residual transversal reference (in approximatively 10% of the cases) to the exceptional circumstances caused by the pandemics, but none has been serious enough per se to constitute the basis for the approval/rejection of a remuneration proposal.

For the purpose of identifying the most significant voting outcomes on remuneration to illustrate, as we did in 2021, we decided to focus herein on the Generali votes that during 2022 have contributed to the blocking (not passing) of remuneration proposals submitted by management. In respect to 2022 votes, we record 6 cases and the main reasons for our dissent have been the following: 1) disconnection between pay and performance (Halliburton, TJX); and 2) discretionary one-off payments (Centene, CME, Global Payments, JPMorgan). All 9 companies that failed say-on-pay votes in 2021 have achieved majority support in 2022.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Centene Corp.	United States	26/04/22	Advisory Vote on Executive Compensation	MAN	For	Against	Against	Not passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
CME Group Inc.	United States	04/05/22	Advisory Vote on Executive Compensation	MAN	For	For	Against	Not passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Global Payments Inc.	United States	28/04/22	Advisory Vote on Executive Compensation	MAN	For	Against	Against	Not passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Halliburton Co.	United States	18/05/22	Advisory Vote on Executive Compensation	MAN	For	Against	Against	Not passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
JPMorgan Chase & Co.	United States	17/05/22	Advisory Vote on Executive Compensation	MAN	For	Against	Against	Not passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
TJX Companies Inc.	United States	07/06/22	Advisory Vote on Executive Compensation	MAN	For	For	Against	Not passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

## Directors' accountability

A basic prerequisite of accountability of directors is that they should have been elected by the majority of votes cast by shareholders. In this regard, at the meeting of IQVIA Holdings, we supported a shareholder resolution to rectify the election mechanism, as it was still possible for directors to assume a seat on the board even without reaching majority of votes, resulting in potential decrease of board accountability. The shareholder resolution obtained majority of votes.

With respect to signaling our concern to Boards, in line with past year, in 2022 we did not ratify Mercedes-Benz Group AG's management and advisory board acts due to indication by proxy advisor of the continued exposure of company to legal, regulatory and reputational risks. In the meeting of Metro AG, we denied ratification of Supervisory Board Acts due to poorly justified adjustments to company targets and metrics, relating to COVID-19, that positively affected management compensation. Lastly, we have not ratified the acts of ArcelorMittal SA board, as the Company has faced fatal labor accidents in the past and previous fiscal years and although we recognize that the company has implemented certain changes in the past year, the issue was still critical at the time of vote.

Besides our voting principles on board and committee features (i.e. composition, independence, diversity, skill, time constraints, separation of roles, duration), we recognize accountability of directors on a case-by-case basis basing our analysis on material verified information. To strengthen the monitoring of Board accountability, our voting principles, effective from 2023, has expressly foreseen that Generali Group may not support the re-election of one or more responsible directors in situations of i) severe or systematic violations or ii) lack of processes and compliance mechanisms in respect to environmental and social factors and risks, if there is no evidence that the company has made or is willing to make progress in the affected area.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Mercedes-Benz Group AG	Germany	29/04/22	Ratification of Management Board Acts	MAN	For	Abstain	Abstain	Passed	NO	AG, AllAss, AllAssPF, GFACar, DifAutSin, EurAssIt, EurAssFr, Lequi, GenEsp, GenEspPF, Genlar, GenIta, GenItaPF, Gtel, GTelLif, GenVie
Mercedes-Benz Group AG	Germany	29/04/22	Ratification of Supervisory Board Acts	MAN	For	Abstain	Abstain	Passed	NO	AG, AllAss, AllAssPF, GFACar, DifAutSin, EurAssIt, EurAssFr, Lequi, GenEsp, GenEspPF, Genlar, GenIta, GenItaPF, Gtel, GTelLif, GenVie
ArcelorMittal SA	Luxembourg	04/05/22	Ratification of Board Acts	MAN	For	Against	Against	Passed	NO	AG, AllAss, AllAssPF, GFACar, DifAutSin, EurAssIt, EurAssFr, Lequi, GenEsp, GenEspPF, Genlar, GenIta, GenItaPF, Gtel, GTelLif, GenVie
Metro AG	Germany	11/02/22	Ratification of Supervisory Board Acts	MAN	For	Against	Against	Passed	NO	AllAss, GenIta, GTelLif
IQVIA Holdings Inc.	United States	12/04/22	Shareholder Proposal Regarding Majority Vote for Election of Directors	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

## Election of qualified directors

According to our voting principles, skills of board candidates should be adequate to cover the peculiarities of the business of the relevant company and we positively evaluate the inclusion in boards of at least one member with ESG, ethics or sustainability experience. However, in the case of Alphabet, we have not supported the shareholder proposal to create a standing committee to oversee Environmental Sustainability matters, as the Company has a chief sustainability officer for the job and provides adequate disclosure concerning the board's oversight of environmental and climate-related issues.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Alphabet Inc.	United States	01/06/22	Shareholder Proposal Regarding Formation of Environmental Sustainability Committee	SHP	Against	Against	Abstain	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

## Linking executive pay to sustainability practices

We positively evaluate remuneration policies which include non-financial performance criteria into the remuneration structure, including targets related to effective management of material sustainability factors and risks. At the meeting of Booking Holdings, we supported a shareholder proposal aimed at linking executive pay to climate change performance.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Booking Holdings Inc.	United States	09/06/22	Shareholder Proposal Regarding Linking Executive Pay to Climate Change Performance	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

The increased focus on growing inequality has led to criticism of CEO pay practices in proportion to labor force. Although shareholders have a right to voice their opinions on matters regarding executive compensation through the Company's annual say-on-pay vote, especially in jurisdictions where the issue has clearly reached unproportioned dimensions and is already on the public debate, we found worthy to support the request of shareholders to increase transparency by disclosing the CEO compensation to median worker pay ratio, (AT&T, PPG Industries, Toronto Dominion Bank). We did not support a shareholder proposal at the meeting of Applied Materials, as we found it unspecific and unclear.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Applied Materials Inc.</b>	United States	10/03/22	Shareholder Proposal Regarding Improvement of Executive Compensation Program	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
<b>AT&amp;T Inc.</b>	United States	19/05/22	Shareholder Proposal Regarding Pay Ratio	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
<b>PPG Industries Inc.</b>	United States	21/04/22	Shareholder Proposal Regarding Employee Salary Considerations When Setting Executive Compensation	SHP	Against	Against	For	Not passed	NO	AllAssPF, GenIta, GenItaPF, GTelLif
<b>Toronto Dominion Bank</b>	Canada	14/04/22	Shareholder Proposal Regarding Equity Ratio	SHP	Against	Against	For	Not passed	NO	AllAss, GenItaPF

## Shareholder rights

We are generally in favor of resolutions aimed at safeguarding shareholder rights and simplifying and strengthening their exercise. Among several resolutions we supported on strengthening the shareholders decision process (e.g. by means of written resolutions or eliminating Supermajority Provisions), it is worthy to mention at Netflix meeting the passing of a resolution amending bylaws to allow the possibility to submit proposals to simple majority vote.

Further, large majority of S&P 500 and S&P 1500 companies allow shareholders to call a special meeting, as a way to bring an important matter to the attention of management. Among various proposals we supported in 2022, the one at Agilent Technologies was passed, amending the bylaws and giving shareholders with an aggregate of 10% the power to call a special shareholder meeting. In 2021 we successfully supported similar shareholder resolutions at Dollar General and Thermo Fisher Scientific.

In principle, the Group supports the "one share, one vote" principle, as it preserves the link between economic interest and voting power. At 2022 Meta and Alphabet annual meeting, we voted in favor of reinstating the one-share one vote. Although the proposals would have received support of approximately 74.7% and from 76.8% of votes in a one-share one-vote scenario, however both proposals failed to pass, due to the opposition exercised by Class B shares, holding super-voting powers.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Agilent Technologies Inc.</b>	United States	16/03/22	Shareholder Proposal Regarding Right to Call Special Meetings	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
<b>Alphabet Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Recapitalization	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
<b>Meta Platforms Inc.</b>	United States	25/05/22	Shareholder Proposal Regarding Assessment of Audit & Risk Oversight Committee	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
<b>Meta Platforms Inc.</b>	United States	25/05/22	Shareholder Proposal Regarding Recapitalization	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
<b>Netflix Inc.</b>	United States	02/06/22	Shareholder Proposal Regarding Simple Majority Vote	SHP	Against	Against	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

## General political contributions and lobbying disclosure

Previously not covered by our voting principles, with effect from 2023, we have implemented our rules to cover the topic of general shareholder requests of transparency of corporate political expenditures and lobbying, acknowledging their increased material importance at large for the business of investee companies and for their stakeholders. Specifically, effective from 2023, we will vote on general requests of corporate disclosure on political expenditures and lobbying activity evaluating, on a case-by-case basis, among other relevant factors, the existence of a clear link between the proposal and the company's short and long-term value enhancement/risk mitigation, the investee company reaction and responsiveness to the proposed items and the relevant peer responses, in balance with the interests of the shareholders and other affected stakeholders. As until 2022 our voting principles did not cover the topic (and voting platforms do not offer the option of refraining from voting specific resolutions by e.g. leaving the sheet in blank or exit the meeting room, like in physical world), we have expressed an "abstain" vote in all (42) cases we encountered in 2022 (30 in 2021) and from 2023 onwards we will report on our voting behavior on the topic.

## Tax Transparency

During 2022 three large US tech companies (Amazon, Microsoft and Cisco) have been requested by shareholders to voluntarily disclose their public country-by-country tax information in line with the Global Reporting Initiative’s 207 (GRI 207) tax standards. None of the resolutions passed and they achieved 20% shareholder support on average. We have been supportive of the three resolutions, as Generali Group is well aware of the great importance of its contribution in terms of taxes paid (borne and collected) in the countries where it operates as a lifetime partner for its customers and more in general for the whole society (see [here](#) more information on Generali Group Tax Strategy).

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Amazon.com Inc.	United States	25/05/22	Shareholder Proposal Regarding Report on Tax Transparency	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Cisco Systems Inc.	United States	08/12/22	Shareholder Proposal Regarding Report on Tax Transparency	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Microsoft Corporation	United States	13/12/22	Shareholder Proposal Regarding Report on Tax Transparency	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTelLif

## RESOURCE SCARCITY AND SHARING ECONOMY


Materiality Matrix Megatrend	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
Megatrend of high relevance to the Group’s strategy and considering stakeholders’ expectations. The increase of population and the excessive exploitation of natural resources make the transition to circular and responsible consumption models necessary as they reduce the resources use and the waste production. Technological innovation and the spread of more sustainable lifestyles encourage the adoption of new consumption and production patterns based on reuse and sharing.		5 (5/0/0)	<b>2 Passed shareholder requests</b> of reporting on plastic packaging

## Plastic packaging

Transition to recycling and waste reduction reduce pressure on natural resources, create sustainable growth and jobs and are a prerequisite to achieve climate neutrality target and to halt biodiversity loss. We believe that it is important that companies not only take actions to ensure that they are mitigating their contribution to plastic pollution to the best extent possible, but more extensively that they incorporate sustainability in their strategies and business model. This may require approaching the issue not only from a qualitative point of view, but also quantitatively. For this reason, in 2022 we have supported a series of shareholder resolutions asking for better disclosure when reporting on their efforts to limit environmental impacts of their plastic packaging. One shareholder resolution we voted has obtained majority of votes.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Amazon.com Inc.	United States	25/05/22	Shareholder Report on Plastic Packaging	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Exxon Mobil Corp.	United States	25/05/22	Shareholder Proposal Regarding Addressing Virgin Plastic Demand	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
McDonald’s Corp.	United States	26/05/22	Shareholder Proposal Regarding Report on Plastics	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Phillips 66	United States	11/05/22	Shareholder Proposal Regarding Report on Plastics	SHP	Against	Against	For	Passed	YES	AllAss, AllAssPF, Genita, GenitaPF, GTelLif
Sysco Corp.	United States	18/11/22	Shareholder Proposal Regarding Report on Plastic Packaging	SHP	Undetermined	For	For	Passed	YES	AllAss, Genita, GenitaPF

## POLARIZATION OF LIFESTYLES

Materiality Matrix Megatrend	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
<p>Megatrend of high relevance to the Group's strategy and considering stakeholders' expectations. The enhanced awareness of connection between health, living habits and the environmental is favoring the spread of healthier lifestyles, based on prevention and proactive promotion of well-being. Examples of this are the growing attention to healthy eating and to physical activity. However, amongst the more vulnerable social brackets, unhealthy lifestyles and behaviors at risk are continuing, if not actually increasing, with the spread of different forms of addiction (drugs, alcohol, tobacco, compulsive gambling, Internet and smartphone addiction), mental discomfort, sleep disorders, incorrect eating habits and sedentariness, with high human and social costs related to healthcare expenditure, loss of production and early mortality.</p>		5 (5/0/0)	-

### Promotion of healthy eating and antibiotic-free supply chain

According to World Health Organization and UNICEF, nutritional problems of the younger sections of the population at the crucial age of growth, both in developed and developing countries, are one of the most serious public health challenges of the 21st century, affecting low- and middle-income countries, particularly in urban settings, at a rapidly growing rate.

Coherently with the trends among consumers and regulators (and in line with the philosophy of some of our latest insurance products that allow discount on their insurance premium if customers adopt a healthy lifestyle), in 2022 we continued to support resolutions on sugary food and beverage and its impact on health.

At the general meeting of McDonald in 2022 we supported a shareholder resolution on antibiotic-free supply chain, as we noticed that - although the company is responsive to the issue - the company policy dates back to 2017 and may be revised.


Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Coca-Cola Co.	United States	26/04/22	Shareholder Proposal Regarding Report on External Public Health Impact	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
CVS Health Corp.	United States	11/05/22	Shareholder Proposal Regarding Report on External Public Health Impact	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
PepsiCo Inc.	United States	04/05/22	Shareholder Proposal Regarding Report on External Public Health Impact	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

Antibiotics are becoming increasingly ineffective as drug-resistance spreads globally leading to more difficult treatment of infections and death. According to World Health Organization, antimicrobial resistance is one of the top 10 global public health threats facing humanity. At Abbot Laboratories annual meeting we supported the shareholder proposal of more analysis on the matter because although the company's management of this issue has not posed a risk to shareholder value, however, the company's disclosure regarding antimicrobial resistance lags behind its peers.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Abbott Laboratories	United States	29/04/22	Shareholder Proposal Regarding a Report on Investment to Slow Antimicrobial Resistance	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
McDonald's Corp.	United States	26/05/22	Shareholder Proposal Regarding Report on Public Health Costs of Antibiotics in the Supply Chain	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif



## WOMEN AND MINORITIES INCLUSION

Materiality Matrix Megatrend	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
<p>Megatrend of high relevance to the Group's strategy and considering stakeholders' expectations. The growing demands for greater inclusion and empowerment of the diversities related to gender, ethnic group, age, religious belief, sexual orientation and disability conditions in the various areas of social life, from the workplace to that of political representation and public communication. Women empowerment and the reduction of the gender pay and employment gaps has taken on particular emphasis. However, in the face of these trends an increase in forms of intolerance, social exclusion and violence is noted, particularly against women, ethnic and religious minorities, immigrants and LGBTI+ people and those with mental-physical disabilities, especially in the lower income and lower education social brackets.</p>		<p>57 (48/2/7)</p>	<p><b>7 Passed shareholder requests</b> (4 on civil rights audit; 2 on pay equity; 1 on racial equity audit)</p>

### Voting in respect to Diversity Equity & Inclusion (“DE&I”) and our approach

The topic of diversity, equity & inclusion is present in voting agenda in an articulated manner: whereas in United States the focus is on racial equality and equity pay of employees and of the supply chains, in the rest of the world the main issues are about the gender diversity of the board of directors.

As regards to how the issue is submitted to the votes of shareholders, diversity resolutions in United States are proposed directly by the shareholders, whereas in other countries the issue of (gender) diversity is tackled indirectly, normally when voting the election of directors.

Effective from January 2023, we have implemented our voting principles to foresee that, in situations of poor employment, work and pay practices, especially where company practices are below local best standards and there is no evidence that the company has made or is willing to make progress in this area, Generali insurance companies may not support the re-election of the responsible director (e.g. Chair of sustainability committee, Chair of nomination committee, or the Chair of the Board, if the committee chair is not up for re-election).

With specific regard Diversity Equity & inclusion, the Group is committed to leverage diversity to create long-term value, to be innovative and sustainable for all stakeholders. See [here](#) the commitment of Generali Group.

### Diversity reporting

In 2022 we supported shareholder resolutions at annual meetings of some U.S. companies, related to employee diversity and requesting that the targeted companies provide more information concerning their workforce demographics. Out of 14, we denied our support to 3 resolutions (one at Comcast Corp, two at Microsoft meeting), as companies already had satisfactory policy and reporting in place. None of the resolutions have reached the majority of votes.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Comcast Corp.	United States	01/06/22	Shareholder Proposal Regarding EEO Policy Risk Report	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Microsoft Corporation	United States	13/12/22	Shareholder Proposal Regarding Cost Benefit Analysis of Global Diversity and Inclusion Efforts	SHP	Against	Against	Abstain	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Microsoft Corporation	United States	13/12/22	Shareholder Proposal Regarding Report on Hiring Practices	SHP	Against	Against	Abstain	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Berkshire Hathaway Inc.	United States	30/04/22	Shareholder Proposal Regarding Diversity and Inclusion Reports	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Charter Communications Inc.	United States	26/04/22	Shareholder Proposal Regarding Diversity and Inclusion Report	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Charter Communications Inc.	United States	26/04/22	Shareholder Proposal Regarding EEO-1 Reporting	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Chipotle Mexican Grill	United States	18/05/22	Shareholder Proposal Regarding Diversity and Inclusion Report	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Costco Wholesale Corp.	United States	20/01/22	Shareholder Proposal Regarding Report on Racial Justice and Food Equity	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Fedex Corp.	United States	19/09/22	Shareholder Proposal Regarding Report on Racism in Company Culture	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Intel Corp.	United States	12/05/22	Shareholder Proposal Regarding Report on Racism in Company Culture	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Marriott International Inc.	United States	06/05/22	Shareholder Proposal Regarding Report on Workforce Practices and Financial Returns	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
NextEra Energy Inc.	United States	19/05/22	Shareholder Proposal Regarding Employee Diversity Data Reporting	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Onex Corp.	Canada	12/05/22	Shareholder Proposal Regarding Report on Indigenous Diversity	SHP	Against	For	For	Not passed	NO	AllAss
United Parcel Service Inc.	United States	05/05/22	Shareholder Proposal Regarding Diversity and Inclusion Report	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

## Diversity and Civil Rights Audit

In the course of 2022, we encountered 20 proposals on racial equity audit and 8 on civil rights audit. Proposals typically focused on company practices that may negatively impact minority or protected groups. We supported all resolutions, except in the meeting of Walt Disney, as in our opinion the company had already satisfactorily addressed issues of discrimination. While no proposals on this topic were passed in 2021, in 2022 we saw seen 1 racial equity and 4 civil rights audit proposals reaching majority of votes.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Altria Group Inc.	United States	19/05/22	Shareholder Proposal Regarding Civil Rights Audit	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Apple Inc.	United States	04/03/22	Shareholder Proposal Regarding Civil Rights Audit	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
CVS Health Corp	United States	11/05/22	Shareholder Proposal Regarding Civil Rights Audit	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Lowe's Cos. Inc.	United States	27/05/22	Shareholder Proposal Regarding Civil Rights Audit	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
McDonald's Corp.	United States	26/05/22	Shareholder Proposal Regarding Civil Rights Audit	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Sysco Corp.	United States	18/11/22	Shareholder Proposal Regarding Civil Rights Audit	SHP	Against	For	For	Not passed	NO	AllAss, GenIta, GenItaPF
Walmart Inc.	United States	01/06/22	Shareholder Proposal Regarding Civil Rights Audit	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Waste Management Inc.	United States	10/05/22	Shareholder Proposal Regarding Civil Rights Audit	SHP	Against	Against	For	Passed	YES	AllAss, AllAssPF
Walt Disney Co. (The)	United States	09/03/22	Shareholder Proposal Regarding Non-Discrimination Audit	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Alphabet Inc.	United States	01/06/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Amazon.com Inc.	United States	25/05/22	Shareholder Proposal Regarding Diversity and Equity Audit	SHP	Against	Abstain	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
American Water Works Co. Inc.	United States	11/05/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Anthem Inc.	United States	18/05/22	Shareholder Proposal Regarding Racial Impact Audit	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
AT&T Inc.	United States	19/05/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Bank Of America Corp.	United States	26/04/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Chevron Corp.	United States	25/05/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Chipotle Mexican Grill	United States	18/05/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Citigroup Inc.	United States	26/04/22	Shareholder Proposal Regarding Non-discrimination Audit	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Comcast Corp.	United States	01/06/22	Shareholder Proposal Regarding a Racial Equity Audit	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Constellation Software Inc.	Canada	05/05/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	For	For	Not passed	NO	AllAss, GenItaPF
Home Depot Inc.	United States	19/05/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Meta Platforms Inc.	United States	25/05/22	Shareholder Proposal Regarding Non-discrimination Audit	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Mondelez International Inc.	United States	18/05/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Salesforce Inc.	United States	09/06/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
SVB Financial Group	United States	21/04/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	For	For	Not passed	NO	GenIta
Travelers Companies Inc.	United States	25/05/22	Shareholder Proposal Regarding Racial Equity Audit	SHP	Against	For	For	Not passed	NO	AllAssPF
Wells Fargo & Co.	United States	26/04/22	Shareholder Proposal regarding racial equity audit	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

## Diversity pay gap

Ensuring an engaged, diverse, and productive workforce is especially critical for companies whose operations rely significantly on human capital and companies must ensure that they are meaningfully addressing issues of diversity and inclusion in their communities and workforces. For this reason, we have supported several shareholder proposals focused on reviewing employee salary and supporting ethnic pay equity.

Typically, these proposals seek reporting on pay discrepancies that exists between minority groups or women and the average pay within a company. In 2022, average support across the 6 we voted upon increased to 38% (from 30% in 2021) and 2 proposals reached the majority of the votes (none in 2021).

See [here](#) information on Generali employee salary policy.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Amazon.com Inc.</b>	United States	25/05/22	Shareholder Proposal Regarding Median Gender and Racial Pay Equity Report	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Apple Inc.</b>	United States	04/03/22	Shareholder Proposal Regarding Median Gender and Racial Pay Equity Report	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Cigna Corp.</b>	United States	27/04/22	Shareholder Proposal Regarding Median Gender Pay Equity Report	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Lowe's Cos. Inc.</b>	United States	27/05/22	Shareholder Proposal Regarding Median Gender and Racial Pay Equity Report	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Walmart Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Report on Alignment of Racial Justice Goals with Starting Pay	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Walt Disney Co. (The)</b>	United States	09/03/22	Shareholder Proposal Regarding Median Gender and Racial Pay Equity Report	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif

## Board diversity (gender)

With specific regard to gender diversity at Board level, we support and promote the best practices encouraging wider gender diversity, alongside other key elements of Board composition, such as Board size and independence, independency of board committees, candidate skills and time commitment. Therefore, we have encountered cases in which poor Board gender diversity have been a concurring cause for our votes against the Chair of nomination committee: in Liberty Latin America the independency rate of the Board was under expected level and the nomination committee was chaired by non-independent director; in Prologis, the proposed nominee was a non-independent director who serves as the Chair of the Nomination Committee; in Nexon Co, the majority of the board was not independent and the nominee had poor time commitment records.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Nexon Co Ltd.</b>	Japan	25/03/22	Elect Kevin Mayer	MAN	For	For	Against	Passed	NO	GenIta
<b>Prologis</b>	United States	04/05/22	Elect Jeffrey L. Skelton	MAN	For	For	Against	Passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Liberty Latin America Ltd.</b>	Bermuda	17/05/22	Elect Daniel E. Sanchez	MAN	For	Withhold	Withhold	Passed	NO	AllAssPF

We have faced 6 shareholder resolutions asking management to improve board gender diversity and declined our support in two cases (JPMorgan Chase & Co and Alphabet), as both companies have already adopted a number of policies and have already satisfactorily provided disclosure concerning their diversity considerations and the diversity of their board.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Alphabet Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Report on Board Diversity	SHP	Against	Against	Abstain	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>JPMorgan Chase &amp; Co.</b>	United States	17/05/22	Shareholder Proposal Regarding Board Diversity	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Home Depot Inc.</b>	United States	19/05/22	Shareholder Proposal Regarding Board Diversity	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>NextEra Energy Inc.</b>	United States	19/05/22	Shareholder Proposal Regarding Disclosure of a Board Diversity and Skills Matrix	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Tesla Inc.</b>	United States	04/08/22	Shareholder Proposal Regarding Board Diversity Aligned with Customer Base and Regional Operations	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Wells Fargo &amp; Co.</b>	United States	26/04/22	Shareholder Proposal Regarding Board Diversity Report	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif

## REGULATORY COMPLEXITY

<p><b>Materiality Matrix Megatrend</b></p> <p>Megatrend of high relevance to the Group's strategy and considering stakeholders' expectations. The production of laws and regulatory mechanisms especially for the financial sector, in order to regulate its complexity and to share the fight against illegal economic activities with the sector's participants is increasing the costs for guaranteeing regulatory compliance and greater integration and simplification of governance systems.</p>	<p><b>Link with SDGs</b></p> 	<p><b>No. of votes (For/Against/Abstain)</b></p> <p>48 (42/0/6)</p>	<p><b>Positive results</b></p> <p><b>3 Passed shareholder proposals</b> (2 on impact of employment arbitration clauses impeding employee access to courts; 1 on sexual harassment and discriminatory practices)</p>
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### Reporting of concerns in workplace

Generali Group is strongly committed to maintaining a work environment free of harassment - including sexual and non-sexual - intimidation, discrimination and retaliation for engaging in protected activities (such as reporting violations or participating in an investigation pertaining to alleged violations of the law, our Code of Conduct or other internal regulation). In coherence with our corporate values, we supported shareholder proposals aimed at reviewing and/or implementing corporate whistleblowing, anti-racism and anti-sexual harassment policies. See [here](#) for more information on Generali principles for responsible business.

In 2022 We voted 6 proposals on establishing / reviewing of workplace sexual harassment, discrimination and whistleblowing policies. We supported 5 out of 6 resolutions: with regard to Mitsui Mining, we deem that the company had already established policies concerning whistleblowing and is in better position to evaluate appropriateness of current procedure. A shareholder resolution we supported has obtained the majority of votes.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Mitsui Mining and Smelting Company Ltd.	Japan	29/06/22	Shareholder Proposal Regarding Establishing a Contact Point for Whistle-Blowing	SHP	Against	Against	Abstain	Not passed	NO	AllAss
Abbott Laboratories	United States	29/04/22	Shareholder Proposal Regarding 10b5-1 Plans	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Activision Blizzard Inc.	United States	21/06/22	Shareholder Proposal Regarding Report Sexual Harassment and Discrimination	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Comcast Corp.	United States	01/06/22	Shareholder Proposal Regarding Report on Effectiveness of Workplace Sexual Harassment and Discrimination Policies	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Starbucks Corp.	United States	16/03/22	Shareholder Proposal Regarding Report on Effectiveness of Workplace Sexual Harassment and Discrimination Policies	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Tesla Inc.	United States	04/08/22	Shareholder Proposal Regarding Report on Effectiveness of Workplace Sexual Harassment and Discrimination Policies	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif

We also faced 7 shareholder proposals on binding arbitration clauses within employee contracts: the practice may pose a barrier to an employee's ability to speak openly on harassment, discriminatory practices and other unlawful acts occurring within a company's workplace; 2 proposals have obtained majority of the votes.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Alphabet Inc.	United States	01/06/22	Shareholder Proposal Regarding Concealment Clauses	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Amazon.com Inc.	United States	25/05/22	Shareholder Proposal Regarding Concealment Clauses	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Apple Inc.	United States	04/03/22	Shareholder Proposal Regarding Concealment Clauses	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Digital Realty Trust Inc.	United States	03/06/22	Shareholder Proposal Regarding Concealment Clauses	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
International Business Machines Corp.	United States	26/04/22	Shareholder Proposal Regarding Concealment Clauses	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Meta Platforms Inc.	United States	25/05/22	Shareholder Proposal Regarding Concealment Clauses	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
Tesla Inc.	United States	04/08/22	Shareholder Proposal Regarding Report on The Impact of Mandatory Arbitration Policies	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif

## Human capital management and animal welfare

Stakeholders of a company should assess the potential exposure to regulatory, legal and reputational risks associated with company's business practices and the corporate social responsibility across its supply chain.

In 2022 we supported shareholder resolutions seeking more disclosure and remedial actions on controversial factors of investee companies' direct operations and of their value chains, particularly with regard to how companies manage or address human rights, labor rights and animal welfare.

We did not support shareholder resolutions at Walt Disney and Hershey Company meetings, as both companies already produce reports on their prevention activities.

Shareholder proponents have stayed fairly consistent with their 2021 requests and none of the proposals reached majority of the votes.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Hershey Company</b>	United States	17/05/22	Shareholder Proposal Regarding Report on Ending Child Labor	SHP	Against	Against	Abstain	Not passed	NO	Genita
<b>Walt Disney Co. (The)</b>	United States	09/03/22	Shareholder Proposal Regarding Human Rights Due Diligence Process Report	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Alphabet Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Human Rights Impact Assessment Report	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Alphabet Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Report on Siting in Countries of Significant Human Rights Concern	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Amazon.com Inc.</b>	United States	25/05/22	Shareholder Proposal Regarding Report on Freedom of Association	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Amazon.com Inc.</b>	United States	25/05/22	Shareholder Proposal Regarding Report on Worker Health and Safety Disparities	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Amazon.com Inc.</b>	United States	25/05/22	Shareholder Proposal Regarding Report on Working Conditions	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Apple Inc.</b>	United States	04/03/22	Shareholder Proposal Regarding Report on Effectiveness of Supply Chain Policies on Forced Labor	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Citigroup Inc.</b>	United States	26/04/22	Shareholder Proposal Regarding Report on Human Rights Standards for Indigenous Peoples	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>CVS Health Corp.</b>	United States	11/05/22	Shareholder Proposal Regarding Paid Sick Leave	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Equinor ASA</b>	Norway	11/05/22	Shareholder Proposal Regarding Report on Human Rights	SHP	Against	Against	For	Not passed	NO	AG, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Exelon Corp.</b>	United States	26/04/22	Shareholder Proposal Regarding Child Labor Linked To Electric Vehicles	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>General Dynamics Corp.</b>	United States	04/05/22	Shareholder Proposal Regarding Human Rights Due Diligence Process Report	SHP	Against	Against	For	Not passed	NO	AllAssPF, Genita, GenitaPF, GTellLif
<b>General Motors Company</b>	United States	13/06/22	Shareholder Proposal Regarding Child Labor Linked To Electric Vehicles	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Lowe's Cos. Inc.</b>	United States	27/05/22	Shareholder Proposal Regarding Report on Human Rights Risks from Supply Chain Employee Misclassification	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Lululemon Athletica Inc.</b>	United States	08/06/22	Shareholder Proposal Regarding Policy on Down Products	SHP	Against	Against	For	Not passed	NO	AllAss, Genita, GenitaPF, GTellLif
<b>McDonald's Corp.</b>	United States	26/05/22	Shareholder Proposal Regarding Gestation Crates	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Meta Platforms Inc.</b>	United States	25/05/22	Shareholder Proposal Regarding Human Rights Impact Assessment	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Sainsbury (J) PLC</b>	United Kingdom	07/07/22	Shareholder Proposal Regarding Living Wage	SHP	Against	Against	For	Not passed	NO	AG
<b>Sysco Corp.</b>	United States	18/11/22	Shareholder Proposal Regarding Extending Third-Party Assessment to All Suppliers	SHP	Against	Against	For	Not passed	NO	AllAss, Genita, GenitaPF
<b>Tesla Inc.</b>	United States	04/08/22	Shareholder Proposal Regarding Report on Ending Child Labor	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Tesla Inc.</b>	United States	04/08/22	Shareholder Proposal Regarding Policy on Freedom of Association	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>TJX Companies Inc.</b>	United States	07/06/22	Shareholder Proposal Regarding Report on Human Rights Risks from Supply Chain Employee Misclassification	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>TJX Companies Inc.</b>	United States	07/06/22	Shareholder Proposal Regarding Report on Supply Chain Due Diligence	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>TJX Companies Inc.</b>	United States	07/06/22	Shareholder Proposal Regarding Paid Sick Leave	SHP	Against	For	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Walmart Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Animal Welfare Practices	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif
<b>Wells Fargo &amp; Co.</b>	United States	26/04/22	Shareholder Proposal Regarding Report on Human Rights Standards for Indigenous Peoples	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, Genita, GenitaPF, GTellLif

## Avoiding business with governments infringing human rights

This year we have encountered 4 shareholder proposals that asked companies to report on identified risks and adopted measures in sensitive Countries for infringement of human rights and in conflict-affected areas. In three out of four cases we denied support to shareholder resolution, as companies were already subject to comprehensive and ongoing business-related reporting requirements that required to inform their shareholders about material operations (particularly: in China). We supported this resolution in Chevron meeting, as the company holds equity in one of the largest investment projects in Myanmar but announced through a statement in January 2022 its intention to exit its Myanmar business, and it is in the interest of shareholders to be informed on the execution status of this business decision. Overall, the 4 proposals received on average 8,4% of support, with the one in Chevron being the most supported (12,4%).


Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Caterpillar Inc.	United States	08/06/22	Shareholder Proposal Regarding Report on Mitigation of Risks in Conflict-Affected and High-Risk Areas	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Nike Inc.	United States	09/09/22	Shareholder Proposal Regarding Policy to Pause Sourcing of Raw Materials from China	SHP	Against	Against	Abstain	Not passed	NO	GenIta, GenItaPF, AllAss, AllAssPF, GTelLif
Verizon Communications Inc.	United States	12/05/22	Shareholder Proposal Regarding Report on Corporate Operations with China	SHP	Against	Against	Abstain	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Chevron Corp.	United States	25/05/22	Shareholder Proposal Regarding Report on Policy with Conflict-Complicit Governments	SHP	Against	Against	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

## Unfair competition

The anticompetitive practices of U.S. companies within the pharmaceutical supply chain, including drug developers, are receiving increasing scrutiny from the public, regulators, and enforcers. Through 4 proposals, shareholders intended to ask companies for robust board oversight, to improve transparency and their management of risks related to anticompetitive practices. Criticism in the case of Lilly (Eli) & Co has focused on insulin pricing strategy, which has resulted in massive price hikes for everyday consumers; in the cases of Abbvie, Pfizer and Gilead Sciences it has come under scrutiny the practice of establishing overlapping sets of patent rights around their drugs to prevent generic competition (and with consequential price hikes for everyday consumers). The resolutions reached an average consensus of approximately 30%, with none of them reaching the majority.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
Abbvie Inc.	United States	06/05/22	Shareholder Proposal Regarding Anticompetitive Practices	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Gilead Sciences Inc.	United States	04/05/22	Shareholder Proposal Regarding Anticompetitive Practices	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Lilly(Eli) & Co.	United States	02/05/22	Shareholder Proposal Regarding Anticompetitive Practices	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif
Pfizer Inc.	United States	28/04/22	Shareholder Proposal Regarding Anticompetitive Practices	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTelLif

## BIODIVERSITY DEGRADATION

Materiality Matrix Megatrend	Link with SDGs	No. of votes (For/Against/Abstain)	Positive results
<p>Megatrend of high relevance to the Group's strategy and considering stakeholders' expectations. The rapid extinction of animal and plant species, with an impoverishment of biological diversity and the gene pool, is associated with land conversion, the increasing pollution levels and climate change. The progressive collapse of the natural ecosystems represents a growing risk also for human health as it impairs the food chain, reduces resistance to pathogens and threatens the development of communities and economic sectors strongly dependent on biodiversity. In this context, activism of civil society, regulatory pressure and authorities' supervision are growing, which broaden the responsibility of companies not only as regards their own operations, but also regarding their supply chain.</p>		<p>6 (6/0/0)</p>	<p><b>2 Passed shareholder proposals</b> (1 on deforestation; 1 on water risk exposure)</p>

## Water risk

In 2022 we voted three resolutions (Alphabet, Kraft, Tesla) and one of them (Tesla) has reached the majority of shareholders vote. The shareholders have asked companies to address water risk associated with climate change, as water consumption is a key factor of their business model and they are part of the top water consumption industries in United States.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Alphabet Inc.</b>	United States	01/06/22	Shareholder Proposal Regarding Report on Water Management Risks	SHP	Against	For	For	Not passed	NO	CajaPF, AllAss, AllAssPF, GenIta, GenItaPF, GTellLif
<b>Kraft Heinz Co.</b>	United States	05/05/22	Shareholder Proposal Regarding Report on Water Risk Exposure	SHP	Against	Against	For	Not passed	NO	AllAss
<b>Tesla Inc.</b>	United States	04/08/22	Shareholder Proposal Regarding Water Risk Exposure	SHP	Against	For	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif

## Pesticides

At the meeting of Archer Daniels Midland (ADM) we supported an environmental health resolution asking the multinational food processor to report how the company is measuring pesticide use and risk in its agricultural supply chains, as pesticide use creates a range of risks for food companies and shareholders and pesticides kill pollinators and jeopardize the biodiversity of farms. The resolution did not pass, although it received over 30% support.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Archer Daniels Midland Co.</b>	United States	05/05/22	Shareholder Proposal Regarding Pesticide Reporting	SHP	Against	Against	For	Not passed	NO	GenIta, GenItaPF, GTellLif

## Deforestation

We supported a shareholder proposal at Home Depot meeting seeking disclosures about deforestation: although the company already discloses its wood purchasing policy, the policies do not meaningfully address impacts on primary forests, and the Company did not comprehensively disclose the sourcing geographies and certifications of its wood products. The proposal obtained majority of the votes cast.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Home Depot Inc.</b>	United States	19/05/22	Shareholder Proposal Regarding Deforestation Report	SHP	Against	Against	For	Passed	YES	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif

## Emissions, spills and discharges

Given the company reputation and litigation level on the topic, we supported a shareholders resolution asking the board of directors of Honeywell International to disclose on mitigation measures, with particular focus on stakeholder consultation and company's plans to track effectiveness of measures to assess, prevent, mitigate, and remedy adverse impacts on the environment and human health.

Company	Country	Meeting Date	Resolution Description	Proponent	Man. Rec.**	GL. Rec.**	Vote	Outcome***	Positive results****	Voting entity*****
<b>Honeywell International Inc.</b>	United States	25/04/22	Shareholder Proposal Regarding Report on Environmental & Social Due Diligence Process	SHP	Against	Against	For	Not passed	NO	AllAss, AllAssPF, GenIta, GenItaPF, GTellLif

# POLICY ADVOCACY AND COLLABORATION

This page lists our most significant outreach activities in 2022, in collaboration with our networks and having external visibility, to influence standard setters, policy makers and other stakeholders.

## CLIMATE CHANGE

Materiality Matrix Megatrend	Link with SDGs	No. of initiatives
<p>Megatrend material to the Group's strategy and considering stakeholders' expectations. Global warming due to the emissions rise coming from human activities is intensifying extreme natural events. Policies and efforts required to limit global warming below 1.5°C will lead to radical changes in the production and energy systems, transforming especially carbon-intensive activities and encouraging clean technologies. In this context, some changes will be inevitable, therefore strategies to adapt and reduce vulnerability to the changing climate are necessary.</p>		<p>3</p>



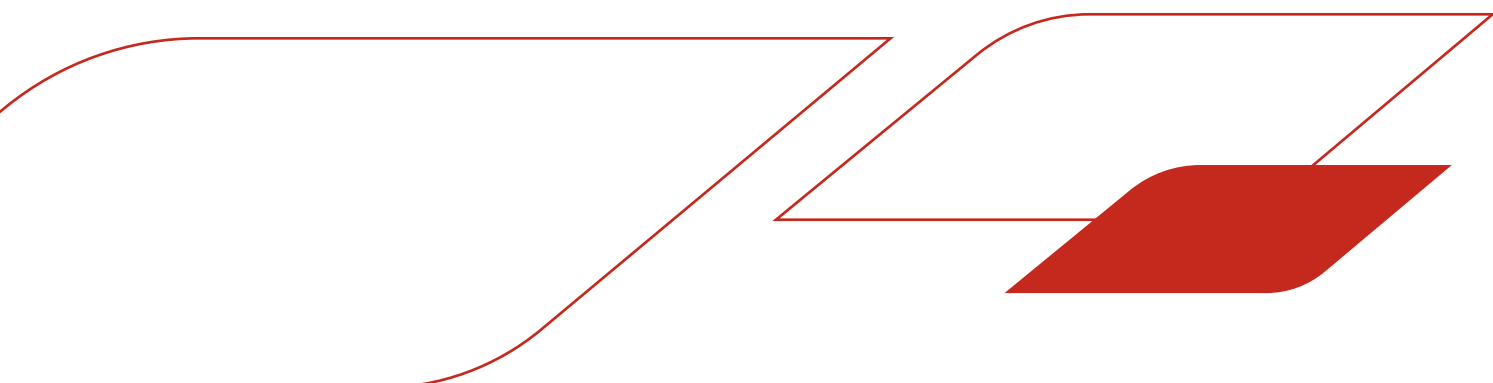
Generali contributing member to the [Net-Zero Asset Owner Alliance's Target-Setting Protocol \(Third Edition\)](#). Published in January 2023, it is a foundational document that created a framework for reporting and delivery on short-term climate targets. Since the launch of the Inaugural Target Setting Protocol, the document – and thus the expectations for members – have become more comprehensive and robust (see also the [Target Setting Protocol Second Edition](#)). This third version reflects the latest science, expands methodological coverage across asset classes, provides further details for some of the Alliance's target types, and adds chapters on carbon removals and just transition.



Guest speaking @ Workshop PRI Southern Europe. On 24.1.2023 we delivered a speech at a PRI webinar, sharing with other Italian institutional investors Generali Group experience on net-zero practices.



Generali signatory of the “2022 Global Investor Statement to Governments on the Climate Crisis” 13.09.2022. The statement has been submitted to governments before COP27 with 602 investor signatures representing almost US\$42 trillion in assets under management. The statement represents a unified investor call on governments to implement the policy actions needed to address the climate crisis and accelerate the transition to a net zero emissions economy.





## TRANSPARENCY AND PURPOSE-DRIVEN BUSINESSES

Materiality Matrix Megatrend	Link with SDGs	No. of initiatives
<p>Megatrend of high relevance to the Group's strategy and considering stakeholders' expectations. Key stakeholders of companies - such as investors, consumers and employees, especially in Europe and with particular reference to the Millennial - are more attentive and demanding on the purpose and the sustainability practices of companies. In this context, the regulatory requirements in terms of reporting and transparency are increasing. A company must demonstrate its ability to create value for all of its stakeholders, going beyond the shareholders. The growing number of benefit companies, cooperatives and social enterprises stands as proof of this trend.</p>		<p>3</p>



Guest lecturing @ Sapienza Università di Roma Facoltà di Economia, course “Management delle imprese” 06.12.2022. We are active in cooperating with institutes of higher education, as by promoting our active ownership approach we contribute to add value to society, allowing us at the same time to foresee possible trends and to bring new insights to our activities.



Guest speaking @ “Proxy Season Review 2022 Georgeson” 12.09.2022. The webinar intended to analyze and discuss the major trends of 2022 proxy voting season in Italy and in main European countries.



Generali signatory of “Call for Stronger Alignment of Regulatory & Standard Setting Efforts around Sustainability Disclosure”. On 30.08.2022, 65 leading financial market participants endorsed a statement developed by the Principles for Responsible Investment, World Business Council for Sustainable Development and International Federation of Accountants – which combined represent \$121.3trn in assets under management – calling for better alignment between how different regulatory bodies around the world are asking for sustainability to be reported.



# APPENDIX

## LIST OF VOTING ENTITY ABBREVIATIONS

<b>AllAss</b>	Alleanza Assicurazioni S.p.A.
<b>AllAssPF</b>	Almeglio – Fondo pensione aperto Alleanza a contribuzione definita
<b>AG</b>	Assicurazioni Generali S.p.A.
<b>CajaVid</b>	Cajamar Vida S.A. de Seguros y Reaseguros
<b>CajaPF</b>	Each of the following: Fondocajamar III, Fondo de Pensiones Fondocajamar IV, Fondo de Pensiones Fondocajamar V, Fondo de Pensiones Fondocajamar VI, Fondo de Pensiones
<b>DifAutSin</b>	D.A.S. Difesa Automobilistica Sinistri - S.p.A. Di Assicurazione
<b>EurAssFr</b>	Europ Assistance S.A.
<b>EurAssIt</b>	Europ Assistance Italia S.p.A.
<b>GenEsp</b>	Generali Espana S.A. de Seguros y Reaseguros
<b>GenEspPF</b>	Each of the following: Generali Uno, Fondo de Pensiones Generali Dos, Fondo de Pensiones Generali Cuatro, Fondo de Pensiones Generali Empleo Uno, Fondo de Pensiones Generali Empleo Tres, Fondo de Pensiones Generali Previsión, Entidad de Previsión Social Voluntaria
<b>Genlar</b>	Generali Iard S.A.
<b>GenIta</b>	Generali Italia S.p.A.
<b>GenItaPF</b>	Generali Global - Fondo pensione aperto a contribuzione definita
<b>GenVie</b>	Generali Vie S.A.
<b>Gtel</b>	Genertel S.p.A.
<b>GTelLif</b>	Genertellife S.p.A.
<b>GFACar</b>	GFA Caraibes
<b>Lequ</b>	L'Equite SA Cie d'Assurances et Reass. Contre les risques de toute nature
<b>SocCat</b>	Società Cattolica di Assicurazione S.p.A.
<b>TuaAss</b>	Tua Assicurazioni S.p.A.

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## GLOSSARY

### Active Ownership

The use of the rights and position of ownership to influence the activities or behaviour of investee companies. Active ownership can be applied differently in each asset class. For equity investments, it includes engagement and voting activities.

### Activist investor

Individual or group that buys a significant stake in a public company in order to influence how the company is run.

### Agenda

The proposals presented by an Issuer to be voted on by shareholders.

### Annual Report

Report that is prepared annually to display summary of financial information.

### Asset Owner

Who owns investments and bears the related risks.

### Beneficial Owner

True owner of securities that may be issued or registered in the name of another, such as a nominee.

### Carbon footprint

Carbon emissions for a portfolio normalized by the market value of the portfolio, expressed in tons CO<sub>2</sub>e/€ million invested.

### Carbon offsetting

Broadly refers to a reduction in greenhouse gas emissions – or an increase in carbon storage (e.g., through land restoration or the planting of trees) – that is used to compensate for emissions that occur elsewhere.

### Carbon credits

Any tradable certificate or permit representing the right to emit one tonne of carbon dioxide or the equivalent amount of a different greenhouse gas.

### Climate Action 100+

Investor initiative to ensure the world's largest corporate greenhouse gas emitters take necessary action on climate change. Investors are calling on companies to improve governance on climate change, curb emissions and strengthen climate-related financial disclosures.

### Climate change

ESG factor material to the Group's strategy and considering stakeholders' expectations; it refers to global warming due to the emissions rise of greenhouse gases coming from human activities, which is intensifying extreme natural events such as floods, storms, rise in sea level, drought, wildfire and heat waves, with repercussions on the natural ecosystems, human health and the availability of water resources. The policies and efforts required to limit global warming to below 1.5°C through the decarbonisation of the economy will lead to radical changes in the production and energy systems, transforming especially carbon-intensive activities, sectors and countries and encouraging the development of clean technologies. As effective as these efforts may be, some changes will be inevitable, therefore making strategies to adapt and to reduce the vulnerability to the changing climate conditions necessary.

**Companies of the coal sector**

If identified as issuers of the coal sector:

- companies for which over 20% of revenues derive from coal;
- companies for which over 20% of electricity's production derive from coal;
- companies for which the installed coal electricity generation capacity is greater than 5 GW;
- companies that extract more than 10 million tons of coal per year;
- companies actively involved in building new coal capacity (coal plants) for an output exceeding 0,3 GW.

If identified as customers of the coal sector:

- companies for which over 30% of revenues derive from coal;
- companies for which over 30% of electricity's production derive from coal;
- companies that extract more than 20 million tons of coal per year;
- companies actively involved in building new coal capacity (coal plants) as identified by Urgewald in its Top 120 Coal Plant Developers' list

**Companies of the tar sand sector**

Companies whose revenues are at least 5% derived from tar sands' extraction or operators of controversial pipelines dedicated to tar sands' transportation.

**COP15**

Shorthand for the 15th meeting of the Conference of the Parties to the UN Convention on Biological Diversity (CBD), a two-week summit that took place in Montreal, Canada, from December 7-19, 2022. At COP15, nations adopted the Kunming-Montreal Global Biodiversity Framework agreeing to conserve and manage at least 30 percent of the world's lands, inland waters, coastal areas and oceans. With emphasis on areas of particular importance for biodiversity and ecosystem functioning and services.

**COP26**

The 2021 United Nations Climate Change Conference, more commonly referred to as COP26, was the 26th United Nations Climate Change conference, held at the SEC Centre in Glasgow, Scotland, United Kingdom, from 31 October to 13 November 2021.

**COP27**

On 2022 the 27th Conference of the Parties to the United Nations Framework Convention on Climate Change (COP27) took place in November in Sharm el-Sheikh, Egypt.

**Corporate bondholders meeting (or noteholders meeting)**

Meeting among the holders of a corporate bond, convened pursuant to the terms of the debt.

**Digital revolution and cybersecurity**

ESG factor of high relevance to the Group's strategy and considering stakeholders' expectations; it refers to the technological innovations introduced by the fourth industrial revolution, including big data, artificial intelligence, the Internet of Things, automation and block chain which are transforming the real economy and the social habits with the spread of services featuring a high level of customization and accessibility. The digital transformation requires new know-how and skills, resulting in a radical change of traditional jobs and in the appearance of new players on the market. The growth in complexity, interdependence and speed of innovation of the new digital technologies are posing challenges associated with the security of IT systems and infrastructures.

**Director**

Individuals elected by the shareholders of a corporation who carry out certain tasks established in the charter.

**Diversity and Inclusion Index, D&I Index**

It measures the progress of the Group compared to Diversity & Inclusion 2021 ambitions, i.e. objectives set internally on gender, generations, cultures and inclusion through eight indicators: female managers, female talent, talent under the age of 35, new hired employees with average age less than 30 years, *Turn to The New Index*<sup>1</sup>, talents with international experience, organizational entities with smart working policy and organizational entities with local action plans on disability.

**Employees**

All the Group direct people at the end of the period, including managers, employees, sales attendant on payroll and auxiliary staff.

**Engagement**

Long-term active interaction between investors and companies on environmental, social and governance factors. The outcome of the engagement efforts is communicated to analysts, portfolio managers and clients, enabling them to incorporate this information into their investment decisions.

**Equal pay gap**

Difference between females' and males' median base salary for comparable roles, comparing females and males belonging to the same job function and organizational level. It is calculated applying a Group common methodology as a percentage of the difference between females' salary minus males' salary for comparable roles, divided by the males' salary. If the result is positive, the gap shows that the gender female is the most compensated; vice-versa, if the result is negative, the gap shows that the gender male is the most compensated.

**Equity investments**

Direct investments in quoted and unquoted equity instruments, as well as investment funds, including private equity and hedge funds.

**ESG**

Acronym which qualifies aspects related to the environment, social and corporate governance.

**EU Taxonomy**

Classification system, establishing a list of environmentally sustainable economic activities. It could play an important role helping the EU scale up sustainable investment and implement the European green deal. The EU taxonomy would provide companies, investors and policymakers with appropriate definitions for which economic activities can be considered environmentally sustainable. In this way, it should create security for investors, protect private investors from greenwashing, help companies to become more climate-friendly, mitigate market fragmentation and help shift investments where they are most needed.

**Gender pay gap**

Difference between females' and males' median base salary across the entire organization regardless of the roles. It is calculated applying a Group common methodology as a percentage of the difference between females' salary minus males' salary, divided by the males' salary. If the result is positive, the gap shows that the gender female is the most compensated; vice-versa, if the result is negative, the gap shows that the gender male is the most compensated.

**Generali Insurance Asset Management S.p.A. Società di gestione del risparmio (GIAM)**

Generali Group asset manager specialized in the asset management of the insurance companies belonging to Assicurazioni Generali and pension funds.

**Geopolitical and financial instability**

ESG factor of high relevance to the Group's strategy and considering stakeholders' expectations; it refers to the weakening of multilateralism and of the traditional global governance mechanism that are leading to increased tension between countries and to the resurgence of trade protectionism and populism. Associated with the changing geopolitical balance - with complex cause and effect relationships - is the worsening of macroeconomic conditions and a scenario of a continuing lowering of interest rates. The weakening of the initiative of the traditional political institutions is compensated by the emergence of coalitions and global coordination mechanisms promoted by the private sector and civilian society.

**Glass Lewis (Glass, Lewis & Co.)**

An American proxy advisory services company. Glass Lewis provides governance services that support engagement among institutional investors and corporations through its research, proxy vote management and technology platforms.

**Green and sustainable investments**

Investments that support green and/or social projects, with the explicit aim of creating a positive impact and contributing to the United Nations Sustainable Development Goals.

**Greenhouse gases, or GHGs**

Compound gases that trap heat or longwave radiation in the atmosphere. Their presence in the atmosphere makes the Earth's surface warmer.

**Increasing inequalities**

ESG factor of high relevance to the Group's strategy and considering stakeholders' expectations; it refers to the growing gap in the distribution of wealth between social groups and - more in general - the polarisation in accessing self-determination opportunities. These trends are accompanied with a decline in social mobility, leading to a protracted permanence in the state of poverty and exclusion, mainly related to the socio-economic conditions of the household of origin.

**Insurance exposure to fossil fuel sector**

It refers to the underwriting of P&C risks related to companies of the coal sector and/or related to oil and gas exploration/extraction if not residual with respect to the main activity of the client.

**Integrated report**

Concise communication that illustrates how the strategy, governance and future prospects of an organization, in the external environment in which it operates, are used to create value in the short, medium and long term.

**International Energy Agency (IEA)**

Paris-based autonomous intergovernmental organisation established in the framework of the Organization for Economic Co-operation and Development in 1974 in the wake of the 1973 oil crisis.

**Investor Leadership Network (ILN)**

Launched at the 2018 G7 to facilitate and accelerate collaboration by leading global investors on key issues related to sustainability and long-term growth. As the leading network of investors taking action for people, planet and prosperity, the CEO-led group is composed of 13 global institutional investors representative of six countries, with over US\$9 trillion in assets under management.

**Management proposal or resolution**

An agenda item, submitted by management of a company.

**Meeting date**

Date a company holds its shareholder meeting.

**Mathematical provisions**

It is the amount that shall be set aside by the insurance company to meet its future obligations to policyholders.

**Migrations and new households**

ESG factor monitored by the Group; it refers to the migration phenomena and increased international mobility that are broadening the cultural diversity of the modern globalised societies and are transforming the preferences and market of the consumers, the workplace and the political debate. Also the profile of modern family is profoundly changing with a significant increase in households made up of only one person and in single-parent families due to greater women emancipation, growth in separations, longer life expectation and urbanisation. As a result, consumption habits, the distribution of resources and the social risk mitigation mechanisms are changing, and the vulnerability of the single-person households to situations of hardship - such as loss of employment or disease - is growing.

**Net-Zero Asset Owner Alliance (NZ AOA)**

International group of 69 institutional investors with US\$ 10.4 trillion assets under management, delivering on a bold commitment to transition their investment portfolios to net-zero greenhouse gas emissions by 2050, consistent with a maximum temperature rise of 1.5C degrees above pre-industrial temperatures.

**Open pension fund**

Scheme which provides retirement income, with no restriction on membership.

**Pandemics and extreme events**

ESG factor material to the Group's strategy and considering stakeholders' expectations; it refers to the fact that the population concentration and the deficiencies in population protection and emergency management mechanisms are increasing the risks associated with extreme events, such as earthquakes and tsunamis, pandemics and health emergencies as well as other man-made catastrophes such as technological, radiological incidents, and terrorism. A strengthening of the system to prevent, prepare for and respond to these events is required in order to increase the resilience of the affected territories and communities.

**Paris Agreement**

International treaty on climate change, adopted in 2015. As of November 2021, 193 members of the United Nations Framework Convention on Climate Change (UNFCCC) are parties to the agreement. The Paris Agreement's long-term temperature goal is to keep the rise in mean global temperature to well below 2 °C (3.6 °F) above pre-industrial levels, and preferably limit the increase to 1.5 °C.

**Polarization of lifestyle**

ESG factor of high relevance to the Group's strategy and considering stakeholders' expectations; it refers to the enhanced awareness of the connection between health, living habits and the environmental, which is favouring the spread of healthier lifestyles, based on the prevention and proactive promotion of well-being, especially in the higher income and higher education social groups. Examples of this are the growing attention to healthy eating and to physical activity. However, amongst the more vulnerable social brackets, unhealthy lifestyles and behaviours at risk are continuing, if not actually increasing, with the spread of different forms of addiction (drugs, alcohol, tobacco, compulsive gambling, Internet and smartphone addiction), mental discomfort, sleep disorders, incorrect eating habits and sedentariness, with high human and social costs related to healthcare expenditure, loss of production and early mortality.

**Proposal or resolution**

An agenda item, submitted by management or by shareholder.

**Proxy or agent**

In law, substitute authorized to act for another entity or a document which authorizes the agent so to act and to put a person in place of them.

**Proxy advisor (or proxy firm)**

Provides services to shareholders to vote their shares at shareholder meetings of, usually, listed companies. The typical services provided include agenda translation, provision of vote management software, voting policy development, company research, and vote administration including vote execution.

**Proxy fight (or proxy contest, proxy battle, proxy war)**

Effort by the shareholder or group of shareholders of a corporation to convince other shareholders to cast their corporate votes the way the urging shareholders prefer, often in opposition to other shareholders or to management recommendations.

**Proxy solicitor**

Specialist a firm hired to help issuers gather proxy votes. ... Proxy Solicitors utilize shareholder lists to proactively contact shareholders to explain proposals and encourage voting. Ultimately, the solicitor's job is to increase the shareholder vote.

**Proxy voting**

Form of voting whereby a member of a decision-making body may delegate his or her voting power to a representative, to enable a vote in absence.

**Regulatory complexity**

ESG factor of high relevance to the Group's strategy and considering stakeholders' expectations; it refers to the increase in the production of laws and regulatory mechanisms especially for the financial sector, in order to regulate its complexity and to share the fight against illegal economic activities with the sector's participants. Therefore, the costs for guaranteeing regulatory compliance and the need for greater integration and simplification of the governance systems are increasing.

**Resolution or proposal**

An agenda item, submitted by management or by shareholder.

**Resource scarcity and sharing economy**

ESG factor of high relevance to the Group's strategy and considering stakeholders' expectations; it refers to the increase in world population and the excessive exploitation of natural resources such as soil, land water, raw materials and food resources that make the transition to circular and responsible consumption models necessary as they reduce the resources use and the waste production. Technological innovation and the spread of more sustainable lifestyles encourage the spread of new consumption and production patterns based on reuse and sharing, such as car sharing, co-housing, co-working and crowdfunding.

**Science Based Target initiative (SBTi)**

Collaboration between the Carbon Disclosure Project (an international non-profit organisation based in United Kingdom), the United Nations Global Compact, World Resources Institute and the World Wide Fund for Nature. Since 2015 more than 1,000 companies joined the initiative to set a science-based climate target.

**Shareholder**

Individual(s) owning securities in a company.

**Shareholder proposal or resolution**

A resolution submitted by a shareholder, to be voted in the agenda.

**Shareholder Rights Directive II (SRD II)**

European Union (EU) directive, which sets out to strengthen the position of shareholders and to reduce short termism and excessive risk taking within companies traded on EU regulated markets (Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement).

**Sustainability**

Broad policy concept in the global public discourse and is thought to consist of at least three main “dimensions” or “pillars”: the environmental, economic and social dimension.

**Taxonomy**

See EU Taxonomy.

**Transparency and purpose-driven businesses**

ESG factor of high relevance to the Group’s strategy and considering stakeholders’ expectations; it refers to the fact that key stakeholders of companies - such as investors, consumers and employees, especially in Europe and with particular reference to the Millennial - are ever more attentive and demanding on the purpose and the sustainability practices of companies. Also, the regulatory requirements for companies in terms of reporting and transparency are increasing, making it increasingly essential that a company demonstrate its ability to create value for all of its stakeholders, going beyond the shareholders. The growing number of benefit companies, cooperatives and social enterprises stands as proof of this trend.

**Third-Party Assets Under Management, TP AUM**

Assets managed by the Group on behalf of its institutional and retail clients, insurance companies and pension funds.

**Unmediated access to information**

ESG factor monitored by the Group; it refers to the increasing speed, ease and amount of information shared between people, governments and companies thanks to the diffusion of new communication technologies, social media and web platforms. In this way, knowledge is increasingly accessible, multi-directional, intergenerational and on a global scale, and is transforming how people form opinions and mutually influence each other. The traditional sources of information, such as newspapers, schools, parties and religious institutions, are undergoing a resizing of their role in mediating knowledge, with consequences for control of the reliability of the information circulated and for manipulating public opinion, as evidenced by the fake news phenomenon.

**Unit-linked fund**

Investment fund that is linked to a plan issued by an insurance company, divided into equal units. When policyholders put money into their investment, they buy units from the company. When policyholders withdraw money from the fund, they sell their units back to the company.

**UNEP FI Principles for Sustainable Insurance Initiative)**

Launched at the 2012 UN Conference on Sustainable Development, the United Nations Environment Programme Finance Initiative (UNEP FI) Principles for Sustainable Insurance (PSI) serve as a global framework for the insurance industry to address environmental, social and governance risks and opportunities. Endorsed by the UN Secretary-General, the Principles have led to the largest collaborative initiative between the UN and the insurance industry—the PSI Initiative. Over 200 organisations worldwide have adopted the four Principles for Sustainable Insurance, including insurers representing more than 25% of world premium volume and USD 14 trillion in assets under management. The Principles are part of the insurance industry criteria of the Dow Jones Sustainability Indices and FTSE4Good.

The vision of the PSI Initiative is of a risk aware world, where the insurance industry is trusted and plays its full role in enabling a healthy, safe, resilient and sustainable society. The purpose of the PSI Initiative is to better understand, prevent and reduce environmental, social and governance risks, and better manage opportunities to provide quality and reliable risk protection.

**United Nations Framework Convention on Climate Change (UNFCCC)**

The convention established an international environmental treaty (effective: 21 March 1994) to combat “dangerous human interference with the climate system”, in part by stabilizing greenhouse gas concentrations in the atmosphere. The 2021 United Nations Climate Change Conference, more commonly referred to as COP26, was the 26th UNFCCC conference, held at the SEC Centre in Glasgow, Scotland, United Kingdom, from 31 October to 13 November 2021 (and the third meeting of the parties to the 2015 Paris Agreement, and the 16th meeting of the parties to the Kyoto Protocol).



**United Nations Global Compact (UNGC)**

Non-binding United Nations pact to encourage businesses and firms worldwide to adopt sustainable and socially responsible policies, and to report on their implementation.

**United Nations Global Compact Women's Empowerment Principles (WEPs)**

Set of Principles offering guidance to business on how to promote gender equality and women's empowerment in the workplace, marketplace and community.

**United Nations Intergovernmental Panel on Climate Change (UN IPCC)**

Intergovernmental body of the United Nations responsible for advancing knowledge on human-induced climate change.

**United Nations Principles for Responsible Investment (UN PRI)**

United Nations-supported international network of investors working together to implement Principles for Responsible Investment.

**United Nations Sustainable Development Goals (or Global Goals, or UN SDGs)**

17 objectives contained in the 2030 Agenda for sustainable development, launched by the United Nations.

**Urbanization**

ESG factor monitored by the Group; it refers to the trend of human population concentrating in urban areas. Today over 70% of Europeans live in cities, and the amount should rise to above 80% by the year 2050. At the same time, over the years land consumption to convert natural land into urbanised areas has accelerated. Together with their expansion, the cities find themselves having to take up increasingly urgent challenges, such as social inclusion in the outskirts and the lack of adequate housing, congestion and air pollution. Considerable investments will therefore be necessary for urban regeneration and to modernise infrastructure and mobility systems based on a more sustainable planning.

**Women and minorities inclusion**

ESG factor of high relevance to the Group's strategy and considering stakeholders' expectations; it refers to the growing demands for greater inclusion and empowerment of the diversities related to gender, ethnic group, age, religious belief, sexual orientation and disability conditions in the various areas of social life, from the workplace to that of political representation and public communication. The topic of women empowerment and reducing the gender pay and employment gaps has taken on particular emphasis. However, in the face of these trends an increase in forms of intolerance, social exclusion and violence is noted, particularly against women, ethnic and religious minorities, immigrants and LGBTI+ people and those with mental-physical disabilities, especially in the lower income and lower education social brackets.

# CONTACTS

## Group Sustainable Investments and Governance

activeownership@generali.com

Manager: Francesco Sola

Generali Group - Group Active Ownership Report 2022  
prepared by Group Sustainable Investments and Governance

The document is available on  
[www.generali.com](http://www.generali.com)

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